

## TPSS Board of Representatives Meeting

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Date: November 30, 2017

Time and Place: 6:00pm, Takoma Park Volunteer Fire Department

Board present: Rachel Hardwick (RH), Robert Anderson (RA), Melissa Schweisguth (MS), Susan Cho (SC), Fred Feinstein (FF), Mary Rooker (MR), Adam Frank (AF)

Board absent: John Cox (JC), David Zuckerman (DZ)

Staff present: Martha Whitman (MW) Interim GM, Hussein Choteka (HC) Store Manager

Minutes submitted by: Solveig Mortensen (SM)

### BOARD ACTION:

- The Board certified the results of the November 2017 TPSS Co-op Board election.
- The Board approved the October 2017 open session minutes as amended.
- The Board accepted the interim GM's November 30, 2017 TPSS Monitoring report.
- The Board approved the appointment of the following slate of Board officers: President, RH; Vice President, RA; Board Secretary, MS; Board Treasurer, AF.
- By mutual agreement, the contract between TPSS Co-op and Martha Whitman through CDS Consulting was extended to February 2018.

***Interim General Manager's Updates:*** MW reported that the Co-op gave Mayor Stewart and all the members of the City Council the Co-op letter that outlines the Co-op's position on the redevelopment of the lot at the Junction. Furthermore, she shared that several City Council members and staff attended recent Co-op tours, where they asked questions and saw the Co-op's overall operations, including the receiving area. MW also noted that she has asked the City Council and Mayor to include the Co-op's development project manager, Colleen Scott, in communications.

FF reported on the City Council's November 29 vote in favor of augmenting the traffic study for the redevelopment project. FF shared that people at the Council session expressed concerns in person and/or by a community letter re: several considerations, such as that segments of the study ought to be broadened and completed by the City. FF explained that Neighborhood Development Company also must perform a traffic study that evaluates the redevelopment's potential impact, and that the question of whether instead the City should also be independently reviewing this, was posed to the Council.

MW shared that she has been having productive meetings with the HR Manager and various staff to discuss individual job descriptions.

MW reported that the Co-op is experiencing repercussions with Amazon's purchase of Whole Foods with higher than normal out of stocks.

MW shared that the Co-op will have Pajamarama on Sunday December 3, close at 6 pm on December 12 for its staff holiday party, and is making efforts to do more holiday events or activities.

***Interim GM's monitoring report and Financial Conditions Policy:*** MW explained that her Ends report, as interim general manager is for informational purposes to keep the Board informed of the various activities the Co-op engages in during this time of transition. MW reported reasonable progress towards the accomplishment of the Co-op's Ends and conveyed that she supported this measurement with an included quarterly profit and loss statement.

The Board heard that it would be prudent to again monitor policy L-4 quarterly and reconsider whether the current policy L-4 addendum should be kept separate. MW recommended it be added to policy L-4, so that management can ensure they provide all the requested ratios. MW reported compliance with producing a new budget for the Board. The Board accepted MW's monitoring report of the Ends Statements and policy L-4.

In answer to inquiry on if the CBLD consultant should be monitoring the Co-op's materials to see that all the necessary reporting is occurring, MW shared that her experience is that the consultant reviews the packets to get the general sense of the Co-op and can dive deeper using consultant hours if interested.

***Board committee updates:***

***Membership Committee:*** FF and MW described an idea for the Membership Committee to work on a process for better engagement with Co-op members through avenues, such as the newsletter, and the regular and new membership touchpoints that will or can occur throughout the year. MW recommended that the Board leads the process of designing engagement that is for the Board to learn and share member values. They also discussed methods to garner two-way communication with the membership—to both reach out and inform and invite or receive feedback.

***GM Search Committee:*** RH updated the Board that Marilyn Scholl advised that the Co-op could consider employing a search firm, if the initial GM search is not fruitful. RH also shared that exiting Board representative, John Cox offered to help in the GM search process.

MS reported that the Co-op received a number of applicants for the position and that the Committee will begin screening and shortlisting them in December. MW confirmed that for a GM search, its commonplace for a co-op's senior management team to give feedback.

***Policy Committee:*** MS noted that the Committee circulated Policy L-6 for review via email and is awaiting feedback from some Representatives.

***Certification of the Board Election:*** The Board certified the following results from the November 2017 TPSS Board election:

Susanne Lowen 194 votes

Diane Curran 188  
 Adam Frank 166  
 Robert Anderson 124  
 Julia Eddy 96  
 Patrick Brown 54

***Slate of Board Officers:*** The Board approved the appointment of the slate of Board officers for the 2017-2018 Board year.

***Annual Allocation (Distribution of Net Income/Patronage Dividends):*** The Board declared that there would be no distribution of net savings to members for the 2016-17 fiscal year and allocated the profit to a reserve fund.

Board Representatives' Committee Memberships:

Membership and Community Affairs Committee: FF, Chair; SC, MR, JC  
Audit and Finance Committee: AF, Chair, RA, MS, DZ  
Personnel Committee: RH, Chair; RA, MR  
Policy Committee: MS and SC, Co-Chairs; DZ, AF  
Nominations Committee: RH, Chair; MS, FF  
 GM Search Committee: MS, AS, MR

Term 2017:

| Rep.        | Dec                  | Jan | Mar | April | May | June | July* | Aug | Sep | Oct | Nov |
|-------------|----------------------|-----|-----|-------|-----|------|-------|-----|-----|-----|-----|
| Anderson    | *                    | *   | *   | *     | *   | *    |       | *   | *   | *   | *   |
| Cox         |                      | *   | ex  | *     | *   | *    |       | ex  | *   | ex  | ex  |
|             | (Appointed Jan.2017) |     |     |       |     |      |       |     |     |     |     |
| Cho         | *                    | *   | *   | *     | *   | *    |       | *   | *   | *   | *   |
| Feinstein   | *                    | *   | *   | ex    | *   | *    |       | ex  | *   | *   | *   |
| Frank       | *                    | *   | *   | *     | *   | ex   |       | *   | *   | *   | *   |
| Hardwick    | *                    | *   | *   | *     | *   | *    |       | *   | *   | *   | *   |
| Rooker      | *                    | *   | *   | *     | *   | *    |       | *   | *   | *   | *   |
| Schweisguth | ex                   | *   | *   | *     | *   | *    |       | *   | *   | *   | *   |
| Zuckerman   | *                    | *   | *   | *     | *   | ex   |       | ex  | *   | *   | ex  |

(ex=excused)

\*no July 2017 meeting

Meeting adjourned 7:34pm