

TPSS Board of Representatives Meeting

Date: November 29, 2018

Board present: Mary Rooker (MR), Susan Cho (SC), Susanne Lowen (SL), Rachel Hardwick (RH), Fred Feinstein (FF), Adam Frank (AF), Robert Anderson (RA), Julia Eddy (JE)

Board absent: Diane Curran (DC)

Staff & consultants present: Mike Houston (MH), General Manager

Members Present: N/A

Minutes prepared by: Julia Eddy (JE)

BOARD ACTIONS:

- The Board approved minutes from the October 25, 2018 Open and Closed Board meetings and the October 2018 Member Meeting.
- The Board requested MH revise the FY19Q1 L4 report to state non-compliance with L4.1. The board approved a revised version of Q1 L4 Quarterly Financial report via email on 11/30/18.
- The Board accepted the revised L6 Monitoring Report – Asset Protection as submitted.
- The Board certified the election results, bringing Katea Stitt, Julia Eddy, and Sawa Kamara each on to the Board for 3-year terms.
- The Board approved the following slate of officers for 2018-2019: President - Diane Curran, Vice President - Fred Feinstein, Secretary - Julia Eddy, Treasurer - Adam Frank.

Open member forum:

There were no members present.

RH urges the GM to keep thinking about how to make membership and food prices affordable.

GM Update:

MH answered questions related to the GM Update report. Union negotiations are still going on. MH is collecting estimates on replacing the roof. The owners of the building are open to the idea of structural modifications such as solar panels or building a second floor on the building.

MH is working with Colleen Scott and other consultants to determine the feasibility and business case for a potential upward expansion.

L4 Quarterly Report:

The Board discussed L4.1, in which MH reports sales growth for the first quarter of the fiscal year was 0.25% and less than national average. MH shared ideas and actions related to improving sales. The Board requested MH revise the FY19Q1 L4 report to state non-compliance with L4.1. The board approved a revised version of Q1 L4 Quarterly Financial report via email on 11/30/18.

L6 Monitoring Report- Asset Protection

The Board accepted the revised L6 Monitoring Report – Asset Protection as submitted.

Annual Allocation (Distribution of Net Income/Patronage Dividends):

The Board resolved to allocate all net savings to reserves for FY 2018. At this time the board is trying to save money for expansion and other present and future expenses.

Committee Updates:

The Policy Committee will meet in a couple weeks.

The Governance Reflection Committee is due to meet. MR will stay on the committee after leaving the board.

The Nominations Committee reported on the 2018 Board Election results:

Katea Stitt 179 votes

Julia Eddy 166 votes

Sawa Kamara 134 votes

Bob Gibson 129 votes

Sat Jiwan “SJ” Ikle-Khalsa 124 votes

Greg Ross 17 votes

The Board certified the election results, bringing Katea Stitt, Julia Eddy, and Sawa Kamara each on to the Board for a 3-year term.

The Board discussed this year’s election process and potential improvements moving forward:

- 25 votes were disqualified – some voted twice, voted for too many candidates, or the ballot was cast by someone other than the registered member on the TPSS membership. MH will ensure there is one name associated with each membership in the membership database. MH is looking into ways to electronically validate the member’s name and member number when they fill out an electronic ballot.
- There was no secret ballot this year. MH is looking into better way to do electronic voting next year to allow for easier counting and a secret ballot – possibly Google forms instead of Survey Monkey, using a kiosk in the store instead of paper ballots, etc...

2019 Slate of Officers:

The Board approved the following slate of officers for 2018-2019: President - Diane Curran, Vice President - Fred Feinstein, Secretary - Julia Eddy, Treasurer - Adam Frank.

Board Business:

RH shared reflections from the last 4 years on the board in crisis mode. She hopes we are finally

moving into a better place, where the board can learn and dream. The board weathered a lot of board turnover, employee turnover, several interim General Managers, the Junction development, some sensitive governance issues, multiple lawyers, employee unionization, and wire fraud. Even with all that, the Board hired a great new General Manager and showed an incredible amount of dedication and integrity.

DC has a lot of ideas moving into this new year – how to make meetings shorter, thinking about diversity and engagement on the board, and thinking about board member orientation and training. There will be a committee to start thinking about the retreat.

Many appreciations were shared for Board members rotating off the board, Robert Anderson and Mary Rooker, and stepping down from leadership, Rachel Hardwick.

Junction:

The community is still very engaged around the project.

NDC has to buy development rights from areas businesses for the additional density.

Michele Rosenfeld (MiRo) will come to a board meeting in the future leading up to a Park and Planning meeting.

RH will follow up with MiRo about how exiting Board members may or may not engage in advocacy around the Junction project.

Next meetings: Thursday 12/20 (3rd Thurs)

Meeting adjourned at 8:29pm.

No Closed or Executive session meetings were held.

Committee Assignments:

Audit and Finance Committee: AF (Chair); RA, SL, JE

Policy Committee: SC (Chair); AF, DC

Membership and Community Affairs Committee: FF (Chair); MR, DC

GM Search Committee: AF (Chair), MR, SL

Nominations Committee: RH (Chair); AF, FF

Personnel Committee: RH, RA, MR

Mediation Committee: RA, FF, SC, RH, DC

Governance Reflection Committee: MR, FF, SL, AF

Term 2017 Meeting Attendance:

	Dec	Jan	Feb	Mar	Apr	Ma y	Jun	Jul	Aug	Sep	Oct	Nov
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Anderson	*	*	*	*	*	*	*	*	ex	*	*	*
Curran	ex	*	*	*	*	*	*	*	*	*	*	ex
Cho	*	*	*	*	*	*	*	*	*	*	*	*
Eddy	Appointed June 2018						*	*	*	ex	*	*
Feinstein	*	*	ex	*	*	*	*	*	*	*	*	*
Frank	ex	ex	*	*	ex	*	*	*	ex	*	*	*
Hardwick	*	*	ex	*	*	*	*	*	*	*	ex	*
Lowen	*	*	*	*	*	*	*	*	*	*	*	*
Rooker	*	*	*	ex	*	*	*	*	*	*	*	*
Schweisguth	*	*	*	*	ex	*	Resigned					

(ex=excused)

Board Terms:

Board Representative	Term:	Term Ends:
Anderson	1 year (consecutive term)	2018
Curran	3 years	2020
Cho	3 years	2019
Feinstein	3 years	2019
Frank	3 years (consecutive term)	2020
Hardwick	3 years (consecutive term)	2019
Lowen	3 years	2020
Rooker	2 years	2018
Schweisguth / Eddy	2 years	2018