

# TPSS Board of Representatives Meeting

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Date: December 20, 2018

Board present: Sawa Kamara (SK), Katea Stitt (ST), Susan Cho (SC), Susanne Lowen (SL), Rachel Hardwick (RH), Fred Feinstein (FF) via phone, Adam Frank (AF), Julia Eddy (JE), Diane Curran (DC)

Board absent: N/A

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

Members Present: N/A

Minutes prepared by: Julia Eddy (JE)

## **BOARD ACTIONS:**

- The Board approved the minutes from the November 28, 2018 board meeting.
- The Board established 2018-2019 committees and chairs as indicated below.

## **Check-in/Introductions:**

New board members introduced themselves and signed forms. DC will review signed Board Code of Ethics forms and send to JE for filing. MH will send around the Co-op's general confidentiality form. Nominations Committee will make sure confidentiality statement is included in the nomination packet in the future.

## **Approval of Minutes:**

The Board approved the minutes from the November 28, 2018 board meeting.

## **Open member forum:**

There were no members present.

DC noted there were three members at the last Membership meeting.

## **GM Update:**

MH answered questions related to the GM Update. Union bargaining is still going on. The store will catch up on inventory counting on Jan 1. MH is working with Colleen Scott and other consultants to determine the feasibility and business case for a potential expansion. MH will be on the Board of Old Takoma Business Association (OTBA) and the Montgomery County Food Council starting in 2019.

SL requests that management keep an eye on trash behind the Co-op on the Columbia Road side.

## **Board Committee Assignments:**

All committees should review their charter before the next meeting and decide on a standing

meeting time if possible, so it can be advertised to members and other board members.

Currently the dates and times of monthly board meetings and monthly Membership meetings which are both open to the members are posted on the website Board calendar and on a bulletin board in the store. KS suggested we consider a little flyer in the store at the register with standing meeting dates advertised.

MH requested having a committee that can meet ad-hoc to review quotes and decide how to spend the grant and think about expansion. The Board discussed rolling this into the Junction committee for now.

The purpose of the Policy Governance Reflection committee is to look back on the last few years and see if Policy Governance is serving us. FF and DC propose an agenda item at the retreat to reflect on the last few years and suggests we may not need a Policy Governance Reflection Committee after the retreat. AF, SL and FF will schedule a quick pre-retreat meeting of the Policy Governance Reflection Committee to think about the retreat discussion about policy governance.

KS and SL volunteered to be on the Retreat planning committee.

Board officers have monthly calls with our CDS Consultant, Martha Whitman.

DC proposed creating a Board development committee to think about board educational programs, general support/oversight of board and its committees, succession planning for board committees. There could be guest speakers and some readings.

The board committee assignments and chairs are as follows:

Policy Committee – Susan Cho (chair), Adam Frank, Rachel Hardwick.

Nominations/Elections – Susanne Lowen (chair), Diane Curran, Susan Cho.

Personnel – Diane Curran (chair), Rachel Hardwick, Katea Stitt.

Membership Committee – Fred Feinstein (chair), Diane Curran, Sawa Kamara.

Finance and Audit Committee – Adam Frank (chair), Julia Eddy, Diane Curran, Susan Cho.

Junction & Expansion Committee – Fred Feinstein (co-chair), Rachel Hardwick (co-chair), Sawa Kamara, Katea Stitt.

Policy Governance Reflection Committee - Fred Feinstein, Adam Frank, Susanne Lowen, Mary Rooker (former board member).

Board Development Committee – Diane Curran (chair), Adam Frank.

### **February Board Retreat:**

The Board brainstormed topics of interest for the 2019 Board Retreat:

- Looking at the past, looking at the future.
- Outreach to membership and different members.
- How is TPSS contributing to equity in the community?

- The Co-op’s relationship with local farmers, other co-ops and movements.
- What does the Co-op’s role look like in the climate change scenario?
- Investment in, and educational support for, the workers.

**Calendar:**

The Board discussed moving regular board meetings to the 2nd or 3rd Thursday of the month, pending confirmation with Historic Takoma. The finances would be a little older, because the FAC would still meet the 4<sup>th</sup> Monday of the month, but that would hopefully allow the Board more time to review the materials.

The Board decided to move L5 to August on Topical Calendar and move the Ends & Indicators Update to October.

**Next meetings:**

Board Meeting January 17th.

Board Meeting Feb 21st.

Board Retreat: Sunday Feb 3rd, Dinner on Saturday Feb 2nd.

*Meeting adjourned at 8:35pm.*

***Committee Assignments:***

Policy Committee – Susan Cho (chair), Adam Frank, Rachel Hardwick.

Nominations/Elections – Susanne Lowen (chair), Diane Curran, Susan Cho.

Personnel – Diane Curran (chair), Rachel Hardwick, Katea Stitt.

Membership Committee – Fred Feinstein (chair), Diane Curran, Sawa Kamara.

Finance and Audit Committee – Adam Frank (chair), Julia Eddy, Diane Curran, Susan Cho.

Junction & Expansion Committee – Fred Feinstein (co-chair), Rachel Hardwick (co-chair), Sawa Kamara, Katea Stitt.

Policy Governance Reflection Committee - Fred Feinstein, Adam Frank, Susanne Lowen, Mary Rooker (former board member).

Board Development Committee – Diane Curran (chair), Adam Frank.

**Term 2018-2019 Meeting Attendance:**

	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov
Cho	*											
Curran	*											
Eddy	*											

Feinstein	*											
Frank	*											
Hardwick	*											
Kamara	*											
Lowen	*											
Stitt	*											

(ex=excused)

**Board Terms:**

Board Representative	Term:	Term Ends:
Cho	3 years	2019
Curran	3 years	2020
Eddy	3 years	2021
Feinstein	3 years	2019
Frank	3 years (consecutive term)	2020
Hardwick	3 years (consecutive term)	2019
Kamara	3 years	2021
Lowen	3 years	2020
Stitt	3 years	2021