

# TPSS Board of Representatives Meeting Open Session (public part of meeting)<sup>1</sup> Minutes

---

Date/Location/Time: August 20, 2020, meeting (held remotely, on-line) 6:30 p.m.

Board present: Diane Curran (DC), Fred Feinstein (FF), Adam Frank (AF), Susan Cho (SC), Bob Gibson (BG), Susanne Lowen (SL), Katherine Tsantiris (KT)

Board excused: Katea Stitt (KS)

Staff present: Mike Houston (MH), General Manager (GM)

Members present: Gimbiya Lim (GL)

Minutes submitted by: Solveig Mortensen (SM), Board Administrator

## **Board ACTION:**

- The Board approved the July 16, 2020 open session Board meeting minutes.
- The Board accepted the GM's Monitoring Report: Policy L6, Asset Protection as submitted.
- The Board approved the proposed agenda for the planned October 18, 2020 fall Member-owners meeting.

## **Housekeeping:**

- Due to the COVID-19 emergency, the Board held the August 20, 2020 meeting by zoom and phone.

**Action Item review:** The Board tabled the action item review and planned for DC, SC, and SM to revise it separately. The Board added discussion of the reporting on the 2020 CCMA conference and resulting next steps. SC planned to research upcoming CBLD 101 events for Board member's participation.

**Open Member Forum:** GL introduced herself and shared some of her long-time history of involvement and membership with the Co-op. GL summarized how having parents who were founding members and involved at the early range of the Co-op's development, she grew up going to the Co-op and has continued patronizing the store throughout her life. GL also shared how she comes from a multiracial family and has done a lot of work on issues of diversity.

---

<sup>1</sup> Monthly Co-op Board meetings have open and closed portions. Members are welcome at the open portion of meetings. The closed part of Board meetings is reserved for discussion of finances, personnel, and legal issues.

GL asked the Board what they are excited about as Board members. Several Board members shared their backgrounds and described how they are excited to pursue the Co-op's mission and serve people and the community, as an organization, in a whole-hearted way. A Board member defined that service as being a real resource for people of all income levels to locally-produced food. A Board member also expressed being focused on maintaining the Co-op.

**GM Report:** MH shared how he observed outdoor happenings in "Old Town" Takoma Park and considered if the Co-op could collaborate to set up tents and equipment (picnic table, chairs) in BY Morrison Park; so, the Co-op could have some music and food and hopefully bring more foot traffic to the businesses in the area. MH reported that he reached out to the Executive Director of the Old Takoma Business Association (OTBA) and heard that there was interest in the idea. In reply to Board curiosity, MH stated that other OTBA businesses have not necessarily, previously, discussed utilizing the park space, but the idea may not have occurred to them.

In answering a Board question concerning if the downward trend in online ordering had stabilized, MH confirmed it had indeed declined and explained that the on-line ordering decreased every time the Co-op expanded its in-store shopping hours. MH commented that as a general matter, in regular (non-pandemic) conditions, online shopping typically makes up 1-2% of total sales, but during the pandemic 15% of the Co-op's sales have been through online orders.

The Board discussed how information provided by National Cooperative Grocers (NCG) at the most recent Consumer Cooperative Management Association (CCMA) conference indicated that online co-op shopping does not bring in much revenue. MH observed that it is a blended picture. MH stated TPSS Co-op does not have dedicated staff for handling online orders; and, notably, it is not an efficient way to shop, i.e. the Co-op could not do its pre-pandemic sales levels all online. MH confirmed that the Co-op plans to keep the online ordering platform past the pandemic; it is sustainable when the store's physically open and the Co-op's invested in creating the infrastructure for it. The Board recognized how the online ordering platform is a safety measure and has attracted business; people have travelled to use it.

In response to Board inquiry regarding if there has been pushback on the decision to re-open the store, MH stated that he has not received that feedback and speculated that keeping the online ordering option available may satisfy those that do not feel comfortable physically shopping at the store.

MH explained how the recent police presence at the store was due to someone attempting to enter the building through a side door.

L-6, Monitoring Report-Asset Protection: MH explained how the monitoring report he submitted for policy L-6 follows the same format as previously submitted L-6 monitoring reports. MH reported that as GM, he renewed the insurance coverages with the same levels as the prior year and that the only substantial change from previous years was implementing the auditor's

recommendation to have dual signatures (two check signers) for any check over five-hundred dollars.

In response to a Board member's question re: the sufficiency of the Co-op's current level of umbrella coverage, MH stated that the coverage amount is based on the Co-op's auditor's recommendation. The Board reviewed how umbrella coverage protects the Co-op's inventory; the Co-op does not own its retail store building, so building coverage requirements are not as high.

To clarify how the Co-op has not fully discontinued its use of paypal, MH shared that the Co-op uses it for the online membership payments it now accepts and that Small Things Matter uses it to pay for some incidentals. MH observed that using paypal to receive revenue was a change, since the last L-6 Monitoring Report, so it needed to be documented in the Co-op's policies.

A Board member commented that the monitoring report provided the checks and balances on the handling of vendor invoices and payments; however, he was interested in hearing how the GM avoids conflict of interests as related to vendor selection. MH shared that he does not initiate or terminate vendor contracts--only the Co-op buyers do. MH conveyed that it was entirely the buyers purvey; for instance, if a vendor contract is ended it is not checked off by the GM.

Membership Committee: FF summarized that the Membership and Committee Affairs Committee (MCAC) set the date and the agenda for the Fall Member-Owners meeting (Saturday, October 17). FF stated that the proposed agenda is reports from the GM, Board President and Treasurer, followed by the candidates' presentations and open forum. The Board approved the proposed fall 2020 Member-owners meeting agenda.

FF explained how following the MCAC's new goal of drafting a bi-weekly bulletin and circulating it to the GM for edits and additions, a first edition had been completed and should be ready for release. FF elaborated that the MCAC aims to routinely draft bulletins and use some of their and MH's ideas for pieces. Board members and MH described several potential bulletin subjects: updates on the SNAP and Fresh checks programs; the Co-op's unique pricing structure and the basics program; shopper's etiquette during the time of the pandemic; the Co-op's participation in this year's CCMA conference and the important conference take-aways, including how some co-op's are developing community-focused programs to support their most economically challenged members and communities as a whole.

BG identified Durham Co-op Market and East Side Food Co-op as two co-op's highlighted at the CCMA conference, which were examples of co-op's acting as a community resource and doing innovative work creating programs for low income, disadvantaged people and/or people distressed by the pandemic. BG confirmed that he could follow-up with them

The Board and GM discussed providing communication and reminders to members and shoppers regarding in-store shopping protocols and noted that Co-op staff may have input as well. MH shared that he is foreseeing holiday crowds and anticipating ways to keep on-site shoppers safe and at a safe number. MH contemplated the Co-op's promoting early holiday shopping;

expanding hours; and doing early stocking and providing shelf-stable holiday items. Board members affirmed these plans and suggested communicating them in early October and possibly creating an online holiday section and asking shoppers to obtain special-ordered items through curbside pick-up.

Nominations Committee, Outreach and Next Steps: DC remarked that the Nominations Committee will want to utilize the good piece that KS wrote re: how the Co-op seeks diversity. The Board discussed how they have been reaching out to gain more diversity.

The Board noted that the person filling the remainder of Sawa Kamra's (SK) Board term will need to re-run after SK's term was scheduled to end. The Board further clarified that they can fill SK's former seat by appointment prior to the election or, following Co-op policy, allow it to be filled by the candidate who, after all the open seats are filled, receives the next greatest number of votes (i.e. in this Nov.'s election, the candidate arriving at fourth place), and if not enough people run to have anyone be in fourth place then, again, the Board can fill by appointment.

The Board discussed the pros and cons of encouraging many people to run, when the Board currently has a number of incumbents. The Board understood if they do extensive outreach they want to prioritize having diversity and contacting people who previously ran. The Board also noted their ability to add additional Board members.

Policy Committee, Betty Grdina's Recommendations for Changes to the Policy Register: SC summarized how in reviewing policy L-2, they found a couple of discrepancies with CBLD's template for staff treatment and compensation. However, SC indicated that the significant, priority discrepancy for Board consideration is whether policy L-2 should specify that staff are encouraged to alert the Board of any illegal activities at the Co-op. The Board planned to have a vote on the proposed changes for the Co-op's policy register at the September Board meeting.

Decision on Electronic Meeting Platform: The Board tabled this agenda item.

Meeting adjourned at 8:10pm

#### Board Representatives' Committee Memberships:

Membership and Community Affairs Committee: FF, BG, SL, DC (FF Chair)

Audit and Finance Committee: AF, SC, BG, KT (AF Chair)

Personnel Committee: DC, KS (DC Chair)

Policy Committee: SC, AF, KT (SC Chair)

Nominations Committee: BG, FF, SL (BG Chair)

Junction Committee: FF, KS (FF Chair)

Expansion Committee: AF, SC, SL (AF Chair)

Board Development Committee: DC, AF (chair position shared)

**Term 2019-2020 Meeting Attendance:**

	Dec	Jan	Feb	Mar	April	May	June	July	Aug.
Cho	*	*	*	*	*	*	*	*	*
Curran	*	Ex	*	*	*	*	*	*	*
Feinstein	*	*	Ex	*	*	*	*	*	*
Frank	Ex	*	*	*	*	*	*	*	*
Gibson	*	*	*	*	*	*	*	*	*
Kamara	*	*	*	*	*	*	*	*	Re
Lowen	*	*	Ex	*	*	*	*	*	*
Stitt	*	Ex	Ex	*	Ex	*	Ex	Ex	Ex
Tsantiris	Ex	*	Ex	*	*	*	*	*	*

(Ex=excused)

(Re=Resigned)

**Board Terms:**

Board Representative	Term:	Term Ends:
Cho	3 years (consecutive term)	2022
Curran	3 years	2020
Feinstein	3 years (consecutive term)	2022
Frank	3 years (consecutive term)	2020
Gibson	2 years	2021
Lowen	3 years	2020
Stitt	3 years	2021
Tsantiris	3 years	2022
Currently vacant	3 years	2021

