

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

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Date/Location/Time: December 17, 2020 meeting (held remotely, on-line) 6:30 pm  
Board present: Diane Curran (DC), Bob Gibson (BG), Susan Cho (SC), Adam Frank (AF), Fred Feinstein (FF), Elizabeth Teuwen (ET), Katherine Tsantiris (KT), Citlalli Velasquez (CV)  
Board absent: Katea Stitt (KS)  
Staff present: Mike Houston (MH), General Manager (GM)  
Guest presenter: Roxanne Yamashita (RY) of Small Things Matter  
Also attending public portion of meeting for RY's presentation: about 30 Co-op members  
Minutes submitted by: Solveig Mortensen (SM), Board Administrator  
Meeting held by zoom and telephone connection.

## **Board ACTION:**

- The Board approved the November 19, 2020 open session Board meeting minutes.

For this first meeting of the new Board year, returning Board members introduced themselves, described some of their history with the Board, and identified which Board committees they chaired or sat on. Then, Board members thanked the GM and Co-op for innovating and working so hard during this uniquely challenging time.

New Board members described their backgrounds and what they wished to focus upon in joining the Board. CV and ET also thanked BG and FF for the Board orientation training.

CV described her background with housing cooperatives and in housing organizing. CV explained how she just moved to the area and wants to learn more about the community, be a part of community processes, and determine a board committee selection that fits her skill set, yet also challenge her at the same time.

ET shared how she started her career as an attorney representing electric cooperatives, and then spent the last eight years in the food-world, working as a chef and with nonprofits involved in food issues. She joined the Board because of the way the Co-op appears to operate and the philosophy it utilizes to run its business. She is excited to learn the nuts and bolts of the organization and see the cooperative philosophy translate into the food world.

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<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.

**Open Member Forum:**

**Question:** *What is the status of the Junction?*

FF summarized how Neighborhood Development Company's (NDC) most recent development plan submission (November 2020) is now before various County agencies and the State Highway Administration (SHA) for review. FF noted that the project has been undergoing the regulatory review process for a little over two years and that various groups, such as historical societies, will also weigh in on facets of the plan. FF shared how the Co-op has heard that there may be some findings in February (2021), but that it will likely be several months before the involved agencies will give definitive responses about the plan.

MH summarized how once all the regulatory agencies complete their review, the plan will go to the City for review, the Council will vote, and then, the plan will return to the County's Planning Board for final approval.

**Question:** *What is your sense on whether the regulatory body that looks at the involved traffic issues will pass [the most recent] plan through?*

FF replied that it is difficult to know for certain and noted that the County's transportation department raised concerns about the plans, for instance re: the lay-by and stormwater runoff.

In response to a request for her input, Co-op member Sue Katz-Miller (SKM) commented that it may seem like the process is nearly at a stand-still, but there is a good deal happening. SKM shared how with submitting a total of 50 new documents, NDC sent in multiple sets of plans. SKM elaborated that City and County staff are actively reviewing the plans, but it is still unclear if they will pass them.

**Question:** *The bottom line question: Is it still worth going to the City about the development? After all, considering the changes resulting from the pandemic?*

The Board recounted how a couple of years ago, the Co-op entered into mediation with NDC and negotiated to be able to use the planned layby and lease the Lot; in turn, the Co-op agreed to remain publicly neutral on the development project.

SKM stated that as someone who is not on the Board or employed by the Co-op, she would say there is no reason not to continue to demand that the City fulfill their own resolution of ensuring that the Co-op has reasonable accommodations to function. SKM noted that it is not clear from NDC's current plan that that assurance has been provided; questions remain about the safety of the lay-by and egress, as presented.

SKM observed that some of the involved government agencies will be scrutinizing the plan in regards to the lay-by, but they will not be scrutinizing the project's economic implications or its effects on racial equity and small businesses for people of color. For instance, SKM asked if it were wise to be building upscale retail in a post-pandemic economy and wondered if people could schedule a meeting about this plan's economic impacts. She finds it frustrating that the Co-op cannot speak on these issues.

**GM Report:** MH relayed that the Thanksgiving Holiday went well: the Co-op was able to serve more customers the week of Thanksgiving than he had anticipated and the Co-op's ordering was efficient, with little in left-over holiday products. MH reported that with its being the end of the year, an inventory will be taken at the Co-op. MH also shared that the Co-op is still hoping to roll out the new, upgraded online ordering system on January 1st; however, they want to ensure that the system is operating very smoothly before unveiling it to the public.

**Board Business:**

**Board Committees: Committee selection and sign-up for 2021:** DC explained that for this meeting, she would like the committee Chairs to describe the various Board committees for consideration and for Board members to choose their committee assignment on another occasion.

DC identified the primary Board committees and noted that there are also Board Committees which meet less routinely: the Personnel Committee, the Junction Committee, and the Board Development Committee. DC emphasized that the Board's most important fiduciary responsibilities are for personnel and finances. Board carries out responsibility by supervising MH, who in turn is responsible for staff supervision and management of Co-op finances. DC stated that the Board's fiduciary responsibility is shared by all members of the Board.

**Finance and Audit Committee (FAC):** AF shared how the FAC meets monthly with the GM and the Co-op's Finance Manager to review the financial statements and gain a sense of the Co-op's financial status. AF explained that the Committee is usually observing an accounting of the Co-op's finances from a couple of months prior, because it takes time to gather all the finalized data for the statements. AF further shared that while the Committee ensures that the statements are finalized, they also ask the GM for a more current update on the Co-op's financial picture. AF also stated that the FAC completes monthly minutes for reporting to the Board and makes an annual recommendation to the Board for the Co-op to undergo a full audit or a review. BG commented that being a FAC member gives you not only the arc of the economic health of the Co-op, but also that of other co-ops around the country.

DC stated that in order to carry out the Board's fiduciary responsibility for Co-op's financial well-being, Board members must review Co-op management's statements with enough competence to be able to verify that the business is remaining fiscally sound.

**Question:** *Regarding the FAC, are there decisions that happen at the level of the Committee?*

AF reiterated how the FAC's role is to verify and review and if concerns arise, to bring those issues to the Board for the full Board to decide on how to proceed. FF further noted that all the Board committees bring most issues with a decision to the full Board for consideration.

**Membership and Community Affairs Committee (MCAC):** FF relayed that the MCAC mainly focuses on how the Board will work in conjunction with the Co-op to communicate and engage with the membership and encourage membership participation. FF shared that the MCAC is responsible for planning and organizing the two yearly Membership/Member-owners meetings, which are stipulated in the Co-op's bylaws.

FF reflected on how, over the last couple of years, the MCAC increasingly explored different avenues for membership participation; and, the Thursday nights at the Co-op events were launched and continued until the pandemic slowed them down. FF continued that more recently, the MCAC has been considering providing presentations and is excited about the presentation that will occur in this meeting. FF noted how the MCAC works closely with the GM and Co-op staff and how a lot of the membership engagement work falls to them. SC highlighted how the MCAC is a unique committee, in that Co-op members can participate as committee members.

**Junction Committee:** FF stated that this is more of an ad-hoc committee that meets when needed, but that its the committee that follows the proceedings with the Junction development project.

**Policy Committee (PC):** SC explained how the Co-op maintains a policy register, which holds the policies that delineate how the Board wants to monitor the general manager and itself and the outcomes that each are producing. SC elaborated how each month the PC reviews specific policies from the policy register to see if the Board and GM are in compliance with them, makes a determination, and brings that information and feedback to the full Board. SC noted that in this process the PC is simultaneously, checking if a policy is still relevant and useful.

**Nominations Committee (NC):** BG summarized that this is the Committee that works to encourage community members to run for the Board and supports the Co-op in holding the annual Board election. BG shared how a lot of the NC's work occurs in the six months leading up to the election cycle; he noted how currently, the NC is doing follow-up work on streamlining the election process.

Retreat Planning Status: BG reported for the Board Retreat Planning Committee on the status of retreat planning. The retreat is scheduled for the evening of January 28 and all day January 30. BG shared that the majority of the retreat's agenda has been assembled by the committee and the Board's Columinate consultant, Jade Barker. Both gatherings will be held remotely, in light of the Covid-19 pandemic. The retreat will focus on planning a diversity, equity, and inclusion training and strategic planning for 2021.

DC recounted how the Board had a wonderful resource in the former Columinate consultant, Martha Whitman, who knew the Co-op really well and is retiring at the end of December. DC shared that the Board now has Jade, who has a wealth of experience as a professional facilitator. DC asked Board members to review Columinate's training schedule and inform her of which training/s they plan to attend.

**Roxanne Yamashita (RY), of Small Things Matter (STM):** RY thanked the Co-op for inviting her to present and stressed the impact the pandemic has had on food security. RY shared how the Montgomery County government released a statement re: the 50% increase in food assistance needs within the County, as the pandemic's effects set in. RY confirmed that STM has seen a huge increase in people seeking food distribution.

RY gave the background of STM. It is a charitable nonprofit, started a few years ago by her daughter and began with helping 300 families. At the onset, STM received a mix of monthly produce and items from the grocer, Wegmans and then also the food provider, Imperfect Foods.

RY explained that now, during the time of the COVID-19 pandemic, STM has rapidly expanded its program and is serving even more families, two to three times a month. RY reflected on how with help from her family, the Co-op, other organizations, and grants, STM has been able to meet the acutely increased need, so far.

RY recounted how STM added an additional packing site in the Co-op's small parking lot thanks to an offer from STM volunteer Leandra Nicola, the Co-op's Community Engagement Manager. In addition, the Co-op provides STM with freezer and pantry space, contributions of eggs, register rounds-ups, and USDA produce boxes.

RY described additional community programs that STM works with and/or receives support from. RY reflected that they felt lucky to be a part of the rice and beans program started by Montgomery County, which offers pre-packaged rice and beans for distribution. Student support has also been very helpful to them; RY described how students will make up to 500 casseroles for distribution. RY summarized how, in conjunction with their long-standing relationships with Wegmans and Imperfect Foods, much of their recent work has been made possible with the

support of a number of organizations, including TPSS Co-op, the Takoma Park Presbyterian Church, and the 9:30 Club.

RY shared how, using on site coordinators, STM distributes to a number of apartment residences in the County, and takes leftovers to Casa Ruby. Casa Ruby has supported STM by purchasing freezers, and Imperfect Foods has provided STM with warehouse space. Giving away about \$5K in pantry items, STM also does pantry distributions, which include typical pantry items but also culturally relevant foods. Manna Foods and the Department of Health and Human Services (DHHS) have provided some pantry items. STM also collaborated with Silver Spring Cares, and together distributed food in a no-contact manner.

STM wants to build a sense of community where people do not feel stigmatized. RY shared that one of their success stories was of food recipients providing STM food they had grown themselves. RY stated that she likes watching the teams work together and model kindness.

STM is currently holding its Winterfest fundraising auction. RY relayed that STM did not start with a lot of money, runs on a shoestring budget, and constantly tries to write grants to increase their program. When the pandemic hit, STM offered to be a distribution partner for hot meals, which they, then, did until the funding ran low. RY shared that when STM did not receive the 4th round of USDA funding for the produce boxes, they lost about 50% of the food they had to provide. Now, RY stated, STM receives bulk produce from the County, but it is divided amongst 150 apartment units. RY also noted that the rice and beans program ended after November, so STM is trying to make up the loss by utilizing pantry items, Montgomery County foods, and fundraising. RY recognized that STM has received quite a bit in food and financial donations.

**Question** (DC): *What is the most effective way for the Co-op to help Small Things Matter?*

**RY:** Financial donations are always helpful for purchasing bulk food for distribution, because there is flux in the food supplied; so, sometimes STM will need to purchase it. Money is the easiest to work with, but if people want to offer food because it will be thrown out, we can use it. *(Donate through Small Things Matter's website, paypal, venmo)*

**Question** (DC): *How would you advise us as citizens to deal with the hunger crisis in the City?*

**RY:** Maybe being connected to your neighbors and understanding the hunger out there. She feels fortunate because she can telecommute, but people do not realize that there are people who do not have food right now. One of the things she likes about the Co-op is it allows people to participate and meet that need for food in a more meaningful way.

**Question** (DC): *It sounded as if you may need drivers right now.(?)*

**RY:** STM is pretty stable with drivers at the moment. She appreciates the practices MH

implemented at the Co-op. RY shared the steps STM workers/volunteers take to be safe: working in the open air, not adding many people to their teams, and using masks, gloves, and sanitizer.

**Question** (FF): *Could you talk a little about the need in the community and how that has changed and other organizations and other efforts.*

**RY:** There are a number of food security focused groups in Takoma Park right now, including the Food People, the group Ken Flemmer is spear-heading, and other nonprofits. The need is great. People are showing up early and waiting for hours, and the lines at the distribution sites are long. She tries to break the distribution into time slots, so there is less congregation.

**Question/Comment:** *I am on the Board of a large community garden and looking for a way to organize gardeners to donate surplus produce. Would STM like to be a recipient?*

**RY:** Yes! Families enjoy the fresh produce. Sometimes, we have two packing teams for it.

**Question/Comment** (Lisa): *Loves everything you do, enjoys volunteering with you, and sees the job STM and that you (RY) and your husband do. She worries about burn out and wants to make sure there are ways to mitigate that and consider the long term survival of the organization.*

**RY:** Considers herself lucky because she can take a day off work and do STM. It is hard, but it has to be done and we are lucky to have so many dedicated people like you. The Imperfect Foods group is up at 4am and present at 6am. If we all pull together it's not so bad, it's good.

**Question** (Sue): *Could you speak to the value of having a Co-op grocery in this location with an adjacent open space?*

**RY:** STM distributes on the side lot, but there is tremendous value in being able to utilize the larger lot. Other organizations distribute from the larger lot. She used to participate in the "Thursdays at the Co-op" events and saw it as a way to bring the community together and talk about what STM and Co-op do. There is value for the community in coming together in open space. The group who attended one of the marches for Black Lives Matter assembled in that lot. We need the Co-op: without it we would have a food desert there. She is now a Co-op member and loves the variety and selection and finds the people there welcoming. The Takoma Park Presbyterian church space is also a blessing. None of this would be possible without the support STM receives. STM does not pay overhead for these spaces.

**Question** (DC): *Could you describe the County's rice and beans program?*

**RY:** It was a fantastic program started by Montgomery County and involving Marla Caplan, where rice and beans were brought to the GGSF Sikh Center for re-packing and pick-up by organizations like STM. RY remarked that STM had a time-limited contract with the program. So, now STM is utilizing student groups and teams to start packing rice and beans.

DC remarked that STM is an extraordinary program. DC summarized how people understand that STM can not only use financial donations, but also supplemented groceries in areas where they used to receive regular items, such as produce. DC suggested that perhaps people can also help STM by contacting their congressional delegation and explaining the role they are playing.

MH observed that the volunteers at STM seem to be filling in the federal government’s gaps and noted that one out of ten people in Montgomery County is dealing with food scarcity. MH stated that various local, food security organizations are really collaborating to support their own communities, and thus, bigger organizations should be able to focus on creating a larger food security framework.

Meeting adjourned at 8:30pm

Board Representatives’ Committee Memberships:  
(Committee Memberships still reflecting 2019-2020 term)

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

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

**Term 2020-2021 Meeting Attendance:**

	Dec
Cho	*
Curran	*
Feinstein	*
Frank	*
Gibson	*
Stitt	Ex
Teuwen	*
Tsantiris	*

Velasquez	*	
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(Ex=excused)  
(Re=Resigned)

**Board Terms:**

Board Representative	Term:	Term Ends:
Cho	3 years (consecutive term)	2022
Curran	3 years (consecutive term)	2023
Feinstein	3 years (consecutive term)	2022
Frank	3 years (consecutive term)	2023
Gibson	2 years	2021
Stitt	3 years	2021
Teuwen	3 years	2023
Tsantiris	3 years	2022
Velasquez	1 year	2021