

# TPSS Board of Representatives Meeting

## Open Session Minutes

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Date/Location/Time: December 16, 2021 meeting (held remotely, on-line) 6:30 pm  
Board present: Diane Curran (DC), Bob Gibson (BG), Adam Frank (AF), Susan Cho (SC), Esteban de Dobrzynski (ED), Fred Feinstein (FF), Elizabeth Teuwen (ET), Katea Stitt (KS), Kathy Tsantiris (KT)  
Staff present: Mike Houston (MH), General Manager (GM)  
Minutes submitted by: Solveig Mortensen (SM), Board Administrator  
Meeting held by zoom and telephone connection

### **Board ACTION:**

- The Board approved the November 23, 2021 Open Session Board meeting minutes.
- The Board approved the fall, October 17 2021 membership meeting minutes.

Review Agenda: The agenda item of the DEI Committee report was placed as the topic after the GM Report.

Open Member Forum: The Board positively praised the December 2021 TPSS Co-op newsletter, noting the professional design and good GM interview piece that MH did for Columinate. MH confirmed that he plans to provide more written pieces to Columinate.

Open Session GM Report: MH shared that the Co-op's IT staff are preparing for the upcoming inventory in December. Mike also shared that the early December OTBA (Old Takoma Business Association) holiday market seemed to be well attended.

### **Committee Updates:**

Diversity Equity and Inclusion Committee: Update and Finalized Training Dates: KS noted that she sent the Board and GM the proposed dates for the upcoming Diversity, Equity, and Inclusion (DEI) training program. KS and the Board made a plan to finalize all the dates. KS described the experiential activities at the museums and how Board and staff will want to attend them on the scheduled dates—either physically or virtually—and later participate in virtual, follow-up sessions. In response to a Board member's question, KS planned to ask Leah Kedar about areas of focus for the museum visits, particularly for repeat visitors. KS noted that the Kedar Group's proposal emphasizes the portion of the training re: building trust and establishing new habits and offers several dates for those sessions.

For their January meeting, the DEI Committee intended to confirm the DEI training schedule and make a plan for a Board member to be in attendance at the DEI meetings.

Membership Committee: FF shared that the Membership Committee is continuing to work on generating a proposal for membership engagement projects for the next year. FF explained that the Committee's next step is to pick two specific projects, such as reviving Thursdays at the Co-op or holding submission contests and will seek MH's input before solidifying a plan. FF specified that these tasks will largely be performed by the Board and allow for staff participation, but not require it. FF summarized that the MCAC will continue to present their ideas as they identify them.

On the topic of Board committees, BG stated that now is the time for Board members to make their selections and update and define their work through their charters. BG reflected on his recent monthly call with the Columinate consultant Jade Barker (JB), who had some suggestions on how Board committees can see the scope of their work.

BG further noted the broad number of existing Board committees and identified some as only meeting on an as needed basis and some as inward facing. However, the Membership Committee is somewhat unique; the work of the MCAC and Co-op staff can overlap. BG shared that JB gave some direction on Board/membership engagement: the Board's purview regards member-owner issues and not store issues. BG planned to give the Board a summary of take-aways from the Columinate call and a Columinate document re: committees.

Several members of the MCAC made the following points:

- The prior year, the MCAC largely focused on how they perform their role and brought that self-examination to the Board. They explored that phase and feel ready for the next.
- At this juncture, taking project steps may give more insight than working out all the principles. The MCAC would like to take the approach of gaining insight on policy implications through developing projects.
- Further MCAC charter work would be useful and is time consuming; to the extent the MCAC can move forward and not get stuck, it should.
- JB's emphasis on the importance of the GM and Board relationship is understood. The MCAC wants MH's input prior to proceeding and seeks open lines of communication to keep planning activities fluid.

Several Board members presented ideas as well. As the MCAC resumes more member outreach, they may want to develop a conceptual framework for their engagement goals. Board Committee activities should be tied to the larger objectives and actions of the Board. In an attempt to draw the membership in and connect on issues beyond Co-op business persay, the Board might want to sponsor monthly zoom talks on broader topics—DEI, supply chain issues, food deserts.

A MCAC member shared that she recognizes that the Board and the GM may have different roles with respect to outreach, and that the Board, as representatives of the membership, has an

obligation to cultivate a relationship with the member so people become engaged in real ways, for example by attending the membership meetings or running for the Board. These types of outcomes may not directly relate to a Board initiative but are part of the work of the MCAC—to cultivate members interest.

The Board planned to add the role of the Board Committees and the Membership Committee to the retreat agenda and to discuss it at the upcoming January Board meeting.

Nominations Committee: BG described participating in a meeting with members where they discussed why they would join the Co-op/a co-op. It was an energizing meeting; and, it would be great if people with that interest would consider running for the Board.

Retreat Planning Committee: DC reported that ED, SC, MH and she will be planning the retreat for January 22nd. DC shared that there are some retreat outcomes the Committee identified: alignment for the coming year, a better understanding of what the financial indicators mean, and knowing what the Board’s job is and how the Board committees function. DC related JB’s feedback that you need a full board that is educated on and able to read financial statements at a higher level. DC elaborated how, currently, there is only one person on the Board who is great at receiving and interpreting the financial reports. DC noted that doing DEI training and revamping our policies are also retreat topics and goals for the upcoming year.

Annual Change Tasks: MH will update the Board officers’ stipend amounts. SM will send out the template confidentiality agreement and conflict of interest statements to the Board for them to complete for the new “board year”.

Committee Assignments: DC will be on the NC and MCAC. AF joined the NC. ET joined the FAC. FF stepped off the NC. The Board recognized how the work of the Policy Committee has been on hold until the Board is ready to tackle the policies. The Board planned to discuss the PC in the larger discussion on the role of board committees and charter work. The Board shared the understanding that committee assignments can still be finalized.

8:00pm meeting adjourned

Board Representatives’ Committee Memberships:

Membership and Community Affairs Committee: (FF Chair) FF, DC, KT, ET, ED

Finance and Audit Committee: (AF Chair) AF, SC, BG, KT, ET(DC, as ex-officios)

Personnel Committee: (BG Chair) DC, KS

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

Nominations Committee: (BG Chair) , AF, DC

Junction Committee: (FF Chair) FF, DC, BG, KS, ET, ED  
Diversity, Equity, and Inclusion KS (Chair), SC, BG, AF, KT  
Expansion Committee: (AF Chair) AF, SC, BG  
Board Development Committee: DC, AF (chair position shared)

**Term 2021-2022 Meeting Attendance:**

Board member	Dec. 2021
Cho	*
Curran	*
de Dobrzynski	*
Feinstein	*
Frank	*
Gibson	*
Stitt	*
Teuwen	*
Tsantiris	*