

TPSS Board of Representatives Meeting

May 19, 2022

Open Session Minutes

Board present: Bob Gibson (BG), Elizabeth Teuwen (ET), Susan Cho (SC), Fred Feinstein (FF), Kathy Tsantiris (KT)

Board members absent: Adam Frank (AF), Diane Curran (DC), Esteban de Dobrzynski (ED), Katea Stitt (KS)

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

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

Meeting held by zoom and called to order at 6:30 pm

Board ACTION:

- The Board approved the April 21, 2022 Open Session Board meeting minutes.
- The Board approved the L-1 Policy Monitoring Report, Customer Service and Value: monitoring report, as submitted by the GM.
- The Board approved the Co-op's having a financial review this year; BG moved and approved by consensus.
- The Board approved the merger of the Nominations and Elections Committee and the Board Development Committee to form the new Board Development and Elections Committee. BG moved and approved by consensus.
- The Board approved the dates for the next election (fall of 2022) listed in the 5/16/22 memorandum to the Board. *(listing included at minutes conclusion)

Open Member Forum: SC shared that a handful of people have asked whether lines could be painted on the larger parking lot to increase accessibility for handicapped users. MH planned to carry out an informal intervention in the near term and explained that when the entire lot is repainted, the spaces will be configured differently. SM gave feedback about recent changes to the Board's Topical Calendar.

GM Report: MH described the structure and features of the member organization, National Co+op Grocers (NCG). NCG is a cooperative organized by member coops. NCG currently has 148 member co-ops and a little over a hundred staff. The GM's of member co-ops vote on NCG's directors who oversee NCG's CEO. NCG provides resources in a number of areas: purchasing, human resources, IT, so coops which do not have dedicated staff in those areas have resources. All the member coops are assigned a resource manager and TPSS Co-op's is for east

coast, mid-sized co-ops. MH noted receiving personal attention from NCG's assigned resource manager. NCG retains equity and pays it out to member co-ops.

Members of NCG are part of one, large purchasing pool and benefit from their UNFI purchasing agreement. NCG has created branded coupons for each co-op, assembled the direct mailers that co-ops use and funded the discount themselves. It has compensated the Co-op for products not received on time. NCG is now rolling out digital invoicing, so co-ops will see invoices from warehouses sooner. NCG is now putting together an inclusive trade pin with the NCG logo pin which allows distributors to demonstrate that their organization is certified under the NCG definitions for an inclusive organization. MH confirmed that eventually the Co-op can use it.

NCG is doing more work with start-ups and have helped other co-ops that chose to open second stores. NCG should be able to support TPSS Co-op with investment growth and development.

Hussein Choteka will be stepping in as GM when MH is on paternity leave.

Board Business:

Policy L-1(Monitoring) Report, Customer Service and Value: A Board member shared her observation that Policy L-1 seems to be another governing document where principles of Diversity, Equity, and Inclusion could be incorporated into the directive statement/s in policy rewrite. A Board member also noted that in the context of doing policy review, Policy L-1 frames the goal in terms of service to customers rather than service to members/the membership. BG commented that the term customers is noted as problematic with other co-ops.

MH shared that since the last L-1 Policy Monitoring submission (a year ago) he has received 58 member/customer emails. MH identified this as a lower number of received emails than in the prior year. Social media communications and the emails received through the website's connect@tpss.coop address are routed to the Community Engagement Manager and Community Engagement Assistant.

Annual Decision to have an Audit or Financial Review: MH explained that the decision is a Board one; legally any cooperative in MD has to have an audit (more exhaustive) or financial review (less exhaustive) each year. MD law also stipulates that cooperatives hold a full audit at least every two years. TPSS Co-op had an audit the prior year. The Board chose to approve a financial review.

Membership Meeting plan: FF shared that the Membership Committee has planned an agenda and food for the meeting. FF described the sign-in plan and meeting setting, which would be outside with a covering and space for people to spread out. FF and the Board made a rain plan as well. FF reminded Board members to reach out to their neighborhood listservs re: the event.

Update on Nominations and Board development: FF shared positive feedback re: the memorandum on combining the Board’s Nominations and Elections and Board Development Committees. The Board approved the merger of the Committees and the dates listed in the memorandum for the fall 2022 Board election.

Some Board members shared that they are termed-out or will not run for a Board seat again. BG encouraged Board members to inform the new Board Development and Elections Committee as soon as they determine whether they will run again.

Ends Statement Discussion: BG summarized how the Ends Statements share similarities with the Co-op’s mission statement. The Ends create the vision of the Co-op and, ideally, convey to the GM what outcomes need to be fulfilled to create that vision. The GM reports on the Ends Statements bi-annually.

MH commented that the first discussion was to help determine what type and format of Ends Statements the Co-op wants. MH summarized his recent assessment of the Ends Statements. He interprets the Co-op’s first Ends Statement as a global one and tried to distill down the themes of what the Co-op wants for its store.

The Board discussed the balance between creating Ends which provide the vision for the Co-op that is shared with the public while writing the Ends in a way that provides clear direction to the GM.

Board members also weighed the pros and cons of creating a single, global Ends Statements versus breaking out the Ends into four statements or one statement with bullet points. ED offered the following statement as a single, inclusive End Statement.

“TPSS Co-op will be a sustainable cooperative enterprise that supports and benefits the community at large — consistent with community needs, inclusiveness for customers and employees alike, financial viability, cooperative principles, healthful and ecologically responsible living, and strong environmental stewardship.”

BG and DC planned to digest these ideas and circulate a proposed end prior to the next meeting. MH planned to provide his interpretation of how the Co-op is supporting food justice.

Meeting adjourned at 7:45pm

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, ex-officio)

Personnel Committee: (BG Chair) DC, KS

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

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, ED

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

Term 2021-2022 Meeting Attendance:

Board member	Dec. 2021	Jan. 2022	Feb. 2022	March 2022	April 2022	May 2022
Cho	*		*	*	*	*
Curran	*	*	*	ex	*	*
de Dobrzynski	*	*	*	ex	*	*
Feinstein	*	*	*	*	*	*
Frank	*	*	*	*	*	ex
Gibson	*	*	*	*	*	*
Stitt	*	ex	ex			*
Teuwen	*	*	*	*	*	*
Tsantiris	*	ex	*		*	*

*Listing of election deadline dates, per 5/16/22 memorandum:

Deadline for board applications: Thursday Oct 13

Date for commencement of voting: Friday October 14

Date of fall membership meeting and candidate forum: Sunday October 16

Last day to vote: Friday November 18

Date for counting votes: Tuesday November 22

Announcement of election results: Thursday November 24

New Board terms start on: Thursday December 1