

TPSS Board of Representatives Meeting

August 18, 2022

Open Session Minutes

Board present: Bob Gibson (BG), Diane Curran (DC), Elizabeth Teuwen (ET), Susan Cho (SC), Kathy Tsantiris (KT)

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

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

Members present: Ami Amin (AA)

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

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

Board ACTION:

- The Board approved the July 17, 2022 Open Session Board meeting minutes.
- The Board approved the L-6 Asset Protection Monitoring Report, as submitted by the GM.

Topical Calendar and Agenda housekeeping: The Board noted that this is the time of year for a GM evaluation and planned to hold an Executive Session on this date, August 18 2022. The Board reviewed various Board member's tenures and plans for continuing on or leaving the Board.

Open Member Forum: AA introduced herself and shared that she's been visiting and observing various co-ops and has an interest in running for the Board. DC and BG recommended attending Columinate's trainings and discussion groups for enrichment and as an opportunity to learn from other boards.

The Board reviewed how just the vacant Board seats are filled in the election and are determined by the votes of the membership. Currently there are no vacant seats on the Board. In the event of a vacancy, the Board can appoint new members to fill a term. That appointee would then be eligible to run for a full term. Over the past six or seven years, there have generally been more candidates than open seats.

GM Report: The most recent inventory occurred in July, and MH stated that he can now summarize its findings. The Board commented that the inventory looked good and they had no immediate questions.

MH described the inventory process. Several days prior to inventory, the Co-op provides all the costs of our products to the inventory company, RGIS and then the Co-op cannot update any costs or retail prices until after the inventory period. RGIS brings staff to the store to count inventory after the sales for the day have ended and before the next day's or any new products arrive.

The Co-op has quarterly inventories and an annual inventory which includes the auditors. This most recent inventory captured the period of April 1st-June 30, 2022 and when the auditors come later in the season they will review the period of June 30, 2021 to June 30 2022. A number of Co-op staff are involved on inventory night and the next morning.

Systematically, prior to and on inventory night Co-op staff scan all the back stock, physically demarcating counted sections. The inventory company can scan all items except for items sold by the weight; so, staff weigh those items. MH follows behind the inventory company and compares their piece and dollar value count for a section to that of the previous quarter's.

All the sections have separate designations, so the Co-op can compare this inventory's value to previous inventories and print out a section's detailed report. The Co-op is checking for discrepancies with piece count and cost. MH noted that in past audits, the Co-op's auditors recommended double-counting—auditors double-check the inventory counts with a spot check—as a method of cost control.

MH explained the multiple purposes taking an inventory provides:

- it determines the cost of goods (comparing the inventories value at the beginning to its value at the end reveals how much was sold)
- it informs how much product is on hand (everything purchased should show on the balance sheet)
- it clarifies if the store is over purchasing in certain departments
- while the sales report tells the Co-op how quickly products are moving, inventory reveals “shrink” (purchased items that did not sell due to being broken, expired, stolen, or lost)

Board member's question: Why would the cost of goods be different from the original purchase price for those goods? MH explained that, technically the only difference is shrink [items that for one reason or another were not be sold]. However, it is extremely difficult to determine that difference on a per item basis.

In regards to trends found in this inventory, MH explained that as the store added an end cap by the one of the refrigerators, he knew that in that section beer sales would go up and grocery sales would drop.

Board Business:

Policy L-6. Asset Protection (Monitoring) Report: The Board approved the monitoring report for policy L-6. BG gave the feedback that the report did a good job of documenting what the GM/Co-op is doing to protect its assets.

Membership Meeting Report: ET confirmed that the Membership Committee had no minutes for this meeting, but summarized their discussion. The Committee discussed the logistics of the fall membership meeting and the subject of conveying the vision for membership engagement in the Co-op's policy statements. ET and DC planned to send some preliminary statements on membership engagement to the Board in advance of the policy blitz.

The fall membership meeting's date is already set and the meeting will include the candidate's forum. Board members gave the feedback that people seemed pleased to meet in person and engage at the Spring membership meeting. The Board noted that membership meeting attendees also seem satisfied having the meetings at the firehouse.

August Ends Statements: BG and DC had more discussion about the ends statements with the Columinate consultant, Jade Barker (JB). DC shared that she sent the latest version of the statements to the Board and MH. DC explained that this version aims to lay out what the GM is expected to achieve in a big picture way and allow the details to be provided in the individual policies. BG described how the Board is still figuring out if the statements are aspirational enough, but overall feel we are close to a good set of Ends Statements.

The Board also discussed the applicability of the term "organic" and whether it should be dropped and the phrase be streamlined to state that foods are produced ethically and sustainably. A Board member and a Co-op member expressed concern about losing the term, as they believed it distinguishes the Co-op and is uniquely a legally USDA defined term. The group discussed a better placement for the term organic and adding through outreach and advocacy onto the phrase supporting local and regional vendors.

A Board member mentioned farmers who face barriers to becoming certified as organic producers and identified this as an area for member engagement and Board education.

The Board planned to discuss the Ends statements at the September Board meeting again and wrap up the questions on the revisions at the Policy Blitz.

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	June 2022	July 2022	Aug 2022
Cho	*		*	*	*	*	*	*	*
Curran	*	*	*	ex	*	*	*	*	*
de Dobrzynski	*	*	*	ex	*	*	*	*	ex
Feinstein	*	*	*	*	*	*	*	*	*
Frank	*	*	*	*	*	ex	*	ex	ex
Gibson	*	*	*	*	*	*	*	ex	*
Stitt	*	ex	ex			*	*	ex	ex
Teuwen	*	*	*	*	*	*	*	*	*
Tsantiris	*	ex	*		*	*	*	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