

# TPSS Board of Representatives Meeting

## November 17, 2022

### Open Session Minutes

---

Board present: Bob Gibson (BG), Diane Curran (DC), Elizabeth Teuwen (ET), Susan Cho (SC), Esteban de Dobrzynski (ED), Fred Feinstein (FF), Katea Stitt (KS)  
Board members absent: Adam Frank (AF), Kathy Tsantiris (KT)  
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 6:30pm

#### **Board ACTION:**

- The Board approved the October 20, 2022 Open Session Board meeting minutes.
- The Board certified the results of the 2022 Board election.
- The Board voted to accept the revised policy register as presented on this date (11/17/22) and at this meeting.
- The Board approved the following slate of Board officers for the Dec 2022-Dec.2023  
Board year: President: Bob Gibson; Vice President: Elizabeth Teuwen; Treasurer: Adam Frank; Secretary: Esteban de Dobrzynski.
- The Board completed a vote on the allocation of patronage rebates and voted to continue retaining patronage rebates for reinvestment in store operations; BG motioned and approved by consensus.

**Open Member Forum:** FF shared that he had reviewed the draft Fall 2022 Membership Member-owners meeting minutes and found no issues with them.

**Election Results-certify the vote:** BG summarized the following: TPSS Co-op accepted and counted fifty-seven qualified votes ( only one vote was disqualified). This year's election was uncontested and included four more qualified votes than the prior year's. The Board voted to certify the election results, welcoming Ami Amin, Taylor Dibbert, and Orly Keiner to the Board starting on December 1, 2022.

**Recognize Outgoing Board Members (concluding terms):** BG acknowledged FF as a Board member who has served for six years, is at the end of his second term, and is now rolling off the Board. BG thanked FF for all his contributions and asked FF for his reflections. FF said it was a fulfilling experience and that he learned a tremendous amount while on the Board. Among other observations, FF hopes the Board will continue to advance membership engagement.

**Resignation of Diane Curran and Appointment of Susan Cho:** BG explained that SC is completing her second three year term, but will continue by appointment to fill the final year of DC's term after DC's resignation next month. BG shared that DC, ET, AT, and he will complete an orientation for the new Board members to give an overview of the Co-op's history and describe the workings of the Board.

**Final Review of the Policy Register revisions and Vote:** BG and ET shared that the Board's recent policy register revisions were incorporated into the policy register and the document has a new format. The Board noted that the policy register is a living document and may be updated as needed in the future.

ET reflected upon how policy governance as an oversight method creates a structure where the Board sets expectations for the GM and the GM interprets them. The Board must accept any GM interpretation that is reasonable, but it is the Board's duty to determine what is reasonable.

DC highlighted the utility of receiving the GM's regular compliance reports as part of the governance process. In reviewing a monitoring report, the Board can determine if the GM's interpretation is still reasonable and have a conversation, which gives the GM an opportunity to modify their approach.

**Review of Board Committees for the New Term:** BG went through a review of the current Board committees, noted that the committees relate to what the Board wants to accomplish, and reminded the Board that they will work on the committees' charters together.

**Annual Meeting Committee:** This may be a new committee focused on planning the annual meetings and consisting of staff, Board members and possibly other Co-op members.

**Policy Committee:** The Board considered whether to formally continue this Committee. FF recounted that the Policy Committee was created to help carry out the Board's charge of policy governance—by systematically, over the course of a year, reviewing all the policies in the policy register.

**Diversity Equity and Inclusion (DEI) Committee:** BG described the DEI work of TPSS Co-op as very important. KS shared that she spoke with the Co-op's Community Engagement Manager and believes there is more that can be done around DEI at the Co-op and in the community. KS stated she is interested in expanding the work of this Committee. ET, ED, and SC all conveyed wanting to also participate in and help do the work of the DEI Committee.

**Expansion Committee:** BG suggested that the topic of expansion will become part of the core work of the Board and will not require a stand-alone committee.

**The Membership/Member-owners Committee:** This will likely remain a single committee and not be combined with other committees. ET will become the new Chair of the Membership Committee.

BG noted that since he has been on the Board, the Membership/Member owners Committee has been the committee with the most member participation. BG noted that TPSS Co-op bylaws only seem to prohibit members from participating on the Personnel Committee and asked the Board to consider how they might structure Board committees to welcome the membership.

**Finance and Audit Committee:** BG shared the Columinate consultant's feedback that the entire Board needs to develop a deeper familiarity and comfort with TPSS Co-op's finances.

BG and the Board discussed developing a slate of proposed committees for the next Board meeting. BG shared that the Board is looking at resuming in-person Board and committee meetings. As some meeting participants and Board members may have to or like to join remotely, it is likely that the meetings will have a hybrid format with a zoom option available. The Board/Co-op planned to look into availability at Historic Takoma and the fire station. The Board discussed whether in person attendees would be required to wear masks (outside of the Co-op store) and decided to try having the initial meeting as a mask optional meeting.

**Slate of Officers for the new Board year:** BG proposed the following slate of officers: BG continuing as President. ET becoming the new Vice President. ED becoming the new Secretary. AF continuing as Treasurer. The Board was in agreement with this slate of officers.

**Patronage Rebates Vote:** The Board summarized MH's recommendation to retain the earnings from the fiscal year and re-invest them back into TPSS Co-op and voted to do so. In response to inquiry, MH reviewed how the amount of patronage rebates are determined on the occasion that they are distributed to members.

MH explained that this year was unusual because the technical \$700K earnings figure largely came through a federal program and offset three year's worth of sales losses; therefore, the surplus should not be seen as a windfall. The Board and MH noted patronage rebates as something unique to the cooperative form of business.

**GM Report:** MH shared that, currently, TPSS Co-op is recruiting for the position of Human Resources Manager, as the Co-op's current HR manager is leaving this week. He hopes to fill the position by the first of the year.

MH reported that the USDA will hold a press conference on Tuesday November 22 at the Co-op to announce the awarding of a \$400,000 GusNip SNAP grant to Crossroads and TPSS Co-op. MH clarified that after a similar, previous USDA grant awarded to the Co-op ran out at the end of October 2020), TPSS Co-op continued to match SNAP beneficiaries' produce purchases with more than \$90,000 from Co-op funds. A Board member encouraged MH/the Co-op to share the news about the grant and how TPSS Co-op serves many people through it in a presentation to the City Council.

7:45pm 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, 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	Sep, 2022	Oct. 2022	Nov. 2022
Cho	*	\	*	*	*	*	*	*	*	*	*	*
Curran	*	*	*	ex	*	*	*	*	*	*	*	*
de Dobrzynski	*	*	*	ex	*	*	*	*	ex	*	*	*
Feinstein	*	*	*	*	*	*	*	*	*	*	*	*
Frank	*	*	*	*	*	ex	*	ex	ex	ex	*	ex
Gibson	*	*	*	*	*	*	*	ex	*	*	*	*
Stitt	*	ex	ex			*	*	ex	ex	ex		*
Teuwen	*	*	*	*	*	*	*	*	*	*	*	*
Tsantiris	*	ex	*		*	*	*	ex	*	ex	ex	ex

Announcement of election results: Thursday November 24

New Board terms start on: Thursday December 1