

# TPSS Board of Representatives Meeting

## December 15, 2022

### Open Session Minutes

Board present: Bob Gibson (BG), Elizabeth Teuwen (ET), Adam Frank (AF), Esteban de Dobrzynski (ED), Ami Amin (AA), Susan Cho (SC), Taylor Dibbert (TD), Orly Keiner (OK)  
Board members absent: Katea Stitt (KS)

Staff present: Mike Houston (MH), General Manager (GM), Chloe Thompson (CT), Community Outreach Manager

Members present: Esther Geiger (EG)

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

*Meeting held at the Takoma Park Community Center and remotely, by zoom; called to order at 7:00 pm*

#### **Board ACTION:**

- The Board approved the November 17, 2022 open session Board meeting minutes.
- The Board approved the Fall 2022 Membership/Member-owner's Meeting minutes, condensed form.\*
- The Board approved the appointment of Susan Cho to fill the final year (ending 12/2023) of Diane Curran's current Board term.

*\*BG noted that the draft Fall 2022 Membership/Member-owner's Committee minutes mentioned community member's names in the Q&A, so a condensed form was approved.*

**Appointment of Susan Cho to fill the final year of Diane Curran's term:** The Board voted to appoint former TPSS Co-op Board member Susan Cho to fill the final year of Diane Curran's current Board term (ending 12/2023).

**Next Steps for New and Returning Board members:** BG reported that the current Board officers held an orientation for the new Board members at the TPSS store. They did a walk through, envisioning the store's future flow; received an overview from the GM (MH); and reviewed some history of the Junction development project. New Board members may receive an additional orientation later and have an opportunity to ask follow up questions.

BG shared that the Board President and Vice President do a call with the GM, MH prior to each monthly Board meeting as a check in. BG recounted an all day training event produced by the cooperative consulting group Columinate and recommended it to new Board members.

All Board members were informed that their Board stipend cards were at the manager's desk and that they will need to complete tax forms and confidentiality and conflict of interest forms.

### **Committee Updates and Assignments:**

**Membership and Community Affairs Committee (MCAC), Proposed Event:** ET reported that the Membership Committee met this past Tuesday, 12/13: minutes uploaded to the packet and sent to the Board. The MCAC is reconsidering its regular meeting time as it is very close to the standing Board meeting time.

ET shared that at the most recent MCAC meeting, they discussed pursuing the following aims: more widely publicizing the GusNIP grant award, working on the issue of food security, and raising awareness on how the SNAP program can help support the community. With these interests, ET stated, the MCAC is envisioning organizing an in-person and virtual, hybrid event in early winter, possibly with another community organization and a speaker.

BG supported the idea of the MCAC's not only communicating about the GusNIP grant, but also about broader food security issues. BG suggested that the well-attended Small Things Matter talk sponsored by the Board in 2021 could be a model for this event.

MH reported that he shared the event idea with the Co-op's Community Engagement Manager, CT, and other TPSS Co-op staff. MH highlighted CT's observation that as the GusNIP grant gives people greater choice in the amount and the selection of produce they obtain, the program provides more than food security—it provides food sovereignty.

MH noted that as part of the grant, the Co-op will also report on SNAP sales increases. ET acknowledged the technical aspects of the grant program and the shared interest in gaining broad, community engagement on the topic—informing connections of the event.

**Board Committee Discussion:** To debrief new Board members, BG gave an overview of the Board's standing and ad-hoc committees, from which Board members will pick their committee participation. BG noted that the Board discussed but then decided against merging the Membership and Community Affairs Committee and Board Development and Election Committees (BDE). Board members up for election cannot sit on the BDE Committee.

BG and MH noted several points about the Board committees: 1) The Board can create ad-hoc committees as needed. 2) The committees are a means to give focus on a subject, but the full Board needs to be aware of any issues. 3) The committee charters were in the former policy register and should be stored and refreshed annually. 4) A committee is better served by having Board members with a mix of term expiration dates.

Diversity, Equity, and Inclusion Committee: This Committee focuses on building awareness and understanding around diversity, equity and inclusion at TPSS Co-op. KS is the Committee's Chair.

Policy Committee: BG noted that the Board is charged with examining the Board policies and Ends Statements annually. The Board just completed a thorough evaluation of the policies and End statements. BG elaborated that MH gives the Board his monitoring reports, which gives the Board the opportunity to simultaneously examine the policies themselves. BG noted that this ongoing work can be the work of the full Board. In the future, the Board can form an ad hoc committee to work on a policy issue outside the normal Board meetings if the need arises.

Personnel Committee: This Committee meets annually to evaluate the work of the general manager.

Junction and Expansion Committees: BG summarized that the Junction Committee addresses matters related to the development of the Junction. BG suggested that if considerations around the Junction resume, the full Board can focus on them. The Expansion Committee had been formed a few years ago to assist the general manager in evaluating options for use of a state grant. The topic of growth and expansion will be handled by the full Board.

Finance and Audit Committee (FAC): Currently, this Committee meets quarterly in conjunction with the Co-op's financial reporting following inventory. The committee work will be brought into regular Board meetings from now on. It is important that all Board members are familiar with key financial indicators in order to perform our fiduciary role. AF is the Committee's Chair.

Annual Meetings Planning Committee: This new Committee will include staff and Board members and provide coordination on logistics for the two annual membership (member-owners) meetings; the membership committee will retain responsibility for meeting agenda planning. BG will chair this Committee.

The aforementioned Membership and Community Affairs Committee is chaired by ET and meets monthly. TD indicated an interest in joining the MCAC.

The Executive Committee: This informal committee is comprised of the four Board officers, meets monthly, and focuses on Board governance and other Board function issues. Currently, the Board President and a Board officer, Adam Frank, meet with the Columinate consultant, Jade Barker on the first Wednesday following the Board meeting at 9 am. The GM is also invited to these calls. BG invited other Board members, with advanced notice, to join if interested. This Committee is a good way to learn more about cooperative Board work.

Board Retreat Planning: The TPSS Co-op Board has held one-day annual retreats for a number of years, and will hold another in early 2023. The retreat is supported by our Columinate consultant (Jade Barker) and is an opportunity for deepening our knowledge of the Co-op and the

role of the Board, sharing ideas and strategic discussions. ET discussed how the retreat could be an opportunity to do planning, build a road map on the proposed expansion, and have some informal unstructured time for Board members to interact. ET, AF, OK, and MH agreed to work with Jade on the Retreat Planning.

**GM Report:** MH reported that the Thanksgiving holiday and GusNIP grant press conference both went well. The Board acknowledged MH’s work as a grant reviewer for the Food Council for local farms. MH spoke about the ways the grant supports local farmers, such as aid with equipment and repairs and other ways that builds their capacity to produce. MH reported meeting with the director of the Upper Georgia Avenue Main Street program, which supports businesses and is a source of information on available space for new businesses.

MH discussed the change to the store’s masking policy from required to recommended, following discussion with store managers. MH fielded one member complaint about the change.

8:15pm meeting adjourned

Board Representatives’ Committee Memberships:  
(Committee Memberships still, mainly reflecting 2021-2022 term)

Membership and Community Affairs Committee: (ET Chair) ET, ED  
(TD indicated an interest in joining)

Board Development and Elections Committee: AF (Chair), BG

Diversity, Equity, and Inclusion: (KS Chair), SC, ET, AF, ED

Finance and Audit Committee: (AF Chair) full Board comprises this committee

Personnel Committee: (BG Chair): BG, ET

Retreat Planning Committee: AF, ET, MH, OK, (and the Columinate consultant, Jade Barker)

**Term 2022-2023 Meeting Attendance:**

	Dec
Amin	*
Cho	*
de Dobrzynski	*
Dibbert	*
Frank	*
Gibson	*

Keiner	*	
Stitt	Ex	
Teuwen	*	

(Ex=excused)  
(Re=Resigned)

**Board Terms:**

Board Representative	Term:	Term Ends:
Amin	3 years	2025
Cho	1 year (appointed term)	2023
Dibbert	3 years	2025
de Dobrzynski	3 years (term after appointment)	2024
Frank	3 years (consecutive term)	2023
Gibson	3 years (consecutive term)	2024
Keiner	3 years	2025
Stitt	3 years (consecutive term)	2024
Teuwen	3 years	2023