

TPSS Board of Representatives Meeting

March 16, 2023

Open Session Minutes

Date/Location/Time: March 16, 2023 meeting 6:30 pm*

Board present: Bob Gibson (BG), Elizabeth Teuwen (ET), Esteban de Dobrzynski (ED), Adam Frank (AF), Susan Cho (SC), Taylor Dibbert (TD), Orly Keiner (OK)

Staff present: Mike Houston (MH), General Manager

Not present: Ami Amin (AA), Katea Stitt (KS)

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

**Meeting held at Historic Takoma and remotely, by zoom*

Board ACTION:

- The Board approved the February 16, 2023 Open Session Board meeting minutes.
- The Board resolved and authorized TPSS Co-op to hold an audit this year.
- The Board approved the GM's Monitoring report for policy B-4, Membership.

Housekeeping: The Board and GM thanked the Co-op's IT Manager, Eddie Bronsan for setting up this hybrid meeting.

Open Member Forum:

Beyond Board and staff, no TPSS Co-op members were present or offered comments.

Board Business:

Proposal to amend B-7, Communication to the Board, and C-2, the Board's job: BG summarized that defining the Board's method for and role in membership engagement has been an ongoing consideration. In evaluating policies B-7 and C-2, he found areas where more direction and clarity could lessen role confusion.

BG proposed adding a new limitation to policy B-7 that requires the GM to provide the Board with an annual membership engagement plan thirty days prior to the start of the new fiscal year.

BG further proposed amending policy C-2 to also require the Board to create an annual membership engagement plan, which would be shared with the GM for coordination. BG gave an example of tasks that might be in the plan, such as sending a blog post to the Community Engagement Manager.

Board members gave positive feedback on the proposed changes to Policy B-7 and C-2 and discussed whether to add language in Policy B-7 re: the GM's identifying key, positive narratives in his membership engagement plans. Board members took into consideration the preferred

breadth and length of the policy. There was general agreement that the added language to both policies be brief.

MH made the observation that outreach plans and annual engagement themes will be innate to a member engagement plan MH noted that limitations reporting includes details on measurable results (metrics) to show compliance. In evaluating compliance with the revised B-7 policy, the Board would assess if information was shared with the membership. Furthermore, following a revised B-7 policy, the Board would ask MH to report on membership outreach in his monthly GM Report.

Membership and Community Affairs Committee (MCAC):

Membership Committee Charter Revision: ET shared a proposed draft of an updated MCAC charter and planned to circulate a final draft for inclusion in the next board packet. ET asked Board members to review with the goal of adopting the charter at the next board meeting.

Proposal for Spring Member Meeting: ET shared that at the most recent MCAC meeting they discussed enlivening the upcoming membership meeting to make it an opportunity for connecting and expressing member appreciation. Among other things, the meeting will include an open member forum, an expansion update, and a raffle. The Board and GM discussed holding the meeting during the third week of May and at a venue which served food and beer. ET will circulate a draft agenda that will be discussed at the next MCAC meeting.

Board In-Store Hours: AF and OK reported on their time spent in the Co-op as Board members available for interaction. They noted that, including an instagram posting, banner, and public announcements, their in-store time was well advertised and that a number of people talked to them. Board members appreciated the Q&A sheet OK distributed which reminded them of points for in-store exchanges, such as TPSS Co-op's shopping practices, brand options, and offered wages.

Earth Day: The Co-op's Earth Day event will occur on Earth Day, April 22nd. OK had discussed an idea with the MCAC of leading an in-store tour on ways to reduce plastic use when shopping and doing a demonstration at the TPSS table of tare weighing of reusable containers for bulk food shopping. A suggestion was also made that the board hold a raffle with the drawing held at the Spring Member meeting.

Review C – Global Governance Commitment and C-1 Governing Style:

C1 & Global Governance Commitment: Board officers discussed the Board meeting preparation process and set a deadline for the Board packet materials to be sent to the Board.

GM Updates:

GM Report: MH reported that he received the second store remodeling proposal from Bates Architects and is expecting an additional architectural firm's proposal by the next board meeting.

Regards compliance for GusNip funding of the SNAP FreshChecks program, the Co-op and Crossroads are working on hiring an Internal Review Board (IRB) and have submitted all the necessary program information to Solutions IRB, a certifying organization.

MH gave reflections on the recent Leadership Montgomery's Breakfast with the County Council meeting, which he attended. It involved a Q&A session with the new County Council. MH shared that people from housing cooperatives were present at a DC Co-op group meeting he attended. In addition, MH gave new TP Council member Randy Gibson a walk through of the store, noting plans for the store's remodeling.

MH explained that the Co-op maintains KN95 masks, rapid tests, and knee pads for staff. MH confirmed that the Co-op does not require employees to test for COVID-19.

MH confirmed that the TPSS Co-op typically has a staff survey every three years and completed the last one in 2019. MH and the Co-op's HR Manager Irene Cox are working on a 2023 staff survey. MH elaborated that the survey entails qualitative and quantitative portions, researchers visiting the store, and follow up meetings.

GM Monitoring Report for Policy B-4, Membership: A Board member requested guidance on evaluating the GM's monitoring reports. The Board discussed ways to evaluate the GM report data and circulated an article on best practices in policy governance (the Decision Tree) from the Columinate consulting group.

Board members and the GM discussed what it means to provide member-owners opportunities for meaningful participation. In response to a Board member's question of "what defines member participation?", MH highlighted voting in elections as a unique aspect of participation. A Board member emphasized that member patronage itself is the biggest way that the GM demonstrates member participation.

Board Review of B-4 Policy as written: Upon reflecting on B-4 Policy, several Board members alluded to wanting the policy to include some reporting on the Co-op's communication strategy and/or how the Co-op is creating meaningful member participation. Board members discussed the report's interpretation and data for how the Co-op is ensuring that members are informed of their benefits, rights, and responsibilities.

The Board and GM discussed how the Co-op might inform members of the benefits of member-ownership and convey TPSS's values. A Board member raised the idea of more informative signs and banners inside the store. MH pointed out that space is very limited. Board

blog and newsletter contributions were suggested as additional means of conveying benefits and values.

In regards to member communication, a Board member suggested a couple of modifications to the Co-op’s website: 1) add a link on the member sign up/become a member page to the members’ rights and responsibilities 2) sync the language on the member’s refund page to the related content from the bylaws.

The Board noted that member participation is a dual Board and GM responsibility and planned to work on drafting updates to Policy B4 for future review.

Meeting adjourned at 8:40pm

Board Representatives’ Committee Memberships:

Annual Meeting Committee: BG (Chair), TD, MH (GM), and Chloe Thompson (Co-op staff)

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

Diversity, Equity, and Inclusion: KS (Chair), SC, ED, AF, ET, and Chloe Thompson (Co-op staff)

Finance and Audit Committee: AF (Chair) AA, TD, BG, MH (GM), and Yodit Gebremeskel (Co-op staff)

Membership and Community Affairs Committee: ET (Chair), ED, BG, OK, MH (GM), Chloe Thompson (Co-op staff) and Diane Curran & Fred Feinsten (former Board members)

Personnel Committee: BG (Chair), ET

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

Term 2022-2023 Meeting Attendance:

	Dec	Jan	Feb	Mar
Amin	*	*	*	Ex
Cho	*		*	*
de Dobrzynski	*	*	*	*
Dibbert	*	*	*	*
Frank	*	*	*	*
Gibson	*	*	*	*

Keiner	*	*	*	*
Stitt	Ex	Ex		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