

# TPSS Board of Representatives Meeting

## July 20, 2023

### Open Session Minutes

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Date/Location/Time: July 20, 2023 meeting 6:30 pm

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

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

Not present: Adam Frank (AF), Katea Stitt (KS)

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

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

#### **Board ACTION:**

- The Board approved the June 15, 2023 Open Session Board meeting minutes as amended.
- In reviewing policies D-2, Accountability of the GM and D-3, Delegation to the GM, the Board determined 1) they were following these policies and 2) no changes were needed to them at this time.

**Housekeeping:** The Board and GM noted that the review of the monitoring report for policy B-2 and the review of the proposed FY24 budget needs to occur in closed session. The Board Development Committee provided the GM and the Board with dates for the fall election cycle, which include the date of Sunday, October 15 for the Annual Meeting.

**Re-Cap Zero Plastics Educational Event:** Board members and the GM shared their reflections on the Zero Plastics Event. BG described it as a great event and topic of real interest to the Co-op's membership. BG also noted the impressiveness of the Fuffery and that the GM's report indicated that a City representative had a follow up request. MH shared that Rick Baravechia, one of the City's code enforcement managers, attended virtually, enjoyed the event, and suggested TPSS do a similar event in the fall. OK shared that she was happy with how well it went and that there was a lot of unsolicited positive feedback to the Co-op for this event. OK noted that it was less attended in person and better attended online than she had anticipated. Roughly the expected number attended in total.

**Elections 2023:** Prior to the meeting, BG sent this year's Board election packet materials to the Board. BG shared that the Board Development and Elections Committee (BDEC), (composed of AF, TD, and BG) met and discussed ways to solicit Board candidates. The BDEC intends to share a plan for communicating the elections' materials with Co-op operations. TD concurred

that the elections materials and proposed Board member-authored blog posts about Board service should make a good elections communication strategy.

Board members understood to remind friends and acquaintances that it is Board election season and that people can also nominate candidates.

BG shared that AF, the Co-op's Treasurer, reached out to a TPSS member who had attended a Finance and Audit Committee (FAC) meeting about the possibility of running for the Board. This member is interested but not in 2023. A Co-op member used to sit on the FAC and the GM confirmed the by laws do not prohibit Co-op members from joining the FAC; although, a participating member would need to adhere to the Co-op's confidentiality policies.

The Co-op's Community Engagement Manager, CT shared that the Co-op's cashiers and front end staff will also be asking members if they have interest in being a Board candidate. CT proposed creating a pamphlet on Board service that can be shared with shoppers.

The Board and GM discussed the value, relevance, and format of the current candidate application questions. The GM and Board noted that a number of members do not attend the member-owners' meetings, so the candidates' Q&A posting is an essential means to evaluating the candidates and gives newer Co-op community member-candidates exposure.

The Board and GM further discussed the educational, technical, and experiential expectations for Board candidates. ED agreed to take on a proposed edit of the application packet and circulate the edited version for further Board comment by August 4.

A Board member suggested the Board more directly request and express an interest in diversity among Board candidates; for instance, state on the TPSS Co-op website that minorities, including self-identified minorities, are encouraged to apply. A Board member noted that the Board should be doing more in the area of racial equity and creating a space that invites more diversity.

The Board received strong feedback to broaden Board connections and diversity, including in the outreach work done by the Board.

MH confirmed that the Co-op will set-up a nominations portal in August and include the election's announcements in the Co-op's August newsletter and the election materials on the Co-op's website.

**Board Review of Policies D-2 and D-3:** After discussion, Board members agreed that the Board was following these policies as conceived. The Board also decided to keep the notes SC provided

for potential future edits.

**GM Report/Open Session:** MH reported that the auditing group, Aronson, will complete a full audit this year and that they attended the inventory again this year, as they had the year prior. MH explained that Aronson will give the Board an engagement letter, begin work on 8/14/23, and will send the audit report to the Board.

MH met with the Silver Spring Chamber of Commerce President, Stephanie Helsing to discuss what the TPSS Co-op will look like after the remodeling and other local community development projects. MH shared that the new Whole Foods opened near Walter Reed and that there is a lot of grocery store activity in that corridor.

MH led a discussion of how TPSS Co-op assesses expansion options. MH talked about the challenges of finding the ideal location for a second store, in a trade area with growth potential and good access for deliveries and parking. MH expects size will be a key trait in determining a second store's location, so TPSS can ensure discount buying and consolidated warehouse options.

Meeting adjourned at 7:57pm

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)(\*for 2023 year retreat, which has now occurred)

**Term 2022-2023 Meeting Attendance:**

	Dec	Jan	Feb	Mar	April	May	June	July
Amin	*	*	*	Ex	*	Ex	Ex	Ex
Cho	*		*	*	*	*	*	*

de Dobrzynski	*	*	*	*	Ex	*	*	*
Dibbert	*	*	*	*	*	*	*	*
Frank	*	*	*	*	Ex	*	*	Ex
Gibson	*	*	*	*	*	*	*	*
Keiner	*	*	*	*	*	*	*	*
Stitt	Ex	Ex		Ex	*			
Teuwen	*	*	*	*	*	*	*	*

(Ex=excused)

**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