

# TPSS Board of Representatives Meeting

## October 19, 2023

### Open Session Minutes

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Date/Location/Time: October 19, 2023 meeting 6:30 pm\*

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

Staff present: Mike Houston (MH), General Manager

Members present: Mandilyn Beck, a Board candidate

Not present: 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 September 21, 2023 Open Session Board meeting minutes.
- The Board reviewed policies C-6 (Officer Roles) and C-7 (Board committee principles) and agreed that both were meeting their purpose at this time.
- The Board accepted the GM's monitoring report for policy B-6, Staff Treatment, as amended.
- The Board agreed that policy B-6, Staff Treatment was fulfilling its purpose as a Board policy.

**Housekeeping:** The Board planned to start emailing the Board meeting agenda to the TPSS Co-op membership, with highlighted topics, prior to each Board meeting.

**Open member forum:** No member comments were offered.

#### **Board Business:**

**Annual Membership meeting debrief:** On October 14th, the annual member-owners meeting occurred. About 25 people attended, including several TPSS Co-op Board and staff (BG, ET, TD, OK, MH, and the Co-op's Community Engagement Manager, Chloe Thompson (CT)).

The three Board candidates provided good presentations and people seemed engaged, asking questions and enjoying the refreshments. One attendee, a former Board member, noted the Co-op's local purchasing guidelines and asked for future updates about local purchasing and vendors. MH noted the value of sharing some of the Co-op's decision-making processes with the membership.

This will be a non-contested Board election. Noting that voting is participating in a democratic exercise, the Board discussed ways to encourage member voting.

**Membership and Community Affairs Committee(MCAC):** The MCAC has coordinated with Co-op staff for the annual meeting and for the upcoming election. At their last meeting, the MCAC considered engaging an alumni circle of former Board members to discuss cultivating future Board candidates.

The MCAC started a racial equity educational exercise (introduced by ET) that the full Board agreed to incorporate into the regular Board meetings.

**Mid-Atlantic Food Cooperative:** BG and CT attended the recent Mid-Atlantic Food Cooperative Alliance (MAFCA) meeting at the Fredericksburg (VA) Food Co-op, a co-op that opened its doors in 2021. MAFCA meets twice a year to facilitate exchange of information among food co-ops in the region. The fall meeting featured two speakers: Anthony Cook, a professor at Georgetown University Law School who is working on a community initiative to develop food cooperatives in under-served neighborhoods in D.C., and Faye Mack, executive director of the Food Co-op Initiative, a non-profit that has helped launch 175 new food co-ops in the U.S. over the past 18 years.

**Action item:** AF agreed to help with the upcoming election certification, which will occur on the Tuesday prior to the next meeting. ED agreed to replace AF on the Co-op's alcohol license, which requires three Board officers.

**Review Board policies C6, (Officer Roles) and C7 (Board Committee principles):** In reviewing these policies, the Board discussed making a change to policy C-7, to give the Board, rather than the committee chair the discretion to allow non-Board member-owners to serve on committees. This will be voted on in November.

**Review of Bylaws:** The Board noted that it has been several years since the Board considered a change to the TPSS Co-op bylaws and with the timing, this may be the work of the new Board.

**GM Report:** MH reported on the full results of a recent staff survey, conducted by the co-op consulting firm Columinate. TPSS maintained generally high satisfaction marks, consistent with the results of the survey conducted in 2019. MH stated that he and the Human Resources Manager, Irene Meta, were pleased with the staff engagement scores and staff's awareness of the Co-op's policies on staff treatment.

**Update on Expansion:** MH explained that over the next six months the Co-op will receive market analysis and financial information on prospects for expansion from National Cooperative Grocers.

MH explained that active work on plans for expansion will not take place until the Co-op has completed the remodel of the current store in 2024.

Board and MH discussed that with each major consideration in this expansion process, the Board and Co-op will be in communication. MH stated that the Board will receive a financial pro-forma for reference as it exercises fiduciary responsibility on behalf of the membership.

Remodel Update: MH shared that the Co-op is not anticipating changing many legacy features of the Co-op as part of the remodel. What is expected is to achieve improved flow and greater flexibility in the use of floor space.

The Co-op will install a new HVAC system, improved lighting and other new equipment including refrigerated cases. MH and the Board noted that sustainability is an important criteria in updating store systems. There is not yet a firm timeline for actual construction and the precise impact on store hours of operation. Updates about the remodeling project should be going to the membership by early spring.

New member orientation: MH has received positive responses to a new member orientation session scheduled for October 24. ED will present from the Board perspective at the orientation, which will be held in the basement staff breakroom.

Meeting adjourned 8:25pm

#### Board Representatives' Committee Memberships:

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

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

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:**

Board member:	Dec	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct
Amin	*	*	*	Ex	*	Ex	Ex	Ex	Ex	*	*
Cho	*		*	*	*	*	*	*	*	Ex	*
de Dobrzynski	*	*	*	*	Ex	*	*	*	*	*	*
Dibbert	*	*	*	*	*	*	*	*	*	Ex	*
Frank	*	*	*	*	Ex	*	*	Ex	*	*	*
Gibson	*	*	*	*	*	*	*	*	*	*	*
Keiner	*	*	*	*	*	*	*	*	*	*	*
Stitt	Ex	Ex		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

