

# TPSS Board of Representatives Meeting

## November 16, 2023

### Open Session Minutes

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Date/Location/Time: November 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), Katea Stitt (KS)

Staff present: Mike Houston (MH), General Manager

Members present: Allegra Cangelosi and Elaine.

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

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

#### **Board ACTION:**

- The Board approved the October 21, 2023 Open Session Board meeting minutes.
- The Board voted to certify the results of the 2023 Board election, giving all three Board candidates, Mandilyn Beck, Kopal Jha, and ET, a seat on the Board.
- The Board noted that without a net savings, there was no need to vote on a patronage refund or reinvestment.
- The Board accepted the GM's October 2023 monitoring report for TPSS Co-op's Ends Statements.

**Open member forum:** Two members introduced themselves and were present for this meeting.

#### **Board Business:**

**Thank you to departing Board members:** The Board thanked AF (9 years on the Board) and SC (7 years on the Board) for all their dedication and years of service as TPSS Co-op Board members. AF reflected upon how the health of the Co-op and Board's processes have progressed/improved since he joined the Board. SC commented that one of her favorite aspects of living in the Takoma Park community was serving on the TPSS Co-op Board.

**Board Election:** All of the Board candidates were voted in for this uncontested election. AF and MH recorded the candidate's individual vote totals. Fifty-eight votes were qualified and three were disqualified.

Dec. 1 2023 is the start of the new Board term, and MH, ET, and BG already discussed a plan for the new board member orientation. ET planned to circulate to Board members a checklist of expectations of and benefits for TPSS Co-op Board members.

**Discussion of Slate of Officers:** BG will be reviewing the slate of board officers for the new Board year. BG invited current Board members to give him suggestions prior to the December meeting, which is when the slate of 2023-2024 Board officers will be determined. The Board Treasurer role needs to be filled. BG noted his experience on the Finance and Audit Committee and offered to fill the Treasurer's role temporarily, in the interim, if need be. A Board member suggested having the FAC meeting occur within the Board meeting.

**Board retreat:** The Board retreat, led by Columinate consultant Jade Barker, will occur on January 20th with a dinner for the new Board on the 19th. The retreat can also be an opportunity for the Board to consider a variety of subjects and priorities, such as the Board's role for the Co-op's renovation and expansion. ET, KS, OK, and TD volunteered to be on the Retreat Planning Committee.

**Board meeting date/s:** The Board confirmed the following dates for the upcoming December and January Board meetings: December 14, 2023 and January 11, 2024.

**Action items and Topical Calendar:** The topical calendar agenda items of choosing Board committee selections and signing the confidentiality agreement and COI statements are scheduled for the December meeting. The Membership Committee will try to maximize the utility of the topical calendar by adding community events. ET encouraged Board members to more actively post there too.

**Future Roles and Responsibilities for the Board:** Architects from Bates will likely attend the January 2024 Board meeting and provide an update. MH confirmed that once the renovation timeline is more clear, TPSS Co-op will communicate to the membership about it. The Board hopes to also give information on the renovation and how it supports TPSS Co-op as a business at the Spring member-owners meeting.

### **GM Report:**

**Ends Statements:** This was MH's second reporting on the Co-op's Ends Statements since they were updated in January 2023. MH described not changing his interpretations but updating the report's data. MH confirmed TPSS Co-op's interest in making local purchasing a focus in the new year, an area the membership may also want to engage in. MH also explained that TPSS Co-op works to have comparable, affordable products in a variety of food categories.

MH noted that the Co-op gives a high member discount but doing so attracts membership and supports sales. MH explained that he has asked the Co-op's buyers to keep looking for local producers as the Co-op has seen a decline in local brands as some local producers have gone out of business.

In response to Board inquiry, MH explained that TPSS Co-op would rely on self-identification to identify the vendors it uses who are black-owned businesses.

MH explained that soon there will be a certified inclusive trade label that identifies producers in different minority areas, such as woman owned, people of color owned, veteran owned, or queer owned. MH and the Board discussed some of the barriers to and opportunities for cooperative and minority business development.

Also in response to Board inquiry, MH confirmed that the Co-op has budgeted a 15% overrun expense on the cost of the new equipment in the renovation project to cushion for price fluctuations.

**New Member Orientation:** The co-op held its inaugural new member orientation at the Co-op on October 24th. The six new members who attended met with MH, the Community Engagement Manager, Chloe Thompson, and ED. The next orientation will be for members who joined the Co-op between 10/01/23-12/31/23, and will be held in January 2024.

MH graduated from the Leadership Montgomery Emerging Leaders program in 2017, attended the group's homecoming event, and recently gave a presentation to the group about the value of providing employees with competitive pay. MH included data from his recent ends report and highlighted TPSS Co-op's low turnover rate.

MH attended the opening of a new food co-op in Lovettsville, VA.

Meeting adjourned 7:45pm

**Board Representatives' Committee Memberships:**

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

**Board Development and Elections Committee:** BG

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

**Finance and Audit Committee:** AF, 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\*:** ET, TD, OK, TD (and the Columinate consultant, Jade Barker)(\*for 2024 year retreat)

**Term 2022-2023 Meeting Attendance:**

Board member:	Dec	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct	Nov.
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