

TPSS Board of Representatives Meeting

January 11, 2024

Open Session Minutes

Date/Location/Time: January 11, 2024 meeting 6:30 pm*

Board present: Elizabeth Teuwen (ET), Esteban de Dobrzynski (ED), Orly Keiner (OK), Bob Gibson (BG), Ami Amin (AA), Mandillyn Beck (MB), Taylor Dibbert (TD), Kopal Jha (KJ), Katea Stitt (KS)

Staff present: Mike Houston (MH), General Manager

Minutes submitted by: Solveig Mortensen, Board Administration

**Meeting held in person at Historic Takoma and remotely by Zoom.*

Board ACTION:

- The Board approved the December 14, 2023 Open Session Board meeting minutes by consensus.
- The Board accepted the GM's monitoring report for Policy B-9, Executive Succession.
- The Board agreed to accept Mandilyn Beck's resignation from the Board.
- The Board agreed to retain the Finance and Audit Committee, the Membership and Community Affairs Committee, the Nominating Committee and the Personnel Committee. The Board agreed to disband all other existing committees and will revisit additional ad hoc committees if the need arises.

Open Member Forum: Board members discussed the effect of the holidays and winter weather on inventory. MH confirmed that items may be discontinued if they do not sell, but in the future, having more space for back stock should help maintain inventory levels.

Board Business:

New time and day for meeting: The Board discussed the conflict raised by MB at the December Board Meeting that would prevent her from attending all but the first 30 minutes of board meetings through the end of 2024. Noting that this conflict might not allow her enough time to participate fully in Board business, MB offered to formally step down. The Board expressed appreciation for MB's cooperation and willingness to participate as a Board member once her conflict has resolved.

The Board considered the logistics of MB's taking a leave of absence, how that would affect voting, and the possibility of appointing a temporary replacement. A Board member expressed

appreciation for the flexibility the TPSS Board offers for maternity leave.

The Board decided to 1) accept MB's resignation, with the possibility of re-appointing her to an empty seat later this year, and 2) look into the effect of resignation versus leave of absence on board appointments. AA offered to draft a leave of absence policy.

Board Retreat Update: The Board's retreat will be held at the Silver Spring Civic Center and the pre-retreat dinner will be held at Mansa Kunda. The retreat's agenda was circulated to the Board and includes the topics of working together as a Board, board service and accountability, and the four pillars of Board Cooperative Governance. A self-assessment questionnaire was also shared and to be analyzed at the Board retreat. Board members would be able to complete the questionnaire anonymously if they preferred.

Upcoming Board Projects: The Board generally discussed interest and capacity for taking on projects in 2024 like: expansion planning, the review of the bylaws, TPSS Co-op's product selection guidelines, and a Boycott Policy. The Board discussed their role in and methods for engaging members on values-related issues like boycotts.

Board Committees: ET provided an overview of the Board committees required by the bylaws (Finance and Audit, Membership and Community Affairs, Nominations) and the ad hoc Committees currently in effect (Annual Meeting Committee, Diversity, Equity, and Inclusion, Board Development Committee, Takoma Junction Committee, Retreat Planning Committee).

ET noted that all Board members are obligated to participate at least one committee pursuant to the bylaws. The Board discussed how committees should work to further the needs of the full Board. The Board agreed to retain the Finance and Audit, Membership and Community Affairs, Nominations, and Personnel Committees, and to eliminate the rest of the ad hoc committees in favor of full board participation in those areas.

The Board agreed to continue holding the Finance and Audit Committee meeting on a quarterly basis during the closed session of regular board meetings, and discussed with MH whether it would still be possible for the Finance Manager to attend. BG, as Board Treasurer, will continue to chair the FAC and set the agenda for the meeting, including examination of key financial indicators and other issues of interest.

The Board agreed that individual members would confirm their committee selections by the February Board meeting.

GM Report: MH reported that the inventory went well. TPSS Co-op also passed their recent health inspection.

In response to a question of whether shoplifting has increased, MH explained that it is not a big problem for TPSS Co-op. In response to an inquiry about a Takoma Park police car seen in the parking lot, MH confirmed that this was not at the request of the TPSS Co-op, and that the Co-op does not have a policy or practice of requesting police presence in the parking lots.

The Board reviewed and accepted the GM Succession Plan and confirmed continuing support for Limitations Policy B-9. Several board members raised the possibility of the Store Manager, Hussein Choteka, attending a board meeting. MH agreed and noted that Mr. Choteka has experience working closely with the board during past transitions between GMs.

8:30pm adjourned

Board Representatives' Committee Memberships:

Finance and Audit Committee: BG (Chair), MH (GM), TD, and a Co-op manager

Membership and Community Affairs Committee: AA (Co-Chair), MH (GM), Chloe Thompson (Co-op staff)

Nominations Committee:

Term 2023-2024 Meeting Attendance:

Board member:	Dec	Jan
Amin	*	*
Beck	*	*
de Dobrzynski	*	*
Dibbert	Ex	*
Gibson	*	*
Jha	*	*
Keiner	*	*
Stitt	Ex	*
Teuwen	*	*

(Ex=excused)

Board Terms:

Board Representative	Term:	Term Ends:
Amin	3 years	2025
Beck	3 years	2026

Dibbert	3 years	2025
de Dobrzynski	3 years (term after appointment)	2024
Gibson	3 years (consecutive term)	2024
Jha	3 years	2026
Keiner	3 years	2025
Stitt	3 years (consecutive term)	2024
Teuwen	3 years (consecutive term)	2026