

TPSS Board of Representatives Meeting

August 15, 2024

Open Session Minutes

Date/Location/Time: August 15, 2024 meeting 6:30 pm*

Board present: Elizabeth Teuwen (ET), Esteban de Dobrzynski (ED), Orly Keiner (OK), Bob Gibson (BG), Adria Armbrister (AA), James Gibson (JG), Kopal Jha (KJ), Sheila Rieser (SR)

Absent: Tatiana Dzekon (TD)

Members Present: Richard Simmons (RS), David Walker (DW)

Staff present: Mike Houston (MH), General Manager

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

**Meeting held virtually by zoom*

Board ACTION:

- The Board approved the July 2024 Open Session Board meeting minutes by majority; KJ abstained due to prior absence.
- The Board approved the GM's monitoring report for Policy B-3, Asset Protection.
- The Board agreed that Policy B-3, Asset Protection, in its current form, is satisfactorily conveying its aims as a policy

Housekeeping: In moving items into a spreadsheet format, ET described streamlining the Board's working action item list and suggested a procedure of reviewing action items at the end of each meeting. Board members are encouraged to update items—marking them off as resolved or adding a note.

Open Member Forum: Several attendees were present but did not offer comments during the open member forum.

Membership and Activities Committee (MCAC)

Fall Membership Meeting: SR, AA, KJ, and Chloe Thompson (CT) TPSS Co-op's Community Engagement Manager (CEM) met on 8/9/24 and established a standing MCAC meeting time: the first Tuesday of each month. SR described polling the Board, MH, and CT for a fall membership meeting date. The MCAC and Board took into consideration member and attendee's weekend availability, fall sunset time, and the accessibility of various venues and decided to hold the meeting on October 26 '24. MH agreed to contact the VFW as a possible site. The MCAC planned to manage the meeting's logistics; the full Board planned to help with greeting and sign-in.

Ambassador Program: The MCAC recalled the initial idea of a member ambassador program resulting from seeing member enthusiasm at the Spring Membership meeting and seeing a function for member support in the transition to tent shopping. AA had drafted a proposal of how the ambassador program might take shape, and the MCAC spoke with the CEM about the potential for Board support.

The MCAC suggested they, eventually, share the program's draft proposal with the consultant, Rebecca Torpie. Board members also discussed using the ambassador program in conjunction with expansion work; possibly, integrating in member involvement when TPSS Co-op pursues community outreach on the expansion.

Nominations Committee/2024 Elections:

Election Publicity Communications: The Nominations Committee (NC) reported the candidate application deadlines were added to the Co-op's website; and, now with the date for the fall membership meeting set, further election dates will be added. The NC acknowledged that information about what Board member does in overseeing the Co-op is contained in a separate page on the website and will provide more detail there.

The NC also provided the Board with an elections communication plan and timeline, which laid out the steps the NC and Board would take to promote the elections. The NC intends to support a democratic process and competitive election.

The push for board candidates will surge in September. The NC and Board will utilize email, listservs, social media, and flyers to recruit candidates. MH and the Board discussed the limited utility of doing tabling for recruitment while TPSS Co-op is in its temporary space: less foot traffic and Board members would be positioned outdoors.

Board members not up for election were asked to think of good Board candidates and do outreach over the next month; the next MCAC meeting will probably include candidates as a topic.

Expansion Planning:

Expansion Work Session debrief: During the recent August 11, Board work session Board members completed an exercise identifying the impact the Co-op has in the community and how those values can translate into new Ends Statements. Board members noted the convergence of their ideas.

Board members expressed their findings from the session and thoughts on next steps:

- The written exercise showed that TPSS Co-op is a values based business.
- The Ends Statements, in their current form, are not formulated from a policy governance perspective.
- The current Ends Statements emphasize directive verbs {to the GM} rather than expressing desired outcomes.
- There is a distinct difference between the Ends we would like to see realized in the community versus “the whys” or the three reasons TPSS Co-op should exist in a community—a rationale the Board intends to give to the consultant.

Board members noted the usefulness of referring back to the notes they generated in the session and thinking about their top three values for TPSS Co-op. They decided that individual Board members would each draft a final version of the Ends Statements and send them to OK and BG in advance of the next Expansion Committee meeting.

Expansion Consultant Review: OK and BG are meeting with Jeanie Wells as a potential consultant for what will be the Board's ongoing, day to day, work on expansion. OK and BG will give the Board feedback.

At the last Expansion Committee meeting, attendees had a robust discussion—including an analysis from MH—about what occurred and contributed to the failure at the TPSS Grubb Rd./Silver Spring store. If more pertinent questions arise, the EC may revisit the topic at another Expansion Committee meeting. In response to Board inquiry, MH confirmed that the Board could ask staff of that era for their perspectives on the Silver Spring store's closing.

GM Report: The Board did not ask questions or for clarifications on the GM's Report for open session.

Policy B-3, Asset Protection Monitoring Report: MH explained that he included some of the previous auditor's statements from the year prior in this report and described just this past year as largely business as usual.

The Board stated that it was a thorough report. A Board member highlighted the good number of cameras noted to be at the store, and MH described how they capture all the angles. A Board member suggested the Board keep contact information for both the GM and Store Manager, Hussein Choteka, for emergencies and back up. In answer to inquiry, MH explained that the company Iron Mountain, goes to the store annually, does the Co-op's document shredding and has been reliable.

Remodel update: MH updated the Board that the Co-op is now about six weeks through the remodel project and are still on track. Since the last Board meeting the Co-op obtained third party storage for the larger equipment coming in pallets. MH stated that aside from one microwave, they have received mostly everything ordered through UNFI and should be installing it all as planned.

TPSS is getting bids on the roof and on the concrete slab for the floor. Over the course of a couple of weeks, a contractor can demolish the current roof and build a new one. MH explained that the floor is the only open question and leveling it can be as short as three to four days, but it needs to be done off hours to stay on schedule. MH would communicate updates on the timing and costs for these two remodel project areas with the Board.

MH confirmed that the case ordering has been steady and seems successful thus far.

Meeting Adjourned 8:14pm

Board Representatives' Committee Memberships:

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

Membership and Community Affairs Committee: ED, AA, SD, KJ, MH (GM), and Chloe Thompson (Community Engagement Manager)

Expansion Committee: BG, OK, ET, JG, MH

Nominations Committee: OK, ET

Term 2023-2024 Meeting Attendance:

Board member:	Dec	Jan	Feb	Mar	Apr.	May	June	July	Aug
Armbrister	N/A	N/A	N/A	N/A	N/A	*	*	Ex	*
De Dobrzynski	*	*	*	Ex	*	Ex	*	*	*
Dzekon	N/A	N/A	N/A	N/A	N/A	*	Ex	*	Ex
Gibson, B	*	*	*	*	*	*	Ex	*	*
Gibson, J	N/A	N/A	N/A	N/A	N/A	*	*	Ex	*
Jha	*	*	*	*	*	*	Ex	Ex	*
Keiner	*	*	*	*	*	*	*	*	*
Rieser	N/A	N/A	N/A	N/A	N/A	*	*	*	*
Teuwen	*	*	*	*	*	*	*	*	*
Amin	*	*	*	*	Ex	N/A	N/A	N/A	N/A
Beck	*	*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dibbert	Ex	*	*	*	Ex	Ex	N/A	N/A	N/A
Stitt	Ex	*	Ex	N/A	N/A	N/A	N/A	N/A	N/A

(Ex=excused)

Board Terms:

<u>Board Representative</u>	<u>Term:</u>	<u>Term Ends:</u>
Armbrister	7 months (term after appointment)	2024
de Dobrzynski	3 years (term after appointment)	2024
Dzekon	7 months (term after appointment)	2024
Gibson, B	3 years (consecutive term)	2024

<u>Board Representative</u>	<u>Term:</u>	<u>Term Ends:</u>
Armbrister	7 months (term after appointment)	2024
Gibson, J	7 months (term after appointment)	2024
Jha	3 years	2026
Keiner	3 years	2025
Rieser	7 months (term after appointment)	2024
Teuwen	3 years (consecutive term)	2026
Amin	Resigned	2025
Beck	Resigned	2026
Dibbert	Resigned	2025
Stitt	Resigned	2024