

TPSS Board of Representatives Meeting

October 17, 2024

Open Session Minutes

Date/Location/Time: October 17, 2024 meeting 6:30pm*

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

Absent: Adria Armbrister (AA), Sheila Rieser (SR)

Members present: Margaret Morehouse (MM)

Staff present: Mike Houston (MH), General Manager

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

**Meeting held at Historic Takoma and remotely via zoom*

Board ACTION:

- The Board approved the Sept. 20, 2024 Open Session Board meeting minutes.
- The Board approved the GM's monitoring report for Policy B-6, Staff Treatment and Compensation; the Board agreed that policy B-6, in its current form, is a sufficient policy.
- The Board approved the October 2024 Ends Statements Update Report. .

Agenda/Action Item Review: The Board planned to start keeping time for agenda item discussions during the Board meetings. ET reminded the group that action items are routinely added to the action item list and asked the full Board to regularly check and update it.

Open Member Forum: MH responded to concerns about staff working at the tent as the weather turns cooler and explained after the next two weeks, TPSS will no longer be operating from the tent.

Nominations:

Candidate introductions: The Board recognized that there are six seats for candidates in this year's Board election, so minimally one person needs to be on the ballot for each seat. The Board provided an opportunity for candidates not presently on the Board to introduce themselves and describe their backgrounds.

Margaret Morehouse (MM) stated that she is a Takoma Park resident who did a lot of traveling, but has been in Takoma Park for twenty-two years and a TPSS Co-op member for several years. After more recently remaining in the area due to the pandemic and receiving the Co-op's elections communication, she considered her background with boards was interested in becoming more involved.

Margaret Morehouse (MM) also described working for a small employee owned and governed consulting company in Arlington, VA since 2001 and being on their board since 2007. MM shared about being staff to various boards in various places: Puget Sound Cooperative; University of Alaska, Board of

Regents; Pacific Medical Center and Group Health Cooperative. MM described running for election on boards in the past and wanting to figure out how to most effectively serve the shareholders while creating good policy. Something MM loves about the experiences she has had is getting different slices of different types of companies. MM is interested in learning about the expansion and really interested in learning more about national cooperative coops.

The Board noted that SR was not here this evening and that the other current Board members up for election are BG and JG.

Elections Publicity: The election opens October 20th and runs through November 15th. Currently, the Board is vetting applicants to ensure that no applicants have an adverse interest to TPSS Co-op. The Board noted that there will be a fuller Candidate's Forum at the Fall Membership meeting on the following Sunday.

TD shared about her experience doing outreach as a Board member at the Takoma Park Folk Festival. It was a good experience; however, it was a little challenging to attract people for Board participation in that setting. Many people gave advice re: adding solar panels to the store. TD highlighted speaking with Gurcharan Singh, who with his wife, owns the Montessori school, and submitted an application for the Board.

TD also described being approached by a few people who wanted to purchase Co-op memberships right then, but not having the equipment to sign them up. The Board noted ways for people to purchase memberships on the website or at the store.

Elections Publicity: The election lasts for approximately a month. In the prior year's election, there were 58 votes cast; the Board set the goal of doubling that figure. Board members discussed sending an update about the election to their listservs. MH planned to place election information at the registers after the re-opening. The Board also discussed coordinating time to be present at the store over the next few weeks.

Additionally, the Board planned to organize a campaign to donate-a-dollar to Crossroads Farmers Market for their staffing and school nutrition programs for every ballot cast. The membership will receive an email re:the election and information about the vote-matching donation campaign.

Board Leadership: The Board should be ready to name the Executive Committee members and Board committee chairs at the November '24 Board meeting.

Fall Membership meeting: The Board and GM reviewed the agenda and final steps for the Fall member meeting. The food was ordered and the sign in sheet and Ends statements poster were prepared. The Board planned to allow Membership meeting attendees to share their thoughts on the newly revised Ends statements and also planned for the MCAC to develop a formal feedback mechanism on the Ends Statements' revisions.

Expansion Planning: The Board established 12/04/24 as the date to meet with Jeannie Wells (JW), the

consultant for the expansion, to discuss solidifying roles and responsibilities. OK summarized that now that the Board has clarified their Ends Statements they can focus on addressing “the whys” and the rationale for expanding.

The Board had circulated and included in the packet, a draft list of reasons for expanding. MH and the full Board gave the feedback that the listed “whys” were agreeable to them. With the “whys” reviewed, the Board aimed to complete an expansion rationale document by January 2025; BG and KJ planned to work on that document prior to the next Expansion Committee meeting.

Upon determining the rationale, the Board can focus on learning about other co-op’s expansion experiences, and with the assistance of JW, be sure they are asking the right questions as they proceed. The Expansion Committee would like the Board to have a good road map for the expansion process and to eventually explore obtaining a pro forma.

MH gave the feedback that TPSS Co-op had previously employed Nation Co+op Grocers to do a pro forma financial mockup at the current store (on the Lot) and at another location. MH suggested they learn the outcome of TPSS Co-op’s performance in December ‘24, January ‘25, and February ‘25 before doing further expansion modeling, as that data may further support the Co-op’s rationale. MH noted the pro forma for the current store could also be applied to the location they end up considering.

The Expansion Committee identified that prior to the pro forma, the Board’s other major expansion tasks are 1) updating the policy register and bylaws and 2) determining an approach to member outreach. The Board recounted their plan to have bylaw revisions ready for the Spring Membership meeting. The Board planned for BG to ask JW about the advisability of adding an expansion policy to the policy register.

GM Report:

Policy B-6, Staff Treatment and Compensation: MH described this year’s monitoring report for policy B-6 as generally not being so different from the prior year’s. MH highlighted the positive retention rates that TPSS Co-op has for the grocery industry. An employee just celebrated working for the Co-op for at least thirty years.

In response to a Board member’s question on the staff survey, MH explained that it was the same survey as provided the prior year. The staff survey is performed every three years. Additionally, the union agreement is negotiated/renewed every three years. This current agreement with the union at TPSS Co-op expires March 15 2025. The Board approved of the GM’s monitoring report and agreed that policy B-6 in its current form, is a sufficient policy itself.

Ends Update: MH noted that it was this time last year that TPSS was emerging from the effects of the pandemic. Since that time, the Co-op has tried to re-engage with local vendors and has had success with increasing the number of local vendors it utilizes. MH shared that there will be a Meet the Makers event after they re-open, which at manager meetings they believed could be an opportunity to showcase the local items TPSS Co-op is bringing to the store.

The Board gave the feedback that this Ends Statement Update was a very detailed report and approved it. For the long term, TPSS Co-op operations and the Board want to consider member feedback and report on it.

MH described a positive experience at the Impact Conference and meeting Doug O'Brien there. Recently, the Washington Post published a letter MH wrote about the cooperative grocery model

MH reported that the Co-op set the bulk section and turned on all the HVAC equipment, on this date. Operations expects the certificate of occupancy for the store this week and for the first two loads to arrive on the 28th. TPSS Co-op will be closed from Oct. 31-Nov. 5 '24, so they are reminding members and also informing them of any additional times and days the Co-op needs to be closed. TPSS Co-op is set to entirely re-open on November 6 '24.

MH shared that on Friday, November 8th, TPSS Co-op will have its Grand Re-opening Celebration with music and food from 2-5pm and a ribbon cutting by the City at approximately 3:30pm. Several Board members confirmed their plans to attend.

Meeting adjourned at 7:50pm

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 (Co-op staff)
- 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.	Sept.	Oct.
Armbrister	N/A	N/A	N/A	N/A	N/A	*	*	Ex	*	*	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	*	*	*	*	*	Ex
Teuwen	*	*	*	*	*	*	*	*	*	*	*
Amin	*	*	*	*	Ex	N/A	N/A	N/A	N/A	N/A	N/A
Beck	*	*	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dibbert	Ex	*	*	*	Ex	Ex	N/A	N/A	N/A	N/A	N/A
Stitt	Ex	*	Ex	N/A	N/A	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
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