

TPSS Board of Representatives Meeting

September 19 2024

Open Session Minutes

Date/Location/Time: September 19, 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), Tatiana Dzekon (TD)

Members Present: no members present

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 August 15, 2024 Open Session Board meeting minutes.
- The Board approved the decision to accept Jeanie Wells' proposal for consulting services to TPSS Co-op Board and GM.

Board check in and Housekeeping: A Board member described recently visiting the GreenStar co-op in Ithaca NY and finding they had expanded, adding two new stores. Notably, their new stores provide different product mixes and seem geared to serve their respective locations. Another Board member shared about recently visiting Belfast Co-op in Maine and learning they had expanded over the course of eight years and not always had unanimity of opinion on doing an expansion.

Board members were asked to periodically check and update the Board's Action Item list.

Open Member Forum: A member attempted to join the meeting remotely but dropped off. The Board is considering asking people who want to join remotely to pre-register through zoom for Board meetings. No member comments were presented.

2024 Elections: A Board member shared that a sign re: the Board election is in the store and a banner is on the website. MH confirmed that TPSS Co-op will have a table at the Takoma Street Festival on October 6th. Board members planned to attend and provide nominations information.

Regarding Board candidacy guidelines, the GM and Board confirmed the following:

- staff are allowed to run for the Board
- the candidate opportunity is announced in staff meetings
- there are no rules against someone who sells products at the Co-op (i.e. a vendor) also, becoming a Board member

To date, the Board has received two candidate applications—one being BG’s. BG, JG, and SR confirmed their plans to run in the upcoming election. An additional two more Board vacancies need to be filled.

Board members described reaching out to people they had interacted with during the recent Board appointment process or know personally.

TD and AA explained they would not run again. The Board recognized that some people may not be able to act as full Board members, but want to remain involved, as participatory Co-op members. The Board is considering ways to harness this type of interest. Additionally, the Board received the feedback that on occasions not all Board members’ input seems weighed the same; the Board agreed to discuss this during the Membership Committee’s reporting.

Membership and Community Affairs Committee (MCAC): The MCAC confirmed October 20th as the Fall Membership meeting date and planned to finalize the meeting’s details and discuss ways to solicit feedback from members on the revised Ends Statements at the next regular, monthly MCAC meeting, which ET planned to join.

Members of the MCAC, remaining Board members, and the GM discussed the following:

- The MCAC understands its basic charge of making arrangements for the two Membership meetings, but is uncertain how they can engage membership without encroaching on TPSS staffs’ community engagement efforts. The Committee’s scope has ebbed over the years and the uncertainty around it seems an evergreen issue.
- Recently, the MCAC felt they made strides on the aim of the proposed member ambassador program, but have not seen much Board commitment to next steps.
- The MCAC worked with the Board to determine the upcoming Membership meeting date, and several MCAC members will have to miss it.
- It may be advantageous to begin Membership meeting planning earlier and start by picking the venue. The MCAC considered that the meeting venue attracts certain demographics of the membership, and it seems useful to keep attracting a variety of members to the Membership meetings.
- The Board agreed to debrief on the Fall Member Meeting and begin investigating alternative venues for the spring member in November of this year and made note to update the Topical Calendar,
- The MCAC is hopeful that Rebecca Torpie can provide some guidance on the MCAC’s purview and approach to interfacing with the Co-op’s outreach and community work. Ms. Torpie’s time to address Board communication and interactions will be limited to three hours.
- Some Board members noted that the MCAC receives its guidance from the Board; is directed to focus on member engagement and Board perpetuation; and, the ambassador program is on hold.

Expansion Planning: OK and BG reported on the most recent Expansion Committee (EC) meeting and activities. The EC held two separate interviews with potential consultants, Jeanie Wells and Rebecca Torpie. At the last Committee meeting, the EC worked to solidify TPSS Co-op’s Ends Statements and further discussed the consultants.

Ms. Wells had provided two options for consulting, one being a condensed half-day work session. Noting her past experience as a co-op's GM and work with Columinate as a consultant, the Board decided to move forward with utilizing Ms. Wells as their consultant for the expansion. The EC noted that the Board can be seeking to engage with members, ask the right questions, and do the necessary checking throughout the expansion process. OK planned to respond to Ms. Wells' proposal.

Ends Statement Revision: ET thanked everyone for providing re-drafts of the Ends Statements and combining them into one. Regarding the drafted third statement, the Board discussed wanting to convey that the Co-op's community has a culture of openness, where people feel more than being allowed to participate, they belong. The Board agreed to change the word "inclusiveness" to "belonging".

The Board also discussed the use of the term "innovative". A Board member explained that TPSS Co-op is a small grocery store and needs to fill a niche, all of which requires innovation. To date, there have been a number of innovations, such as using a temporary tent while renovating.

Rather than adopt this new draft of the Ends Statements, the Board planned to consider whether and how to solicit feedback from others (e.g. members, staff). MH confirmed October 1st as his deadline for reporting on the Ends Statements and will use the ones currently listed.

Revisiting the impetus for reviewing the Ends Statements, an EC member suggested that now that the Board has a better understanding of what TPSS Co-op aims to achieve they can discuss the reason/the "whys" for doing an expansion. The board agreed to add that to the agenda for the next EC meeting.

GM Report, Open Session: MH reported receipt of the \$500K matching funds of the state grant for the store remodel project.

MH gave the update that the store's sub-flooring has been put down and the rooftop units installed. The tiling will be laid early in the next week, and the Co-op just needs one more concrete slab cutting on the first floor to connect the HVAC. After the tiling is complete, they will temporarily remove the doors and install the new refrigeration equipment. It takes seven to ten days to have all the refrigeration running. An electrical inspection will follow not long after.

MH confirmed that TPSS Co-op will have a one year warranty period on all the new equipment and construction. MH also confirmed that there are now reinforced beams inside the store, so solar panels are a possibility.

MH explained the renovation work is still at a point where steps can be switched and also where unknowns can still emerge. Nonetheless, in MH's phone call with the National Cooperative Grocers consultants, they were feeling on track with the Co-op's targeted re-opening date.

Meeting Adjourned 8:00pm

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: OK, ET, BG, JG
Nominations Committee: OK, ET

Term 2023-2024 Meeting Attendance:

Board member:	Dec	Jan	Feb	Mar	Apr.	May	June	July	Aug	Sep
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	N/A
Beck	*	*	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
Stitt	Ex	*	Ex	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