

# TPSS Board of Representatives Meeting

## November 21, 2024

### Open Session Minutes

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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) (*remotely*), Kopal Jha (KJ), and Sheila Rieser (SR)

Absent: Adria Armbrister (AA), Tatiana Dzekon (TD)

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 Oct. 20, 2024 Open Session Board meeting minutes.
- The Board voted to certify the results of the 2024 TPSS Board election, which gave BG and SR additional three year terms, Mary Arimond a three year term, Margaret Morehouse a two year term, James Gibson a one year term, and Gurcharan Singh a one year term.
- In total, for the upcoming 2024-2025 board year the Board will be comprised of: Elizabeth Teuwen, Orly Keiner, Bob Gibson, Kopal Jha, Mary Arimond, Margaret Morehouse, James Gibson, Sheila Reiser, and Gurcharan Singh.
- The Board approved the following slate of Board officers for the 2024-2025 Board Year; President: Elizabeth Teuwen; Vice President: Orly Keiner; Secretary: Kopal Jha; Treasurer: Bob Gibson.
- The Board approved the revision of adding a point about including a marketing plan in both the annual and communications plan to Policy B-2. (ADDENDUM A)
- The Board approved the revision of removing point seven, from Policy B-7. (ADDENDUM B)

**Notables and Housekeeping:** The Board thanked ED for his service as a Board member, which started by appointment and continued on. The Board discussed having an interest in bringing back exit interviews for exiting Board members.

**Open Member Forum:** A Board member shared that members and shoppers express greatly appreciating TPSS Co-op's bulk section and wanting tips on effective bulk shopping. Board members noted the utility of posting instructions for shopping with reusable items and using less packaging in the bulk area. Other shopping feedback: the potatoes and onions were a little challenging to find.

In regards to whether TPSS Co-op were bringing an ATM back to the store, MH explained that the federal credit union who owned it decided not to reinstall it as reportedly they were losing money on it. Over the long term, TPSS Co-op may see about obtaining another ATM.

The Board thanked Co-op operations and the Community Engagement Manager for the signage in the bottom of the store and the banners. MH described still waiting on and configuring a few things, such as the bulk coffee fixture. They may still move the placement of some items.

In regards to whether the Wellness Section is smaller now, MH confirmed that it is slightly smaller based on sales trends.

**Agenda/Action Item Review:** ET reminded the Board of the action item process. Action items are typically sent after each meeting and Board members are to update them thereafter and over the month. ET, OK, KJ, and SM planned to set a time to review the 2025 Board calendar.

**Nominations Committee (NC):** ET reported that she and OK observed the vote tabulating with the Co-op staff, Eddie. There were a couple of problematic votes due to unidentifiable member information or duplication. Altogether, they had to disqualify nine votes.

The Board certified the results of the election and also approved the following slate of Board officers: President: ET; Vice President: OK; Board Secretary: KJ; Treasurer, BG.

In reflecting on the election process, the Nominations Committee suggests the Board consider:

- modifying the bylaws to establish a Board candidate vetting process, which would preclude candidates with an adverse interest to TPSS Co-op
- changing the elections calendar to give more time for recruitment and candidate outreach
- checking in monthly on the elections process, year round

The NC noted useful election and recruitment engagement actions, such as using flyers to notify people of the election and Board vacancies. Additional engagement tactics could be inviting people to events (ex. The Reel) or “your Board wants to meet you” at coffee; showing people who the Board is with photos, bios, and giving a description of what the Board does.

The Board planned to describe and review the Board committees at the December ‘24 meeting and then sign up for them at the January ‘25 meeting. The Board reviewed the required Board signatories for TPSS Co-op’s alcohol license. The Board also recognized that a new Board member orientation needs to occur and committed to a Board mentorship program with this incoming group, where a current Board member acts as something of a sounding board for a new Board member.

**Membership and Community Affairs Committee (MCAC):** SR reported on the most recent MCAC meeting and noted their minutes. At the meeting, they had discussed the Board session with Rebecca Torpie and reflected upon the Fall Membership meeting.

The MCAC believes the membership meetings and spring meeting, in particular, could be more celebratory. For the next Spring Membership meeting, they are contemplating different locations to attract more facets of the membership. The Board noted Koiner Farm, a small organic farm close to the Co-op in Downtown Silver Spring which could be a good venue and setting for an activity, which the Co-op's Community Engagement Manager may want to promote.

In regards to soliciting revisions on the Ends Statements, KJ confirmed that she will consider how to integrate any proposed revisions that come from members.

*Board Store Hours:* MH and the Board decided that the Board would not resume Board hours until after December 1st, but identified evenings and weekends as the best times for them.

**Land Acknowledgement:** KJ gave a description of land acknowledgements. In this country's history and particularly locally, there were few land treaties and a good deal of the land was just taken from indigenous tribes, so land acknowledgements are a way to acknowledge that history. KJ shared that in this area there were many tribes called a number of different things, but one of the major tribes was Piscataway.

MH and the Board noted that some other food co-ops and National Co+op Grocers have done land acknowledgements. The Board discussed focusing on the local land; going through a self-assessment; reaching out to people with knowledge in this area and to the consultant, Rebecca Torpie; and engaging members and drafting a land acknowledgement statement. Board members highlighted the importance of educating themselves on the issue so that it is not just performative.

The Board also liked the idea of introducing the concept at the Earth Day celebration, where land stewardship is a common theme, or the Spring Membership meeting. KJ and SR planned to discuss it more at December's meeting.

**Expansion Planning:**

*Expansion Consultant:* OK shared that the EC has two goals for the next month. The EC would like to have the consultant, Jeanie Wells, attend their Committee meeting to check in and the Board meeting to conduct a workshop on the Board and GM's expansion responsibilities. The EC would also like to follow up on the Board's intention to solicit member and staff feedback on the newly revised Ends Statements. The EC planned for BG and OK to introduce the new Ends Statements at one of the manager's meetings and ask for feedback.

The EC reported that Rebecca Torpie (RT) provided a template to serve as a foundation for a board communication plan. The EC discussed the timing for engaging with Ms. Torpie during the expansion process. The Board considered inviting Ms. Torpie to the retreat to work on the Board's communication plan.

*Expansion Rationale:* OK shared that BG and KJ have been working on an Expansion Rationale document for the public to understand the reasons for expanding; however, the Board also wants to

answer these and other questions for themselves internally. The Committee is planning to dedicate the the January 2025 EC meeting to the expansion rationale, to bring new board members up to speed.

*Grubb Road (Store) Investigation:* The EC talked to former Board members and got a lot of good information that will be shared at the nextExpansion Committee meeting.

ET noted wanting to use a Columinate template and work with another Board member in the new year to address the bylaws in advance of the Spring Membership meeting.

### **Policy Update:**

*Revising B-2 and B-7 policies:*The Board discussed making a modification to Policy B-2 to clarify the communication plans they expect from the GM. A Board member envisioned a more specified marketing plan. The Board agreed to add to policy B-2 the following wording listed in materials provided by Rebecca Torpie “Operate without an annual business plan and a 5-year business plan, both of which include a Marketing Plan that contains the following: Objectives, Strategies, Tactics, Stakeholders, Timeframes, and Metrics for success.”

The Board and MH established that the GM’s monitoring report for policy B-2 and Executive Succession will occur in January, but the budgetary portion of that policy will still be reported on in each July.

The Board approved removing point number seven from Policy B-7.

**GM Report:** MH shared that between the last Board meeting and now all TPSS Co-op’s focus has been on finishing the construction and re-opening. Now that they have completed it they can say it was successful and from a customer’s perspective and the compliments they have received, people seem to like the remodeling. The band and food attracted people to the event.

The goal they set was to only drop to 75-76% less of their usual business during the remodeling. So far—two weeks on—looking at the sales and number of people coming back to the store (per the customer accountant) Operations surmises that the Co-op’s doing well.

MH shared that there is a huge amount of product from the tent and the initial ordering, so the backstock has to be sorted out.

MH and the Board discussed a timeline for getting the elections statement and information on the new Ends Statements sent out. SR planned to complete a written piece about the grand re-opening and election outcome.

Meeting Adjourned: 8:20PM

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.	Nov.
Armbrister	N/A	N/A	N/A	N/A	N/A	*	*	Ex	*	*	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	N/A
Beck	*	*	N/A	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	N/A
Stitt	Ex	*	Ex	N/A	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

## ADDENDUM A:

### **B2 –Planning and Financial Budgeting**

The General Manager must not operate without annual and multi-year plans and budgets that address intentional and improved Ends accomplishment, and strengthening operations.

The GM must not:

1. Operate without an annual business plan and a 5-year business plan, both of which include a Marketing Plan that contains the following:
  - Objectives
  - Strategies
  - Tactics
  - Stakeholders
  - Timeframes
  - Metrics for success
2. Create plans or budgets that:
  - Risk incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
  - Omit planning assumptions.
  - Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and debt service.
  - Do not pursue excellence in business systems and operations.
  - Have not been tested for feasibility.
3. Provide less for Board prerogatives during the year than is set forth in the board budget.

## ADDENDUM B:

### **B-7 Policy Revision Proposal**

Executive Limination

B7 – Communication to the Board

The General Manager must not allow the Board to be uninformed or unsupported in its work.

The GM must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions (metrics and benchmarks) and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for addressing the non-compliance.
3. Fail to make timely communications to the Board regarding relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold from the Board relevant information from or about key partners such as National Co+op Grocers, including, but not limited to, reports about industry trends, operational audits, risk assessment and joint liability, program participation, and member agreements.
5. Withhold an opinion if the GM believes the Board is not in compliance with its own policies on Board Process and Board-Management Relationship, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
6. Deal with the Board in a way that favors or privileges certain directors over others except when responding to officers or committees duly charged by the Board.