

# TPSS Board of Representatives Meeting

## January 16, 2025

### Open Session Minutes

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Date/Location/Time: January 16, 2024 meeting 6:30pm\*

Board present: Elizabeth Teuwen (ET), Orly Keiner (OK), Kopal Jha (KJ), James Gibson (JG), Mary Arimond (MA), Margaret Morehouse (MM), Sheila Rieser (SR), Gurcharan Singh (GC)

Board members absent: Bob Gibson (BG)

Staff present: Mike Houston (MH), General Manager

Attendees present: Kristen Faerber, Mike Tabor, Tracy Wallace

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

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

#### **Board ACTION:**

- The Board approved the December 19, 2024 Open Session Board meeting minutes
- The Board planned to hold their Board retreat on February 22, 2025.
- The Board rescheduled their regular, third Thursday Board meeting from February 20, 2025 to February 27, 2025.
- The Board approved a roster of Board members for the following Board Committee assignments: Finance and Audit Committee: BG, OK, MA, GS; Membership and Community Affairs Committee: SR, KJ, ET; Expansion Committee: BG, OK, JG; Nominations Committee: ET, KJ, MM; Personnel Committee: ET, OK.
- The Board approved the GM's Monitoring Report for Policy B-9 Executive Succession.
- The Board determined that at this juncture they would like to modify Policy B-9, so that it requires the GM to ensure his designated successor appears at a minimum of one board meeting annually.

Check-In: Board members and meeting attendees introduced themselves.

**Open Member Forum**: MT reflected upon how TPSS Co-op represents a community and something sacred, MT commented that he is interested in creating a more formal relationship between his farm and the Co-op. Presently, their farm is hiring and exploring worker development; and, they like the relationship they have with the Co-op, yet MT realizes they have not raised prices in 20 years. MT commented that it is not unusual for a business to talk to a farm before planting for a season, so there could be an opportunity to try ordering seeds together. In summary, MT reported having a good meeting with TPSS Co-op staff today.

**Agenda/Action Items:** OK provided a brief overview of the meeting's agenda and action item list. The Board noted that there are still some unresolved action items, and Board members were asked to update the list.

**General Business:**

*Website Updates:* Board members noted that BG was continuing to work on a template for Board members' biographies as well.

*New Board Calendar:* ET summarized that once the Board Committees establish their regular meeting times, their projected meeting dates will be added to a new calendar for Board members.

*Mentors Updates:* BG, SR, and GS explained they have not yet had a chance to meet. MA reported meeting with ET, asking many questions, and finding it quite helpful. KJ shared that her group with OK and MM approached their first mentorship meeting by reviewing the Board meeting's agenda items. MM described the meeting as very useful..

*Board Retreat and New February Meeting Date:* The Board noted that their retreat is scheduled for February 22nd. The Board considered that the Board-staff dinner always occurs the night prior to the retreat and that the regular Board meeting is also scheduled for the same week. The Board moved the February 20th Board meeting to February 27th.

In reflecting upon the substantive exchange that OK and BG had with Co-op staff on the Ends Statements, some Board Officers had contemplated having the Board dinner with the managers be more structured, an opportunity for a business meeting before or at the dinner. The GM and Board recounted that this meeting has been happening for six-seven years and has entailed both more formal and less formal programming. KJ and OK planned to discuss a meeting icebreaker and SR and MA planned to find a dinner location.

**Committee Assignments:** To further the aim of assigning all Board members to at least one Board Committee (a bylaw requirement), this meeting's Board memo included a roster of suggested committee memberships. Board members agreed with the assignments and commented that having some members on more than one committee, for instance the Membership and Nominations Committees, reflected a natural overlap in function and duties.

**Board Development:** This year's Consumer Cooperative Management Association (CCMA) conference is in Duluth Minnesota, May 29-May 31. The Board recognized they can support the attendance of two Board members. ET shared that in the past, the Board prioritized sending Board members based on seniority or having a chance to travel; that there will be more exploratory educational opportunities later; and that the Board should revisit its budget for travel in June. KJ, GS, SR, ET, OK and MA all expressed some interest in the event, and the Board

planned to discuss the decision in Executive Session. OK recommended Columinate's CBLD 101 and Exploration in Policy Governance trainings, as well as, the University of Wisconsin's finance basics course.

TPSS Co-op will also be hosting the Mid-Atlantic Food Cooperative Alliance (MAFCA) meeting this April—specific date to be determined. Food co-ops extending from NY to the VA and sometimes the Carolinas attend. The last MAFCA meeting happened at Weavers Way Co-op, and MH shared that MAFCA often asks a co-op that has recently completed a new project to host. Meeting attendees will probably take a tour, discuss TPSS's renovation project, and check in overall.

**Ends Statement Update:** OK reported on the comments that TPSS received from the Co-op's membership on the newly revised Ends Statements, which the Membership Committee also reviewed.

The first point of feedback:

- Regarding the second End, people were speculative about using the term “minority-owned”, as people of color are the global majority. A member suggested stating “people-of-color-owned businesses” instead. A TPSS Co-op staff had proposed “historically underrepresented groups” as an alternative.

MH shared some of National Cooperative Grocer's current terminology. The Board recognized that this End is meant to convey the Co-op's aim of being inclusive in its provision of vendors and discussed different terms. The Board also considered that ultimately, the Ends Statements are aspirational, and so the GM takes into account the state of the community/world when evaluating those ends. GS volunteered to work on alternative wording.

Another point of feedback was:

- Not including the descriptive term food/producers in the first End statement.

The Board recounted accepting the guidance to add products to that End because the Co-op sells more than just food. The Board took into consideration that the introductory statement for that Ends identifies TPSS Co-op as a grocery and/or that they could add “food” again. The Membership Committee planned to revisit the revised Ends Statements and circulate a re-reviewed draft with the intention of voting on the Ends in February.

### **Committee Reports:**

*Membership and Community Affairs Committee:* SR reported that ET, KJ, MH, the Co-op's Community Engagement Manager, Chloe Thompson (CT), and she met. They discussed membership comments on the draft revised Ends Statements and a plan for coordinating in-store Board hours around a member survey project, which may begin in February (2025) and is a good opportunity for the Board to interact with the membership.

On the topic of the spring member meeting, SR recounted that after the last member meeting there was discussion about trying a different venue to bring in members who do not usually attend. A suggested venue involved in food production and with outdoor space, Koiner Farms, has agreed to hold it. CT is looking into alternatives in the event of rain.. The MCAC also discussed potential spring meeting activities and will work on setting a target date once they have firmed up the venue.

In speaking to the future of the Membership Committee, ET summarized that there has always been debate around this Committee's role. Historically, the Committee has been a means for members to be engaged and is also required by TPSS Co-op's bylaws. ET described an alternative arrangement where the MCAC is run by the Community Engagement Manager through the store, and Board and members are able to join it. ET suggested the Board could separately define how it images membership outreach and that possibly, in discussing workflow from the Board to the store, the consultant Rebecca Torpie can help with this.

Board members contemplated if there would be two groups working on similar activities and how the requirement originally came to be in the bylaws. ET suggested these issues could be addressed with a revision to the bylaws.

*Expansion Committee:* OK reported that the Expansion Committee (EC) met and discussed expansion responsibilities, a discussion that was follow up to the first Board session with the consultant, Jeanie Wells (JW). The EC would like to send a draft "expansion responsibilities" document to everyone for their input. The EC also will be sure that the full Board has received the most recently updated expansion rationale and has the opportunity to further shape the document.

Currently, the Board has three more sessions left with the consultant, Jeanie Wells and two more sessions with the consultant, Rebecca Torpie. The Board discussed the pros and cons of scheduling time for these sessions outside of the regular Board meeting versus continuing to schedule them for the meetings.

The Board wanted to gauge how far along they should be in working with JW prior to any pro forma. MH explained May '24 or June '25 would be the earliest the Board will receive the pro

forma. The Board recognized that they will want to debrief from the Board retreat in their February meeting and agreed to meet with a consultant for one hour, separately once in March and again in the March Board meeting.

**GM Report:** The Board had no questions for the GM, (MH), about the open session of the GM’s Report. MH reminded Board members of planning for Earth Day participation.

*Policy B-9 Succession Planning:* MH noted that the plan for succession largely remains the same as in previous years and includes the chart with Hussein Choteka (HC) placed as next in succession. The Board expressed an interest in formally meeting HC and additionally wanted to add to Board policy a protocol of having the identified, interim GM attend a Board meeting. ET planned to draft some changes to Policy B-9 and then circulate them.

Meeting adjourned 8:25pm

**Term 2024-2025 Meeting Attendance:**

<u>Board Rep.:</u>	Dec	Jan	Feb	Mar	Apr	May	June	Jul	Aug	Sep	Oct	Nov
Arimond, M.	*	*										
Gibson, B	*	ex										
Gibson, J	*	*										
Jha, K.	*	*										
Keiner, O.	*	*										
Morehouse, M.	Ex.	*										
Rieser, S.	*	*										
Singh, G.	*	*										
Teuwen	*	*										

(Ex=excused)

**Board Terms:**

<u>Board Representative</u>	<u>Term:</u>	<u>Term Ends:</u>
Arimond, M.	3 year	2027
Gibson, B.	3 years (consecutive term)	2027
Gibson, J	1 year (after appointment and filling term)	2025
Jha, K.	3 years	2026
Keiner, O,	3 years	2025
Morehouse, M.	2 years	2026
Rieser, S.	3 years (after appointment and filling term)	2027
Singh, G.	1 year term	2025
Teuwen, E.	3 years (consecutive term)	2026