

TPSS Board of Representatives Meeting

February 27, 2025

Open Session Minutes

Date/Location/Time: February 27, 2025 meeting 6:30pm*

Board present: Elizabeth Teuwen (ET), Orly Keiner (OK) (remotely), Bob Gibson (BG), Kopal Jha (KJ), James Gibson (JG), Mary Arimond (MA), Margaret Morehouse (MM), and Sheila Rieser (SR)

Board members absent: Gurcharan Singh (GC)

Staff present: Mike Houston (MH), General Manager, Hussein Choteka (HC)

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

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

Board ACTION:

- The Board approved the February 27, 2025 Open Session Board meeting minutes.
- The Board approved the newly updated Ends Statements. (ADDENDUM A)
- The Board approved modifications to Policy B-9: Emergency GM Succession. (ADDENDUM B)
- The Board approved the GM's Monitoring Report for Policy B-7: Communication to the Board.

Open Member Forum: Board members described recent interactions with TPSS Co-op staff which demonstrated the staffs' friendliness and responsitivity. A Board member also appreciated meeting the Co-op's new Beer and Wine Department Manager.

Housekeeping: Board members reviewed the action item list, discussed the procedure for providing their W-9's to the Co-op's Finance manager, and the maintenance of the membership (member-owners) meetings' minutes.

Policy Register Updates:

Vote on adoption of the new Ends Statements: After receiving input from members and staff, the Board discussed a final modification to the updated Ends Statements so the second bullet point reads: local farmers and producers, especially historically underrepresented businesses and other cooperative enterprises, have expanded access to the grocery marketplace.

Vote on adoption of Policy B-9, Emergency GM Succession: The Board thanked HC for attending this meeting. The Board noted that HC's attendance fulfilled the new requirement for Policy B-9,

which stipulates the designated interim GM manager attend at least one Board meeting annually. The Board approved the proposed modification to policy B-9.

Board perpetuation: ET summarized that continuing the Board is part of the Board's job and democratic process. The Board wants to reach out to the community and be welcoming to people interested in joining. Over the years and more recently, there have been uncontested elections.

Board members noted that Board participation and what it entails could be part of an awareness drive and/or a topic at the spring members meeting. Additionally, the Board could use the opportunity to clarify how Board service is different from running the store.

The Board confirmed that the Board interest form is still on TPSS's website and remains there. The Board also noted that other co-ops market their elections more aggressively. The NC was tasked with proposing a nomination process for the 2025 elections and reviewing the schedule.

GM Report:

Policy B-7, Communication to the Board: MH noted that this monitoring report for policy G-7 was fairly similar to the prior years' and asked for questions or comments. A Board member shared their observation that MH is continuing to do a good job in this area: for example, sharing community issues as related to TPSS. The Board approved the report.

In regards to B-7 policy as a policy itself, the Board is considering reviewing the policy register and all the included policies as a whole again, which they had last done three years ago. A Board member suggested using a similar method for policy review as used in the Board retreat—possibly as a monthly exercise.

MH shared that the Co-op will be starting a member drive in the next week. The drive was prompted by MH and operations' awareness that it has been a while since the Co-op's utilized and tried to drive sales by some traditional marketing methods.

Board members highlighted how the membership drive will be a good time for them to do in-store hours. Board members planned to use the standing Board Store Hour spreadsheet to coordinate.

MH and the buyer for the grocery and refrigerator departments will attend Natural Foods Expo West March 3rd through March 7th. MH elaborated that there are many show deals with volume discounts at the expo events, and they take note of who is selling what and what the trends are before they hit the bigger retailers. Board members expressed an interest in learning more and suggested including the topic of buying products at next year's Board retreat.

MH also noted that the MAFCA meeting will be occurring at TPSS Co-op this April.

Committee Update:

Membership and Community Affairs Committee (MCAC): SR summarized that the MCAC met and reviewed their findings re: utilizing Charles Koener Urban Farm Conservancy as a venue for the spring membership meeting or "Member Appreciation Day". The MCAC confirmed that they have a tent, TPSS Co-op can hold their own activities there—such as presentations, native plant dying, seed bombing—and can bring in food and alcohol. The MCAC is looking at holding it on May 10th from 4-6pm and will firm up plans and agenda ideas at the March '25 MCAC meeting.

Expansion Committee (EC): OK reported that the EC worked further on the Expansion rationale document. BG and KJ described being ready to finalize it for sharing with the public. In regards to the EC's roles and responsibilities document, they had agreed to send it to Jeannie Wells (JW) and JW commented, so now it too seems ready to finalize at the next EC meeting.

For the next meeting with JW, the Board is scheduled to learn about financial feasibility. Board members also identified wanting to hear about what a member engagement plan and investment (loan) campaign and timing might be like for the expansion. OK planned to circulate an agenda at the next Expansion Committee meeting.

The EC had also discussed dividing up outreach to other co-ops who have done an expansion project and collecting feedback by the April EC meeting. MM agreed to reach out to RiverValley Co-op. SR agreed to reach out to Everman Co-op. OK will continue to reach out to Onion River Co-op. ET, MM, and other Board members planned to schedule a time to visit the Common Market Co-op.

Meeting adjourned 8:21pm

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.	*	*	ex									
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

ADDENDUM A:

Ends Statement

2.27.2025

TPSS Co-op maintains an innovative, community-focused, financially sustainable grocery cooperative so that:

TPSS Co-op maintains an innovative, community-focused, financially sustainable grocery cooperative so that:

- members and shoppers have access to products that are high-quality, healthy, produced and packaged according to ethical and sustainable practices, and meet a diverse range of needs, budgets and choices.
- local farmers and producers, especially historically underrepresented businesses and other cooperative enterprises, have expanded access to the grocery marketplace.
- our community, including our employees, experiences a welcoming culture of openness, belonging, and respect.

ADDENDUM B:

Policy Type: Executive Limitations

Policy Title: B9 – Emergency GM Succession

Last Revised: February 27, 2025

To protect the Cooperative from sudden loss of GM services, the GM must not:

1a. Have less than one other manager sufficiently familiar with GM responsibilities and Board processes to enable them to take over as an interim GM, immediately and with reasonable proficiency.

1b. Fail to ensure that the designated manager appears at a minimum of one board meeting annually.

2. Be without a clear chain of command.