Takoma Park Silver Spring Cooperative, Incorporated

POLICY REGISTER

LAST REVISED: FEBRUARY 19, 2026

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Policy Type:	Ends
Policy Title:	A – Ends
Last Revised:	February 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.

Policy Type:	Executive Limitations
Policy Title:	B – Global Executive Constraint
Last Revised:	November 17, 2022

The General Manager must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, oppressive, unjust, imprudent, or contrary to the Cooperative Principles.

Policy Type:	Executive Limitations
Policy Title:	B1 – Financial Condition and Activities
Last Revised:	November 17, 2022

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate EBITDAP (earnings before interest, taxes, depreciation, amortization, and patronage rebates) and net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in member-ownership and member-owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's financial obligations.
7. Allow late payment of contracts, payroll, loans, or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber, or dispose of real estate or enter into long-term real estate leases.
10. Allow tax payments or other court or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Allow financial record keeping systems and financial controls to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
12. Fail to provide the Board with accurate financial reports to adequately evaluate compliance with this Policy.

Policy Type:	Executive Limitations
Policy Title:	B2 –Planning and Financial Budgeting
Last Revised:	November 21, 2024

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:
    a. Objectives
    b. Strategies
    c. Tactics
    d. Stakeholders
    e. Timeframes
    f. Metrics for success.
2. Create plans or budgets that:
    a. Risk incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
    b. Omit planning assumptions.
    c. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and debt service.
    d. Do not pursue excellence in business systems and operations.
    e. Have not been tested for feasibility.
3. Provide less for Board prerogatives during the year than is set forth in the board budget.

Policy Type:	Executive Limitations
Policy Title:	B3 – Asset Protection
Last Revised:	November 17, 2022

The General Manager must not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The GM must not:

1. Allow inadequate insurance for facilities, equipment, and business interruption.
2. Allow unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Allow deposits or investments to be unreasonably risked.
4. Allow inadequate security of premises and property.
5. Allow data, intellectual property, or files to be unprotected from loss, theft, or significant damage.
6. Allow improper usage of member-owners' and customers' personal information.
7. Allow management of assets or purchasing in a manner that is uncontrolled or subject to conflicts of interest.
8. Allow lack of due diligence in contracts.
9. Allow damage to the Cooperative's public image.
    a. Operate without a crisis communications plan that includes communication protocols for the board.

Policy Type:	Executive Limitations
Policy Title:	B4 – Membership
Last Revised:	November 17, 2022

The General Manager must not allow member-owners to be without opportunities for meaningful participation.

The GM must not:

1. Allow member-owners to be uninformed or misinformed of their benefits, rights, and responsibilities.
2. Allow any individual to become a member-owner unless that individual meets the eligibility requirements described in our Bylaws, and pays the required $100 equity (or begins an equity payment plan).
3. Create or implement a member-owner equity investment system without the following qualities:
    a. Member-owners are informed that equity investments are i) at risk, and ii) generally refundable, though the Board retains the right to withhold refunds when necessary to protect the Cooperative's financial viability.
    b. Equity will not be refunded if such refunds would lead to a net decrease in total member-owner paid-in equity at the end of any reporting period, or would risk, cause, or exacerbate non-compliance with any Financial Condition policy.
4. Implement a patronage dividend system that does not:
    a. Comply with IRS regulations.
    b. Allow the Board to examine a range of options and implications, so the Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be allocated and distributed to member-owners.
5. Allow a member-owner benefits program that doesn't offer value.

Policy Type:	Executive Limitations
Policy Title:	B5 – Customer Experience
Last Revised:	October 16, 2025

The General Manager must not be unresponsive to customer needs.

The GM must not:

1. Allow a customer experience that is not welcoming and inclusive.
2. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
3. Fail to respond appropriately to customer feedback.
4. Allow an unsafe shopping experience for our customers.
5. Operate without written policies for handling customer misconduct that include an appropriate range of responses.

Policy Type:	Executive Limitations
Policy Title:	B6 - Staff Treatment and Compensation
Last Revised:	December 18, 2025

The General Manager must not treat staff in any way that is unjust, unsafe, or inconsistent with the collective bargaining agreement (CBA) or state or federal law.

The GM must not:

1. Discriminate against or allow inequitable treatment of applicants and/or employees in regard to age, sex, marital status, race, color, creed, national origin, political or religious affiliation, sexual preference, gender identity, family responsibilities, physical or mental disability, genetic status, Union activity, primary language, cultural fit, ability, or any other protected trait or status recognized by federal or state law, or other factors unrelated to job qualifications and job performance.
2. Create or tolerate an atmosphere of harassment or disparate treatment.
3. Operate without policies and practices that attract and retain staff that reflect diversity.
4. Allow staff to be without training that supports justice, equity, and diversity..
5. Operate without written personnel policies that:
    a. Clarify rules for staff, including:
        i. rules for hourly staff covered by the collective bargaining agreement (CBA); and
        ii. rules for non-bargaining unit staff.
    b. Provide for fair and thorough handling of workplace conflicts. The Board of Representatives should not be included as a participant in the conflict resolution process, except as provided in paragraph 5.c. below.
    c. Support and encourage staff to report unethical or illegal behavior, as follows:
        i. Inform hourly staff covered by the CBA that after exhausting the mandatory grievance-arbitration procedures in the CBA, they may then report improper or illegal management actions directly to the Board of Representatives;
        ii. Inform non-bargaining unit staff that after exhausting administrative measures for reporting improper or illegal management actions, they may then report improper or illegal management actions directly to the Board of Representatives; and
        iii. Inform all staff that they will not be subject to retaliation for good faith reports of improper or illegal management actions directly to the Board of Representatives.
    d. Inform staff that employment is neither permanent nor guaranteed.
    e. Are accessible to all staff.
    f. Are applied consistently.

6. Discourage or prevent any staff from reporting unethical or illegal activity to the Board or Representatives, within 30 days, on any staff grievance that has not been resolved by the collective bargaining process for staff covered by the CBA, or by administrative processes for non bargaining unit staff members.
7. Discourage or prevent any staff member from reporting unethical or illegal activity to the Board of Representatives, or discriminate or retaliate against any staff member for reporting unethical or illegal behavior or activity.
8. Discourage or interfere with staff engagement in the collective bargaining process.
9. Provide for inadequate documentation, security, and retention of personnel records and all personnel related decisions.
10. Where not governed by the collective bargaining agreement, establish compensation and benefits that are internally inequitable or not competitive in our market.
11. Change the GM's own compensation and benefits, except as those benefits are consistent with a package for all other employees.

Policy Type:	Executive Limitations
Policy Title:	B7 – Communication to the Board
Last Revised:	November 21, 2024

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.

Policy Type:	Executive Limitations
Policy Title:	B8 –Board Logistical Support
Last Revised:	November 17, 2022

The General Manager must not allow the Board to have inadequate logistical support.

The GM must not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
2. Allow the Board to be without a workable mechanism for internal Board, officer, or committee communications.
3. Allow Board members to be without a current copy of the Policy Register and the Bylaws.
4. Provide inadequate systems for communicating information to member-owners concerning Board actions, meetings, and activities.
5. Fail to provide a sufficient or accessible system for archiving of board documents.

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.

Policy Type:	Board Process
Policy Title:	C – Global Governance Commitment
Last Revised:	November 17, 2022

Acting on behalf of our member-owners, the Board ensures the success of the cooperative by:

- working together effectively,
- empowering and holding accountable professional management,
- providing strategic leadership for our cooperative,
- perpetuating our democratic organization, and
- avoiding illegal and/or unethical actions and situations, or the appearance thereof.

Policy Type:	Board Process
Policy Title:	C1 – Governing Style
Last Revised:	December 18, 2025

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, we will:

1. Be a strategic leader by developing insight and foresight to set direction and facilitate movement in that direction.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between Board and management responsibilities.
3. Work as a team, listening to and respecting other Board members.
4. Speak with one voice to the GM, member-owners, and the general public.
5. Maintain discipline, embrace responsibility, and exercise group authority.
6. Practice the habits of a successful democracy.
7. Maintain a commitment to diversity, equity, and inclusion.
8. Seek, encourage, and listen to people with a variety of demographic characteristics and diverse perspectives and incorporate that input into Board deliberations.
9. Use Policy Governance® as our operating system, guiding the work of the Board and the General Manager through written policies.
10. Obey all relevant laws and bylaws.
11. Be accountable through a process of self-evaluation.

Policy Type:	Board Process
Policy Title:	C2 – The Board's Job
Last Revised:	December 18, 2025

The role of the Board is to represent our member-owners in the governance of the TPSS Co-op.

In order to fulfill our role successfully, we will:

1. Practice, protect, promote, and perpetuate a strong and healthy participatory democracy for our Cooperative by reporting to member-owners on the Board's activities and decisions, and encouraging participation at our two annual member-owner meetings.
2. Open Board and committee meetings to member-owners, to the maximum extent possible (while maintaining confidentiality of sensitive financial and personnel information).
3. Provide opportunities for Board and member-owner education and engagement on significant policy issues.
4. Regularly seek information from member-owners on their needs and perspectives, share these findings with the full Board, and use that information to inform deliberations and decisions**.**
5. Ensure that all Board decisions are adequately informed through education and discussion.
6. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager.
7. Assign responsibility through written policies in a way that honors our commitment to empowerment and clear distinction of roles.
8. Regularly and rigorously monitor the General Manager's performance in the areas of Ends and Executive Limitations.
9. Regularly and rigorously evaluate our own performance in comparison to our agreements, as written in Board Process and Board-Management Relationship policies.
10. Perpetuate the Board's leadership capacity by:
    a. Establishing a strategic year-round recruitment and screening process that is committed to diversity, equity, and inclusion.
    b. Conducting fair and open elections.
    c. Making thoughtful appointments to Board positions that become available between elections, seeking diversity, equity, and inclusion.
    d. Providing excellent orientations to potential candidates and newly elected or appointed directors, as well as ongoing education opportunities to all Board members.
11. Ensure that diversity, equity, and inclusion are considered in all Board policies and decisions.
12. Perform other duties as required by the bylaws or because of limitations on GM authority.
13. Develop an annual Member Engagement Plan that the Board will be responsible for executing, and which will be reviewed by the Board at a minimum every six months to ensure our compliance with our own commitments in this area. The Board will share this

plan with the GM and will hope and expect to collaborate with the GM and staff on execution, especially where activities complement staff-led initiatives, but not with less than 30-days notice to staff and only where the activity does not place an undue burden on staff, a decision that will rest with the GM.

Policy Type:	Board Process
Policy Title:	C3 – Agenda Planning
Last Revised:	November 17, 2022

We will follow a strategic work plan and annual agenda that focuses our attention toward the future and away from operational details.

1. We will maintain an annual calendar that includes tasks and events related to our work plan, membership meetings, Board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
2. Board meeting agendas will be determined by the Board president, and may be modified at the meeting.

Policy Type:	Board Process
Policy Title:	C4 – Board Meetings
Last Revised:	November 17, 2022

We will use our Board meetings as a valuable and primary tool for getting the Board's job done.

1. We will use Board meeting time only for education, discussion, and decision-making on matters relevant to the Board Policies and responsibilities.
2. Meetings will be open to the membership except when closed or executive session is officially called.
    a. We may occasionally use closed (Board and GM only) or executive (Board only) sessions to deal with confidential matters, such as discussion of personnel, contract negotiations, matters involving real estate, or the legal or financial integrity of TPSS Co-op.
    b. When possible, announcement of the closed or executive session should be on the published agenda.
3. We will seek agreement through discussion. We will then finalize decisions using the consensus process described in our bylaws. Decisions will be documented in Board Meeting minutes.
4. If we must make a decision outside of a regular meeting, we will follow our bylaws, and ensure that it is properly documented.

Policy Type:	Board Process start here
Policy Title:	C5 – Board Members' Code of Conduct
Last Revised:	November 17, 2022

We each commit ourselves to ethical, responsible and lawful conduct.

1. Every Board member is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative.
2. Board members must demonstrate unconflicted loyalty to the interests of the Cooperative.
    a. There will be no self-dealing or any conduct of private business or personal services between any Board member and the Cooperative except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
    b. Every year, every Board member will complete the Code of Conduct Agreement form and will verbally report to the whole Board all actual and potential conflicts. Every Board member will immediately report any subsequent actual or potential conflicts to the whole Board.
    c. When the Board is to decide on an issue about which a Board member has an unavoidable conflict of interest, that Board member must abstain from the conversation (unless requested by the Board) and the vote.
    d. Any Board member who applies for employment at the Cooperative must first resign from the Board, to avoid the possibility of preferential treatment
    e. Any paid Cooperative employee has the same duties and responsibilities as any other Board member Said member has the additional duty of clearly segregating staff and Board responsibilities.
    f. Any Board member who is also a paid employee will resign from the Board if and when their employment ends, to avoid the possibility of retaliatory treatment of the GM.
3. Board members may not exercise individual authority over the organization.
    a. When interacting with the GM or employees, individual Board members must carefully and openly recognize their lack of authority.
    b. When interacting with the public, the press, or other entities, or on social media, Board members must recognize the same limitation, as well as the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
4. Board members will not exhibit violent, oppressive, or racist behaviors or speech.
5. Board members will respect the confidentiality appropriate to issues of a sensitive nature and will continue to honor said confidentiality after leaving Board service.
6. Board members will use electronic communications in a manner consistent with this policy.

7. Board members will attempt to attend and participate fully in all Board meetings, retreats, and trainings.
8. Board members will support the legitimacy and authority of the Board's decision on any matter, irrespective of the Board member's personal position on the issue.
9. Any Board member who does not follow the code of conduct policy can be removed from the Board in accordance with the Bylaws.

Policy Type:	Board Process
Policy Title:	C6 – Officers' Roles
Last Revised:	November 17, 2022

We will elect officers in order to help us accomplish our job.

1. No officer has any individual authority to supervise or direct the GM.
2. Officers may delegate their authority but must remain accountable for its use.
3. The president ensures the Board functions well and in accord with our policy agreements.
    a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies, in order to facilitate the Board's functioning.
    b. The president will chair, and set the agenda for, Board meetings.
    c. The president is the point person for the relationship between the Board and General Manager between meetings.
    d. The president plans for leadership (officer) perpetuation.
    e. The president may represent the Board to outside parties.
4. The vice-president will perform the duties of the president if the president is unable to do so.
5. The treasurer is responsible for supporting the board in all finance-related board work.
    a. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
    b. The treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
6. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained. Board documents include: the policy register, meeting minutes, monitoring report summary, annual calendar, and committee charters.

Policy Type:	Board Process
Policy Title:	C7 – Board Committee Principles
Last Revised:	November 17, 2022

We will use Board committees only to help us accomplish our job.

1. Committees will support Board holism by researching alternatives and bringing back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. Board members may serve on any Board committee of their choosing. The Board President has the authority to direct Board Members to serve on any committees that are not adequately staffed. Cooperative member-owners who are not Board members may serve at the discretion of the committee chair. However, only the Board has the authority to appoint committee chairs.
4. We will establish and regularly review committee responsibilities through written committee charters.
    a. Charters must be approved by the Board.
    b. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

Policy Type:	Board Process
Policy Title:	C8 – Governance Investment
Last Revised:	November 17, 2022

We will invest in the Board's governance skills, methods, and support to allow us to govern with excellence.

1. We will use the Cooperative's resources prudently and strategically.
    a. We will use training and re-training liberally to orient new Board members and Board candidates, as well as to maintain and increase existing Board members' skills and understanding.
    b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
    c. We will use outreach mechanisms as needed to ensure our ability to listen to member-owner viewpoints and values.
    d. We will use professional and administrative support.
    e. In establishing Board compensation, we will:
        i. Link compensation to the work requirements of the various roles,
        ii. Consider equity in discussions about compensation, and
        iii. Keep our member-owners informed.
2. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. We will complete this work no later than June.

Policy Type:	Board-Management Relationship
Policy Title:	D – Global Board-Management Connection
Last Revised:	November 17, 2022

The Board has hired the General Manager as its sole employee to operate the business. We will be a fair and equitable employer, and the relationship will be rooted in respect and mutual support. In delegating authority to the GM, we acknowledge the GM's expertise, and we will work collaboratively and transparently with the GM in addressing any issues as they arise.

Policy Type:	Board-Management Relationship
Policy Title:	D1 – Unity of Control
Last Revised:	November 17, 2022

Only official decisions and policies of the Board are binding on the GM.

1. The Board will speak with one voice to the GM. Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without Board authorization, the GM can refuse any requests that, in the GM's opinion, may disrupt operations or that require too much staff time or resources.

Policy Type:	Board-Management Relationship
Policy Title:	D2 – Accountability of the GM
Last Revised:	November 17, 2022

The General Manager is accountable for fulfilling the Ends and operating the organization within the Executive Limitations.

1. The Board will consider the GM's performance to be successful if the Cooperative fulfills the Ends and operates within Executive Limitations.
2. The Board will not instruct or evaluate any employee other than the GM.

Policy Type:	Board-Management Relationship
Policy Title:	D3 – Delegation to the GM
Last Revised:	November 17, 2022

The Board delegates authority to the GM through written Ends and Executive Limitations policies.

1. As long as the GM reasonably and prudently interprets the Board's Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the Cooperative.
2. We will respect and accept the GM's choices as long as those choices are based on what the Board deems are reasonable and prudent interpretations of Board policies.
3. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.

Policy Type:	Board-Management Relationship
Policy Title:	D4 – Evaluating the GM
Last Revised:	August 17, 2023

The Board will systematically and rigorously monitor and evaluate the GM's job performance compared to expectations set forth in Board policies.

1. The Board's policy monitoring process is the foundation of our annual evaluation of the GM.
    a. Each year, the Board will review the monitoring reports and the Goals and Indicators planning document prepared by the GM two months prior to the GM's contract expiration date.
    b. The Board will invite the GM into a conversation to share other relevant information and clarifications.
    c. Based on the review of reports and the conversation, the Board will present an evaluation letter to the GM. That letter will constitute our full evaluation, and it will be delivered no later than the month in which the GM's contract is due for renewal.
2. We will acquire monitoring information by one or more of three methods: (a) most commonly by internal report, in which the GM discloses policy interpretations and compliance information to the Board; (b) occasionally by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) rarely by direct Board inspection, in which a designated Board member or committee assesses compliance with the policy.
3. We will accept that the GM is compliant with a policy if the monitoring report includes a reasonable interpretation, including clear metrics and benchmarks, and adequate data that demonstrate accomplishment of that interpretation.
    a. The GM's interpretation does not need to be an interpretation that is favored by individual Board members or by the Board as a whole.
4. In evaluating non-compliance, we will consider the severity, implications, and trends, as well as the GM's explanation and plan to achieve compliance.
5. We will monitor all policies that instruct the GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.

Policy Type:	Board-Management Relationship
Policy Title:	D5 – Compensating the GM
Last Revised:	November 17, 2022

The Board will compensate the General Manager in a way that honors their value to the Cooperative, and demonstrates our commitment to equitable treatment.

We will establish a compensation package that is equitable, competitive in our market, consistent with the GM's employment contract, and sustainable for the cooperative.

Appendix 1:

Membership and Community Affairs Committee Charter

Adopted: 5/18/23

Authority:

- Bylaws 7.2.A.2 (with proposed amendments)
- Board Policy C-2.3 (Provide opportunities for Board and member-owner education and engagement on significant policy issues)
- Board Policy C-2.4 (Regularly seek information from member-owners on their needs and perspectives.)

Accountability

The Committee serves at the request and under the direction of the Co-op board. The Committee has no independent authority to direct the General Manager or any Co-op staff, to commit any of the Co-op's resources, or to take any formal action without approval by the board.

Purpose

The Committee exists to assist the Board with the job of engaging with member-owners and the broader community to promote the Co-op's Ends Statements and values, and general cooperative principles. The Committee shall:

- Coordinate with the GM to support board communications with member-owners;
- Develop content for the biannual Membership meetings;
- Plan educational events and initiatives in accordance with the Board's Member and Community Engagement Plan.

Committee Composition

Membership will consist of at least three board members and the GM or his designated staff representative. Member-owners are also encouraged to join. A member of the board will serve as the Committee Chair and is responsible for conducting meetings and for seeing that the Committee output is delivered to the Board.

APPENDIX 2:

Expansion Committee Charter

Adopted: 6/20/2024

Authority:

- Bylaws 7.2.B (Ad Hoc Committees)
- Board Policy C-2.3 (Provide opportunities for Board and member-owner education and engagement on significant policy issues)
- Board Policy C-2.5 (Ensure that all Board decisions are adequately informed through education and discussion.

Accountability

The Expansion Committee serves at the request and under the direction of the Co-op Board. This Committee has no independent authority to direct the General Manager or any Co-op staff, to commit any of the Co-op's resources, or to take any formal action without approval by the Board.

Purpose

The Expansion Committee exists to assist the Board with educating itself in preparation for a second store expansion. The Committee may take the following actions at the direction of the full Board:

- Conduct research and prepare briefing materials;
- Coordinate engagement with consultants;
- Plan educational events to engage and inform member-owners; and
- Other tasks as the full Board deems necessary.

Committee Composition

Membership will consist of at least three board member and the GM or his designated staff. Member-owners may join at the invitation of the Board. A member of the board will serve as the Committee Chair and is responsible for conducting meetings and for seeing that the Committee output is delivered to the Board.

APPENDIX 3:

Nomination Committee Charter

Adopted: 02/19/2026

Authority:

- Bylaws 6.2.C (Qualifications and Elections)
- Bylaws 7.2.A.3 (Committees)
- Board Policy C-2.10 (The Board's Job)

Accountability

The Nominations Committee serves at the request and under the direction of the Co-op Board. This Committee has no independent authority to direct the General Manager or any Co-op staff, to commit any of the Co-op's resources, or to take any formal action without approval by the Board.

Purpose

The nominations committee is responsible for soliciting nominations for Board vacancies and overseeing elections. This committee will reach out to the diverse community represented in TPSS Co-op by publicizing, including but not limited to within the stores, to our diverse customer base.

Committee Composition

Membership will consist of at least two board members. A member of the board will serve as the Committee Chair and is responsible for conducting meetings and for seeing that the Committee output is delivered to the Board.