

TPSS Board of Representatives Meeting

Date: March 23, 2014

Time and Place: 5:00pm, TPSS Community Room

Present: Tanya Whorton (TW), Emily Townsend (ET), Matt Hersh (MH), Rachel Hardwick (RH), Nelson Graves (NG), Bill Rodgers (BR), Robert Anderson (RA), David Zuckerman (DZ)

Others present: Abdi Guled (AG), Marilyn Berger (MB), Navneet Rangra (NR), Thane Joyal (TJ) via conference phone

Absent: Kahlil Yanes

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board resolved to add Robert Anderson and David Zuckerman as Co-op Board representatives; approved by consensus.
- The Board approved an amendment to the previously-approved January 26, 2014 open session minutes: modifying the line after the *GM Report* heading.
- The Open Session February 23, 2014 minutes were approved; BR moved and approved by consensus.
- The Board tabled the review of the media policy and the consideration of a different level of media coverage and accessibility for Board meetings.
- By majority vote, the Board elected RH for the position of Board Vice President for the remainder of the 2014 Board term; DZ nominated RH and there were no objections.

New Board representatives: TW reviewed the purpose of the confidentiality and conflict of interest forms and relayed the Board's plan to revise and re-sign them. DZ disclosed his intention to run for the Lafayette Federal Credit Union's board, an organization that has a partnership with the Co-op. The Board felt that DZ's potential candidacy with them was not an issue, at this time.

GM Report: Management discussed the rate increases that will occur with the Co-op's current employee health insurance and how MB reviewed four other insurance options, but still found Blue Cross Blue Shield to be the optimal choice. A Board rep. named Evergreen Health Co-op as a resource. Thane Joyal (TJ), CDS consultant to the Co-op, offered to confer with other co-ops re: their approaches to employee health care coverage under the new law. One Board rep. noted that historically, the Co-op's efforts to provide a living wage took into account its health care benefits' contribution. Management explained that with the increases, part-time employees will have to share a larger portion of the cost. The Board recognized the Co-op's new class series and employee trainings. MB stated that the Co-op receives a small portion of the class fee. **Management planned to include a review of the Product Selection Guidelines as a staff training.**

Finance report from Finance Manager: NR reviewed the January 2014 profit and loss statement. He confirmed that the personnel costs were much lower in Jan. 2014 than in Dec. 2013 due to the SS store's closure and ensuing staff payout.

NR relayed that the Co-op uses a combination of both the cash and accrual methods of accounting and described his current approach of using the cash method in the instance of late invoices, which he now counts in the month they are received. ET raised the auditor's recommendation that the Co-op needed to use the accrual method for only the payroll. NR recounted that he had started using the accrual method for payroll in June 2013 but stopped in Nov. 2013 due to the effects of the SS store closure. NR shared his plan to make a lump sum entry at the close of this fiscal year and then return to the accrual method.

NR stated that the Co-op made approximately \$27K in January 2014 and explained that expenses, such as, bank charges and credit card fees, were minimized. The GM identified the in-store demonstrations, Facebook advertising, and the ad for the last Super Thursday as factors in the increased sales. MB shared that the Co-op ran two ads in the Washington Post.

For the period covered by the January 2014 financial statement, management clarified that expenses were lower and sales were mostly consistent but for the bump from Super Thursday. The Treasurer shared his comparisons of the sales figures from the TP Jan. 2014 and quarterly Nov. and Dec. 2014 financial statements to those TP statement figures for the same time period in 2013. The Board observed the mixed conclusions from these comparisons; in that, one period revealed a sales increase of only \$1K and another revealed a large increase and another a loss. **With TJ's feedback re: how other co-ops are including year to year comparisons in their financial statements for the metrics of sales, net profit, personnel costs, and the cost of goods, management agreed to also provide these.**

GM Monitoring/L7: TW and AG clarified the policy's sentence re: the timeframe for the GM to inform the Board of anything that substantially affects the store's operations as open to the GM's interpretation. TW raised the policy point re: the GM's notifying the Board, if he or she believes the Board is not following its own policies and stated that AG has asked the Board to follow its policies in regards to staff-Board relationships. AG summarized issues with Board reps, such as, committee chairs giving assignments directly to Co-op staff or Board reps. not serving the Co-op's interest while working on committees. TW and AG spoke about the need for committee chairs to receive training and to read and follow the related Board policies.

Goals and Indicators: TW recounted the purpose of the goals and indicators report, a tool to help the Co-op track its progress in achieving its ends. She noted that AG's recent update of the report incorporated the auditors requested actions. **Management agreed to add the staff and customer surveys to the report. Management also agreed to provide the Board information regarding**

how rapidly lower priced products sell as compared to higher priced ones and to specifically report on the percentage of sales of the Field Day brand products. The Board touched on the ideas of cross-training for different departments and staff education; **the GM planned to give the Board a reasonable metric for staff education and trainings and how it can be reported.**

Board Monitoring, G10: TW described the typical composition of the Personnel Committee (PC) (the Board president and two other non-staff Board reps.) and relayed its charges of providing to the GM an annual review and a confidential sounding board and to provide the Board the most current Co-op employee handbook. The Board discussed the GM’s option to use the PC as a sounding board for any concerns, including, personnel issues and noted this as one of the reasons that the PC is limited to non-staff Board. **G11:** TW reviewed the media policy. Board reps. and management expressed differing viewpoints on the level of access that the Co-op should allow for Board meetings in open session. **The Board tabled the media policy discussion.** **G3:** G3 policy was reviewed and no changes were suggested. TW suggested that those interested in the position of Board President or other Board reps. begin working on the agendas.

Scheduling and Other Business: TW reminded Board committee chairs to share their committee’s minutes. She encouraged other Board reps. to do the Board meeting agendas and raised the option of changing the format. TW gave June 22nd as the projected retreat date and stated that there will be no Board meeting on that date. The Board gave the feedback that they would like to utilize Claire Taylor again for the upcoming, June 1st, 2-4pm, Member-Owners meetings, but continue with the current Board meeting protocol. MH, DZ, and BR expressed interest in the June 2014 CCMA conference. The Board elected a new Vice President (Resolutions).

Meeting adjourned 8:10pm

BOARD ATTENDANCE TALLY:

<u>Term 2014:Rep.</u>	<u>Dec.</u>	<u>Jan.</u>	<u>Feb.</u>	<u>Mar.</u>
Anderson	(new 3/14)	*		
Firestone	*	*	*	Resigned
Gabrielson	*	*	*	
Graves	*	*	*	*
Hardwick	*	*	*	*
Hersh	*	*	*	*
Rodgers		*	*	*
Robinson	*	*		Resigned
Townsend	*	*	*	*
Whorton	*	*	*	*
Yanes	*	*	*	
Zuckerman	(new 3/14)	*		