

TPSS Board of Representatives Meeting

Date: April 30, 2017

Time and Place: 5:00pm, Takoma Park Volunteer Fire Department

Board present: Rachel Hardwick (RH), Robert Anderson (RA), Melissa Schweisguth (MS), Adam Frank (AF), Mary Rooker (MR), David Zuckerman (DZ), John Cox (JC), Susan Cho (SC)

Board absent: Fred Feinstein

Staff present: Marilyn Berger (MB)

Minutes submitted by: Solveig Mortensen (SM)

BOARD ACTION:

- The Board approved the March 26, 2017 open session Board meeting minutes as submitted.
- The Board tabled the approval of the Ends and Indicators Monitoring Review report.
- The Board accepted the revisions to the L-9 policy as submitted by the Policy Committee. APPENDIX A.
- The Board accepted the GM Monitoring Report, policy L-9 as it was originally submitted in March 2017.
- The Board approved the list of recommended revisions for the Co-op's bylaws with a modification to the proposed Article 2.3(B) revision, which specifies 45 days as the time period for Co-op members to update their contact information.

Open Member Forum: There were no comments or questions during open member forum.

GM Report: The Board offered no comments or questions regarding the GM report.

Ends and Indicators Monitoring Review Report: Various Board representatives gave the following feedback regarding the content of the report: the work that the Co-op has been doing in the area of environmental stewardship is applauded, and the Co-op is encouraged to do more of it; the Co-op is encouraged to carry a range of products to continue to strive for greater inclusivity; and, the fact that the Co-op does outreach with community groups beyond those involved with the food industry, is notable and positive.

One Board representative noted a discrepancy between what the Ends and Indicators Monitoring Review report stated as the March 2017 current ratio, and the figure in the current ratio financial statement for the same period. Management planned to review and resubmit. The Board tabled approval of the Ends and Indicators Monitoring Review report pending this clarification.

Board Committee Reports and Updates

Policy Committee:

L-9, Proposed Policy Revisions: The Policy Committee shared proposed revisions to Policy L-9; the Board accepted the revisions. The Board then accepted the GM’s monitoring report for policy L-9.

Bylaws: MS reviewed the recommended bylaw revisions for the Board to approve as the ones to be presented at the next member-owners’ meeting. The Board approved all the revisions with a modification to the revision proposed for Article 2.3(B) so that it states the following:

“All members have a duty to provide TPSS Co-op with their current email and postal addresses, and phone number when joining, and to notify TPSS Co-op of any change of their information within 45 days.”

Membership Committee: MS provided updates on the upcoming member-owners meeting. She confirmed the date of June 11 and that the committee drafted an agenda (with a committee member working with the Executive Committee and management to finalize); confirmed the speaker; contacted the facilitator; and prepared the mailing.

Meeting adjourned: 6:15pm

Board Representatives’ Committee Memberships:

Membership and Community Affairs Committee: MS, Chair; SC, FF, MR, JC

Audit and Finance Committee: AF, Chair, RA, MS, DZ

Personnel Committee: RH, Chair; RA, MR

Policy Committee: DZ and SC, Co-Chairs; AF, MS

Nominations Committee: RH, Chair; AF, MS, FF

Term 2017:

<u>Rep.</u>	<u>Dec</u>	<u>Jan</u>	<u>Mar</u>	<u>April</u>
Anderson	*	*	*	*
Cox		*	ex	*
		(Appointed Jan.2017)		
Cho	*	*	*	*
Feinstein	*	*	*	ex
Frank	*	*	*	*
Hardwick	*	*	*	*
Rooker	*	*	*	*
Schweisguth	ex	*	*	*
Zuckerman	*	*	*	*

(ex=excused)

Board Representative	Term:	Term Ends:
Anderson	3 years	2017
Cox	1 year	2017
Cho	3 years	2019
Feinstein	3 years	2019
Frank	3 years	2017
Hardwick	3 years (2 nd consecutive term)	2019
Rooker	2 years	2018
Schweisguth	2 years	2018
Zuckerman	3 years	2017

Policy Type: Executive Limitation
Policy Title: L9 – Membership
Adopted: September, 2003
Last Revised: April 2017

Consistent with TPSS End statements, ensuring the member-owners are involved in and knowledgeable about the meaning, benefits and responsibilities of cooperative ownership is an important part of our mission.

L9.1 In basic terms, it is the role of the General Manager to ensure that:

- a) There are events/programs/literature that educate the community regarding cooperative principles and the role of the Co-op in our community, including two member-owner meetings per year. The Board and the community shall be regularly informed of such programs.
- b) An up-to-date member-owner database exists at all times.
- c) Systems and processes are in place by which membership statistics (e.g., percentage of sales to member-owners, net new member-owners per month) can be accurately reported monthly to the Board.
- d) Member-owner benefits are defined, communicated, and administered.
- e) Member-owner share payment options are defined, communicated, and administered

L9.2 More broadly, it is the role of the General Manager to ensure integration of membership objectives into TPSS Co-op's annual goals and indicators document.

MONITORING:

This goal will be monitored through the General Manager's monthly Board report, the annual L9 monitoring report, and the semi-annual Ends and Indicators updates.