

TPSS Board of Representatives Meeting

Date: April 30, 2011

Time and Place: 6:00pm, TPSS Community Room

Present: David Walker (DW), Tanya Whorton (TW), Preston Quesenberry (PQ), Bill Rodgers (BR), Mary Rooker (MR), Steve Dubb (SD), Nelson Graves (NG), Emily Townsend (ET),

Others Present: Abdi Guled (AG), Deb Friedman (DF), Alice Richardson (AR)

Absent: Jeff Horty, Robert Corbitt

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the agenda.
- The Board resolved to table the approval of the March 2011 Board Meeting minutes.
- The Board approved by unanimous vote (TW, PQ, NG, MR, SD, ET) to send DW and BR to the CCMA Conference in San Diego in June 2011; DW and BR recused themselves from this vote.
- The Board agreed to implement the facilitation strategy using the roles of the Guide and the Shepherd, as presented at the April Board meeting into the May 2011 Board meeting.
- The Board agreed that NG would work with AG on a protocol for HR and Finance management to bring financial data and input to the Board.
- The Board determined that when E-6 is next calendared AG will address the problem areas that MC identified through the HR survey and SD summarized at the meeting (management team not functioning as a team, job evaluations not regularized, inadequate training, SS being disconnected, increased Board interference, workplace safety not resolved, and a problematic structure of the GM directly supervising 9 employees) Furthermore, the Board agreed that management and HR will report back to the Board on these issues in a year.
- The Board authorized DW to--at the upcoming May 15th membership meeting event--share with Co-op members a condensed financial statement of the last 12 months (including 4th quarter of last fiscal year) and to conduct a straw poll regarding the expansion.
- The Board approved the creation of a Personnel Committee taskforce comprised of NG, TW, SD, and ET.
- The Board approved the creation of a GM Recruitment task force with the objective of creating a charter and goals for the GM Search Committee; it will be comprised of PQ, NG, MR, TW, and SD.

Open member forum: DW noted that a member, and a representative for the vegan organization Compassion Over-Killing (COK), asked him to share that they would be giving away free food at the Takoma Park Farmers' Market from 10-2pm on Sunday May 1, 2011.

AR recalled how she used to experience the TPSS Co-op Board as a group that focused on how staff were doing and was saddened to see it shift to a more cut and dry policy governance entity. She thanked the Board for more recently tapping into the staff/workers for input, as she believed co-ops should be about allowing workers a voice.

During the emotional check-in, SD shared that he still, to a degree, was disappointed with the Board decision not to support a loan to the Mariposa Co-op. DW and MR noted that they were not opposed to revisiting the issue. In that event, DW clarified the Finance Committee would not reassess the loan—unless the parameters had changed; there were aspects of the proposal, beyond just the finances, that might merit reconsideration. SD planned to get a current idea of Mariposa's status.

CCMA delegation: SD proposed that the Board approve BR and DW as a delegation to attend the CCMA event in San Diego in 2011 and cover the expense out of the approved budget allocation for Board Development; he estimated the total cost to be roughly \$2,000 while other Board members estimated a higher cost. Ultimately, the funds would come from that allocation, which combined with the Board retreat expense would in total allow for up to \$5,500.00 in expenses.

Retreat follow-up: SD began a discussion re: the retreat by asking Directors to accept the posted guidelines for board meetings, as presented at the retreat. They were principles, such as: raising hands, respecting speaking space, staying focused on the topic, etc. He reviewed another retreat point re: structuring a meeting by establishing facilitator roles. He summarized the differences between the roles of "guide" and "shepherd," with the former navigating the Board through the decision-making process and the latter focusing on the allocation of speaking time among Board members and also conducting the role of "vibes watcher."

One Board member stated their concerns re: this method, noting that the Board has a history of not returning to address a challenging topic due to the negative vibes; he hoped this method of acknowledging vibes would not be used as a means to head-off valid conversations. MR recognized the positive aspects of framing the questions around a proposal, which make it less about the proposer.

SD reviewed the hand-signals that were described in the retreat. There was agreement to follow this facilitation model at the May meeting and no one objected to the use of the hand-signals. ET was given the role of the Shepherd for the trial May meeting.

SD directed Board members to the 1 year goals and the challenges listed in the retreat minutes and asked each Board member to identify three that they thought were the most important from both lists. It was noted that the Silver Spring lease would have to be addressed and hence was priority goal for everyone. Board members determined the top 1 year goals to be: improving finances/positive net income at both stores; stable management and permanent GM; improving cohesion for staff, management, and the Board; and providing better customer service. They then

identified the challenges to be: the Co-op acting congruently with sound business practices, while keeping co-op identity and mission; building a shared sense of mission; and staff morale. SD asked the Board to think of these as potential agenda items for future meetings.

SD commented that he gathered from the survey one area which had improved was HR policies, which were noted to be clearer than in 2009. He pointed-out a slight improvement in recent scores and stated that SS scores were higher than TPs, but at best SS was only marginally better than TP and that may be statistically insignificant due to the small sample size, only eleven responses.

SD shared that there were five problem areas noted in Mary Courteau's (MC) report that appeared to warrant a need for immediate follow-up. The first was that the management team was not functioning as a team. SD noted the second problem area: job evaluations needed to be regularized, specifically to the HBC and grocery departments. He noted the third area revealed by survey comments to be inadequate training. He also noted feedback of SS being disconnected and feedback of increased Board interference since 2009.

SD pointed-out that workplace safety did not emerge as a problem in the survey but explained that we know it exists as an issue. He noted that another problem was and still is that the GM supervises nine employees directly.

NG suggested that when the Co-op is trying to be financially solvent it needs to involve staff (HR and Finance Departments, specifically) and ask them for information about what is going on in their areas; he suggested that staff presentations, etc. be directed through and coordinated with AG.

It was agreed that the problematic issues identified in the survey and in follow-up discussion would essentially be followed and addressed in one year by management. One Board member asked if MC would also follow-up after the years' time with a new survey. SD shared MC's recommendation to not perform a new survey in a relatively short-period, as over-surveying can result, inquirers can get unreliable data, and limited-time passage would not allow for changes to show a difference.

AG and NG confirmed that Brenda Tilery would present the financials to staff at the next general staff meeting and in each department.

There was discussion re: addressing the Board and Co-op's monitoring plan for these identified problem areas in relation policy. DW explained the effort could be something that the Board incorporated into a consideration of what we want to know about our organization and what the function of monitoring is within that organization. He also emphasized the Board's duty to inform management of the specifics of what they are to monitor, for efficiency's sake. He stated that in terms of making broad statements, the E-6 policy was fine, but he would like to see more guidance at each level of policy. Another Board member recommended that for the time-being

the Board work towards following-up on the identified areas in the survey and ensuing discussion; the E-6 report could address these, and the Board should determine the specifics of the review at another time.

Membership meeting-May 15, 2011: DW stated that he wanted to review what the Board was going to discuss at this membership meeting. He noted the chance to inform people more on SS, so they would know what variables were involved. He explained that it would be worthwhile to achieve some type of membership buy-in at the meeting. He highlighted his concern that membership be consulted on the Co-op's financial condition, so they understand that operations are at best, at a break-even point. He noted he would like approval to present the year to date or trailing four quarters numbers in a condensed format for the membership meeting.

SD stated, though he agreed that the Co-op should share this information and the pertinent financials at the membership meetings, he believed much of this information should go into the newsletter, as some members do not always show for the membership meetings. He also shared that he believed the Board needed to move forward with an expansion discussion that would give members a status update and ask members and people for their visions of an expanded store. PQ stated that he knew the reserve fund action was completed. DW emphasized how this upcoming membership meeting was the only membership meeting scheduled prior to the October expansion meeting; so he believed a straw poll would be a valuable way to demonstrate endorsement for the expansion, allowing the Co-op to say that it has its membership behind it. DW noted that the Board needed to engage management in this too.

DW called the question that at the upcoming May 15th Membership Meeting event, he be authorized to share with Co-op members a condensed financial statement of the last twelve months (including the 4th quarter of the last fiscal year) and to conduct a straw poll regarding the expansion.

Board members noted that they needed volunteers to fill positions within the expansion effort. They decided that as Chair of the ETFC, Robert Corbitt and the Marketing Committee might want to initiate collaborative work on a poster and/or hand-outs naming the various types of professional help and support that will be needed.

GM Committee Discussion: SD explained that he thought that the Board and Co-op would benefit by having a permanent GM Committee policy, which would be guided by a subgroup of people who would work on a consensus proposal to bring to the Board. He explained that in a broad sense this committee would be a sounding board for the GM, conduct GM evaluations, and monitor protections for some management. He explained that there were two ways to achieve these aims: to let a group of possibly three people form the committee or have the President of the Board or an executive lead it.

ET noted that she felt it was important to discuss the issues that arose when the Board first attempted to create this committee. She elaborated that the Board included MR on the proposed

committee to specifically answer some peoples' concerns; but then DW "undelegated" MR before any meeting occurred; and the issue was not discussed any further.

SD clarified that the proposal, as it was written, included the Board President and two other people on the committee. He expressed how he believed it to be important to have the President on the committee, because in a routine board situation the GM would be checking-in with the board President. He explained, at that point, MR was the President's designee.

MR noted that she thought it important to have the Board liaison to sit on that committee, but at that time she did not think it had to be the President. She communicated her larger concern: it seemed that one person outside of a Board meeting revoked a decision from a previous Board meeting. She advocated that anyone with an interest should join the proposed committee. ET explained that she saw a Board discussion on the matter useful in building trust and in writing policy that all the Board members would approve. SD proposed that the Board form the task force at the level of policy and continue a further discussion at the next meeting if of interest.

GM Recruitment: PQ explained that he wanted to see if there were an interest in creating a task force that would establish a calendar of what needed to be accomplished before the Board begins a GM search. NG emphasized meeting certain goals as a way to guide the initiative.

There was discussion re: where the Board was in regards to moving forward with a search. One Board member commented that the Board was at the point of considering the structure of a search committee, such as, with a management rep, rank and file staff rep, a possible member, etc. DW said that he wanted to wait and re-assess in 3-6 months, noting the involved expenses, the need to figure out what they are looking for, and the need for the Co-op to recover. This Board member explained that it was the actual recruitment itself that is the most costly. Other members estimated that the actual recruitment would not likely begin until September, at the earliest, so the interim would be a period to determine what the Co-op is looking for and figure out what the process will be. DW requested that the policy task force also recruit non-Board members.

AG explained that one of the CGIN people would come to a Board meeting, but he would follow that.

Future meeting topics: Board budget

DW moved to adjourn at 8:45pm

Next meeting: May 15, 2011

BOARD MEMBER TALLY
ATTENDANCE: Term 2011:

<u>Member:</u>	Dec	Jan	Feb	Mar	Apr17	Apr30
Rooker	*	*			*	*
Graves	*	*	*	*	*	*
Townsend (since Apr '10)	*	*	*	*		*
Quesenberry (since May 10)	*	*	*	*	*	*
Rodgers	*		*	*	*	*
Dubb (since Dec '10)	*	*	*	*	*	*
Whorton (since Dec '10)	*	*	*	*		*
Horty (since Dec '10)	*	*	*			
Walker	*	*	*	*	*	*
Corbitt (since Feb' 11)			*	*	*	
Next Meeting: May 15 th 2011						