

TPSS Board of Representatives Meeting

Date: January 16, 2011

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

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

Others Present: John Kidney (JK), Marilyn Morgan (MM), Leanna Struzziery (LS), Claretta Daniels (CD), Stephanie Sinsky, Dan Able, Robert Corbitt (RC), Alec Garrin (AG), Liz Kujala, Abdi Guled, Joey Knells (JKs), Andrea Patrice, Deb Friedman (DF), Scott Burbridge, Jay Blake (JB), Evan Mays, J.J.Smith of patch.com

Absent: Bill Rodgers

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the meeting's agenda with amendments
- The Board resolved to expand by one seat and appointed RC to the Board of Directors, for a regular board member term of 1 year.
- Noting that RC has been a member of the Finance Committee for over a year, the Board resolved to waive policy G.5.6.2, which stipulates that the Treasurer must have served as a Board member for the period of a year prior to appointment, and appointed RC Treasurer.
- The Board adopted the Board Development Budget and Board Retreat Proposal with a gross allocation of \$5,500.00 and with a specific proposal for \$1,000.00 for the board retreat, and Esteban Kelly's facilitation services, but otherwise no internal subdivision for the remaining funds.
- The Board decided to seek the services of Esteban Kelly for facilitation of the next Board retreat, with SD recusing himself from the vote.
- The Board approved the December 2010 meeting minutes, as amended.
- The Board resolved to adopt the new G-10 policy, creating a GM Committee, with the following provisions:
 - that the policy would be provisional for 90 days
 - that the Committee would meet at least once during the 90 day period and create a charter
- The Board resolved to adopt the policy of the consent calendar proposal.
- The Board resolved to waive the seven day posting policy rule for the Bylaws and posted the Bylaws the consent calendar. The Board then approved the amended copy of the Bylaws, which incorporated all of the changes approved by the membership in November 2010.
- The Board resolved to move the February Board meeting date to Monday the 21st.
- The Board approved the purchase of the administrative tool Wikispaces Blacklabel for approximately \$1,000.00
- The Board tabled the following issues: SS store, Annual Goals, G.6, and the staff survey.

- ET noted that BR had discussed holding March's board meeting in the Silver Spring store with Greg Keyser and this was allowed.

Open Member Forum: AG said a number of staff members were interested in having an opportunity to interface with the Board and wanted to know the channels through which that could be accomplished.

SS asked about the channels available to register a grievance against the Board and opined that the majority of staff is happy.

CD spoke to the Board and stated that the results in Mary Courteau's survey, one key overarching point, indicated that the standard deviation was quite wide and no one person on staff could represent everyone. She explained that there were staff who were very excited to have JK here; and they looked forward to his five-year presence. She felt he was in a hostile work environment and concerned that there were voices that were not getting through because they were satisfied with JK's leadership. She stated that he was one of the best GM's TPSS has had in years.

SD noted that the survey did show some improvement over the 2009 results but the Co-op still showed on a standard deviation that was much larger than average. Regardless, he emphasized that the Board wants staff input on how to retain GMs and that is part of the reason the Board is not posting this position right away, so that the Board can do some real work with staff on addressing these issues.

CD also commented that she was concerned that the agenda and tone for the evening's Board meeting was presented as if JK's departure were already an irreversible decision. She noted that the numerous staff were in attendance not just as a matter of routine, but because they wanted to see if there were anything they or the Board could do to get JK to stay.

TW asked JK if there were anything that could be done to get him to reconsider his decision.

JK thanked the staff for coming that evening and stated that at this point he would not be interested in trying to stay and that this would not be the moment to discuss it. He said that the issue is about a process of communication to staff. He emphasized that staff want to be part of that process and to use the tools available—the staff survey being one tool. He noted that the survey in itself showed a lot of hiccups within the organization and that TPSS needed to build strategies to address them.

JK noted that often the people who were the most vocal were the ones resistant to changes and thought that if the Board had opened up to more voices, they would have found a lot of staff on board with the changes. He also noted that some staff have noticed that at times it is the people adverse to the GM, and not in great standing with the Co-op as employees, that are giving the

feedback to the Board. He suggested that the Board develop some sort of method to find out about employees' standing before taking information they provide at face value.

NG noted that he has wanted to start to movement for a staff union and has been looking for interested people to get involved with that initiative.

SS shared that she has been here a year and a half and thinks the Board has been micro-managing the Co-op and not allowing the GM and the staff to just do their jobs. She stated that as a member she has not felt that the Board has done much for the members and that should be the Board's first priority.

MM said she felt JK's telling the Board to get more staff input seemed to contradict an earlier comment he had made that he did not want employees to be able to join the Board and that furthermore, that he gave the impression in one exchange that he was not interested in employee feedback rising up through the ranks.

JK explained that he does not feel that employees should sit on the Board as it is a huge conflict of interest in his mind to have an employee under the supervision of a GM supervising the GM as a board member; however he sought employee participation through other avenues.

MR explained that employees on the Board are representing membership, not staff, and if employees wanted staff representatives on the Board that would be a different option that would have to be explored. She added that she wasn't happy with how the louder employees were getting all the play. SS suggested a focus group, as she believed the survey is not capturing all the answers. MR said she was very happy to have such a large turnout of staff members at this Board meeting and hoped to see such a turnout at future meetings. DF emphasized a union as the best way for employees to have a say.

SD stated that he would like to see this input as a continuing conversation over the next 6 months. He said that he thought focus groups were a great idea and that the Board recognized the gains in the last few years; he would like to see those built on. He pointed out that in the short run, the GM search might seem like more micro management, but in reality it will be working towards the goal of setting-up systems. He noted that he was the chair of the Membership Committee and encouraged staff and members to flood his email with feedback .

NG stated that he was in total agreement with MR and asked how many people there were planning to attend the next Board meeting. At least four people raised their hands. NG asked that they please email the Board and tell them if they planned on coming, so more room could be planned for if necessary.

TW noted that the Board is always looking for volunteers for committees

CD said that she appreciated the Board's willingness to hear them and the need to wrap-up the discussion.

Committee Report by the Expansion Task Force (ETF): RC reported that he was appointed chair of the ETF, and that on January 31st he and DW would attend the City Council meeting to speak about the Co-op participation's in the Takoma Junction Taskforce's efforts. He invited staff and members to formalize their input on the topic. He noted that in February they would have a summary from the Jan 31 meeting. DW agreed to add the next meeting date of the ETF committee on the website.

DW moved to waive the G.5.6.2 policy requirement for the Treasurer to have served on the Board for a full year prior to appointment and SD seconded it. The Board then appointed new Board member RC as Treasurer.

Proposed Board Development Budget and Board Retreat Proposal:

SD explained how he specifically budgeted out a total dedicated amount of \$5,500 for Board development opportunities such as CBLD and CCMA trainings, consulting, and a Board retreat. DW noted he had also seen some potential CGIN opportunities, so preferred not to assign the budgeted money to specific companies and consultants at this meeting.

There was discussion re: what subjects the Board would like to cover in the retreat, such as the expansion, the current state of operations and immediate needs, and/or items from last year's retreat. DW planned to distribute to board members the materials and summary that Marilyn Scholl provided at last year's board retreat. The Board decided TW would be the liaison with the candidate for retreat facilitator, Esteban Kelly, and she would communicate that the Board was forming a retreat agenda. SD agreed to set-up a Google calendar with dates and to take suggestions for location, conference facility, and other details re: the Board retreat.

Proposed Board Policy: GM Committee proposal: Initially SD presented this proposed policy as a Personnel Committee proposal, but the Board decided to title it a GM Committee. There was discussion re: modifying the proposed policy, so not to create a policy that could allow for micro-managing the GM and/or duplicated other polices, and for that reason G10.5 and G10.6 were struck from the proposal. Ultimately, the Committee was delegated the following functions: ensure that all Board members have the proper version of the employee handbook; perform a performance review of the GM; make recommendations on the hiring, firing, and salary, and benefits of the GM; and be a Committee that the Board could delegate other items to as necessary. The Committee would be provisional for 90 days and it was agreed that it would meet at least once during the 90 day period and create a charter. There was some concern expressed re: having the Board president sitting on this Committee so the following Committee members were appointed: TW, PQ, and MR.

Proposed Board Policy: Consent Calendar Proposal: SD described the process of the consent calendar and how, through this proposed policy, the Board could handle consent agenda items as expeditiously as possible; so uncontested Board acts could be placed on the consent calendar. The Board approved the consent calendar proposal.

Board WIKI Proposal: TW presented the various Board Wiki options and the present staff and Board consensus was to purchase an upgraded wiki package which would permit unlimited wikis. TW was to present more details as they became available, and DW was to follow-up with work on a specific allocation from the Board budget.

GM Report and transitions: JK answered questions re: the GM report. SD requested that JK create a document/list/summary of GM duties and tasks as a reference piece for the Co-op.

DW noted that, with Board approval, he would like to send the letter regarding the transition, which was sent, to staff to J.J.Smith of patch.com as well.

There was discussion about continuing the GM evaluation and agreement to set a meeting date for this evaluation including: ET, JH, PQ, DW, MR, and SD.

It was noted that staff had voted for reps to ECRP and TW would be posting these and that a future meetings topic would also be Michael Strand's report.

Meeting adjourned: 10:00pm

BOARD MEMBER TALLY ATTENDANCE:

Term 2011:

<u>Member:</u>	Dec	Jan
Rooker	*	*
Graves	*	*
Townsend (since Apr '10)	*	*
Quesenberry (since May 10)	*	*
Rodgers	*	
Dubb (since Dec '10)	*	*
Whorton (since Dec '10)	*	*
Horty (since Dec '10)	*	*
Walker	*	*

Next meeting: February 21, 2010