

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, May 25th, 2017
3220 E 3rd St, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Bobbi Boos, Dee Bohler, Tom Gallagher, Natascha Jacob, Janice Lilly, Spyridon Stratigos, Maggie Sullivan, Gracia Valliant
Absent Board Members: None
BCS staff in attendance: Tony Alongi, Sheryl Morse, Catie Schamel
Owner-members in attendance: Kevin McCracken

1. Preliminaries

- a. Ends Focus read by Valliant
- b. Review of board calendar
- c. Announcements
 - i. Big thanks to Tom Gallagher for the real estate work on the Elm Heights transaction.
 - ii. GM monitoring for June – **B2 Business Plan & Budget.**
 - iii. Board financial education session Tuesday, June 20th.
 - iv. Board to hand out birthday cake in stores Sunday, July 23rd.
 - v. Potential board topics for bylaw summaries in the Owner News: purpose, ends, membership, meetings and voting, board operations.
 - vi. Owner news authors: Sullivan – July, Boos – August, Lilly – September, Stratigos – October, Sullivan – November.
 - vii. Changes to GM monitoring discussed for the purpose of logistical smoothness. Valliant motions to move Ends reporting to August, and Asset Protection to October. Beebe seconds. All in favor; motion passes.

2. Consent Agenda

- a. Tonight's agenda (removed)
- b. Minutes of 170427 meeting (removed)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. Resolution: Elm Heights Right of First Refusal (removed)
- f. Resolution: 401K Plan Termination (approved)
- g. Resolution: Fiscal Year End Dates for 2018, 2019 (approved)
- h. Protocol: Board Expenses and Reimbursements (removed)
- i. Protocol: Meeting Guidelines for Guests (approved)
- j. Sullivan moves to accept remaining consent agenda items. Boos seconds the motion. All in favor, motion passes.

3. Minutes

- a. Modifications suggested to captured board budget items from April meeting minutes.
- b. Sullivan moves to accept minutes with discussed edits. Jacob seconds. All in favor; minutes approved.

4. Agenda:

- a. Loan modification resolution added.

- b. Sullivan moves to approve agenda with other items moved for discussion. Boos seconds. All in favor; motion passes.
- 5. **Owner-Member Comments:**
- 6. **Staff Member Introduction: Sheryl Morse**
 - a. Started at the co-op as grocery staff, was promoted to be a lead, category manager, and now special operations.
 - b. Special Operations – a.k.a. the firefighter – Role is to move around to areas that need attention to solve issues.
- 7. **GM Monitoring**
 - a. **B7: Communication Report**
 - b. **Resolution: Loan Modification**
 - i. Authorizes signatories and allows the GM to re-amortize the balance of the Elm Heights loan and modify the payment.
 - ii. Lilly moves to approve the resolution. Gallagher seconds. All in favor; motion passes.
 - c. **Resolution: Elm Heights First Right of Refusal**
 - i. Update of business office address recommended.
 - ii. Valliant moves to approve resolution with address correction. Sullivan seconds. All in favor; motion passes.
 - d. **B6: Staff Treatment**
 - i. GM reports non-compliance with a plan.
 - ii. Equitable pay: Pay will become more equitable gradually over time or as we become profitable in a manner that allows us to increase pay.
 - iii. Posting available positions internally – One series of job changes was the result of a re-organization that involved the reduction of one position. It was not a situation where posting ahead of time would have been received well.
 - iv. Decision tree protocol followed. Lilly motions to accept non-compliance, with no new information needed. Sullivan seconds. All in favor; motion passes.
 - v. B6 policy revision changes discussed. Suggested changes involve HR audits and surveys.
 - vi. An ad hoc committee was created to look at the B6 policy and present policy change recommendations in August.
 - e. **B4: Confidential Owner Information Process**
 - i. “Books and records” is not legally defined, and is typically limited to financial records.
 - ii. By law, the criteria to necessary to request information is that requests must be: in writing, specific, and in good faith. Legally, responses to such requests must be offered within 10 days.
 - iii. Board to draft a resolution that addresses confidential information requests, especially concerning requests for confidential personnel information.
- 8. **Board Self-Monitoring**
 - a. **C1-C5-D-D1-D6**
Monitoring tabled until June to allow for protocol development.
 - b. **C6.5c: FY18 Board Budget Draft**

- i. Sullivan moves to eliminate the pre-meeting board meal from the budget. Valliant seconds. All in favor, motion passes.
- ii. Final budget will be presented in June.

9. Committee Reports

- a. Owner-Member Connections Committee:
Bylaw tabling to begin soon.
- b. Ad hoc: Annual Meeting
 - i. Ivy Tech Shreve Hall and The Fields have been identified as possible venues for a short business meeting, light meal, and Positive Change organization expo.
 - ii. Meeting being moved to early October to allow for owner-member interaction with board candidates before the conclusion of the election.
- c. Ad hoc: Product Policy
Progress report coming in July.

10. Education

- a. Topic #1: Introduction of Kevin McCracken, board secretary of Columbus Co-op.
- b. Topic #2: Owner-member Charlotte Hess shares knowledge about the Commons - a general term for “shared resources in which each stakeholder has an equal interest.”
 - i. Food for thought - How can Bloomingfoods realign with the commons? What do we want to do?

11. Closing

Lilly moves to adjourn the meeting. Sullivan seconds the motion. All in favor. Meeting adjourned.