

**Bloomington Cooperative Services  
Board of Directors Meeting  
Thursday, January 26, 2017  
2560 East Third Street, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Dee Bohler, Bobbi Boos, Natascha Jacob, Maggie Sullivan, Gracia Valliant

Parliamentarian in attendance: Mary Runnells

Kelley Fellows in attendance: Kathryn Childs, Tiffany Hung, Evan Lacher

BCS staff in attendance: Tony Alongi, Catie Schamel, Pete Russo

Owner-members in attendance: Marjorie DeBruyne

**1. Preliminaries**

- a. Ends Focus read by Natascha Jacob
- b. Review of board calendar
- c. Announcements
  - i. Debikey resignation
  - ii. Alongi & Beebe met with HT
  - iii. GM monitoring for February – **B4, B5**
- d. Executive session tonight

**2. Consent Agenda**

- a. Tonight's agenda (approve)
- b. Minutes of 12-01-16 meeting and executive session (approve)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. GM bonus structure 2017 (approved)
- f. Board job description (approved)
- g. Bylaw quorum reform from 12-01-16 (approved)
- h. OMCC meeting minutes (accepted)
- i. Board webpage changes (approve)
- j. Sullivan moves to accept consent agenda. Valliant seconds the motion. All in favor, motion passes.

**3. Owner-Member Comments:**

Marjorie DeBruyne – wants to participate more actively in the co-op.

**4. Staff Member Introduction: Pete Russo**

- a. Currently the Training & Development Coordinator for Bloomingfoods, and is responsible for talent development, training/onboarding staff, HR support.
- b. Has worked at the co-op for 16+ years, in various roles.
- c. Currently working on developing department specific training programs.

**5. GM Monitoring**

- a. **B7: Communication Report**
  - i. December sales did not meet budget, even though we should have had increased sales due to the holidays. We will improve holiday sales in the future.
  - ii. The Super Bowl results in our second biggest sales week, and we have promotions planned for the event.
  - iii. Elm Heights auction ended yesterday, and we sold almost everything.

- b. **B1: Financial Condition**
    - GM reports non-compliance, although our net income is ahead of the budget 6 months into the fiscal year. There is a need to earn our way into compliance with a continuation of controlling costs and a growth in sales.
  - c. **B4: Member Rights & Responsibilities**
    - i. Tabled until February.
    - ii. Sharing confidential information – Tabled until February.
- 6. Student-Owner Membership Proposal**
- a. Fellows propose creation of a low cost, student membership to attract more student sales and participation.
  - b. Student memberships exist at various other co-ops with variations in benefits.
  - c. Proposal will be put to a vote in February.
- 7. Self-Monitoring**
- a. **C-C1-C2: Board Process**
    - i. Plan shared to achieve compliance with these policies in the future including monthly board publications, rebuilding functional documents to show how the board operates throughout the year, and maintaining attendance and accountability for board members.
  - b. **C3-C7-C8-D3**
    - i. Board monitoring docs show compliance with C3, C8 & D3, but not with C7 (specifically C7.3, 7.7, 7.8).
    - ii. Committees need to meet charter minimums, take meeting minutes, and create yearly summary reports.
    - iii. Sullivan motions for compliance re: C3, C8, & D3, but non-compliant on C7, with a plan to achieve compliance. Jacob seconds the motion. All in favor; motion passes.
  - c. **D2, D4 + D5: GM Accountability**
    - i. Proposed policy revisions are that the current D5 policy being changed to D6, and dates being amended to “no later than...”
    - ii. Boos motions to approve policy revision with edits. Bohler seconds the motion. All in Favor. Motion passes.
- 8. Committee Reports**
- a. Education Committee
    - Committee will share education plan for the year in February.
  - b. Executive Committee
    - i. Charter proposed to create this committee.
    - ii. Valliant motions to approve charter and create executive committee. Sullivan seconds. All in favor. Motion passes.
  - c. Owner-Member Connections Committee
    - i. Committee won’t meet again until tabling begins to recruit more participants.
    - ii. Committee will work with GM to share plan for tabling.
  - d. Ad hoc: Governance Committee
    - Complete bylaw revision and create marketing plan to present to the membership, which might include a kickoff event organized by the OMCC.

- e. Perpetuation Committee
  - i. Chair has resigned from the board; Jacob has volunteered to become new chair.
  - ii. Need to determine who will serve of this committee going forward.
- f. Ad hoc: Backpack Replacement
  - i. Backpack has been replaced with Google Drive.
  - ii. Learning curve is causing some hiccups, but full transition will be complete soon.

## 9. Education

- a. Bylaw reform discussion:
  - i. **Membership list to be printed after creating the mailing list.**
  - ii. Proposed bylaw 4.2 – Remove “fully paid” from the requirements of an active board candidate/director.
  - iii. Will there be a need to separate the quorum bylaw vote from the complete revised bylaw vote?
  - iv. There is need to clarify some details of the patronage portion of the bylaws. Perhaps look at other Indiana co-ops for samples.
  - v. Bylaw reform discussion to be continued in February.

## 10. Closing

- a. Task Review/Action Steps
- b. Valliant moves to adjourn the meeting. Boos seconds the motion. All in favor, no objections. Meeting adjourned.
- c. Executive session to follow.