

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, February 23, 2017
2560 East Third Street, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Dee Bohler, Bobbi Boos, Natascha Jacob, Maggie Sullivan, Janice Lilly, Tom Gallagher, Spyridon Stratigos
Kelley Fellows in attendance: Kathryn Childs, Tiffany Hung, Evan Lacher
BCS staff in attendance: Tony Alongi, Catie Schamel, James Stewart
Owner-members in attendance: Stephen Hubbard

1. Preliminaries

- a. Ends Focus read by Boos
- b. Review of board calendar
- c. Announcements
 - i. March Owner News article to be written by Valliant66
 - ii. GM monitoring for March – **B8**
- d. Executive session tonight

2. Consent Agenda

- a. Tonight's agenda (approve)
- b. Minutes of 170126 meeting and executive session (approve)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. Resolution: Board Stipend Process (approved)
- f. Process: Confidential Board Documents (accepted)
- g. Bylaw quorum reform from 12-01-16 (approved)
- h. OMCC meeting minutes 120118 (accepted)
- i. Sullivan moves to accept consent agenda. Bohler seconds the motion. All in favor, motion passes.

3. Owner-Member Comments:

None.

4. Staff Member Introduction: James Stewart

- a. New Brand Manager – started at the beginning of February.
- b. Will work with the board at March's meeting to develop board's role in our brand.

5. GM Monitoring

- a. **B7: Communication Report**
- b. **B4: Member Rights & Responsibilities**
 - i. Alternative policy proposed & discussed. A few edits suggested.
 - ii. Boos motions to accept alternate B4 policy with suggested edits. Stratigos seconds. All in favor; motion passes.
 - iii. Sharing confidential information – Tabled until March.
 - iv. Revisions to Member R & R should be made due to policy revisions.
- c. **B5: Consumers Treatment**
 - i. GM reports non-compliance, with a plan.
 - ii. Board follows Decision Tree protocol to evaluate compliance.
 - iii. Bohler motions to accept non-compliance with a plan, Lilly seconds the motion. All in favor; motion passes.

- iv. B5 proposed policy revision discussed, and it was decided the proposal needs further edits. Proposed revision to be looked at in March.

6. Student-Owner Membership Proposal

- a. Fellows and board believe pursuing student membership is beneficial, but structuring the membership is the dilemma
- b. Student memberships exist at various other co-ops with variations in benefits, but such co-ops have a different membership class structure.
- c. Lilly motions to accept the proposal as written, Bohler seconds. All in favor; motion passes.
- d. GM to propose a structure for student membership in March.
- e. The possibility of a low income membership was mentioned, and added to Will's List for potential board discussions in the future.

7. Fellow's Project Plan

- a. Kelley Fellow's objective is to explore what role the East side store plays in Bloomingfoods' evolving identity; including the current state of the East store, and potential relocation options.
- b. Research results will be presented in two parts during the March & April board meetings.

8. Retreat Summary

- a. Retreat was successful in strengthening the board's working relationship, and bringing new directors up to speed.
- b. An education calendar for the remainder of the year was also established.
- c. The need to explore possible venues for future retreats was discussed.

9. Committee Reports

- a. Education Committee
 - Education plan for the remainder of the year shared.
- b. Owner-Member Connections Committee
 - i. Preliminary tabling plan shared with a concept of something like "It's our co-op, let's talk about it."
 - ii. Talking points and training dates will be sent out soon.
- c. Ad hoc: Product Policy Committee
 - i. James Farmer from IU's Food Institute to help draft a survey to glean input from owner-members.
 - ii. 3 main talking points discussed so far: What are you buying elsewhere and why? What should be included in the product policy? How important is it for Bloomingfoods to embrace local, organic, and natural food values and practices?
- d. Ad hoc: Governance Committee
 - i. Directors will vote to approve final version of the bylaws in March.
 - ii. Should quorum amendment be ratified separately from total bylaw revision?
- e. Perpetuation Committee
 - i. Need to determine who will serve on this committee going forward. Can owner-members and retiring directors be part of perpetuation process?
 - ii. There is a need to review the charter to see if revisions are necessary.

10. Education

- a. General Q & A and comment session regarding the proposed bylaws, with some suggested edits discussed.
- b. **4.4 –Vacancies** was discussed in depth due to the perception concern with appointees have extended board terms in the proposed bylaws. Bohler motions to limit appointees’ terms to the end of the current election cycle. Sullivan seconds. All directors are in favor with the exception of Beebe, who opposes. Motion passes.
- c. The board expressed gratitude to Beebe for putting so much time and work into the proposed bylaw revisions.

11. Closing

- a. Sullivan moves to adjourn the meeting. Jacob seconds the motion. All in favor. Meeting adjourned.
- b. Executive session to follow.