

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, March 30, 2017
2560 East Third Street, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Dee Bohler, Bobbi Boos, Natascha Jacob, Maggie Sullivan, Tom Gallagher, Spyridon Stratigos
Parliamentarian in attendance: Mary Runnells
Kelley Fellows in attendance: Kathryn Childs, Tiffany Hung
BCS staff in attendance: Catie Schamel, James Stewart, Paul Read
Owner-members in attendance: Tom Westgard, Alan Balaeme, Michelle Barnes, Ray Surzycki, Ben Barham, Pamela Spaulding

1. Preliminaries

- a. Ends Focus read by Valliant
- b. Review of board calendar
- c. Announcements
 - i. May Owner News article to be written by Sullivan
 - ii. Financial forum taking place Thursday, April 18, 6:30pm @ East
 - iii. GM monitoring for April – **B1 Financial Condition**
 - iv. Board meetings moving back to East Patio Room beginning in April
- d. Executive session tonight

2. Consent Agenda

- a. Tonight's agenda (approve)
- b. Minutes of 170223 meeting and executive session (approve)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. C7.6 revision: Employee-directors on committees (approved)
- f. Process: CDS Training (approved)
- g. OMCC 2016 Annual Report (approved)
- h. Sullivan moves to accept consent agenda. Valliant seconds the motion. All in favor, motion passes.

3. Owner-Member Comments:

- a. Tom Westgard spoke to express concern for the safety and illegality of the newly adopted "Food Rescue Program" in that the program involves feeding dairy and animal products to pigs. He also expressed his belief that Bloomingfoods' rescued food should go to its employees before animals.
- b. Michelle Barnes also spoke to express concern for the lack of due diligence in failing to assess the risks involved with the adoption of the "Food Rescue Program," and stated that the farm feeding its' pigs Bloomingfoods' unsold hot bar food was violating the Federal Swine Protection Act. Barnes also expressed the belief that unsold food should go to employees first.

4. Staff Member Introduction: Paul Read

- a. Operations Manager – has held several positions at Bloomingfoods since attending Purdue.

- b. Learning to manage people has been challenging, and we have a lot of work to do there. New focus is on inventory management and our underperforming deli.
 - c. NCG is helping with reset of West Store soon.
- 5. GM Monitoring**
- a. **B7: Communication Report**
 - b. **B8: Board Logistical Support**
 - i. GM reports non-compliance with the policy due to an unforeseen staffing issue resulting in one month of late reporting.
 - ii. Decision tree protocol followed. Valliant motions to accept non-compliance, no plan needed. Boos seconds. All in favor; motion passes.
 - c. **B5: Consumers Treatment**
 - i. Last month's edits discussed, and few more proposed.
 - ii. Jacob moves to accept **B5** policy proposal with discussed edits. Stratigos seconds. All in favor, motion passes.
 - d. Acceptance of the revised Member Rights & Responsibilities to be added to April's consent agenda.
 - e. Confidential Information Process tabled until April.
- 6. Low Income Membership Proposal**
- a. This proposal is envisioned as a re-writing of the student membership proposal, with the desire to focus on growing membership for limited income folks, which might include students, seniors, etc....
 - b. Fellows proposed Student Membership as a means to increase revenue at the Co-op, not so much as way to grow membership.
 - c. The need to form an ad hoc committee to fully develop this idea was proposed. Sullivan motions to create ad hoc committee. Jacob seconds. All in favor. Motion passes.
- 7. Board Self-Monitoring**
- a. **C1** Owner-member Referenda Proposal
 - i. Purpose is to survey membership for input on co-op business decisions.
 - ii. Proposal was tabled in December 2016, is it something we want to move forward with?
 - iii. Referenda is important but not urgent. Board will put together a process proposal to discuss by the August meeting.
- 8. Committee Reports**
- a. Education Committee
 - i. Kelley Fellows will present at April meeting.
 - ii. Commons Presentation will take place in May.
 - b. Owner-Member Connections Committee
 - i. Boos moves to approve tabling protocol. Sullivan seconds. All in favor. Motion passes.
 - ii. Tabling "staff" will need scripts for consistency.
 - c. Ad hoc: Product Policy Committee

An owner-member has volunteered to put together survey questions for product policy.
 - d. Ad hoc: Governance Committee

- i. Bylaws have passed initial review from legal team. Last minute edits discussed.
- ii. Boos moves to approve bylaws with discussed edits and pending final approval from the legal team. Jacob seconds. All in favor. New bylaws passed.
- e. Perpetuation Committee
 - i. Bylaws do not restrict who can serve on a committee with the exception of directors/owner-members who are up for election (or re-election). This clarification will be updated in the Perpetuation Committee charter.
 - ii. Candidate packet discussed, and some edits were suggested. Stratigos moves to accept candidate packet with edits. Sullivan seconds. All in favor, motion passes. Packets will be available online and in stores sometime in April.

9. Education

- a. Brand Manager, James Stewart, is in attendance to discuss his brand strategy with the Board.
 - i. “Value & values”- Adding more value to ownership, and communicating our values to the community.
 - ii. Current focus is on local, creating community partnerships, getting membership sign-ups online, improving the blog, branded signage.
 - iii. Board requests that board meetings be posted on CIDs in stores, and via banners on the website.
 - iv. Upcoming Local Vendor Fair event taking place at the end of April.
 - v. Board requests scripts for membership recruitment for store tabling volunteers, and “one-liners” and talking points for our plans for competition.

10. Closing

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