

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, April 27, 2017
316 E 6th St, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Bobbi Boos, Janice Lilly, Maggie Sullivan, Tom Gallagher, Spyridon Stratigos, Gracia Valliant
Absent Board Members: Dee Bohler, Natascha Jacob
Parliamentarian in attendance: Mary Runnells
Kelley Fellows in attendance: Kathryn Childs, Tiffany Hung, Evan Lacher
BCS staff in attendance: Catie Schamel, Paul Read, Gina Brutus
Owner-members in attendance: Robert Hoole

1. Preliminaries

- a. Ends Focus read by Sullivan
- b. Review of board calendar
- c. Announcements
 - i. June Owner News article to be written by Beebe.
 - ii. GM monitoring for April – **B6 Staff Treatment**.
 - iii. Board meetings moving back to East Patio Room beginning in May.

2. Consent Agenda

- a. Tonight's agenda (approved)
- b. Minutes of 170330 meeting and executive session (approved)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. Perpetuation Charter (removed)
- f. Action-without-a-meeting Protocol (approved)
- g. Meeting guidelines for guests (removed)
- h. Board Meeting protocol (approved)
- i. Bylaw reform: final version (removed)
- j. **B4 Owner-Member Rights & Responsibilities** (approved)
- k. Bill of Rights for new member distribution (removed)
- l. **B5: Consumer Treatment** (removed)
- m. Sullivan moves to accept remaining consent agenda items. Valliant seconds the motion. All in favor, motion passes.

3. Meeting Guidelines for Guests:

- a. The purpose of this document is to establish board protocol for responding to guest comments.
- b. Simplified version will be proposed in May.

4. Owner-Member Comments:

5. Staff Member Introduction: Gina Brutus

- a. Finance Manager – Former business owner, received MBA in 2011.
- b. While still learning the ins and outs of Bloomingfoods finances, she is looking forward to the challenge of helping us succeed.

6. GM Monitoring

- a. **B7: Communication Report**
- b. **Elm Heights Update:**
Primary offer moving forward, May 15th is potential closing date.

- c. **B1: Financial Condition**
 - i. GM reports non-compliance with a plan.
 - ii. Decision tree protocol followed. Boos motions to accept non-compliance, with a plan. Sullivan seconds. All in favor; motion passes.
 - d. **B4: Owner-Member's Rights & Responsibilities**
 - i. Minor edits to the "Bill of Rights" proposed and discussed.
 - ii. Valliant moves to approve the "Bill of Rights" with discussed edits. Boos seconds. All in favor, motion passes.
 - iii. Confidential Information Process tabled until May.
 - e. **B5: Consumer Treatment**
 - i. Minor edits to policy proposed and discussed.
 - ii. Lilly proposes to approve B5 with discussed edits. Stratigos seconds. All in favor, motion passes.
- 7. Board Self-Monitoring**
- a. **C2.1: Annual Meeting Planning**
Committee formed to commence annual meeting planning.
 - b. **C6.5c: FY18 Board Budget Draft**
 - i. Alongi prepared actuals for budget, FY18 proposed budget will be available in May.
 - ii. Professional fees projected to decrease once bylaws are approved by membership.
 - iii. Other possible decreases are election administration costs and training costs.
- 8. Committee Reports**
- a. Owner-Member Connections Committee:
Bylaw tabling will commence once bylaw talking points are available.
 - b. Education Committee:
 - i. Financial data training to take place in May, as well as a possible introduction to a Columbus Co-op board member.
 - ii. Commons training in June.
 - iii. Updated education calendar to be presented in May.
 - c. Perpetuation Committee
 - i. Candidate packets are in stores and on the web. An announcement is also going in the May Owner News.
 - ii. All Directors should be recruiting candidates now.
 - iii. Revising the charter to clarify that the committee may invite owner-members to participate was proposed. Also, tracking the opening of employee-board seats and recruiting employees was proposed.
 - iv. Sullivan moves to approve proposed edits to the charter. Stratigos seconds. All in favor, motion passes.
 - d. Ad hoc: Membership Fee
 - i. No new membership types or changes to fee structure are proposed at this time.
 - ii. Discount programs are operational, and operations are free to move forward with discount program.

- iii. Student Membership will be tabled until July to give the new Brand Manager a chance to attract new owner-members and market the co-op.
- e. Ad hoc: Governance
 - i. Revisions to 1.2 proposed and discussed.
 - ii. Stratigos motions to approve the bylaws with the proposed edits. Boos seconds. All in favor, motion passes.
 - iii. A final approval vote will take place again in August.
 - iv. Bylaw articles will be written for Owner News each month until the election.

9. Education

- a. Board Fellows Analysis Report: What role does the East store play in Bloomingfoods' evolving identity?
 - i. 24 shoppers at the East store were surveyed, POS data was analyzed, and the Fellows shared their findings and recommendations.
 - ii. Long-time members do most of the shopping at the East location, and the location needs to attract the business of newer members to remain viable.
 - iii. The Fellows shared some possible strategies to increase sales and improve the situation at East, and the co-op overall.

10. Closing

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