

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, July 27th, 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
Parliamentarian in attendance: Mary Runnells
BCS staff in attendance: Tony Alongi, Catie Schamel, James Stewart
Owner-members in attendance: Corbin Baird, Pam Weaver

1. Preliminaries

- a. Ends Focus read by Jacob
- b. Review of board calendar
- c. Announcements
 - i. Board stipends are due.
 - ii. GM monitoring for Aug – **Ends & B1 Year End Financials.**
 - iii. Owner news authors: Lilly – September, Stratigos – October, Sullivan – November.
 - iv. Valliant to step down at the conclusion of tonight’s meeting.

2. Consent Agenda

- a. Tonight’s agenda
- b. Minutes of 170629 meeting (removed)
- c. Share redemption request memo (approved)
- d. GM **B7** monthly communications report (accepted)
- e. Valliant moves to accept remaining consent agenda items. Boos seconds the motion. All in favor, motion passes.

3. Minutes

- a. Modifications suggested to correct the attendance of the meeting, and add positive feedback the board has received regarding Deep Roots.
- b. Stratigos moves to accept minutes with discussed edits. Jacob seconds. All in favor; minutes approved.

4. Owner-Member Comments: None

5. Staff Member Introduction: None

6. B7: Communication Report

Still no news about what might be going in to 365 or eastside Marsh space.

- a. **B9: Staff Treatment: Emergency Succession**
 - i. GM reports compliance.
 - ii. In the event of a succession, outside HR can be used during GM compensation decision-making if needed.
 - iii. Decision tree protocol followed. Sullivan motions to accept compliance. Bohler seconds. All in favor; motion passes.
- b. **B4: Confidential Owner Information Process**
Tabled until August

7. Marketing Update

- a. Stewart, the Brand Manager shares social media traffic reports, sponsorships, and other avenues of co-op advertising with the board.
- b. Announces online sales and delivery are projects currently being worked on.
- c. Community partnerships are being pursued to expose our members to community businesses in exchange for discounts & deals.
- d. Current emphasis is on building the value in membership for everyone.
- e. Board discussed and recommended Bloomingfoods spend more time pursuing positive press in our local papers via guest columns and press releases about happenings at the Co-op.

8. Board Self-Monitoring

- a. **Election of New Secretary**
 - i. Secretary, Gracia Valliant to resign from board effective the end of today's meeting.
 - ii. Sullivan nominates Boos to serve as both treasurer and secretary for the remainder of the 2017 board calendar. Lilly seconds. All in favor. Boos elected as new board secretary.
- b. **D6: Whistleblower Policy**
 - i. Small edit to policy suggested.
 - ii. Valliant moves to accept proposed edit to policy. Gallagher seconds. All in favor. Motion passes.
- c. **C-D2-D4 Monitoring**
 - i. C monitoring suggested as non-compliant.
 - ii. Director monitoring participation rate (5/9) is poor.
 - iii. Board continuity is also an important factor in achieving productivity and compliance.
 - iv. Cooperative principle workshops discussed as good additions to retreats.
 - v. Sullivan moves to find the board non-compliant with regards to **C** monitoring with the plan of working on compliance at the next retreat. Jacob seconds. All in favor. Motion passes.
 - vi. Sullivan moves to find the board in compliance with **D2** monitoring, but also suggests more conversation during next retreat. Gallagher seconds. All in favor. Motion passes.
 - vii. Sullivan moves to find the board in compliance with **D4** monitoring. Jacob seconds. All in favor. Motion passes.
- d. **Community Fund**
 - i. At the June meeting of the BCS board, Tony Alongi, general manager, informed the board of the existence of the Bloomingfoods Community Cooperative Fund, held in trust by Twin Pines Community Foundation, <http://community.coop/twinpines/>.
 - ii. A proposal was made to put together a set of committees to develop this fund, determine who gets the funds and how they are distributed.
 - iii. Process committee will begin working on this immediately. Stratigos selected as committee chair.

9. Committee Reports

- a. Executive Committee

- i. Board informed “action without a meeting” protocol was used in response to a late board candidate coming forward requesting to run in the upcoming election.
 - ii. Request was made to revise said protocol to clarify what emergencies require this protocol.
 - iii. **C10: Election Process** policy edits were proposed to line up with the current election process. Sullivan moves to approve edits to 10.5 and 10.6. Jacob seconds. All in favor. Motion passes.
 - iv. More edits to be discussed in October.
 - b. Education Committee
 - Plan is to finish up with the Ends rewrite by the end of this term.
 - c. OMCC
 - i. Tabling going well. A lot of concerns and feedback are being offered to the directors in stores.
 - ii. Stratigos volunteers to become new OMCC chair in response to Valliant’s resignation, although Valliant will continue to serve.
 - d. Ad hoc: Annual Meeting Planning Committee
 - i. Meal planning taking place in the next month.
 - ii. Budget items have been submitted, but not finalized yet.
 - iii. Meeting keynote speaker discussed for the meeting. Lilly moves to bring in speaker. Sullivan seconds. All in favor. Motion passes.
 - e. Ad hoc: Product Policy Committee
 - Survey will go out to owner-members in early August.
 - f. Ad hoc: Membership Fee Committee
 - Committee no longer needed, committee dismissed.

10. Education

Discussion about the commons and our ends will continue in August.

11. Closing

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