

**Bloomington Cooperative Services  
Board of Directors Meeting  
Thursday, August 31<sup>st</sup>, 2017  
3220 E 3<sup>rd</sup> St, Bloomington, Indiana**

Board Members in attendance: Caroline Beebe, Bobbi Boos, Dee Bohler, Tom Gallagher, Natascha Jacob, Janice Lilly, Spyridon Stratigos, Maggie Sullivan

Absent Board Members: None

Parliamentarian in attendance: Mary Runnells

BCS staff in attendance: Tony Alongi, Nancy Flynn-Hert, Catie Schamel

Owner-members in attendance: Corbin Baird, Ryan Conway, Andruja Labruja, Jim Sauer, Pam Weaver

**1. Preliminaries**

- a. Ends Focus read by Bohler
- b. Review of board calendar
- c. Announcements
  - i. No filling of vacant board seat due to close proximity of election.
  - ii. No GM monitoring for September.
  - iii. Board monitoring for September – **C2 and D5**.
  - iv. Lilly and Beebe will be absent at the September meeting.

**2. Consent Agenda**

- a. Tonight's agenda (approved)
- b. Minutes of 170727 meeting (removed)
- c. Minutes of 170727 executive session (approved)
- d. Share redemption request memo (approved)
- e. GM **B7** monthly communications report (accepted)
- f. Final approval of revised bylaws (approved)
- g. C10 proposed edits (removed)
- h. D6 proposed edits (approved)
- i. Bloomingfoods birthday celebration process (accepted)

**3. Minutes**

- a. Modifications suggested to capture that Stratigos was selected as the Chair of the new CCF Process Committee.
- b. Beebe moves to accept minutes with discussed edits. Sullivan seconds. All in favor; minutes approved.

**4. Owner-Member Comments:** None

**5. Staff Member Introduction:** Nancy Flynn-Hert

- a. Started at the co-op as the Ivy Tech location manager, and is now the location manager of the East store.
- b. Brings 32 years of management experience to Bloomingfoods, and is a long-time shopper.

**6. Education**

- a. Topic #1: Commons guest presentation by Conway, chair of the *Bloomington Food Policy Council* and secretary of the *Center for Sustainable Living*.
  - i. Discussed co-ops as a commons, how to assess the needs of the community/local food system, offered recommendations to preserve the value of the co-op as a shared community resource.

- b. Topic #2: Ends Discussion
  - i. Should the board participate in Ends monitoring each year?
  - ii. How can the board play a more active role in the local food commons? Perhaps participate in a community food system project?

## 7. GM Monitoring

### a. Ends

- i. GM reports non-compliance with a plan.
  - ii. GM will continue focus on improving the co-op's financial health, and will propose a series of measurable goals at some point in the year.
  - iii. Decision tree protocol followed. Boos moves to accept Ends as non-compliant with a plan. Stratigos seconds. All in favor. Motion passes.
  - iv. Discussion follows about improving education in the importance of local and the "multiplier effect." A "What am I buying with my dollar" blog post was suggested in the future.
  - v. Sullivan motions to release a public version of the Ends report. Boos seconds. All in favor. Motion passes.
- b. **B1: Financial Condition Q42017**
- i. GM reports non-compliance with a plan.
  - ii. Decision tree protocol followed. Boos moves to accept B1 as non-compliant with a plan. Sullivan seconds. All in favor. Motion passes.
  - iii. Directors add that the multiple levels of reporting that included the effects of Elm Heights was helpful.
- c. **B7: GM Communication**
- i. New membership brochure is coming soon.
  - ii. Still no definite news for the 365 space.
  - iii. "Bfoods for Earth" discount program for shopping sustainably is coming soon.
  - iv. Positive Change still going well, but it was expressed that every shopper should be asked every time.
- d. **B4: Confidential Owner Information Process**  
Tabled until September.
- e. **GM Evaluation Process**
- i. Materials for evaluation will be distributed to the directors conducting the evaluation soon.
  - ii. A team of directors will meet with GM in mid-October to set GM goals for 2018.
  - iii. A short executive session will take place in October so the current board can accept the goals.

## 8. Board Self-Monitoring

- a. **C2-D5:** self-monitoring document will go out tomorrow, and is due by September 14<sup>th</sup>.
- b. **C10**
  - i. C10.5 needs to be updated to indicate that voting begins in October.
  - ii. Jacob moves to accept this update to the C10 policy. Sullivan seconds. All in favor. Motion passes.
  - iii. C10 policy revisions should be considered in 2018.

## 9. Committee Reports

- a. Perpetuation:
  - i. Election/Annual Meeting announcement postcard is being printed and will be mailed soon.
  - ii. All candidate applications accepted and candidates have been invited to the Local Vendor Fair.
  - iii. It is discussed that the employee of a competitor is running for the board. This is too much of a conflict of interest. This matter to be discussed further in executive session tonight.
- b. Owner-member Connections Committee:
  - Tabling ongoing with Beebe maintaining the schedule.
- c. Ad hoc: **B6 Staff Treatment Policy**
  - i. New pared down policy recommendation discussed.
  - ii. The policy will be revised again with the addition of justifications for the changes that are being proposed.
- d. Ad hoc: Product Policy
  - Survey is ready to go out the second week of September, and will remain open for about a month.
- e. Ad hoc: Referenda
  - Due to the complexity of this proposal, it is recommended to table this concept until March of 2018 when the new board is seated and ready to tackle the task.
- f. Ad hoc: CCF Process
  - i. Committee will introduce this fund at the annual meeting, and then determine a recipient by mid-January of 2018.
  - ii. In addition to possible Positive Change round up funding, the board can ask for funds from the co-op budget yearly.
  - iii. Currently there is a match available from the **Twin Pines** fund.
  - iv. Beebe moves to accept the process proposal. Sullivan seconds. All in favor. Motion passes.

## 10. Closing

Beebe moves to adjourn the meeting. Stratigos seconds the motion. All in favor. Meeting adjourned. Executive session to follow.