

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, October 26th, 2017
Noodles & Co. 2560 E Third St. Bloomington, IN**

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

Absent Board Members: None

Ex officio board members in attendance: Jacob Schumacher, Susie Tanney, Pam Weaver

Board Fellows in attendance: Kate Childs, Tiffany Hung

BCS staff in attendance: Tony Alongi, Catie Schamel, Ben Barham

1. Preliminaries

- a. Ends Focus read by Boos
- b. Review of board calendar
- c. Announcements
 - i. Executive session tonight.
 - ii. Welcome to the newly elected board members who will begin their terms in November.
 - iii. Mini-retreat & November board meeting taking place November 4th at Harmony School.
 - iv. December board meeting is December 7th at Noodles & Co.

2. Consent Agenda

- a. Tonight's agenda
- b. Minutes of 170928 meeting (approved)
- c. Minutes of 170928 executive session (approved)
- d. Minutes of 170928 executive session minus staff directors (approved)
- e. Share redemption request memo (approved)
- f. GM **B7** monthly communications report (accepted)
- g. Resolution Endorsing Board Fellows for 2017-18 (approved)
- h. B4 Confidential Document Request Process (approved)
- i. C2 Policy Revision (approved)
- j. D5 Policy Revision (approved)
- k. Sullivan Memorandum re: Garden Center Employment (approved)
- l. Lilly moves to accept remaining consent agenda items. Sullivan seconds the motion. All in favor, motion passes.

3. Owner-Member Comments: None

4. Staff Member Introduction: Ben Barham

- a. Ben is the current Assistant Location Manager of the East store, and has previously held the positions of Grocery Clerk and Center Store Lead.
- b. His current focus is on working with the Front End.

5. B7: Communication Report

- a. It was noted that the grocery news portion of the communications report is appreciated and full of interesting information. The suggestion was made to share it with the wider membership via the website or other media.
- b. Discussion about the drop in customer count at the Near West Side store revealed that the drop is believed to be the result of the number owner-members shopping the store. Sales are down at that store across all

departments, but deli sales are down the least. Sales at the other natural stores in town seem to be down as well, while Aldi sales are picking up.

- c. Bloomingfoods 2U delivery & curbside pickup program is gaining some steam.
- d. A new coupon program just for owner-members on the email marketing list has taken effect. There will be a new deal for owner-members each week.

6. GM Monitoring

a. B1 – Financial Condition

- i. GM reports non-compliance.
- ii. Decision tree protocol followed.
- iii. Directors polled to accept non-compliance. All in favor.
- iv. Board notified that another co-op has closed its' doors. Good Earth in Montana. That makes approximately 5-6 co-ops in less than 2 years.
- v. The rent at NWS increased in April, and the lease is in its' last 5 year option.

b. B3 – Asset Protection

- i. GM reports non-compliance.
- ii. Decision tree protocol followed.
- iii. Directors polled to accept non-compliance with a plan. All in favor.
- iv. Plan to achieve compliance is to continue making progress towards PCI compliance.
- v. It was also mentioned that the progress towards compliance from last year to this has been very positive.

c. Gain Sharing

- i. A profit sharing agreement was part of the UFCW labor contract.
- ii. In the place of wage increase for staff, co-op profits go to owner-members/staff/split. Staff-owner-members would qualify for both. This would reduce patronage.
- iii. GM will draft a resolution for board endorsement.

7. Board Self-Monitoring

a. Cooperative Board Leadership Development (CBLD)

- i. This contract is up for renewal early next year. There is a cost involved, but the return in value is high. There are other available options with CBLD, and the contract is just one of them.
- ii. Lilly motions to have the executive committee research the opportunities with CBLD and make a recommendation proposal at the December board meeting. Jacob seconds. All in favor. Motion passes.

b. Self-monitoring Protocol Proposal

- i. Proposal made to give the task of self-monitoring to the board secretary.
- ii. Sullivan moves to accept this proposal. Boos seconds. All in favor. Motion passes.

c. GM Evaluation Protocol Proposal

- i. Proposal includes the duties involved in the GM evaluation, and a timeline for achieving them.

- ii. Lilly moves to accept this proposal. Stratigos seconds. All in favor. Motion passes.

d. **C6-C9-C10**

- i. Board monitor reports indicate non-compliance with a plan.
- ii. Lilly moves to accept noncompliance. Boos seconds. All in favor. Motion passes.
- iii. Plan includes several action items including revising the policies, documenting the Treasurer's processes, and improving the perpetuation protocol.

8. Committee Reports

- a. Ad hoc: **B6 Staff Treatment** policy proposal
 - i. A draft of the appendix to document the information that was removed from the B6 policy proposed.
 - ii. Boos moves to approve the appendix, and dismiss the committee. Sullivan seconds. Motion passes with one opposition.
 - iii. Committee dismissed.
- b. Birthday Celebration
Annual report submitted.
- c. Owner-member Connection
 - i. Annual report submitted.
 - ii. Committee is currently only in charge of tabling, and will need some inspiration to get it going again.
- d. BCCF
Annual report submitted.
- e. Education
Annual report submitted.
- f. Ad hoc: Annual Meeting
 - i. It takes a lot of time and planning to execute the annual meeting. A proposal was made to make this a standing committee.
 - ii. Jacob moves to accept proposal. Lilly seconds. All in favor. Motion passes.
- g. Perpetuation
 - i. Annual report submitted.
 - ii. The perpetuation process will be under review in the coming months.
- h. Ad hoc: Product Policy
Committee on hold for now. Policy under development my co-op administration.
- i. Ad hoc: Governance
Annual report coming soon.
- j. Ad hoc: Backpack Transition
Annual report coming soon.
- k. Should the Krejci Award become a committee? Where does it belong process-wise? The board will discuss further early next year.

9. Education

- a. The Ends discussion continued while the board discussed what they liked from the proposed Ends statements, and what they felt was lacking.
- b. The outgoing board decided this was a task best suited for the new board to solidify, and will pass all notes and concepts on for their review and action.
- c. An Ends discussion will be a large part of the winter retreat.

10. Closing

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