

**Bloomington Cooperative Services  
Board of Directors Meeting  
Thursday, December 7th, 2017  
2560 E 3<sup>rd</sup> St, Bloomington, Indiana**

Board Members in attendance: Angela Babb, Corbin Baird, Caroline Beebe, Bobbi Boos, Natascha Jacob, Jacob Schumacher, Maggie Sullivan, Susie Tanney, Pam Weaver  
Absent Board Members: None  
Parliamentarian in attendance: None  
Board Fellows in attendance: Kate Childs, Tiffany Hung, Alex Jacobson  
BCS staff in attendance: Tony Alongi, Catie Schamel, Jennifer Riley  
Owner-members in attendance: None

**1. Preliminaries**

- a. Ends Focus read by Boos
- b. Review of board calendar
- c. Announcements
  - i. Executive session tonight.
  - ii. GM monitoring for January – **B1-Q2 Financials**
  - iii. Board self-monitoring for January – **C3,C4, C7, C8, D3**
  - iv. January board meeting is January 25<sup>th</sup>.

**2. Consent Agenda**

- a. Tonight's agenda
- b. Minutes of 171004 Annual Meeting (approved)
- c. Minutes of 171026 meeting (removed)
- d. Minutes of 171026 executive session 1 (approved)
- e. Minutes of 171026 executive session 2 (approved)
- f. Minutes of 171104 meeting (approved)
- g. Share redemption request memo (approved)
- h. GM **B7** monthly communications report (accepted)
- i. Beebe moves to accept remaining consent agenda items. Boos seconds the motion. All in favor, motion passes.

**3. Minutes**

- a. Correction to the 171026 minutes – the May meeting is to be held on 5/31, and not 5/24 as listed in the minutes.
- b. Jacob moves to accept minutes with discussed edits. Weaver seconds. All in favor; minutes approved.

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

**5. Staff Member Introduction: Jennifer Riley**

- a. Position: HR Manager
- b. Goal is to tackle our higher than average turnover rates, and improve staff culture.

**6. GM Monitoring: B9 – Emergency GM Succession**

- a. Decision tree protocol followed.
- b. Tanney moves to accept B9 as in compliance. Schumacher seconds. All in favor. Motion passes.

**7. GM Monitoring: B4 – Member Rights**

- a. Decision tree protocol followed.

- b. Baird moves to accept B4 as in compliance. Babb seconds. All in favor. Motion passes.
- c. Equity and active status discussed.
- d. The idea of adding relationship and trust building to the policy was also discussed.
- e. A revised Member Bill of Rights and Responsibilities was shared.

**8. B7: Communication Report**

- a. There was a mistake in the membership report regarding the November new member count. There were 10 new memberships created, and not 32.
- b. Q: What changes can be made to the East store budget that was created to project a drop in sales due to the 365 store opening? A: A forecast would account for changes to the budget.
- c. Q: How does the co-op administration analyze sales trends and issues? A: By looking at individual departments to see how they are performing, and then trying to pinpoint what is and is not working.
- d. Q: Is there a need to analyze member sales? Who hasn't shopped in a while? Who has? A: The co-op is currently looking at a Loyalty program to try to regain members who haven't been shopping lately.
- e. Bfoods2U continues to be slow, but the co-op is adding items and making some changes after the first of the year.
- f. \$3 dinners have been successful at bringing new folks into the stores. Basket size increases during the dinner nights as well. The goal is to drive traffic into the stores, not to gain sales, but we are making a margin on food costs.

**9. Board Self-Monitoring**

- a. CBLD Contract
  - i. The NCG is paying half of our CBLD contract, and we are working on getting a grant to assist with the remaining half as well.
  - ii. The board executive committee met and decided to go ahead and renew the CBLD contract in light of the financial aid opportunities.
  - iii. Beebe moves to officially accept the contract renewal. Boos seconds. All in favor. Motion passes.
- b. Monitoring Calendar for 2018
  - Boos moves to approve the proposed monitoring calendar for 2018. Jacob seconds. All in favor. Motion passes.
- c. Board Resolutions
  - i. Authorized bank signatories need to be changed to fit the new board officers.
  - ii. Babb moves to approve the new signatories. Schumacher seconds. All in favor. Motion passes.
  - iii. Board resolution to accept new gain sharing plan.
  - iv. Weaver moves to approve the gain sharing plan. Boos seconds. All in favor. Motion passes.
- d. **C10** Policy Revision Proposal
  - i. Revisions to policy address deadlines and conflicts of interest.
  - ii. Board discussed the petition process, and whether or not it should apply to applicants that miss the deadline. The vetting process was also discussed.

- iii. There is more to discuss regarding the C10 policy. Schumacher moves to table the policy revisions and continue the conversation in January. Jacob seconds. All in favor. Motion passes.

## 10. Committee Reports

- a. Education Committee:  
The Chair is getting caught up and oriented with the board education process.
- b. Governance Committee:
  - i. Future bylaw changes may be needed, so this committee will need to do an annual review.
  - ii. Beebe moves to make the Governance Committee a standing committee. Schumacher seconds. All in favor. Motion passes.
  - iii. Annual report shared.
- c. Perpetuation Committee:
  - i. The need to look at who can be on the committee was discussed.
  - ii. New members were added, and at least one owner-member will be recruited.
- e. OMCC:
  - i. Chair will meet with former members of the committee to get a sense of past practices and activities.
  - ii. The board would like to consider putting together an owner-lender meeting for early 2018, and an owner forum in March.
- f. CCF Process Committee:  
Deadline for award consideration ended last week. The committee will meet soon to determine an award recipient from among 7 submissions.

## 11. Education

- a. The Ends discussion continued while the board discussed whether or not to revise the current ends, or draft completely new ones.
- b. Ends revised in 2018 will take effect in 2019.
- c. This discussion will continue in the coming months.

## 12. Closing

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