

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, March 29th, 2018
2560 E. 3rd St. Bloomington, IN**

Board Members in attendance: Angela Babb, Corbin Baird, Caroline Beebe (via phone), Bobbi Boos, Natascha Jacob, Jacob Schumacher, Maggie Sullivan, Pam Weaver

Absent Board Members: Susie Tanney

Kelley Fellows in attendance: Alex Jacobson, Kate Childs, Tiffany Hung

BCS staff in attendance: Catie Schamel, Dee Bohler, Jennifer Riley, Phil Phillipy, Jordan Maxedon

Owner-members in attendance: Jan Ault

1. Preliminaries

- a. Announcements
 - i. Executive session pertaining to deep dive committee findings.
 - ii. April board meeting is the 26th at Noodles & Co.
 - iii. Next Owner forum is May 2nd at UU Church from 7-9pm.
 - iv. Ends read by Baird.

2. Consent Agenda

- a. Tonight's agenda (removed).
- b. Minutes of 180222 board meeting (approved)
- c. Minutes of 180222 executive session (approved)
- d. Minutes of 180228 executive session (approved)
- e. Minutes of 180307 executive session (approved)
- f. Minutes of 180314 executive session (approved)
- g. Resolution IUCU Bank Signature Card (approved)
- h. Share redemption request memo (removed – not present)
- i. GM **B1** monthly financial report (removed – not present)
- j. GM **B7** monthly communications report (removed – not present)
- k. Weaver moves to accept remaining consent agenda items. Boos seconds the motion. All in favor, motion passes.

3. Agenda

- a. A proposal was made to amend the agenda to include the addition of a discussion regarding the potential hiring of a consultant.
- b. Boos moves to accept the proposed amendments to the agenda, Schumacher seconds. All in favor. Motion passes.

4. Owner-Member Comments: None

5. Staff Member Introduction

- a. Jordan Maxedon – West Deli Manager - Currently focusing on keeping the grab n' go full, and reducing waste.

6. GM Monitoring

- a. **B1 – Financial Condition** – Monitoring report not provided.
- b. **B5 – Treatment of Consumers**
 - i. Decision tree protocol followed.
 - ii. IGM reports non-compliance with the plan of establishing an SOP that covers comment card feedback tracking.
 - iii. Weaver motions to accept B5 as non-compliant with a plan. Babb seconds. All in favor, motion passes.

- c. **B8 – Board Logistical Support**
 - i. Decision tree protocol followed.
 - ii. IGM reports non-compliance.
 - iii. Jacob motions to accept B8 as non-compliant. Schumacher seconds. All in favor, motion passes.
- d. **Interim GM Monitoring Proposal**
 - i. The board presented the interim GM team with specific criteria for an abbreviated monitoring report for B6 (Staff Treatment) monitoring in May.
 - ii. Baird motions to approve the proposed monitoring plan. Boos seconds. All in favor; motion passes.

7. Board Self-Monitoring

- a. Identifying a new parliamentarian
 - i. Parliamentarian stepped down in February.
 - ii. No immediate need is seen for appointing another, so board decides to revisit the position in November.
- b. Proposed FY19 board budget

Initial round of questions and comments about the budget. The board should approve a final draft in April.
- c. Business consultant discussion
 - i. Members of the board met with consultant, Arthur Levy, from the RoArt Group and spent some time discussing possible services provided including business improvements and loan renegotiation assistance.
 - ii. The board will continue dialog with Arthur, but no decisions were made.

8. Committee Reports

- a. Governance Committee

A preferred shares draft document was sent to the Finance committee for review.
- b. Perpetuation Committee.
 - i. Election packets will be finalized and distributed to stores in April.
 - ii. There will be 3 vacant seats to fill this year.
- c. Annual Meeting Committee

Proposed date for next year will be announced in April.
- d. OMCC
 - i. May forum preparation work ongoing.
 - ii. Owner Communication plan is being developed to improve communication.
- e. CCF Committee
 - i. Committee discussing possible audits to the application before next round call-out.
 - ii. A new recipient will be announced in October.
- f. GM Search
 - i. Search to begin soon. Job description under review.
- g. Ad hoc: Finance Committee (Deep Dive)

Working on campaign numbers and weekly cash forecasts.

- h. Ad hoc: Operations (Deep Dive)
Meetings upcoming.
- i. Ad hoc: Culture Committee (Deep Dive)
Committee chair visited the stores and spoke with a lot of staff. More to come.

9. Education

- a. Education plan set for the next several months.
- b. A new version of the Ends was created merging the current Ends with themes that have emerged during the past year's Ends discussions. Weaver motions to approve proposed Ends. Jacob seconds. All in favor. Motion passes. Bloomingfoods has new ends.
- c. Monitoring of the newly approved Ends will begin in July and will be reported on in 2019, and monitoring for 2018 will involve the former ends.

10. Closing

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