

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, May 31st, 2018
2560 E. 3rd St. Bloomington, IN**

Board Members in attendance: Angela Babb, Caroline Beebe, Bobbi Boos, Natascha Jacob, Jacob Schumacher, Susie Tanney, Pam Weaver

Absent Board Members: Corbin Baird, Maggie Sullivan

BCS staff in attendance: Dee Bohler, Phil Phillipy, Catie Schamel

Owner-members in attendance: Cary Buzzelli, Robert Himmel, Janice Lilly

Board guests in attendance: Enrique Hernandez (Love Organics, locallygrownmarket.com)

1. Preliminaries

- a. Announcements
 - i. Next board meeting is June 28th at Noodles & Co.
 - ii. Ends read by Beebe.

2. Consent Agenda

- a. Tonight's agenda (removed)
- b. Minutes of 180426 board meeting (approved)
- c. Minutes of 180418 executive session (approved)
- d. Minutes of 180509 executive session (approved)
- e. Share redemption request memo (removed – not present)
- f. GM **B1** monthly financial report (removed – not present)
- g. GM **B7** monthly communications report (removed – not present)
- h. Beebe moves to accept remaining consent agenda items. Jacob seconds the motion. All in favor, motion passes.

3. Agenda

- a. Real estate conversation removed.

4. Owner-Member Comments: None

5. Education

- a. A quick overview and question session regarding the board's file naming protocol took place.
- b. Enrique Hernandez of Love Organics and locallygrownmarket.com shared information on his local food delivery business, and his hopes to collaborate with other local partners in the future.

6. GM Monitoring

- a. **B1 – Financial Condition**
 - i. Monitoring report not present but was emailed to board members today.
 - ii. The board will meet soon to discuss the Q3 financial report, and GM monitoring will take place at the June board meeting.
- b. **B7 – GM Communication**
 - i. Report was not available prior to today's meeting but paper copies were handed out to all directors. No discussion took place.
 - ii. Boos motions to accept **B7** report. Beebe seconds. All in favor; motion passes.
- c. **B6 – Staff Treatment and Compensation**
 - i. Decision tree protocol followed. IGM reports non-compliance with an action plan to achieve compliance.

- ii. Areas of non-compliance include a discrepancy in vacation accrual between bargaining unit and non-bargaining unit staff, and in the absence of an audit of human resources documents and records.
 - iii. Tanney motions to accept non-compliance with a plan. Babb seconds. All in favor; motion passes.
 - iv. A new staff handbook is under development and is expected to be finalized by June 30th.
 - v. A proposed policy change to **B6.1a** will be presented at June's meeting.
 - d. **GM Monitoring Discussion**
 - i. **B1** financial monitoring will be added to the monitoring calendar on a monthly basis.
 - ii. A new **B9** – Emergency GM Succession plan will be discussed at June's meeting.
- 7. Board Self-Monitoring**
- a. **Policies C1, C5, D, D1, D6**
 - i. Decision tree protocol followed. Board reports compliance in C1, C5 and D1 policies, but non-compliance in D and D6 policies.
 - ii. Jacob motions to accept compliance in C1, C5 and D1 policies, but non-compliance in D and D6 policies. Beebe seconds. All in favor. Motion passes.
 - iii. Board will develop a plan to bring these policies into compliance.
 - b. **Ends Communication Plan**
 - i. The board approved new Ends back in March that will go into effect this July, and discussed several ways to spread the word about this new guiding statement.
 - ii. The new Ends will be announced through newsletters, social media posts, new signage in the stores, and other avenues beginning in July.
 - c. **C7 Policy Proposal**
 - i. A change was proposed to the interpretation of policy C7 for the purpose of clarifying the policy due to the current operation of the ad hoc "Deep Dive" board committees.
 - ii. A vote to approve this proposed change will take place at June's meeting.
- 8. Committee Reports**
- a. **OMCC**
 - i. Owner Communication plan is underway, and Save for summer posters are still being updated weekly.
 - ii. Next forum is July 23rd.
 - b. **Birthday Celebration**
Planning the celebration is underway. A search for bake-off judges is ongoing.
 - c. **Product Policy**
An owner-member has joined the committee.
 - d. **Education**
Mother Hubbard's Cupboard is planning an event for later this year to promote less unhealthy food waste from large institutions being

sent to food banks. Bloomingfoods would like to support this event.
More information coming in June.

e. Governance

Funds for hiring legal assistance to explore options for preferred shares has been approved. More information to come.

f. Annual Meeting

The annual meeting will take place on October 9th in the clubhouse at The Fields.

g. CCF

Promotion plan for the next round is being developed, and will be announced in the July Owner News.

h. Ad hoc Operations

Committee will work with IGM team to create and implement an action plan based on the information and recommendations made in the Kelley Fellows' presentation at April's meeting.

9. Closing

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