

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, July 26th, 2018
2560 E. 3rd St. Bloomington, IN**

Board Members in attendance: Angela Babb, Corbin Baird, Bobbi Boos, Natascha Jacob, Maggie Sullivan, Susie Tanney, Pam Weaver
Absent Board Members: Caroline Beebe, Jacob Schumacher
BCS staff in attendance: Dee Bohler, Phil Phillipy, Catie Schamel
Owner-members in attendance: Marissa Jones, David Parkhurst
Board guests in attendance: None

1. Preliminaries

- a. Announcements
 - i. Trinitas public comments regarding the development of the Latimer property are ongoing. An initial site plan is possible by the end of the year.
 - ii. Next board meeting is August 30th at Noodles & Co.
 - iii. Next Co-op Day is Sept 22nd.
 - iv. Ends read by Jacob.

2. Consent Agenda

- a. Tonight's agenda (approved)
- b. Minutes of 180628 board meeting (approved)
- c. GM B1 monthly financial report (accepted)
- d. GM B7 monthly communications report (accepted)
- e. GM B3 Asset Protection (removed, not present)
- f. OMCC Charter (accepted)
- g. Babb moves to accept/approve consent agenda items. Weaver seconds the motion. All in favor, motion passes.

3. Owner-Member Comments:

- a. Board candidate, Marissa Jones, suggested Bloomingfoods up its outreach by tabling offsite. Big Red Eats Green, an event at IU in September was mentioned as a possible event for Bfoods to attend.
- b. Board candidate, David Parkhurst, said he had attended two of the Trinitas sessions and he felt there was substantial support for Bloomingfoods in the discussions.

4. GM Monitoring

- a. **B7 – GM Communication**
- b. **B1 – Financial Condition**
 - i. Next month's report will include FY18 year-end narrative and quarterly numbers.
 - ii. Bloomingfoods has made major improvements in our financial status since this time last year.
 - iii. Top reasons for the turnaround were discussed, and determined to be labor, margin (pricing and shrink), improved purchasing, and increased manager support and development.
 - iv. Ivy Tech was identified as struggling and in need of reinvigorating. A reset and improved merchandising are being planned.

c. **B3 – Asset Protection**

Monitoring moved to August meeting.

d. **GM Evaluation**

Executive committee will meet soon to discuss 6-month evaluation process for the IGM.

5. Board Self-Monitoring

a. **C – Global Governance Commitment**

Decision tree protocol followed. The board reports compliance.

b. **D.2 - Accountability of the GM**

i. Decision tree protocol followed. The board reports non-compliance with a plan.

ii. Action plan is to revise the D2 policy to match the changes made to the D policy so the two are not in conflict with each other.

c. **D.4 - Monitoring GM Performance**

Decision tree protocol followed. Board reports compliance.

d. **Treasurer job description**

As part of the **C6 – Officers’ Roles** - compliance plan, the treasurer proposed a job description, along with the desire to update this edition with the addition of monitoring the government and tax payments the co-op is responsible for, as well as, status updates on AP.

e. **Proposed bylaws amendments**

i. Bylaws will need to be amended to allow for preferred share options, and legal assistance made other recommendations as well.

ii. Several questions and edits came up during discussion of the proposed amendments, and will need to be addressed before a vote can take place to approve any changes.

iii. Patronage options for lower income owner-members was discussed as well, and will need further investigation.

6. Education

a. **Writing board proposals** - A brief tutorial on writing board proposals took place, along with the sharing of the policy revision proposal template. The board discussed the creation of an on-boarding document for new directors.

b. **Racial Justice – Bloomingfoods** could do more to meet the needs of the diverse races and ethnicities in the community. The board wants to grow this dialog, and will be reaching out to groups such as *Standing up for Racial Justice* to learn more about how the co-op can help.

7. Committee Reports

a. **Perpetuation**

i. Sullivan motions to begin the election on 9/17/18, and have it conclude at the annual meeting on 10/9/18. Baird seconds. All in favor; motion passes.

ii. There will be 6-7 candidates in this year’s election, and three positions to fill.

b. **OMCC**

Committee is compiling follow up notes from the 7/23 forum.

c. **CCF**

- i. Submission cycle has started, and the co-op is ramping up its marketing of the fund.
 - ii. The fund needs applicants, so please spread the word. This cycle's theme is environmental sustainability.
- d. Ad hoc Product Policy
 - i. New members have joined the committee, and both a charter and timeline for policy development were created at the last meeting.
 - ii. The current goal is to have a proposed product policy by the end of the year.
- e. Ad hoc Finance
 - Committee is now meeting monthly because they are caught up on past financials, and will now just need to review current data.

8. Closing

Baird moves to adjourn the meeting. Boos seconds the motion. All in favor.
Meeting adjourned.