

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, August 30th, 2018
2560 E. 3rd St. Bloomington, IN**

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

1. Preliminaries

- a. Announcements
 - i. Bloomingfoods tabling at Big Red Eats Green on September 12th.
 - ii. Next Co-op Day is September 22nd.
 - iii. Meet the Candidates events on Sept 22 & 29.
 - iv. Next board meeting is September 27th at Noodles & Co.
 - v. Annual Meeting is Oct 9th at The Fields Clubhouse.
 - vi. Ends read by Baird.

2. Consent Agenda

- a. Tonight's agenda (approved)
- b. Minutes of 180727 board meeting (approved)
- c. Minutes of 180815 executive session (approved)
- d. GM B7 monthly communications report (accepted)
- e. Babb moves to accept/approve consent agenda items. Schumacher seconds the motion. All in favor, motion passes.

3. Owner-Member Comments: None

4. GM Monitoring

- a. **B1 – Financial Condition – Q4/FY2018 Year End**
 - i. Decision tree protocol followed.
 - ii. Boos motions to reject the B1 report due to it being incomplete. The finance committee will meet soon to discuss the missing details, and report will be resubmitted in September. Weaver seconds. All in favor; motion passes.
 - iii. Ivy Tech was the only store location that was not profitable in FY2018. The store has been recently reset, and there has been an increase in basket size since the reset.
 - iv. Other plans to reinvigorate Ivy Tech include improving access to educational materials and increased branding at the site.
- b. **B3 – Asset Protection**

Monitoring moved to September meeting.
- c. **B7 – GM Communication Report**
 - i. Board requests more narrative about general co-op happenings in future B7 reports.

- ii. Staffing is too low and is believed to be a cause of lost sales. Products aren't making it to the shelves to be sold because of understaffed departments. The deli is an area of particular concern.

d. Ends

- i. Decision tree protocol followed.
 - ii. IGMs report non-compliance with achieving the co-op's Ends, but with the plan of using the business plan to guide them towards compliance.
 - iii. It should be noted that this Ends report contains reporting regarding old Ends, and that the business plan and future goals will be working toward compliance with the new Ends beginning immediately.
 - iv. Beebe motions to accept non-compliance with the aforementioned plan. Schumacher seconds. All in favor; motion passes.
- e. Employee Handbook Review
- i. Board has been asking for an updated handbook for approximately 18 months. Lack of continuity of human resources leadership has stalled the completion of the handbook, but a draft was presented today.
 - ii. Administration will be revising the handbook to improve readability and decrease the amount of content. A new draft should be ready in approximately three months, depending on the availability of an HR professional to review and finalize the handbook.
- f. GM Evaluation
- i. Review process is behind schedule this year. The goal is to complete the review by October, with a final draft approved at the November board meeting.
 - ii. Review will include staff input, a board evaluation, and self-evaluations. Staff will be surveyed in September.

5. Board Self-Monitoring

- a. Board meeting calendar for November through January
- i. November meeting – November 3rd at the conclusion of the mini-retreat.
 - ii. December meeting – December 6th, location TBA.
 - iii. January meeting – Back to the regular meeting schedule of the last Thursday of the month, January 31st.
- b. Treasurer job description
- As part of the **C6 – Officers' Roles** - compliance plan, the treasurer proposed a job description. The board agreed upon this version with the addition of some dates to the board budget, and a typo edit.
- c. **D2 – Accountability of the GM**
- i. A revision of this policy was proposed with a small amendment that brings the policy in line with a recent change to the **D Global-Management Connection** policy.
 - ii. Weaver motions to accept the proposed policy revision. Boos seconds. All in favor; motion passes.
- d. Proposed membership transferability protocol

- i. Bylaw 2.9 states that membership is not transferable without the written consent of the board, but there has never been a protocol put in place to petition the board for a membership transfer.
 - ii. The proposed protocol states that an owner-member may make a written petition to request a transfer in events such as death, divorce, or simply to gift the membership to another individual, and the board will vote on whether or not to grant the transfer.
 - iii. A vote to accept/reject the protocol will take place at the September meeting.
- e. Proposed bylaws amendments
 - i. A final draft of the proposed bylaws was presented for a vote.
 - ii. Boos motions to approve the new bylaws with the exception of one small grammatical edit. Tanney seconds. All in favor; motion passes.
 - iii. These bylaws will be presented to the membership for ratification in the upcoming election.
- f. Preparation for East store relocation
 - i. There is a need to have a market analysis and other research done in order to move forward with planning for the East store relocation. This research will be costly, and the board will have to decide what type of analysis is to be done.
 - ii. Analysis will look at the feasibility, costs, potential locations, and other details involved with moving the East store.
 - iii. An ad hoc relocation committee was created with the task of directing the plans for the upcoming relocation, and for looking into the options for having a market analysis done.

6. Education

- a. Policy governance – The board read a short document that discusses the principles of policy governance.
- b. Andy Fisher – The board was assigned to read a chapter titled *Getting off the Anti-Hunger Treadmill* of Fisher’s book, *A Place at the Table* and discussed their thoughts about the chapter. Fisher calls it the “Anti-hunger treadmill” because he presents the argument that so-called philanthropic corporation create hunger the need for emergency food programs by paying low wages, and then contribute their food waste (or tax write-off donations) to keep the emergency programs going. Fisher’s focus is on how to eliminate the need for emergency food programs instead of perpetuating them.
- c. The board discussed the need to explore ways BCS can advocate to end hunger, and reduce the need for emergency food programs.

7. Committee Reports

- a. Education
 - The committee discussed holding bias training at the February retreat or as a separate event to allow for the new directors to get oriented to the board in the fall.
- b. Executive
 - This committee name has changed, and will be referred to as the Officer’s committee from here on out.

8. Closing

- i. Baird moves to adjourn the meeting. Boos seconds the motion. All in favor.
Meeting adjourned.
- ii. Executive session to follow.