

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, October 25th, 2018
2560 E. 3rd St. Bloomington, IN**

Board Members in attendance: Angela Babb, Corbin Baird, Caroline Beebe, Bobbi Boos, Natascha Jacob, Maggie Sullivan, Susie Tanney, Pam Weaver

Absent Board Members: Jacob Schumacher

Ex officio Directors in attendance: Gerry Hays, Tosh Lewis-Young, David Parkhurst

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

Board fellows in attendance: Alex Jacobson, Stacy Liedle

Owner-members in attendance: Sarah Ryterband

Board guests in attendance: Jodee Ellett, Sustainable Food Systems Science Initiative @ IU

1. Preliminaries

a. Announcements

- i. Executive session tonight to discuss GM evaluation.
- ii. Next board meeting is part of mini-retreat on November 3rd at Harmony School.
- iii. Ends read by Tanney.

2. Consent Agenda

- a. Tonight's agenda (approved)
- b. Minutes of 180927 board meeting (removed)
- c. Minutes of 180927 executive session (approved)
- d. Minutes of 181003 executive session (approved)
- e. Minutes from 181009 annual meeting (accepted)
- f. GM B7 monthly communications report (accepted)
- g. Board Drive Folder Management (accepted)
- h. Board Resolution – Kelley Fellows Endorsement (accepted)
- i. VP Responsibilities and Calendar (removed)
- j. Board Self-Monitoring Process (accepted)
- k. Beebe moves to accept/approve remaining consent agenda items. Tanney seconds the motion. All in favor, motion passes.

3. Items Removed from Consent Agenda

- a. Minutes - The GM Communication report discussed that labor hours were low, not sales per labor hour. It will be corrected.
- b. VP Responsibilities – The birthday committee tasks were listed as VP tasks in error. They will be removed from VP job description.
- c. Boos motions to accept revisions. Baird seconds. All in favor. Motion passes.

4. Owner-Member Comments: None

5. Staff Member Introduction: None

6. Education

- a. Training on Board Committees and Leadership - Committee chairs shared the objectives of their committee and possible goals for next year's committees.
- b. Guest, Jodee Ellett shared information about the four-part grant Bloomington received to create a local Value Chain Coordinator, whose main purpose will be to build connections between local growers and buyers.

7. GM Monitoring

- a. **B1 – Financial Condition – Q1/FY2019**
 - i. Decision tree protocol followed. Board determines the report is incomplete. Monitoring tabled until December.
- b. **B3 – Asset Protection**
 - i. Decision tree protocol followed.
 - ii. GMs report non-compliance with the plan of continuing progress towards compliance.
 - iii. Tanney motions to accept B3 as non-compliant with a plan. Boos seconds. All in favor. Motion passes.
Co-op is now outsourcing some cyber-systems monitoring.
 - iv. Directors request an update on the status of the Directors/Officers Liability Insurance policy.
- c. **B7 – GM Communication Report**
 - i. Identifying unique member shopping vs member transactions was requested as an addition to regular member sales data.
 - ii. Member equity was suspended at the beginning of 2018, and will be re-evaluated by the board in December or early 2019.
- d. **Labor Report**
 - i. Staffing is currently too low at the Co-op. At the board's request, the IGMs shared a report of the current staffing levels of each location, as well as how many budgeted labor hours are still unfilled.
 - ii. There were some miscalculations in the report, and the board was hoping for more of an understanding of how the budget and financials look with Bloomingfoods fully staffed.
 - iii. The overall goal is maximizing sales with the right number of staff.

8. Board Self-Monitoring

- a. Proposed membership transferability protocol
 - i. The IGMs will need to develop a protocol for receiving these requests from owner-members and delivering them to the board for consideration.
 - ii. Baird motions to approve the board-level protocol. Babb seconds. All in favor. Motion passes.
- b. CBLD Contract Update
The board approached the NCG to request financial assistance with the CBLD contract. The Co-op will use a la carte services as needed if they fail to award the grant.
- c. Gain-sharing Resolution Discussion
 - i. In December of 2017 the board approved a gain sharing resolution.
 - ii. The language in the resolution is vague and its interpretation is difficult. The board will continue this discussion and determine the best course of action for this resolution.
 - iii. A director mentioned that the gain sharing agreement might be part of the current union contract, and was told it was not.
 - iv. The Governance & Finance Committees will dig deeper into this resolution and make recommendations about how to move forward at a later date.
- d. **C2, C6, C9, C10, D5**

- i. **C2** – Decision tree protocol followed. Babb motions to accept policy as compliant. Weaver seconds. All in favor. Motion passes.
- ii. **C6** – Decision tree protocol followed. Jacob motions to accept policy as compliant. Baird seconds. All in favor. Motion passes.
- iii. **C9** – Decision tree protocol followed. Baird motions to accept policy as compliant. Weaver seconds. All in favor. Motion passes.
- iv. **C10** – Decision tree protocol followed. Weaver motions to accept policy as compliant. Babb seconds. All in favor. Motion passes.
- v. **D5** – Decision tree protocol followed. Boos motions to accept policy as non-compliant with a plan of creating a new policy proposal and implementing some recommendations from the comments in the monitoring report. Jacob seconds. All in favor. Motion passes.

9. Committee Reports

- a. All board committees submitted Annual Reports to wrap up the board’s current election cycle.
- b. Ad hoc: Marketing Search Committee
 In a previous executive session the board create a committee to begin the search for a new head of marketing for the Co-op. Weaver will Chair the committee, and Baird and Liedle will also sit on this committee.

10. Closing

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