

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, December 6, 2018
Noodles**

Board Members in attendance: Angela Babb, Corbin Baird, Bobbi Boos, Gerry Hays, Tosh Lewis, David Parkhurst, Maggie Sullivan, Pam Weaver, Jacob Schumacher

Absent Board Member(s): Gerry Hays

BCS staff in attendance: Dee Bohler, Phil Phillipy, Catie Schamel, Eszi Waters, Jessica Sears

Kelley Fellows in attendance: Tom Steward, Stacy Liedle

Guests in Attendance: Tina Howard

1. Preliminaries:

- a. Next Board Meeting will be January 31st at Dimension Mill.
- b. Board Meetings for 2019 will be held at Dimension Mill.
- c. Self-Monitoring for January 2019 meeting C3 Agenda Plan C4 Board meetings C7 Committee Principles C8 Governance Investment D3 Delegation of GM
- d. GM Monitoring for January 2019 meeting, B1Q2
- e. ENDS read by Babb.

2. . Consent Agenda:

- a. Tonight's agenda (approved)
- b. Minutes from 181025 Board Meeting (approved).
- c. Minutes from 181103 Board Meeting, mini retreat (approved)
- d. GM B7 monthly communications report, accepted.
- e. Weaver moves to accept/approve consent agenda. Parkhurst seconds. All in favor- motion passes.

3. Owner Member Comments

- a. None for the evening

4. Staff Member Introduction

- a. Jessica Sears, new Human Resources Manager, is present.
- b. Has been with Bloomingfoods for two weeks, formerly worked at Stone Belt.
- c. Feels solid management contributes to staff retention.

5. Education

- a. Training: Fiduciary Responsibility. Discussion around member-owner reimbursements.
 - i. Board Insurance Policy discussed; renewal dates will be added to monitoring calendar.
- b. Guest Speaker Tina Howard of Maple Valley Farm asks, "How can Bloomingfoods better support local farmers?"

- i. Copies of legislation titled: “Preliminary Draft No. 3194”: “Synopsis: Preparation and sale of homemade food.”
- ii. Howard encourages Bloomingfoods to clearly define the term “local” within the stores.
- iii. Bill No. 3194 would allow for direct sale to buyer from producer with a notarized statement, bill will come up for vote January 2019.

6. GM Monitoring

- a. GM B1Q1**; incorrect version was put in packet.
 - i. Monitoring will take place in January.
 - ii. Debt ratio and cash reserves are improving.
- b. B1- October:**
 - i. Discussion about the longevity of the Ivy Tech location.
 - ii. Potential causes and possible improvements were discussed.
 - iii. The future of the Ivy Tech location will be determined later this Spring of 2019.
 - iv. More discussion will take place in January.
- c. GM B7- Monthly Communications Report.**
 - i. Hiring has been much better; still need a front-end manager for the West side store.
 - ii. East Store Budget Revisions coming early next year.
 - iii. Current sales lost impact of Fresh Thyme is 17 %.
 - iv. Basket size is lackluster
 - v. New Marketing team member will need to find ways to fix sales.
- d. GM B3 Asset Protection**
 - i. Update not available.
 - ii. Discussion will be moved to January.
- e. B4 Member Rights and Responsibilities**
 - i. Decision Tree Protocol is followed.
 - ii. GMs report non-compliance with a plan.
 - iii. Discussion of measuring member activity and updating postal and email addresses.
 - iv. Verbal survey of the room reveal all directors in favor of noncompliance with a plan.
- f. GM B9 Emergency Succession Plan.**
 - i. Decision tree protocol followed.
 - ii. GMs report compliance
 - iii. Motion from Weaver, Boos seconds. All in favor.
- g. Revised Employee Handbook**
 - i. New HR and legal will review the handbook.

7. Board Self-Monitoring

- a. CBLD Contract:
 - i. Contract will consist of a one day retreat and a monthly call.
- b. C2 – C2 Policy Proposal** vote will take place in January.
- c. C10- C10 Policy Proposal** vote will also take place in January.

- d. For East Store relocation, market study.
 - i. Three different consultants were discussed.
 - ii. Motion from Weaver to hire Dakota Worldwide to do study, Baird seconds.
- e. Equity Suspension Resolution Discussion.
 - i. Directors worry that not returning equity could hurt the integrity of the co-op.
 - ii. The consensus is to suspend the resolution.
 - iii. Weaver motions to suspend the resolution, Parkhurst seconds. All in favor.
- f. Board Retreat in February will be rescheduled. Sullivan will contact facilitators, and confirm availability from Hays.
 - i. Board Working Session will be in January.

8. Committee Reports

- a. Education: no report
- b. Governance: no report
- c. Perpetuation: no report
- d. Officers: no report
- e. Annual Meeting: no report
- f. OMCC: no report
- g. Birthday Celebration: no report
- h. BCCF Process:
 - i. Boos has reached out with no response as of yet.
- i. Ad hoc GM Search: no report.
- j. Ad hoc Finance:
 - i. Committee met to discuss state of loans. Two loan repayment options are presented. Both options could be presented to member lenders. Goal: send an update on loans to lenders by the beginning of next year. Will discuss loan repayment again at January Board meeting.
 - ii. Gain-sharing- is a signed agreement with the union.
 - iii. Board acknowledges that gain-sharing will be paid before other debts are paid out.
 - iv. Twin Pines Cooperative Fund (BCCF) is discussed, proposal for this question of how Twin Pines money should be allocated be voted on by ballot.
- k. Ad Hoc Culture: no report.
- l. Ad hoc Data: no report.
- m. Ad hoc Relocation: no report.
- n. Ad Hoc Marketing Search Committee:
 - i. Weaver articulates the goal for this committee is to write the interview questions, meet with marketing professionals, and create job descriptions. This committee will cease once the new hire begins their first day.

9. Closing

- a. Weaver moves to adjourn the meeting
 - i. Baird seconds. Meeting is adjourned.
- b. Executive Session follows the meeting.