

**Bloomington Cooperative Services
Board of Directors Meeting
Thursday, January 31st, 2019
642 N Madison St. Bloomington, IN 47404**

Board Members in attendance: Angela Babb, Corbin Baird, Bobbi Boos, Tosh Lewis, David Parkhurst, Maggie Sullivan, Pam Weaver
Absent Board Members: Gerry Hays, Jacob Schumacher
BCS staff in attendance: Dee Bohler, Phil Phillipy, Catie Schamel
Board fellows in attendance: Tom Steward
Owner-members in attendance: None
Board guests in attendance: Sarah Mullin, Bloomington Parks & Recreation Dept.

1. Preliminaries

- a. Announcements
 - i. Executive session tonight to discuss market study and future planning.
 - ii. Board to attend Implicit Bias training on Feb 9th.
 - iii. Lender meeting coming soon.
 - iv. City is pursuing a healthy food access grant which may involve Bloomingfoods. Grant will be submitted in February.
 - v. A survey class at IU is creating a shopper survey for Bloomingfoods shoppers which should be finalized in February.
 - vi. Next board meeting is February 28th at Dimension Mill.
 - vii. Ends read by Babb.

2. Consent Agenda

- a. Tonight's agenda (approved)
- b. Minutes of 181206 board meeting (removed)
- c. Minutes of 190117 executive session (approved)
- d. GM B7 monthly communications report (accepted)
- e. Weaver moves to accept/approve consent agenda items. Babb seconds the motion. All in favor, motion passes.

3. Owner-Member Comments: None

4. Staff Member Introduction: None

5. Education

- a. Guest, Sarah Mullin of the Parks & Recreation department came to share some of the events and activities they are doing in partnership with Bloomingfoods, and out in the community.
- b. The board reviewed their protocols for writing policy proposals.

6. GM Monitoring

- a. **B1 – Q2 Financial Condition – Report Only**
 - i. Monitoring report calendar will be adjusted to allow more time to compile quarter ending financials going forward.
 - ii. The board discussed the reasons why sales continue to decline year after year. Possible explanations mentioned included the shopping habits of individuals, local and online competition, and marketing strategies.
- b. **B1– Q2 Financial Condition**

- i. Decision tree protocol followed.
 - ii. Weaver motions to accept **B1-Q1** as non-compliant. Boos seconds. All in favor; motion passes.
 - iii. The board noted that this monitoring report should contain a plan for achieving compliance in the future (i.e. steps for growing sales).
 - iv. Ivy Tech continuing to operate at a loss and the Co-op's poor cash position were discussed as items that are currently out of compliance. More discussion will take place regarding Ivy Tech next month.
 - v. The Co-op's accounts payable have improved dramatically.
 - c. **B3 – Asset Protection - Update**
Update coming at a later date. Human resources is reviewing a portion of the report.
 - d. **B7 – GM Communication Report**
 - i. Near West Side's sales are down. Member sales/visits have dropped and continue to drop. Marketing strategies and a lack of member engagement were mentioned as possible culprits.
 - ii. All outstanding member equity refunds from 2018 have been paid out.
 - e. **Focus Area “next steps”**
 - i. The board had previously provided the interim general management team a list of possible action items that could improve operations and the customer experience throughout the co-op.
 - ii. The IGMs shared their selected set of suggested items which will be implemented by March.
- 7. Board Self-Monitoring**
- a. CBLD Contract Renewal
The NCG has agreed to pay for Bloomingfoods' contract.
 - b. Market Research Study
Listed on the agenda, but will be discussed in executive session.
 - c. **C2 – The Board's Job** policy proposal
 - i. Simple edits were proposed to the policy to better reflect the nature of membership role. The current policy refers to “members”, and the proposal is to change to “member-owners”.
 - ii. Parkhurst motions to accept the proposed edits to the **C2** policy. Lewis seconds. All in favor; motion passes.
 - d. **C10 – Board Election** policy proposal
 - i. Suggested edits were proposed to make policy language consistent with bylaw language, and to create some flexibility in election cycle dates. Further edits were discussed.
 - ii. Boos motions to accept the proposed and additional edits to the **C10** policy. Parkhurst seconds. All in favor; motion passes.
 - e. **D – Global Board-Management Connection**
 - i. A brief discussion took place about the interactions between the board and the Co-op's operations teams.
 - ii. The creation of the deep dive committees in 2018 might have appeared to be in violation of this policy, but the consensus was that the charters outline the intent and set limits for any possible board-staff interactions.

- iii. This issue will be reviewed again during **D** monitoring in later in 2019.
- f. **D5 – GM Evaluation** policy proposal
 - i. Proposed changes to the policy involve lining the GM's performance review up with anniversary dates rather than an arbitrary pre-selected timeframe.
 - ii. Proposal will be voted upon in February.
- g. **Self-Monitoring Calendar Update Proposal**
 - i. A brief discussion took place regarding the merits of clustering policy self-monitoring versus doing it monthly.
 - ii. It was agreed via a survey of the board that no changes are necessary at this time.

8. Committee Reports

- a. Perpetuation
 - i. Election cycle timeline was shared with the board. A notable change for 2019 will be that the election will close after the conclusion of the Annual Meeting and winners will not be announced at the meeting.
 - ii. The preliminary draft of board candidate packets will reviewed by the board in February.
- b. BCCF
 - i. The committee has been tasked with making suggestions about the need (or lack thereof) for BCCF to be a recipient of Positive Change funds.
- f. Product Policy

The committee has a working policy drafted, and will be meeting leadership for input and suggested edits soon.
- g. GM Search

Committee set to begin developing a list of leadership needs for a potential new GM.
- h. Ad hoc: Finance
 - i. B1 report changes coming next month. Report to be a “dashboard” style.
 - ii. Lender letters getting reviewed by legal team, and will go out as soon as they are approved.
- i. Ad hoc: Data

Looking at various sales reports to learn more about our shoppers.
- j. Ad hoc: Relocation
 - i. Trinitas’ development plans have been deemed financially unfeasible, and so they are currently undecided about whether or not they will move forward with development of the property.
- k. Ad hoc: Marketing Search Committee

Charter presented and approved via survey of the room.

9. Closing

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