

**Bloomington Cooperative Services  
Board of Directors Meeting  
Thursday, March 28<sup>th</sup>, 2019  
624 N Madison St. Bloomington, IN 47404**

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

Absent Board Members:

BCS staff in attendance: Dee Bohler, Phil Phillipy

Board Fellows in attendance: Tom Steward, Stacey

Owner-members in attendance: Greg Haas

Board guests in attendance:

1. Preliminaries
  - a. Announcements
    - i. Executive session tonight to discuss GM search and lender update.
    - ii. Next board meeting is April 25<sup>th</sup> at Dimension Mill.
    - iii. Owner-member survey will stick with April 5<sup>th</sup> cutoff.
    - iv. Sullivan got scholarship to present at CCMA.
    - v. Lender letter sent out; heard back from 15- 7 no, 3 yes, 5 with questions.
    - vi. Co-op day April 15<sup>th</sup>- tabling schedule
    - vii. Member forum May 21<sup>st</sup> at St. Thomas church
2. Consent agenda
  - a. Tonight's agenda
  - b. Minutes from 190228 meeting (removed)
  - c. Minutes from 190228 executive session
  - d. Minutes from 181206 executive session (not posted; removed)
  - e. GM B7 monthly comm report
  - f. Updated BoD Calendar
  - g. Hayes moves to accept/approve consent agenda items. Parkhurst seconds. All in favor, motion passes.
3. Minutes from 190228
  - a. Sullivan questions wording of 7.a.iii "wack." Phrase removed.
4. Owner-member comments: None
  - a. Greg Haas- questions logic of rounding up program while we have standing debt to member-lenders.
5. Staff Member Introduction: None
6. Education
  - a. None (due to BoD retreat)
7. GM Monitoring
  - a. B1 February
  - b. B3 Asset Protection
    - i. Request for resubmission with info on item 5.
    - ii. Discuss PCI compliance.

- c. B8 Board Logistical Support
  - i. Boos moves to accept as non-compliant, Babb seconds. Motion passes.
  - ii. Pam proposes change to B8 at next meeting.
- d. B7 Monthly Communication Report
  - i. Babb asks about budget specifics; Phillipy explains.
  - ii. Board discusses how to combat negative growth.
    - 1. Communication/social media
- 8. Owner Cancellation Request (should have been in consent agenda)
  - a. Boos motions to approve refund, Weaver seconds. Motion passes.
- 9. Board Self-Monitoring
  - a. C3 Agenda Planning
    - i. Weaver motions to accept as compliant, Hayes seconds. Motion passes.
  - b. C4 Board Meetings
    - i. Weaver motions to accept as compliant, Baird seconds. Motion passes.
  - c. C7 Board Committee Principles
    - i. Schumacher motions to accept at non-compliant with plan to post board meeting minutes, Hayes seconds. Motion passes.
  - d. C8 Governance Investment
    - i. Baird motions to accept as compliant, Schumacher seconds. Motion passes.
  - e. D3 Delegation to GM
    - i. Babb motions to accept as compliant, Weaver seconds. Motion passes.
- 10. Board Candidate Packet
  - a. Weaver motions to delegate to committee, Hays seconds. Motion passes.
- 11. Review Board Budget
  - a. Weaver motions to return director stipend to \$500 quarterly, Baird seconds. Motion passes.
  - b. Reminder that we have money in budget for trainings, conferences, etc.
- 12. Committee Reports
  - a. Governance
    - i. Will put together staff survey about gain-sharing.
  - b. Perpetuation
    - i. Will finalize packet and roll it out ASAP (after April 9<sup>th</sup>)
    - ii. Will talk about candidates in executive session.
  - c. OMCC
    - i. Recapped from last year, strategized moving forward using committee for advocacy.
  - d. Product policy
    - i. Directors have latest draft, final policy going out in newsletter.
- 13. Closing
  - a. Baird moves to adjourn to executive session. Hayes seconds. Meeting adjourned.
  - b. Executive session to follow.