

Fiddleheads Food Coop
Board of Directors Meeting Minutes
January 30, 2007
Isaac School

In Attendance: Kristin DeMuzzio, Sara Kimball, Janelle Leroux, Allen Longendyke, Sioux Mackey, Michele Millham, Jody Noe, Amy Sarcia, John Sargent, Liz Aldred and Colleen O'Reilly

- Meeting called to order at 7PM, Jody facilitating.
- Positive works of last two weeks: Kristin and the banner, hiring PJ as professional designer, meeting with Richard Krasner as a GM candidate, voting Annie Chambers onto the Board and into Treasurer's position. **Please add positive works to the beginning of all future agendas.**
- The January 16, 2007 Board Meeting Minutes are approved.
- President's Report: Charlie has been unavailable. Amy spoke with his son, Mark about their defaults on our lease. They are willing to fix the broken window and leak. While they are claiming they did place a new roof on the building, we have had several licensed contractors say the roof has a new perimeter and patchwork but is not completely new. Charlie is also violating the lease by refusing to negotiate the abatement of the asbestos tiles. And the electrical boxes were not in good working order; the panels are improperly wired. As far as the roof goes, we are willing to accept the roof as is under two conditions 1) 2 more months rent free 2) Charlie must sign a liability agreement for any damages to our inventory or if we close resulting from a leak. As for the abatement, Charlie HAS to negotiate. The cost is expected to be \$20K-\$32K. At this point we could walk away from the building because of Charlie's defaults. Amy is looking into whether we should be putting our rent into an escrow account until these issues are resolved. She has no ideas for restitution for the condition of the electrical panels. The DEP needs 10 days notice before the abatement may begin and this project is expected to last three weeks. We have a signed letter of intent for the price of rent and beginning lease dates of the additional space. We do need to have a backup plan in place for location. At this point our financial cost would be slim if we walked away but the cost in community support could be huge. Frozen pipes also burst over the weekend.

- Financial Report- The Finance Committee will meet on Thursday, Feb. 8, at Hanafins.

General Checking: \$3342.15

Bills to Pay:

Flyers	\$75.75	Connecticut College
CL&P	\$1069.23	electricity
R.B. Kent	\$1,108.92	refrigeration
Enviro-tote	\$13.34	totes
Tinnerello	\$1682.82	

Member Loan Account: \$35,576.08, up from \$25,576.08 on January 16

Membership Fund: \$65,661.23, up from \$63,661.23 (375 fully paid members)

- Indemnification Clause: Liability Language needs to be added to our bylaws. **Tabled until next meeting.**
- Founder's Role: The Board voted to add the following language to our bylaws: **"The Board of Directors would like to establish a permanent title and role of Founder, granted to Colleen O'Reilly. The Founder will be invited to attend Board meetings, with the exception of closed Board meetings. Her role is to provide vision to the Coop. While the Founder will not have the voting rights of other directors, she may serve as a committee chair and representative of the co-op."**
Discussion is had over a Founder's Scholarship or community project and good benchmarks to use in determining eligibility. Amy is working on language for scholarship memberships. **Sioux will provide an initial list of local social services.** John will review the language. Founder's programs will need to be added to the Policies.
- PJ's Design Contract: Colleen will act as the main contact with PJ. Amy will deal with equipment, John with mechanics and Colleen with layout. 70% of PJ's work is done without seeing the site. A visit would be more beneficial later in the process and should be covered under the 60% discount. PJ has the CAD. He will be conducting several interviews with us to create a tier of our: needs, wants, wishes and hopes. John will create a video tour for his aid. Our concern needs to be how we can work as a team and work with PJ. Sioux will work as a liaison between the Site and Vendor Committees. These committees need to produce a list of layout components to the Board and then the Board will prioritize the list and pass it onto PJ. A major

lure to Richard as our potential GM was being heavily involved in the design process. PJ's plan can be accomplished by April 1st. His contract needs to have committed deadlines added directly to the contract before we can sign. We need to check with PJ to see what he needs from us for deadlines.

- GM Hire- The Board moves to offer Richard Krasner the position of General Manager for \$46,000 + a benefit package (currently in the research stage) and to negotiate with Richard a part time position of 20 hours a week to last two to four weeks. Allen will be the main contact person for Richard. Richard has three requirements: 1) heavy involvement in the layout 2) cell phone 3) store discount. For the part time work period we will allow Richard to take the lead, reporting back to us at the Board meeting and we will manipulate from there. The Board discusses paying Richard as an independent contractor while on part time, once he is full time we will have to establish a payroll account with at least four months pay. KPIs and monetary benefits could supplement Richard's salary.
- Refining email voting is tabled.
- Music Fundraiser: John has been in contact with the leader of two local bands, The Reducers and Dogbite. They would like to help us hold an all day fundraising music concert. This event would be a great way to get the community involved with fundraising for the coop. The Fundraising Committee will take the lead and John will act as the liaison between the Board, the Fundraising Committee and the community volunteers.
- Professional videographer is tabled.
- Membership Loan Campaign: Please see Michele's emailed proposal for more information. Michele will chair an ad hoc Loan Campaign Committee and needs at least three to four more, well-connected, people to join her. As chair she will be coordinating the efforts of her committee. Please send her names of anyone you think would be a nice addition to this committee and Michele will follow up with these people. Janelle will pass on the updated database to Amy and the Board will have access to the database to know whom to approach for loans. Several other organizations felt our \$250K goal was very reasonable. The River Valley Coop raised over \$1 million!
- Board Member Recommendations: Matt, Sheila and Shannon are recommended. These potentials need to submit resumes to the Board. Janelle will reach out to Matt, Sioux to Sheila and Amy to Shannon. Any appointed Board members will have terms expiring in May 2007.

The bylaws have a great description of Board members. We should start our advisory board ASAP. Some suggested names are Mel from BSECT and Penny from Main Street.

- Partial Memberships will be discussed via email and is tabled.
- Membership Newsletter is tabled.
- The Board will next meet on Tuesday, February 6, at the Isaac School. Allen will facilitate. Please send him agenda items.