

Fiddleheads Food Coop
Board of Directors Meeting Minutes
March 20, 2007
Isaac School

In Attendance: Annie Chambers, Kristin DeMuzzio, Janelle Leroux, Allen Longendyke, Sara Kimball, Michele Millham, Amy Sarcia, John Sargent, Liz Aldred and Richard Krasner

- Meeting called to order at 7:15PM, Janelle facilitating.
- The March 6, 2007, Board Meeting Minutes are approved.
- President's Report: We have asked Charlie for free rent for March in lieu of paying half the cost of the abatement. A lack of communication between Charlie and his attorney, George Kanabis, is leading to no answers regarding the additional space and leaks. Amy spoke with Marilyn Scholl regarding Stewart Reed's upcoming visit. Stewart was GM of another coop startup and should have a lot to offer in advice for a smooth GM transition. Seven new loan pledges have come in. The Expansion Policy, being called a Start up Policy, is briefly discussed. We need a policy to give Richard clear guidelines and control. **The Board is to review the Expansion Policy from Willi and be ready to discuss and adopt at the next Board meeting.**
- General Manager Report: Richard is incredibly frustrated and feels he has been no where near as productive as he could be mainly because he has no clear line of authority. According to Stewart Reed, Fiddleheads is very important to the coop world. And people are willing to bend over backwards to move us forward. What are the boundaries under policy governance between the Board and GM and how do those policies change for a startup, especially regarding committees? Normally a GM would start and control a committee as needed. A lot of good work is being accomplished but with poor communication and processes. Richard thought his role would to orchestrate. He wants to macro manage, to see which committees have synergy and where things are missing. The Expansion Policy under review leaves out information on committees because Willi is already operational. Marilyn recommended Amy speak with the President of the Board of the start up coop where Stewart served as GM. Richard would like to see two part Board meetings (operational and governance). Stewart talked about a number of coops that are going to fail. We need to be realistic about our goals and find better

ways to reach out to the community. He recommended that the Board form a Public Relations Committee without much feedback from the Board. Richard feels we should give a lot of thought to what the arbitrary coop experts have to say. The policies state that the Board controls fundraising but Marilyn says the GM is crucial in financing, as the person the banks want to hear from. The Board is important in member loans. We need to be realistic about our goals for the amount that can be raised, what our immediate needs are, and what can wait. **Allen is willing to rewrite the Expansion Policy. Please send him your changes.** Richard would like the authority to orchestrate the committees. He would like to have a meeting between member loans, fundraising and membership. The GM is the public face of the community. **Richard will put together an organizational chart of who reports to whom for the Board to approve.**

- Financial Report: Please see Annie's prepared Sources and Uses Form for March 20, 2007. We need to revise our Sources and Uses for the USDA. Money is not coming in fast enough to cover our fixed \$16,000 monthly expenses. We need to get a grasp on what we want and whom we will borrow from.
- POS System Update: Three systems have been reviewed and now the committee is waiting on Richard's input to move forward. Richard feels this is not a crucial issue at this point but thanks the committee for the excellent research that was done. In the future the Board needs to assign committees clearer guidelines, structure and criteria for research and reporting.
- Committee Chairs: The Board approves Ken Hanson and John Sargent as Co-Chairs of the Site Committee, as recommended by this committee. The Board approves Allen Longendyke as Chair of the 2007 Nominating Committee.
- Member Loan Update: Of the members contacted, a much lower percentage of commitments is coming in as well as lower than expected loan amounts. The Committee feels a need to revamp the marketing of the Campaign to improve the process. Interested parties will continue to be pursued but the committee does not want to burn through the membership until the changes are made. We might need to consider some commercial loans to get us through until we reach our member loan goals and are able to pay back these higher interest loans. **Richard has designed a confidential spreadsheet regarding member loans. All Board members are asked to review and submit input ASAP.** The need for more communication with the membership

is discussed. People are too impatient to listen to the whole update script. A raw monthly update letter is one possible solution. **Richard will set up a pyramid of needed donations.** This display will be presented during the face-to-face meetings (consisting of the loaner, Richard and one Board member). **The Board approves the creation of a Public Relations Committee.** Kristin and Richard will put together a committee description. Allen will put together a description of the **Nominating Committee.**

- **The Board approves adding the Vendor Preference Policy Statement to the Bylaws.** Amy will figure out the proper placement. The Board discusses this policy and the effect on General Contractors and their subcontractors. Our plumber and electrician have become members since doing work for us! **The Vendor Preference Policy reads: “In the spirit of Fiddleheads Natural Foods Coop as a member owned business with a mission and purpose to inspire community by providing natural foods, alternatives for a healthy lifestyle, and to foster environmental awareness, preferred vendor status will be given to regional vendors who are also members of Fiddleheads in good standing for purposes of purchase of vendor products, goods, and services. This preference will be held conditionally provided the product offered meets all quality, health, and other food coop standards. After membership, quality and cost will be the most significant factors taken into consideration in the selection of non-member vendors, wholesalers and distributors.”**
- **Site Committee Update:** Please see John’s extended update. Several new members have recently joined the committee. A design subcommittee and a green subcommittee will be formed. The Committee has been discussing its processes and operation. How are items to be presented to the Board? What decisions will the Board make and what decisions will the committee make? Currently a proposal on how this committee reports to the Board is being drafted. **Annie and Michele will create a reporting system standard format to be used by the committees for the next Board meeting.**
- The Board will next meet on Tuesday, April 3, at the Isaac School. **Please send agenda items to Liz.** All future Board meetings, through May, will be held at the Isaac School.

