

Fiddleheads Food Coop
Board of Directors Meeting
April 3, 2007
Isaac School

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

- Meeting called to order at 7:10PM, Janelle facilitating, John- time watcher, Michele vibe watcher
- Special guests Eric and Sara Sargent read their inspiring essays about the importance of Fiddleheads Food Coop to them and the community, thanking all the volunteers who are working so hard. Copies of the essays are available by request.
- Board Guidelines, put together by former Board member, Mike Rosenkrantz, are read.
- President's Resignation: Amy resigns as President of the Board. She believes it's important that everyone feels included in the governing process and be able to perform their duties, speak their mind and vote freely. She believes these actions were not occurring under her leadership and that the best course would be to resign. Her resignation has nothing to do with Richard. Trying to transition the operations of the coop from the Board to the GM took many hours. Amy felt she pushed policies to give Richard control. She longs to passionately support the coop. She will continue to get member loans if the Board moves forward in a way she can continue to support. She feels there is lot of work to be done and appreciates the Board's efforts. Amy has tons of files, paperwork and information to pass on. She would consider staying on the Board but the Board is to decide Amy's involvement. Jody reminds Amy that her duty is to transition us. The Board discusses in kind hours. Jody reminds the Board that Amy has governed according to policies. All Board members, including non-voting members, are responsible for adhering to the policies and no one has. No one else has worked as in policy as Amy has.
- Adhering to Policies: We do not 100% follow policies. Committees are not writing minutes. April is a great time to begin fresh because annual agenda planning occurs in April according to our Bylaws. Jody states that she will only continue on the Board if we follow policy. John states that policies can solve a lot of problems. We should be reviewing a policy every month, to own it. Regular discussion will keep us all very familiar. Michele feels very optimistic. John asks the Board to agree to be kind to each other during the process to re-explain if need be and that we are learning together. Allen reminds the Board that we need training in policy governance and in being a Board. Richard K. recommends speaking with Mel Braverman, from CDS, who says 50 coops use policy governance but only 12 that really understand it. Richard again recommends that the Board seek professional help as he has at every Board session and every time he met with Amy. Colleen feels that the problems go deeper than policy; the problems start with our communication. John asks for a way to take action. Richard recommends Marilyn Scholl or anyone she recommends.

- Stuart Reed's Report: This report mentions our need for Executive Limitations Policies. Jody found a set in our toolbox for the Board to review. John suggests restructuring the committees to serve our operational needs. The Board discusses our need to adopt the Executive Limitations prior to defining the committees and so the GM can write operational policies. The Board discusses the need to restructure before addressing the points in Stuart's report. Richard points out that outside direction will help the Board move much quicker. Allen says that we can't sit on the need for a new market analysis to move forward. Colleen reminds that Board that no delegation has been given to Richard. Liz mentions that Stuart has provided good suggestions and how nice seeing someone else's thoughts always is; so our time working on own communication will help us get the fullest out of the report.
- General Manager Report:
 - Richard mentions are need for a new market study. He spoke to Pete Davis and a proposal that he will send out tomorrow. The cost will be around \$10K total. Richard will try to negotiate cost down but doesn't suspect he'll have much luck. He is going to give him a yes right now to schedule a date and the Board can vote no and cancel. It will be at least 2 months until we can get the study. Richard doesn't feel comfortable finalizing the site until we see what area business can be (downstairs space, needed square footage) and he will not continue without one (for his own credibility). He mentions how people want to interface with one person only. The Board approves a motion to delegate Richard as the contact for Pete Davis, to allow him to pencil in a date and to renegotiate another price
 - Richard concurs basically with everything (generally) in Stuart's report. He mentions how easily one can find fault in individual sentences. Richard disagrees with putting together a comprehensive development plan without an outside facilitator. The Board has issues with trust and empowering the General Manager. Jody asks Richard to start writing operational procedure. Richard says he has no experience with writing operational procedure under policy governance and would only do so with professional help. Richard did not supply a written report as asked for by the policies and the Board for every meeting. He will write a report for the April 17th meeting, when the Board will try to follow policy and start with a clean slate.

Colleen's Thoughts: The Board needs to get to work as they have a lot to do. She wants to thank Janelle for stepping up to do to deal with all of this. The President has to hear all the complaints and balance those to keep it together. Colleen mentions that she stepped down because of Board members undermining her for no reasons but personal reasons. She thinks the whole Board should be thanking Amy for the time she sacrificed on her life for this coop and she asks the Board to respect and be decent to each other; and to show support to Janelle if she becomes President. Liz thanks Richard for his thoughts and mentions that they do not fall on deaf ears but that the Board is trying as a whole.

The Board adjourns into a closed session at 8:30PM.