

Fiddleheads Food Cooperative  
Board Meeting  
April 24, 2007  
Xocolatl Café

In Attendance: Sara Kimball, Rich Huhn, Janelle Leroux, Michele Millham, Liz Aldred, Annie Chambers, Amy Sarcia, Jody Noe, Colleen O'Reilly, Annie Chapman (member), Apple (Elizabeth) Ahearn (co-op consultant)

Meeting minutes for April 3, 2007 and April 10, 2007 were approved. 7-0-1  
Annie Chambers asked to have a corporate borrowing resolution be added to the agenda.  
Annie Chambers also commented on the Earth Day event at Conn. College. She spent time tabling with Michele and had a lot of positive comments.

Jody had a similar experience at the Nature Center in Mystic. Jody thanked Annie Chapman for attending tonight's meeting.

Apple asked to have her time added to the agenda. Amy thanked Apple for coming. Rich thanked Janelle and the fundraising committee for the work they were doing on planning the beer tasting fundraiser at Cottrell Brewery.

Amy read board guidelines.

Sara asked if someone would please read our mission and vision statement. Amy offered and read both aloud.

Annie Chapman asked that the board to send out positive energy toward wherever the negativity is coming from and that we pause and reflect on all the work we've accomplished.

Sara informed the board that she added a closed portion of the meeting to every agenda. She also has completed the policy changes that were approved at the last board meeting.

Apple addressed the board with her concerns about what was happening with Richard Krasner. She spoke with Richard for over and hour on Sunday. Apple asked us to explain to her what happened.

Various members of the board told Apple of their experiences and what they witnessed at the April 17<sup>th</sup> board meeting, including the member comments and Allen and Richard's departure from the meeting and Allen's resignation.

Annie Chambers explained that she has spoken with Ellen Brown, our attorney about how we should proceed with Richard. Ellen informed Annie that we should not state reasons for our separation with Richard. She suggested that we could offer two weeks severance and ask Richard to sign a confidentiality agreement. Annie then called Richard on Friday morning and explained to him that the board had decided to terminate its relationship with him. She explained that she had his paychecks including two weeks severance pay and a confidentiality agreement for him to sign. Richard agreed to meet with Annie at Muddy Waters on Monday morning. Richard emailed Annie early Monday morning to say that he had a family emergency and would be out of town and would call her to reschedule... Richard had not contacted Annie since that.

Apple discussed with the board the difficulty she believed Richard was causing in the "greater co-op world" Apple stated that Richard was attempting to get the Cooperative Fund of New England and the National Cooperative Bank to agree to chose not to work with Fiddleheads. Apple asked if the board thought that it was not ready to turn over control of the operations of the co-op to a

general manager and did the board understand that once it created the budget and plan, the board needs to turn over the implementation to the General Manager.

Several board members discussed with Apple their understanding of Richard's disapproval of our business plan and desire to dramatically change the budget.

Apple stated that she was concerned because Stuart Reid and Richard should have contacted her if they had questions or problems with the business plan. The board confirmed to Apple that Richard was never told that he couldn't contact her.

Sara stated that Richard was never denied anything and that she repeatedly asked him what he needed to do his job.

Apple apologized for what she felt was a disservice done to Fiddleheads by the co-op consulting world. She stated that she would stand behind us and help us work out the issues with Coop 500 and the Cooperative Fund of New England, specifically at the NCB annual meeting on May 4<sup>th</sup> and 5<sup>th</sup>.

Jody explained that she was concerned with Stuart Reid's report. She stated that Stuart asked us to write executive limitations policies that were already part of our policies. The board is unsure if Stuart ever was able to fully read our policies or business plan.

Apple asked that we please communicate with her about our renewed GM search. She will help us with this process.

The issue of the \$10,000 feasibility study was discussed. Apple informed the board that she updated our demographics and sales projections based on our New London location when she updated the business plan in August of 2006 and that she thought that we did not need a new study.

Apple asked the board to please create an updated timeline and new set of financials including our recurring monthly expenses. She would like us to send them to her and to the CFNE.

The board explains to Apple that Ellen Brown is reviewing our letter to the membership explaining our decision to terminate with Richard. Apple agrees that we should get this letter out a.s.a.p. Janelle states that we should send a certified letter to Richard with his paycheck. Amy will check with Ellen. A motion is made to withdraw the offer of severance pay to Richard based on his lack of confidentiality. The motion passes 5-0-3

Annie Chambers gives financial report. There is \$2,300 in checking account. We need more money to pay rent and other bills. Annie explains that she has deposited \$22,000 in a c.d. to be used as collateral for a \$20,000 loan to Fiddleheads. Annie reviewed all bills outstanding.

Annie asks the board to approve a corporate borrowing resolution to borrow \$20,000 from the Bank of Southeastern Connecticut. This is a one year demand loan with a 4.71% interest rate. Motion passes 8-0-0

The board discussed paying the rent to Charlie. It is agreed that we will pay April's rent but not May's until the roof and wall are fixed.

Michele discusses the loan campaign. She explains to Apple that loan brochures were mailed out to all members and that we are working on a better plan for the campaign.

Apple is also informed of our plan to meet with all committee chairs and members as well as the board at our next meeting. This meeting is to get everyone working on the same page.

Apple leaves.

Annie Chambers gives development committee update. Committee members include, Frank McLaughlin, Mel Foti, Bill Gash, Annie Chapman, Bruce Baratz, Art Costs, Hank O'Reilly and Thor Torgesen. Annie informs the board that the committee is recommending very strongly that we stick with our original business plan and the currently leased space of 8,000 square feet. The committee is also recommending the development of a timeline for completion of the store.

Development Committee members will be working with various committees including the site committee. Hank and Bill will work on getting bids for the problems with the east (brick) wall and push Charlie about getting the roofing contractor back to fix problems.

The timeline needs to be complete by May 4<sup>th</sup>. Liz mentions her concern about the front door being ADA compliant. Hank will look into that.

Thor will help us access and update the website.

The issue of the Presidency is discussed. Sara agrees to remain President. A motion is passed to continue with Sara's interim presidency. Motion passes 7-0-1

Annie will take position as Secretary as long as board members share duty of producing meeting minutes.

Sara sent out the policy for everyone's review regarding the Chairperson position. Amy states that adding a Chairperson will require a bylaw change. A motion is made to adopt the chairperson position. Motion passes 8-0-0

Michele agrees to be Chairperson. A motion is made to elect Michele as Chairperson. Those duties include facilitating all board meetings, producing agendas and ensuring policy review. Motion passes 8-0-0

Sara will make changes to policy and bylaws and send out the updated copies to the board.

Colleen asks that we review founder's role. She felt that her assistance in offering to set up board training was not well received. Sara will review how the role is written and board will discuss at next meeting.

The annual meeting is discussed. After much debate, June 2<sup>nd</sup> is the date chosen. Meeting will be at 10:00 a.m.

Sara asks if someone is willing to chair the nominating committee. Amy agrees to take the position. A motion is made and passes 7-0-1

Amy will try to get chairs and tables from Bruce Baratz.

Meeting adjourned.