

**Fiddleheads Board of Directors  
May 30, 2007, 7PM, Thames Club  
Meeting Minutes**

In Attendance

Board: Annie Chambers, Sara Kimball, Janelle Leroux, Michele Millham, Amy Sarcia

Members: Bill Gash, Hank Oreilly, Laura Natush, Jae Bouchard

7:52 Officially Called to Order

**Financial Report**

Annie reviews revisions to Sources & Uses. Annie will speak to Apple about updating the projections. Annie will send the Sources & Uses to Coop Fund of New England tomorrow. Jae Bouchard discussed a grant opportunity with CDS. Annie has details to review and look into. Jae will help if Annie needs support.

**Annual Meeting**

If any one is able to volunteer please contact Janelle Leroux.

Annie will call Reed Funeral Home to see if we can use their chairs. Annie will call Amy if she is unable to get the help. We will need to rent if Annie isn't successful.

**Member Comment**

Laura N. – Is an electrical contractor hired yet? Three Electricians have been used to date, Pautipaug Electric, Hobie Walton and Karl Schroeder.

Comment- when the Board received the Petition for the Special Meeting, the Board did not schedule the meeting because Members would have a lengthy comment section during the Annual Meeting. Laura would like to know about the Member Comment Portion of the meeting. The portion of the Annual Meeting for member comment will not be limited. The time will be open until all questions are answered.

Laura prefers the member comment section at the beginning of the meeting. Laura stated that is just her opinion.

**Presidents Report**

Sara expresses her frustration over the lack of accountability/communication for assigned tasks. She also expresses her disappointment in having to be the one to let Art down. Art doesn't understand how the Co-op can progress if people can't take a half hour to fill out the templates. Sara suggests the Board revisit to the timeline to take into consideration the limited volunteers. Annie says the Development Committee will take on this task.

Sara reviews the task list and Domains to receive answers from all attending owners.

Sara says that Apple can't come to the Annual Meeting because of a family issue. Apple wasn't able to find anyone to speak about the process of starting a coop. The Board agrees to ask Colleen and Annie Chapman to speak briefly about the history/process of Fiddleheads. Sara will contact both to confirm.

Marilyn Scholl has limited availability and is waiting on another co-op's confirmation before she will know what dates she has available in July and August. She suggested that the Board identify possible dates, in order of preference, because she has several other colleagues who might be able to provide board training, depending upon when. The fee for a one day training/retreat is \$1800 plus expenses billed at cost (including mileage at .485 per mile). Annie will contact the Peace Trust to check if they will host us and what dates would be available. Marilyn also mentioned that she received two emails from one of the concerned members seeking guidance about the Richard situation. Marilyn responded that the community should work together and she would not take sides and was not interested in who was right but hoped Fiddleheads could move forward together. She recommended a local mediator or facilitator.

Annie has expressed interest in attending the CCMA Conference. Sara has contacted Ann Hoyt to see if the Fiddleheads Scholarships are still available. (On Friday, Sara informed Ann that Fiddleheads could not use the scholarships). Amy would be willing to attend as well.

Sara still needs to enroll Fiddleheads in CGIN. She will finish this task after the Annual Meeting.

The receipt for sending Richard Krasner's final paychecks via certified mail was received and the checks have been cashed.

Sara needs to file the Quarterly Report for Stuart at Coop500, followed by the conference call. Sara would like a majority of the Board to participate in the call. This task will be completed after the Annual Meeting. Amy says she will forward Sara a previous Report for guidance. Sara says she will have Amy review her Quarterly Report before submitting.

The Development Committee minutes from that special Saturday session need to be sent out.

Janelle is making the initial contact with the bookkeeping people Apple recommended from CDI and Greenfield Market.

Sara will forward the information from Stuart regarding CoCoFist to Annie. Annie will be the point person for Fiddleheads.

Website- the website has still not been released to Thor at Pyramid. CCI send an invoice for \$1500 but a review of this invoice shows that most of the work was not performed to satisfaction. Amy will reach out to Ed DeMuzzio one final time before Sara contacts Tony Basilica for legal counsel. The Board reviews the invoice and proposal and agrees to pay \$1000 to CCI.

Vendor- Sheila has not responded appropriately to Sara's final call email. Today an unacceptable email from Sheila was sent to Rebecca Dunn and several other Financiers. [The Board approves a motion to remove Sheila Herbert as the chair of the Vendor Committee by a vote of 5-0-0.](#) Sara will leave a message with Sheila. The Board should assume at this point that Sheila will not turn over the list of contacted vendors.

Sara still needs to draft the Newsletter letter from the Board- Again, this task will be completed post Annual Meeting.

Board Member Declaration Document- Sara is working to combine this Willi document with the Board's current Confidentiality Agreement for the next Board term.

There is lack of communication between Sara and the Site Committee. Michele agrees that as Chairperson she has been unable to secure the necessary updates. There needs to be a Chair of this Committee who can be present at the board meetings. [The Board approves a motion to add a co-chair to the Site Committee to handle the administrative work by a vote of 5-0-0.](#) Sara will leave a message with Ken.

### **Secretary's Report**

The additions to the Bylaws and Policies are completely up to date. After tonight's meeting, Sara will make any final changes and send the revised documents out to the Board. Sara will be sending thank you cards for the Cottrell event after the Annual Meeting, as well as to Mary Ann Nash and All Souls.

### **Meeting Minutes**

[Motion to approve 5/15 Meeting Minutes as presented. 5-0-0.](#)

April 24 Meeting Minutes will be added to the agenda for the next meeting.

### **Bylaws**

[Motion to change 5.6 to follow:](#)

As soon as possible, but no later than twenty-eight (28) days following each annual meeting, the Board shall appoint from its own number an Executive Council. 5-0-0

### **Development Committee**

The Committee proposes speaking with Tony D to discuss roof issues. Together an appeal will be made to Charlie to make the corrections that everyone agrees on. The Board suggests reaching out to Labor Ready as well. Currently roof, wall and electrical improvements are built into the Sources & Uses. If Charlie makes these repairs, the Sources & Uses would reduce greatly.

Rent is being held until Charlie works with us on the leasehold improvements that are needed. The Board suggests that a letter stating our intentions is written up and sent to Charlie and his lawyer. Annie and the Development Committee will take on this task.

The Committee reviewed the floor plan and equipment list with PJ via conference call. The equipment list from PJ is higher in cost than what Fiddleheads is projecting and research has shown. The current layout has a unisex bathroom and 10 seats for a deli. The Committee needs to determine City regulations on the bathroom needs vs. occupancy.

### **Website**

Pyramid proposal is tabled until next business board meeting. 5-0-0.

### **Proposal Member / Volunteer Retention**

A member in good standing that brings in two new full-paid memberships will be entitled to a \$25 gift certificate to Fiddleheads. The recruiting member should notify one of the chairs of the membership Committee. The chair will confirm the new memberships and facilitate the granting of the gift certificate. Gift Certificates will be sequentially numbered and kept on record in the membership database. Active June 1<sup>st</sup> – December 31<sup>st</sup>.

The Board discusses concerns on how to handle members who have been getting new members for Fiddleheads for the past 4 years. The recommendation is to not do it retroactively and to make it a timeline of 6 months or so. Motion to approve above plan and place it in Start Up Policies E.2. 5-0-0.

### **Tabled**

Pyramid Proposal  
Founder's Board  
Advisory Board  
Strategic Plan  
Meeting Minutes 4/24

## **Closed Session**

The Board reopens the meeting to vote on two proposed changes to the governing documents. With a vote of 5-0-0, the Board approves a motion to add Policy Section 5.3.1 "Business and/or Policy items requiring a vote of the Board of Directors at a Board meeting must be published in the meeting agenda and available to all Board members twenty-four (24) hours prior to the meeting." With a vote of 5-0-0, the Board approves a motion to add Policy E.2 "A Member in good standing that brings in two new full-paid memberships will be entitled to a \$25 gift certificate to Fiddleheads. The recruiting member should notify one of the Chairs of the Membership Committee. The Chair will confirm the new memberships and facilitate the granting of the gift certificate. Gift certificates will be sequentially numbered and kept on record in the membership database. The Policy will be in effect from June 1, 2007 to Opening Day or December 31, 2007, whichever date comes first. "

**Meeting Adjourned at 9:45PM.**

### **COMMITTEE REPORTS (submitted prior to meeting):**

The **Legal Committee** has reviewed and submitted the two POS credit applications but I'm not sure what the result was because Kristen was the contact person. I also have the vendor credit applications and have submitted the UNFI application. I will give a copy to Annie and Sara for corporate records. We are working on setting up a meeting with Ellen Brown but due to her conflicting schedule she can't meet with us until June 5th at 4:00pm. I've asked Sara for some guidance on whether its worth it to still go forward with this meeting or just move on to Tony Basillica. The Legal Committee will continue working with the Site and Development Committees on lease issues.

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The **Executive Committee** has not met since the end of March 2007.

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The **Fundraising Committee** organized an event with Cottrell Brewing Company for May 11th, which raised \$1400. Currently the committee is working on the Benefit Concert on Sunday 6/10 as well as starting to plan the Pancake Breakfast for August. The committee is in desperate need of volunteers. Please contact Janelle Leroux [jleroux520@gmail.com](mailto:jleroux520@gmail.com) to help or for more information on upcoming events.

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**VENDOR COMMITTEE ANNUAL REPORT** Members of the Fiddleheads Food Coop Vendor Committee have compiled a list of potential vendors over the past year. Many of us from the Vendor Committee, other committees and the general membership have visited Farmers Markets, Health Food Stores, Coops, Supermarkets and Bakeries to check out resources. I, personally, have talked to farmers, cheesemakers, bakers, local producers of household and personal products, herbalists, bee keepers, ornamental plant producers, coffee-roasters, fish mongers, etc., etc. - all local. In addition the Vendor Committee met with District Managers of the major New England distributors: United Natural Foods, Inc., Tree of Life and Associated Buyers. Rich Huhn, Sioux Mackey and myself talked to Specialty Food Suppliers, including the major cheese distributors. We gathered and compiled product and contact information from all. We have also met with a representative of a major broker, Natural Specialty Sales, Inc. (NSSI).

This fulfilled our role as a Vendor Committee for a start-up coop. Beyond this we would be infringing on the role of staff.

The General Manager and other staff as delegated by the General Manager are the appropriate individuals to determine product mix (following the mission and vision of Fiddleheads Food Coop) and delivery schedule. These are clear operational functions. We knew as we were making contacts with vendors that we could not make commitments to them, because that would be the purview of staff.

The Vendor Committee met twice with Richard Krasner. The Vendor Committee started to work out a plan to assist the General Manager as Fiddleheads transitioned to the opening of its store. We discussed how we would interact with other committees to strengthen a successful opening process. Part of our plans included re-contacting every possible vendor to update them on our plans and show our continued interest.

We were stopped in our tracks by the termination of Richard Krasner as General Manager.

Art Costa has currently been working on a timeline under the aegis of a hastily formed "Development Committee". The Development Committee is not a legitimate committee, because it was formed at a meeting that should have been stopped and because it has co-opted operational work.

I remain the Chair of the Vendor Committee. The Development Committee is not legitimate and should disband. The General Manager who was chosen by the Hiring Committee and approved by the Board of Directors should be reinstated and given responsibility for coop operations.

My heart has been so committed to Fiddleheads. But, I am discouraged and dismayed by actions of individuals on the Board and outside the Board which appear to me to be deceptive and not in keeping with cooperative principles.

The consistent, active members of the committee during this past year were: Kristin DeMuzzio, Rich Huhn, Art Costa, Sioux Mackey and Sheila Herbert. Colleen O'Reilly was active in the fall of 2006 and initially chaired the committee.

Sheila A. Herbert

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### **Fiddleheads Membership Committee meeting**

May 8, 2007, Hanafin's

Present: Colleen Zanarini, Colleen O'Reilly, Jody Noe, Janelle Leroux, Liz Aldred, Carolyn Hogg, Peggy Brissette, Michele Millham

April Events: good response to Earth Day tabling at Denison Pequotsepos Nature Center and Conn College; Open House for members at store front well attended; Integrated Day Charter School Environmental Fair - good response as well (reaching out to great Norwich community). Great work, volunteers!

Upcoming events: Mary Ann Nash lecture 5/30 in The Day today, announced through Whitegate Farm e-mail newsletter (**Liz** coordinating and hosting); only 5 tickets left for Cottrell fundraising event; Food Stroll – need volunteers for hummus making party (bring your own food processor) on Monday 5/14 and for serving on 5/16; volunteers needed for Annual Meeting 6/2.

Member/Volunteer Retention Plan: as part of the timeline/development work, Membership Committee has been tasked with brainstorming around a retention plan for both members and active member-volunteers. Ideas that came up:

- Make sure volunteers know that non-store volunteer hours at events will count toward monthly volunteer discount in store.
- Communicate discount structure via e-mail update system and post on web page.
- Volunteer tea, volunteer appreciation day (pizza) or other social event
- Certificates or publish names of volunteers in newsletter or e-mail updates to membership, or on website (need permission of volunteers).
- Certain number of volunteer hours to earn a Fiddleheads tote bag or other swag.
- Bring in one or two fully-paid memberships and get a \$25 gift certificate to the co-op (Hank O'Reilly's idea).
- Volunteers said they appreciated the respectful "no guilt" e-mails from Membership Committee asking for help – they feel it is OK to say no; "kind persistence" in messages.

Farmer's Market Coordinator: **Peggy** has graciously agreed to take on this role with support from Janelle – may be through Google documents spreadsheet with limited access, but allowing for several people to serve as back-ups to the coordinator.

Newsletter is almost in final form – articles had to undergo some recent revisions.

Update e-mail (catchy name?): bullet format of Fiddleheads news to keep membership very informed. Committee agreed that it did not need lots of details, but an overview with contacts for more information – **Michele** has offered to pull together the bullets. (first one went out mid-May)

Lectures in planning:

- **Colleen Z.** has agreed to speak on “Eating for the Summer Season” in the week of June 21. Venue and date to be finalized.
- **Janelle** will ask David and Marcie of Flavours of Life to speak on fair trade – their choice of July, August or in early September.
- Dr. Christopher Lachowski (Chiropractic Physician and Board certified Clinical Nutritionist) has agreed to give a lecture in late September or early October. **Colleen Z.** will coordinate and host (she also passed along PR materials).

Tabling Materials: Michele reported on new table display on the theme “Co-ops and the Environment.” Other themes will be worked up as well, such as Co-ops Build Community, Co-ops and the Local Economy, etc...for use on rotating basis at the farmer’s markets and other tabling events. **Everyone** is asked to help brainstorm bullet points for these displays – send ideas to Janelle and Michele.

Annual Meeting: less than a month away (June 2)

- Colleen O’R. suggested booths after the meeting from local farmers and producers – products the co-op will be carrying. Committee thought it was a great idea, but no volunteers available to coordinate – all effort is focused on the business end of the meeting (limited volunteers). **Michele** offered to contact board to see if anyone can step up to take this on.
- Peggy suggested there be a list and description of who and what products will be in the store.
- There should be a list of what each committee is doing and an opportunity for members to sign up for distinct events or pieces of the work. Highlight volunteer opportunities for “every schedule and skill” even working at home and not attending meetings.
- Suggest the website be shown on a laptop
- Generate big list of everything that has been done to date (accomplishments) on posters.
- List of pending/on-going efforts so members have insight into what the committees and the board members are doing.
- Suggest a social time after the business meeting for everyone to mingle – **Amy** is coordinating a United Natural Food bulk sale.



School contacts: Ledyard contacts may be pending (Andrea); Montville contacts yielded at least 6 new memberships.

Buying Clubs: coordinators of each of the four local buying clubs needs to be contacted with FH information for e-mail distribution within their membership (***did someone offer to do this?***)

Religious Outreach: **Annie Chapman** is working with pastor of Calvery in Stonington to send letter to local religious leaders detailing why FH involvement/membership is in line with spiritual missions.

**Public Service Announcement**: Bill is still interested in writing and recording a PSA, need to appoint liaison from Membership Committee to coordinate effort and align message with overall FH communication plan. (***Volunteer?***)

Next meeting of the Membership Committee is **Tuesday June 12, 7 p.m.**, location to be announced.

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### **Nominating Committee Report**

Following is a list of the candidates for board positions for the 2007-2008 session (resumes/bios attached). The nominating committee has met and reviewed the attached. While the original plan was to have a 9 member board, we believe that its best to accept all candidates who applied within the time limit so that we are as inclusive and transparent as possible. You will see that there are two applications/resumes attached that came in past our deadline. I would like to recommend that we hold onto these applications and use them as potential alternates in case there are nominees who back out or resign in the future.

Board Members (continuing)

Sara Kimball - 2009  
Janelle Leroux - 2008  
Michele Millham - 2009  
Richard Huhn - 2009  
Jody Noe - 2009

Nominees for slate (all will have 3 year terms)

Annie Chambers  
Amy Sarcia  
Ed DeMuzzio  
Dick Spindler-Virgin  
Jae Bouchard  
Ellen Anthony

If this slate is acceptable to our members, we will have an 11 person board. Meeting minutes from this nominating committee meeting will be completed and forwarded to the board by tomorrow. I will be sending out the following list of board responsibilities and duties to the nominees today. I will also be requesting a bio from Ellen Anthony and Ed DeMuzzio as we do not have theirs yet.

Following are basic requirements for Fiddleheads board members:

- Attend and fully participate in all board meetings (currently at least 2/month, of 2 hour duration)
- Prepare for meetings by reading board packet, agenda, appropriate Policies and Bylaws
- Serve as chair of a committee or participate in a committee (at least one meeting/month, additional assignments)
- Attend Fiddleheads-sponsored events (fundraisers, lectures, member meetings, open houses)
- As part of orientation, attend board governance training; read and understand Bylaws and Policies
- Follow Bylaws, Policies and Board Guidelines in all co-op related activities
- Expect daily board communications by e-mail or, less frequently, by phone
- Be prepared to vote on time-sensitive issues by e-mail
- Occasionally serve as board meeting minutes taker
- Occasionally write a report to the board on policy section scheduled for regular monthly review

These are basic requirements for all board members. Responsibilities and requirements may change based on work need for the co-op, especially during this year of our opening.

Please be advised that board members are covered by a Directors and Officers insurance policy and are held to the legal requirements of all directors of Connecticut corporations. More information on this is available by contact Amy Sarcia at [pepesarcia@aol.com](mailto:pepesarcia@aol.com).

### **Agenda- 5/30/2007**

Facilitator: Michele Millham

Note Taker: TBD

Time Keeper: Sara Kimball

Vibe Watcher: TBD

**Member comment, 10 min** (Non-board member comments will be strictly limited to this period; otherwise, questions and comments may be sent to the Chairwoman, Michele Millham at [bobmichelem@netscape.net](mailto:bobmichelem@netscape.net) or 860-464-9609)

**Minutes, 5 min** from 4/24, 5/15 – *action*

**Interim President's report, 5 min**

**Secretary's report, 5 min**

**Standing Item: Board Guidelines, 5 min-** Bylaw review section 5.6 – *action*  
Change to our bylaws, section 5.6, "As soon as possible, but no later than fourteen (14) days following each annual meeting, the Board shall appoint from its own number an Executive Council..." change to twenty-eight (28)

**Standing Item: Development, 10 min** timeline review & status

**New Business:**

- Website hosting, 10 min – *action?*
- Annual meeting details, 15 min
- Negative Executive Limitations Policy, 10 min - *action*
- Proposal Member/Volunteer Retention (Michele & Janelle), 5 min - *action*
- Founder's Board (Jody document), 5 min – *action*
- Advisory Board (Jody document), 5 min - *action*
- Fiddleheads Strategic Plan (Jody document), 5 min

**Standing Item 5 min** Review Board's Annual Calendar and discussion of next meeting agenda

**Standing Item 10 min**, closed session

Reminders:

Annual Member Meeting Saturday June 2, 10 a.m. Co-op storefront

Next Board meeting (orientation): Monday June 18, 6 p.m.

Board meeting (executive  
p.m.

selection): Monday June 25, 6

**MEMBER BALLOT LETTER:**

Fiddleheads Natural Foods  
13 Broad Street  
PO Box 1108  
New London, CT 06320  
[www.fiddleheadsfood.coop](http://www.fiddleheadsfood.coop)



Cooperative

May 24, 2007

Dear Members,

Enclosed in this mailing you will find a ballot for voting on the proposed Fiddleheads Board of Directors slate for 2007 as well as the bios of all the candidates. Please review all the bios and the following explanation of the voting procedures. You may either return your ballot at our Annual Membership Meeting on June 2, 2007, 10AM at the store or you may mail your ballot, **postmarked by June 6, 2007**, to:

Aldrich, Perkins, Mulcahy & Heap, LLC  
Fiddleheads Mail Ballot  
567 Vauxhall Street Ext  
Waterford, CT 06385

Articles IV, V, VI of our Bylaws explain the role and responsibilities the Board of Directors holds within the Co-op. Section 4.2 states "The Board shall consist of not more than fifteen (15) and not less than seven (7) directors, to be elected from the Members at large." Several of the cooperative world consultants that Fiddleheads has been working with recommended that the Co-op elect a nine member Board this year.

Five Directors of the current Board do not have expiring terms. These Directors who are not up for election are: Sara Kimball, 2009; Janelle Leroux, 2008; Michele Millham, 2009; Jody Noe, 2009; and Richard Huhn, 2009. You will not find these names on the ballot's slate.

To create a nine member Board of Directors, four slots would have to be filled in this year's election. However, six candidates have come forward with interest in joining the Board. After again consulting with the experts, the Board of Directors has accepted the Nominating Committee suggestion to accept all these candidates. The reason to increase to an eleven member Board is simple and valid: a couple extra hands to do the enormous amount of work necessary to open the Co-op's doors. All six candidates would be elected for three-year terms, expiring in May 2010.

The Membership is being asked to accept the proposed slate of candidates with a vote of yes or no. The reason we vote by slate and do not vote for every candidate individually is because we have not received enough nominations to hold a contested election. In order to have a contested election, we would have needed to receive at least two nominations per slot that needed to be filled. (With four slots to fill, this would mean eight nominations; with six slots we would need twelve nominations).

The Board of Directors has issued a mail vote to ensure the maximum participation of our nearly 600-member Co-op. We hope to see as many members as possible at our Annual Membership Meeting on June 2<sup>nd</sup>, but we realize how over-committed most of us are at this time of year! The Annual Meeting will allow for plenty of time to answer questions about the entire voting process. Members may then choose to leave their ballots in a locked ballot box at the Annual Meeting or return them via mail directly to a

neutral party, postmarked by June 6<sup>th</sup>. (If you would like to vote at the Annual Meeting, please be sure to bring your ballot with you)!

To ensure that the Board election is fair and that the results are unquestionable, we have asked Aldrich, Perkins, Mulcahy & Heap, LLC to receive and tally the ballots for us. No Fiddleheads member, including any member of the current Board of Directors, will have access to these ballots. The election results will be delivered to the Co-op by Wednesday, June 13<sup>th</sup> and posted on our website by Friday, June 15<sup>th</sup>. If the slate is approved, the 2007-2008 Board of Directors will convene for orientation on Monday, June 18<sup>th</sup>, and will elect the Executive Council on Monday, June 25<sup>th</sup>.

If the slate is not approved by the Membership, the Nominating Committee will revise the current slate and this new slate will be resubmitted to the Membership for another vote. Additionally, if the current slate is not approved, the Co-op will also hold another meeting of the Membership prior to the election.

If you have any questions regarding this election, the candidates, the process, or the Co-op in general, please attend our Annual Meeting on June 2<sup>nd</sup> at 10AM at the store, located at 13 Broad Street in New London. Or you may contact Sara Kimball at (860) 984-3488 or [sara\\_ann\\_Kimball@hotmail.com](mailto:sara_ann_Kimball@hotmail.com) or Michele Millham at (860) 464-9609 or [bobmichelem@netscape.net](mailto:bobmichelem@netscape.net). As always, we thank you for your continued support! Be well.

Warmly,

Fiddleheads Board of Directors:  
Sara Kimball, Interim President/Secretary  
Janelle Leroux, Vice President  
Annie Chambers, Treasurer  
Michele Millham, Chairwoman of the Board  
Jody Noe  
Richard Huhn  
Amy Sarcia  
Elizabeth Aldred