

Fiddleheads Natural Foods Cooperative, Inc.
Minutes of the Board of Directors
Monday June 25, 2007

The Board of Directors meeting was called to order at 6:10pm with the following Board Members in attendance: Ed DeMuzzio, Amy Sarcia, Dr. Jodi Noe, Ellen Anthony, Richard Spindler-Virgin, Jae Bouchard and Annie Chambers. Also attending were 8 members of the Cooperative. The Board introduced themselves to each other and to the membership and gave the following summary of their backgrounds and reasons for involvement:

Ellen Anthony is a cooperative member newly elected to the Board; she is a native of New London and wants to do her part to get the cooperative open as she believes it will be good for the City of New London.

Ed DeMuzzio is a newly elected member of the Board. He is a business owner in New London and also feels that the cooperative will be a great asset to the City.

Jae Bouchard is a newly elected member of the Board and is a purchaser and consumer of organic foods; she is a New London resident who feels that she has much to contribute to expedite the opening of the store.

Richard Spindler-Virgin is a newly elected member of the Board; he believes that Fiddleheads will benefit the entire region and lives a partially organic lifestyle. He has no background in business but spent a career as an educator and administrator.

Dr. Jodi Noe has been with Fiddleheads for two years and has lived an organic lifestyle for 30 years. She has opened cooperatives before. Jodi is a naturopathic physician.

Amy Sarcia is a real estate agent, caterer and mother of two; she has been involved in Fiddleheads for several years and previously served as President of the Fiddleheads Board.

Annie Chambers previously served as Treasurer of the Board and has been involved with Fiddleheads for one year. She adapted a partially green/organic lifestyle as a result of a tragic accident.

The Board discussed the fact that, with the recent resignations from the Board, there was not a quorum of previous members who had attended the meetings of April 24th and 5/30; thus, the minutes of those meetings could not be approved. We all agreed to enter them into the Books and Records of the Cooperative without approval/acceptance.

Amy Sarcia will see that the email addresses for all current Board members are transmitted to each Board member and Ed DeMuzzio will see that they are also posted on the Web Site.

Laura Natush spoke during the open member comments. She thanked all of the “veteran” Board members for their past efforts on behalf of the cooperative and thanked the new members for their willingness to get involved. She was concerned that community/member confidence in the cooperative was quickly eroding and that the public needed more than small incremental changes. She addressed two ways that she felt that we could work to improve this situation:

1. Instigate a recall process as outlined in the By-Laws to recall veteran Board members (Chambers, Noe and Sarcia). She was particularly concerned with Sarcia’s continued involvement.
2. Reinstate Richard Krasner as General Manager. She felt that this would right a tremendous wrong, would eliminate a wrongful termination lawsuit that could cost the cooperative significant monies and would be seen as a major step to rebuilding community confidence.

Laura also addressed the issue of the Founder and the Founder’s official role as addressed in a change to the By Laws as providing vision to the Board. Laura felt that this official position defied the democratic process of the membership and asked that the Board reconsider this position.

The members of the Board thanked Laura for her comments and concerns.

Again, given the recent resignations and the resulting incomplete transfer of responsibilities, the current Board wanted time to read and understand the By Laws, Code of Ethics, Confidentiality Agreement, D & O Policy, CDI/CDS Toolbox and Business Plan before they elected officers. Amy Sarcia agreed to deliver copies of all of these materials to all of the new Board members the next day (Tuesday) and all agreed to read them and be prepared to elect officers and execute documents within one week. Annie stressed the importance of completing the process so that filings could be made on a timely basis with the Secretary of State.

Discussion commenced as to the involvement, cost and role of the attorneys who are involved with Fiddleheads. Amy indicated that three attorneys presently consult with us: The national cooperative attorney advises us as to Policy Governance and By-Laws. Ellen Brown is working on our behalf to negotiate the stalemate with our landlord, represented by George Kanabis, over the condition of the roof. Thus far, she is doing the work pro-bono. Tony Basilica is working on our behalf and that of Tony D’s (the largest tenant in the building) to get our landlord to address the brick wall that needs to be re-pointed. He too is working pro-bono. Jae indicated that we were being too passive and that we needed to turn up the pressure with threats of a lawsuit if we had to in order to get this situation resolved as these two issues were holding us up and delaying the time line.

This was, in her opinion, completely unacceptable. The Board also discussed withholding at least 3 months rent as an incentive to get our landlord's attention. At this point, Hank O'Reilly spoke on behalf of the site/development committees and emphasized the severity of the delays; he added that Tony DeAngelo (Tony D) needs our cooperation to install a chimney that was aesthetically pleasing to us and functional for his business. Jae, Ed and Annie offered to contact Tony Basilica and get a meeting scheduled with representatives of Tony D's to develop a united front to pursue this issue. Richard moved to authorize this group as a subcommittee to pursue a settlement on our behalf; Amy seconded this motion and it passed by a vote of 7-0-0. Annie agreed to contact Tony within the next week and get this meeting scheduled.

The role of Chairman was discussed. The responsibilities of this role are to set the Agenda, prepare and deliver the Board materials and to insure that Policy Governance is followed at all Board meetings.

The Board reviewed the roles and responsibilities of the committees as detailed on a separate page. Prior to that, there was discussion as to whether Board Members had to chair the committees. An interchange between the Board and the members present took place with a member suggesting that we consider the role of a liaison. All agreed that this could work effectively to enhance communication and understanding and felt that if the Bylaws needed updating to allow for this, it could and should be done. We also agreed that if the liaison or committee chair could not be present at a Board meeting, that they should deliver their reports to the Board a few days prior to the meeting so that questions or concerns could be reasonably addressed at the meeting. A member also suggested that we develop an Organizational Chart to address roles and responsibilities and chain of communication and volunteered to assist in that effort; thank you Carol.

Discussion took place as to the Fundraising and Member Loan Committees; all felt that these committees while valuable concentrated too much on smaller dollars. A member suggested that a Capital Campaign Committee was needed and all agreed. Annie agreed to work with a couple of member volunteers to formulate a job description and game plan for this committee.

On behalf of the Site and Development Committees, Hank and Annie agreed to see that the Time Line was updated and transmitted to Ed DeMuzzio, who volunteered to see that it was posted on the web site. Hank also agreed to have Bill Gash email the estimates for the repair of the wall to all Board Members. Hank also updated the Board on the floor saying that it was not a volunteer job and that the only hold up was funding and acceptance of the floor plan. The Board did not feel comfortable approving a floor plan until all had had a chance to review it and until the site committee was comfortable with the location and design of the chimney.

Sheila agreed to consider returning as Chair of the Vendor Committee after discussion of her past involvement in this role and her interaction with the previous role.

Amy discussed Board Training and the fact that the dates, times and cost were directed by Marilyn Sholes's schedule. As soon as officers are elected, Amy will contact Marilyn to get potential dates and will email such to all Board Members.

New Business was tabled for discussion at another meeting as was the Board calendar. Ellen Anthony offered to email a calendar to all so that we could enter our preference and reasonable accommodations could be made.

The Board adjourned to Executive Session at 9:12 pm.

Respectfully Submitted,

Annie Chambers
Scribe