

## Agenda

Fiddleheads Food Coop Board of Directors  
Hygienic Gallery, Bank St., New London  
6:30 - 8:30 pm, August 14th, 2007

call to order - Dick

### Directors:

Ellen Anthony, Secretary  
Jae Bouchard  
Annie Chambers, Treasurer  
Ed DeMuzzio, Vice-president  
Sheila Herbert  
Allen Longendyke  
Laura Natusch  
Richard Spindler-Virgin, President  
Jim Stidfole

quorum (at least 5 people) - Ellen  
reading of FH mission statement  
agenda: changes and approval - Dick  
corrections/approval of August 7th minutes  
Member comment time  
adjourn to executive session for personnel matter discussion  
reconvene  
set agenda for next meeting  
adjourn.

Fiddleheads Food Coop Board of Directors  
Hygienic Gallery, Bank St., New London  
6:30 - about 10:00 pm, August 14, 2007

6:35 call to order - Ed

### Directors present:

Ellen Anthony, Secretary  
Annie Chambers, Treasurer  
Jae Bouchard  
Ed DeMuzzio, Vice-president  
Sheila Herbert  
Allen Longendyke  
Laura Natusch  
Richard Spindler-Virgin, President  
Jim Stidfole

Quorum is at least 5 people. OK.

Co-op members present: Bob Bunting, Judi LaCava Goldkamp, Karl Goldkamp, Kristin DeMuzzio, Richard Krasner.

Guest present: Meredith Diette, Attorney-at-Law.

reading of FH Mission Statement: Laura

agenda changed and approved (addition of Finance Update)

MOTION by Annie, seconded by Sheila: approval of August 7 minutes: passed unanimously.

Member Comment/Director Comment

Judi LaCava Goldkamp: She's disappointed with this Board of Directors, particularly in the lack of resolution regarding Richard Krasner. She points out that last week, Dick Spindler-Virgin said that the motions passed by members at the annual meeting weren't legally binding because they weren't on the agenda. However, she says, in that case the bylaw change which allowed voting by slate also isn't binding, because it wasn't on the agenda either. Therefore the election isn't valid and the BoD isn't a legal entity. She also says that because the motion to terminate Richard Krasner wasn't on the agenda of the April 17th meeting, that vote isn't legally binding and Richard is still our General Manager.

Ed DeMuzzio: If the BoD isn't a legal entity, where do we go from here? For example, if he's not legally a director, can he sign loan applications?

Judi: She had suggested the Board go forward until June, then have open elections for individuals rather than by slate. She wouldn't be pursuing this now if she trusted the Board. She reminds the Board that the motions passed by members aren't in the minutes from the annual meeting.

Karl: Says the Board has to be consistent: either action items have to be on the agenda in order for votes to be binding, or they don't. But the Board can't have it both ways. He also says that Richard's reinstatement isn't negotiable. It's hypocritical for the Board to ask for so much information about Richard (access to personnel file) without going through an equivalent vetting process for directors.

Allen: Supports Karl, says this has been a fishing expedition to find something wrong with Richard.

Jim Stidfole: Disagrees with Karl, saying you can't compare a volunteer board with an employee.

Ed: Common practice—employees go through an application process, directors don't.

Judi: The coop won't find employees with that process. She's never had to authorize anyone to read her personnel file.

Bob, Annie, Ed: Checking personnel files is common.

Sheila: The Board has been looking for the annual meeting minutes. She hopes we can resolve this.

Ellen: The minutes when Richard was hired don't show proper process either.

Kristin: This Board isn't speaking with one voice; it's speaking with Dick's voice. She objects to the Board moving into executive session. She wants a more open process. She says that members want Richard reinstated. Richard's been waiting. It's the most important thing.

Meredith: It's a personnel decision and can only be discussed in closed session.

Kristin: It's not a personnel decision. His termination is illegal. He's going to sue the coop and the coop will go under.

Ed: We can't make a decision based on threat of litigation. That's something our insurance will have to deal with.

Judi: Says that although our insurance may cover our litigation costs, we will lose the support of our members. She says people are disgusted with the way Richard has been treated.

Annie: During Board training, Marilyn (Scholl) was clear the directors represent 600 members. We can't just focus on the 100 who are most vocal.

Sheila: Hopes that once we've resolved this personnel issue, we'll limit executive session.

Richard: Insurance doesn't cover litigation costs if directors knowingly did something wrong.

Karl: The comments aren't about Richard but about process. Why is this level of information being requested? Why now, when it wasn't like this before? This is the wrong time for a closed process.

Ed: Richard was our first employee, and he should have had a more thorough background check. This sets the standard for future hiring practices.

Bob: According to policy governance, the directors need to speak with one voice.

Richard: That's about actions, but directors can disagree prior to a vote.

Bob: Did the whole Board ask for this vetting? If they did, they should speak with one voice. If not, the action shouldn't have been taken.

Annie: There should be a higher level of background check for people, including directors, who handle cash, and are therefore bonded and insured at a different level.

Allen and Kristin state that in the past, the 24-hour notice for action items was technically in place, but not used in common practice.

Finance Update:

*Member Equity account:*      \$ 64,598.63

*Member Loan account:*      22,794.83

*Working Funds account:*      375.42

Annie has made up a spread sheet for all the member loans.

Discussion of loans and related issues.

Annie asked "permission" or approval to visit Richard Dines at the NCB in Washington DC. We agreed she doesn't need permission to visit, but notifying the Board is appropriate.

7:45?

MOTION by Jim/Annie: to move to executive session to discuss employee issues with invited guest, Attorney Meredith Diette. Unanimous approval.

10:15

MOTION by Jim/Allen to move into open session, passed unanimously.

Annie will look into professional fundraisers.

Allen knows Bruce McDonald who can help with PR writing.

Laura says Laura Cordes is interested in Volunteer co-ordinating, and is willing to ask people for money.

10:30

MOTION by Annie/Jae to adjourn. Passed unanimously.