

# ***Fiddleheads – Board of Director***

## ***Meeting Minutes***

November 20, 2012

### **I. Call to order**

**Susan Zimmerman** called to order the regular meeting of the Fiddleheads Board of Directors at 7:35PM on **November 20, 2012** located at **105 Huntington Street, New London, CT**.

### **II. Roll call**

The following persons were present:

Mark Roberts

Lisa Cygan

Ed Demuzzio

Lee Boltz

Mona Harmon-Bowman

Donna Laughlin

Suzanne Cattanach

Susan Zimmerman

Carolyn Wilson

The following were absent:

Jamie Lee

Sue Phillips

Ellen Clinesmith

Members: N/A

### **III. Approval of minutes from last meeting**

The minutes were not approved for October 2012 and will be tabled  
Susan Zimmerman will review discrepancies with Jamie Lee  
Carolyn will look into a recorder to record board meetings

The minutes were approved for October 2012

(Mark Roberts – Motion/Donna Laughlin – Second) All in favor (10) Opposed (0) Abstain (0)

### **IV. Member Comments**

- a) Concern that particle board was brought into store. Donna will call Ikea to find out about off-gassing in particle board.

### **V. Secretary's Report**

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- a) Ed DeMuzzio reported for Jamie Lee the following:
  - a. Facebook likes increased to 1170
  - b. Membership has gone up slightly to 1583
  - c. Jamie Lee has reported that she has not gotten the members access from Allen. Dick will follow up with Allen.

### **VI. Presidents Report**

- a) None

### **VII. Financial Report**

- a) Ed DeMuzzio was hoping to have PNL but this has not been submitted by volunteer who is helping with that.
- b) When PNL submitted there will be a budget and finance committee meeting.
- c) Ed monitors cash situation daily – had 100k in outstanding checks and we only had 75k in bank.
  - a. Dick noted that a cash deposit had not been done in 5 days
  - b. Ed wants to let board members know that he was concerned that we need extra savings in case we need to dip into it. This amount of spending is due to our growth which needs to be monitored.
- d) Susan Zimmerman questioned where we are with the POS System accounting for our inventory. Ed responded that this is still a work in progress.
- e) Sales report by Mark Roberts
  - a. Reported October sales forecast was higher than actual sales in October.
  - b. We are running 95% of our forecast for the year and expect to earn 1.9 million and 3 million for 2013.

### **VIII. General Manager's Report**

- a) No comments on General Managers Report
  - a. Dick (GM) talked about volunteer coordinator starting orientations this month
  - b. Lisa Cygan encouraged board members who are interested in becoming ambassadors to talk w/volunteer coordinator

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### **IX. Old Business**

- a) Ed DeMuzzio provided update on loan agreement – wants to have special meeting. Special Meeting occurred after Board Meeting from 9:45-9:55PM
- b) Mark Roberts – Board Budget proposal of \$15k to cover CDS consulting, 7K, NCBA conference in Boston this year, CCMA, NCGA (in the Fall), NCGA Strategy Conference (in Spring). Misc. Expenses of \$1k for books, etc...
  - 1. Susan Zimmerman discussed CDS consulting fee of \$6150.00 includes annual fee increase, board leadership training (January 26, 2013), strategic seminars (bringing boards from other co-ops to discuss strategies) and strategic seminars for staff, 15 hours consulting time used in variety of ways (additional hours can be purchased).
  - 2. Consultant available to talk with board every month to stay abreast of any issues.
  - 3. Access to CDLD library.
- c) We will be working toward a yearly calendar for the board. We can include board trainings.
  - 1. January is CBL 101 and Leadership Training
  - 2. March is Strategic Seminar
  - 3. June is CCMA Conference
  - 4. September Fall Gathering

Motion by Mark to approve board budget as proposed.

Second: Mona Harmon-Brown All in favor (9) Opposed (0) Abstain (0)

### **X. New Business**

- a) Late Add: Getting checking account
    - a. Dick (GM) requested access to separate checking account to write checks for petty cash expenses totaling up to \$500.00 per month.
    - b. Mark Roberts made this motion to create petty cash account to be managed by the GM totaling \$500.00 per month
- Second: Susan Cattanaach All in favor (9) Opposed (0) Abstain (0)
- “The below regarding governance is actually old business”
- b) Mark Roberts – proposal for permanent governance committee that is open to members, former board members, and staff.
    - a. Would meet monthly, eventually bi-monthly

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- b. Strategize what kind of members that we want to invite on the board in the future
- c. Possible orientation for people that are interested in becoming board members so they can learn what the responsibilities will be
- d. Create individual plans for each director

Motion by Mark Roberts:

- e. Governance Committee chartered as described in the attached proposal
- f. Maximum of 6 participants who will be approved by the board of directors with Mark Roberts as the chair person

Second: Lisa Cygan All in favor (9) Opposed (0) Abstain (0)

Second Motion by Ed DeMuzzio:

- a. Expand the duties of the governance committee that they propose membership in other standing committees and the officers for the board

Second: Mona Harmon-Brown All in favor (9) Opposed (0) Abstain (0)

- c) Review Emergency Preparedness
  - a. Susan Zimmerman and Ellen Clinesmith brought this issue up after our two recent storms,
  - b. Dick (GM) will check with CL&P to check on how many power outages there have been in our location. The set up of a generator and wiring needed – it will be costly. He looked into using freezers and refrigerators at coast guard and Connecticut College; however this has not been authorized at this time.
  - c. Front windows are hurricane rated. Some are older and the new ones are safety glass. The old ones were hurricane rated at the time there were installed several years ago.
  - d. Loss of product: we are insured for this. We are not sure of deductible cost but Ed thinks it's around \$1,000.
    - i. Dick (GM) discussed that if there is a product loss, some loss might take time to claim affecting store finances.
  - e. Susan Zimmerman asked if communication was an issue and if there was nothing that came up this time. Discussion led to creating phone tree.
- d) Lisa Cygan: updating board that 5<sup>th</sup> Birthday party is 2/2/13 and if they are interested in helping with this event they should contact volunteer coordinator.

### **Task Force Reports:**

#### **a) Owner Member**

- a. Category of owner member applies to people fully paid (\$175) and they would be given something to indicate share, member discount, and discount on member appreciation days as well as voting rights.
- b. Partially paid provides discount not have voting rights, not have a share, get discount on member appreciation days if made payment in last 3 months.
- c. Dick is hoping that POS System will be set up to track people who still owe money on memberships
- d. Military and Student Discounts – propose to discontinue \$25 per year membership and give them a discount instead. Note: Dick will direct staff/volunteers not to sell anymore student/military memberships for now till finalized.
- e. Anyone can volunteer

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- f. Next step is to amend bylaws, which requires publicized in advance the changes before the votings so people can make comments. The bylaw language has to be drafted and members of this task force were invited to the next By Laws Task Force meeting on December 5. A copy of recommendations will be forwarded to the By Law Task Force before its next meeting.

Motion by Mark Roberts to adopt the recommendations of the Owner Member Task Force.  
Second: Mona Harmon-Brown All in favor (9) Opposed (0) Abstain (0).

### **b) By Laws Task Force (Lee Boltz, Susan Zimmerman)**

- a. Group decided to reboot using the By Laws template drafted by CDS Consulting.
- b. Article 2 in bylaws will need to be incorporating the recommendations of the Owner Member task force.

Next By Laws Task Force Meeting: December 5<sup>th</sup> at 5:30PM

### **Next Meeting**

- c. December 18<sup>th</sup>, 2012 at 6:30PM
- d. All board members prepare by reading GM Board policy that we got at retreat. Board members should review section D Global Board Management Connection. CDLB Policy register template we all received from Joel prior to retreat if you need another copy Susan Zimmerman will email it to you.

Announcements:

December 8<sup>th</sup> Dedication of Awning, First recognition of working member of the month.

## **XI. Adjournment**

**Mona Harmon-Bowman** motion to adjourn the meeting at **9:40PM**

Minutes submitted by: Jamie Lee (notes taken by Lisa Cygan)

Minutes approved by: BOD at December 18, 2012 BOD Meeting