

Fiddleheads – Board of Director

Meeting Minutes

December 18, 2012

I. Call to order

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at **6:35PM on December 18, 2012** located at **105 Huntington Street, New London, CT.**

II. Roll call

The following persons were present:

Mark Roberts

Jamie Lee

Ed Demuzzio

Lee Boltz

Mona Harmon-Bowman

Donna Laughlin

Suzanne Cattanach

Susan Zimmerman

Carolyn Wilson

Ellen Clinesmith

The following were absent:

Lisa Cygan

Sue Phillips

Members: N/A

III. Approval of minutes from last meeting

The minutes were approved for November 20, 2012

(Susan Zimmerman – Motion/Lee Boltz – Second) All in favor (9) Opposed (0) Abstain (1)

IV. Member Comments

a) No member comments

V. Secretary's Report

a) No Report

VI. Board Process Discussion

a) CBLD Policy Template Section D Board-Management Relationship

1. Reviewed sections D – D4: All points were discussed with the following exceptions:

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2. D2 Point # 1 – Rewrite and review at January meeting
 3. D4 Point # 2 – change wording: remove the word ‘by’ and add ‘limited to’ and after the word ‘of’ add ‘the following’. Change word ‘disinterested’ to ‘neutral’.
 4. D4 Point # 6 – Add dates: January through December and for the last date no later than April 30.
- b) Agenda Planning Template
1. Monthly agenda planning done by chair with input by board
 2. Add to template Time/Purpose/Action and Leader
 3. Agenda sent 5 days in advance of meeting
 4. Materials in agenda sent to chair 7 days in advance
 - i. Note: Sue will send reminders till new process takes hold
 5. Discussion about appropriateness of agenda items Board vs. GM items
 - i. Suggest January meeting to focus on policies
 - ii. Adopt transition agenda till template is used – Sue and Mark will discuss with Joel
 - iii. GM Reports to cover operations, financials, members and forecasting
- Budget approval for this year will be done by Board per bylaws section 7.2

VII. Financial Report

- a) No Financial Report
- b) Sales Forecast by Mark Roberts
 - a. Handouts provided
 - b. Key points 77% increase for 2013 forecast

VIII. General Manager’s Report

- a) Donna researched the issue brought up regarding off-gassing from the ikea products purchased and was determines that it meets CA standards and okay to use. Prolonged exposure is an issue, but not in this case

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- b) Question regarding price difference than what is posted vs what it scans applies to stores larger than 10,000 sq.ft. Would not apply to Fiddleheads as sq ft is less than 10,000.
- c) Budget review:
 - a. Increase staffing costs was only for 6 months employment
 - b. More staff needed if hours are extended
 - c. Mona asked how burnout is monitored – Dick replied that look for signs and most of FH volunteers speak up when they are feeling overwhelmed.
- d) Susan asked if Board Budget is separate. Yes, it is a separate line item.

Mark Roberts – Motion to approve 2013 budget as presented (see attached) / Suzanne Cattanach – 2nd (All in favor = 10) (Opposed = 0)

Task Force & Committee Reports:

- a) **Governance Committee**
 - a. Mark provided handout of BOD Development Sheet
 - b. Suzanne asked question if Governance makes recommendations on Board Members and Mark confirmed
 - c. Currently there are two members on Governance, Lisa and Mark
 - d. Office roles to be defined in policy template
 - e. Board members to send email to Mark when can meet 1:1

- b) **By Laws Task Force (Lee Boltz)**
 - a. Met Tuesday, next meeting January 9th
 - b. Made progress, however, not ready to make recommendations yet
 - c. Target date for recommendations February meeting

IX. New Business

- a. Conn-Serv Proposal (Presented by GM – Richard)
 - i. Improve Energy Conservation
 - ii. Make Recommendations
 - iii. Assist making changes in coop
 - iv. Receive credit for making changes
- b. Recommendations:
 - i. Lights
 - ii. Coolers
 - iii. Controls and regulators
- c. Additional Notes:
 - i. They do all the work
 - ii. Overall savings and energy benefits
 - iii. Project to start immediately with no set end time established

Mona – motion to approve entering into agreement for proposed plan / Mark Roberts – 2nd
(All approved = 10) (Opposed = 0)

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X. Unfinished Business

None

Next Meeting January 15th at 6:30PM

XI. Adjournment

Mark Roberts motion to adjourn the meeting at **9:04PM**

Minutes submitted by: Jamie Lee

Minutes approved by: By Board during Board Meeting on January 15, 2013