

FIDDLEHEADS BOARD OF DIRECTORS

Meeting of June 18, 2013 [Draft Minutes prepared 6/25/2013.]

(Once minutes approved replace bracketed item with Minutes approved and date.)

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:30pm on June 18, 2013 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

List Name (and any parts of meeting missed) (move to absentee list as necessary)

Susan Zimmerman, President
Mark Roberts, Vice President
Ed Demuzzio, Treasurer
Lisa Cygan
Lee Boltz
Mona Harmon-Bowman
Carolyn Wilson
Sue Phillips
Ellen Clinesmith
Jamie Lee

The following Board members were absent:

Suzanne Cattanach

The following addition persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager
Jessica James-Carnes, Member Outreach Coordinator

III. AGENDA REVIEW

Nothing added to the agenda at this time.

The General Manager offered to do some training for board members and the best time was determined to be prior to board meetings at 6:00, beginning next month.

Interim Secretary was removed from the agenda

IV. MEMBER COMMENTS (By board policy limited to 2 minutes per speaker.)

No members present.

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V. APPROVAL OF MINUTES FROM PRIOR MEETING(S)

Date of Meeting: May 21, 2013

Discussion/Corrections:

small editorial changes.

Board budget-add: to address board questions raised at the March meeting. New paragraph, separate topic: Audit

Annual Meeting Task Force: change wording: Depending on where meeting is held, door would need to be staffed.

Motion to accept May minutes with the proposed changes:

Movant: Sue Phillips

Second: Mark Roberts

Those in favor of approval (as corrected): 9

Those opposed:

Those abstaining: 1 (Jamie Lee was absent to May meeting)

Action Items: Alyssa will make corrections to the May minutes. Jamie Lee will send a copy of finalized minutes to board members. Ellen Clinesmith will update website.

VI. Approval of General Manager's Monthly Update and May Sales Report

Summary: An inventory is scheduled for before July 4th, to be completed by an inventory company. Some member will still be asked to volunteer to help with certain portions of the inventory, such as weighing bulk items.

The General Manager extends a thank you to Jessica for her work. School tours have been organized with local schools (Multicultural Magnet School, two classes from Nathan Hale) with help from John Seargent. These tours includes sampling, farmers meeting and talking with students, and staff talks from the store standpoint. This in turn helps the schools incorporate healthy food/snacks in the school and the students are more receptive.

There was also an explanation of a few rows on the attached report, for example, some of the numbers were reflecting the number of shoppers.

An update on Fisher's Island program: There exist 2 regular shoppers, but publicity for this program will be increased. Some kinks are still to be worked out considering the shipping containers for the products

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Motion to accept GM's report:

Movant: Ellen Clinesmith

Second: Lisa Cygan

Status of Motion:

Those in favor: 10

Those opposed: 0

Those abstaining: 0

VII. GUEST PRESENTATION: Volunteer Programs

Jessica James-Carnes, Member Outreach Coordinator

Summary: Jessica explained a shift in the way members are currently and will be involved at the coop. With the addition of more paid employees at the store, member volunteers, once needed to mainly fill shifts, will be able to provide more outreach in the community. To this end, Jessica attended a Neighboring Food Cooperative Conference to network and gather information and ideas with others in her position.

In addition, Jessica has been holding Member Orientations. There have been 22 since November and 49 new members were added in total. The purpose of the Orientations is to help members connect with their cooperative and feel more ownership and familiarity with the store. These orientations include a tour and information about how to be a working member. In addition to these orientations, there have also been one to two outreach events per month, such as staffing tables at health fairs in the area.

Board also reflected positively, favorably on having the presentation from someone from the store.

Action Items: Jessica will provide Member Orientation to the board so they may attend. Jessica will work with Jamie Lee on a potential youth program. There will also be future discussion of an Outreach Committee.

VIII. TREASURER'S REPORT/FINANCIAL REPORT

Discussion/Summary: The Treasurer, General Manager, and accountant have reconciled how they will present the financial data and they will continue to present the data in this format. The GM explained how the numbers are calculated and explained how the process is more authentic. The financial information is being reported from an accrual basis.

A physical inventory will be scheduled for July.

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Action Items/Person(s) Responsible: GM will distribute the information in an electronic version.

Motion to accept Accountant's report:

Movant: Mark Roberts

Second: Jamie Lee

Status of Motion:

Those in favor: 10

Those opposed: 0

Those abstaining: 0

IX. BOARD REPORTS: Board Governance Committee

Summary: *(Provide summary of verbal report of indicate that a written report is attached.)*

President proposes reevaluating some aspects of this committee to ensure it is maximizing it's effectiveness.

Motion to do an after action review of Committee charter:

Movant: Mona Harmon-Bowman

Second: Lee Boltz

Those in favor: 10

Those opposed: 0

Those abstaining: 0

X. BOARD DISCUSSION

A. Draft By Laws (Board Packet)

Summary: Background reviewed. The Proposed Interim Bylaws were prepared to be voted upon, to be revisited after issues with articles of Incorporation are resolved.

Institutional memberships were eliminated, a legal language issue resolved, and an issue with patronage distributions was also resolved. The Proposed Interim Bylaws did retain the right of the board to change the bylaws. Ultimately that power will be returned to the members, but after all issues are resolved.

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Action Items/Person(s) Responsible: The language concerning the bylaws and member/owners will be made consistent.

Bylaws, Member-Owner (language to be consistent)

Motion to accept motion, granted that the designation for the Bylaws and Member-Owners is consistent.

Movant: Mark Roberts

Second: Lee Boltz

Those in favor: 9

Those opposed: 0

Those abstaining: 1 (Ed Demuzzio)

B. Policy Manual (Board Packet)

Summary: The board flagged areas of concern with the attention of accepting the remainder of the document, and revising problem areas later.

Motion to approve policy manual with the editorial changes proposed and to remove from this motion section C5-2c, C5-7 and C6.

Movant: Mark Roberts

Second: Ellen Clinesmith

Status of Motion:

Those in favor: 9

Those opposed: 0

Those abstaining: 1 (Ed Demuzzio)

Action Items/Person(s) Responsible: D4 some dates will be corrected.

Sections C6 (regarding officer roles), and C5 (board member code of conduct), specifically C5-2c and C5-7 will now be discussed for possible alteration before adoptions.

Discussion: C5-2c- This section requires a director to resign from the board before applying for a job with the co-op.

The board participated in an in depth discussion of issues that could arise if the language changed to allow board members to apply for jobs at the Cooperative without resigning their position on the board. Multiple perspectives were presented and considered. (Nice)

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Motion to keep language as stated:

Movant: Lee Boltz

Second: Mona Harmon-Bowman

Those in favor: 6

Those opposed: 3

Those abstaining: 1

Motion to add to statement: a resigning member can reapply for the board once the hiring has been determined

Movant: Mark Roberts

Second: Lisa Cygan

Those in favor: 4

Those opposed: 6

Those abstaining: 0

C5-7: This section (C5-7) Conflicts with the Bylaws by requiring a simple majority to vote a director of the board instead of a 2/3 majority.

Motion to remove C5-7

Movant: Ed Demuzzio

Second: Mark Roberts

Those in favor: 10

Those opposed: 0

Those abstaining: 0

C6: This section concerns officer roles and specific discussion concerned a proposal that someone besides the President prepare the monthly agenda, specifically the VP or Secretary, to lessen burden on President. Instead, it is decided the President should continue to set the agenda for meeting, but another board member may facilitate if desired. It is also mentioned that the responsibility to facilitate could be broken up amongst board members. This could allow for experimentation with various facilitating styles.

A discussion ensued:

Motion to add in section 3B - The President will set the agenda for Board Meetings and facilitate the meeting or will ensure the facilitator is adequately prepared..

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Motion to add in section 6A – the Secretary will make sure final versions of the minutes are prepared and distributed each month.

Movant: Mark Roberts

Second: Mona Harmon-Bowman

Those in favor: 10
Those opposed: 0
Those abstaining: 0

C. Monthly Workflow (Board Packet)

Summary: A 3 meeting period was proposed as a trial period for the workflow. There were also some minor editing changes.

The Vice President proposes that when minutes are sent to chair and GM, the board should also be copied.

Action Items/Person(s) Responsible: Secretary will send out a copy of the minutes to GM and all members of the board.

Movant: Ellen Clinesmith

Second: Lisa Cygan

Status of Motion:

Those in favor: 10
Those opposed: 0
Those abstaining: 0

D. Owner Participation in Fiddleheads Board Meetings (Board Packet) : TABLED

XI. CLOSING DISCUSSION

Review Decisions, Tasks, Assignments

Next meeting topics: Audit proposal, written conference reports, finalizing slate of officer candidates, executive session to approve GM evaluation form, owner participation, self assessment discussion set for August meeting,

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Agenda Preview: a committee was created to review the self-assessment and report back to the board in August. Committee members include: Lee Boltz, Mona Harmon-Bowman, Carolyn Wilson, and Sue Philips.

A Debrief of the meeting by the board was added.

XII. ADJOURNMENT

Sue Phillips moved to adjourn at 9:12. The motion was seconded by Mona Harmon-Bowman. Voting was as follows:

Those in favor: 10.

Those opposed: 0.

Those abstaining: 0.

Draft minutes submitted by: Alyssa Skaves on: June 25, 2013

Draft minutes prepared by: _____ (name) on: _____ (date).

Minutes approved by vote of the Board on: August 20, 2013 (date)