

FIDDLEHEADS
BOARD OF DIRECTORS MEETING
September 16, 2014
6:30-8:30 PM
105 Huntington Street, New London

Time	Topic	Resource	Board Action/ Outcome	Leader
6:30-	Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in			President
6:30-6:35	Agenda Review		Make any needed adjustments	President
6:35-6:40	Member Comments			President
6:40-6:50	Minutes August 19, September 2, September 4/6 (board packet)		Accept minutes	President
6:50-7:20	Board Discussion <ul style="list-style-type: none"> • Staff Meeting Follow-up <i>Review staff meeting summary (board packet)</i> • Board Process <i>How do we handle input from a Member-Owner or from Staff?</i> • Proposal for Employee Survey and Organizational Structure Assessment <i>Review proposal from CDS Consulting</i> • Electronic Communications (board packet) <i>Is our current practice being followed? Do we need to make modifications?</i> 		Determine action steps Decide on process Approve proposal Review and recommend changes if needed	Ellen Clinesmith President
7:20-7:25	Action Items <ul style="list-style-type: none"> • Appoint two Member-Owners to the Hearing Review Panel • Staff Presentation (from board discussion) 		Discuss and approve candidates Approve action steps	President
7:25-8:10	Executive Session <ul style="list-style-type: none"> • To discuss personnel matter 			President
8:10-8:15	Consent Items-Any item can be removed for discussion at the request of a board member <ul style="list-style-type: none"> • Board Monitoring C3 Agenda Planning 		Accept report	President
8:15-8:20	Consent Agenda Items needing discussion <ul style="list-style-type: none"> • 		Accept after discussion	President
8:20-8:30	Closings <ul style="list-style-type: none"> • October draft agenda (Board Packet) • Meeting Checklist <ul style="list-style-type: none"> ○ Everyone was present physically and attentively ○ No sidebar conversations ○ Maintain topic focus ○ Everyone had a voice and was heard ○ Be honest but not brutal ○ Don't monopolize ○ Clarify the purpose of each agenda item to begin 		Review Evaluate meeting process: what worked and what needs improvement	President President

	<ul style="list-style-type: none"> ○ Signal if you feel personally attacked, disrespected, or put down • Review Decisions, Tasks, Assignments • Adjourn Meeting 			
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BOARD PACKET:

- 1) Draft August 19, September 2, September 4/6 Meeting Minutes
- 2) Staff Meeting Summary and Staff Presentation Proposal
- 3) *What I Want*
- 4) CDS Consulting Proposal
- 5) Electronic Communications
- 6) Board Monitoring Report
- 7) October 7 Draft Agenda

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of August 19, 2014 [Draft prepared August 26, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:38 p.m. on August 19, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Ed DeMuzzio, Treasurer
Sue Phillips, Secretary
Ellen Clinesmith
Carolyn Wilson
Mona Harmon-Bowman
Suzanne Cattanach (arrived at 6:42)

The following Board member were absent:

Bonnie Tompkins

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager
Jessica James-Carnes, Staff
Helen Bardinnet, Working Member
Sheila Herbert, Staff

III. AGENDA REVIEW

Summary: No changes to the agenda proposed.

IV. MEMBER COMMENTS

No comments at this time.

V. MINUTES

Motion to approve meeting minutes for the July 15, 2014 Board Meeting.

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Motion: Ellen Clinesmith

Second: Carolyn Wilson

All in favor: 8

Motion to approve meeting minutes for the July 29, 2014 Board Meeting, with the proposed correction.

The Board would like to amend the language in the motion to seek an additional loan for \$20,000 to “up to \$20,000.

Motion: Mona Harmon-Bowman

Second: Mark Roberts

Abstentions: 1

All in favor: 7

VI. PRESENTATION: COOPERATIVE CAFE

Summary: Susan Zimmerman, with support from Carolyn Wilson and Jessica James-Carnes, made a presentation about the CDS Cooperative Café attended in March 2014. They made a PowerPoint presentation that included: what is a cooperative café, what were this years questions, what did we share and learn.

Cooperative Café is workshop organized by CDS (our consultants) in a World Café format, where small groups discuss the same set of questions and share ideas. Representatives from every level of the Co-op structure were present at the workshop for discussion.

This year’s questions were: *How can we begin to shape cooperative democracy and participation as a driving force for the success of our co-ops? What is cooperative democracy?* Discussion was organized under the rubric of USE – OWN – BELONG – SERVE as a way to think about member participation, with a particular focus on what it means to serve the co-op, although member participation reflects all levels, from shopping to running the Board.

The Board would like to change how participation is discussed, placing a greater emphasis on valuing every level of participation and would like to extend an invitation to serve the co-op, rather than trying to persuade members to get involved.

The Board brainstormed ideas about how to create a more welcoming atmosphere for participation, including publishing Ends, making a video sharing the Fiddleheads story, using charts to illustrate the co-op’s economic impact on Southeastern Connecticut, and encouraging Member-Owners to tell their own Fiddleheads story to friends and family. To this end, 30 minutes at the end of the next meeting will be devoted to discussing how

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the Board could publish the Ends and Board members should come prepared to discuss outcomes. CDS Consulting has a variety of videos on their website and CBLD Library is also a great resource.

VII. GM UPDATE REPORT

Summary: Charities selected for the Neighborly Nickels program are to be the American Humane Society, Habitat for Humanity and FRESH. The information will be included in the weekly e-blast but also might be appropriate for a press release. Store hours will be changing as of September 2nd.

VIII. CONSENT ITEMS

Motion to approve Board Monitoring C2: Board's Job and Board Budget 2Q Actuals.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 8

IX. ITEMS NEEDING DISCUSSION

A. GM Monitoring Report A Ends (Part II)

Summary: Shortly before the meeting, GM sent out a corrected version of ends policies, as ends #A6 had been omitted from version in Board Packet. Board agreed to discuss A4 and A5 and defer A6 to next month as most of Board had not has an opportunity to review the corrected version.

The Board clarified with the GM their intent behind terms in the Ends statements were reasonably interpreted in what he submitted.

A4: The GM shared his interpretation of the Ends generated by the Board and some possible data points. "Support co-ops" was clarified to include "Support co-ops of any kind." Some discussion of offering courses/curriculum on the co-op business model was discussed. The presence of a bookstore co-op in the community should be shared in the e-blast. GM also noted that the co-op fair should have been mentioned in this section of the report, and that he will add it in the final. GM will prepare a final monitoring report on End Policies for next meeting and that will be final copy to use for evaluation activities.

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A5: Food Health Knowledge: The Board agrees with the GM's interpretation.

A6: Will be discussed next month.

B. GM Monitoring Report B1 Financial Condition

Summary: The GM and Board reviewed the document and outlined some improvements. The GM will resubmit the report next month with the changes discussed.

X. ACTION ITEMS

Summary: The Board is to act on the following resolution: *Resolved the BOD of Fiddleheads Natural Foods Co-op authorizes General Manager, Richard Virgin, to reopen the Refrigeration Fund account with CFNE for the purpose of receiving donations individuals wish to make to the fund.*

Motion to reopen Refrigeration Fund.

Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor: 8

XI. BOARD DISCUSSION

Annual meeting review. Tabled for next meeting.

XII. CLOSINGS

A. Agenda Preview for September 2, 2014 and September 16, 2014 Agenda

September 2, 2014:

- Feasibility study (if available)
- Board Improvement Brainstorming Discussion
- Ends and Communication with Members Discussion
- Committee Structure

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of August 19, 2014 [Draft prepared August 26, 2014]

September 16, 2014:

- GM Monitoring Reports
 - Board Communications
 - Board Support
 - Ends (resubmission of final version for approval)
 - Financial Condition Q2 (resubmission for final approval)
- Board Monitoring Report
 - C3 Agenda Planning
- Helene's Data Collection Presentation
- Feasibility Study (progress made)
- Auditor Selection
- Personnel Matters (executive session)

Annual Meeting Review – To be put on the agenda for another meeting.

XIII. ADJOURNMENT

Motion to adjourn at 8:41

Motion: Ellen Clinesmith
Second: Mona Harmon-Bowman
All in favor.

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Draft minutes prepared by Alyssa Skaves on 8/26/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on September 2, 2014.

Minutes approved by vote of the Board on and put into final form by Sue Phillips on

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Draft prepared September 6, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:38 p.m. on September 2, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Sue Phillips, Secretary
Ellen Clinesmith
Carolyn Wilson
Ed DeMuzzio
Mona Harmon-Bowman
Bonnie Thompkins
Suzanne Cattanach (arrived at 6:46)

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager

III. AGENDA REVIEW

Summary: No changes to the agenda proposed.

IV. MEMBER COMMENTS

No members were present.

V. BOARD DISCUSSION

A. Review of Existing Committees

- 1. Board Budget Committee:** The Board Budget Committee was formed June 2012, before Policy Governance had been established. It has not met, does not have a charter, and has never made a report to board. Since the adoption of Policy Governance, responsibility for the co-op budget has been delegated to the GM.

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Special Meeting of September 2, 2014 [Draft prepared September 6, 2014]

Motion to dissolve Board Budget Committee.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor: 7

Opposed: 1

Abstaining: Suzanne Cattanach as she only arrived at the end of the discussion.

- 2. Bylaws Task Force:** This committee was created with specific members, had a charter, reported on its work, and its work was completed in that amended Bylaws have been approved by the membership at the annual meeting. There is no current reason for this committee to continue to exist.

Motion to dissolve Bylaws Task Force.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 9

- 3. Board Governance Committee:** The Board Governance Committee's purpose is to aid with the development and education of the Board. Mark Roberts, as Vice President, chairs this committee and there are both Board members and Member-Owners sitting on the committee. There is a charter but the committee hasn't been active over the past year. In the future, meeting minutes will be taken and made available to Board members for reference on the Board page of the website under the committee section. If the Committee has something to report, their report will be included on the Board agenda. No other action need be taken at this time.
- 4. Annual Meeting Committee:** In the past this Committee has completed its work and disbanded, but it is currently scheduled to meet to start discussing the 2015 annual meeting and feels it would be useful to meet throughout the year.

Because the Annual Meeting is a Board responsibility, the Annual Meeting Committee has been a Board Committee consisting of Board members, staff, and Member-Owners, although the GM has been a member of the committee and execution of the committee's plans has typically been delegated to the GM as it is an opportunity to do outreach to members, solicit involvement, and otherwise summarize annual status of Fiddleheads.

Ellen Clinesmith, who is currently on the Annual Meeting committee will touch base with participants and the committee will draft a standing committee charter and list participants to be approved by the Board.

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5. **GM Compensation and Evaluation Committee:** This committee is created on a yearly basis to evaluate and compensate the GM. When the work of the committee is completed, it disbands. Membership of the committee changes each year with the exception of the Board President. In 2013, the motion to create the Compensation and Evaluation Committee was made on April 16, 2013. In 2014 this occurred on March 18, 2014. In both years, the committee was considered disbanded in August.

There was discussion as to whether this should be a standing committee or continue to be formed as needed. Policy Governance generally call for specific and time-limited committees, however, this is a function that will need to be performed each year.

This issue was tabled for further discussion.

6. **GM Monitoring Development Task Force:** The work of this Task Force has been completed as the GM Monitoring Report system has been established for approximately one year.

Motion to dissolve the GM Monitoring Development Task Force.

Motion: Mona Harmon-Bowman.

Second: Bonnie Thompkins.

All in favor

7. **Board Elections Task Force:** This Task Force was created as a onetime committee. In the past, the board elections at the annual meeting would be handled by the governance committee, which was not appropriate this year as the chair of that committee was up for reelection. The election took place at this year's annual meeting. In future years, either the governance or annual meeting committee will perform this function.

Motion to discontinue Board Elections Task Force.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor

8. **Committees vs. Task Forces**

There is an ongoing Board Discussion involving the difference between a Task Force and a Committee. This encompasses whether the Board should have standing committees or if committees should be subject to specific time frames

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Special Meeting of September 2, 2014 [Draft prepared September 6, 2014]

and disbanded when work is completed. Opinions were shared on both sides and resources cited. The Board decided to table this issue, and revisit the discussion in a month, giving all Board members an opportunity to access resources and reflect. An article that was referenced on the agenda will be included in the board packet when the discussion on the agenda next.

B. Board Improvement Ideas

Summary: The Board revisited Board improvement ideas brainstormed during their retreat. Discussion revealed agreement that Board members need to be aware of their commitment to the Board and what that entails. To help Board members preparation before meetings and to help keep discussion during meetings focused, Board members have been asked to identify the relevant policies to each agenda item using the Policy Manual. This is to ensure that the policies and source documents are informing discussion. This will also help limit items on the agenda that are not directly related to policies.

This topic, and individual items on the ideas list in Board Packet, will be revisited at future meetings.

C. Cooperative Ends Policy and Member Communication

Summary: This has been an on-going concern – that members (and staff) do not clearly understand the Board role vs. GM and staff role, and what values the co-op has set forth as guiding GM and staff roles

An Ends Communication Task Force was proposed to enable small group discussion and brainstorming sessions to bring ideas back to the Board concerning how to educate Owner-Members about Ends. Ideally, such a task force would include Board Members and Owner-Members. Carolyn Wilson and Bonnie Thompkins volunteered to be a “working group” to look into member interest and developing a charter for Board approval.

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Special Meeting of September 2, 2014 [Draft prepared September 6, 2014]

VI. CLOSINGS

A. Follow up needed:

Ellen will be soliciting input from members of this year's annual meeting committee and preparing a charter for an annual meeting committee.

Carolyn and Bonnie will be looking into chartering a task force to look into educating membership about ends policies.

All Board members will access suggested resources in order to further discuss and vote on whether to appoint a standing GM evaluation and compensation committee as well as on whether to have a global policy on when to use standing committee vs. task force.

B. Agenda Preview for September 16, 2014 Agenda

September 16, 2014:

- GM Monitoring Reports
 - Board Communications
 - Board Support
 - Ends (resubmission of final version for approval)
 - Financial Condition B1 (resubmission for final approval)
- Board Monitoring Report
 - C3 Agenda Planning
- Helene's Data Collection Presentation (if time allows)
- Auditor Selection
- Personnel Matters (executive session)
- Real Estate Matters (Feasibility Study – Executive Session)

The chronology of items on the agenda was discussed in order to cover most important issues at the top of the meeting. Any action items or consent agenda items that require discussion will be moved to the end. Executive session will be moved to after consent items.

VI. ADJOURNMENT

Motion to adjourn at 8:30

Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor.

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Draft prepared September 6, 2014]

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Draft minutes prepared by Alyssa Skaves on 9/4/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on 9/6/2014

Minutes approved by vote of the Board on and put into final form by Sue Phillips on

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 4, 2014 [Draft prepared September 6, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 5:40 p.m. on Thursday September 4, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Sue Phillips, Secretary
Ellen Clinesmith
Carolyn Wilson
Ed DeMuzzio (arrived 5:46)
Mona Harmon-Bowman
Bonnie Thompkins
Suzanne Cattanach

The following additional persons were present:

None

III. AGENDA REVIEW

Summary: This was called as a special meeting solely for the purpose of discussion an emergent personnel matters in executive session.

Motion: TO WAIVE 10 DAY NOTICE OF A MEETING OF THE BOARD OF DIRECTORS.

Motion: Mark Roberts
Second: Bonnie Tompkins
All in favor

IV. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 5:42 p.m.
Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor

Executive session was exited at 7:13 p.m. No notes were taken and no voting occurred.

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 4, 2014 [Draft prepared September 6, 2014]

V. BOARD ACTION

A. Paid Administrative Leave

MOTION: To place GM on paid administrative leave, to be effected immediately by President and Vice president, accompanied by legal counsel, meeting with GM to provide him with copy of a letter to this effect.

Motion: Mark Roberts

Second: Bonnie Tompkins

All in favor.

B. **MOTION: To initiate an investigation through counsel designated by insurance company or the local law firm of Suisman Shapiro, which has quoted a rate of \$200 per hour.**

Motion: Sue Phillips

Second: Mark Roberts

All in favor

C. **MOTION: To inform current assistant managers:**

a. GM on paid administrative leave.

b. Cannot share further information at this time.

c. Assistant Managers jointly in charge and will be Board's point of contact until further notice.

Motion: Mona Harmon-Bowman

Second: Ellen Clinesmith

All in favor

VI. **SUSPENSION and RECONVENING OF MEETING**

It was agreed at 7:20 p.m. to suspend proceedings of this meeting until 10:00 a.m. on Saturday September 6th to continue discussion of emergent personnel matters.

Board reconvened at 10:08 a.m. on Saturday September 6th.

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 4, 2014 [Draft prepared September 6, 2014]

VII. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 10:20 a.m.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor

Executive session was exited at 1:18 p.m. No notes were taken and voting occurred.

Ed DeMuzzio had departed meeting at approximately 12:45.

VIII. BOARD ACTION

A. Motion to authorize Sue Phillips and Susan Zimmerman to send letters to two employees who have submitted signed written complaints to the Board attaching the “Appeals Procedure” outlined at pages 51-53 of the current Fiddleheads Employee Handbook and:

- A. indicating that their grievances are most appropriately handled at Stage 2 of the procedure by submission to a Hearing Review Panel;
- B. asking that if they would like to submit grievances to that panel to so indicate with 7 days and information will be provided about how to do so;
- C. if they choose to submit grievance to Hearing Review Panel they will be considered timely filed.

Motion: Mark Roberts

Second: Suzanne Cattanach

All in favor

B. Motion to authorize Board President to continue working with working member/HR consultant Kelleen Giffin to create a streamlined proposal for a “Current State Assessment” of Fiddleheads management, governance and operations to be jointly commissioned by Management and the Board of Directors, employing an outside facilitator to set goals and create a cooperative and collaborate process for data collection and development of recommendations.

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 4, 2014 [Draft prepared September 6, 2014]

- D. **Motion to pay legal fees to Liberty Law Firm** at rate of \$200 an hour for work performed in relation to personnel matters, up to \$1200.

Motion: Ellen Clinesmith
Second: Carolyn Wilson
All in favor

VI. ADJOURNMENT

Motion to adjourn at 1:21 p.m.

Motion: Sue Phillips
Second: Mark Roberts
All in favor.

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Draft minutes prepared by Sue Phillips on 9/6/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on 9/6/2014.

Minutes approved by vote of the Board on and put into final form by Sue Phillips on

Hi All,

We had a staff meeting on Tuesday, September 9th. Ellen Clinesmith came as a representative of the Board to talk about Dick Virgin's status.

At some point Amelia began to express her feelings about employee discontent and that began a general discussion (see Nancy Hutchins' rough draft of that part of the staff meeting quoted below - #1). Some of the staff spoke up but, many did not. We also received an e-mail from Tom Anderson-Monterosso on the day of the meeting asking us to include some agenda items. We declined because of the full agenda but, said we would address those items at a future meeting (quoted below - #2).

Some staff requested a follow-up meeting in the near future to further discuss issues/problems. That meeting was set up for Tuesday, 9/23 @ 2pm.

Our ask:

We would like to have Susan Zimmerman and Mona Harmon-Bowman do a presentation at this meeting.

We would like them to address the following questions:

1. Who are we? (The nature of a consumer coop, etc.)
2. Where are we currently? (i.e. - early growth period with challenges, etc.)
3. Where are we going? (vision, etc.)

Separately.... What is our mission?

We would also like an open Q & A.

The presentation design is definitely open.

Anyone from the Board is welcome to be there. We do feel that it is important, if at all possible, for Susan Zimmerman to begin the presentation.

Help!

Kristin DeMuzzio and Sheila Herbert

Addenda:

#1

"Amelia: Personally, I am feeling turmoil. We need to work together, communicate. Feeling good about our coop, moving forward, treating everyone with respect, integrity and honor

Ellen Clinesmith: As a member, sees low energy in the room. A need to get passion back to the coop

Perhaps there are people we could bring in. People who specialize in this area

Ellen A: really sad these days

Allen: Relationships and personalities within the group

Deal with things as a group. Gather info

Amelia: treat everyone as a human being, open communication, respect consideration, openness.

We may need help with this.

Things are changing so quickly, tackle things, clear things as a group, as a coop

Risky to say too much, job security

Our culture – we don't really say when things aren't going well, when we're upset. – not talking about things is fairly common. Committing to communication. Asking questions

Ellen C: – This organization is strong

Don't want to lose sight

Strong Staff

New members bringing a lot to the table

Unify, take advantage of opportunities, move forward

Ellen A: what exactly is Paid Administrative Leave? Ellen C no longer on premises, not administrating

Tom: disappointed with events of late, decisions and responses

Sheila agrees with Tom's point. a lot happening all at once.

The board has a piece it needs to do to. Loved what Amelia had to say

Colleen: – spent 4 – 5 years on steering committee, founding board, left due to controversy. Outside help in learning to communicate with each other, talk, grow

Ellen A: – Loves that were all sitting in a circle

2 week meetings not a month. What day could we get maximum employees, evening maybe?

Jenny: – no idea of what is going on but through own experience recommends transparency and communication. So important.

Heidi: Moving forward into growth spurt

A lot of changes, even more important now to hold us together, everyone on same page, our circle is going to get bigger.

Ellen A: enjoyed Dicks occasional 'here's whats going on' emails

Amelia: - History of coop impact on community because were here

Belief in what we do, power of the coop

Help focus on what our mission is

Our expansion is feasible

Because we work here and what we do is contributing to our community

What are we doing?, why it is important. A lot of us are really tender right now."

#2

e-mail of 9/9 from Tom Anderson-Monterosso

"Hi everyone,

I have four topics for today's staff meeting:

1. Discussion of Labor Ready timeline and outstanding questions.
2. Open discussion to design a process for a scheduled revision of the Fiddleheads Employee Handbook.
3. Explanation of Kelleen Giffin's relationship to Fiddleheads and her role in the changes described in the "Summer of Changes" letter we received.
4. Open discussion about how cooperative principles are put in action and affirmed in the daily operations of the store. Where does this praxis happen well, and how can we foster it as humble, bold, creative, and caring people employed by our member-owners?

How, for example, can we bring "laser focus" to our concern for community? How can targeted education, training, and information help us meet new goals, new structures, new roles, and new realities?

Additionally, what happens when we pose deepening, expanding quality as our core motivating concept, allowing growth to follow, rather than dictate, our individual and collective actions, to be something other than inexorable, to mean thoroughgoingness and true wealth?

Thanks!

Tom"

Ellen Anthony <ellenanthony@gmail.com>
what I want
September 8, 2014 6:20 PM

Want I want in our new and improved co-op:

1. Great communication.
2. Managers to be trained in co-op management (asap!) Graduate Diploma in Co-operative Management: <http://www.smu.ca/academics/master-of-management.html>
3. Collaboration between all staff when issues arise. We have so many brains and bodies and experience and expertise right here - let's use what we have instead of getting outside people, who do not understand the co-operative model, to attempt to make policies for us.

I read this article when it came out, and thought, "how FEW of these practices are used at Fiddleheads!"

<http://www.cooperativegrocer.coop/articles/2013-04-11/investing-staff-satisfaction>

Susan, I love this co-op, as do many other people. We have had a number of fiascos and one big, disgraceful (to say the least) disaster lately, and things are going downhill. We have lost 9 staff people in the last 2 months, 8 of them in the last 2 weeks. We cannot afford this blow to our character, to our morale, to our productivity and reputation; and every staff person fired (or whatever) and hired is an extra expense and time lost to paperwork, explanations, interviews, training, gossiping, goodbyes, sorrow, etc.

Please do not appoint an interim manager without consulting ALL of the staff. Please, in an unbiased and comprehensive way, step slowly and carefully.

Also, when seeking a new general manager or a new management team, do a really good and careful job, not hire the first person who says they know a little bit about it. I know you know these things, but I am so afraid of another disaster and how that might be the end of us. If some of the Board can step in and join a temporary management team, as we did in the old days, that might help to hold us over, especially if Ed DeMuzzio can learn to say, "we" instead of "I" (not likely).

I hope I have expressed myself clearly, and that the Board will take careful, inclusive, collaborative action to help us through this horrible time.

Sincerely,
Ellen Anthony



To: The Fiddleheads Co-op Board of Directors
From: Sarah Dahl & Jeanie Wells, CDS Consulting Co-op
9/11/2014

EMPLOYEE SURVEY PROPOSAL

PURPOSE:

1. To design and conduct an employee survey to collect a comprehensive picture of staff opinion.
2. To review the new employee handbook for the clarity, effectiveness and appropriateness of the policies.
3. To assess the organizational structure of the co-op and provide recommendations on priorities for internal development.

PART I—EMPLOYEE SURVEY by Sarah Dahl

Based on a discussion with board president Susan Zimmerman, we believe that the highest priority is for the staff to be heard during a period of turmoil, and the board to receive accurate, non-anecdotal from the entire staff. Therefore we recommend moving as quickly as possible on the survey. Sarah can come to New London the weekend of December 5 for the in-person part of the survey, and we have to take the busy Thanksgiving season into account.

Proposed Timeline:

September 17: We provide a template for a memo to put out to the staff about the survey.

September 26: We develop a questionnaire, set it up in our online survey program and work with co-op management to issue a survey invitation and instructions to each employee.

September 29-October 10: Employees take the survey online.

October 15: Hard deadline to allow one more week for rounding up stragglers.

Sarah will work with management to ensure that everyone takes the survey.

Sarah randomly selects about one third of the staff for follow-up interviews.

October 24-26: Sarah comes to New London, conducts interviews with the randomly selected staff, and makes presentation on the survey results to the co-interim managers and to the board.

At that time you will receive a table with survey results, and comparison to median scores from over 200 other surveys we've conducted for co-ops. If Fiddleheads uses policy governance, we can provide a short report on how the survey scores reflect on compliance with the board's Staff Treatment policies.

December 1:

Management receives a detailed, operationally-focused report with recommendations. Board and staff will receive a shorter version that will contain the same general information but with less statistical detail.

Cost

We are offering two options.

- 1) We sort the survey results by up to 5 departments. This allows a finer-grained interpretation of survey results. For example, is one department scoring low across the board and dragging the organizational average down? This version of the survey would cost \$4800 plus a \$100 tech support fee and travel expenses for Sarah from Madison, WI.
- 2) Given that the staff is relatively small (about 35) and some departments are likely to be quite small, there could be concerns about anonymity. If we don't sort the results by department, the cost would be \$3900 plus the \$100 tech support fee and travel expenses.

The first third of the survey cost is payable once you accept the proposal. The second third plus travel costs is payable after the site visit. The last third is payable upon receipt of the final report.

PART II—EMPLOYEE HANDBOOK REVIEW by Sarah Dahl

As we understand it, based on Carolee's conversation with Susan Zimmerman, the board wants an outside opinion on the new handbook created for the co-op by an HR professional who is also a member. The board wants to know if the policies in the new handbook are reasonable and in line with the co-op's mission and the Cooperative Principles. Sarah will bring her 12 years of co-op HR experience to this process. She will review the handbook and will suggest wording changes and additional policies as she thinks necessary. She will bill by the hour at \$125 per hour. This work can start immediately and be completed by _____.

PART III—ORGANIZATIONAL STRUCTURE ASSESSMENT by Jeanie Wells

As we understand it, the board wants an outside opinion on the organizational structure proposed by the HR professional who is also a co-op member. Jeanie Wells, formerly a co-op general manager, now consults with co-ops that are in the process of reorganizing to prepare for or respond to growth. Unfortunately Jeanie is not available to come the co-op in person until next March. Therefore she is proposing an abbreviated version of her regular work, conducted long-distance.

Building on the results of the staff survey, she would schedule phone interviews with key staff, review current job descriptions and team documents along with any other organizational documents that might help me learn more of the co-op operations and systems, and then develop a written report including her observations, recommendations and options that she thinks might best meet your key priorities.

Jeanie's report will include any new or revised job descriptions for key staff that are necessary in any proposed new structure as well as transitional planning steps as necessary. After

submitting the report, she'll have some follow-up calls so she can work with management to create implementation plans to accompany the strategic direction of the co-op.

Cost: Jeanie will bill by the hour at \$130 per hour. She estimates 34-40 hours total for this project, including reviewing documents, phone interviews, report and job descriptions.

All information provided and recommendations made will be provided in good faith based upon our experience and judgment. However, it should be understood that the co-op remains responsible for all decisions made and all actions or inactions that result from this work.

WHY OUR SURVEY METHODOLOGY SERVES YOUR NEEDS

The CDS Consulting Co-op HR Team has developed our survey methodology over the course of 20 years. Our surveys:

- ◆ **Are absolutely confidential.** Not only should staff have confidence that their ratings and comments on a survey questionnaire will not be revealed to anyone, they should also know that the survey data will be analyzed without bias. This is something outside experts can provide.
- ◆ **Reflect the opinions of ALL the staff:** Participants should not self-select based on the intensity of their interest. Self-selection tends to skew results, usually toward the negative. We work with management to ensure that all eligible staff fill out questionnaires. We set a target of not less than 90% participation and usually get 100%.
- ◆ **Are taken online:** CoopMetrics custom-designed a survey program for us. We produce a series of key codes. The HR manager issues a key code to each employee. We can identify which key codes have not been used so that the HR manager can follow up with those key code-holders to remind them to take the survey. That's how we preserve anonymity and get 100% participation.
- ◆ **Include follow-up one-to-one interviews with randomly selected employees** to provide more insight into the meaning of the survey results. Here again employees are more likely to open up to an outsider because they believe the person to be unbiased and because they believe there is a greater chance that their questions will be handled confidentially. We find these in-person follow-up interviews to be essential in interpreting the scores. The questions we ask in these interviews are based on the survey results, so they are customized for each survey.
- ◆ **Compares results to peer organizations** to get a sense of whether the scores are "high" or "low." We have conducted over 200 surveys for natural foods retailer co-ops. We have a database of the responses to which we can compare your employees' responses.

- ◆ **Use standard deviation as a tool** to see where employees strongly differ, or not, on any given question. This is an essential aid in interpreting survey results, particularly on questions concerning discrimination.
- ◆ **Report back to the staff.** We provide a shorter version of the longer detailed report to management for distribution to staff.

Carolee for CDS Consulting Co-op
caroleecolter@cdsconsulting.coop
(250) 505-5166

DRAFT

FIDDLEHEADS FOOD COOP

GUIDELINES FOR ELECTRONIC COMMUNICATION

WHEN BOARD MEMBERS SHOULD USE EMAIL

- 1. To share logistical information, documents, details**
- 2. To expedite a committee discussion of a topic to be discussed by the board**
- 3. To add items to the meeting agenda**
- 4. To report an expected absence from a board meeting-only the board president/secretary need to know**
- 5. To communicate personal/professional promotions not directly related to board work but which may be of interest**
- 6. To vote on a board decision after there has been agreement to vote by email at the most recent board meeting. Email voting should be the exception to accommodate unusual circumstances.**

HOW TO REPLY


- 1. Use Reply All when your reply is useful to every recipient or you have something to add which all the recipients need to see**
- 2. Use Reply when only the sender, or perhaps a select few, need a response**
- 3. Make each message in the chain shorter than the preceding one**

EMAILING TO BOARD VS MEMBERS

- 1. Items directly related to board work are sent to board members only**
- 2. Items of general interest can be emailed to a broader audience**
- 3. Items emailed to board members by coop members will be included in the next meeting agenda, not discussed over email**

COMMUNICATION BASICS

- 1. Take responsibility: assume every communication is made with good intention**
- 2. Practice non-violence: observe before judging, respect feelings, identify needs**
- 3. Focus on task, not relationship issues**
- 4. Be concise: the fewer words, the lower the probability of misunderstanding. More than three paragraphs is probably better as a conversation.**
- 5. Remember email does not work for conveying emotion or humor**
- 6. NO CONFIDENTIAL COMMUNICATIONS**
- 7. If your email comprises multiple topics, consider breaking it into multiple messages**
- 8. Always include a subject line and make the subject line concise**
- 9. Before sending a message, let the message rest a few minutes and then reread for unclear content and grammar. Count to 10 before you 'flame.'**
- 10. Good communication takes awareness and practice!**

Mark G Roberts <groupjdn@gmail.com> 
 For board Packet
 September 5, 2014 6:38 PM

Warm regards,

Mark G Roberts
 President
JDN Associates LLC
860-303-8223

Board Monitoring Policy

C3 Agenda Planning

Q1 We will create, and modify as necessary, an annual calendar that includes tasks and events related to our multi-year workplan, membership meetings, Board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies (Policy D, et seq.).

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Total	Average Rating
–	–	–	–	–	–	–
0.00%	0.00%	16.67%	66.67%	16.67%	6	4.00
0	0	1	4	1		

Comments(1)

We do this well.

Q2 Throughout the year, we will attend to consent agenda items as expeditiously as possible.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Total	Average Rating
–	–	–	–	–	–	–
0.00%	33.33%	16.67%	50.00%	0.00%	6	3.17
0	2	1	3	0		

Comments(1)

We do it, but not as efficiently as we could. We discussed this at the retreat.

Q3 We will limit the amount of meeting time taken up by Executive Limitations monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Total	Average Rating
–	–	–	–	–	–	–
16.67%	33.33%	16.67%	33.33%	0.00%	6	2.67
1	2	1	2	0		

Comments(1)

We are not yet good at this, as we discussed at the retreat.

**FIDDLEHEADS
BOARD OF DIRECTORS MEETING
October 7, 2014
6:30-8:30 PM
105 Huntington Street, New London**

Time	Topic	Resource	Board Action/ Outcome	Leader
6:30-	<p>Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i></p> <p>Check-in</p>			President
6:30-6:35	Agenda Review		Make any needed adjustments	President
6:35-6:40	Member Comments			President
6:40-8:00	<p>Executive Session</p> <ul style="list-style-type: none"> • To discuss real estate 			President
8:00-8:20	<p>Action Item</p> <ul style="list-style-type: none"> • Approve Auditor 		Approve RFP	President
8:20-8:30	<p>Closings</p> <ul style="list-style-type: none"> • October 21 draft agenda (Board Packet) • Meeting Checklist <ul style="list-style-type: none"> ○ Everyone was present physically and attentively ○ No sidebar conversations ○ Maintain topic focus ○ Everyone had a voice and was heard ○ Be honest but not brutal ○ Don't monopolize ○ Clarify the purpose of each agenda item to begin ○ Signal if you feel personally attacked, disrespected, or put down • Review Decisions, Tasks, Assignments • Adjourn Meeting 		Review Evaluate meeting process: what worked and what needs improvement	President President

BOARD PACKET:

- 1) Auditor RFP's
- 2) October 21 Draft Agenda