FIDDLEHEADS BOARD OF DIRECTORS MEETING April 21, 2015 6:30-8:30 PM

105 Huntington Street, New London

Time -		December	Doord Astissa	Landon
Time	Topic	Resource	Board Action/ Outcome	Leader
6:30	Meeting Preamble			President
	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.			
	Check-in			
6:30-	Agenda Review		Make any	President
6:35	· · · · · · · · · · · · · · · · · · ·		needed	
			adjustments	
6:35-	THANK YOU TO RETIRING BOARD MEMBERS			
6:40	ELLEN CLINESMITH AND LISA CYGAN			
6:40-	Member Comments			
6:45				
6:45-	Minutes (Board Packet)		Approve	
6:50	• March 17, 2015		Minutes	
6:50-	Executive Session		Approve	
6:55	 February 17, 2015 		Minutes	
	March 24, 2015			
6:55-	Quarterly Check-in	Co-manager	Discuss Co-	
7:10	Board members should reflect on three	responses in	manager	
]	questions	board packet	responses and	
	1. How does the GM interact with the full board and		board	
	individual directors?		impressions	
	Are the GM's reports clear and focused?			
	2 Hammall data the OM			
	3. How well does the GM communicate? Does she			
	respond to questions, especially questions she can't answer, without defensiveness or anger?			
7:10-	Action Items			
7:10-	Revision of Policy B8 (board packet)	Proposal in	Approval	
7.55	• Nevision of Folicy Do (Doard packet)	board packet	Approval	
	a Poord Floations Brancas	Oral proposal	Approval	
	Board Elections Proposal Approach Machine Talking Bainte	Oral proposal	Approval	
7.25	Annual Meeting Talking Points Committee/Task Force Paperts	Crai proposai	, ipprovai	
7:35- 7:40	Committee/Task Force Reports	Oral report		Mona Harmon
7.40	Governance	Oral report		Mona Harmon- Bowman
	Annual Mooting (Poord Docket)		Q&A	
	Annual Meeting (Board Packet)		QaA	Carolyn Wilson/Lisa
	Member Communications (Board Packet)		Q&A	Cygan Carolyn Wilson
7:40-	Managers Update Report (Board Packet)		Q&A Q&A	Cardiyii vviisuii
7:40-	managers opuate Report (Dodru Facket)		Qan	
7:45	Monitoring Report		Review	
7:50	B7 Board Communication (edited) (board)		I VE A I E AA	
7.50	packet)			
7:50-	Monitoring Report		Accept Report	
8:10	B1 Annual Financial Condition (board packet)		Accept Kehort	
0.10	Di Aimuai i manciai Conuntion (board packet)			

8:10-	Consent Calendar			
8:15	 Board Monitoring Report D2 GM Accountability (board packet) 			
8:15-	Discussion of Items removed from Consent			
8:20	Calendar			
If time	Board Discussion (Topics for only for discussion at this			President
permits	meeting; action to be taken at future meeting) • Board Monthly Workflow The purpose of the workflow is to ensure that board agenda and board packet are adequate for the board needs. What is working? What needs to be revised? Who gets the board packet materials?	Monthly Workflow approved June 2013		
	Board Chair Succession How are we planning for our next board president?	Great Idea: Board President Succession Planning		
8:20	Closings May 19 draft agenda		Review	President
	May 19 draft agendaMeeting Checklist		Evaluate	
	 Everyone was present physically and attentively 		meeting process: what	President
	 No sidebar conversations 		worked and what needs	
	Maintain topic focusEveryone had a voice and was heard		improvement	
	Be honest but not brutalDon't monopolize			
	 Clarify the purpose of each agenda item 			
	to begin			
	disrespected, or put down Review Decisions, Tasks, Assignments			
	Adjourn Meeting			

BOARD PACKET:

- 1) April Agenda
- 2) March 17 Draft Minutes
- 3) Co-manager quarterly check-in responses
- 4) Proposed Policy B8
- 5) Annual Meeting and Membership Task Force Proposal
- 6) Managers Update Report
- 7) Edited B7 Board Communications

- 8) B1 Annual Financial Condition
 9) D2 GM Accountability
 10) Monthly Workflow
 11) Great Idea Board Succession Planning

Board Meeting of March 17, 2015 [Prepared March 18, 2015]

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Susan Zimmerman called to order a regular meeting of the Fiddleheads Board of Directors at 6:35 p.m. on Tuesday March 17th, 2015 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Zimmerman, President Mark Roberts, Vice President and Treasurer Sue Phillips, Secretary Carolyn Wilson Mona Harmon-Bowman Lisa Cygan Ellen Clinesmith

The following Board Members were absent:

Suzanne Cattanach

The following additional persons were present:

Staff:

Collen O'Reilly Alison Wydler Paul Petranek Amelia Lord

Co-Managers:

Sheila Herbert Kristin DeMuzzio

Members:

Ed Demuzzio, co-op member assisting GMs with financial monitoring Kelleen Giffin

Peter Harnat

C. Announcements

There were last minute cancellations for NFCA meeting in Putney this weekend. Open invite for any interested Board Members to attend.

Board Meeting of March 17, 2015 [Prepared March 18, 2015]

An improvement idea for Board Performance is to have periodic check-ins DURING Board Meetings. Lisa Cygan will try to ask periodic check-in questions:

"How did we do?"

"Did we succeed in what we wanted to do?"

"Is there improvement?"

II. STAFF AND MEMBER COMMENTS

A. Staff Comment

Staff members who had been attending the past few meetings were invited to share their perspectives. Questions were posed to regularly attending staff about how it informs their work for co-op.

Staff members expressed appreciation for opportunity to attend Board Meetings and noted that attending did help foster a better understand of what policy governance is, and what the respective roles and responsibilities of Board and GMs are. Also staff noted attending Board Meetings helps them visualize how the Board has a unique role in contributing to the success of the co-op, just as staff members do. Both roles are important and in the future it would be nice to strengthen this relationship and mutual understanding of each other's unique roles.

Board Members expressed similar appreciation for staff members' presence and the work that they do.

B. Member Comments

None.

III. MINUTES OF PRIOR MEETINGS

A. Minutes of February, 2015

See edits in packet. (Kristin DeMuzzio and Ellen Clinesmith)

Motion to approve: Mark Roberts **Second**: Mona Harmon-Bowman

6 in favor with Ellen Clinesmith abstaining.

Board Meeting of March 17, 2015 [Prepared March 18, 2015]

IV. EXECUTIVE SESSION TO DISCUSS MINUTES OF EXECUTIVE SESSION OF FEBRUARY 17, 2015

Motion to enter executive session at 6:48 p.m.

Motion: Mark Roberts

Second: Mona Harmon-Bowman

All in favor.

Executive session was exited at 7:23 p.m.

Separate minutes of executive session are routinely taken and maintained in a separate confidential file. No votes were taken. Minutes of February 17, 2015 Executive Session have been tabled until next month's agenda.

V. AGENDA REVIEW

Inadvertently omitted at beginning of meeting.

Agreement reached to table Consultant Proposal that was included in Action Items. At request of one Board Member Monitoring Report B.1 is being moved off consent items for full discussion.

VI. BOARD DISCUSSION

A. Board Retreat

It was agreed that on Board support all with CDS there will be attempts to identify some dates in June that would work for Board Retreat.

Concern was raised about orienting new Directors at or prior to the retreat. Governance Committee will be working on an orientation process, which would hopefully be implemented prior to the June retreat.

Other potential topics would be strategic planning and (brought up later in meeting as high priority) co-manager-board communication.

VII. COMMITTEE and OTHER REPORTS

A. Governance Committee

Report in Board Packet. For May election there are several candidates. A subgroup of Governance Committee will be interviewing candidates in order to put together an

Board Meeting of March 17, 2015 [Prepared March 18, 2015]

endorsed slate, this is consistent with CDS recommended practices although it will be a new process for Fiddleheads. Decision on whether Board will endorse a slate will be decided at April Board Meeting, two weeks before annual election.

B. Annual Meeting Committee

Report in Board Packet. There is no settled location or specific time yet. Details will follow at April meeting and be available on website before then.

C. Cooperative Café Debrief

Report in packet. Staff and members are very enthusiastic about implementing a Cooperative Café at Fiddleheads.

VIII. MANAGERS' UPDATE REPORT

Document is in Board Packet.

Specific questions were asked about "market wide" slump in February. This has been occurring at virtually all co-ops in Northeast and is related to the severe winter weather in February.

Amelia Lord further explained Veggie Passport Program but interested board members will follow up with her individually for additional details.

Board commented on liking the format that was used for this month's Update Report.

Co-Managers further shared details of On-Line Ordering System. More details will be shared in an informal meeting with President and sub-group of Board in the near future. Essentially, co-managers believe the upfront costs (both financial and labor) will be more than offset by the efficiencies of the on-line ordering system, as the phone ordering system use in prior years is very cumbersome and labor intensive. The goal is to have on-line ordering functional by the time the Fisher's and Block Island summer resident come.

IX. GM MONITORING REPORTS

A. B7: Communication to the Board

Secretary will share copy of draft monitoring report table with co-managers in the near future.

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Question was asked about monthly meetings with Co-Managers and Board President. There were no meetings in February or March.

Words "and its behavior" will be removed from first data point in Item 4, top of page 5.

There are concerns that table in Item 4 regarding support calls with CDS, President provided a list of all calls that were documented by CDS consultant personally. Report will be updated to include all calls per this list or removed completely, with a bullet noting that calls were made.

Motion to accept with above edits in final version.

Motion: Ellen Clinesmith Second: Mark Roberts

All in favor.

B. Board Support

Clarified that wages for Board Administrator to be included in Board Budget.

The Co-Managers are proposing a new-sub heading in Policy B8 as reflected in the added sub number-1 in their report. Board will consider amending Policy B8 at April meeting by adopting a written draft reflecting this proposed revision.

Motion to accept.

Motion: Mona Harmon-Bowman

Second: Mark Roberts

All in favor.

X. QUARTERLY CO-MANAGER CHECK-IN

Tabled to April meeting due to lack of time.

XI. ACTION ITEMS

A. Member-Communication Task Force Proposal

Proposal is in packet. Carolyn Wilson will be spearheading this and attempt to finalize task force membership and report back to board in April.

Motion to accept.

Motion: Mark Roberts Second: Ellen Clinesmith

All in favor.

Board Meeting of March 17, 2015 [Prepared March 18, 2015]

B. Board Budget Process Proposal

Proposal is in packet. This is restatement of process previously discussed but it is not urgent and Treasurer and President will work on making process harmonious with overall Board processes and resubmit at future meeting.

C. Pass Resolution Authorizing President to Sign D&O Insurance Agreement

Letter from insurance agent is in board packet. Does not include EPLI, but plan is to secure such coverage in the future when it can be made available.

Resolution: Be it resolved the Board President is authorized to sign the Commerical Insurance Premium Finance and Security Agreement with Bank Direct Capital.

Motion to approve resolution.

Motion: Mark Roberts Second: Carolyn Wilson

All in favor.

XII. CONSENT ITEMS

A. Items on Consent Calendar

Consent items are Board Monitoring Report C8 and Board Monitoring Report D1.

Motion to approve.

Motion: Ellen Clinesmith Second: Carolyn Wilson

All in favor.

B. Items Removed from Consent Calendar

Only item removed for discussion was resubmission of GM Monitoring Report B1: Financial Condition and Activities (4th Quarter)

There was a specific question about quarterly financials being GAAP compliant. Treasurer reports that through his conversation with accountant this is in fact the case for the 3rd and 4th quarters of 2014. It was requested that going forward monitoring reports at section B.1.10 should clarify that only 3rd and 4th quarters of 2014 were GAAP compliant and this will result in some inconsistencies in comparing this year's 1st and 2nd quarters of 2015 to 2014.

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In terms of B.1.4 Quick Ratio there are questions about what it means for it to "improve." There are also concerns about B.1.7 having more detail about what tax payments are being paid and when.

It was agreed that Co-Managers will continue to refine this report when developing 1st quarter report for 2015 so that result is a format consistent with what has been discussed in relation to this 2014 Financial Condition Monitoring Report. Ideally, what is produced for Q1 of 2015 will become a template for all Quarterly Financial Reports moving forward.

Motion to accept Monitoring Report B1: Financial Condition and Activities (4th Q 2014).

Motion: Sue Phillips Second: Ellen Clinesmith

All in favor.

XIII. CLOSINGS

- A. Next Month Agenda (discussed prior to executive session):
- a. Revision of Policy B.8
- b. Approval of minutes of February 17th executive session
- c. Quarterly Check In
- d. Member-Communications Task Force Report
- e. Board Budget Process Proposal
- f. Consultant Proposal

B. Adjournment

Motion to adjourn at 8:54 p.m.

Motion: Ellen Clinesmith Second: Mark Roberts

All in favor.

* * * * * * * *

Draft minutes prepared for submission to board by Sue Phillips on March 18, 2015.

Minutes approved by vote of the Board on _____ and put into final form by Sue Phillips on _____ , 2015.

Three Questions

What challenges and surprises have come up for you in your new position?

Our biggest surprise was being in these new positions. We've grown and developed in these positions by having numerous challenges. The challenges that we will focus on are the Monitoring Reports and Staff Morale. We have found Monitoring Reports to be learning tools which help to clarify our roles and responsibilities. The challenge has been the development of standard operating procedures, data streams and databases to support the reporting statements.

Staff Morale was down as we stepped into our roles. The first few months were particularly difficult since there were so many unknowns.

How are you dealing with them?

Re: Monitoring Reports

We are using the CBLD Library for models as we develop our Monitoring Reports. We are using consultants within and outside of our co-op. We have contacted folks like Jeannie Wells and Mel Braverman of CDS for particular questions. We have used the expertise of Ed DeMuzzio for help with financial reporting. We have also visited the Willimantic Food Co-op to discuss reporting, etc.

Of most importance was the development of an evergreen strategic plan. This flexible plan will help develop the data streams and standard operating procedures we will need to support our Monitoring Reports. This is the first year that an attempt at a strategic plan was made so we expect it to go through many revisions as we refine it for timing, practicality and doability.

Re: Staff Morale

We took deliberate steps to empower staff and increase their participation in the overall work of Fiddleheads with the expectation of accountability for those empowering responsibilities.

Some of the steps were:

- Staff Meetings planned with any staff member who chose to participate
- Department Strategic Plans that fit with the overall Strategic Plan
- Advertisement support especially in the development of radio ads and sales flyers
- Staff Updates
- Grievance Procedures set in place
- Sexual Harassment Workshops

How's it going with building all your new relationships on behalf of the co-op?

This is going very well. Kristin and Sheila have worked at the Co-op as Working Owners or Employees for many years. This has given us an advantage. We are greeted by name in the store and are networked in the community. We have initiated new contacts with regional and national co-ops and cooperative organizations. This is always gratifying since information sharing is graciously given. We have had conversations with folks at NCG and NCG-DC. We have an ongoing relationship with Erbin Crowell and Bonnie Hudspeth of NFCA. Kristin will be meeting with GMs from Greenfield Co-op and Putney Coop on March 10. We have recently visited South County Food Co-op (formerly Alternative Food Co-op). They welcomed all 6 of us! Although smaller in size and income, we all came away with new learnings. Kristin has become our liaison with New London County Food Hub and has been asked to be on their Steering Committee. We will continue to develop new relationships this year by attending events sponsored by the Southeastern Connecticut Chamber of Commerce, Local First, community organizations, educational institutions and grocery sector organizations.

Proposed Change to B8 Board Logistical Support

Executive Limitations B8 -Board Logistical Support Adopted June 18,2013

The General Manager shall not allow the Board to have inadequate logistical support. The GM will not:

- i. <u>Provide for insufficient staff administration to support governance activities and Board communication.</u> (Proposed sub-policy)
- ii. Allow Board Members to be without an updated copy of the Policy Register and the Bylaws.
- iii. Provide inadequate information and notice to members concerning Board actions, meetings, activities and events.
- iv. Allow insufficient archiving of board documents.

Annual Meeting Task Force Report

Members: Lisa, Carolyn, Ellen, Shiela, Kristin, Amelia, Susan

Updates:

Date, time, location set!

May 3rd 2-5PM All Souls Church (Affordable, convenient, good parking)

Food- Make-your-own taco bar with ALL of the fixings (FH providing food, no potluck)

Theme- Fiddleheads Co-op Café: Fun and interactive member engagement to help our co-op grow and thrive (test run 4/25)

We have a tentative schedule for the day. Carolyn will emcee.

2-230 Meal/social time, 245-415 co-op café, 4-15-430 dessert, last call for voting, 430-450 business meeting (vote count), 450-5 election results.

Voting and election procedure still in the works. *Further update at the board meeting*

We have an election team in the works to count votes—nominees can't be part of it.

Member check in- Working with Andrea Hall to do an electronic based check in by scanning membership cards. We will have 2 lines to speed up the process, separated by last name A-L, M-Z

We will have the flute trio for music in the beginning during our meet and greet and mealtime.

There will be an opportunity for members to write down thoughts/responses to questions on flip charts in the beginning of the meeting and there will also be a box for comments and concerns that people don't want to share on the flip chart.

There will be childcare (plan in the works).

We will need help with set up and clean up.

Member Outreach/Communication Task Force

Due to prioritizing the preparation for our annual meeting, this committee has not have an update. However, the group planning the dry-run of the coop café are working to prepare us for bringing this to concept to life at the annual meeting. These two events are in line with the charter of this committee. After the annual meeting there will be an opportunity for "NOW WHAT?" and to continue with the momentum gained from the annual meeting. The main priority will be advertising and promoting our ENDS policies to a wider audience.

MANAGERS REPORT APRIL 2015

<u>Personnel</u>

Two new staff members were hired in March. Peter Cooper is our new Bookkeeper. His official start date is Monday, April 27th. Vanessa Young is our new Board Administrator. Her official start date is Thursday, April 16th. In March three staff members resigned for various reasons. Member Outreach Coordinator Jessica James-Carnes last day was April 4th. We are in the process of hiring an Outreach Membership Coordinator. We see this as a critical need position and have been working diligently to get it filled. Wellness Manager (and founding member) Collen O'Reilly resigned this past week for health reasons. We see this as another important position and will be looking for a replacement as well. Perry Smizer, a lovely front end assistant resigned in early March to relocate to the Boston area to attend graduate school. Fortunately, we were able to fill her position with an internal hire, Julia Farrar who now has a combine role as a front end and wellness assistant.

Financials

March Sales — \$282,270. Gross Margin for March ~ 38%. Our target margin is 35%. Labor Costs — 19% of sales in March. Margin Percent - Labor Percent (MML) = 19% (exceeding our goal of 16%).

1st Quarter 2015 Inventory

A full physical inventory of the store was completed on March 28th and 29th, 2015. A total of 7292 unique UPCs were counted. Based on counts and costs from received invoices, the total cost of goods was determined to be \$174,427.14. A full breakdown of departmental cost of goods was performed and these numbers will be used in determining our 2015 Q1 financial status. Information collected during the inventory was used to update our on-hand quantities in our point of sale system and product location information. Analysis of the updates shows an increased accuracy of receiving invoices in our point of sale system; last cost and on-hand quantities are progressively more correct. Inventory took a total of 160.5 hours to complete and cost us \$2,039.92.

MONITORING REPORT, MARCH 17, 2015

CORRECTED REPORT APRIL 14TH, 2015

Policy: B7 – Communication to the Board, Last revised: June 18, 2013

We report compliance with all parts of this policy.

We certify th	hat the information	contained in this re	port and attachments is true.
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Signed	, Co- Manager
Signed	, Co- Manager
Attachment: Monitoring Summary Table Sample	

The General Manager shall not cause or allow the Board to be uninformed or unsupported in its work.

Interpretation:

We interpret this to mean that GM is accountable for ensuring that the Board has adequate information to make Board decisions. Support for logistical and administrative matters is dealt with in policy B8 – Board Logistical Support.

Operational Definitions:

• The Board has fully defined this policy in the sub-policies below. Please look there for further definitions.

Data:

See data for each sub-policy.

The GM will not:

1. Submit monitoring reports that are untimely, inaccurate, or hard to understand.

Interpretation:

The GM will submit monitoring reports to the Board according to the schedule outlined in the Board Annual Calendar. These reports will be written so that the Board can determine whether or not the GM/Co-op is in compliance with the policy being reported on. Board approval of these reports will signify that the Board agrees the reports are correct and reasonable.

Operational Definitions:

• Compliance will be determined using the Monitoring Summary Table which shall be maintained by the Board Secretary for the D4 – Monitoring GM Performance policy.

Data:

- See the attached Monitoring Summary Table Sample.
 - 2. Report any actual or anticipated noncompliance with any policy of the Board in an untimely manner.

Interpretation:

The GM is responsible for ensuring compliance with Board policies, as defined by GM operational interpretations, at all times. Immediately following the GMs' awareness of any perceived or actual noncompliance items, they will inform the Board in its monthly report at the next board meeting.

Operational Definitions:

- The monthly update report will include notices of anticipated and actual non-compliance as needed.
- Monthly monitoring reports will include notice of actual non-compliance as needed.
- In the case of a serious non-compliant issue, the GM will inform the Board President promptly.

Data:

- Non-compliance issues noted in monthly updates: None.
- Non-compliance issues noted in regular monitoring reports

Date	Policy	Non-compliance issue
02/17/15	B1.4	Quick Ratio
02/17/15	B1.8	Tax Payments

- Serious non-compliance issues noted immediately to Board President: None
 - 3. <u>Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes which may affect Board policy.</u>

Interpretation:

The GM is responsible for assuring that the Board has all the information and data it needs in order to make sound, thoughtful decisions related to its work. This information is mainly long-term, big-picture or high-impact in nature rather than daily and routine operational matters. Examples of significant operational changes might include major shifts in product mix, new programs, a store relocation or major changes in personnel – changes that materially affect customers' and members' perception of the Co-op. The GM is responsible for providing sufficient warning of such possible major operational changes to make certain that the Board is notified and, so that it has time to discuss and analyze any possible impacts to existing Board policy.

Since the typical reporting schedule of the limitations policies are only reported on annually, it does not always adequately meet the Board's needs in receiving timely information. Therefore, the GM will provide monthly communications to the Board in the form of a monthly managers report.

Operational Definitions:

• Monthly monitoring reports will include historical and/or trend information when the information is obtainable and conceivably useful to the board.

- The GM monthly update report will include information about possible and/or anticipated significant operational changes at least 2 months in advance of those changes.
- The GM will provide a monthly written update report in support of this policy. Content examples might include:
- o Financial information relevant to board work.
- Ownership level issues that help the board see the broad view.
- Public events (activities and gatherings both on and off premise) that may affect the perception of the Co-op with customers, members and in the community.
- o Internal and external changes like significant modifications to the normal pattern of business.
- o Personnel matters of any significance, examples include professional training, promotions, reallocation of or reduction in labor hours.
- Occurrences related to equipment, and building maintenance and/or security.
- In the case of confidential matters, the GM will report on these subjects in Executive Session rather than in the written monthly report.
- In situations when the Board needs to be informed about matters of a more critical nature, the GM will contact the Board President or the entire board directly.

Data:

• Monitoring reports containing historical and/or trend information. *NOTE: GMs have begun collecting relevant historical data to build further trend analysis information. In addition, the GMs have completed the final upload for use with CoMetrics, another valuable reporting and examination instrument.*

Report	Date(s)
B1—Financial Conditions	11/18/14
	02/17/15
B2—Planning & Financial Budgeting	12/16/14
B3—Asset Protection	01/20/15
B6—Staff Treatment	11/05/14
B7—Board Communication	03/17/15
B8—Logistical Support	03/17/15

- The 2015-16 Strategic Plan submitted to the Board on *December 16, 2014* included priorities for online shopping, space re-allocation and NCG membership. No other significant changes are planned in this reporting period.
- Since the Co-managers took over operations for the Co-op, they have submitted to the Board every month a written communication in support of the B7 policy.

Report Date	Topics Included
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10/20/14	Events, Training, Personnel, Equipment, Sales, Finances, Grievance Cmtte, Safety Cmtte
11/05/14	Parcel J, NCG, Budget & Strategic Plan, Staff Development & Training, Events, Marketing
12/10/14	Events, Staff Development, Finances, Policy Governance, Sales, Personnel
01/10/15	Events, Personnel, Security, Finances
02/10/15	Events, Staff Development, Training, Personnel, Financials, Payroll, CoMetrics
03/10/15	Events, Personnel, Sales, Staff Development, New Programs and Projects

- Executive Session (confidential) reports: None
- GM communication to the Board President via monthly meetings

Meeting Date	Topics included
09/10/14	Personnel, Financials
09/30/14	Financials, Budgets, Legal Matters
10/13/14	Security Matters, Personnel, CFNE
11/03/14	Parcel J, Monitoring, Financials
11/13/15	Board Support & Communication
12/01/14	CERC, Store Reset, Cash Flow,
	Communication, Restricted Funds
01/05/15	CDS Training, Board Admin, Parcel
	J, Monitoring, Inventory

4. Withhold his/her opinion if the GM believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.

Interpretation:

The GM is obligated to notify the board if in his or her opinion the board is not acting in harmony with its board policies.

Operational Definitions:

• The GM monthly report will include, as needed, notes about the GM's view regarding Board behavior including individual board members.

• In addition, the GM will alert the board during support calls, monthly meetings, via email and/or in written form of any board related behavior that is impacting their ability to work in the conditions set forth in the policy manual.

Data:

- Co-managers held conference calls with CDS consultants Marilyn Scholl and Joel Kopischke to request support with building and strengthening board/GM relationship.
- Co-managers sent a request to the board in an email asking them to consider watching two CDS videos to begin a dialogue that would help strengthen their relationship with the board.
- Co-managers met with the board president and vice president separately to discuss board processes and behaviors that they felt were impacting their ability to work effectively.
- Support Calls with CDS Consulting 2014-15
 - 5. <u>Deal with the Board in a way that favors or privileges certain Board members over others except</u> when responding to officers or committees duly charged by the Board.

Interpretation:

The GM is accountable in helping the Board maintain its obligation to holism as articulated in Board policy D1 – Unity of Control. We recognize that only the Board as a single body has any authority. We also understand we can interact with any director in any way we choose as long as we do not give that director any decision-making authority, and as long as that director does not receive any advantage that is not afforded to all directors.

Operational Definitions:

• Compliance is determined by directors notifying the GM, or board president, who then tells the GM, of any out of compliance situation.

Data:

- No known out of compliance situations have been received in this reporting period.
 - 6. Fail to supply for the Board's consent agenda all decisions delegated to the GM yet required by law, regulation, or contract to be Board-approved.

Interpretation:

We interpret this to mean that the GM is responsible for informing the board of any grant or other small agreement (that is operational in scope) which the Co-op may want to engage with an outside organization or government agency that requires a board signature but that the board has delegated to the GM. Using a consent agenda format as part of the policy governance model, the GM must bring forth any background information to the board so that can consent can happen in a timely manner.

Operational Definitions:

- The Co-op's Articles of Incorporation require that any time a member wishes the board to refund their equity investment this information will be presented to them for approval.
- Other matters necessitating board consent to fulfill the requirements of banks, insurance carriers, governmental agencies, etc., will be presented to the board as needed.

Data:

- At no time during this reporting period has any member requested a refund of their equity investment.
- The Board President signed bank forms giving the Co-managers authorization to access the Coop accounts and write checks.
- The Board President signed a letter authorizing the Co-managers the ability to have keys made for the Co-op.
- The Board President signed a document giving the Co-managers the authority to modify insurance coverage as needed.

ANNUAL MONITORING REPORT, APRIL 14TH, 2014

Policy: B1 - Financial Condition and Activities

We report compliance with this policy with the exceptions of B1.2 Net Income as percent of Sales, Current Ratio and Quick Ratio

Carrent Natio and Quick Natio						
Unless indicated otherwise, all data in this report is for FY14 and is accurate as of April 14, 2015.						
We certify that the information contained in this report and attachments is true.						
Signed Kristin DeMuzzio , Co- Manager Signed Sheila A. Herbert , Co- Manager						
Co-Managers commencing November 18, 2014						
Attachments: Balance Sheet, Income/Expense Statement, memo from most recent external audit						
With respect to the actual, ongoing financial conditions and activities, the Co-Managers shall not cause or						
allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy or key						
operational indicators to be below average for our industry.						

Interpretation:

In order to be prepared for future opportunities, the co-op must not only avoid "fiscal jeopardy;" it must also define and reach financial goals that are clearly developed with stability and growth in mind.

For sub-policies 1-4, we will interpret the policy in a way that it addresses both jeopardy and future opportunities. Sub-policy 5 deals primarily with being prepared for the future. Sub-policies 6-10 are less relevant to future preparations, but still certainly address various aspects of "fiscal jeopardy."

We attain our financial goals (and our Ends) by striving for excellence in operations. There are several ways to measure of operational health and excellence. For the purpose of this report, pertinent key operational indicators are those measures that illustrate operational efficiency and for which we have comparative data from other co-ops. These key indicators are:

- Sales growth
- Margin minus Labor (before taxes/benefits)
- Sales/labor hour
- Inventory turnover
- EBITDA
- Growth in owner paid-in equity

For each of the key operational indicators, our co-op's performance in any given reporting period should be at or above the median for similar co-ops in that same period.

Operational Definition:

- See the sub-policies below for further interpretations and definitions.
- For each of the key operational indicators, our annual performance should be <u>at or above the</u> median for similar-size co-ops.

Data:

(Compliance is based only on data for most recent year. Data from previous years is included on FYI basis only.)

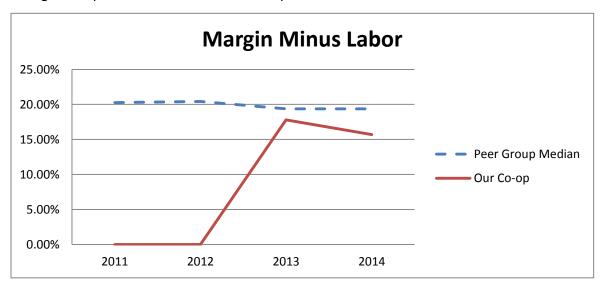
- Please look below for definitions and data for each of the sub-policies.
- For the key indicators of Sales, EBITDA and Owner Paid-in Equity, comparison data will be included with those sub-policies.

Margin Minus Labor (MML)

Margin Minus Labor (MML) – A measure of how much of every dollar spent in the store is left after paying for the product and the labor associated with the product.

MML is a measure of the stability of overhead costs.

MML = Margin as a percent of sales – Labor as a percent of Sales



Data:

Margin Minus Labor (2014) = 15.70%

Median for medium co-ops = 19.38%

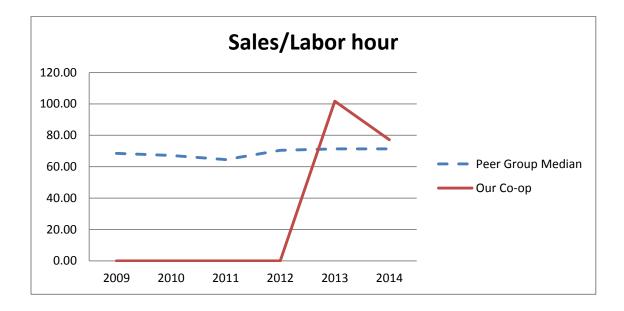
MML for Fiddleheads is below the Peer Group Median. This has been addressed by:

- 1. Financial data in Q3 Y14 which showed a net loss (\$33,000) which prompted us to analyze labor costs and current margins. Results showed we needed to reduce hours in certain departments and redeploy staff to essential shifts in other departments. We also developed and implemented a crosstraining program to improve efficiency.
- 2. Increasing our Department Margins. Inventory Adjusted Gross Margin in 2014 was 32.72%. In Q1 of 2015 Inventory Adjusted Gross Margin was 35.38%. Also, in Q1 of 2015 our MML was 19%.

Sale/Labor hour

Sales per Labor hour – A measure of the amount of Gross Sales per each Labor hour.

Sales per Labor hour is a measure of efficiency and stability.



Data:

Sales per Labor Hour = 77.20

Median for medium co-ops = 71.40

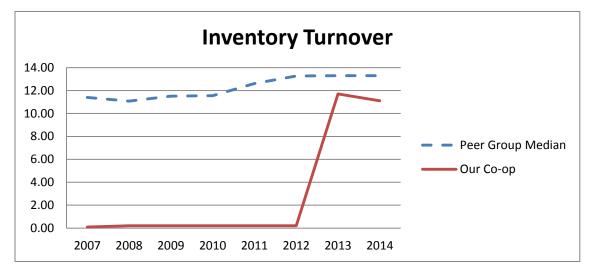
Fiddleheads is well above the median for co-ops similar in size. This is an indicator of stability and efficiency.

Inventory Turnover

Inventory Turnover is the number of times the entire store inventory is sold and replaced.

Inventory Turnover indicates the effectiveness of inventory management.

Inventory Turnover = Cost of Goods Sold/Average Inventory



Data:

Inventory turnover = 11.10

Median for medium co-ops = 13.29

Inventory Turnover is slightly below the Median for Medium-Size Co-ops.

In the 4th Quarter of 2014 we addressed this by reducing our total inventory especially in the Merchandise Category.

Our plan to reach the median for medium size co-ops includes maintaining appropriate inventory levels. Combining this with our 10% - 12% sales growth projection in 2015 will enable us to increase our inventory turns. This will further increase our efficiency and profitability.

The GM will not:

1. Allow sales to decline or be stagnant.

Interpretation:

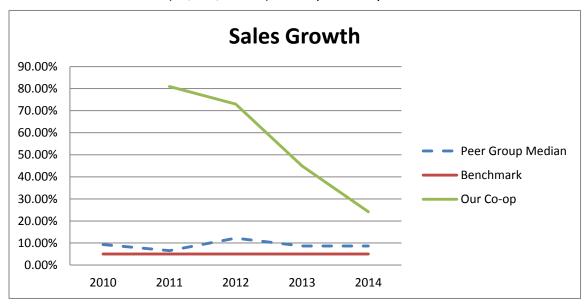
Managers of NCG co-ops, as part of the CoMetrics program, have set a benchmark for fiscal jeopardy for sales growth at 3%. For the purposes of this report, compliance will be achieved if sales growth is above both 10% and the median for similar-size (medium) co-ops.

Operational Definition:

Sales growth must be above both 10% and the group median for compliance.

Sales Growth = Sales of Current Year - Sales of Past Year/Sales of Past Year

Data: Data used is Total Annual Sales (\$3,298,250) as shown on attached Income/Expense Statement compared to Total Annual Sales (\$2,653,198.33) of the previous year.



Data:

Sales Growth = 24.20%

Median Sales Growth = 8.67%

Compliance in 2014

Our sales growth continued at a high rate in 2014 well above the Median Sales Growth for Medium Size Co-ops. Over the next few years the sales growth for Fiddleheads will level off as we move from being a 'start-up' co-op to a more stable co-op and be more typical of the sales growth shown by the Peer Group Median. The Peer Group Median is a very healthy annual sales growth benchmark at 8.67%.

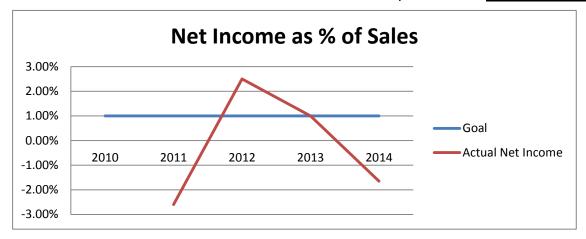
2. Allow operations to generate an inadequate net income.

Interpretation:

There are two important ways to look at income: the bottom line (net income) and EBITDA (Earnings Before Interest, Income Taxes, Depreciation/Amortization.)

For net income, the CoMetrics benchmark for jeopardy is set at 0.5%. Our goal is 1%.

• Actual net income as a % of sales from the most recent year must be at or above 1%.



Data:

Net Income = -1.65%.

Non-Compliance in 2014

Explanation:

A number of factors contributed to a net loss in 2014.

Expenses that were not budgeted for included:

- Labor (Higher than budgeted)
- Legal
- Expenses associated with the exploration of the feasibility of moving to a new location
- On site expansion
- High depreciation

Some of the expenses were exceptional and non-recurring.

For the expenses that are recurring, our plan is to control labor and budgeted expenses and increase our margin percent.

In the 4th quarter of 2014 labor costs were analyzed. As a result there was a reduction in the number of labor hours. It was achieved by attrition, reduction in hours in a small number of employee positions and redeployment of employees to other departments.

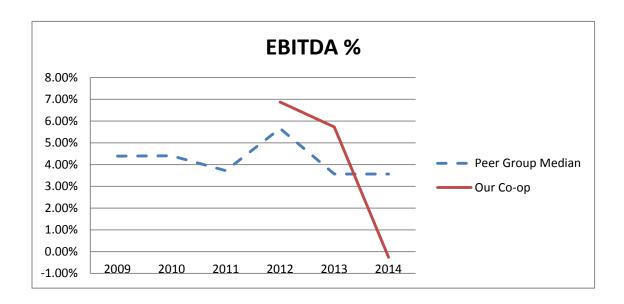
Improved, accurate and careful purchasing, receiving, pricing and inventory controls have lead to more profitability as shown in the first quarter of 2015. We have also been monitoring our monthly expenses more carefully to stay strictly within budget for cost of goods.

Preliminary results for the 1st Quarter of 2015 show a Net Income of 2.78%, an improvement of 4.43 percentage points.

Operational Definition:

Earnings Before Interest, Income Tax, Depreciation and Amortization (EBITDA) is useful as a comparison tool. We can gauge the soundness of our operations by comparing our performance to that of our peers. As with all peer comparisons in this report, compliance will be achieved if our performance is at or above the median.

• EBITDA Percent (as a % of sales) from the most recent year must be above the median for our peer group.



Data:

EBITDA = -.26%

Median for medium co-ops = 3.57%

Non-compliance in 2014

3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.

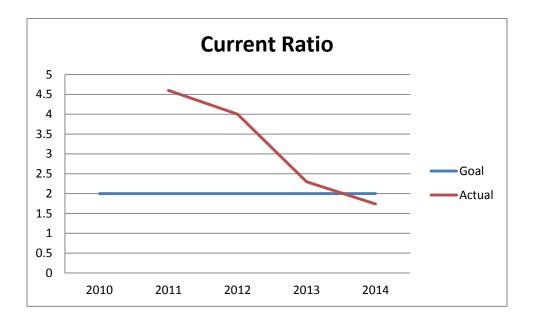
Interpretation:

There are two common and useful measures of liquidity: Current Ratio (Current Assets divided by Current Liabilities) and Quick Ratio [(Current Assets – Inventory) divided by Current Liabilities]

The CoMetrics benchmark for jeopardy (minimally adequate liquidity) is a Current Ratio of 1.25 and a Quick Ratio of 0.70. Our annual plan includes a Current Ratio goal of 2.0 and a Quick Ratio goal of 1.25. For the purposes of this report, compliance will be achieved if the Current Ratio is above 2.0 and the Quick Ratio is above 1.25.

Operational Definition:

The Current Ratio should be <u>above 2.0</u>.



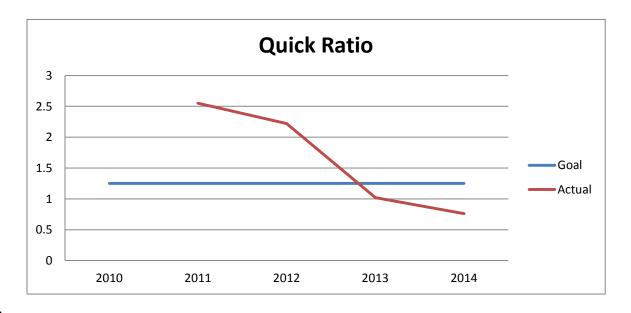
Data:

Current Ratio = 1.74

Non-Compliance in 2014

Operational Definition:

• The Quick Ratio should be above 1.25.



Data:

Quick Ratio = 0.76

Non-compliance in 2014

Plan is to increase liquid assets by:

- Reducing Inventory to an appropriate level
- Increasing margin

4. Allow solvency (the relationship of debt to equity) to be insufficient.

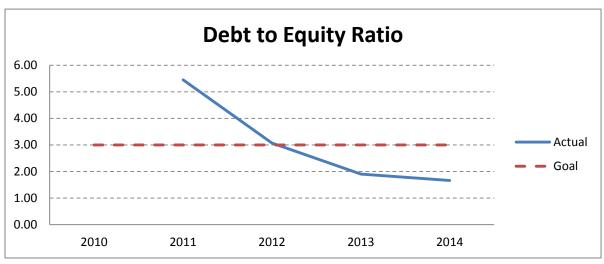
Interpretation:

The Debt to Equity ratio, Total Liabilities divided by Total Equity is a commonly used measure of solvency. It is an indicator of the proportion of debt and equity the company is using to finance its assets.

The CoMetrics benchmark for jeopardy is a Debt to Equity Ratio above 3.0. For the purposes of this report, compliance will be achieved if the Debt to Equity Ratio is below 3.0.

Operational Definition:

Our actual Debt to Equity ratio must be below 3.0.



Data:

Debt to Equity = 1.66

Compliance in 2014

5. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.

Interpretation:

Management may not incur new indebtedness except as trade payables, ordinary credit lines, and leases for equipment necessary in the ordinary course of business.

Operational definition:

Compliance will be achieved if, since the last report, no new indebtedness is reflected on the Balance Sheet other than those described above.

Data:

The following information is taken from the Liabilities section of the attached Balance Sheet. It shows no new liabilities.

The board approved the following liabilities, or potential liabilities, that are still active. Items 1 and 2 are listed on attached Balance Sheet.

Item		Date last verified	Verified Loan Amount	Current Loan Amount	Notes
1	CFNE	12/31/2013	\$168,403.87	\$172,663	Took a draw \$12,143.55 Sept., 2014
2	Member Loans	12/31/2103	\$39,500	\$37,500	No new loans

6. Acquire, encumber or dispose of real estate.

Interpretation:

This policy limits the GM from purchasing or committing to purchase any real estate; only the Board has the authority to make any kind of real estate (land or buildings) deal.

No real estate purchases or commitments have been made in 2014.

Compliance in 2014

7. <u>Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately</u> filed.

Interpretation:

Our only "government-ordered" payments are the various taxes we pay.

Operational definition:

- All taxes due will be paid on time.
- We will receive no notice from the government that our taxes are unpaid, paid late, or inaccurately filed.

Data:

Annual payment schedule

	Date Due	Date Paid	Amount Paid
Payroll Tax	04/08/14	04/08/14	\$31,649.18
	07/31/14	07/31/14	\$30,573.67
	10/31/14	10/31/14	\$40,667.33
	02/02/15	02/02/15	\$41,264.34
Sales Tax	01/27/14	01/27/14	\$2,979
	2/28	2/28	\$2,282
	3/31	3/31	\$2,386

	4/30	4/30	\$2,690
	6/2	6/1	\$2,686
	6/30	6/30	\$2,811
	7/31	7/26	\$2,506
	9/2	8/29	\$2,713
	9/30	9/29	\$2,671
	10/31	10/29	\$2,664
	12/1	11/28	\$2,886
	12/31	12/30	\$2,821
Federal	None due		
Income Tax	" "		
State Income	None due		
Тах	u u		

This year we received no notice of overdue or inaccurate payments.

8. Allow late payment of contracts, payroll, loans or other financial obligations.

Operational definition / Interpretation:

- A. Contracts are agreements between the Co-op and another party. They include, for example, purchasing contracts with United Natural Foods, and our contract with CDS for the CBLD board development program. Contracts are considered settled in a timely manner unless we receive notice that our payment is past due.
- B. Payroll is the sum of wages and benefits paid to staff. It is considered settled in a timely manner if employees receive their wages and benefits as outlined in the Employee Handbook, and if no employee makes a valid grievance concerning untimely payment.
- C. Loans are anything listed as "Notes Payable" on our Balance Sheet. They are considered settled in a timely manner if we make payments according to the note, and if we receive no notice that our payment is past due.
- D. Fiddleheads has no other financial obligations.

Data:

- A. We received no past due notices this reporting period.
- B. Employees received their paychecks on time every pay period. No grievances (valid or otherwise) concerning payment were filed this reporting period.
- C. We paid all notes according to terms this reporting period. We received no notices of late payment from any note holder.
- D. N/A

Compliance in 2014

9. Use restricted funds for any purpose other than that required by the restriction.

Interpretation:

Restricted funds are any money or account controlled by the Board of Directors or outside authority for a specific purpose. Only the board or that outside authority may alter the spending assignment for that money.

Operational Definition:

- Restricted funds are clearly identified on our balance sheet.
- The amount of any restricted fund should only change according to decisions of the controlling authority.

Data:

Restricted funds controlled by the board: none.

Restricted funds controlled by others: none.

10. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

Operational definition:

The co-op's financial record keeping systems will comply with Generally Accepted Accounting Principles (GAAP).

A qualified third party from outside the organization will review the co-op's accounting systems on an annual basis to a level of depth necessary to provide an opinion regarding compliance with GAAP. The external auditor hired by the board to perform the annual audit qualifies as this party.

Compliance will be achieved if the auditor provides a "clean" or unqualified letter regarding conforming to GAAP.

Data:

In the *[date]* "Independent Auditor's Report on the Financial Statements," Shannon Heap states that our financial statements are "in conformity with accounting principles generally accepted in the United States of America."

Attachment: letter from the auditor.

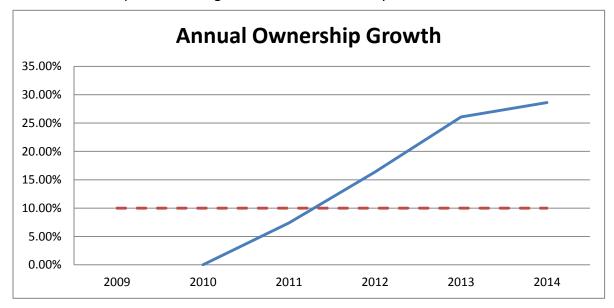
11. Allow growth in ownership and owner paid-in equity to be insufficient.

Interpretation:

Our goal is an annual growth of 10% in the number of owners. There is no NCG benchmark for owner paid-in equity, but we consider growth in owner paid-in equity will be *sufficient* if it meets our own goals (Our goal is for this to grow on pace with annual sales growth of 10%)

Operational Definition:

• The number of co-op owners will grow at least 10% annually.



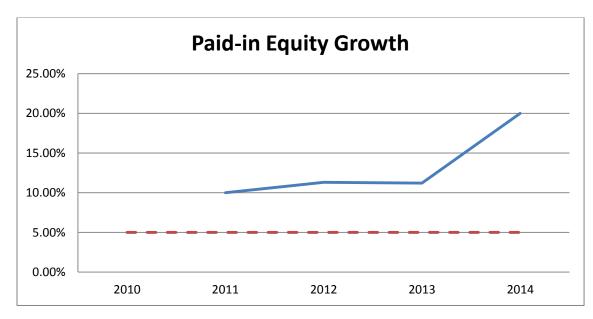
Ownership growth = 28.60%

FYI: # of owners as of 12/31/14 = 1848

Compliance in 2014

Operational Definition:

Owner paid-in equity will grow at least 10% annually.



Paid-in equity growth = 20.0%

Compliance in 2014

Fiddleheads Food Co-op INCOME STATEMENT as of December 31, 2014

Total Cost of Goods Sold 2,245,189.41 Gross Profit	Total Sales	3,299,709.92
Expense	Total Cost of Goods Sold	2,245,189.41
Expense		
Total 6210000 · Personnel Expense 673,533.23 Total 6220000 · Occupancy expenses 170,112.47 Total 6227000 · Store Expansion 9,961.43 Total 6230000 · Depreciation & amortization exp 33,787.00 Total 6240000 · Operating Expenses 106,174.03 Total 6250000 · Overhead expenses 95,207.70 Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Gross Profit	1,054,520.51
Total 6210000 · Personnel Expense 673,533.23 Total 6220000 · Occupancy expenses 170,112.47 Total 6227000 · Store Expansion 9,961.43 Total 6230000 · Depreciation & amortization exp 33,787.00 Total 6240000 · Operating Expenses 106,174.03 Total 6250000 · Overhead expenses 95,207.70 Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Expense	
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Total 6230000 · Depreciation & amortization exp 33,787.00 Total 6240000 · Operating Expenses 106,174.03 Total 6250000 · Overhead expenses 95,207.70 Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	·	•
Total 6240000 · Operating Expenses 106,174.03 Total 6250000 · Overhead expenses 95,207.70 Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6227000 · Store Expansion	9,961.43
Total 6250000 · Overhead expenses 95,207.70 Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6230000 · Depreciation & amortization exp	33,787.00
Total 6260100 · Special event costs 3,690.33 Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6240000 · Operating Expenses	106,174.03
Total 6280000 · Travel & meetings expenses 14,923.68 Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6250000 · Overhead expenses	95,207.70
Total 6290000 · Non-personnel expenses 8,293.18 Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6260100 · Special event costs	3,690.33
Total 6322000 · Business expenses 3,226.24 Total Expense 1,118,909.29 Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6280000 · Travel & meetings expenses	14,923.68
Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6290000 · Non-personnel expenses	8,293.18
Net Ordinary Income -64,388.78 Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total 6322000 · Business expenses	3,226.24
Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Total Expense	1,118,909.29
Total Other Income 10,207.52 9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52		
9340000 · Prior Year A/P Corrections 0.00 Total Other Expense 0.00 Net Other Income 10,207.52	Net Ordinary Income	-64,388.78
Total Other Expense 0.00 Net Other Income 10,207.52	Total Other Income	10,207.52
Net Other Income 10,207.52	9340000 · Prior Year A/P Corrections	0.00
	Total Other Expense	0.00
Net Income -54,181.26	Net Other Income	10,207.52
Net Income <u>-54,181.26</u>		
	Net Income	-54,181.26

FIDDLEHEADS FOOD CO-OP BALANCE SHEET

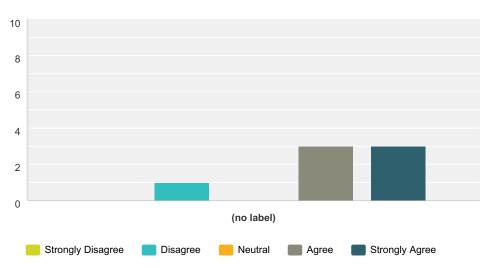
as of December 31, 2014

ASSETS	
Current Assets	
Total Cash	126,688.03
Other Current Assets	
1001119 · Undeposited Funds	3,974.79
1114100 · Credit Card Sales Receivable	13,479.61
1114180 · Patronage Dividends Receivable	2,254.27
Total 1114200 · Inventory Asset	188,220.61
Total Current Assets	334,617.31
Fixed Assets	
1124000 · Furniture, fixtures, & equip	268,733.11
1126000 · Leasehold improvements	204,384.05
1128000 · Accumulated Depreciation	-91,173.00
Total Fixed Assets	381,944.16
Other Assets	
1133000 · Loan Closing Costs	10,600.00
1139000 · Accumulated Amortization	-1,473.00
Total Other Assets	9,127.00
TOTAL ASSETS	725,688.47
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
2211010 · Accounts payable	116,753.94
2211020 · Payroll Liabilities	28,843.14
2211030 · Sales Taxes Payable	3,747.00
2211031 · Accrued CT Corp Tax	250.00
2211040 · Gift Certificate Liability	4,563.13
2211071 · Accrued Rent Payable	13,100.00
2211072 · Accrued expenses - other	11,073.00
2211090 · Accrued Vacation/Sick	13,716.50
Total Current Liabilities	192,046.71
Long Term Liabilities	
2212011 · CFNE Loan 2012	172,662.56
2212012 · CL&P Loan	8,284.44
2212013 · NCB LOAN	10,705.43
2212014 · Secter Loan 100K	6,498.81
2212040 · Member Loans	37,500.00
2212050 · Deferred Income Taxes Payable	25,247.00
Total Long Term Liabilities	260,898.24
Total Liabilities	452,944.95
Equity	
3221100 · Stockholders' Equity	53,675.00
3226010 · Unrestrict (retained earnings)	116,548.44
3227000 ⋅ Other Paid in Capital	156,701.34
Net Income	-54,181.26
Total Equity TOTAL LIABILITIES & EQUITY	272,743.52
IOTAL LIADILITIES & EQUIT	725,688.47

April 2015 Board Process D2

Q1 The General Manager is the Board's only link to operational achievement and conduct.





	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00%	14.29%	0.00%	42.86%	42.86%		
	0	1	0	3	3	7	4.14

Q2 The Board will view GM performance as identical to organizational performance so that the Cooperative's accomplishment of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful GM performance.



Neutral

Agree

Strongly Agree

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00%	14.29%	0.00%	57.14%	28.57%		
	0	1	0	4	2	7	4.00

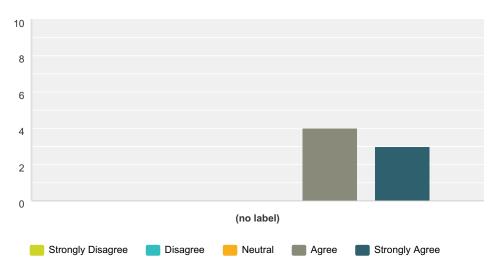
Disagree

Strongly Disagree

April 2015 Board Process D2

Q3 The Board will not instruct or evaluate any employee other than the GM.





	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00%	0.00%	0.00%	57.14%	42.86%		
	0	0	0	4	3	7	4.43

Monthly Work Flow

Approved June 18, 2013

Meeting

- Recording secretary takes minutes and prepares draft minutes within 1 week of board meeting
- 7 days after meeting
 - O Draft minutes distributed to GM & president and copied to all board members
 - o GM & president have 7 days to review minutes & send any comments to secretary
- 14 days after meeting
 - o GM & president input on minutes complete
 - Directors (and owners) may submit agenda topics up to 14 days prior to monthly meeting*
- 12 days before meeting
 - o GM & president meet & discuss agenda, et al.
 - President sets agenda (*submitting a topic does not guarantee it will be on the agenda)
- 10 days before meeting
 - Meeting Notice sent by President (per Bylaws)
 - o Draft agenda distributed
 - o Short window to make adjustments to the agenda if needed
 - Any information for the board to consider delivered to the president at least 1 week prior to the next meeting so that it can be included on the board packet
- 7 days before meeting
 - o All packet material sent to president
 - o President compiles and distributes packet of material
- 5 days before meeting
 - Packet distributed
 - o Directors have 5 days to read all packet material prepare for board meeting
 - o President meets with facilitator to go over meeting agenda
- Meeting
 - Near the beginning of the meeting there is an agenda review to answer any questions or make any last-minute necessary changes
 - o For each agenda item, directors are asked if they read the related documentation and are prepared for the topic; if directors are not prepared, the board decides whether to table the item or proceed, and if proceeding, whether unprepared directors should abstain from voting on any decision
 - At the end of the meeting, directors review the preliminary draft agenda of the next month's meeting, evaluate the meeting process, and determine any action items due in the interim before the next meeting

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Great Idea: Board President Succession Planning

Added by CBLDLibrary on October 4, 2014



Joe Marks had been the board president at the startup Monadnock Food Co-op in Keene, NH for three years. Marks had been instrumental in leading the co-op from its founding to operational governance. He's currently finishing his current board term with one year left, but not as an officer. His new role as an at-

large board member is to act as a resource and mentor for the new board president, Kathy Burke.

Transitioning their leadership at this point is a big step for the organization, yet the need to prepare future leaders is the work of all boards. Marks said he began the process two years ago when he knew he wanted to step down from the role of president.

Marks noted that some people have the leadership skills, but not necessarily the time to be president, or that some people are not comfortable in the role. "I had to acknowledge the transition, but also find a capable person," he said. He looked for a person with a passion for the co-op's mission, someone who had the self-confidence to listen and be a leader in the boardroom as well as the community, and who deeply understood the board's decision-making process. Kathy Burke, who had served on the board for two years (and this past year as vice president) has ably stepped into that role. Burke said that during her VP year, Marks coached her on the role, including her in communications with the general manager, being part of the monthlyCBLD consultant calls, and having her facilitate board meetings.



Burke said she feels prepared to be president, but she likes having Marks' backing for the coming year. "I feel really supported in that way, and we also have a great board. I'll be president, but overall we have very thoughtful and engaged board members."

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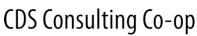
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