

**FIDDLEHEADS  
BOARD OF DIRECTORS MEETING  
July 21, 2015  
6:30-8:30 PM  
105 Huntington Street, New London**

<b>Time</b>	<b>Topic</b>	<b>Resource</b>	<b>Board Action/ Outcome</b>	<b>Leader</b>
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	Agenda Review		Make any needed adjustments	President
	<b>Member Comments</b>			
	<b>Minutes</b> (Board Packet) • June 16, 2015		Approve Minutes	
	<b>Managers Update Report</b>		Q&A	Co-managers
6:45	<b>Consent Agenda</b> • Board Monitoring Report C1 Governing Style		Approval	
	<b>Discussion of Items removed from Consent Calendar</b>			
	<b>Officer Elections</b>			
7:00	<b>Committee/Task Force Reports/Action</b> • <b>Member Communications</b> • <b>GM Search</b>			Carolyn Wilson Sue Phillips/Carolyn Wilson
7:30	<b>Managers Monitoring Reports</b> • <b>B Global Executive Constraint</b> • <b>B6 Staff Treatment</b>		Discuss and Approve	
7:45	<b>Executive Session</b> • To approve June 16, 2015 minutes • • To discuss personnel matter		Approve Minutes Take action as needed	
8:20	<b>Closings</b> • August 18 draft agenda • Meeting Checklist o Everyone was present physically and attentively o No sidebar conversations o Maintain topic focus o Everyone had a voice and was heard o Be honest but not brutal o Don't monopolize o Clarify the purpose of each agenda item to begin o Signal if you feel personally attacked, disrespected, or put down • Review Decisions, Tasks, Assignments		Review Evaluate meeting process: what worked and what needs improvement	President  President

- |  |                   |  |  |  |
|--|-------------------|--|--|--|
|  | • Adjourn Meeting |  |  |  |
|--|-------------------|--|--|--|

**BOARD PACKET:**

**FIDDLEHEADS BOARD OF DIRECTORS**  
Board Meeting of June 16, 2015 [Prepared June 19, 2015]

**I CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS**

**A. Call to Order**

Mark Roberts called to order a special meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday June 16th, 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  
Danny Spurr  
Helene Bardinnet  
Suzanne Cattanach

**The following Board Members were absent:**

Mark Patnode

**The following additional persons were present:**

Vanessa Young, Board Administrator  
Sheila Herbert, Co-Manager  
Kristin DeMuzzio, Co-Manager  
Rachel Watrous, Staff  
Andrea Hall, Staff  
Ed DeMuzzio (member/financial volunteer)

**C. Announcements**

**Presentation of plaque to Susan Zimmerman for Board Presidency 2012-2015.**

It was noted later in meeting that Vanessa Young is resigning as Board Administrator. She was thanked for her service.

**D. Agenda Review**

Some typographical errors noted.

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**E. Member Comments**

Bud McAllister made a brief presentation on upcoming practice sessions on Compassionate Communication and an upcoming Shine A Light on Heroin fundraiser. There was a handout for each item.

**II. MINUTES OF PRIOR MEETINGS**

**A. Minutes of May 21, 2015 meeting**

Typographical errors noted to be corrected.

**Motion to accept minutes of May 21, 2015 with corrections identified.**

Motion: Mona Harmon-Bowman

Second: Danny Spurr

All in favor with Susan Zimmerman and Suzanne Cattnach abstaining.

It was also noted that revised workflow document (as discussed in minutes as Item IV on page 4) has been prepared and is available but was not included in Board Packet.

Helene Bardinet volunteered to assist in getting Fiddleheads Board website updated to have agendas, minutes and packets for Board meetings that are currently only available through 2014.

**III. CONSENT AGENDA**

1. Managers Update Report
2. Annual Meeting and Membership Committee Updates/Reports
3. Board Monitoring Report D4
4. Board Monitoring Report Global D
5. Board Monitoring Report Global C

Items 1, 2 and 3 removed for discussion.

**Motion to approve Board Monitoring Reports for Global Policies C and D (items 4 and 5).**

Motion: Susan Zimmerman

Second: Helene Bardinet

All in favor.

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**IV. REMOVED CONSENT ITEMS**

**A. Managers Update Report**

It was noted that this is typically an FYI report, not an accepted report. Board will return to policy of making this a separate agenda item NOT a consent agenda item as consent agenda items are those that need to be approved but may be approved without discussion.

There was discussion on whether we wanted updated monitoring report to include changes in projected sales/forecast. Some of the attachments updating financial information are of interest but will not be acted upon until Board received Q2 Financial Monitoring Report.

**B. Reports of Annual Meeting Committee and Membership Outreach Committee**

It was agreed that this agenda item should have been limited to Annual Meeting Committee as that is only document in Board Packet. Membership Outreach Committee report will be included in agenda/packet for July board meeting.

Report in packet was supplemented with discussion that this Task Force/Committee will meet again in August to address some of the questions raised in the report.

Board reviewed minutes and packet from February 2015 to clarify that the 2015 Annual Meeting Task Force was time limited but at August meeting that Task Force will propose charter to meet throughout year and have annual schedule to better execute the annual meeting each year.

At next meeting Annual Meeting Committee/Task Force will also ask Board to formally set date for 2016 Annual Meeting (May 15, 2016 has been suggested).

There was also discussion of the extent to which Annual Meeting event is a board responsibility versus an operational responsibility. Task Force will access CDS Field Guide to Annual Meetings for clarity, although historically Annual Meeting for Fiddleheads has been included in store budget not board budget and Management/Staff is responsible for event planning and the Board for the business meeting/elections.

**C. Board Monitoring Policy D4**

Subpart 7 of this policy needs to be revised, Board Secretary will update sub-policy 7 to reflect calendar year evaluation cycle rather than June through May cycle.

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There was also some discussion to clarify on sub-policy 3 what kinds of external reports might be used to evaluate GM performance. These could include: audit, insurance inspection, or consultant review.

**V. BOARD ELECTIONS**

There was a survey monkey survey soliciting Board member interest in various Board officers. Apparently there was an email snafu and not everyone on the Board received this email and it is clear that not all Board members responded.

It was proposed that in light of this snafu, in the absence of Mark Patnode, and because no one has stepped forward as willing to serve as treasurer, it might make sense to defer elections until the July meeting. Additionally, there may be a new Board Administrator identified by July, if not it will significantly impact workload of officers, particularly secretary and president.

It was also noted that Board retreat will occur before July meeting and allow new board members to get to know returning members, and perhaps give new members a better flavor for what is needed in officers and prompt one or more to develop a willingness to serve as officers.

**Motion to defer elections until July meeting.**

Motion: Sue Phillips

Second: Mona Harmon-Bowman

All in favor.

**VI. REVIEW OF ON-LINE ORDERING FEASIBILITY**

Written report prepared by Andrea Hall in board packet. Andrea also made a PowerPoint presentation to further flush out the information contained in the report, particularly what the on-line process will look like from placing of order through payment and pick-up.

Presentation included both projected costs and estimated income. Various scenarios were presented reflecting different assumptions regarding increased basket size and potential new customers. Net loss anticipated initially but by beginning of 2017 there is potential for net profit of up to \$1800.

It was requested that Board accept this as a monitoring report with a request that there be a follow-up report in January 2016.

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**Motion to accept On-Line Ordering Feasibility Report with request for January 16, 2016 update report.**

Motion: Susan Zimmerman

Second: Carolyn Wilson

All in favor.

**VII. PROPOSAL TO CREATE STRATEGY COMMITTEE**

Tabled.

**VIII. GM MONITORING REPORT – POLICY B Global Executive Limitations**

Tabled.

**IX. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTERS**

Board requests that Co-Managers remain for Executive Session, pursuant to approved practice Board Administrator remains as well.

**Motion to enter executive session.**

Motion: Mark Roberts

Second: Sue Phillips

All in favor.

Executive session started at 8:13 p.m. and ended at 8:34 p.m.

Separate minutes of executive session are routinely taken and maintained in a separate confidential file.

**X. CLOSINGS**

**A. Agenda Review (items for June Board meeting)**

Approval of June meeting minutes (regular and executive session)

Membership Outreach Committee Report/Charter Proposal (tabled at May 2015 meeting)

Board Officer Elections

GM Update Report (FYI not for acceptance)

GM Monitoring Reports (from June and July)

Board Monitoring Reports

Strategy Committee Proposal

**FIDDLEHEADS BOARD OF DIRECTORS**  
Board Meeting of June 16, 2015 [Prepared June 19, 2015]

Approving revisions to Policy B1 Financial Condition (adding policy relating to membership growth)  
Approving revision to Policy D4 Monitoring GM Performance (making evaluation cycle coincide with calendar year)

Mark Roberts will prepare agenda and packet and facilitate meeting.

**B.     Adjournment**

**Motion to adjourn at 8:38 p.m.**  
Motion: Mona Harmon-Bowman  
Second: Helene Bardinet  
All in favor.

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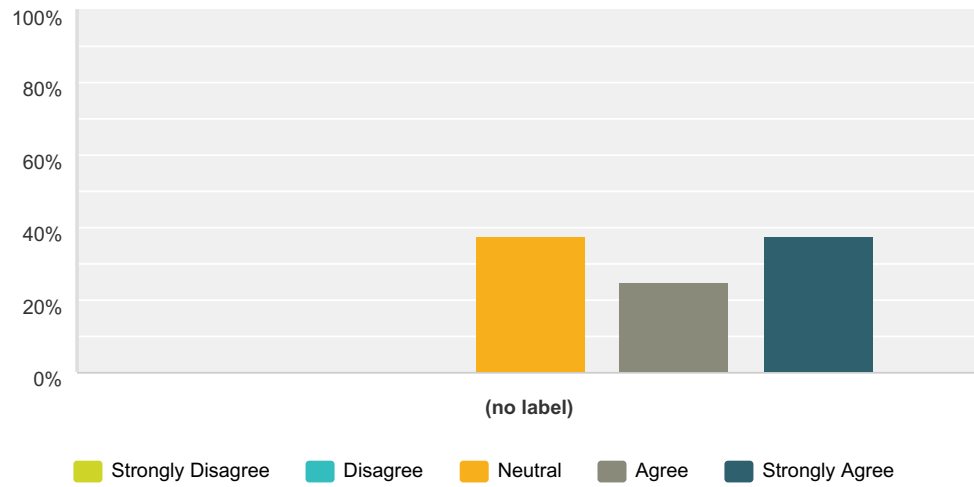
Draft minutes prepared for submission to board by Sue Phillips on June 19, 2015.

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



**Q1 We will govern in a way that emphasizes empowerment and clear accountability.**

Answered: 8 Skipped: 0

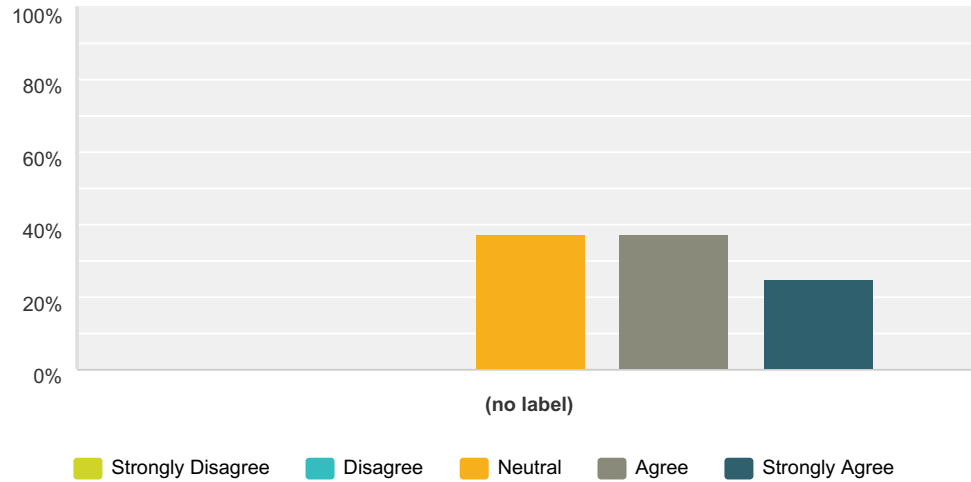


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	37.50% 3	25.00% 2	37.50% 3	8	4.00

#	Comment	Date
1	Is the meaning of accountability clear?	7/9/2015 9:00 PM
2	We are working on it!	6/25/2015 8:45 AM

**Q2 In order to govern in a way that emphasizes empowerment and clear accountability, we will focus our vision outward and toward the future.**

Answered: 8 Skipped: 0

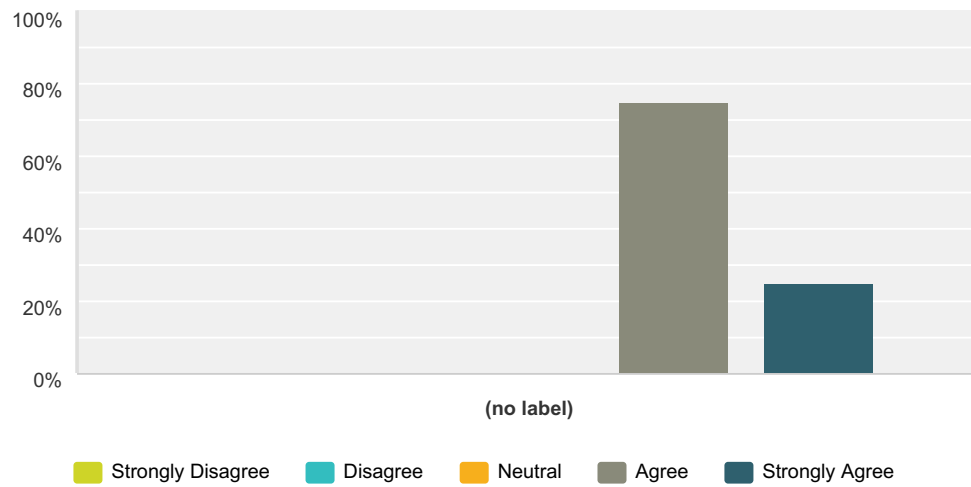


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	37.50% 3	37.50% 3	25.00% 2	8	3.88

#	Comment	Date
1	Working on it.	6/25/2015 8:45 AM

**Q3 In order to govern in a way that emphasizes empowerment and clear accountability, we will observe the 10 Policy Governance Principles (Ends Policies, Ownership, Board Process Policies, Board Holism, Board-Management Relationship Policies, Governance Position, Limitations Policies, Policies (Decisions) Come in Sizes, Any Reasonable Interpretation, Monitoring).**

Answered: 8 Skipped: 0

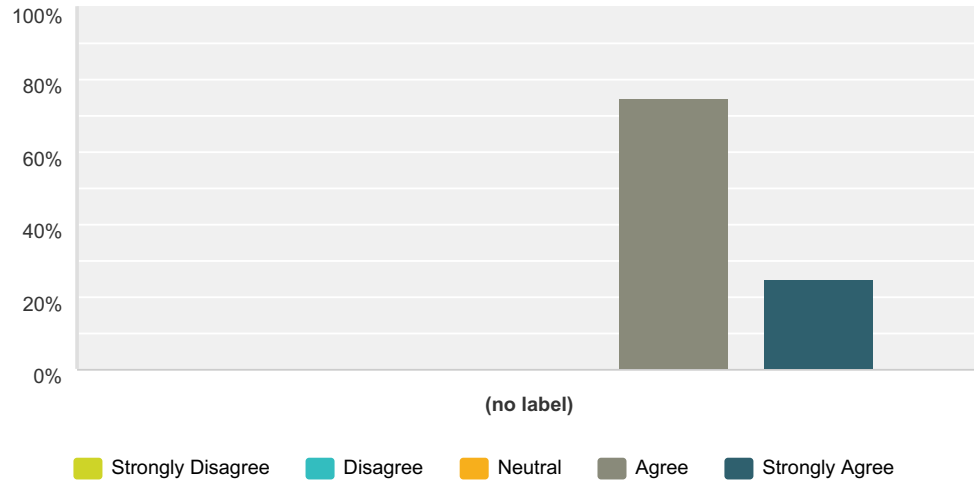


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	75.00% 6	25.00% 2	8	4.25

#	Comment	Date
1	Working on it.	6/25/2015 8:45 AM

**Q4 In order to govern in a way that emphasizes empowerment and clear accountability, we will maintain group discipline, authority, and responsibility.**

Answered: 8 Skipped: 0

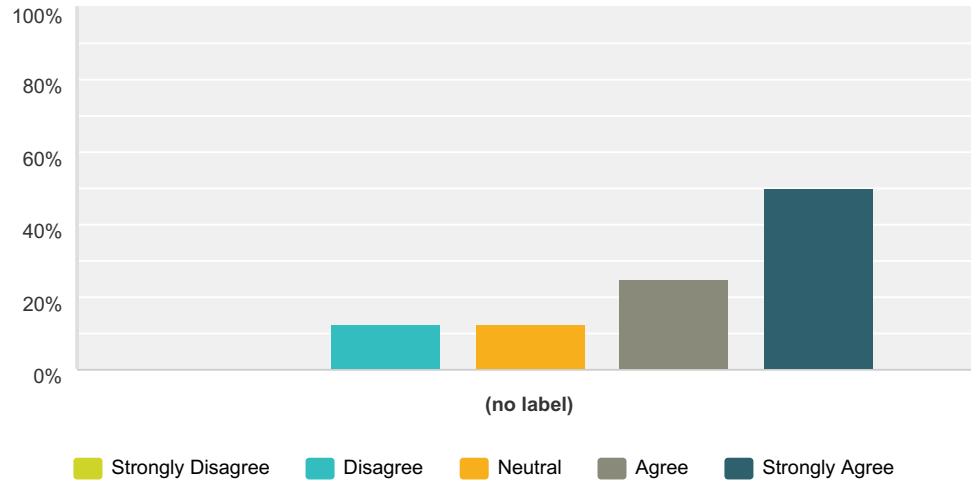


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	75.00% 6	25.00% 2	8	4.25

#	Comment	Date
1	Getting there.	6/25/2015 8:45 AM

**Q5 In order to govern in a way that emphasizes empowerment and clear accountability, we will clearly distinguish Board and General Manager roles.**

Answered: 8 Skipped: 0

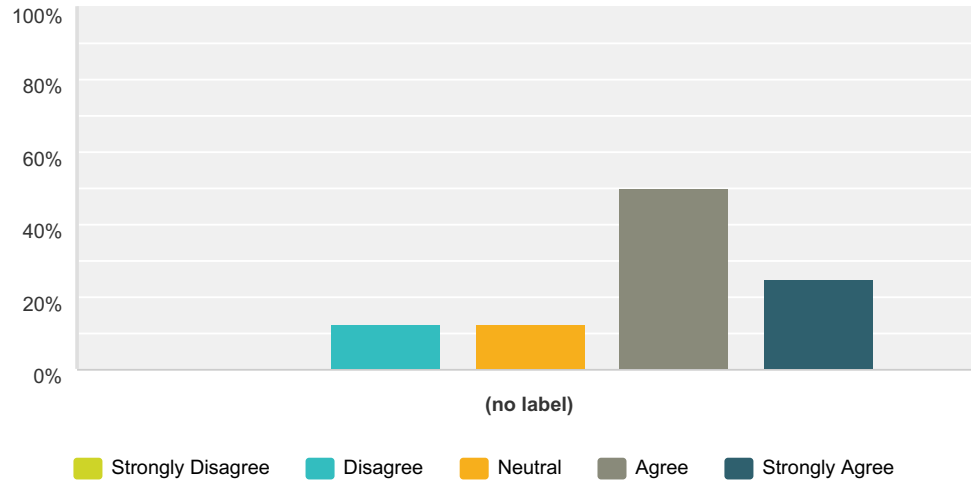


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	12.50% 1	12.50% 1	25.00% 2	50.00% 4	8	4.13

#	Comment	Date
1	Still some struggles with this. Reflect not having yet had strong policy governance experienced GM.	6/25/2015 8:45 AM

**Q6 In order to govern in a way that emphasizes empowerment and clear accountability, we will encourage diverse viewpoints.**

Answered: 8 Skipped: 0

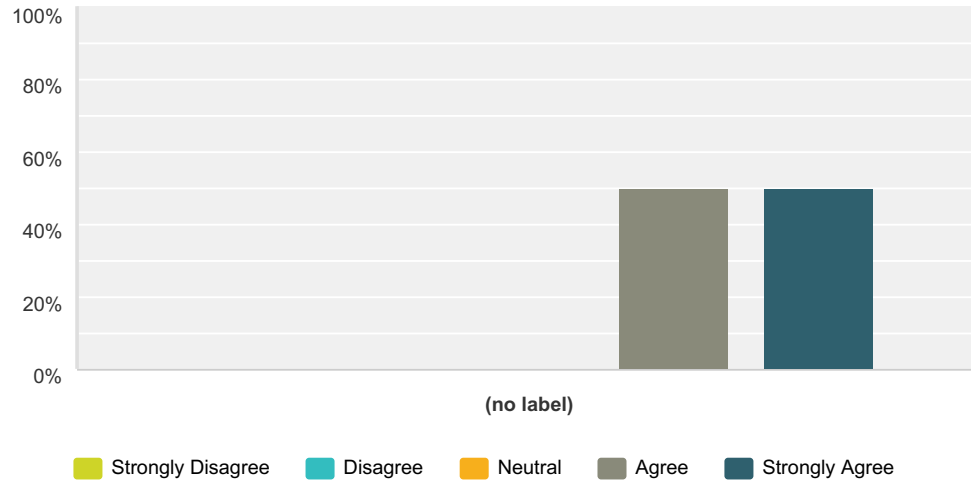


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	12.50% 1	12.50% 1	50.00% 4	25.00% 2	8	3.88

#	Comment	Date
	There are no responses.	

**Q7 In order to govern in a way that emphasizes empowerment and clear accountability, we will obey all relevant laws and bylaws.**

Answered: 8 Skipped: 0



	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	50.00% 4	50.00% 4	8	4.50

#	Comment	Date
	There are no responses.	

**VI: Monitoring Report B:**  
*Global Executive Constraint*

**Doc VI**





Policy: B –Global Executive Constraint, Last revised: June 18, 2013

**We report compliance with all parts of this policy.**

Unless indicated otherwise all data in this report is for the 9 month period from September 4, 2014 – May 31, 2015 and, to the best of our knowledge is accurate as of that date.

We certify that the information contained in this report and attachments is true.

Signed \_\_\_\_\_, Kristin DeMuzzio, Co-Manager

Signed \_\_\_\_\_, Sheila Herbert, Co-Manager

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The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

**Interpretation:**

The GM will confirm that all operational tasks, carried out by anyone in the organization, will conform to the expectations set out in this policy and its sub-policies. The GM is not responsible for governance functions other than advising the board if they are aware of non-compliance with its own policies (reference Policy B7).

The Board’s limitations policies thoroughly interpret and explain this global policy in most areas. All submitted monitoring reports and acceptance of them, when taken together, provide demonstration of compliance with this top-level policy. Look to those reports for more specific definitions and data. In this global report, we will provide information related to lawfulness and Co-op Principles.

In her article “Cooperative Principles Updated” (*Cooperative Grocer* #62, 1996), Ann Hoyt states:

Principles are guidelines for how to put ideals and values into practice. They rest on a distinct philosophy and view of society that helps us judge our accomplishments and make decisions. If successful, principles are incorporated into the organizational culture of the cooperative; they are the broad vision statement for cooperatives and cooperators individually and collectively. Shared and actualized principles allow cooperatives to be distinguished from other forms of organization. As the ICA puts it, “Principles are not a stale list to be reviewed periodically and ritualistically; they are empowering frameworks through which cooperatives can grasp the future.”

The Cooperative Principles essentially provide the *roadmap* a cooperative should use to fulfill its mission. Adhering to these principles is what defines us as a successful cooperative enterprise. We apply our Ends policies to help us achieve our commitment to and implementation of the Cooperative Principles.

**Operational Definitions:**

- All monitoring reports submitted to the Board will determine compliance or will include a plan for attaining compliance that is acceptable to the Board.
- The GM will ensure that the co-op conforms to any municipal, county, state or federal laws and/or any regulation that applies to its organization. Compliance will be achieved if the Cooperative has not been fined or successfully sued for any illegal activity.
- The GM will inform the Board of any known illegal activity even if there are no fines or lawsuits as a result of that activity.
- Activities and practices of the Co-op will align with the seven Cooperative Principles.

**Data:**

- See the attached Monitoring Summary Table.
- Fines assessed during this reporting period: None
- Lawsuits initiated or resolved during this reporting period: None
- Illegal activity known to the GM: None
- Cooperative Principles

Co-op Principle (bold) with ICA definition	Operational Definition/interpretation	Data
<p><b>1st Principle: Voluntary and Open Ownership</b> Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of ownership, without gender, social, racial, political or religious discrimination.</p>	<p>Articles of incorporation and bylaws provide legal structure consistent with the cooperative principle.</p> <p>Our common practice is consistent with the cooperative principle.</p>	<p>Our articles of incorporation and bylaws call for open and voluntary ownership of a cooperative. Ownership requirements are clearly set by the owners in the bylaws.</p> <p>Owners have joined (278 households) and withdrawn (4) during the past year with no claims other than voluntary actions (e.g. relocation, health, financial).</p>
<p><b>2nd Principle: Democratic Owner Control</b> Co-operatives are democratic organizations controlled by their owners, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the ownership. In primary co-operatives owners have equal voting rights (one</p>	<p>Bylaws authorize owners to exercise their one owner-one - vote rights to elect a Board of Directors to represent them, to make bylaw revisions, and provide for various other owner controls.</p> <p>Elected officials are held responsible by the owners to further organize themselves, to deliver exceptional leadership essential for the organization to deliver the anticipated</p>	<p>An election was held, concluding on May 3, 2015 in which the owners elected representatives to the Board. Each owner had one vote.</p> <p>The board has developed a comprehensive set of policies that include clear expectations about how the board is organized; its relationship with the GM; preferred outcomes of the organization; any undesirable conditions and happenings; and, it maintains an</p>

<p>owner, one vote) and co-operatives at other levels are also organized in a democratic manner.</p>	<p>outcomes and avoid undesirable conditions and actions, and to monitor to certify that those expectations are being met.</p>	<p>annual calendar for monitoring all of these policies.</p> <p>Board and Management account to our owners through the Annual Report and Annual Meeting.</p>
<p><b>3rd Principle: Owner Economic Participation</b>  Owners contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Owners usually receive limited compensation, if any, on capital subscribed as a condition of ownership. Owners allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting owners in proportion to their transactions with the co-operative; and supporting other activities approved by the ownership.</p>	<p>The board, on behalf of its owners, establishes and regulates the owner equity dispersment through its policies. The board also decides, on an annual basis whether to offer patronage rebates based on the owner dollars spent and the relation to profitability.</p> <p>In addition, owners may provide essential capital to the co-op by loaning it money. These loans shall not impact voting rights of owners.</p>	<p>See the previous B4—Ownership Rights and Responsibilities monitoring report for data about equity payments and patronage refunds.</p> <p>The balance sheet provided with the annual B1—Annual Financial Conditions monitoring report shows that our owners have loaned their co-op \$37.5K.</p> <p>As noted in the data for the 2<sup>nd</sup> Principle, all owner households still have only one vote each.</p>
<p><b>4th Principle: Autonomy and Independence</b>  Co-operatives are autonomous, self-help organizations controlled by their owners. If they enter to agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their owners and maintain their co-operative autonomy.</p>	<p>From Anne Hoyt’s Cooperative Grocer article:  <i>“In the thirty years since the passage of the 1966 Cooperative Principles, numerous third world countries have used cooperatives as an intentional part of their social and economic development strategies. ... Unfortunately, many of the governments, especially in centrally planned economies, were unable to withdraw from the cooperatives. Instead, cooperatives, closely controlled by government functionaries, became inefficient and poorly managed, a haven for</i></p>	<p>Our co-op was established by and organized by its owners. Owners make up more than 50% of our shoppers, and constitute over 60% of our annual gross sales. Owner growth is steady at 10% percent annually.</p>

	<p><i>government bureaucrats. Independence and autonomy was often never realized. The new principles emphasize that cooperatives must be free of intervention from governments or other sources, so that the owners are able to control their own destiny.”</i></p>	
<p><b>5th Principle: Education, Training and Information</b> Co-operatives provide education and training for their owners, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.</p>	<p>We provide regular educational opportunities so that owners, elected Co-op leaders, managers and employees, and community owners are encouraged to continually engage their minds.</p>	<p>Both the GM and board currently receive training and professional development via contracts with Cooperative Development Services (CDS) Consulting Co-op.</p> <p>Our staff have received educational training and information workshops on the Cooperative Principles and the Cooperative Model.</p> <p>The GM piloted a Cooperative Café workshop for board and staff, and then again at our 2015 annual meeting which included owners.</p> <p>More details will be provided in the Ends report in Nov. and Dec. 2015.</p>
<p><b>6th Principle: Co-operation among Co-operatives</b> Co-operatives serve their owners most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.</p>	<p>The Co-op is a visible part of the larger cooperative movement; we have ownership in several other cooperatives; the Co-op contributes money and leadership to other cooperatives.</p>	<p>Our co-op actively participates as an owner of the Neighboring Food Cooperative Association (NFCA). Our partnership with NFCA enables us to network and build alliances with other regional Co-ops, giving us a competitive advantage over our competitors.</p> <p>This June we applied to become members of the National Cooperative Grocer (NCG). NCG helps unify natural food co-ops in order to optimize operational and marketing resources, strengthen purchasing power, and ultimately offer more value to natural food co-op owners and shoppers everywhere.</p> <p>We are also members of CDS</p>

		<p>Consulting Co-op; a cooperative of consultants acting in service to the values of cooperation, as well as to the benefits of mutual aid, collaboration, and expertise. We have contracted with four CDS consultants this year who specialize in co-op governance, leadership development, expansions, retail improvement, marketing, member services and human resources.</p> <p>We engage regularly in educational activities with other regional and local cooperatives as indicated above as part of the 5<sup>th</sup> Principle.</p>
<p><b>7th Principle: Concern for Community</b> Co-operatives work for the sustainable development of their communities through policies approved by their owners.</p>	<p>The Ends policies bring to life our owners' concern for and commitment to our community.</p>	<p>The Ends report (due in Nov. and Dec. 2015) demonstrates the many ways our co-op has benefited our community. Outreach Highlights include: 25 new member owner orientations, 20 educational workshops, 10 community educational outreach events. We hosted the Veggie Passport Program, Co-op Fair, Spring and Fall New London Food Stroll, and the New London Youth Talent Show. In the areas of Food Justice, Sustainability and Social Responsibility: Local Farm Tours, Healthy Food Access Program, Neighborly Nickels (encourages customers to bring their own bags and containers), NL Beautification (compost), NL Youth Affairs staff, East Lyme HS student program, Conn College Market, United States Coast Guard Academy <i>First Student 101</i> course.</p>

July Update- Board-Owner Communication Task Force

Chair: Carolyn Wilson

Proposal of action items (post BOD retreat) submitted for approval

This task force will prioritize 3 tasks over the next month.

- 1) Display BOD information and pictures in-store and on social media to increase visibility  
\*Please submit an electronic photo and a brief paragraph about yourself with fun facts, interests, hobbies, favorite things about Fiddleheads, etc. to [cwilsonwellness@yahoo.com](mailto:cwilsonwellness@yahoo.com)
- 2) Host two meet and greet events to increase visibility and meet owners. Aug 8<sup>th</sup> and 9<sup>th</sup> 10-12AM are proposed dates to do this. Information will be given on the 4 pillars of cooperative governance and other selected handouts. Free coffee for all owners who stop by (provided by CBLD). Goal is to increase understanding of policy governance among owners. Promote in store, e-blast and social media. \*Will need BOD volunteers to attend\*
- 3) Publicize ends policies at register, e-blast and on social media through sharable e-cards. Re-energize owner commitment to the coop by reminding them of what sets us apart from other stores. Emphasize “ownership matters”. Empower owners to get involved, refer to governance committee for more information. \*Will need input on design and content\*

I am looking for another board member to assist with these activities. Time commitment this month would be 2 hours.

## **Fiddleheads GM Search Committee Meeting Notes: July 7, 2015**

Present: Susan Phillips, Carolyn Wilson, Andrea Hall

1. Governance Committee proposed Kelleen Giffin as member/owner representative on this committee. Committee members discussed pros and cons of adding a fifth member and the specific contributions that Kelleen could make and unanimously agreed that her participation would be welcomed. Sue Phillips will reach out to her. It was also discussed that given her unique skill set it may be appropriate to explore asking her to chair this committee, as GM Search Toolbox from CDS suggests that in some situations this can be appropriate and helpful to the board and staff members of the committee. Alison Wydler although not present at this meeting has previously expressed agreement with adding Kelleen to committee and considering whether she would be the appropriate person to chair the committee.
2. Committee reviewed qualification list that was finalized by BOD last Fall. It was agreed that this would be presented to the BOD in case there were strong feelings about changing something, but committee's recommendation will be to use it as it was previously approved given BOD did utilize a thoughtful process and reach unanimity and it should not be necessary to revisit issue based solely on BOD turnover.
3. Committee reviewed draft of Committee Charter, which is almost verbatim the sample charter from CDS GM Search Toolbox. Committee members agreed it is comprehensive, is broad in its descriptions rather than limiting, thus leaving room to adopt procedures that will meet our needs, and that it is overall a good summary road map of what we need to accomplish. Charter as drafted also allows clear identification of when committee's duties will be done and committee can cease to exist.
4. First steps per charter and CDS toolbox include draft a budget and timeline for BOD approval. Carolyn will prepare drafts for our next meeting that should then be ready for BOD approval on July 21<sup>st</sup>.
5. Additional early steps include preparing job description for BOD approval. Andrea Hall will undertake preparation of a draft. Sue Phillips will confirm with board president that there are no existing job descriptions or job summaries and that Andrea should work off sample.
6. Because the CDS toolbox is such a helpful tool, Sue loaned her copy to Andrea and Andrea was going to search store for additional copies that might still be on premises. Carolyn will ask Mark Roberts (who is resigning from board)

whether he can drop his copy off at store. Efforts will be made to obtain copies from other non-committee board members as necessary.

7. It was noted that there are situations in which a co-op hires an interim GM during GM search and that this is a possibility committee should be aware of and open to.
8. Our next meeting will be July 14, 2015 at 5:30 at 105 Huntington Street.
9. Summary of Tasks for Board:
  - Approve membership of committee
  - Approve charter
  - Affirm previously approved qualifications check-list
  - Approve budget
  - Approve timeline
  - Approve job description

SMP

Submitted for BOD Packet of July 21, 2015



## **Fiddleheads GM Search Committee Meeting Notes: July 14, 2015**

Present: Susan Phillips, Carolyn Wilson, Alison Wydler

1. Kelleen Giffen has declined to serve in light of her other recent and on-going contributions to co-op. Andrea Hall also feels that she is unable to make the commitment, particularly given the time commitment for weekly evening meetings. Sue will reach out to Co-Managers for another staff appointee.
2. Committee reviewed and reached agreement on draft budget for search committee and timeline. These will be submitted to board for approval at July 21, 2015 board meeting.
3. Carolyn and Alison will work jointly on developing a Job Summary consistent with Qualifications List and incorporating staff feedback. This will be reviewed by GM search committee on July 21<sup>st</sup> for presentation to the board at the board meeting later than evening. As this timing is not ideal, committee discussed how to obtain approval at either a special board meeting or via affirmation by all board members a few days after the board meeting is necessary.
4. Carolyn and Alison will also work on developing a list of places to post the GM job advertisement. They will find out from Nancy Hutchins at co-op where she has posted other key positions in the past to start the list. Sue will then share the list with Carolee Colter on Sunday and make any additions Carolee suggests.
5. When Sue talks with Carolee on Sunday two items for discussion will be (1) flushing out the list of places to post ad and (2) discussing with Carolee how to develop a salary/compensation package range.
6. Sue will also be connecting with new board administrator, Elisa Giommi: (1) the establishment of a @fiddleheadsfood.coop email address for applicants to respond to, and (2) generating an initial application screening matrix as shown in GM Search Toolbox to reflect our own co-ops qualification checklist. We will see if she is available to attend our next search committee meeting to help determine if attending meetings is best use of her limited time.
7. Next meeting will be July 21, 2015 at 5:30 p.m. at 105 Huntington Street. We will:
  - a. Receive update on setting compensation and talk about that process
  - b. Review draft job description
  - c. Review list of potential places to advertise position
  - d. Review any other relevant info from Carolee Colter call

SMP

Submitted for BOD Packet of July 21, 2015

FIDDLEHEADS FOOD CO-OP – BOARD OF DIRECTORS  
GM SEARCH COMMITTEE CHARTER  
July 2015

**Purpose:**

To coordinate the recruitment, screening interviewing, selection, and negotiation of terms of employment of the next general manager of the Fiddleheads Food Co-op on behalf of the board of directors.

**Members:**

Susan Phillips (BOD)  
Carolyn Wilson (BOD)  
Andrea Hall (Staff)  
Alison Wydler (Staff)  
Kelleen Giffin (Owner)

**Committee Duties:**

- 1) Prepare timeline and budget for the search process and submit for board approval. Monitor and stay within budget and timeline.
- 2) Review current general manager job description or job summary (if such documents exist) and propose changes to the board as needed. Coordinate board decision on qualifications (specific areas of expertise and skills) required and desired.
- 3) If desired, contract with consultants and/or search firms, specifying services expected. Monitor consultant/search firm performance and make regular progress reports to the board.
- 4) Research and propose a range of compensation for board approval.
- 5) Plan and implement recruitment strategy: research advertising media, write ad copy and place ads, prepare and distribute job announcements, network with brokers, suppliers and other industry contacts.
- 6) Receive resumes and send acknowledgement emails to all candidates.
- 7) Review resumes, comparing qualifications of candidates to required and desired qualifications. Select candidates for first round interviews.

- 8) Develop questions for and conduct first-round interviews, by conference call, by video call, or in person.
- 9) Check references of preferred candidates after the first-round interviews.
- 10) Select finalists for on-site interviews. Develop packet of background materials on the co-op to send to finalists.
- 11) Schedule finalist interviews for full board and other formal or informal meetings with board and staff if desired. Arrange for logistics of on-site interviews, including travel, meals, and lodging as needed.
- 12) Coordinate board decision-making process after finalist interviews and propose negotiating guidelines.
- 13) Make job offer to candidate. Negotiate compensation and employment contract.
- 14) Plan orientation of new manager and introduction to board, staff, and membership. Evaluate and keep records of search process for future hiring procedures.

Agreed to by Committee: \_\_\_\_\_

Approved by Fiddleheads Board: \_\_\_\_\_

### GM SEARCH COMMITTEE TIMELINE

July 7 <sup>th</sup> -14 <sup>th</sup>	Committee: Draft budget, timeline and charter Establish meeting schedule Draft job description Drafts ad copy
July 14 <sup>th</sup> -21 <sup>st</sup>	Committee: Research job sites, make contact with consultant at CDS
July 21 <sup>st</sup> - 28 <sup>th</sup>	Board: approves budget, timeline and job description/summary and qualifications Committee: Set up email address for candidate communication Create screening matrix BOD/Committee: develop compensation package
July 28 <sup>th</sup> – August 4 <sup>th</sup>	Committee: Develop interview questions and process for communicating with candidates Post job ad on selected sites, decide on duration of post
August 4 <sup>th</sup> – September 1 <sup>st</sup>	Start receiving resumes, acknowledge all with email (create auto response with key information)
August 11 <sup>th</sup> -Sept 1 <sup>st</sup>	Committee: Review resumes, preliminary screening, make phone calls to set up phone interviews Create form to fill out for each candidate to evaluate interview
August 25 <sup>th</sup> - Sept 1 <sup>st</sup>	Committee: continue receiving resumes, conduct phone interviews, review notes, compare with qualification list and job description Determine how interviews will be done (i.e. technology)
September 1 <sup>st</sup> until opening is filled	Committee: Set up in person/teleconference interviews for qualified applicants Send rejection emails to unqualified candidates Hold interviews Prepare notes
September 1 <sup>st</sup> -30 <sup>th</sup>	Committee: Check references/background checks, pick finalists, send information packets, Continue accepting applications if needed
September 1 <sup>st</sup> -30 <sup>th</sup>	Committee: Invite finalists to in person meeting at Fiddleheads, host them, set up appropriate meetings (one week apart) BOD: interviews finalists
October 1 <sup>st</sup> -15 <sup>th</sup>	BOD: Meets to decide on job offer Sets negotiating parameters for search committee Committee Chair: calls top candidate with job offer, follows up with email Committee: brings back counter offer if needed BOD: makes final decision Search committee chair makes rejection call to unsuccessful finalist

Submitted for Board Approval on July 21, 2015

## FIDDLEHEADS GM SEARCH COMMITTEE BUDGET

### **Recruitment \$5000**

Job Search sites/Online classifieds \$1400

Trade magazine \$500

Consultant Fees \$2600

Local and regional News \$500

### **Communications \$700**

Background check/references \$100

Printing and postage \$100

Conference calls/technology \$500

### **Travel for up to two out of town candidates \$3000**

Airfare \$1,600

Car rental/mileage \$500

Travel \$200

Lodging \$500

Meals \$200

### **Subtotal \$8700**

Contingency allowance @10% \$870

### **Total \$9570**

## Qualifications Work Sheet

Please rate each qualification using the following scale:

- **R-Required:** Without this qualification, the candidate will receive no further consideration.
- **HD-Highly Desirable:** Without this qualification, the candidate may be considered but is not guaranteed an interview.
- **MD-Moderately Desirable:** This qualification could be useful but is not necessary.
- **n/ a:** This qualification is not applicable to our co-op.

### “Hard” Qualifications”(specific 'skills-or-experience-verifiable on a resume)

Retail management experience	R
Strategic Planning Experience	R
Experience with-operating, capital, and cash budgeting	R
Supervisory experience: hiring, training, evaluating, compensating, firing	R
Computer literacy	R
Bottom-line accountability experience	HD
Experience in the natural foods industry	HD
Knowledge of current trends in the natural foods industry	HD
Retail natural foods experience	HD
Marketing and merchandising in highly competitive markets	HD
Experience with Policy Governance	HD
Cooperative management experience	HD
Community Involvement	HD
Ability to evaluate and determine appropriate strategic changes	HD
Experience Supervising Managers	HD
Demonstrated ability to develop systems	HD
Ability to interpret financial statements to laypeople	MD
Ability to make financial investment decisions	MD
Experience working for or serving-on-boards of directors.	MD
Conventional grocery experience	MD
Independent (as opposed to chain) store management	MD

### “Soft” Qualifications (skills that don't necessarily show up on a resume)

Ability to articulate a vision and get group members to buy into it	R
Ability to be proactive and keep momentum going for growth and change	R
Ability to build an effective management team	R
Ability to communicate clearly, timely, and effectively	R
Ability to listen	R
Ability to- give and receive feedback without defensiveness	R
Commitment to cooperative values and principles (embrace of ICA)	R
Great enthusiasm for working at <i>our</i> store, not just co-ops or natural foods stores in general	R
Ability to make tough decisions	HD
Ability to motivate, lead, and coordinate people to gain cooperation	HD
Respect and support for the board's process	HD
Ability to manage own and others' time	HD
Ability to handle multiple demands	HD
Ability to present spoken and written information clearly	HD
Openness to good new ideas, regardless of where they come from	HD
Ethics	?

## MANAGERS REPORT

JULY, 2015

### Personnel – Comings, Goings and Changes

Patricia Voltaire has been hired as Ownership and Outreach Manager. Along with her enthusiastic embrace of this developing position she brings a wealth of experience in fundraising and event planning. Patty has a degree in Business Management with a concentration in Marketing.

Gabe Morosky has been hired as our Summer Student employee. Gabe's family has shopped at Fiddleheads since its opening. Gabe was working on the register after only a short training period. He will be an asset as we fill the gaps for summer vacations and also as our Front End Assistants, Andrea Henry and Yediel Gomez, take on their roles as Personal Shoppers for online ordering.

We have also hired two students via the New London Youth Affairs for their five week program. The latter hires are for very limited hours and the hours are paid by New London Youth Affairs. Those students are Cheri Denny and Darryl Bredy.

Lastly, a farewell to Vanessa Young, who although only here for a short time, made a valuable contribution. In addition to her Board support role her background in graphic design gave us much needed expertise as she worked with Sgott MacKenzie and Andrea Hall to design, develop and set up promotional materials and graphics for online ordering.

### Financials

During the first half of the year Fiddleheads showed a small increase in sales @ 0.5%. Gross Sales for June were \$276,444, a 3.5% increase over June, 2014. Increasing our sales has had to take priority as our focus during the last month. Our B1 Monitoring Report for 2<sup>nd</sup> Quarter Financials will be presented at the August Board meeting.

### Consultants

Note: These consultants are from Cooperative Development Services (CDS)

#### Jeanie Wells

It has been a pleasure working with Jeanie Wells. Along with her consulting experience, her years of working as General Manager of The Merc Co-op have given us the benefits of her leadership experience along with practical operating suggestions and solution possibilities. Most recently we have been working on departmental benchmarks for weekly sales and labor expense. Gleaning what was useful from other co-op weekly monitoring models that Jeanie was able to obtain for us we have developed a prototype weekly monitoring tool for some practical financial indicators. Jeanie was very pleased with the this prototype weekly monitoring tool. Over the next month we will be refining this tool and educating all Buyers in the use of this tool.

#### Nicole Klimek

Nicole is a CDS consultant who specializes in Store Planning and Design. We had a conversation with Nicole in late June. In that conversation we decided that it was imperative that she make an onsite visit. We expect that to happen in the fall.

#### Sarah Dahl

We have arranged with Sarah to have an Employee Survey done in early November. This coincides with the timing for the employee survey being done by The Willimantic Food Coop thus saving some lodging and travel money for both co-ops.

### Online Ordering

We're getting close to our opening day of Online Ordering and we are getting excited! We'll do a 'soft' opening of Island online ordering beginning July 20<sup>th</sup>. We'll do the full opening one week later on July 27<sup>th</sup>. We will be advertising on radio, social media and at community events.

### Sailfest Advertising Opportunity

Cumulus Radio approached us with an offer we couldn't refuse. During Sailfest weekend they offered to have Digga's (Rob Schact, Huntsbrook Farm) brick oven pizza truck in their parking lot (corner of Eugene O'Neill Drive and Governor Winthrop Blvd.) Throughout the weekend Cumulus radio will be advertising that Fiddleheads Food Co-op will be making pizza with organic ingredients. Fiddleheads expects to make money from this venture but, if we just break even the volume of on air advertising will have made it worth it for us.





Policy: B6 – Staff Treatment and Compensation, Adopted: June 18, 2013.

**The Co-Managers report compliance with most parts of this policy.**

Unless indicated otherwise all information is accurate as of July 14, 2015.

We certify that the information contained in this report and attachments is true.

Signed \_\_\_\_\_, Co-Managers

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The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

**Interpretation:**

The Co-Managers believe that our Co-op should exist as a superior workplace for all staff. We interpret compliance is achieved when all the limitations are complied with but not prescriptive or restrictive. Therefore, the rules, expectations and operating procedures must be nondiscriminatory, well-defined and provide for a safe work environment. Employee Handbooks are written as the primary tool co-ops use to meet these ends. However, policies and procedures are not enough. In order for policies to be effective and successful, management and staff must be adequately trained and understand how the policies work. Jointly, they must own these processes, and consistently employ them to ensure success and foster meaningful cooperation. In addition, a safe work environment must be in place. This means that management should be trained in workplace violence practices, and has a workplace violence policy in place. Compliance also means that the management provides for a safe physical environment, and that acceptable policies and procedures exist and are being regularly followed.

**Operational Definitions:**

- Co-Managers along with Sarah Dahl of CDS Consulting will develop and conduct an employee survey in November. The purpose of this survey is to assemble a comprehensive picture of staff opinion and, to assist in the review of the existing Employee Handbook for the clarity, effectiveness and appropriateness of the policies. The full results and analysis will be reported on for the next Staff Treatment and Compensation Monitoring Report in 2016.
- Management will receive relevant training twice each year.
- Management will provide Staff Development training and materials, specifically around Safety & Workplace Violence, Customer Service and Emergency Preparedness.
- Staff Treatment Survey results to be completed no later than December 31, 2015.

**Data:**

- Management attended relevant training

	2015	2016	2017
# of managers as of report date	6		
# of those managers attending two manager trainings during previous 12 months	6		

- The Co-op is developing a comprehensive Operations Manual, which contains sections on Safety and Emergency Preparedness. Completion is expected by December 2015.

- New employee orientation is conducted within the first 30 days of hire. This practice began Jan 31, 2015.
- The Safety Committee will conduct safety and emergency preparedness drills and training with all staff by December 31, 2015.
- Staff Treatment Survey results to be completed in December 2015.
- Employee Handbook revisions will be completed in January 2016.
- As of July 1, 2015 all regular employees have received Workplace violence training. New employees will receive this training within 30 days of hire.

The GM will not:

1. Operate without written personnel policies that:
  - a. Clarify rules for staff
  - b. Provide for fair and thorough handling of grievances
  - c. Are accessible to all employees
  - d. Inform staff that employment is neither permanent nor guaranteed.

**Interpretation:**

The Co-Managers believe this to mean that the Co-op should have in place an employee handbook that clearly states policies and procedures in a well-defined manner. The handbook should meet objective, professional standards, and each employee should receive this handbook when they are hired. We also believe it is also the responsibility of the management to ensure that the contents of the handbook are applied consistently and fairly. At the time of hire all employees should be provided with their own personal copy of the current Employee Handbook. In addition, all employees should be provided with an opportunity to ask questions to gain clarity of the Handbook. If portions of the Handbook are revised, these revisions should be distributed to all employees in a timely manner.

The Co-Managers believe strongly that grievance procedures have a fundamental place in human resource policies because they ensure that staff has a systematic vehicle to report important issues without prejudice or fear of retaliation by management and/or supervisors. The staff grievance committee members and Co-Managers received a training overview on the proper handling of harassment and discrimination allegations.

**Operational Definitions:**

- Two current Employee Handbooks will be on file and fully accessible to all.
- The manual will be reviewed every 3-5 years by a 3<sup>rd</sup> party HR professional.
- The Employee Handbook will include a specific grievance process based on the Cooperative Model Grievance Procedure and Best Practices. Processes and procedures will be analyzed and improved at least annually.
- The members of the Grievance Committee will have all the documents and training necessary to perform their jobs.
- A completed Employee Acknowledgement Form (on which employees indicate that they have received and read the Handbook) will be in each employee's personnel file.
- The Employee Handbook and acknowledgement form includes specific language concerning the "at will" status of employment at the Co-op.

**Data:**

- The Co-Managers have copies of the Employee Handbooks on file. It is available for review upon request.
  - The Employee Handbook will be reviewed and updated by a selected group of staff in collaboration with management and Sarah Dahl of CDS Consulting.
  - As of July 1, 2015 Employees understand and approve of the current Grievance Procedure.
  - The members of the Grievance Committee have made recommendations for additional training and process improvement.
  - As of July 1, 2015 each employee's file includes a signed acknowledgement form. Our Employee Handbook states on page 11: "The Co-op's policy is that employment of employees is "at will." That means you are free to leave the Co-op at any time, with or without a reason and with or without notice. The Co-op also has the right to end your employment at any time, with or without a reason and with or without notice. Although the Co-op may choose to end your employment for "cause," cause is not required." The Acknowledgement form states, "I specifically acknowledge that employment at the Co-op is 'at will.'"
  - Staff Treatment Survey results to be completed December 2015.
2. Cause or allow personnel policies to be inconsistently applied.

**Interpretation:**

The Co-Managers understand it is not enough to have policies. In an exceptional workplace, employees must perceive that the policies are followed consistently and fairly. Therefore, managers should be trained so they understand how policies work, how to implement and follow them using open communication, and by exhibiting exemplary behaviors with employees. To the best of their ability, the Co-Managers have been fostering an open door policy, encouraging all employees to share their concerns with any manager/supervisor or Grievance Committee staff representative with whom they feel comfortable. All information will remain confidential and only be released when legally required.

**Operational Definitions:**

- Managers will be trained in their management duties at least annually.
- When surveyed by a professional external organization, staff will rate consistency at least at 3.25.
- All staff will be fully conversant in the Employee Handbook.
- Grievance Committee reports and process will be evaluated annually for objectivity, efficacy and usability.

**Data:**

- Management has been trained in Workplace Safety, Sexual Harassment Prevention, and the Performance Review process.
- Management engaged Jeanie Wells of CDS consulting in a contract to provide leadership, operational and human resource support.
- Minor revisions to the Employee Handbook were discussed and reviewed during staff meetings.
- The first report from Grievance Committee has been submitted and recommendations for improvements and modifications are in process.
- Staff Treatment Survey results will be completed in December 2015.

- Staff education and review sessions on the revised Employee Handbook will be conducted in February 2016.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.

**Interpretation:**

The Co-op will securely maintain employee and employment files for every employee and applicant for the appropriate length of time.

**Operational Definitions:**

- Records will be held in a secure location.
- The Co-op follows all state and federal requirements for record retention.
- Only authorized personnel have access to employee records. (Authorization protocols are available upon request.)

**Data:**

- All records are locked and there are no known instances of records missing or compromised.
- There are no known instances of noncompliance with state and federal record retention requirements. Our auditor noted no issues about record retention in the FYE 2014 audit report.
- There has been no unauthorized use of personnel records.

4. Establish compensation and benefits that are internally or externally inequitable.

**Interpretation:**

In the short time that the Co-Managers have been in this role, we have given raises to a few employees based on equity and increased responsibility. We realize, however, that raises should be offered only after performance reviews have been completed and a clear link for performance and pay increases can be articulated. At this time, we do not have a formal process for performance reviews with staff. Initiation of performance reviews for all staff will require the development of a performance review process, appropriate forms for documentation and supportive training. We intend to focus on this critical aspect in the third quarter of 2015.

*This policy establishes criteria based on the CBLD template:*

- co-op employees should be able to expect that they will receive a wage based on their job description and that job's placement on the wage scale
- benefits offered by the co-op should compare favorably to benefits offered by similar-sized co-ops in our region
- no co-op employees should receive benefits that are not offered to other employees of the same employment status (full or part-time)

**Operational Definitions:**

- Job descriptions should exist for each position, and each position should have an associated pay level.
- Benefits will appear reasonably comparable to those offered by other co-ops in our region.

- No employee will file a valid grievance claiming that he or she did not receive benefits accorded to other employees.

**Data:**

- 95% of Co-op employees have a job description on file in their personnel file. If desired, this information is available for direct inspection at the request of the Board.
- Chart below shows a comparison to similar Co-op jobs in the Northeast Region\*

<b>Job Titles</b>	<b>Co-op Min</b>	<b>Co-op Max</b>	<b>Co-op Avg</b>	<b>FH Co-op Average</b>
Assistants	<b>\$10.66</b>	<b>\$15.87</b>	<b>\$11.91</b>	<b>\$11.00</b>
Bookkeeper	<b>\$12.24</b>	<b>\$18.44</b>	<b>\$15.91</b>	<b>\$14.00</b>
Systems Admin	<b>\$12.05</b>	<b>\$19.72</b>	<b>\$16.46</b>	<b>\$17.50</b>
Coordinator/Buyer	<b>\$10.63</b>	<b>\$16.17</b>	<b>\$13.49</b>	<b>\$12.44</b>
Depart. Manager	<b>\$13.50</b>	<b>\$21.70</b>	<b>\$18.34</b>	<b>\$14.00</b>
Front/Back End Manager	<b>\$13.43</b>	<b>\$21.70</b>	<b>\$18.52</b>	<b>\$17.72</b>

*\*2012 data is provided; Data does not include any cost of living allowance adjustment for 2013-14*

- No grievances (valid or not) about benefits were filed during this reporting period.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

**Interpretation:**

The GM's compensation and benefits are agreed to by the Board and GM, using the Board's GM Compensation Process. If the Co-op changes benefits that affect all employees, the GM's benefits may also change.

**Data:**

- The Co-Managers have not received a compensation and benefits package from the Board.