

FIDDLEHEADS BOARD OF DIRECTORS
Board Meeting of September 15, 2015 (approved October 20, 2015)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to order

Susan Phillips called to order a monthly meeting of the Fiddleheads Board of Directors at 6:33 PM on Tuesday, September 15th 2015 at 105 Huntington Street, New London, CT.

B. Attendance

The following board members were present:

Susan Phillips, President
Susan Zimmermann, Vice-President
Helene Bardinnet, Treasurer
Danny Spurr, Secretary
Carolyn Wilson
Mona Harmon-Bowman
Suzanne Cattanach

The following board members were absent:

Mark Patnode

The following additional persons were present:

Wynston Estes, Interim General Manager
Elisa Giommi, Board Administrator
Ellen Clinesmith, Member-Owner

C. Board Check-in

Board members were reminded of the upcoming meet and greet on Saturday, September 19 and Sunday, September 20. It is being advertised with a sign at the store and via Facebook. Wynston will also include it in the upcoming eblast

D. Agenda Review

No changes.

II. MINUTES OF PRIOR MEETINGS

A. Minutes of August 18, 2015 meeting

Some edits were suggested including correcting the motion regarding the Noank Community Market to emphasize that the GM's temporary status plan not violate our bylaws.

Motion to accept minutes of August 18, 2015 with corrections and edits identified.

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor with Suzanne Cattanach abstaining

III. MANAGER'S UPDATE REPORT

The new Interim General Manager, Wynston Estis, has had a very positive experience so far. Her main focus right now is twofold:

A. Assessing the financial state of the co-op

Wynston has been working to figure out exactly where the co-op is financially and also to implement more financial controls. Quickbooks should be fixed by the second week in October. It has proven to be a much more difficult task than originally thought. Accounts payable has been brought in house and Wynston is looking into consolidating the many bank accounts Fiddleheads has open. She is also looking into establishing a relationship and opening a back up account with a second banking institution, preferably a credit union. Susan Zimmerman suggested speaking with Jeanne Todd of Willimantic Food Co-op, as she is a past president of the Credit Union League of Connecticut. The co-op is in the process of hiring a new bookkeeper. Also, though pursuit of a SECTer loan was discussed at the previous Board meeting, the co-op will not be seeking a loan at this time, as the financial state of the co-op is not yet clear.

B. Establishing rapport with the staff

Wynston has been meeting with all staff members individually. Meetings have been very candid and she is getting to know the staff as they are getting to know her. When she has a better assessment of the staff she can figure out how everyone will be organized in the new staff structure, job descriptions can be created, and performance reviews can be conducted. The former co-managers have taken new positions at the co-op. Kristin has accepted a position as front-end manager and operations assistant and Sheila has accepted a position as finance clerk. The grievance process is being overhauled to focus on a policy review process, so that policies can be effectively reviewed and discussed before reaching a grievance level.

Her long term goals as Interim General Manager are to improve cash flow, conduct a partial store reset, analyze inventory, repair relationships with member-owners and the community, and generally establish good systems and put the co-op in a good position for a smooth transition to the future permanent GM. A more robust reset and decisions on the future direction of the co-op will be next steps for the future GM.

Our lease will expire in January and Wynston recommends negotiating a short-term lease. This issue will be revisited in October's GM update report.

Wynston sees the need for a Board approval process for owner equity refunds, so as to be in compliance with our bylaws. She suggests having Member equity refund requests as a recurring item on the consent agenda each month, where by the Board can be informed of and authorize the GM to fulfill any refund requests, while keeping track of the number and nature of these request. Wynston will create a member equity refund request form to standardize the request process. Refund requests will be handled by operations and

authorized by the Board.

There will be an executive session held on October 6, 2015 to discuss financial and personnel matters with Wynston, particularly as they relate to year-end inventory.

IV. CONSENT AGENDA

A. Board Monitoring Report C3- Agenda Planning

B. Member Equity Refunds

There is one pending request for a Member Equity Refund which Wynston presented verbally.

No items were removed for discussion.

Motion to approve Board Monitoring Report C3- Agenda Planning

Motion: Suzanne Cattanach

Second: Susan Zimmermann

All in favor

Motion to authorize the Interim General Manager to grant the pending membership refund request for the appropriate equity amount.

Motion: Mona Harmon-Bowman

Second: Suzanne Cattanach

All in Favor

V. DISCUSSION

A. CBLD check in call is being scheduled for Thursday, September 24, 2015 at 4:30PM.

B. Susan Phillips, Mona Harmon-Bowman and Danny Spurr will be attending the NFCA conference on Saturday, October 24, 2015 from 9:30 a.m.-4:00 p.m.

C. NCG visit debriefing will be postponed until the October meeting.

D. Filling the Board vacancy was tabled

E. Discount Policy discussion was tabled.

F. A special meeting will be held on October 6, 2015 for an executive session to discuss financial/personnel matters relating to year end inventory and financial processes.

VI. COMMITTEE/TASK FORCE REPORTS/ACTION

A. GM Search Committee Report

Motion to approve job description and budget, with typographical error corrected.

Motion: Susan Zimmermann

Second: Daniel Spurr

All in favor

Motion to accept the GM Search Committee minutes of August 18, 2015; August 25, 2015; and September 8, 2015

Motion: Susan Zimmerman

Second: Mona Harmon-Bowman
All in favor

B. Governance Committee

It was noted that the Governance Committee calendar should be adjusted to reflect the current Annual Meeting cycle, whereby the Annual meeting is held in May and not July. Agreed to edit and bring calendar to October meeting. Ongoing recruiting of potential board members.

It was further discussed, in connection with setting the Governance Committee's portion of the October 20, 2015 agenda, whether the Governance Committee should be recommending candidates to appoint for one vacancy or two vacancies. There would be an advantage to filling two positions at the same time as it can make it easier for each new person to have someone else on the same learning curve. The potential second opening was raised given Mark Patnode's having had a number of conflicts that precluded him from attending board meetings and other events since his election at the beginning of May. Sue Phillips indicated she would contact him and suggest he resign to allow the appointment of a director with more current capacity and that he be encouraged to serve the co-op in other ways.

VII. GM MONITORING REPORT

A. Establish Interim Monitoring Report Plan

A suggested Interim GM monitoring report plan, prepared and reviewed by IGM Wynston and consultants of CDS, was presented to the Board for review. Susan Zimmerman suggested adding B1 sub-section 8 to the B1 sections up for monthly review (1, 2, 3, 5, and 7 being the suggested sub-sections for monthly review). Wynston will consult with CDS and decide if this would be appropriate. Approval of the Interim GM monitoring report plan will be tabled to the non-executive session portion of the special meeting of October 6, 2015.

VIII. MEMBER COMMENTS

Ellen Clinesmith commented that the meeting is hard to follow without a packet or agenda. The Board will make sure to post upcoming agendas and Elisa will have print copies of the agenda available to attending members at future Board meetings

VIX. CLOSINGS

A. Agenda Review for October 20, 2015 meeting

1. Approval of September 15, 2015 meeting minutes
2. Manager's update report
3. Consent agenda:
 - a. Board Monitoring report C4- Meetings.
 - b. Member Equity (and Member Loan) Refund Request Process
4. Discussion

- a. CDS contract for board support
- b. Board budget
- c. NCG Visit Debrief (and associate membership status)
- d. Discount Policies
- e. Committee reports
 - i. Member Communications
 - ii. GM Search
 - a.) Accept minutes (may be moved to Consent Agenda)
 - b.) Update calendar
 - c.) Resolve whether there is need to appoint either one or
 - iii. Governance
 - iv. Annual Meetings

two directors

- d.) Appointment of new director(s)
- e.) Set date for 2016 Annual Meeting

5. GM monitoring report- items to be included from approved Interim reporting plan.

B. Agenda Review for October 6, 2015 Special Meeting

- 1. Executive Session
 - a. Financial/Personnel Matters relating to year-end process
 - b. Approve minutes of prior executive session
- 2. Non-Executive Session to approve Interim GM Monitoring Plan

No meeting checklist was conducted due to length of meeting,

C. Adjournment

Motion to adjourn at 8:42PM
 Motion: Suzanne Cattanach
 Second: Mona Harmon-Bowman
 All in favor

Draft minutes prepared for submission to board by Danny Spurr/Elisa Giommi on September 24, 2015

Minutes approved by Board on October 20, 2015 and put into final form by Elisa Giommi on October 20, 2015