

FIDDLEHEADS
BOARD OF DIRECTORS MEETING
September 15, 2015
6:30-8:30 PM
105 Huntington Street, New London

| Time | Topic | Resource | Board Action/ Outcome | Leader |
|------|---|---|---|---|
| 6:30 | Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in | Agenda | Convene/Focus | President |
| 6:30 | Agenda Review | Agenda | Make any needed adjustments | President |
| 6:35 | Member Comments | | Listen | President |
| 6:40 | Minutes (Board Packet) <ul style="list-style-type: none"> • August 18, 2015 | In packet | Approve Minutes | President |
| 6:45 | Manager's Update Report <ul style="list-style-type: none"> • Signage update • Renegotiation of lease • Intent to get newspaper coverage of new IGM and vision for store reset • Financial reporting timetable • Member Equity Refund Process • Noank Community Market Member Outreach | In Packet | Listen and Q&A | IGM/Management Team |
| 7:15 | Consent Agenda <ul style="list-style-type: none"> • Board Monitoring Report C3 – Agenda Planning • Member Equity Refunds (as needed) | In packet | Approval | President |
| 7:15 | Discussion of Items removed from Consent Calendar | | Discuss/Approve | President |
| 7:20 | Discussion: <ul style="list-style-type: none"> • CBLD Check in Call • NFCA Attendance • Member Equity Refund Process • NCG Visit Debrief (could be included in manager update report) • Filling Board Vacancy • Discount Policies • Need for Special Meeting Oct. 6th on Financials? | Proposed member equity refund process in Packet | Schedule CBLD call Identify NGCA attendees Other items: listen and discuss others | President |
| 7:50 | Committee/Task Force Reports/Action <ul style="list-style-type: none"> • GM Search <ul style="list-style-type: none"> o Budget o Job Summary o Minutes • Governance Committee <ul style="list-style-type: none"> o Calendar | See board packet for listed items | Approve GM Search Budget and GM Job Summary Accept minutes Review Governance Calendar | Sue Phillips (GM Search) Mona Harmon Bowman (Governance) |
| 8:10 | GM Monitoring Reports <ul style="list-style-type: none"> • Establish interim monitoring report plan | Proposal in packet | Approve plan | IGM/Management Team |
| 8:25 | Member Comments | | Listen | President |

| | | | | |
|------|---|--|--|-----------|
| 8:25 | Closings <ul style="list-style-type: none"> ● October 20th draft agenda ● Meeting Checklist <ul style="list-style-type: none"> ○ Everyone was present physically and attentively ○ No sidebar conversations ○ Maintain topic focus ○ Everyone had a voice and was heard ○ Be honest but not brutal ○ Don't monopolize ○ Clarify the purpose of each agenda item to begin ○ Signal if you feel personally attacked, disrespected, or put down ● Review Decisions, Tasks, Assignments ● Adjourn Meeting | Agenda and notes being kept during meeting | Review Evaluate meeting process: what worked and what needs improvement | President |
|------|---|--|--|-----------|

BOARD PACKET:

- **Agenda September 15, 2015**
- **Draft Minutes of August 18, 2015**
- **Manager's Update Report September 2015**
- **Board Monitoring Report C3 – Agenda Planning**
- **Minutes from GM Search Committee:**
 - 8/18
 - 8/25
 - 9/8
- **Proposed GM Search Budget**
- **Proposed GM Job Summary**
- **Governance Committee Calendar 2014-15**
- **Proposed Interim Monitoring Report Plan**
- **Draft Agenda 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 6:30PM on Tuesday, August 18, 2015 at 105 Huntington Street, New London, CT.

B. **Attendance**

The following board members were present:

Susan Phillips, President
Sue Zimmerman, Vice-President
Danny Spurr, Secretary
Helene Bardinnet, Treasurer
Carolyn Wilson
Mona Harmon-Bowman
Mark Patnode

The following board members were absent:

Suzanne Cattanach

The following additional members were present:

Elisa Giommi, Board Administrator
Sheila Herbert, Co-manager
Kristin DeMuzzio, Co-manager
Ed DeMuzzio
Ellen Clinesmith
Nancy Hutchins
Chris Elwood

C. **Member comments**

There were no member comments during the member comments portion of the agenda, but Nancy Hutchins commented at the end of the meeting that member comments should be scheduled at the end of the meeting, so that attending members could have an opportunity to comment on the meeting itself. This possibility was noted as well as the possibility of having a member comment section at both the beginning and end of the meeting. Nancy also commented that we should continue to offer military and student discounts, a practice which was or is being phased out, due to legal issues with our bylaws. A revisiting of our discount schedule is on the draft agenda for the Board's next meeting.

D. **Agenda Review**

The Noank Community Market Coop closure and NFCA Fall Gathering were added to the discussion section of the agenda.

The Sector Loan Resolution was changed from an item requiring Board approval to an FYI discussion item: The loan is not be presented for approval until next month's meeting so that the incoming Interim GM may have a chance to review it first.

II. MINUTES OF PRIOR MEETINGS

A. Minutes of July 21, 2015 meeting

Motion to accept minutes of July 21, 2015

Motion: Suzanne Zimmerman

Second: Helen Bardinnet

All in favor

B. Minutes of August 4, 2015 meeting

Motion to accept minutes of August 5, 2015

Motion: Mark Patnode

Second: Helen Bardinnet

All in favor

III. MANAGER'S UPDATE REPORT

The Co-managers clarified that the repairs needed due to mismanagement of the Quickbooks system were due to data being entered incorrectly and in the wrong places by the former bookkeeper. The Co-managers were also confident that the second quarter financials would be available for the next Board meeting on September 15, though they may not be ready in time for inclusion in the Board Packet.

The meeting with National Cooperative Grocers Association, regarding our membership application to NCGA was also discussed. Susan Zimmerman and some other board members visited with the NCG members during their visit to the store and had a very positive experience. The Co-managers were also very encouraged and felt that we had submitted a good application. All recognized that Fiddleheads has a couple of situations that may complicate acceptance, (expenses exceeded income in 2014, interim management), but there is a possibility that the co-op could be accepted in as an associate member, which would provide access to NCG data and online meetings.

IV. CONSENT AGENDA

A. Board Monitoring Report C2

This item was removed from the consent agenda for discussion.

Questions 6, regarding Board monitoring of the GM and Question 8, regarding Board duties, were discussed.

Someone had commented that they needed clarification on Question 8 and Board members were encouraged to speak with other Board members if they had any questions about the required duties of the Board.

With regard to Question 6, a question was raised as to whether the Board had been

monitoring the GMs rigorously enough in certain areas such as Policy B6, and how that monitoring could be improved, such as the use of external reports. While this could be a possibility, some also felt that it is important to trust our General Managers to give us the data we need.

A reformatting of the way the survey for the Board Monitoring Report is done to make it less confusing and possibly more informative was also discussed. Helene and Elisa will send out a draft survey with pilot changes for the next monitoring report.

Motion to approve Board Monitoring Report

Motion: Susan Zimmerman

Second: Mark Patnode

All in favor

B. Proposed Revisions to Policy D4- Monitoring GM performance

These revisions were to change the GM evaluation timetable to coincide with the calendar year (and Fiddleheads new fiscal cycle) instead of Fiddleheads old fiscal year.

C. Proposed Revisions to Policy B1- Financial condition and activities

This revision was proposed on May 21, 2015 to add an item regarding membership growth and paid-in owner equity.

Motion to approve the Proposed Revisions to Policy D4 and Policy B1

Motion: Helene Bardinet

Second: Susan Zimmerman

V. SECTOR LOAN RESOLUTION

The Co-managers will be seeking Board approval for a Sector Loan next month for the amount of 50 to 60 thousand dollars, pending approval by the incoming Interim GM. The loan would be to cover future non-recurring expenses (i.e. legal settlement costs, consultant fees (Interim GM), and GM search costs) that were not budgeted for in the annual budget. Cash reserves are not enough to cover the added budget costs and depleting those reserves is not a best practice. There is no line of credit. The loan requires no collateral and Fiddleheads has established a good history with Sector.

VI. DISCUSSION ITEMS

A. Cooperative Grocer Subscriptions

It has been suggested that the Board renew their subscription to the Cooperative Grocer. Ellen Anthony looked into different mailing and pricing options and it was decided that Elisa will add 8 copies to the two copy subscriptions already received and these copies will be sent to Board members' home addresses.

Motion to enter into subscription for Cooperative Grocer Magazine

Motion: Carolyn Wilson

Second: Helene Bardinet
All in favor

B. Social Events 9/1 and 9/15

There will be a potluck Meet and Greet for Interim GM Wynston Estis on Tuesday, September 1. All potluck contributions will be coordinated via email by Elisa. Mona agreed to set up early at Huntsbrook Farm. This will be for Board members only.

There will be a Farewell Party for outgoing co-manager Kristen DeMuzzio on Tuesday September 15 at the coop from 5-6:30 pm. Food & beverages will be organized by Elisa. Board members and staff are invited.

C. Conferences

1. CBLD in January, CCMA in June, NFCA in October
2. CBLD 1/9/2015 in Keene, NH
3. CCMA 6/?/2015 in Northampton, MA. Usually this is held on the 2nd or 3rd weekend in June. Elisa will seek date.
4. NFCA Regional Fall Gathering 10/24/2015. Usually only one Board member attends this event. Selection of which Board member shall attend will be deferred to the September meeting

D. Noank Community Market

The idea of offering a temporary membership to members of the recently closed Noank-Community Market (a cooperatively run food store) was discussed. Sheila H. spoke with the general manager of the Market, who thought it was a good idea. Sheila also spoke with current Fiddleheads employee and former Noank General Manager, Alison Wilder, who also thought offering temporary membership to Noank members was a good idea.

It was discussed that offering membership privileges to people who have not paid in equity may violate our bi-laws, but our CDS consultant, Joel, suggested that, as long as we are careful what we call the temporary status, and do not grant them voting status, this should be okay, and that the plan in general was a good idea. He also suggested that we should move quickly on the issue and that we should try to acquire addresses and email addresses from Noank Market members who wish to participate.

It was also noted that this plan would help with Fiddleheads goal of increasing membership as well as the goal of supporting the co-op model.

It was agreed that we should be careful what we called the temporary membership and that it be left up to the co-managers to decide what language to use, possibly consulting a lawyer to make sure that we are

not in violation of our bi-laws.

The co-managers brought up the possibility that there may need to be Board to Board contact on the issue.

There was also a discussion of our discount schedule and there appeared to be some confusion as to whether we were still offering military and student discounts, as these discounts had been found to violate our bilaws and were to be phased out. It was decided to revisit our discount schedule at the September Board meeting.

Motion to authorize the GM's to come up with a plan to offer temporary status to members of the Noank Community Market providing, on a temporary basis, a 2% discount, sale items, and access to bulk ordering in exchange for providing their address and email for entry into the POS system.

Motion: Carolyn Wilson

Second: Helen Bardinnet

All in favor

VII. COMMITTEE/TASK FORCE REPORTS/ACTION

A. Member-Owner Communications Report

The Board profiles are now up in the store. Carolyn raised a question about the photos and introducing board members on Facebook. The Board approved of the profiles, though Sue Phillips's photo will be replaced with the intended photo. There will be a meet and greet scheduled for September 19 & 20 from 10am-12pm. This will be advertised on Facebook. Carolyn met with Sgott MacKenzie for branding images he designed to include in future communications. Co-managers pointed out that Elisa should be the liaison between the board and the staff.

There was a letter addressed to the Board from a member who was moving away to Morristown, PA and regretfully was ending their membership. The letter was given to the co-managers to process their membership request. Mona will refer the member to food co-ops she know in the area. This will be done through Elisa, by recommendation from the co-managers.

B. GM Search Committee Report

Helene commented that the GM search announcement currently posted lacks information about the GM job. Sue Phillips explained that this is the intention and the job description is posted on job search websites. She listed all the committee minutes reports.

Motion to accept minutes of GM Search Committee 7/21 7/28 8/4 8/11

Motion: Susan Zimmerman

Second: Mona Harmon-Bowman

All in favor

VIII. GM MONITORING REPORTS

A. Staff Treatment (B6) July

There was a good deal of discussion about this monitoring report and a number of things were determined from these discussions:

1. Performance reviews are not currently on the agenda for the Co-managers, as this will be taken up by the new Interim GM next month, but the information has been gathered and performance reviews could start.
2. A question was raised as to why proposed employee surveys had not yet been conducted. Regarding the proposed survey from last September, there was a consultant survey ready to go, but the co-managers requested that the Board not go forward with the survey at that time and the Board voted not to conduct the survey. Regarding the survey that was to be conducted by April of 2015, according to the B6 monitoring report from last November, this was not conducted due to the consultant being unavailable. It was requested that the co-managers include an explanation of the previous monitoring report in future reports as to what expectations from the previous report were met or not met.
3. It was clarified that the Co-managers have not received a benefits package from the Board but have received a compensation package, which was communicated via letter in November of 2014.
4. It was clarified that compliance with section 1 of the monitoring report has more to do with the fact that there are written policies and that implementation or application of these policies falls more appropriately under the global section or section 2.
5. Though there is not enough information to determine compliance for certain sections of policy B6, there is a plan to update the employee handbook and conduct an independent staff survey. A review of the grievance process is also in progress.
6. There should be a revision to the grievance process to provide data to the Board as to how many grievances have been filed and the nature of the grievances.

The Board determined acceptance and compliance for each section of the monitoring report:

Global Section- To be accepted with acknowledgment of non-compliance.

Section 1- To be accepted as compliant

Section 2- To be accepted with acknowledgment of non-compliance.

Section 3- To be accepted as compliant

Section 4- To be accepted with acknowledgment of non-compliance.

Section 5- To be accepted with corrections to the statement of financial compensation and benefits.

Motion to accept Monitoring Report B6 with acknowledgment of non-compliance in the sections noted

Motion: Susan Zimmerman

Second: Helene Bardin

All in favor

B. Global Constraints (Global B) June

Tabled due to lack of time.

IX. EXECUTIVE SESSION

Tabled due to lack of time.

X. CLOSINGS

A. Agenda Review

Items discussed for inclusion in the September 15th meeting:

Approval or August 18th minutes

Possible Manager's update report

Board Monitoring Report C3-Agenda Planning

Member Communications Committee Report

GM Search Committee Report

Board Budget- review the 2015 budget and present the 2016 budget

Revisiting of the discount schedule

Decision on who will attend NFCA Fall Gathering

GM monitoring reports: B1- Q2 financial condition and Global B (from June)

B. Meeting Checklist

C. Adjournment

Motion to adjourn at 8:40PM

Motion: Carolyn Wilson

Second: Helene Bardinnet

All in favor

* * * * *

Draft minutes prepared for submission to board by Danny Spurr/Elisa Giommi on September 4, 2015.

Minutes approved by vote of the Board on _____ and put into final form by Elisa Giommi on _____.

09.09.2015

September Board Update

Submitted by Wynston Estis

Staff update

- Fiddleheads staff have been very welcoming and receptive to me. It's been particularly impressive given the year that they have had. You have a good group of people working here.
- The staff structure is flat. Positions have titles but the hierarchy is hard to distinguish given that all authority still rest with the GM. The GM hires, fires, evaluates, schedules and disciplines all staff. More structure is needed for many reasons but primarily to give staff a career path, allow manager positions to manage their staff, improve performance accountability, build organizational capacity, and allow the GM to focus on developing the Co-op's business and future opportunities
- Job description are under review. Once I have completed their review we will get them out to staff and collect their input and insure good understanding of their job responsibilities. That will position us to conduct performance reviews hopefully by the end of October.
- Grievance committee process is burdensome and implemented incorrectly. I have requested the two seated staff members of work with me and the staff at large to establish a staff advocacy committee that will focus on Employee handbook policy revisions and ongoing healthy workplace initiatives. This group, once established with a clear charter and decision making process will assist the GM in revising the Grievance procedure and committee process. The composition of the new staff committee is planned to consist of the GM, one manager by GM appointment, and three elected staff representatives.

Operations

- The store is spacious and offers natural foods necessities. All categories but service categories, prepared foods, meat, seafood, are offered and there are product discount promotions in use.
- Sales are down year over year. The owner discount program of 2% and other discount programs are not sustainable. I recommend we re-focus owners on using product promotions to save money using the Co-op rather than these across the board discount incentives.
- The retail and backroom spaces are underutilized. A reset of the center store and a select amount of the perimeter grocery products and cases is planned for the first week in November. November 5th is the tentative date, we have begun working with our suppliers to plan this reset, UNFI store planners will be visiting soon as will reps from a

few of our produce vendors. Staff and I will work to reorganize the back room to better utilize that space to support the retail reset.

- Purchasing practices are under review with a plan to discover opportunities to create excitement in the retail with our product focuses. For example, we are looking for little paper bags of apples in produce because it's about to be fall, and we will promote pies spices because it's apples season and so on.
- Sign the parking lot so that people can find it, it's not that obvious to me. We'd like to get it done before the weather turns cool. I have a call into Michelle Skovitch to learn about the approval process in New London. Sgott Mackenzie has given me 4 thumbnails for the City to review, they are outstanding but probably more bold that we will be allowed to go forward with.
- The lease for 13 Broad Street will mature in January of 2016 I've been informed. Fiddleheads GM should consider negotiating a short term lease of a 3-5 years or an annual renewal agreement. The Broad Street facility is worn, the parking lot is very difficult for a grocery service to use, and your location downtown is not necessary to support growing your business given your regional appeal and the many limitations of sites in that area. There are many things to consider in the long view for the Co-op's future that will require time for discussion, scoping, research, and planning that a short term lease can afford you without the commitment to the location you currently occupy.
- I conducted a sales tax audit on FHFC products and found the Co-op to be out of compliance. The POS staff and I are working on compliance and will have it completed by the date we take inventory.
- Community connection has to be a big focus in the near term. I have not yet issued a press release about my arrival or the planned reset as I think it is premature at this point. Once staff are a bit more stable and actually enjoying their work environment I will go forward with it. I believe we will be in better condition by the end of the month.
- We have extended a guest membership to Noank owners beginning the first day of fall, September 21st, that will end March 31st. It extends the offer to use the Co-op with full access to product promotions but not the owner discount, the working owner program, or the right to vote which are all owner benefits exclusive to Fiddleheads Co-op owners. Offering this guest membership to a community that no longer has it's Co-op is within management's discretion and does not confer or transfer rights of ownership to Noank's owners. No Board action is required.

Finances

- Quickbooks clean up will be completed by the second week in October. We hoped to have it done by the end of September but that has proven to be unrealistic.
- Without good reporting I can not get a good handle on our cash position but it appears that cashflow is very tight.

- Physical inventory scheduled for September 29 for staff and 30th for RGIS professional inventory service.
- Accounts payable is now in house. Fiddleheads staff will be producing all payments except payroll through Quickbooks. This will put the GM in charge of monitoring cash flow with a more accurate vision of Fiddleheads cash position. We will be correcting the Dime bank account access information this month
- I plan to consolidate the many accounts, we have about eight, with Dime Bank into one account. I also plan to open an account with another banking institution as a back up account and to establish a relationship with another institution, a credit union is preferred.
- Owner equity refunds currently do not have a Board approval process which is out of compliance with the Co-op's bylaws. I recommend that you add this item to your consent agenda to include how many ownership refunds have been requested and what amount they total to. Once the BoD approves the item then the checks can be issued from either finance or community connections staff.
 - Here is the bylaw I'm referring to; 2.7 Return of Capital Contribution. Capital contribution shall be returned upon termination of membership in the Cooperative, under terms determined by the Board, provided that the Board has determined that the capital contribution is no longer necessary.
- Year end inventory and Year end financial review process **Executive session for financial/ personnel matter**

Ownership

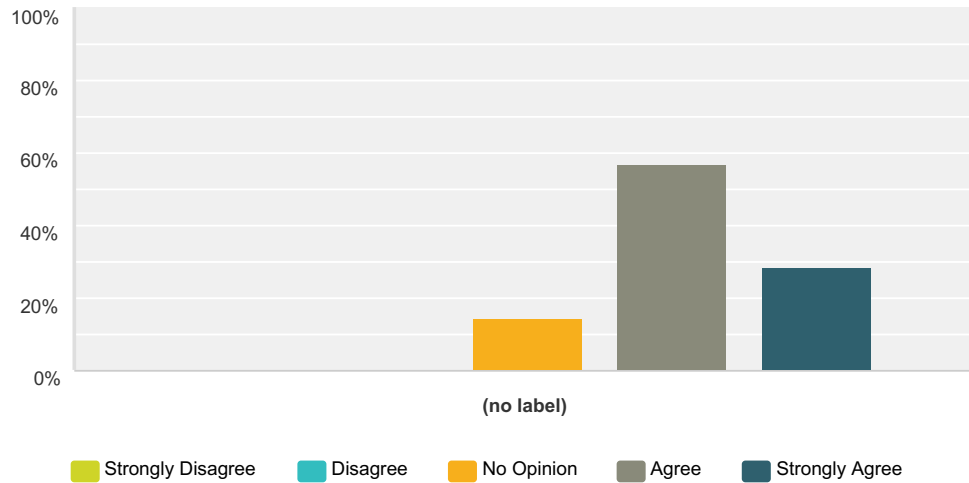
- Owner orientation is getting revamped to focus on how to use the store rather than how to get a discount when using the store through the working owner program
- The working owner program needs to be reviewed. The staff are managing systems to manage this program which are burdensome and inefficient use of labor. There are other negative impacts of this program that will need to be addressed in the near future.

Summary

Fiddleheads Food Co-op has a lot going for it. A talented staff, committed board members, and a supportive local community. I believe with a reset and an owner outreach campaign, we can reignite excitement in the store and thus better sales. We have gotten off to a good start in my first few weeks here. Forward!

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

Answered: 7 Skipped: 0

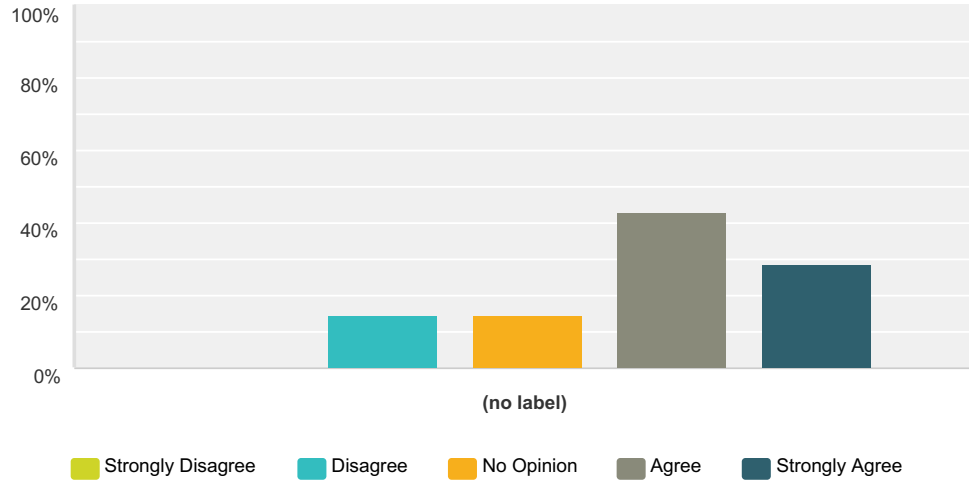


| | Strongly Disagree | Disagree | No Opinion | Agree | Strongly Agree | Total | Weighted Average |
|------------|-------------------|------------|-------------|-------------|----------------|-------|------------------|
| (no label) | 0.00% 0 | 0.00% 0 | 14.29% 1 | 57.14% 4 | 28.57% 2 | 7 | 4.14 |

| # | Other (please specify) | Date |
|---|---|------------------|
| 1 | In 2015 let's focus on membership meetings. | 9/8/2015 8:57 AM |

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

Answered: 7 Skipped: 0

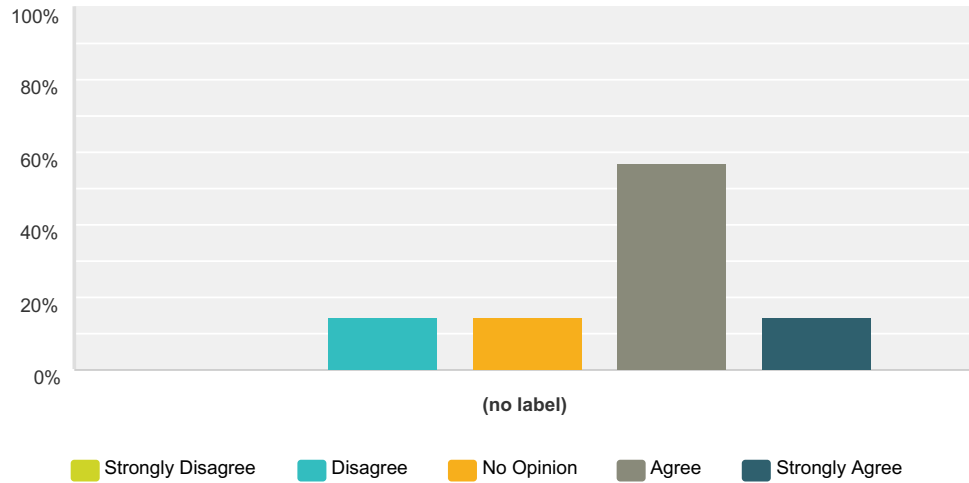


| | Strongly Disagree | Disagree | No Opinion | Agree | Strongly Agree | Total | Weighted Average |
|------------|-------------------|-------------|-------------|-------------|----------------|-------|------------------|
| (no label) | 0.00% 0 | 14.29% 1 | 14.29% 1 | 42.86% 3 | 28.57% 2 | 7 | 3.86 |

| # | Other (please specify) | Date |
|---|-----------------------------------|------------------|
| 1 | We have improved greatly on this. | 9/8/2015 8:57 AM |

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

Answered: 7 Skipped: 0



| | Strongly Disagree | Disagree | No Opinion | Agree | Strongly Agree | Total | Weighted Average |
|------------|-------------------|-------------|-------------|-------------|----------------|-------|------------------|
| (no label) | 0.00% 0 | 14.29% 1 | 14.29% 1 | 57.14% 4 | 14.29% 1 | 7 | 3.71 |

| # | Other (please specify) | Date |
|---|--|------------------|
| 1 | Clarity of monitoring reports will facilitate limiting discussion. | 9/8/2015 8:57 AM |
| 2 | I strongly agree that this goal is a good one. The present circumstances haven't always made this possible | 9/6/2015 9:53 AM |

**Fiddleheads GM Search Committee
Meeting Notes: August 18, 2015**

Present: Susan Phillips, Carolyn Wilson, Alison Wydler, Ellen Anthony
Also Present: Elisa Giommi Board Administrator

1. Elisa will take over job posting from Nancy as there is a concern at store level that assisting for GM search committee is a distraction from regular duties. This may be able to be worked out in conversation with co-managers, but until this is done we will simply not use staff.
2. In terms of paid print ads, everything is different, everything is expensive. We will have to consider case-by-case.
 - a. Cooperative Grocer – flyer text is on website, we definitely want display ad – quote is \$75
 - b. CT Jobs (CT DOL site) is \$300 for 30 days. We will not pursue this.
 - c. GoodFoodJobs is \$60 for 60 days – Sue will check with Carolee Colter about how successful other co-ops have been posting jobs on this site, but in general they do have co-op jobs at this level and \$60 for 60 days is not bad.
 - d. We do want to use New London Day, but it will be about \$300 for 5 lines for 7 days, \$4.10 for each additional line for each day – about \$25 a day per line) – although this will get it up on Monster for 30 days. We have ad copy ready to go for The Day, but need to get GM Search Committee Budget approved before we can spend more money.
 - e. Price seemed prohibitive for New Haven Register, Hartford Courant, NYT, etc...
 - f. Elisa will figure out LinkedIn and Craig's List and post flyer copy if she can and report back.
3. Budget is not quite ready to go until we resolve some issues around what gets charged to GM Search Committee. We will not present to board this month and hope to present next month if we can access necessary information from consultant.
4. Next meeting will discuss revised budget and timeline and continue to pursue free ads and see what results to current efforts have been.

Fiddleheads GM Search Committee
Meeting Notes: August 25, 2015

Present: Susan Phillips, Carolyn Wilson, Alison Wydler, Ellen Anthony
Also Present: Elisa Giommi Board Administrator

1. We have two viable applicants. This makes it top priority to develop list of phone screening questions.

Based on GM Search Toolbox we need to fill out matrix individually and then meet to discuss phone-screening interviews, which Sue will conduct.

After phone screening we will decide on interviews and at that point create interview questions. Carolyn will start this, but we will not be refining and finalizing for a few weeks.

2. Also a priority to get finalized job description up on InDeed and linked on website, this may discourage poorly qualified applicants.

Carolyn has proposed draft job description. It has already been screened by board once, goal is to have it ready for approval on September 15, 2015.

We reviewed as group, and will see clean copy to prepare for submission to board on 9/15/2015.

3. Next meeting we will:
 - a. Finalize job description
 - b. Review application matrix for current applicants and prepare phone screening questions.
 - c. Look at/create proposed budget for submission to board on 9/15/2015. This involves Elisa bringing recommendations for paid ads.

Submitted to Board on 9/15/2015.

**Fiddleheads GM Search Committee
Meeting Notes: September 8, 2015**

Present: Susan Phillips, Carolyn Wilson, Alison Wydler, Ellen Anthony

Also Present: Elisa Giommi Board Administrator

1. Finalized proposed job summary for board approval. Carolyn will update and get to Sue and Elisa for board packet.
2. Finalized proposed search committee budget. Carolyn will update and get to Sue and Elisa for board packet.
3. Reviewed screening qualification matrix and Elisa will tweak so that each member of committee can complete ratings and we will discuss at next meeting and decide which candidates to screen by phone.
4. Elisa will liaise with Wynston about the availability of Andrea and Sgott to do a little graphic design for an advertisement in Cooperative Grocer.
5. Next meeting will be Wednesday the 16th at 6:00.

Submitted to Board on 9/15/2015.

Fiddleheads GM Search Timeline and Budget

Budget for Fiddleheads GM Search (updated 8/11/15)

Recruitment \$4900

Print and online classifieds \$1700

Trade magazine \$600

Consultant Fees \$2600

Communications \$1300

Background check/references \$100

Printing and postage \$700

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 \$9200

Contingency allowance @10% \$920

Total \$10,120

September 2015

Fiddleheads Natural Foods Cooperative

Job Summary

Job Title: General Manager

Fiddleheads Natural Foods Cooperative, located in historic downtown New London, Connecticut is looking for a skilled full-time General Manager to help lead and develop our fast growing “start-up” cooperative to reach the next tier of success.

ORGANIZATIONAL BACKGROUND:

Fiddleheads will be celebrating our 8th birthday in February of 2016. We provide a variety of natural and organic foods and products, while working to create a strong marketplace for local producers, farmers and artisans. With just under \$3.5 million in annual sales, 6,000 square feet and 35 staff members, Fiddleheads is poised to reach the next level of growth.

JOB PURPOSE:

To lead our cooperative, to maintain financial viability and to implement the Ends Policies determined by our board of directors:

- Fiddleheads Natural Foods Cooperative exists so that Southeastern Connecticut (SE CT) is a healthy, robust, just and inclusive community
- Fiddleheads exists so that SE CT is a model for achieving food justice for all
- Fiddleheads exists so that SE CT is a thriving locally based economy
- Fiddleheads exists so that SE CT has a growing use of the co-op model
- Fiddleheads exists so that SE CT is knowledgeable about food systems, and personal and environmental health
- Fiddleheads exists so that SE CT has meaningful work opportunities in a supportive environment

GOVERNANCE STRUCTURE:

The General Manager reports to the board of directors that is elected by the members of the cooperative. The board operates under policy governance, a system that emphasizes vision, values empowerment and accountability. Policies to define the results the General Manager is expected to achieve within the defined limits of prudence and ethics. The General Manager is empowered to make all decisions, create all operational policies, and authorize all action that he or she can demonstrate to be consistent with reasonable interpretations of board policy.

MONITORING:

The General Manager’s performance will be evaluated by the board of directors through systematic and rigorous monitoring of established expectations in policies in the following areas:

- Asset protection
- Financial conditions
- Business planning
- Financial budgeting
- Staff treatment and compensation
- Treatment of consumers
- Membership
- Communication
- Support to the board
- Emergency management succession

POSITION BACKGROUND:

As the link between staff and the board, effective teamwork with both groups is essential. The General Manager will also cultivate our relationship with the greater New London community and promote cooperative values of self-help, self-responsibility, democracy, equality, equity and solidarity.

About our future General Manager:

Our ideal candidate will have:

- Retail management experience
- Strategic business planning experience
- Experience with operating, capital, and cash budgeting
- Supervisory experience: hiring, training, evaluating, compensating, firing
- Computer proficiency with Microsoft Office and navigating the internet
- Ability to articulate a vision and foster team cohesion
- Ability to be proactive and build team momentum
- Ability to build an effective management team
- Ability to listen and communicate clearly, timely, and effectively
- Commitment to cooperative values and principles
- Great enthusiasm for working at Fiddleheads
- Commitment to ethical practice

Our ideal candidate will preferably have:

- Experience with policy governance and working with a board of directors
- Cooperative management experience
- Bottom-line accountability experience
- Knowledge of current trends in natural foods retail
- Marketing and merchandising in highly competitive markets
- Community involvement and engagement in local business communities
- Ability to evaluate and determine appropriate strategic changes
- Experience supervising managers
- Demonstrated ability to develop systems
- Ability to make financial investment decisions
- Experience working for or serving on a board.
- Conventional grocery experience
- Independent (as opposed to chain) store management
- Ability to make tough decisions
- Ability to motivate, lead, and coordinate people to gain cooperation
- Ability to present spoken and written information clearly to owners, the board and other stakeholders including financial statements
- Openness to new ideas, regardless of where they come from

Fiddleheads Natural Foods Cooperative is an equal opportunity employer. All candidates will be subject to a background check.

We welcome qualified candidates to apply. Please submit your cover letter, resume, references and salary requirements to GMSearch@Fiddleheadsfood.coop. Our deadline for receiving applications is 12/31/15 or until the position is filled.

Fiddleheads Governance Committee Calendar 2014-2015

Timeline for Board Nominations and Election Process

Month 1 – October 2014

Board names Governance Committee and its Chair.
Committee meets to develop work plan and calendar.

Month 2 – November 2014

Finalize work plan and calendar.
Write article for newsletter about work planned.

Month 3 – December 2014

Review board annual assessments.
Facilitate board dialog on strengths and weakness of current board.
Determine characteristics or qualities being sought.

Month 4 – January 2015

Write article for newsletter including timeline, qualifications, and committee Members.
Continue to develop pool of potential candidates.

Month 5 – February 2015

Assemble packets. Have available for interested persons to pick up in the store.
Determine how many positions will be open. Don't forget to recruit incumbents to run for re-election.
Start calling. And calling and calling.

Month 6 – March 2015

Keep calling. And calling and calling.
Mail packets to interested people.

Month 7 – April 2015

Follow-up calls to people who received packets.
Solicit applications
Application deadline.

Month 8 – May 2015

Interview candidates.
Select candidates to present to the board for nomination.
Board selects nominees to place on ballot.
Solicit photos and written material from selected candidates.

Month 9 – June 2015

Election material including candidate statements/photos prepared and distributed to members.
Plan, promote and hold candidate's forum.

Month 10 – July 2015

Prepare ballots.

Voting

Remind members to vote.

Annual meeting

Ballots tallied

Notify all candidates whether they were elected or not.

Announce results.

Month 11 – August 2015

Distribute board manuals.

Formal seating of new board.

Orientation of new board members.

Month 12 – September 2015

Celebrate!

Rest!

Start Over!



Fiddleheads Food Co-op Suggested policy monitoring for Interim GM

September 10, 2015

Typical policy monitoring uses at an annual cycle and spreads policies over a year for monitoring and review. In an interim GM situation, the board needs to take a different approach to keep informed about the most critical issues. During an interim period, reports will be less robust but more frequent. Not all policies need to be reported on in an interim period. Reports will include information and data on the highest priority policies so the board knows everything is going ok and improving during the interim period so it can focus on hiring a GM.

We suggest that the board consider the following monitoring approach. The relevant policy is listed followed by the key questions the IGM should address in the report by providing data wherever possible. Policies are first listed in numeric order with the suggested frequency and timing. Then listed again according to the monthly schedule.

Listed by policy area:

Ends

A2 - Is the co-op thriving? What steps and plans are in place to move toward thriving?
(monthly)

A3 - Is the store environment welcoming and pleasant for shopping? (monthly)
How are members and shoppers engaged? What plans are in place to improve these areas?
(once after 4 months)

A6 - Does Fiddleheads have meaningful work? What plans and steps are in place to improve in this area? (once after 2 months)

Executive Limitations

B Global: Are the co-op's practices and activities legal and ethical? What steps has the IGM taken to ensure and or improve? (monthly)

B1 Financial conditions: All. How is the co-op doing financially? (monthly for 1,2,3,5 and 7 and once after 3 months for the rest)

B2 Planning some sub parts. What plans is the IGM developing or implementing to improve financial conditions? (monthly)

B3. Asset protection. Is insurance adequate (business liability, D and O, employment, etc)? Is customer and member data protected? Is purchasing controlled? What is the IGM doing to

enhance the co-op's public image? (once after 2 months) Are there any issues or concerns to report? (monthly)

B4 Member rights and responsibilities. Monthly by exception

B5. Treatment of customers. How are customers being listened and to and responded to? Is the shopping environment safe? (once after 3 months)

B6. Staff Treatment and Compensation. Are the personnel policies adequate and applied consistently? Are personnel records handled appropriately? (once after 1 month)

B7. Communication to the board. IS the board getting the information it needs and requests for proper oversight of the co-op? Is the board aware of all issues and concerns regarding potential violations of ALL policies (not just the ones selected fro monitoring)? In the IGM's opinion is the board acting consistently with its own policies on board GM relations? (monthly)

B8. Does the board have sufficient administrative support? (once after 2 months)

Listed by monthly monitoring schedule

(written reports starting in October)

Every month:

A2 - Is the co-op thriving? What steps and plans are in place to move toward thriving? (monthly)

A3 - Is the store environment welcoming and pleasant for shopping? (monthly)

B Global: Are the co-op's practices and activities legal and ethical? What steps has the IGM taken to ensure and or improve? (monthly)

B1 Financial conditions: All How is the co-op doing financially? (monthly for 1,2,3,5 and 7

B2 Planning some sub parts. What plans is the IGM developing or implementing to improve financial conditions? (monthly)

B3. Asset protection. Are there any issues or concerns to report? (monthly)

B4 Member rights and responsibilities. Monthly by exception

B7. Communication to the board. Is the board getting the information it needs and requests for proper oversight of the co-op? Is the board aware of all issues and concerns regarding potential violations of ALL policies (not just the ones selected for monitoring)? In the IGM's opinion is the board acting consistently with its own policies on board GM relations? (monthly)

Plus:

After month one (for October meeting)

B6. Staff Treatment and Compensation. Are the personnel policies adequate and applied consistently? Are personnel records handled appropriately? (once after 1 month)

After month 2 (November meeting)

A6 - Does Fiddleheads have meaningful work? What plans and steps are in place to improve in this area? (once after 2 months)

B3. Asset protection. Is insurance adequate (business liability, D and O, employment, etc)? Is customer and member data protected? Is purchasing controlled? What is the IGM doing to enhance the co-op's public image? (once after 2 months)

B8. Does the board have sufficient administrative support? (once after 2 months)

After month 3 (for December meeting)

B1 Financial conditions: All How is the co-op doing financially? (monthly for 1,2,3,5 and 7 and once after 3 months for the rest)

B5. Treatment of customers. How are customers being listened and to and responded to? Is the shopping environment safe? (once after 3 months)

After 4 months (for Jan meeting - if the 4 month contract is extended)

Ends: How are members and shoppers engaged? What plans are in place to improve these areas? (once after 4 months)

Proposal prepared and reviewed by: Marilyn Scholl, Joel Kopischke, Jeanie Wells and Wynston Estis

**FIDDLEHEADS
BOARD OF DIRECTORS MEETING
October 20, 2015
6:30-8:30 PM
105 Huntington Street, New Bedford, MA**

| Time | Topic | Resources | Board Action/Outcome | Leader |
|------|--|---|--|---|
| 6:30 | Meeting Preamble <i>Each of us is a member of the cooperative community and has been elected to the leadership by our members. May we conduct this meeting with kindness, maintaining an atmosphere of mutual respect.</i> | Agenda | Convene/Focus | President |
| 6:30 | Agenda Review | Agenda | Make any needed adjustments | President |
| | Member Comments | | Listen | President |
| 6:35 | Minutes (Board Packet) <ul style="list-style-type: none"> September 15, 2015 | Packet | Approve Minutes | |
| 6:40 | Managers Update Report – TBD <ul style="list-style-type: none"> Lease Negotiations Progress towards more | | Q&A | IGM |
| 6:45 | Consent Agenda <ul style="list-style-type: none"> Board Monitoring Report Q4- Meetings Member Equity Refund Requests | Each item in packet | Approval | |
| 6:45 | Discussion of Items removed from Consent Calendar | | | |
| 7:05 | Discussion: <ul style="list-style-type: none"> CDS Contract for Board Support Board Budget | CDS Proposal in Packet Proposed Budget in Packet | Approve CDS Contract Approve 2016 Board Budget | President Treasurer |
| 7:15 | Committee/Task Force Reports/Action <ul style="list-style-type: none"> Member Communications GM Search Governance | | | Carolyn Wilson Sue Phillips/Carolyn Wilson |
| 7:30 | GM Monitoring Reports <ul style="list-style-type: none"> Insert Items from Interim Reporting Plan | | | IGM |
| 8:20 | Member Comments | | | |
| 8:30 | Closings <ul style="list-style-type: none"> November 17th draft agenda Meeting Checklist <ul style="list-style-type: none"> Everyone was present physically and attentively No sidebar conversations Maintain topic focus Everyone had a voice and was heard Be honest but not brutal Don't monopolize | | Review Evaluate meeting process: what worked and what needs improvement | President President |

- | | | | | |
|--|---|--|--|--|
| | <ul style="list-style-type: none">o Clarify the purpose of each agenda item to begino Signal if you feel personally attacked, disrespected, or put down• Review Decisions, Tasks, Assignments• Adjourn Meeting | | | |
|--|---|--|--|--|

BOARD PACKET:

