

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of December 15, 2015
(Approved January 5, 2016)

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 6:31 p.m. on Tuesday, December 15, 2015 at 105 Huntington Street, New London, CT.

B. Attendance

The following board members were present:

Susan Phillips, President
Susan Zimmerman, Vice-President
Helene Bardinet, Treasurer
Danny Spurr, Secretary
Mona Harmon-Bowman
Ellen Clinesmith
Carolyn Wilson

The following additional members were present:

Wynston Estis, Interim General Manager
Elisa Giommi, Board Administrator

C. Board Check-in

No comments at Board Check-in

D. Agenda Review

1. The December 7, 2015 BOD meeting minutes were added for approval.
2. The December 7, 2015 executive session minutes were added to the executive session for approval.
3. The NCG participation resolution was added to the Action Items section.
4. The GM Search Committee minutes were tabled.
5. The year end financial review discussion was tabled.

E. Member comments

There were no member comments

II. MINUTES OF PRIOR MEETINGS

A. Minutes of November 17, 2015

Tabled until next meeting for editing

B. Minutes of December 7, 2015 (Special Meeting)

Motion to accept minutes of December 7, 2015

Motion: Helene Bardinet
Second: Ellen Clinesmith
All in favor

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of December 15, 2015
(Approved January 5, 2016)

III. MANAGER'S UPDATE REPORT

A. Store Update

The store exceeded sales for the Thanksgiving week by about \$3,000 compared to last year, thanks in large part to increased turkey sales.

Three staff members will be leaving by the end of December and four new staff members have been hired. James Burke has been promoted to Front End Manager and Robert Tompkins will be taking over POS data entry responsibilities.

B. Owner Loan Process

The owner loan process is in Quickbooks and reconciled with the system and future loans will be booked through Quickbooks. Wynston was not concerned about the terms of the previous owner loans, though these could be examined if the Board felt this was necessary, but Wynston recommended a process for handling owner loans going forward. **Wynston will provide a written proposal for a process for handling owner loans for the January 19th meeting.**

C. Owner Incentive Program

The launch of the new owner incentive program and phase out of the 2% discount program has been delayed. A trial run of the new incentive program is planned for January to inform membership of the program and receive feedback about it, with the intent of fully transitioning to the the new program at the Fiddleheads birthday celebration in February. The IGM will be organizing a communication to members to include letters from the IGM, a Board member, and Staff member, and a Member-owner.

D. Lease agreement

There is no lease agreement yet. Wynston intends to seek out legal counsel to aid in finalizing the lease renewal process. Some suggestions were given for lawyers who may be able to provide counsel.

IV. CONSENT AGENDA

A. Member Equity Refund Request

There was one request for a member equity refund.

Motion to approve full member equity refund for Kit and Jane Johnson:

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor

B. Board Monitoring Report C6- Officers' Roles

There was a proposal to review the language of the officers' roles, specifically in reference to the Treasurer's duty to ensure the annual report is delivered to the Secretary of State. Also the Treasurer must make sure that all the duties stated are necessary and comply with state statute and our bylaws. Susan Zimmerman and Susan Phillips offered to conduct this review.

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of December 15, 2015
(Approved January 5, 2016)

There was also a question in regard to a comment made in C6 Section 1. of the Board monitoring report regarding expectations which may be perceived as “authoritative or directive”. No one was clear, however, as to what, specifically, the comment was referring.

Motion to approve Board Monitoring Report C6- Officer's Roles:

Motion: Ellen Clinesmith
Second: Helene Bardinnet
All in favor

Motion to authorize Susan Zimmerman and Susan Phillips to review the language regarding officer's roles and to make certain they consistently support our bylaws and Connecticut state statute:

Motion: Ellen Clinesmith
Second: Carolyn Wilson
All in favor

V. EXECUTIVE SESSION

Motion to enter into Executive Session:

Motion: Carolyn Wilson
Second: Ellen Clinesmith
All in favor

Executive Session was entered at 6:56 p.m. and exited at 8:22 p.m.

Confidential minutes were taken in Executive Session. A vote was taken to offer a permanent General Manager contract to Seth Murley.

VI. DISCUSSION/ACTION ITEMS

A. Update on Financial Training for Board

A date has been set for a Board financial training workshop facilitated by Joanne Todd, Board Treasurer at the Willimantic Food Co-op. It will take place at 105 Huntington St. in New London on January 23, 2015 from 10 a.m. to 12 noon and will be followed by pizza.

B. NCG Participation Resolution

Motion to approve the National Cooperative Grocer (NCG) Member (or associate co-op) Resolution authorizing Wynston Estis to sign the updated NCG Member (or associate co-op) Agreement.

Motion: Susan Zimmerman
Second: Ellen Clinesmith
All in favor

C. Code of Conduct for Board Members

Tabled to January 5, 2015 special meeting.

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of December 15, 2015
(Approved January 5, 2016)

D. Board Calendar

Tabled to January 5, 2015 special meeting. It was clarified that the January item on the calendar was included in error.

VII. COMMITTEE/TASK FORCE REPORTS

A. Governance Committee

Tabled to January 5, 2015 special meeting.

B. GM Search Committee

Tabled to January 5, 2015 special meeting.

C. Annual Meeting Committee

Tabled to January 5, 2015 special meeting.

D. Membership Communications Committee

Tabled to January 5, 2015 special meeting.

VIII. CLOSINGS

A. January 5, 2015 Special Meeting

A special meeting was called for January 5, 2015 to discuss the items tabled at this meeting due to lack of time and to hold an executive session to discuss personnel matters related to the GM Search.

B. Tasks and assignments

1. Sue Phillips and Susan Zimmerman will review officer's roles language in Board Policy C6
2. Wynston Estis will provide a written proposal for a process for handling owner loans for the January 19th meeting.
3. Board/Governance Calendar may need to be further edited.

C. Draft Agenda for January 5, Special Meeting

1. Approval of minutes for November 17, 2015 and December 15, 2015
2. Manager's Update Report including update on Member Incentive Program.
3. Executive Session to approve minutes of the December 15th Executive Session and discuss GM Search/candidates.
4. Code of Conduct for Board Members
5. Board Calendar
6. Committee/Task Force- Governance, GM Search, Annual Meeting, Member Communications
7. GM monitoring report (December report)

D. Adjournment

Motion to adjourn at 8:43 p.m. pending January 5, 2015 special meeting to discuss tabled items:

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of December 15, 2015
(Approved January 5, 2016)

Motion: Ellen Clinesmith
Second: Helene Bardinnet
All in favor

Draft minutes prepared for submission to the board by Danny Spurr/Elisa Giommi on December 28, 2015.

Minutes approved by vote on January 5, 2016 and put into final form by Danny Spurr/Elisa Giommi on January 10, 2016.