

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of February 20, 2016
105 Huntington Street, New London
(Approved by the Board on March 15, 2016)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Susan Phillips called to order a special meeting of the Fiddleheads Board of Directors at 10:01 a.m. on Saturday, February 20, 2016 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

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

The following additional members were present:

Elisa Giommi, Board Administrator

C. Agenda Review

Annual Meeting Committee minutes were distributed.

D. Owner Comments

There were no owner comments.

II. MINUTES

Motion to approve the minutes of the January 19, 2016 Board of Directors Meeting with changes noted:

Motion: Ellen Clinesmith
Second: Helen Bardinnet
All in favor

III. CONSENT AGENDA

A. Board Monitoring Report C8- Governance

Motion to approve the Board Monitoring Report C8- Governance:

Motion: Danny Spurr
Second: Ellen Clinesmith
All in favor

B. Board Budget Actuals--2015

There were some questions regarding the 2015 expense lines for Board administrator, consulting hours, Co-operative Cafe, and unplanned expenses. It was noted that some of the Board administrator hours charged to the Board may have been for hours devoted to store administrative duties. Also, some of the consulting hours charged as Board expenses may have been GM consultant hours. The Co-operative Cafe expenses on the Board line appear to be the cost of all Fiddleheads attendees, not just Board attendees. Helene will ask Wynston for clarification on these

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items.

The Board Budget Actuals for 2015 will be revisited at the March BOD meeting.

IV. EXECUTIVE SESSION

The purpose of this executive session is to approve the minutes of the executive session of January 19, 2016 and discuss personnel matters.

Motion to enter into Executive Session:

Motion: Mona Harmon-Bowman

Second: Danny Spurr

All in favor

Executive Session was entered into at 10:27 a.m. And exited at 11:13 a.m.

Confidential minutes were taken in executive session.

The minutes of the Executive Session for January 19, 2016 were approved.

A vote was taken to approve a modification of the permanent General Manager position offer to Alexandra Juhre.

V. DISCUSSION/ACTION ITEMS

A. Electronic Communication Policy

Tabled until March

B. Annual Review using CBLD questions

Tabled until March

C. Schedule Financial Review Post-Training

Susan Zimmerman is scheduled to review numbers with Wynston in early March after which the Board's post-training can be held. Possible dates discussed were Saturday, March 19th at 9 or 10 a.m., Tuesday, March 22nd or Tuesday, March 29th. Susan Zimmerman will check with Joanne Todd about her availability for those possible dates or other dates.

VI. COMMITTEE/TASK FORCE

A. Governance Committee

The Governance Committee distributed minutes regarding their conversation with the the Board's CDS consultant Jade regarding Board committees and committee charters. Some of Jade's suggestions included:

1. Filling vacancies by appointment

The Governance Committee discussed some of the prospective candidates for the Board. Only two candidates could potentially consider appointment before elections in May. After discussing the merits of appointing candidates this close to the election, it was decided that if these candidates were suitable and willing to be appointed, that the Board should consider appointing them. A candidate appointed in March would still have the experience of two Board meetings before being potentially seated in June. The Governance Committee will see if either candidate would be interested in being

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appointed. Board members were also encouraged to bring names forward to the Governance Committee of potential candidates. It was noted that the Board should have a discussion of what skills and abilities are needed on the Board.

2. The Board chartering the Committee

Jade noted that at most co-ops the Committee charters are written by the Board and not by the committee itself. After much discussion of what the Board wants the Committee to do, it was decided that the "Governance Committee" should be renamed the "Nominations Committee" and should:

- Coordinate recruitment efforts with General Manager and Board members (email, in- store postings, constant contact...).
- Establish and utilize objective process to screen interested candidates.
- Present board with potential nominees.
- Create a board book (Alt: Compile essential board Documents).
- Oversee orientation of new board members. Set up "buddies."

Elisa/Helene will scribe the new charter for final approval at the next meeting

Motion to accept Nomination Committee charter as discussed:

Motion: Susan Zimmerman

Second: Helen Bardinnet

All in favor

IX. CLOSINGS

A. Review decisions, tasks, and assignments

The next CDS call was scheduled for Thursday, February 25, 2016 at 5:00 p.m.

B. Adjournment

Motion to adjourn:

Motion: Mona Harmon-Bowman

Second: Helen Bardinnet

All in favor

Meeting adjourned at 12:08 p.m.

Draft minutes prepared for submission to board by Danny Spurr/Elisa Giommi on February 28 , 2016.

Minutes approved by vote of the Board on March 15, 2016 and put into final form by Danny Spurr/Elisa Giommi on March 23, 2016.