

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of March 15, 2016
105 Huntington Street, New London

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 6:30 p.m. on Tuesday, March 15, 2016 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
Carolyn Wilson
Mona Harmon-Bowman
Ellen Clinesmith

The following additional members were present:

Wynston Estis, Interim General Manager
Elisa Giommi, Board Administrator
Kelleen Giffin, owner

C. Check-in

There will be a going away party for Wynston at Carolyn's house on Saturday April 2nd at 4PM.

D. Agenda Review

The Director Appointment item was moved up in the agenda.
An item regarding CCMA was added to the Discussion items.

E. Owner Comments

There were no owner comments.

II. DIRECTOR APPOINTMENT

Kelleen Giffin was presented to the Board by the Nominations Committee (formerly known as the Governance Committee) for appointment to the Board. The Committee expressed how impressed they were with the candidate and noted that she has, in the past, done work for the co-op in a volunteer capacity .

Motion to appoint Kelleen Giffin to the Fiddleheads Board of Directors for the remainder of the year (until the next Annual Meeting):

Motion: Mona Harmon-Bowman
Second: Carolyn Wilson
All in favor

III. MINUTES

A. Minutes of February 16, 2016 Board of Directors Meeting

Motion to approve the minutes of the February 16, 2016 Board of Directors Meeting with edits noted:

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Motion: Ellen Clinesmith
Second: Susan Zimmerman
All in favor with Kelleen Giffin and Helene Bardinet abstaining

B. Minutes of February 20, 2016 Board of Directors Meeting

Motion to approve the minutes of the February 20, 2016 Board of Directors Meeting with edits noted:

Motion: Ellen Clinesmith
Second: Danny Spurr
All in favor with Kelleen Giffin abstaining

IV. CONSENT AGENDA

Motion to approve the consent agenda:

Motion: Susan Zimmerman
Second: Ellen Clinesmith
All in favor with Kelleen Giffin abstaining

V. DISCUSSION/ACTION ITEMS

A. Board Budget

Tabled to next month

B. Electronic Communication

The Board policy regarding electronic communication was reviewed and discussed.

While it was agreed that email should generally not be a vehicle for discussion prior to making a decision and that discussion should occur at Board meetings, there were differing opinions on whether email discussion could be used under certain circumstances or whether it should never be used. It was agreed that if discussion regarding a decision were to occur over email, this discussion should be presented at the next Board meeting. It was also agreed that confidential information could be distributed electronically to the Board under certain circumstances if accompanied by a notice of confidentiality.

Motion to approve the Guidelines for Electronic Communication with changes noted:

Motion: Helene Bardinet
Second: Mona Harmon-Bowman

Discussion Items C. and D. were addressed after the Executive Session

C. Notice Waiver for the February 20, 2016 special meeting

Motion to waive notice of the February 20, 2016 special meeting:

Motion: Susan Zimmerman
Second: Mona Harmon-Bowman
All in favor with Kelleen Giffin abstaining

D. CCMA (Consumer Cooperative Management Association) Conference

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Reservations for the upcoming CCMA conference are due by April 15th. It was determined that Susan Zimmerman, Sue Phillips, Helene, Danny will be attending; Kelleen and Ellen may be attending; and Mona and Carolyn will not be attending. Sue Phillips will talk further with Kelleen about whether she would like to attend or not.

VI. EXECUTIVE SESSION

The purpose of this executive session is to approve the minutes of the executive sessions of February 16, 2016 and February 20, 2016, discuss conformity with Global B in future activities and discuss personnel matters.

Motion to enter into Executive Session:

Motion: Susan Zimmerman

Second: Helene Bardinnet

All in favor

Executive Session was entered into at 7:24 p.m. and exited at 7:58 p.m.

Confidential minutes were taken in executive session. **The minutes of the Executive Sessions of February 16, 2016 and February 20, 2016 were approved. A vote was taken to extend the IGM contract of Wynston Estis up to April 15th.**

VI. IGM MONITORING REPORT

A. Ends A2 – Thriving Local Economy- Fiddleheads exists so to make Southeastern Connecticut a thriving, locally based economy

Conclusion: Reasonable progress towards accomplishment

B. Ends A3 – Sense of Community- Fiddleheads exists so that shoppers and members have a strong sense of community

Conclusion: Reasonable progress towards accomplishment

A new cafe use policy has been posted. There have been no issues, to date, with policy compliance. Fiddleheads has been participating in local activities.

C. Executive Limitations B1 – Financial Condition and Activities

The GM shall not

1) Allow sales to decline or be stagnant.

Conclusion: In compliance

February sales were 10.2% over last year's February sales
In store advertising and promotions are being used to help grow sales.

2) Allow operations to generate an inadequate net income.

Conclusion: In compliance

The personnel expense figure for February was clarified. Strong sales returned a modest profit in February.

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3) Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.

Conclusion: In compliance

5) Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.

Conclusion: In compliance

There is a plan to borrow money from our CFNE account for a produce misting system.

7) Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

Conclusion: In compliance

8) Allow late payment of contracts, payroll, loans or other financial obligations.

Conclusion: Not in compliance- plan in place

There are Accounts Payable that are beyond terms. Improved sales will help to become current. The IGM is working with Attorney Finizio and owner lenders on owner loan repayment or renewal.

D. Executive Limitations B2 – Business Planning and Financial Budgeting

Conclusion: In compliance

A budget and year end financial review are in the works. Our accounting system has been upgraded to a more standard, professional level. Inventory is planned for the end of the month.

E. Executive Limitations B3 – Asset Protection

Conclusion: In compliance

Fiddleheads is working with INET to upgrade Co-op security systems

F. Executive Limitations B4 – Membership Rights and Responsibilities

Conclusion: In compliance

There was a question as to how many owners Fiddleheads has currently. Wynston will find this figure for the Board.

G. Executive Limitations B7 – Communication to the Board

Conclusion: In compliance

Motion to accept the IGM monitoring report of March 15, 2016 with changes noted and with acknowledgment of non-compliance in section noted:

Motion: Mona Harmon-Bowman

Second: Helene Bardinet

All in favor

VII. COMMITTEE/TASK FORCE

A. Annual Meeting Committee

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It was determined that the GM would write the Annual Meeting Report. It was determined that there would not be nominations from the floor as this is not a bylaw requirement, there has never been a nomination from the floor (to the Board's knowledge), and there is no process for dealing with nominations from the floor. It was also determined that there should be a welcome from the Board President in the meeting agenda.

The outdated Annual Meeting Task Force Charter was not discussed.

B. Governance/Nomination Committee

1. The Nomination Committee Charter was finalized.

2. Term Limit discussion

There was a discussion of term limits and clarifying the bylaws related to term limits, specifically, what constituted a third term. Consensus was not achieved on what defined a third term for the purpose of election eligibility. There was also a discussion of whether to revise the bylaws to eliminate term limits. It was noted that our CDS consultant recommends against having Board terms limits. Again, there was no consensus on this idea.

This topic was tabled pending determination of whether the Board needs to resolve the interpretation of current term limit language or otherwise address the issue prior to this year's election.

VIII. CLOSINGS

A. CDS call

The CDS call was scheduled for Tuesday, March 22, 2016 at 12 noon.

B. Review decisions, tasks, and assignments

1. Elisa will add Kelleen to the Cooperative Grocer subscription and Board of Directors list and email.
2. Sue Phillips will speak with Kelleen regarding her availability for CCMA and finalize the list of attendees so that Wynston may send in the applications.
3. Wynston will work with Mona and Kelleen to develop a potential article for Cooperative Grocer regarding our IGM transition to a full time GM.
4. Wynston will determine the current number of Fiddleheads owners
5. Kelleen will be orienting herself (with help from Governance and the Board) to Board process for the next meeting.

C. Adjournment

Motion to adjourn:

Motion: Helen Bardinet

Second: Ellen Clinesmith

All in favor

Meeting adjourned at 8:56 p.m.

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Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on March 19, 2016.

Minutes approved by vote of the Board on April 19, 2016 and put into final form by Danny Spurr/Elisa Giommi on April 26, 2016.