



**FIDDLEHEADS NATURAL FOODS
COOPERATIVE**

**BOARD OF DIRECTORS
MEETING PACKET**

**Meeting date:
March 15, 2016**



Agenda

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AGENDA
FIDDLEHEADS BOARD OF DIRECTORS MEETING
March 15, 2016
6:30-8:30 PM
105 Huntington Street, New London

Time	Topic	Resource	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
	Owner Comments		Listen	President
6:35	Minutes <ul style="list-style-type: none"> ● February 16, 2016 ● February 20, 2016 	Packet	Approve	
6:55	Consent Agenda <ul style="list-style-type: none"> ● Board Monitoring Report D1-Unity of Control ● Member Equity Refund Requests 	Each item in packet	Approval	President IGM
6:55	Discussion of Items removed from Consent Agenda	See above	Discuss/Approve	TBD
7:00	EXECUTIVE SESSION <ul style="list-style-type: none"> ● To approve minutes of February 16, 2016, Executive Session ● To approve minutes of February 20, 2015 Executive Session ● To discuss conformity with Global B in future activities ● Personnel Matters 	Minutes To Be Provided Plans re: Global B To Be Provided		Secretary IGM
7:45	Discussion/Action Items: <ul style="list-style-type: none"> ● Board Budget Actuals from 2015 ● Electronic Communications Policy ● Annual Review Using CBLD Questions ● Waive Notice of 2/20 Special Meeting 	Included in Packet		
TBD	Committee/Task Force <ul style="list-style-type: none"> ● Governance *Act on Proposed Director Appointment *Discuss Owner Participation *Accept Minutes <ul style="list-style-type: none"> ● GM Search *Process going forward *Accept Minutes <ul style="list-style-type: none"> ● Annual Meeting *Accept Minutes <ul style="list-style-type: none"> ● Owner Communications *Newsletter/Constant Contact Article *Any other updates			
8:15	GM Monitoring Report	In Packet		IGM
8:40	Member Comments			
8:45	Closings <ul style="list-style-type: none"> ● SCHEDULE CDS CALL! ● Review tasks for next meeting and other dates 			President

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- | | | | | |
|--|-------------------|--|--|--|
| | • Adjourn Meeting | | | |
|--|-------------------|--|--|--|

BOARD PACKET:

- Meeting Agenda
- Draft Minutes of February 16, 2016 and February 20, 2016 Meeting (Danny & Elisa)
- Board Monitoring Report D1
- Board Budget Actuals from 2015 (Helene)
- Committee Notes/Minutes
- Member Equity Refund Request (as needed) (Wynston)
- Executive Session Minutes of February 16, 2016 and February 20, 2016 – (to be brought to meeting by Danny)
- Electronic Communications Policy
- Email and Other Notes Relating to CBLD Questions/Annual Review
- IGM Interim Monitoring Report
- Draft Agenda for April 19, 2016 meeting

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Meeting Minutes

Minutes

February 16, 2016

February 20, 2016

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 16, 2016 6:30-8:30 PM 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, February 16, 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 (arrived at 6:33 p.m.)
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
Sheila Herbert, Staff and GM Search Committee (left at 7:07 p.m.)
Katie Blanchard, Staff and GM Search Committee (left at 7:07 p.m.)

C. Agenda Review

It was decided that personnel matters that were scheduled to be discussed at the upcoming special meeting on Saturday, February 20 would be discussed at this meeting instead, as Wynston will not be available on Saturday. The following items were moved to Saturday's agenda:

1. The Board Monitoring Report C8 and Board Budget Actuals items in the Consent Agenda
2. All Discussion/Action items with the exception of the NFCA Annual Meeting and Cooperative Cafe items
3. All Committee/Task Force items

D. Owner Comments

There were no owner comments.

II. MINUTES

Approval of the minutes from January 19, 2016 was tabled to the February 20, 2016 Special Meeting.

III. MANAGER'S UPDATE REPORT

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 16, 2016 6:30-8:30 PM 105 Huntington Street, New London

A. Staff Update

Fiddleheads has hired a new bookkeeper, Jessica MacMahon. Bev Gipson has officially retired in her independent bookkeeper capacity. Laura Natusch will be working as front end coordinator. Rachel Hutchins will be replacing Amelia Lord as the Community Connections Coordinator, as Amelia is moving on to pursue personal professional pursuits. A "Fond Farewell" piece will be going out to owners informing them of where many recently departed staff have gone.

B. Lease negotiation

We are ready to execute the lease but are waiting on a Certificate of Appointment for the Executor of the Estate and a letter of assurance from Attorney Kanabis that the lease will be valid.

C. Refrigeration failure

The recent loss of dairy inventory will not be covered by insurance as a maintenance agreement is required by the insurance company. A maintenance agreement is currently being drafted with our refrigeration company to avoid future uncovered inventory losses.

D. D & O Insurance

An application has been submitted for Directors and Officers Insurance.

E. Cafe Hours and Guidelines

New Cafe guidelines have been implemented that limit cafe use by patrons to two hours per day. This is to prevent overuse of the space by a few patrons preventing access of the space to other patrons. There have been difficulties implementing the policy, but it will hopefully allow for more access to the cafe for all owners and patrons.

IV. CONSENT AGENDA

A. Owner Equity Refund Requests

Motion to approve the Owner Equity Refund requests of Janelle Leroux (\$75) and Lena Thorton (\$175):

Motion: Susan Zimmerman

Second: Helene Bardinnet

All in favor

V. EXECUTIVE SESSION

The purpose of this executive session is to approve the minutes of the executive session of January 19, 2016, receive the IGM monitoring report on Global B (unlawful, imprudent, or policy violating activities) discuss conformity with Global B in future activities and discuss personnel matters.

Motion to enter into Executive Session:

Motion: Mona Harmon-Bowman

Second: Ellen Clinesmith

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 16, 2016 6:30-8:30 PM 105 Huntington Street, New London

All in favor

Executive Session was entered into at 6:52 p.m. And exited at 8:22 p.m.

Confidential minutes were taken in executive session.

Approval of the Executive Session Minutes for January 19, 2016 was tabled.

A vote was taken to offer a permanent General Manager contract to Alexandra Juhre.

VI. IGM MONITORING REPORT

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

Conclusion: Reasonable progress towards accomplishment

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

Details of the birthday party was discussed. Sales were roughly the same as last year, with the exception of Friday, as the weather was quite inclement. There was approximately \$2,400.00 in owner equity paid in during the weekend. Everybody did a great job! There is a review being conducted of successes and improvements for next year.

Conclusion: Reasonable progress towards accomplishment.

Executive Limitations B Global Executive - The General Manager shall not cause or allow any practice, activity, decision, or organization circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practice or, in violation of the Cooperative Principles

Conclusion: In Compliance -- (SMP Comment: is this accurate? Or should it be reasonable progress toward accomplishment.)

Fiddleheads staff and managers works with our inspectors to insure proper compliance with local, state and federal retail food regulations.

The Board has been advised of a compliance concerns in executive session.

Executive Limitations B1 – Financial Condition and Activities

The GM shall not :

- 1) Allow sales to decline or be stagnant.

Conclusion: In compliance.

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FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of February 16, 2016
6:30-8:30 PM
105 Huntington Street, New London

- a. The Data Statement was in error. It should read “Operationally the Co-op has shown positive sales growth for the first month of the year.”
- b. Product systems are continuing to be improved to help grow sales.

2) Allow operations to generate an inadequate net income.

Conclusion: Not in compliance -- plan in place

Net income may appear positive for January, but is still inadequate. Losses from the dairy cooler malfunction reduced net income. Inventory will continue to be monitored and managed to help increase net income.

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

Conclusion: In compliance

Current ratio of 1.40:1 is in compliance, though Fiddleheads continues to struggle with its cash position. An unplanned for end of year payroll adjustment and dairy cooler losses have not helped in this regard. It was suggested that we should be able to spread the the end of year payroll adjustment throughout the year. Wynston will look into this possibility further.

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

Conclusion: In compliance

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 and four owner loans are overdue. Plans to improve sales will help to become current. The IGM is working with Attorney Finizio and owner lenders on loan repayment or renewal.

E. Executive Limitations B2 – Business Planning and Financial Budgeting

A budget and year end financial review are in the works.

Conclusion: In compliance

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FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of February 16, 2016
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F. Executive Limitations B3 – Asset Protection

Conclusion: In compliance

G. Executive Limitations B4 – Membership Rights and Responsibilities

Conclusion: In compliance

The transition to the new owner incentive program has gone smoothly and there have been no complaints so far. Membership rules and practices are now in compliance with the Fiddleheads charter and bylaws.

H. Executive Limitations B7 – Communication to the Board

Conclusion: In compliance

Motion to accept the IGM monitoring report of February 16, 2016 with changes noted and with acknowledgment of non-compliance in sections noted:

Motion: Helene Bardinet

Second: Mona Harmon-Bowman

All in favor

VII. DISCUSSION/ACTION ITEMS

A. NFCA Annual Meeting

Sue Phillips and Susan Zimmerman will be attending the NFCA Annual Meeting on March 5th.

B. Cooperative Cafe

Carolyn Wilson, Helene Bardinet and Susan Zimmerman will be attending the Cooperative Cafe on March 12th. Sue Phillips will forward the information to Wynston in case any staff or members are interested in attending.

IX. CLOSINGS

A. Review decisions, tasks, and assignments

1. Elisa will assemble the agenda for the February 20, 2016 special meeting to be posted and emailed to the Board. The meeting will be at 10AM. The February 16, 2016 Board packet will be used.

2. Sue Phillips will inform Alexandra Juhre of the GM contract offer.

B. Meeting Checklist

The meeting checklist has been eliminated.

C. Adjournment

Motion to adjourn:

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**FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of February 16, 2016
6:30-8:30 PM
105 Huntington Street, New London**

Motion: Danny Spurr
Second: Susan Zimmerman
All in favor

Meeting adjourned at 8:51 p.m.

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 20, 2016 10 AM-12 PM 105 Huntington Street, New London

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

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 20, 2016 10 AM-12 PM 105 Huntington Street, New London

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 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

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.

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FIDDLEHEADS BOARD OF DIRECTORS Minutes of Board Meeting of February 20, 2016 10 AM-12 PM 105 Huntington Street, New London

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 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:

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**FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of February 20, 2016
10 AM-12 PM
105 Huntington Street, New London**

Motion: Mona Harmon-Bowman

Second: Helen Bardinet

All in favor

Meeting adjourned at 12:08 p.m.

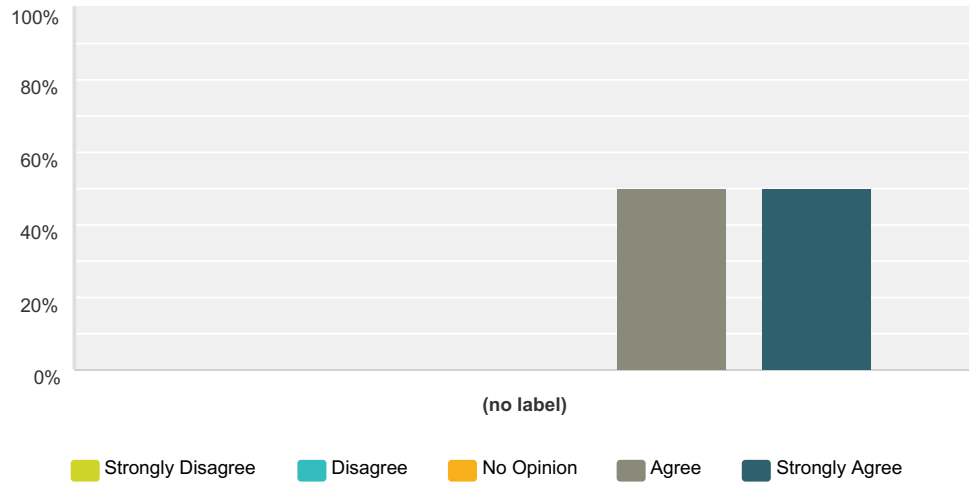


Consent Agenda

- **Board Monitoring Report D1**
- **Member Equity Refund Request**

Q1 Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized this power.

Answered: 6 Skipped: 0

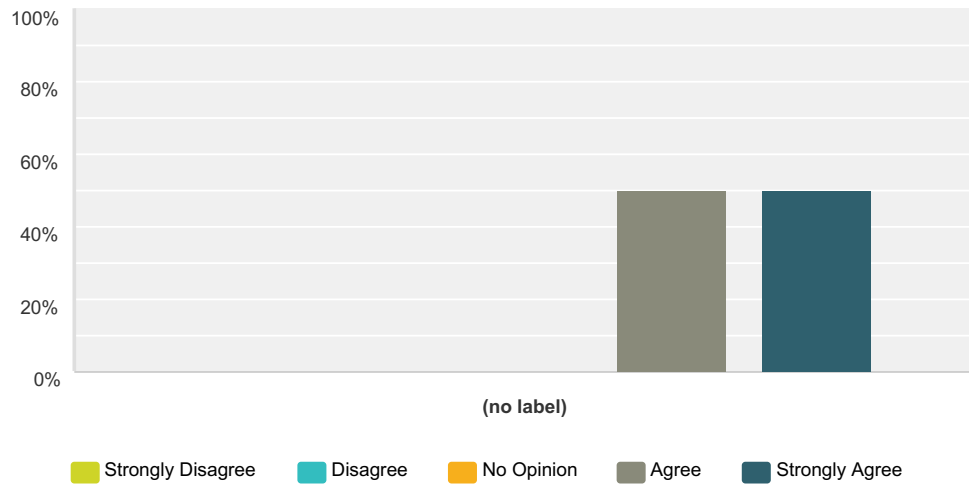


	Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	50.00% 3	50.00% 3	6	4.50

#	Other (please specify)	Date
	There are no responses.	

Q2 In the case of directors or committees requesting information or assistance without Board authorization, the GM can refuse any requests that, in the GM's opinion, may disrupt operations or that require too much staff time or resources.

Answered: 6 Skipped: 0



	Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	50.00% 3	50.00% 3	6	4.50

#	Other (please specify)	Date
	There are no responses.	

* Please file before
next board meeting *

Equity Refund Request Form

Dear Fiddleheads Food Co-op,

I,

Name: Bruce Gatten Bruce Gatten

Owner Number: 41000001538

Do request my equity be refunded. I understand that all owner equity refunds must be approved by the Fiddleheads Food Co-op Board of Directors per FFC bylaws which delays processing my request until after the next scheduled Board of Directors meeting. I understand that approved equity refunds are usually refunded within two weeks of the Board of Directors meeting.

Please mail my refund to the following address:

202 Colman Street

Apt. 1003

New London CT 06320

Reason: (Optional)

Member-Owner Signature:



For Office Use Only

Received: 2/17/16

Initials: MH

Equity Paid \$ 170.00

Date Refunded: _____

Amount Refunded _____

Check # _____

Account # _____

Amount \$ _____

Adjustment Completed By: _____

DATE: _____

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Discussion/Action Items

- **Board Budget Actuals**
- **Electronic Communications Policy**
- **Annual Review (CBLD Questions)**

2016 Fiddleheads Board Budget Draft 1.1

	FY 16 Budget	FY 15 Budget	FY 15 Actual	Variance
Professional & Administration	\$11,154.00	\$14,650.00	\$13,582.57	\$1,067.43
CDS Consulting (CBLD)	\$3,850.00 [1]	\$6,650.00	\$6,850.00	-\$200.00
Insurance	\$3,000.00	\$0.00	\$3,817.19	-\$3,817.19
Board Administrator	\$2,304.00	\$1,800.00	\$1,458.00	\$342.00
Recording Secretary	\$0.00	\$1,200.00	\$0.00	\$1,200.00
Legal Fees	\$500.00	\$5,000.00	TBD	\$0.00
GM Search	\$1,500.00	\$0.00	\$1,457.38	-\$1,457.38
Board Development	\$13,046.00	\$8,610.00	\$10,702.20	-\$2,092.20
CCMA	\$5,950.00	\$1,700.00	\$0.00	\$1,700.00
Annual meeting	\$3,500.00	\$0.00	\$200.00	-\$200.00
Conference Travel	\$500.00	\$3,850.00	\$350.20	\$3,499.80
Consultant Travel	\$1,000.00	\$1,500.00	\$573.00	\$927.00
Consulting Hours	\$1,620.00	\$1,560.00	\$9,454.00	-\$7,894.00
GM Coach ?			\$6,048.00	
Magazine subscription	\$261.00	\$0.00	\$0.00	\$0.00
Board Retreat	\$215.00	\$0.00	\$125.00	-\$125.00
Member Linkage	\$800.00	\$300.00	\$656.68	-\$356.68
Cooperative Café	\$500.00	\$300.00	\$600.00	-\$300.00
P.R. Expenses	\$300.00	\$0.00	\$56.68	-\$56.68
Other Expenses	\$500.00	\$0.00	\$180.00	-\$180.00
Unplanned Expenses	\$500.00	\$0.00	\$180.00	-\$180.00
Total	\$25,285.00	\$23,560.00	\$25,121.45	-\$1,561.45
Sales	\$3,000,000.00	\$3,300,000.00		
Board Budget as % sales	0.84%	0.71%		

[1] Total is 6850, but \$3000 is paid by CDS (grant

2016 Fiddleheads Board Budget Draft 1.1

NCGA Chart of Accou	Account	FY 16 Budget	Q1	Actual Q1	Balance Q1	FY 16 Actual	Variance
228010000000000000	Professional & Administra	\$11,154.00	\$2,788.50	\$499.00	\$2,289.50	\$499.00	\$10,655.00
228020300000000000	CDS Consulting (CBLD)	\$3,850.00 [1]	\$962.50		\$962.50	\$0.00	\$3,850.00
228010400000000000	Insurance	\$3,000.00	\$750.00		\$750.00	\$0.00	\$3,000.00
228010600000000000	Board Administrator	\$2,304.00	\$576.00		\$576.00	\$0.00	\$2,304.00
228010000000000000	Legal Fees	\$500.00	\$125.00	\$400.00	-\$275.00	\$400.00	\$100.00
?	GM Search	\$1,500.00	\$375.00	\$99.00	\$276.00	\$99.00	\$1,401.00
228020000000000000	Board Development	\$13,046.00	\$3,261.50	\$769.66	\$2,491.84	\$769.66	\$12,276.34
228020200000000000	CCMA 2	\$5,950.00	\$0.00		\$0.00	\$0.00	\$5,950.00
228030100000000000	Annual meeting	\$3,500.00	\$875.00	\$700.00	\$175.00	\$700.00	\$2,800.00
?	Conference Travel	\$500.00	\$125.00	\$69.66	\$55.34	\$69.66	\$430.34
?	Consultant Travel	\$1,000.00	\$250.00		\$250.00	\$0.00	\$1,000.00
228020500000000000	Consulting Hours	\$1,620.00	\$405.00		\$405.00	\$0.00	\$1,620.00
	GM Coach		\$0.00		\$0.00	\$0.00	\$0.00
228020400000000000	Magazine subscription	\$261.00	\$65.25		\$65.25	\$0.00	\$261.00
228020100000000000	Board Retreat	\$215.00	\$53.75		\$53.75	\$0.00	\$215.00
228030000000000000	Member Linkage	\$800.00	\$200.00	\$0.00	\$200.00	\$0.00	\$800.00
228030300000000000	Cooperative Café 1	\$500.00	\$500.00		\$500.00	\$0.00	\$500.00
228030400000000000	P.R. Expenses	\$300.00	\$75.00		\$75.00	\$0.00	\$300.00
228030300000000000	Other Expenses	\$500.00	\$125.00	\$0.00	\$125.00	\$0.00	\$500.00
228060100000000000	Unplanned Expenses	\$500.00	\$125.00		\$125.00	\$0.00	\$500.00
	Total	\$25,285.00	\$6,321.25	\$2,537.32		\$1,268.66	\$24,016.34
	Sales		?				
	Board Budget as % sales		-				

[1] Total is \$6850, but \$3000 is paid by CDS (grant

FIDDLEHEADS FOOD COOP
GUIDELINES FOR ELECTRONIC COMMUNICATION

Approved July 17, 2012

Revisions September 30, 2014

1. WHEN BOARD MEMBERS SHOULD **NOT** USE EMAIL

- If there is a need for a discussion prior to making a decision, there is a need for an in person meeting.
- If confidential information will be distributed, there is a need for a meeting.

2. WHEN BOARD MEMBERS SHOULD USE EMAIL

- To share factual information such as logistics, meeting details, documents. Use .pdf format to share final documents.
- To add items to the meeting agenda.
- To communicate personal/professional events not directly related to board work but which may be of interest. Use OPT at the beginning of the subject line to let board members know this is not a board obligation.

3. EMAILING TO BOARD VS MEMBERS

- Items directly related to board work are sent to board members only
- Items of general interest can be emailed to a broader audience
- Items emailed to board members by coop members should be forwarded to the board president to be included in the next meeting agenda, not discussed over email.

4. HOW TO WRITE SUBJECT LINES

- Always include a subject line and make the subject line concise.
- If your email comprises multiple topics, consider breaking it into multiple messages.
- Include important information such as meeting dates.

5. HOW TO REPLY

- Use Reply when answering a question of attendance or expressing thanks.
- Use Reply All when your reply is useful to every recipient or you have something to add which all the recipients need to see.
- Be thoughtful about copying the entire board.
- When RSVP appears on the subject line, a response is needed.
- When NRR appears in the subject line, no reply is needed.

6. COMMUNICATION BASICS

- Be concise: the fewer words, the lower the probability of misunderstanding. More than three paragraphs is probably better as a conversation. Make each message in the reply chain shorter than the preceding one.
- Take responsibility: assume every communication is made with good intention.
- Practice non-violence: observe before judging, respect feelings, identify needs.
- Focus on task, not relationship issues.
- Remember email does not work for conveying emotion or humor.

7. NO CONFIDENTIAL COMMUNICATIONS.

- Before sending a message, let the message rest a few minutes and then reread for unclear content and grammar. Count to 10 before you ‘flame.’
- Good communication takes awareness and practice!



Fiddleheads Food Co-op

Q4-2015

1/8/2016

Thanks for a wonderful 2015. It has been such a pleasure working with you over the last 4 years!

Ongoing Support:

Hours Utilized (of 15.00) **26** Hours Remaining **-11.00**

Do we have an established pattern of contact? **yes**

On track for balanced use of hours for the year? **no**

Quarterly Note:

We had good contact this quarter and hopefully a strong foundation is laid for a smooth transition to 2016 & your new consultant.

Board Retreat: Sunday July 12, 2015

In-Person Event Attendance

CBL 101: **2**
Leadership Training: **2**
Cooperative Cafe: **12**

Joel Kopischke, CBLD Consultant
CDS Consulting Co-op | CBLD Program



The Newest Resources Available to You on the [CDS CC Library](#)

[Four Pillars Self-Assessment Tool](#)

[Video: The Food Co-op as Third Space](#)

[Video: Intro to the Four Pillars](#)

And [dozens of short video recordings](#) from the Cooperative Cafes focused on thriving in the new competitive landscape.

New Connections Articles -- from the [Connections Archive](#)

[Co-op Cafes Inspire Teamwork and Connect](#)

November, 2015

['Co+op Forest' Offsets Carbon Emissions](#)

November, 2015

[GMO Labeling: Consumer Right to Know at Risk](#)

August, 2015

[Board's Role in Cooperative Growth](#)

June, 2015



CBLD
cooperative board
leadership development



THE
**Cooperative
Café**



2016 SCHEDULE OF IN-PERSON SESSIONS

Attend the event closest to home or the one that fits your schedule the best!

	CBL 101	Leadership Training	Cooperative Cafe
Who should attend?	Newly elected directors, candidates, GMs and successors	Board leaders, GMs and others looking to develop their leadership skills	Directors, GMs, managers, staff and anyone interested in the co-op's relationship with members and the community
EASTERN CORRIDOR	Northeast January 9 Keene, N.H.	January 9 Keene, N.H.	March 12 Keene, N.H.
	Mid-Atlantic July 9 Buffalo, N.Y.	July 9 Buffalo, N.Y.	November 5 Philadelphia, Penn.
	Southeast January 23 Asheville, N.C.	January 23 Asheville, N.C.	March 19 Asheville, N.C.
CENTRAL CORRIDOR	Minnesota/Wisconsin January 9 & September 24 Minneapolis, Minn.	January 9 Minneapolis, Minn.	March 5 Madison, Wisc.
	Greater Michigan May 14 Mt Pleasant, Mich.	May 14 Mt Pleasant, Mich.	October 22 Ann Arbor, Mich.
	Checking for interest! January 23 - Austin, Tex. July 9 - Chicago, Ill.		
WESTERN CORRIDOR	Northwest March 19 Portland, Ore.	March 19 Portland, Ore.	October 8 Hood River, Ore./Provender
	California September 24 Sacramento, Calif.	September 24 Sacramento, Calif.	February 27 Sacramento, Calif.
	Southwest January 23 Albuquerque, N.M.	January 23 Albuquerque, N.M.	October 29 Albuquerque, N.M.

Add to agenda for "discussion topic" please.

Sue

----- Forwarded message -----

From: Susan Zimmerman <susanpzimmerman@sbcglobal.net>

Date: Jan 12, 2016 7:57 AM

Subject: Re: [board] Fwd: CBLD Q4 FID

To: susan phillips <phillipssusan@sbcglobal.net>

Cc: F-Heads Board <board@fiddleheadsfood.coop>, Carolyn Wilson <carolynwilsoncrm@yahoo.com>

Would like to see the questions as an agenda item so we could have the discussion rather do by email?

Sent from my iPhone

On Jan 12, 2016, at 7:13 AM, susan phillips <phillipssusan@sbcglobal.net> wrote:

This does not seem to have e been sent to everyone, so here it is.

Questions may be worth thinking about. And seeing if we have alignment on priorities/goals for 2016. For me it is:

*hiring a permanent full time GM

*having best annual meeting yet

*developing pool of board candidates and planning board leadership succession

Good news is that we have structures and processes in place to make those things happen!

Sue

----- Forwarded message -----

From: Joel Kopischke <joelkopischke@cdsconsulting.coop>

Date: Jan 11, 2016 3:52 PM

Subject: CBLD Q4 FID

To: SUSAN PHILLIPS <phillipssusan@sbcglobal.net>, Susan P Zimmerman

<susanpzimmerman@sbcglobal.net>, wynston estis <wynston.estis@gmail.com>

Cc:

Happy New Year!

Attached is the Q4 status report for our CBLD relationship. Thanks for the opportunity to serve you in 2015!

I encourage you to reflect on the past year and look forward as well.

- What were the board's greatest accomplishments in 2015?
-
- What contributed to those successes?
-
- What are the board's biggest goals for 2016?
-
- What will help us achieve these?
-

These questions could be a great discussion topic for your next board meeting!

Also, if 2016 is anything like 2015, your board as a whole and each individual director probably has a busy year ahead. Be sure you've got the CBLD [in-person events](#) on your calendar.

Thank you again and here's to a prosperous 2016!

Peace.

Joel

Joel Kopischke
Owner/Member, CDS Consulting Co-op
[414.803.6725](tel:414.803.6725)
JoelKopischke@CDSConsulting.coop



Committee/Task Force

- **Governance Committee**
- **GM Search Committee**
- **Annual Meeting Task Force**

The "Governance Committee" needs Board input on Documents 1,2,3. These are documents for use with all Board candidates. Please read our requests and review the documents prior to the March 15 Board meeting. To limit discussion time, write your edits to hand off to us at the Board meeting. Greatly appreciated, Helene, Ellen and Mona

1. We are asking the Board to draft a charter for our Committee. The Governance Committee charter (June 2014) is attached below:

Questions for the Board:

- What does the Board want this committee to do?
- Who should serve on the committee?
- What should the committee be named?
- What are member roles on the committee?
- Who keeps the list of Board candidates?
- Who interviews/vetts Board candidates?

(Insert Governance Committee Charter doc here)

2. We are asking the Board's input on the questions you want Board candidate to be asked. These are the questions the "Governance Committee" adapted from the CBLD "Perpetuating a Strong Board" article.

(Insert Candidate Interview Questions doc here)

3. No action needs to be taken by the Board regarding this Code of Conduct. As you know, all Board members must sign a Code of Conduct annually. A copy of this Code of Conduct will be reviewed with all Board candidates.

(Insert III Board Director Code of Conduct, Board Process, C5 doc here)
(Insert Code of Conduct Agreement form doc here)

4. In the past, we have under-estimated the time commitment for Board (10 hours per month). We now know that is inaccurate! We are asking the Board's input on an "Expectations of All Board Members" document for interview purposes:

A partial expectations list follows. What needs to be added?

- o Preparation for and attendance at all Board meetings,
- o Availability and willingness to do Board work outside of meetings (Attendance at all Board Special Meetings, Board committee work, Board Meet and Greet events, Annual Board Retreat attendance)
- o Participation in annual CDS development activities (One Day training in NH/VT, for example),
- o Attendance in Board Development Training (financial training sessions),

- o Attendance in regional Food Cooperative meetings (CCMA one-day events, for example),
- o Participation in annual Fiddlehead's birthday celebrations?

(Insert 2016 Board Calendar here)

Nomination Committee Charter

Composition: Three Board Members *and Three Staff / Member-owners*

Committee Chair: Mona Harmon-Bowman, Helene Bardinnet, Ellen Clinesmith

Meeting Frequency: Monthly or bi-monthly as needed

Purpose:

- 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.”

Approved by board February 20, 2016 (with exception of italicized suggestion).

Fiddleheads Governance Committee Candidate Interview Questions

Name: _____ Date: _____

1. What is your connection to Fiddleheads?
2. What are some of your other interests? Other involvement in the community?
3. What are the primary reasons you are interested in Fiddleheads Board work?
4. What have you done in the past that you think demonstrates the qualities or skills that most benefit Fiddleheads?
5. Tell us about other situations where you have worked in a group process situation.
6. What's your vision for the future of Fiddleheads? What makes you passionate about our co-op and its mission?
7. (For those interested in Board Directorship)
Why are you interested in serving on the co-op's Board of Directors?

III. Board Director Code of Conduct, Board Process C5
Directors' Code of Conduct Adopted June 18, 2013

We each commit ourselves to ethical, businesslike and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate un-conflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
3. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
4. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
5. A director who applies for employment must first resign from the Board.
6. Directors may not attempt to exercise individual authority over the organization.
7. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
8. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
9. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
10. Directors are expected to prepare for and attend all Board meetings and trainings.
11. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue

Code of Conduct Agreement Form For Fiddleheads Board of Director

Note: This form is to be completed by all directors at least annually, preferably within one month following board elections and shall be updated as circumstances require.

I agree to abide by Fiddleheads Board Policy Code of Conduct (Board Process C5) and any subsequent changes the board makes to that policy. I agree that if, in the opinion of the majority of co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the board immediately and shall not seek to cause continued disruption to the co-op and the co-op board. If I do not resign my position, I may be removed by a decision of two-thirds of the remaining directors (Article 4.4).

According to Board process C5 of Fiddleheads Policy Manual and Article 4.8 of the Cooperative's Bylaws, I have an affirmative duty to disclose my actual and potential conflicts of interests. These are listed below. I understand that I have a duty to disclose any additional conflicts that may arise and to abide by board policy regarding participation in matters under consideration by the board.

Signature of Director

Date

FIDDLEHEADS BOARD OF DIRECTORS

2016 MEETING CALENDAR

105 Huntington Street, New London

6:30-8:30 PM

January 19, 2016

February 16, 2016

March 15, 2016

April 19, 2016

May 17, 2016

June 21, 2016

July 19, 2016

August 16, 2016

September 20, 2016

October 18, 2016

November 15, 2016

December 20, 2016

DRAFT

Fiddleheads Board of Directors Term Limits Policy, Interpretation and Practice

Fiddleheads By Laws Adopted March 18, 2015 and Ratified May 4, 2015.

4.2 **Terms and Elections:** Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years and shall serve staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than three (3) consecutive terms, but may be subsequently re-elected after a period of two years. □

4.3 **Vacancies:** Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the Board. At the next Annual Membership Meeting, the membership shall be asked to ratify the appointment. A Director so appointed and ratified shall complete the pertinent term.

Interpretation and Practice: To Be Added

Board Member Terms, Election/Expiration Dates and Board Positions

March 2016					
Fiddleheads Board of Director Term Limitations Policy					
Board Member Name	Consecutive Terms served	Term Length	Term Election Date	Term Expiration Date	Board Position
Sue Phillips	2 Terms	3 year	2012	2016	President Annual Planning Committee
Mona Harmon-Bowman	2 Terms	1 year 3 year	2012	2016	Nominating Committee
Susan Zimmerman	2 Terms	3 year	2014	2017	Vice President
Ellen Clinesmith	2 Terms	3 year	2012	2016 – left Board	
Carolyn Wilson	2 Terms	3 year 2 year	2012 2015	2015 2017	Search Committee, Annual Planning Committee
Helene Bardinet	1 Term	3 year	2015	2018	Board Treasurer, Nominating Committee
Daniel Spurr	1 Term	3 year	2015	2018	Recording Secretary
Board vacancies since 2013 Election					
Ed Demuzzio	3 Terms 3 Terms	1 year 3 year	2007 2010	2009 2015 – left Board	Board Treasurer
Mark Roberts	2 Terms	3 year	2011	2015 – left Board	Board Vice President
Suzanne Cattanach	2 Terms	3 year	2010	2015 – left Board	Nominating Committee member
Board Appointees filling Board Vacancies					
Ellen Clinesmith	Appointee August 2015?	Until 2016 Election			Nominating Committee Annual Planning Committee
Kelleen Giffin	Appointee March 2016	Until 2016 Election			

Fiddleheads By Laws

Adopted March 18, 2015 and Ratified May 4, 2015.

4.2 Terms and Elections: Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years and shall serve staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than three (3) consecutive terms, but may be subsequently re-elected after a period of two years. □

4.3 Vacancies: Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the Board. At the next Annual Membership Meeting, **the membership shall be asked to ratify the appointment.** A Director so appointed and ratified shall complete the pertinent term. **(My take on this is that we need the Board to discuss the definition of “ratify”. Is that a “vote” or “affirmation” of their appointment to complete the term of the Board member they’re replacing?)**

Questions and Considerations for following above By Laws

Question #1:

Is there an agreed number of Board members required?

Possibility:

If 9, then 3 members elected every year with rolling 3-year terms

Implication:

The need for an agreed practice for filling open seats in a timely manner to maintain a 9-person Board (see below Question 4).

Question #2:

If a Board member leaves before completing a 3-year term, at what point is that considered a full term for consecutive term calculations (By Law 4.2 above)?

Possibility:

1) If the elected member has served less than 50% of a term (less than 1.5 years), than they have not served a term for term limit considerations. If they have served more than 50% (more than 1.5 years) than they have completed a term for term limit considerations.

2) If the seat is appointed for more than 50% of a term (more than 1.5 years), than the appointed person is considered to have a complete term for term limit consideration.

Question #3:

When a Board member steps down during a term, how is the term limit clock determined.

Possibilities (2 alternatives):

1. The clock would start from the day the Board member resigned from the Board. Thus if they are term limited, they would be eligible to run for a new term at the annual meeting 2 years subsequent to the resignation date.

or

2. The clock would start 2 years after the completed term that the individual was elected into. (However, this could provide a disparate treatment e.g. if someone resigns 6 months into their elected term, they would need to wait 2 years & 6 months (term completion) plus 2 years (waiting period) – 4 years & 6 months. Alternatively if they left 6 months prior to a completed year they would need to wait 6 months (term completion) plus 2 years – 2 years 6 months.)

Question #4:

In transitioning from 1 & 2 year elected terms, how will those terms be reflected in term limit considerations?

Possibility:

The accumulation of previous “short terms” shall be determined by the consideration of accumulated years. For example:

Three 1-year terms are equivalent to a current one 3-year term.

A 2-year term is more than 50% of a 3-year term.

In order to be consistent with Question 2 possibilities, both cases would be deemed a 3-year term for term limit considerations.

Question #5:

How will the Board going forward handle open vacancies?

Possibilities:

If more than 3 months remain in an open Board slot prior to elections, an appointment will be made to the Board.

In order to quickly assimilate appointed members, the Board would preferentially appoint from the following considerations:

- Previous Board members who are qualified (not term limited)
- Previous staff members/working members who have depth of knowledge in cooperatives and Fiddleheads
- Individual with critical missing skill base for the Board (e.g. legal, finance, etc.)

If less than 3 months remains, then the position shall remain open and elections will be the means of filling the position.

Questions #6

In order to understand By Law 4.3, what will be the process going forward?

Possibilities:

Definition: “the membership shall be asked to ratify the appointment. A Director so appointed and ratified shall complete the pertinent term.” is understood to be an affirmation of the

appointment decision the Board makes rather than the position being open to an election slate.

Unlike the rolling 3-year terms, which are considered open slots for election at the Annual meeting, the policy of vacancies shall be handled in the following way:

- The Board will appoint an interim member as outlined in the By Laws.
- At the following Annual meeting, the owners would be asked to affirm (yea or nay) the appointment of the Board.
- Should the owners affirm, the individual will serve the remaining term, and may run at the end of the term (if not term limited see Question #2)
- If the owners do not affirm, the Board would appoint another individual at the following Board meeting. This individual would be affirmed at the next annual meeting

Note: The above process recognizes the needs of quick assimilation to the workings of the board, versus an open election of perhaps 4-5 new individuals being added to the board (such as in past experience). Thus it seeks to balance democratic needs of open elections for 3 Board members each year with the needs of Board function in filling interim positions.

GM Search Budget Report (2015-2016)

		Budgeted	Actual	Difference
Recruitment and Consultant		\$4,900.00		
08/13/2015	Postage		\$402.78	
08/27/2015	Postage		\$49.00	
11/02/2015	Natural Industry Jobs		\$149.00	
08/10/2015	CDS Consulting-July		\$357.50	
09/09/2015	CDS Consulting-August		\$65.00	
10/08/2015	CDS Consulting-September		\$725.83	
11/10/2015	CDS Consulting-October		\$552.50	
12/09/2015	CDS Consulting-November		\$227.50	
01/11/2016	CDS Consulting-December		\$476.67	
02/08/2016	CDS Consulting-January		\$346.67	
	CDS Consulting-February		\$487.50	
TOTAL		\$4,900.00	\$3,839.95	-\$1,060.05
Communications		\$1,300.00		
03/09/2016	Lexa Juhre Background		\$38.34	
12/06/2016	Legal (Heather Wright) December		\$400.00	
	Legal (Heather Wright) February			
TOTAL		\$1,300.00		
Travel		\$3,000.00		
11/03/2015	Holiday Inn (via Hotel Bargain)		\$304.10	
02/09/2016	Kevin Scott Eder - Airfare		\$771.74	
02/09/2016	Two Wives Pizza		\$24.73	
02/10/2016	Holiday Inn		\$181.70	
02/11/2016	2 Wives Pizza		\$30.79	
02/15/2016	2 Wives Pizza		\$29.93	
02/16/2016	Alexandra Juhre - Car Rental		\$156.90	
02/16/2016	Dev's on Bank		\$37.95	
02/16/2016	Holiday Inn		\$136.85	
TOTAL		\$3,000.00	\$1,674.69	-\$1,325.31
Contingency		\$920.00		
TOTAL		\$920.00	\$0.00	-\$920.00

Total Search Budgeted vs. Actual		\$10,120.00	\$5,514.64	-\$4,605.36

Annual Meeting Task Force

Fiddleheads annual meeting will be held May 3rd 2015

Charter: The annual meeting task force will re-convene in late February to begin planning the detailed coordination of the 2015 annual meeting. Duties will include securing a location, securing childcare, giveaways, coordinating the potluck, creating a schedule and agenda, a theme and promotion. Members will include (up to) 3 Board Members, a co-manager, a member of the community outreach department.

Note: Planning the election, voting process and creating the annual report will not be responsibilities of the annual meeting task force. The annual meeting task force will communicate with the governance committee about their work on the election and voting process so it can be properly coordinated at the meeting.

Reporting: The annual meeting task force will report to the full board at the March and April meetings.

Timeline: This task force will remain active through the annual meeting and will include a wrapup/"hotwash" meeting to discuss feedback, successes and suggestions for the future.

February 29_2016

Attending: Carolyn, Danny, Ellen C, Elisa G, Wynston
Annual Meeting Planning Committee

Total Budget: \$3500

\$1200 for space

\$1200 for food

\$600 for sound and miscellaneous, etc. Their sound tech is \$100/hr—highly recommended.

\$500 for gifts/incentives for first 100 households. Incentive for quorum.

Required: 50% deposit at reservation, 50% day of event

Important dates and deadlines

March 1st Mass email call for candidates

April 1st In-store call for candidates

April 17th Post AMP date, time and location online and in-store

April 23 Candidate statement deadline

May 1st Post candidate statements online and in-store

May 7th Voting begins

May 21 Annual meeting last call for ballots, final ballot count

- Estimated attendance 125-175 FFC Owners

Decisions_02_29_2016

- Sound quoted is \$400.00 for the PA and sound man
 - Doesn't leave much in the kitty to pay a band
- Food budget \$1,200.00, Elisa Giommi is working on the food menu, veg/vg/ GF option is currently falafel other option is a middle eastern chicken preparation
 - We should not forget to estimate the food for families with children and 'plus ones'.
 - We also need to factor in supplies_ paper plates, plastic forks, etc Use containers from Co-op February Birthday party when practicle

200 Peopl e	65 % Veg	35% Non- Veg	Food Cost	Labor Cost	Total Cost	Budget Differenc e
	130	70	460.0 0	\$300.00- \$350.00	\$760.00- \$810.00	\$440.00- \$390..00

- Ticket for each unique item: Arrow Paper \$100.00 estimated cost
 - Beverage
 - Meal
 - Meal (Vegetarian)
 - Dessert

- Schwag bag
- Site layout should be reviewed now that we are more clear on what we will be serving for food and providing for activities and entertainment
 - Schwag bag give-a-way
 - Food serving station
 - Beverage tent
 - Meeting/ Eating space
 - Face painting/ Kid activities/ bubble station?
- Close store at 5 p.m. so staff can attend? Need to decide soon-ish
- GM and Community Connections to gather raffle items for meeting attendees
- Incentives are budgeted at \$500.00 for 100 owner shwag bags
 - These will have to be the Co-op+ Stronger together bags, canvas totes cost \$7.75 each
 - Prizes for meeting attendees will hopefully be donated
 - Grand Prize- One year pass to the Garde
 - 1st Prize- A bike from Bike New London
 - 2nd Prize- A month of yoga lessons at Bliss works
 - 3rd Prize- CSA membership for 2016
- Agenda for whole event
 - 4:00 doors open
 - 5:00 begin business meeting
 - Introduction of BoD and GM (5 Min)
 - Approve minutes from last meeting (5 min)- Board President
 - Report financials 2015 (10 min)- General Manager
 - Report current state 2016 (10 min)- General Manager
 - Q&A from attendees_ also have comment cards on tables too (5 Min)
 - Introduction of BoD candidates – Candidates may speak for 3-5 minutes depending on their total number (10 min)- Chair of Governance Committee
 - Last call for ballots (2 min)- Chair of Governance Committee
 - Adjourn meeting
 - 6:00 Music begins for a 20 minute set
 - 6:20 Prize winners are announced, and New BoD if ready
 - 6:30 Music continues for a 20 minute set
 - 6:50 Music is over, New BoD announced if ready, attendees are thanked and invited back for next years event!

Bylaws addressing the Annual Meeting and election of directors

Annual Meeting.

A membership meeting shall be held each year at a time and place to be determined by the Board. The purpose of such meetings shall be to hear reports on operations and finances, to review issues that vitally affect the Cooperative, to elect Directors to the Board, and to transact such other business as may properly come before the meeting.

3.2 **Special Meetings.** The Board may call special meetings of the membership, either by decision of the Board or in response to a written petition of five percent (5%) of the

Member-Owners. Notice of special meetings shall be issued to Member-Owners. In the case of a meeting called by petition, notice of the special meeting will be issued within ten (10) days after a presentation of the petition to the Board. No business shall be conducted at that special meeting except that specified in the notice of meeting. Decisions made at any special meeting are advisory only.

3.3 **Notice of meetings.** Notice of the date, time, place and purpose of each meeting of the membership shall be posted in a conspicuous place at the Cooperative and communicated to Member-Owners not less than four (4) weeks prior to the date of the meeting.

3.4 **Voting.** Voting shall be accomplished through methods and means established by the Board. Notice of the vote shall be posted in a conspicuous place at the Cooperative and communicated to Member-Owners not less than four (4) weeks prior to the end of the election period. Unless otherwise stated in the articles of incorporation, or these Bylaws, or required by law, all questions shall be decided by a vote of a majority of the Member-Owners voting thereon. Proxy voting is allowed. A proxy holder may hold only one proxy and need not be a Member-Owner.

3.5 **Quorum.** At any meeting of the Member-Owners, or for any vote of the Member-Owners, a quorum necessary for decision-making shall be three percent (3%) of the total number of Member-Owners or twenty-five (25) Member-Owners, whichever is greater.

- Do we want to propose a bylaw change or organize an election process to allow candidates to be announced previous to the meeting with in-store and online voting available?

Bylaws addressing the election of Directors

4.2 Terms and Elections. Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years and shall serve staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than three (3) consecutive terms, but may be subsequently re-elected after a period of two years.

4.3 Vacancies. Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the Board. At the next Annual Membership Meeting, the membership shall be asked to ratify the appointment. A Director so appointed and ratified shall complete the pertinent term.



IGM Monitoring Report

March 2016

March 2016 Fiddleheads Policy Monitoring Report
March 10, 2016
Wynston Estis

Ends A2 – Thriving Local Economy (Adopted January 6, 2014) *All reports*
Fiddleheads exists to make Southeastern Connecticut a thriving, locally based economy
I report reasonable progress towards accomplishment.

We continue to focus our purchases through as many local vendors as availability and sales will allow.

- Saturday Winter market offers two local producers access to a marketplace during the off season.

Ends A3 – Sense of Community (Adopted January 6, 2014) *All reports*
Fiddleheads exists so that shoppers and members have a strong sense of community
I report reasonable progress towards accomplishment.

Fiddleheads offers a café for shoppers to use as a gathering space and dine-in area. There are a limited number of patrons that are known to occupy the café for many hours a day, day in and day out, as a matter of practice. I have heard complaints about the behavior of extended and routine stays in the café by these few members of the community from several sources. It's clear that allowing the cafe to be largely dedicated to such a small number of users is a disservice to other owners and users of the Co-op. In February we posted the new café use policy developed by the Coordinators, Front End Manager and me.

The guidelines for using the Co-op café are:

- Please be tidy and respectful to the Co-op's property
- Please be respectful and courteous to all guests
- Please share tables when necessary
- (Starting March 1st) Please keep your stay in the Café to 2 hours per day
- Please use our microwave for reheating purposes only
- Please don't leave personal belongings unattended
- Please use our recycling and compost bins
- Please refrain from sleeping in the Cafe

After the posting we monitored the policy and, given that at least one person was resistant, delayed enforcement of the policy until March 1st. The variety of users in the café does appear to have increased but that is only anecdotal reports from Front End staff. We are not monitoring who specifically uses the café, to date there have not been any issues with policy compliance.

Fiddleheads celebrates and participates in community activities:

- Fiddleheads staff and community will march in the New London Saint Pat's Day parade.
- There will be a 'Taste of the Irish' sampling event immediately after the parade.
- First day of Spring will be celebrated in store with a seed sale.

Executive Limitations B1 – Financial Condition and Activities (Revised June 18, 2013)

Sections 1,2,3,5,7, and 8 *All reports*

This report uses data as of February 29, 2016 except as noted. 4th Quarter 2015 and Annual Sales 2015 report results are now included. We have not made all final adjustments to the year-end: that will be accomplished during our tax preparation process.

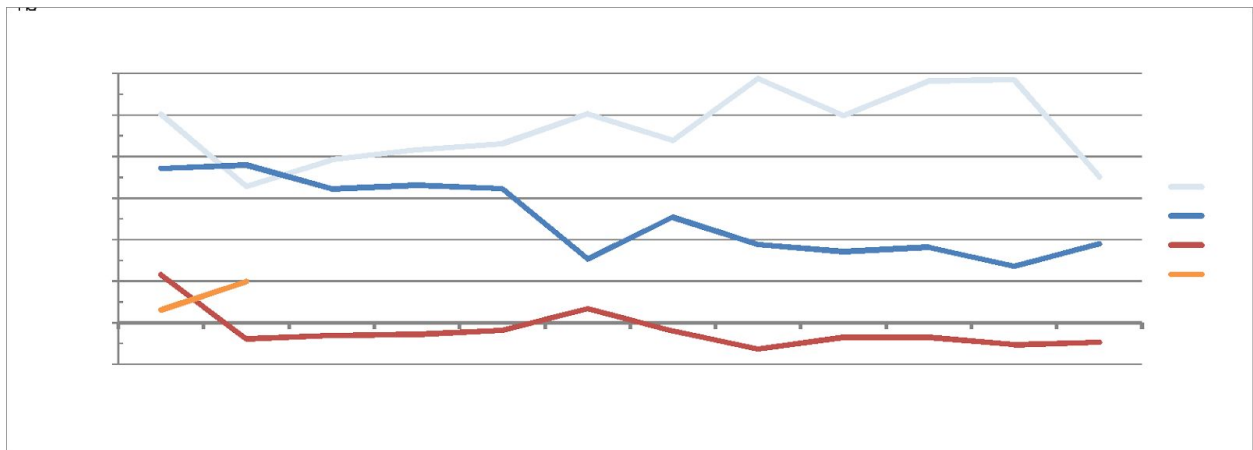
The GM shall not

- 1) Allow sales to decline or be stagnant.

Data = Operationally the Co-op is showing positive sales growth YOY in the first two months of the fiscal year

Conclusion: In compliance.

February sales were 10.2% over last year's sales. The Co-op had strong sales growth in all but a few departments. Notable growth occurred in the following categories: Produce (21%), Package Grocery (9.6%) and Refrigerated (21.5%) and Beer (42.8%).



What we are doing to grow sales

- Promotion systems focus
 - In store advertising of Birthday event and deals
 - In store flyers for Owner Exchange product promotion
 - Promotion product signage in the aisle
 - Organized end cap displays
 - Sampling featured promoted produce

- Event focused promotion
 - February birthday party weekend 3 day event
 - Drawings for Gift bags
 - Sampling Saturday (was very successful!)

2) Allow operations to generate an inadequate net income.

Data = *Net Income was positive in the first two months of the fiscal year*

Conclusion: In compliance

Current data from January and February 2016 Profit & Loss

	Sales (before discounts) 2015	Sales (before discounts) 2016	Sales Growth	Net Income
January	\$279,211.15	\$288,305.03	3.3%	8.55
February	\$256,476.81	\$281,800.19	9.9%	2.87

Strong sales are responsible for the modest profit shown in the month of February. January had a week of payroll that was worked in the month of December 2015 which reduced the labor shown for that sales period. Personnel expense is down in February YOY by 5.1%.

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

Data = *Current ratio as of 12/31/2015 was 1.65:1 Minimum acceptable is 1.25: 1 As of February 29 current ratio is 1.35:1*

Conclusion: In compliance

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

Data = *The IGM has not incurred any new debt other than trade payables*

Conclusion: In compliance

We are requesting approval from CFNE to borrow 2k against the line of credit to install a misting system in the produce wet racks. The current system of manual misting the produce is greatly unreliable due to the unpredictable demands on the staff that are responsible for it. A properly functioning misting system will keep the produce looking better at all times of the day which should increase sales. Increased sales inherently reduces shrink. Even if sales didn't pick up, keeping produce hydrated extends its shelf life and thus reduces cost of goods.

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

Data = *The following taxes were paid in a timely manner*

Personal Property tax, bi-annually next payment due July 2016

Sales tax, monthly on the 20th of the month for the previous month based on sales

Conclusion: In compliance

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

Data: *Payroll obligations have been met in a timely manner. Loan payments are current as of 03/03/2016*

Conclusion: Not in compliance

Plan: We continue to work on producing greater sales to improve our ability to become current with all payments.

Owner loan plan: We are working with those owners to repay or renew the loans, whichever the lender prefers.

Executive Limitations B2 – Business Planning and Financial Budgeting (Adopted June 18, 2013) *All reports*

I report compliance

I continue to work with Wegner to complete the 2015 financials and our tax reporting for that year. We have updated our chart of accounts to align better with CoMetrics reporting and standard accounting procedures for all NCG Co-ops. This work required great coordination between the POS, Accounting and Retail teams. This operations upgrade to the accounting system is a great milestone in moving Fiddleheads to a more standard, professional level.

Additionally, 1st Quarter physical inventory count by staff is planned for March 31, 2016, RGIS will count all retail goods on April 1st.

Owner benefit of the Quarterly 10% coupon monitoring is a priority for Management.

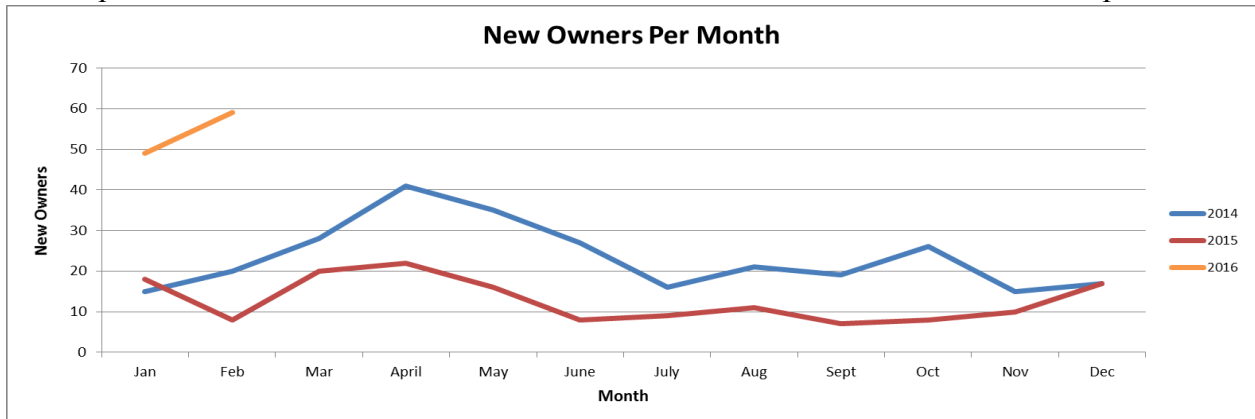
- The numbers will be hard to compare with the transition away from 2% global and unrestricted owner discount beginning in February, the second month of the first quarter. In the second quarter it will be clearer to examine how a one use per quarter 10% discount compares to the unrestricted (applied to every purchase throughout the year) 2% for owners. The chart below reports the isolated discount data pending a full quarter's financials to produce a more robust report.

Discount type	Month	Week	Discount \$	Sales \$	Disc as a % Sales
Owner 2%	Jan	1	\$644.00	\$67,023.00	
Owner 2%	Jan	2	\$646.00	\$65,525.00	
Owner 2%	Jan	3	\$686.00	\$67,449.00	
Owner 2%	Jan	4	\$600.00	\$65,488.00	
			\$2,576.00	\$265,485.00	0.97%
Quarterly Coupon 10%	Feb	1	\$582.00	\$68,654.00	
Quarterly Coupon 10%	Feb	2	\$1,639.00	\$71,196.00	
Quarterly Coupon 10%	Feb	3	\$909.00	\$66,973.00	
Quarterly Coupon 10%	Feb	4	\$833.00	\$65,000.00	
			\$3,963.00	\$271,823.00	1.46%

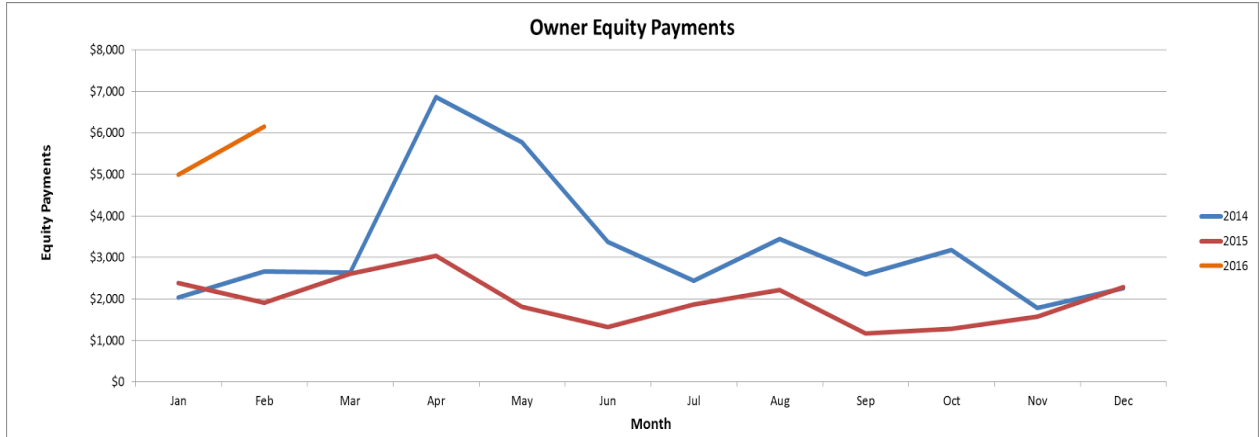
(Working owners 5% and 10% discounts were not included in the above calculation)

- The Quarterly Coupon 10% discount will also have to be measured against increases in new ownerships, equity, sales to owners, and sales over all.

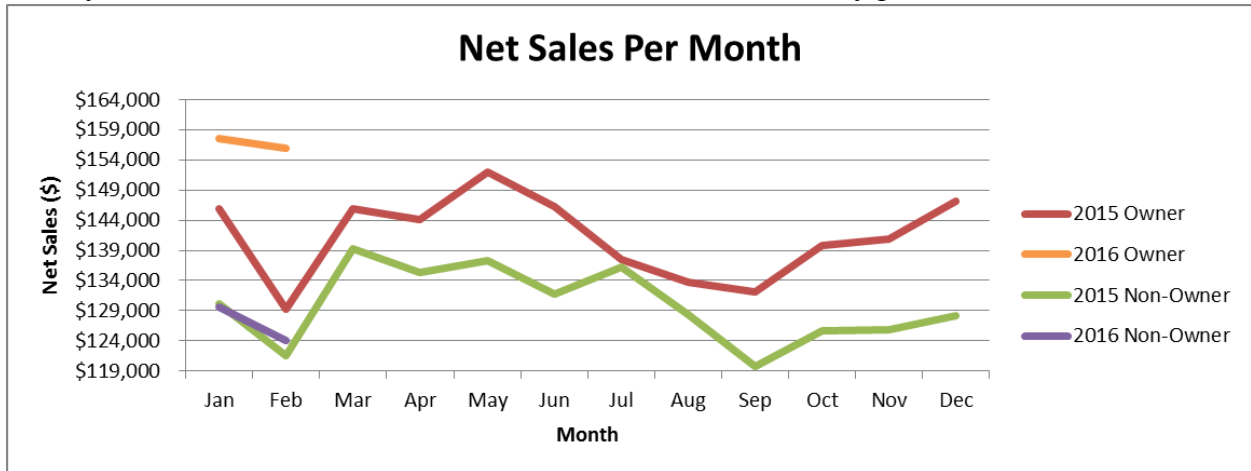
2015 reports 153 new owners. In the first two months of 2016 there are 108 new Co-op owners



11k in equity has been paid in 2016 YTD, a total of 23k was paid in 2015.



January achieved an 8% YOY increase in sales to owners, February produced an 18% increase



Refer to Executive Limitation B1

Executive Limitations B3 – Asset Protection (Adopted June 18, 2013) *All reports*

I report compliance

Fiddleheads Data department has engaged local IT support firm INET to assist in several projects that will assist in the planning and implementing upgrades to the Co-op's security systems.

Executive Limitations B4 – Membership Rights and Responsibilities (Adopted June 18, 2013) *By exception All reports*

Conclusion: In compliance

Executive Limitations B7 – Communication to the Board (Adopted June 18, 2013)

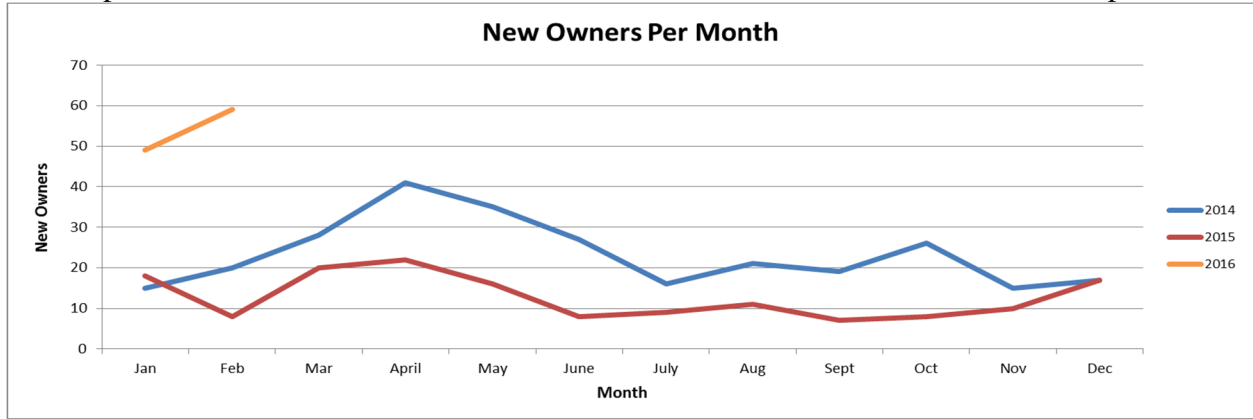
I report compliance

I am in frequent communication with the board regarding the status and concerns of the Co-op.

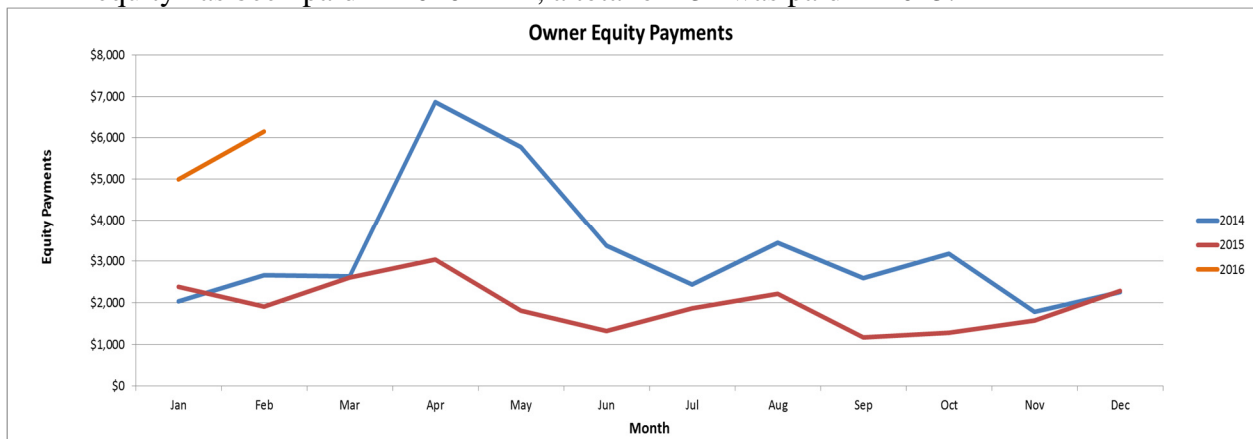
Indicator	What is it	Where to find it	What to look for	General Benchmark	Preferred Trend	Red Flag	Great Stuff	Q1	Q2	Q3	Q4	2015 YTD
Sales	Total revenues collected through operation of normal business activities	Income statement	Has the historic level of business activity changed? Look at past years as well as quarter to quarter fluctuations.	At least 3% Growth	Increasing	Decreasing	10%	\$833,438.96	\$865,964.28	\$807,506.86	\$829,526.60	\$3,336,436.70
Sales growth	Total revenues collected through operation of normal business activities	Income statement	How do growth trends vary from season to season? How does growth compare to local competitors, to other co-ops, and to your goals?	At least 3% Growth	Increasing	Decreasing	10%	1.39%	-0.78%	-3.57%	-5.03%	0.00%
Gross Margin	Difference between cost of goods sold and sales. This money will pay for all expenses (labor, rent, supplies, etc.)	Income statement	Gross margin as a percent of sales is one of the most important pieces of financial data that the board should monitor. Gross margin is the most difficult aspect of the retail food business to manage and control. A gross margin that is a few percentage points off its goal will have very negative effects on profitability	Varies depending on the market and product mix_ in general 34-38%	Consistently meets targets	Unplanned and/or unexplained decreasing margin	38% (36.5% in 2009)	35.68%	35.48%	36.46%	36.99%	35.86%
Expenses	Total amount paid for operating expenses (wages, rent, utilities, insurance, supplies, advertising, cleaning, equipment, etc.)	Income statement	Percentage of various key expenses (personnel, marketing, etc.) should be monitored for period to period, as well as compared to industry standards	At least 0.50% less than gross margin	At budget or less	Significantly over budget	37% (36.17% in 2009)	29.59%	33.39%	40.59%	36.02%	34.05%
Net Income (profit)	Difference between gross margin and total expenses	Income statement	This number will vary, depending on the Co-op's goals. Are you trying to build some reserves to prepare for an expansion, or to lower prices an accept less profit to provide better value to members? Compare numbers to previous reporting periods to see if things are improving or not	At least 0.50%	Meets budget or better	Losing money or in the red (unplanned)	0.85% (.23% in @009)	1.59%	1.44%	-7.08%	-3.03%	-1.26%
Cash and days of cash on hand	Money in the bank or readily available to pay operating expenses, including the purchase of goods for sale	Balance sheet	Compare cash balance to total purchases and expenses in a period to find the total days of cash. A weeks work of cash is workable. With more that two week's worth, cash should be invested rather than kept for the immediate access	10 or more days	Increasing with more than 20 days	Decreasing with less than 10 days	16.53	29.50	29.77	9.23	9.67	
Current ratio	Ratio of current assets to current liabilities (divide current assets by current liabilities)	Balance sheet	Provides a comparison of assets available to cover short-term debt and financial obligations. Less that 1:1 can be trouble (not enough cash to meet current obligations).	1.25 (or \$1.25 in current assets for each \$1. in liabilities)	Steady at 1.25	Less than 1	3	2.15	2.20	1.69	1.46	
Member shares	The percentage of total assets financed by member investment	Balance sheet	Answers the question, "How much of this co-op has been financed by member - owners?"	20-30%	Over 30%	Less than 20%	25%	32.51%	32.81%	35.63%	36.75%	
Debt-to-equity ratio	Ratio showing the relationship between total debt and total equity (capital)	Balance sheet	Acceptable ratios vary depending on the situation. A range of 1:1 to 2:1 is realistic for most food co-ops. A ratio closer to 1:1 is advisable if the co-op is experiencing instability	2:1	Decreasing with less than 2:1	Increasing and more than 2.5:1	1.25	1.06	1.06	1.30	1.46	

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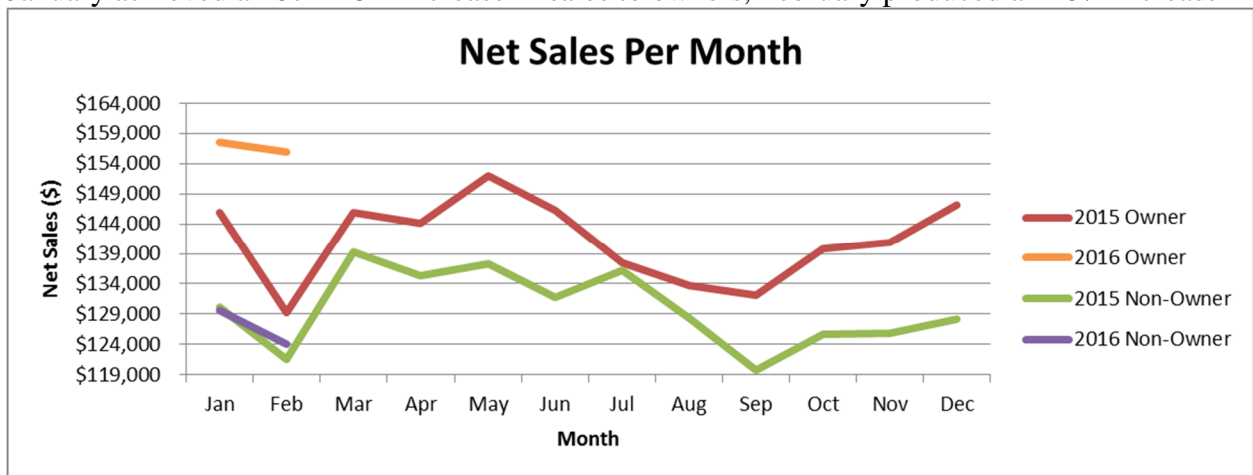
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Next Meeting Agenda

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AGENDA
FIDDLEHEADS BOARD OF DIRECTORS MEETING
April 19, 2016
6:30-8:30 PM
105 Huntington Street, New London

Time	Topic	Resource	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
	Owner Comments		Listen	President
6:35	Minutes <ul style="list-style-type: none">March 15, 2016	Packet	Approve	
6:55	Consent Agenda <ul style="list-style-type: none">Board Monitoring Report D2-GM AccountabilityMember Equity Refund Requests	Each item in packet	Approval	President GM
6:55	Discussion of Items removed from Consent Agenda	See above	Discuss/Approve	TBD
7:00	EXECUTIVE SESSION <ul style="list-style-type: none">To approve minutes of March 15, 2016, Executive Session	Minutes To Be Provided		Secretary
7:45	Discussion/Action Items: <ul style="list-style-type: none">	Included in Packet		
TBD	Committee/Task Force <ul style="list-style-type: none">Governance *Accept Minutes <ul style="list-style-type: none">Annual Meeting *Accept Minutes <ul style="list-style-type: none">Owner Communications *Any other updates			
8:15	GM Monitoring Report	In Packet		IGM
8:40	Member Comments			
8:45	Closings <ul style="list-style-type: none">SCHEDULE CDS CALL!Review tasks for next meeting and other datesAdjourn Meeting			President

BOARD PACKET:

- Meeting Agenda
- Draft Minutes of March 15, 2016 Meeting (Danny & Elisa)
- Board Monitoring Report D2
- Committee Notes/Minutes
- Member Equity Refund Request (as needed) (Lexa)
- Executive Session Minutes of March 15, 2016 and February 20, 2016 – (to be brought to meeting by Danny)
- Email and Other Notes Relating to CBLD Questions/Annual Review
- GM Interim Monitoring Report

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- Draft Agenda for May 17, 2016 meeting

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