

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 21, 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 6:32 p.m. on Tuesday, June 21, 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
Kelleen Giffin
Rachel Black

The following Board members were not present:

Ellen Clinesmith

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator (exited at 8:18 p.m.)
Rourke Kennedy, Owner (exited at 8:18 p.m.)

C. Check-in

New Board Member Rachel Black was welcomed and Directors introduced themselves. Helene noted that she found CCMA to be inspiring.

D. Agenda Review

The Board Monitoring reports were moved from the consent agenda to the discussion section of the agenda. The "personnel matters" portion of the executive session was amended from GM monitoring/transition to GM check-in. Also discussion of the CISD workshop was added.

E. Owner Comments

Rourke Kennedy commented at the end of the meeting that the meeting was confusing but interesting.

II. MINUTES OF MAY 17, 2016 BOARD OF DIRECTORS MEETING

There was discussion as to whether or not the GM monitoring report was approved last month. It was determined that a motion was made, but was never voted on. The motion was reintroduced.

Motion to approve the GM monitoring report of May 17, 2016 with acknowledgment of non-compliance in sections noted and with amendments to sections 8 and 10 to be endorsed by Sue Phillips and Susan Zimmerman:

Motion: Kelleen Giffin
Second: Helene Bardinet
All in favor with Rachel Black abstaining

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 21, 2016
105 Huntington Street, New London

Motion to approve the minutes of the May 17, 2016 Board of Directors Meeting as amended:

Motion: Susan Zimmerman
Second: Mona Harmon-Bowman
All in favor with Rachel Black abstaining

III. CONSENT AGENDA

Motion to approve the Consent Agenda (Member Equity Refund request of \$175 to Erik Smith):

Motion: Susan Zimmerman
Second: Kelleen Giffin
All in favor

IV. DISCUSSION/ACTION ITEMS

A. Election of officers

The following slate was presented, based on discussions with Directors on the Board:

Sue Phillips, President
Helene Bardinnet, Vice-President
Susan Zimmerman, Treasurer
Danny Spurr, Secretary

The Board was asked if there were any additional Directors interested in these positions.

Motions to approve the slate of Board Officers for election:

Motion: Carolyn Wilson
Second: Rachel Black
All in favor

B. Scheduling Board Retreat and Financial Training Part II

The Financial Training has been scheduled for Tuesday, October 4, 2016 at 6 p.m.

The Board retreat has been scheduled for Saturday, September 10, 2016 at 10 a.m.

Elisa will be in charge of procuring a space and organizing food for the retreat. Rachel Black will look into potentially finding a space at Connecticut College. There is \$215 budgeted for the retreat and 11 people are expected to attend (9 Board member+CDS consultant+GM).

C. Board Monitoring Discussion

The current Board monitoring process was explained and two issues were highlighted: anonymity and the format of the evaluations.

It was determined anonymity was not facilitating discussion of Board evaluation and that the format of the monthly surveys could be improved. It was determined that we would try the new format presented. Directors would still evaluate Board performance relative to the policy being reviewed using a scale of 1 to 5, but each score would be attributed and then averaged. Comments would also be solicited regarding performance relative to the policy and the additional questions "What does this policy mean?" and "Is this the policy we want?" would be asked. All comments would be attributed. The intention of these changes would be to facilitate a robust discussion and introspection regarding

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 21, 2016
105 Huntington Street, New London

Board process and a deeper understanding of what the policies mean. Helene, Danny, and Elisa will work on the template.

Motion to make Board Monitoring ratings and comments attributed to individual Board members:

Motion: Kelleen Giffin

Second: Mona Harmon-Bowman

All in favor

Motion to adopt new Board monitoring format with the addition of the question "What does this policy mean?":

Motion: Susan Zimmerman

Second: Danny Spurr

All in favorable

It was also suggested the Board also conduct individual Director self-evaluations. It was agreed that this be done on an annual instead of monthly basis. The template for this self-evaluation would need to be examined as this was not included in the Board packet. Helene and Danny will work on a template.

Motion to add a Board self assessment to the Board calendar for the month of January:

Motion: Carolyn Wilson

Second: Rachel Black

All in favor

A handout was distributed regarding a discussion of Board improvement from the 2014 Board retreat.

D. Board Monitoring Reports

It was reiterated that Global statement for each policy needs to be reviewed in addition to the sub-policies.

It was observed that many of the issues discussed in the report comments could be answered using the Board's decision tree.

It was noted that the Board has used external monitoring in the case of the Wegner Financial review and in a recent staff survey the results of which were reported by the GM. The Board was asked if it sees the potential need for any other external monitoring. A Human Resources audit was brought up as a potential use of external monitoring.

It was clarified that the dates used in policy D4.6 (regarding the Board annual evaluation of the GM) were from an older Board Policy Manual and should refer to December and January. Elisa has been collecting the GM monitoring reports for this annual review. **Sue Phillips will talk with Elisa about the GM monitoring table that would be compiled from these reports.**

Lexa asked that if there were any unscheduled policies the Board wished to monitor prior to the GM evaluation in December/January, it would be helpful to have that scheduled sooner than later. **It was agreed to add Policy B6 (Staff Treatment) to the October GM monitoring report.**

Motion to approve Board Monitoring Reports D3, D4, Global C, and Global D:

Motion: Danny Spurr

Second: Susan Zimmerman

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 21, 2016
105 Huntington Street, New London

Four in favor with Mona Harmon-Bowman, Helene Bardinet, Rachel Black, and Kelleen Giffin abstaining

V. GM MONITORING REPORT (B5-TREATMENT OF CUSTOMERS)

The General Manager shall not be unresponsive to customer needs.

The customer transaction count listed in the operational definition of the B5 Global policy was clarified as meaning the number of transactions. In this same section the “net promoter score” was explained as a metric for measuring customer loyalty. It was also noted that there is no data listed in the Global Policy. There has been no net promoter score data collected yet, but the customer transaction count data was accidentally omitted. An updated report containing the Global data will be emailed to the Board.

The GM will not:

1) Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

Conclusion: Not in compliance- plan in place

The store lacks a suggestion box to solicit input from customers beyond simply product requests.

It was noted that this has since been remedied and the store is now in compliance. There is now a suggestion box and form for customers to fill out. The store phone system has also been upgraded allowing for better use of voicemail by departments and ability to review how long it takes to answer calls. Lexa also noted that she is exploring grocery delivery to New London via a third party.

2) Allow an unsafe shopping experience for our customers.

Conclusion: In compliance

A question was asked whether “add to the customer's experience” should be added to the policy based on the goals the GM was already pursuing. Lexa stated that she would think about it. There was also a suggestion that “Would you suggest the Board change this policy? If so, how?” be added to the monitoring report as an additional feedback mechanism for the GM.

There was a question regarding the schedule for presenting a store budget. It was agreed that it would be completed by at least October.

There was a question about why there was no longer a Manager's update report. It was reported that the Manager's report had been eliminated due to the amount of time spent discussing it. There is the possibility of it being reinstated, but as an FYI and not as a discussion item.

Motion to approve the GM monitoring report with the understanding that a amended report, to include the Global policy data, will be sent out to the Board:

Motion: Susan Zimmerman

Second: Carolyn Wilson

All in favor

VI. COMMITTEE/TASK FORCE

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 21, 2016
105 Huntington Street, New London

Committee items were tabled

VII. EXECUTIVE SESSION

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

Motion to enter into Executive Session:

Motion: Mona Harmon-Bowman

Second: Kelleen Giffin

All in favor

Executive Session was entered into at 8:18 p.m. and exited at 8:35 p.m.

Confidential minutes were taken in executive session. **The minutes of the Executive Session of April 19, 2016 were approved.** The GM quarterly check-in item was tabled to July.

VIII. CLOSINGS

Newly elected Board Treasurer Susan Zimmerman will be meeting with Lexa to discuss the Board Budget. The Board Budget will not be presented until August as Susan will be away next month.

There was a question about whether the GM quarterly check-in needs to be held in executive session. This will be considered by Board leadership and Lexa.

Lexa will be meeting with Ed Demuzzio to answer questions regarding the Annual Financial Report. Sue Phillips is available to assist in discussion of the report.

A. CDS call

Sue Phillips will determine Jade's availability and pass the information on to Mona.

B. Review decisions, tasks, and assignments

Susan Zimmerman and Lexa will meet to discuss the Board budget.

C. Adjournment

Motion to adjourn:

Motion: Danny Spurr

Second: Rachel Black

All in favor

Meeting adjourned at 8:40 p.m.

* * * * *

Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on June 23, 2016.

Minutes approved by vote of the Board on July 19, 2016 and put into final form by Danny Spurr on August 4, 2016.