

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of July 19, 2016**

**105 Huntington Street, New London**

(Approved on August 16, 2016)

**I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS**

**A. Call to Order**

Susan Phillips called to order a monthly meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday, July 19, 2016 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Susan Phillips, President  
Helene Bardinet, Vice-President  
Danny Spurr, Secretary  
Carolyn Wilson  
Mona Harmon-Bowman  
Ellen Clinesmith (via Skype, exited at 8:10 p.m.)  
Kelleen Giffin  
Rachel Black

**The following Board member was absent:**

Susan Zimmerman, Treasurer

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Check-in**

Elisa asked if Board members still wanted the Board packet to be sent out a individual files in addition to one collated packet. Board members felt the single pdf packet was adequate. Individual files would still be available to Board members through Google docs if they were needed. There was a question about the use of Dropbox. Dropbox will not be used in the future for distributing files to the Board.

**D. Agenda Review**

The executive session was removed from the agenda, as it was decided the personnel item did not need to be addressed in executive session, and previous executive session minutes could be approved at a future executive session. A Board self-evaluation template task force item was added to the discussion section of the agenda.

**E. Owner Comments**

No owner comments

**II. MINUTES OF APRIL 19, 2016 BOARD OF DIRECTORS MEETING**

There was a follow up question regarding the GM monitoring report of May 17, 2016 related to its

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approval and archiving. It was confirmed that Susan Phillips and Susan Zimmerman approved the changes and that the revised Board packet was archived. Lexa noted that she does not have a copy of the revised packet. Elisa will make sure that Lexa has access to the Board archives.

**Motion to approve the minutes of the June 21, 2016 Board of Directors Meeting with edits noted:**

Motion: Mona Harmon-Bowman

Second: Kelleen Giffin

All in favor with Ellen Clinesmith abstaining

**III. CONSENT AGENDA**

Member equity refund request for Adam Collier (\$60)

**Motion to approve the Consent Agenda:**

Motion: Mona Harmon-Bowman

Second: Kelleen Giffin

All in favor

**IV. DISCUSSION/ACTION ITEMS**

**A. Board Monitoring Report (C1- Governing)**

The new format was not ready for this month and will be implemented next month.

It was suggested that a Board monitoring table be set up to compile monitoring information. Danny will set this up.

**Motion to approve the Board Monitoring Report (C1 – Governing):**

Motion: Ellen Clinesmith

Second: Helene Bardinnet

All in favor

There was interest in revisiting Global C when the new monitoring process is implemented, potentially before next year's scheduled monitoring of Global C.

**B. Process to Re-convene a Bylaw Revision Committee**

Susan Phillips has a running list of bylaws that have come up for potential revision, the primary bylaw needing to be examined being the bylaw regarding term limits. Sue Phillips, Danny, Kelleen, and Rachel were willing to be on such a committee. It was suggested that owners could potentially serve on the committee. Recent Board candidates Carol Connell and Scott Damask were suggested as potential owner members of the committee as was Andy Derr, who was believed to have previously been involved in bylaw revisions. It was also noted that any bylaws that end up being revised should be on the Annual Meeting Committee agenda as an item for members to vote on at the Annual Meeting.

**C. GM Quarterly check-in**

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Lexa was asked about challenges she faced in her first months as GM. She has had to keep a lot of “balls rolling” at once, but has been able to balance this so far. The consultants have been helpful, as has staff feedback. Her work-life balance has been good, in that she does not feel drawn in on her days off. She often does work long hours though and she has not developed her life in New London much yet. Lexa feels supported by the Board and will be assertive if she needs help. A field trip to Willimantic Food Co-op was proposed and Lexa, Rachel, Helene, and Mona were interested in going. Susan Zimmerman had expressed interest in this as well.

Lexa talked about some of the things the co-op has in the works. Staff compensation is a high priority in working on the budget. There is an owner drive planned for September, and sales and events for Co-op month in October. There will also be a plan to try and hire a more diverse staff and translate co-op literature into Spanish. There have been some parking issues at the co-op. Attorney Finizio is in contact with the landlord's attorney to resolve these issues.

Feedback on the GM quarterly check-in was positive, and an oral process will be repeated in the future.

**D. Board Self-evaluation Task Force**

**Motion to create a Board self-evaluation Task Force consisting of Helene Bardinet and Danny Spurr for the purpose of creating a template for individual self-evaluation.**

Motion: Mona Harmon-Bowman

Second: Rachel Black

All in favor

The proposed format will be presented at the November Board meeting.

**IV. GM MONITORING REPORT**

The Board was very pleased with the detail of the report. There was a request to change the colored lines in the graphs to a format that is readable in grayscale. There was a question as to whether the GM would want to add her opinion of the policies being monitored, but Lexa and her consultant feel this would not be advisable at the time of the report.

*Ends A – Global End- Fiddleheads Natural Foods Cooperative exists so that Southeastern Connecticut is a healthy, robust and inclusive community.*

Lexa noted in the area of inclusivity that neither staff nor clientele reflect proportional diversity of the community (New London) ethnically or socioeconomically. Fiddleheads has little in the way of institutionalized practices to engage with the full array of constituencies in the city of New London or New London County. Lexa proposes pursuing a more diverse and multilingual staff, increased engagement with local agencies and churches, and translation of all co-op materials into Spanish.

*Ends A1 – Food Justice- Fiddleheads exists so that Southeastern Connecticut is a model for achieving food justice for all.*

Lexa interpreted this to mean Fiddleheads should be a leader on the issue of overcoming food

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insecurity in our community to the extent that is practical within our food & product policy. The Pantry program currently underway will be assessed in the fall. The stalled Food for All program will be rebooted. Fiddleheads will engage in partnership with local groups focused on food justice issues. EBT sales have increased year over year.

Ends A2 – Thriving Local Economy- *Fiddleheads exists so that Southeastern Connecticut is a thriving locally based economy.*

Purchases from local vendors are increasing. Local products currently represent approximately 37% of the store's total sales.

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

Strategies to address this end include participating in and sponsoring events including social events and potentially work project parties and “town-meetings” to inform strategic planning, showcasing vendors and community partners, the Neighborly Nickel program, a clean, warm, inviting store with room for community interaction, and outreach and communication with owners. Lexa is not sure how best to measure progress in this area. Customer count is one potential metric, but is not necessarily a reflection of “sense of community.”

Ends A4 – Growing Co-op Model Use- *Fiddleheads exists so that Southeastern Connecticut has a growing use of the co-op model.*

There was a question from the Board as to whether the intention of this end was growing the use of the co-op model beyond merely the co-op itself- but to partnering with and fostering co-ops in our area, as the interpretation of this end, though seen as reasonable, did not address growth of the co-op model beyond the store itself. It was generally agreed that this was the intent of the policy and that the Board may want to reflect on this policy in the future, though this end is not necessarily the highest priority of the six ends at this time.

Ends A5 – Food & Health Knowledge- *Fiddleheads exists so that Southeastern Connecticut is knowledgeable about food systems, and personal and environmental health.*

A variety of strategies were proposed to meet this end, including offering workshops and classes, in store consumer education, healthful practice incentives, and partnering with local groups. Lexa is not sure what data can best be used to track progress in achieving this end.

Ends A6 – Workplace- *Fiddleheads exists so that Southeastern Connecticut has meaningful work opportunities in a supportive environment.*

Staff compensation is a high priority at this time. A staff survey was conducted last year, and a follow up survey may be conducted in a few months. The staff's Advocacy committee continues to help update the employee manual.

**Motion to accept the GM monitoring report (A- Ends):**

Motion: Rachel Black

There was some concern from the Board regarding a lack of operational definition in A3 and A5,

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though strategies for making progress towards these ends were articulated. Lexa will attempt to operationalize A3 and A5 for the meeting in August. Lexa encouraged the Board to email her input on her proposed strategies and operational definitions, noting particularly any that seemed unreasonable.

**Motion withdrawn.**

**GM monitoring report (A- Ends) tabled until next month.**

**VI. COMMITTEE/TASK FORCE**

**A. Nominations Committee**

The Nominations Committee will be soliciting input from the Board and staff regarding the nominations/election process for its after action review.

**B. Annual Meeting Committee**

Feedback from the Annual Meeting was very positive. The Committee proposed that the Board create a committee charter in September, so that the Annual Meeting Committee can reform in October, as a Board committee to include the GM. The Committee will meet in August to discuss recommendations for the charter.

**C. Member Owner Communications Committee**

A new charter needs to be written for this committee. Input was solicited from the Board regarding what the committee's task/role should be. It was suggested that the committee should help foster a link between owners and the Board to help inform the Board's decisions and strategic thinking as well as the Co-op's Ends, without being redundant with operational outreach. Potential task could included working on a survey for October.

This committee will be discussed in the upcoming Board support call; Sue Phillips, Lexa, and Carolyn will attend the call.

**VII. CLOSINGS**

**A. CDS Call**

Sue Phillips, Carolyn, and Lexa will scheduled a CDS call to discuss the Member Owner Outreach Committee.

**B. Review decisions, tasks, and assignments**

- Make sure Lexa has the password to the Board's archive page on the Fiddleheads website- ELISA
- Set up Board Monitoring table- DANNY
- Contact Carol Connell, Scott Damask, Andy Derr about potential interest in Bylaw revision committee- SUE P.

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- Schedule field trip to Willimantic Food Co-op- RACHEL, HELENE, LEXA, MONA, SUSAN Z.
- Operationalize Ends A3 and A5 for August BOD meeting (Board is welcomed to give their input on this to Lexa via email)- LEXA
- Draft a proposed self-evaluation template for the BOD meeting in November- HELENE, DANNY
- Schedule an Annual Meeting Committee meeting for August to discuss charter ideas, potential Annual Meeting date- CAROLYN, DANNY, ELLEN, LEXA
- Schedule Board support call with Jade: SUE P., CAROLYN, LEXA
- Attend Ice Cream Social on August 5th (not mandatory)- ALL BOARD

**C. Adjournment**

**Motion to adjourn:**

Motion: Danny Spurr

Second: Kelleen Giffin

All in favor

Meeting adjourned at 8:44 p.m.

\* \* \* \* \*

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

Minutes approved by vote of the Board on August 16, 2016 and put into final form by Danny Spurr/Elisa Giommi on August 22, 2016.