

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of December 20, 2016**  
**105 Huntington Street, New London**  
(Approved by the Board on January 17, 2017)

**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 6:33 p.m. on Tuesday, December 20, 2016 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

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

**The following Board members were not present:**

Rachel Black

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Check-in**

If any Board members have received strange emails from CDS or CDF, they should be deleted and reported as spam. Lexa will notify them regarding these emails.

**D. Agenda Review (6:37-6:38)**

Minutes were added to the Nominations Committee section. A potential discussion of the Bloomingfoods article was added to the Visioning Discussion. CBLD 101 will be held in Keene, NH on January 7<sup>th</sup>. An executive session was added, per Lexa's request, to discuss a personnel issue.

**II. EXECUTIVE SESSION (6:38-6:43)**

The purpose of the Executive Session is discuss personnel matters.

**Motion to enter executive session:**

Motion: Sue Phillips  
Second: Susan Zimmerman  
All in favor

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Executive session entered at 6:38 p.m and exited at 6:43 p.m. Elisa was absent for the Executive Session.

Confidential minutes were taken in executive session. No votes were taken.

**III. COMMITTEE/TASK FORCE (6:43-6:49)**

**A. Nominations Committee (6:43-6:48)**

A communication has gone out soliciting candidates for the Board of Directors.

1. Approval of Nominations Committee Charter

The last bullet point was changed to “Communicate and facilitate application and election process with owners.”

**Motion to approve the Nominations Committee Charter with amendment noted:**

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor

**B. Annual Meeting Committee (6:48-6:49)**

A venue has not yet been confirmed for the Annual Meeting. Sue Phillips will get in touch with her contact at the Garde. The Committee plans to meet in January.

**III. DISCUSSION/ACTION ITEMS (6:49-7:37)**

There was a discussion of whether to modify the schedule of when the Board Monitoring Report surveys are sent out. It was decided to keep to the current work plan as described in the Board workflow document. Board directors were encouraged to fill out their surveys on time.

**A. Board Monitoring Report C6- Officer's Roles (6:49-7:11)**

The Board evaluated its performance regarding policy C6. All policies scored very well in both understanding and adherence to policy, though there were some questions regarding 3b and 5a.

1. C6-3b: *The president will set the agenda for Board Meetings and facilitate the meeting or will ensure the facilitator is adequately prepared.*

There was a discussion about discussion strategies to insure that discussions are robust and are not ended prematurely due to time constraints. Ideas included conducting a round robin poll to insure that all directors feel the discussion topic was sufficiently addressed and tabling items for further discussion at a future meeting. The idea was also brought up of having focused smaller group discussions outside of meetings. It was generally agreed that discussions outside of board meetings should be a formal Board decision made on a case by case basis.

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2. C6-5a: *In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative and shall provide an annual report of the co-op's financial condition at each annual meeting of the Member-Owners. Further, the Treasurer shall ensure the annual report is delivered to the Secretary of the State.*

There was a discussion of the annual report's delivery to the Secretary of State. It was understood that this filing has been delegated to the GM. It was also clarified that the annual report delivered to the Secretary of State was a different document than the annual report delivered at the annual meeting. It was agreed that at some point this policy should be amended.

**B. Board Self-Evaluation** (7:11-7:27)

A draft of Board Self-Evaluation questions was discussed. The proposed questions were generally well received. There was a suggestion to add some "sense of the room" questions to the survey such as "Do you feel everyone is pulling their weight?" Board members were encouraged to submit question ideas to Helene and Danny.

It was also suggested that the Board define the goals of the Self-evaluation. Ideas included: self-reflection, Board improvement, and equitable work distribution.

There was also a discussion of what to do with the data collected. It was generally agreed that the data would be collected by an Executive Committee member, such as the Vice-President, and a summary of the data presented to the Board.

**C. GM Evaluation Team** (7:27-7:37)

A GM evaluation team was proposed to summarize the monitoring reports (a GM monitoring report table is being compiled by Danny) and present information to the Board for their evaluation discussion in January and to draft a letter summarizing the Board's evaluation to be presented to Lexa at the February meeting. It was clarified that the compensation process was separate from the evaluation process, though Lexa's contract letter will be updated to extend her current contract. Lexa will discuss the GM evaluation process with Michael Healy at her next GM coaching session.

**Motion to form GM Evaluation Team consisting of Sue Phillips, Danny Spurr, Kelleen Giffin, and Helene Bardinet:**

Motion: Danny Spurr

Second: Ellen Clinesmith

All in favor

**IV. GM MONITORING REPORTS (7:37-8:15)**

**A. Executive Limitations B – Global Constraint** (7:37-7:41)

It was noted that the Executive Limitation B6- Staff Treatment report that was delayed from October to November was a supplemental report and its movement to November was found acceptable to the Board.

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

**Conclusion: In compliance**

**Motion to approve the GM monitoring report B- Global Constraint:**

Motion: Ellen Clinesmith

Second: Helene Bardinet

All in favor

**B. B3- Asset Protection (7:41-8:15)**

The Board had questions regarding sub-policies 1, 4, and 6:

1) *The GM will not allow equipment and facilities to be inadequately insured or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business disruption.*

The Board requested assurance that the insurance was adequate, such as an insurance comparison to the similar stores.

4) *The GM will not allow inadequate security of premises and property.*

The board requested that the current status of each item in the "Summary of processes and documentation" table be outlined, citing which items have been reviewed by current management as the Board was not confident that the cited outside reviews (predating Lexa's tenure at the store) were adequate.

6) *The GM will not allow purchasing that is uncontrolled or subject to conflicts of interest.*

A question was asked as to how conflict of interest issues were addressed in purchasing. It was stated that no data regarding this was provided in the report and that this would be addressed as part of the audit/review assessment of internal controls.

It was determined by the Board that Lexa has not been at Fiddleheads long enough to have enough data to insure compliance with Executive Limitation B3. It was noted that the upcoming Review and the preparations for this Review should help in this regard. The Board would like to see a timeline of when these internal controls and operating procedures will be assessed.

It was decided to table acceptance of the GM monitoring report B3 to January so that Lexa may amend sections 1, 4, and 6, with amendments to be reviewed by Sue Phillips and Susan Zimmerman prior to inclusion in the Board Packet.

**GM Monitoring Report B3 tabled to next month (January 2017)**

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**IV. MINUTES OF NOVEMBER 15, 2016 (8:15-8:16)**

**Motion to approve the Board minutes of November 15, 2016 with amendments noted:**

Motion: Ellen Clinesmith  
Second: Helene Bardinet  
All in favor

**V. CONSENT AGENDA (8:16-8:35)**

A. Consent Agenda

There were no Member equity refund requests.

B. Item removed from Consent Agenda

1. Resolution to sign NCG application

There was a question regarding the stores potential equity investment in NCG (National Co-operative Grocers). This information could be provided upon acceptance by NCG. It was stated that the document was an application and not yet a commitment to join NCG.

**Motion to approve the resolution supporting Fiddleheads Food Co-op's participation in NCG and authorizing the general manager (or designated representative) to act on the co-op's behalf in decision making:**

Motion: Danny Spurr  
Second: Helene Bardinet  
All in favor

**VI. CLOSINGS**

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

Provide Lexa with Garde contact regarding Oasis Room (Sue P.)  
Submit questions the Helene and Danny for Board Self-evaluation survey (Board)  
Fill out Board Monitoring – C7 survey in a timely fashion (Board)  
Discuss GM evaluation process with Michael Healy (Lexa)  
Review amendments to GM monitoring report B3 (Sue P., Susan Z.)  
GM monitoring table and GM table summary (Danny)  
Meeting Agenda (Sue and Elisa)  
Annual Meeting Notes/Minutes (Danny)  
Nominations Notes/Minutes (Kelleen)  
Output for Board Monitoring of Policy C7 Committee Principles (Helene, Elisa)  
Board Member Self-Evaluation (Helene, Danny)  
Monitoring Report Decision Tree (Elisa)  
GM Monitoring Report Policies B4 and B9 (Lexa)  
Amended GM monitoring report B3 (Lexa)

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Draft Minutes of December 20, 2016 Meeting (Danny & Elisa)  
Draft Minutes of December 20, 2016 Executive Session (Danny)  
Member Equity Refund Request (as needed) (Lexa)  
New London Food System Baseline Report (Rachel, Sue)  
Draft Agenda for February 21, 2017 meeting (Elisa)

**C. Adjournment**

**Motion to adjourn:**

Motion: Danny Spurr  
Second: Helene Bardinet  
All in favor

**Meeting adjourned at 8:44 p.m.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on December 27, 2016.

Minutes approved by vote of the Board on January 17, 2017 and put into final form by Danny Spurr/Elisa Giommi on January 23, 2017.

*Confidential*