



FIDDLEHEADS NATURAL FOODS COOPERATIVE

BOARD OF DIRECTORS MEETING PACKET

**Meeting date:
April 19, 2016**

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Agenda

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 we have 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
	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	
6:40	Consent Agenda <ul style="list-style-type: none"> • Board Monitoring Report D2-GM Accountability • Member Equity Refund Requests (as needed) • Electronic Communications Policy Edits 	Each item in packet	Approval	President GM
	Discussion of Items removed from Consent Agenda	See above	Discuss/Approve	TBD
6:45	EXECUTIVE SESSION <ul style="list-style-type: none"> • To approve minutes of March 15, 2016, Executive Session • Personnel matters (CISD) • Personnel matters (GM Monitoring/Transition) 	Minutes and Evaluation To Be Provided		Secretary
7:45	Discussion/Action Items: <ul style="list-style-type: none"> • Board Budget Actuals 2016 (1st Quarter) • Annual Review Using CBLD Questions • Guidelines for Electronic Communications 	Included in Packet		
TBD	Committee/Task Force <ul style="list-style-type: none"> • Nominations --Accept Minutes --Review Charter • Annual Meeting --Accept Minutes --Review Charter • Owner Communications --Any updates (should get charter for next meeting) • GM Search --Budget Summary 			
8:15	GM Monitoring Report	In Packet		GM
8:40	Member Comments			
8:45	Closings <ul style="list-style-type: none"> • SCHEDULE CDS CALL! • Review tasks for next meeting and other dates • Adjourn Meeting 			President

BOARD PACKET CONTENTS (listed on next page)

BOARD PACKET CONTENTS:

- Meeting Agenda (Elisa)
- Draft Minutes of March 15, 2016 Meeting (Danny & Elisa)
- Board Monitoring Report D2 (Elisa)
- Electronic Communications Policy (Danny/Elisa)
- Committee Notes/Minutes
 - Nominations Minutes (Mona/Helene)
 - Nominations Charter (Mona/Helene)
 - Annual Meeting Minutes (Carolyn)
 - Annual Meeting Charter (Carolyn)
 - GM Search Budget Report (Sue P.)
- Member Equity Refund Request (as needed) (Wynston/Lexa)
- Executive Session Minutes of March 15, 2016 and February 20, 2016 – (to be brought to meeting by Danny)
- CISD Evaluation (to be brought to meeting by Sue)
- Board Budget Actuals for 2016 (1st Quarter)(Helene)
- Email and Other Notes Relating to CBLD Questions/Annual Review (Elisa)
- Interim GM Monitoring Report (Wynston)
- Draft Agenda for May 17, 2016 meeting (Elisa)



Meeting Minutes

Minutes

March 15, 2016

DRAFT

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

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Susan Phillips called to order a monthly meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday, March 15, 2016 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Phillips, President
Susan Zimmerman, Vice-President
Helene 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
Kelleen Giffin, owner

C. Check-in

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

D. Agenda Review

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

E. Owner Comments

There were no owner comments.

II. DIRECTOR APPOINTMENT

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

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

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

III. MINUTES

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

DRAFT

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

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

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor with Kelleen Giffin and Helene Bardinnet abstaining

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

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

Motion: Ellen Clinesmith

Second: Danny Spurr

All in favor with Kelleen Giffin abstaining

IV. CONSENT AGENDA

Motion to approve the consent agenda:

Motion: Susan Zimmerman

Second: Ellen Clinesmith

All in favor with Kelleen Giffin abstaining

V. DISCUSSION/ACTION ITEMS

A. Board Budget

Tabled to next month

B. Electronic Communication

The Board policy regarding electronic communication was reviewed and discussed.

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

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

Motion: Helene Bardinnet

Second: Mona Harmon-Bowman

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

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

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

Motion: Susan Zimmerman

Second: Mona Harmon-Bowman

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

All in favor with Kelleen Giffin abstaining

D. CCMA (Consumer Cooperative Management Association) Conference

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

VI. EXECUTIVE SESSION

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

Motion to enter into Executive Session:

Motion: Susan Zimmerman

Second: Helene Bardinet

All in favor

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

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

VI. IGM MONITORING REPORT

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

Conclusion: Reasonable progress towards accomplishment

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

Conclusion: Reasonable progress towards accomplishment

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

C. Executive Limitations B1 – Financial Condition and Activities

The GM shall not

1) Allow sales to decline or be stagnant.

Conclusion: In compliance

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

2) Allow operations to generate an inadequate net income.

DRAFT

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

Conclusion: In compliance

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

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

Conclusion: In compliance

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

Conclusion: In compliance

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

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

Conclusion: In compliance

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

Conclusion: Not in compliance- plan in place

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

D. Executive Limitations B2 – Business Planning and Financial Budgeting

Conclusion: In compliance

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

E. Executive Limitations B3 – Asset Protection

Conclusion: In compliance

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

F. Executive Limitations B4 – Membership Rights and Responsibilities

Conclusion: In compliance

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

G. Executive Limitations B7 – Communication to the Board

Conclusion: In compliance

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

Motion: Mona Harmon-Bowman

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

Second: Helene Bardinet
All in favor

VII. COMMITTEE/TASK FORCE

A. Annual Meeting Committee

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

The outdated Annual Meeting Task Force Charter was not discussed.

B. Governance/Nomination Committee

1. The Nomination Committee Charter was finalized.

2. Term Limit discussion

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

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

VIII. CLOSINGS

A. CDS call

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

B. Review decisions, tasks, and assignments

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

C. Adjournment

DRAFT

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

Motion to adjourn:

Motion: Helen Bardinet

Second: Ellen Clinesmith

All in favor

Meeting adjourned at 8:56 p.m.

* * * * *

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

Minutes approved by vote of the Board on _____ and put into final form by Danny Spurr/Elisa Giommi on _____.

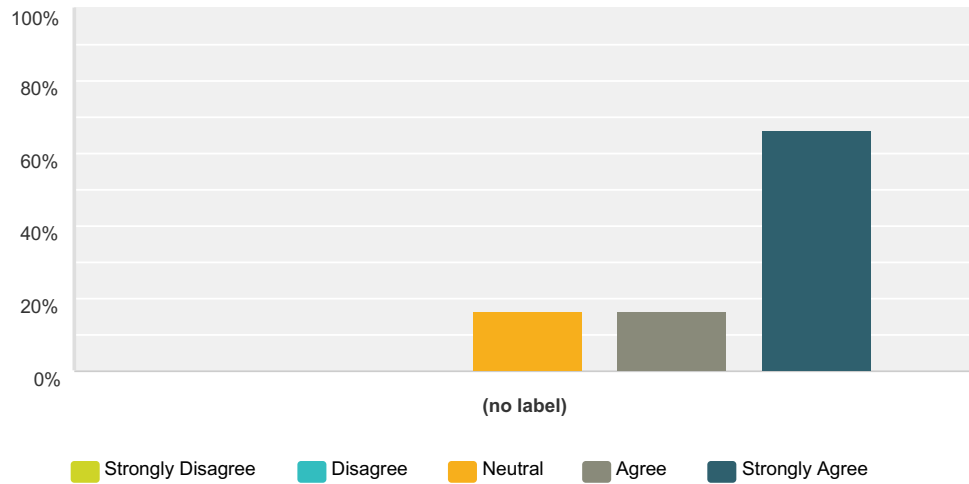


Consent Agenda

- **Board Monitoring Report D2**
- **Member Equity Refund Request**
- **Electronic Communications Policy Guidelines**

Q1 The General Manager is the Board's only link to operational achievement and conduct.

Answered: 6 Skipped: 0

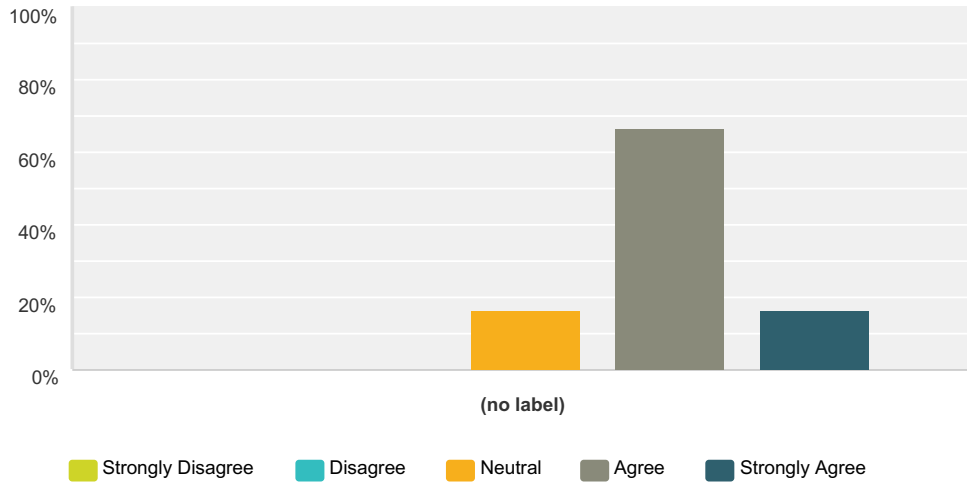


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	16.67% 1	16.67% 1	66.67% 4	6	4.50

#	Comment	Date
	There are no responses.	

Q2 The Board will view GM performance as identical to organizational performance so that the Cooperative's accomplishment of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful GM performance.

Answered: 6 Skipped: 0

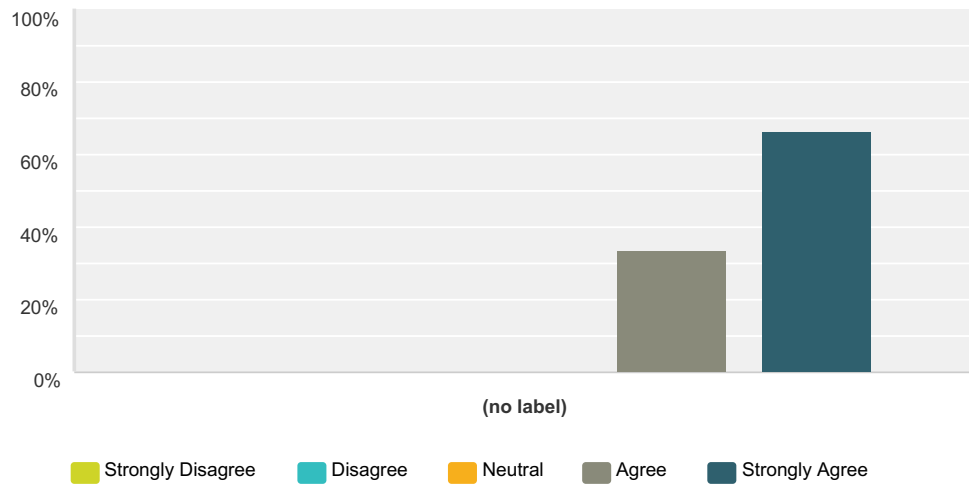


	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	16.67% 1	66.67% 4	16.67% 1	6	4.00

#	Comment	Date
1	From HB - I will be able answer this question in a couple of months. meanwhile, with our New GM stepping in, how can we support her. I would like her perspective on this question	4/10/2016 7:32 PM

Q3 The Board will not instruct or evaluate any employee other than the GM.

Answered: 6 Skipped: 0



	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Total	Weighted Average
(no label)	0.00% 0	0.00% 0	0.00% 0	33.33% 2	66.67% 4	6	4.67

#	Comment	Date
1	I had a question about how this applies to the Board Secretary. - Danny	4/8/2016 12:37 AM



13 Broad Street New London, CT 06320 860 701-9123

Equity Refund Request Form

Dear Fiddleheads Food Co-op,

I,

Name: ELENORE ANDREWS

Address: 107 SENECA DR.

Phone Number: 860-536-0369

Email address: _____

Owner Number: 41000802405

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: 107 SENECA DR

Reason: (Optional) MOVING

Member-Owner Signature: Eleanor Andrews

For Office Use Only

Received: 3/20/16 Initials: NA Equity Paid \$ 25⁰⁰

Date Refunded: _____ Amount Refunded (Equity paid) _____

Check # _____ Account # _____ Amount \$ _____

Adjustment Completed By: _____ DATE: _____

|

FIDDLEHEADS FOOD CO-OP

GUIDELINES FOR ELECTRONIC COMMUNICATIONS

Approved July 17, 2012

Revisions September 30, 2014

April 12, 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 should be prominent notice of the confidential nature. The specific language to be used will be available through the Secretary or Board Administrator
- If discussion occurs via email, the item shall be added to the agenda of the next board meeting and full explanation be provided for any decisions based on that discussion.

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.

3. EMAILING TO BOARD VS OWNERS

- 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 co-op owners should be forwarded to the Board President.

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 response is needed.

6. COMMUNICATIONS 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.
- 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!



Discussion/Action Items

- **Board Budget Actuals**
- **Annual Review (CBLD Questions)**

2016 Fiddleheads Board Budget Q1

6270000 gov expens	Account	FY 16 Budget	Actual Q1		FY 16 Actual	Balance
6270701	Development/conf and meet	\$7,211.00	\$3,812.12		\$3,962.24	\$3,248.76
	Cafe	\$500.00			\$0.00	\$6,850.00
	CCMA (Lodging & Reg.)	\$5,950.00	\$3,662.00	Lodging & Reg to CCMA in June (3/30 & 3 1/16)	\$3,812.12	\$2,137.88
	Conf Travel	\$500.00	\$150.12	Travel Coop Cafe Keene H Bardinet	\$150.12	
	Magazine Subscription	\$261.00	[1]			
6270702	CBLD fees	\$7,065.00	\$1,782.16		\$1,782.16	\$5,282.84
	CBLD Travel (Sue Z 01/20 [2])		\$69.66	Travel CBLD Keene Sue Z (1/20/2016)	\$69.66	-\$69.66
	CDS Consulting Q1 (3/10/16)	\$6,850.00 [3]	\$1,712.50	Q1 (3/10/16)	\$1,712.50	\$5,137.50
	Board Retreat	\$215.00				
6270703	Consultant fees	\$2,620.00	\$89.76		\$89.76	\$2,530.24
	CDS Consultants	\$1,620.00	\$89.76	Jade 3/10/2016	\$89.76	\$1,530.24
	travel	\$1,000.00			\$0.00	\$1,000.00
6270704	insurance D&O	\$3,000.00	\$959.50		\$959.50	\$2,040.50
		\$3,000.00	\$959.50	3/1/2016	\$959.50	\$2,040.50
6270708	Member linkage	\$300.00	\$0.00		\$0.00	\$300.00
		\$300.00			\$0.00	\$300.00
6270705	GM search	\$1,500.00	\$2,643.10		\$2,643.10	-\$1,143.10
		\$1,500.00	\$2,643.10	See attached details	\$2,643.10	-\$1,143.10
6270706	legal	\$500.00	\$0.00		\$0.00	\$500.00
		\$500.00			\$0.00	\$500.00
6270707	Annual meeting	\$3,500.00	\$700.00		\$700.00	\$2,800.00
		\$3,500.00	\$700.00	Hygienic 1st installement	\$700.00	\$2,800.00
	Total	\$25,696.00	\$9,986.64		\$6,793.66	\$13,102.34
	Sales					
	Board Budget as % sales					

[1] When was the subscription renewed/paid

[2] This should be 701 conf travel

[3] Total is \$6850, but \$3000 is paid by ncg grant

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



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.



Committee/Task Force

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

Fiddleheads Food Cooperative Board of Directors
Nominating Committee Charter
Adopted March 19, 2016

Updated Charter: The Governance Committee is renamed the Nominating Committee.

The work of the Nominating Committee :

1. Committee to be comprised of 2-3 Board members and 2-3 owners.
2. Coordinate recruitment efforts with the General Manager and Board members using (email, in-store posting, Constant Contact, etc.)
3. Establish and utilize an objective process to screen interested candidates.
4. Committee schedules interviews in order to ascertain the viability of interested Board candidates (i.e. major conflict of interest, time commitment, ownership status)
5. Coordination with Annual Planning Committee: Provide photos and candidate statement form for handoff to Annual meeting/party Planning Committee for annual election.
6. Create a Board Book (compilation of Board documents) for newly elected Board members.
7. Oversee orientation of new Board members establishing a “buddy” system pairing experienced Board members with new Board members.
8. Committee keeps an updated list of owners interested in Board work (director, committee and task force work).

Fiddleheads Board of Directors
March-April 2016 Nominating Committee Minutes
(Helene Bardinet, Kelleen Giffin, Mona Harmon-Bowman)

During the March 15 meeting the Board discussed rechartering the Governance Committee as follows:

1. Rename the “Governance Committee”. The name is now the “Nominations Committee”.
2. The work of the Nominations Committee is to:
 - Coordinate recruitment efforts with the General Manager and Board members using (email, in-store postings, Constant Contact)
 - Establish and utilize an objective process to screen interested candidates.
 - Create a Board Book (a compilation of Board documents).
 - Oversee orientation of new Board members by establishing a “buddy” system pairing experienced and new Board members.

Unresolved:

- Who should serve on this committee?
- What are member roles on the committee?
- Who keeps the list of Board candidates?
- Who interviews/vets Board candidates?
- What questions does the Board want the Candidates to be asked (in addition to the Candidate Interview Questions in the March Board packet).
- Should the Board Director Code of Conduct and annual Agreement Form be reviewed with Candidates?
- Does the Board want to answer Questions #1-#6 in the March Board packet and/or assign this task to a subgroup of the Board?

The Nominations Committee completed the following tasks:

- Board review (March 2016 Board meeting) of the revised Governance Committee Charter.
- Governance Committee renamed Nominating Committee

- Appointment of Kelleen Giffin to Nominating Committee replacing Ellen Clinesmith who continues to serve on the Annual Planning Committee.
- Meeting with Scott Damask, potential candidate, March 18, 2016.
- Planning and Hosting 3 Meet & Greet events (March 31, April 7, April 10).
 - The Nomination Committee annually designs owner education/informational packets and hosts Meet & Greets events. Invitees have responded to Committee mailings with expressed interest in Fiddleheads Board work (Board members, Board Committees and Task Forces).
 - Nominating Committee members and Board members host Meet & Greets.
 - One-on-one meetings are scheduled with owners/potential Board candidates who express interest in Board work.
- April 5 (Helene, Kelleen, Mona) meeting with Annual Planning Committee to coordinate handoffs for the May Annual meeting.
 - Collection of candidate statements and photographs to be transitioned to Annual Planning Committee.

April 05_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 22th Take uncounted ballots over to Hygienic
May 22 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
 - Can-Kickers \$150.00
- 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 practical

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

Decisions of 04-02-16:

Close store at 5:30 p.m.

NO Rain Date

Tent Expense? Levy out of food budget.

Ticket for Bev, Meal (GF, V, VEG), Dessert, Door, Schwag Bag

What's the cost of full coverage tent for the event?

-Carolyn will contact Sarah at the Hygienic to find out about tent expense.

will it mean we can't do a free beer ticket and just do a N/A beverage ticket?

Beverage expense will be determined by May 7th.

Tasks:

Rachel, Wynston, and Elisa will determine layout of grounds for event.

Rachel will procure raffle items and coordinate schwag bag and promotions.

Andrea and James will be in charge of the election logistics.

Nominations Committee will provide Rachel with candidate statements by April 23rd.

Ellen Clinesmith may possess a copy of last years ballot template.

The Annual Meeting Committee/Task Force Charter was discussed and it was determined that the committee is more appropriately an operational planning committee headed by the GM that involves members of the Board.

- GM and Community Connections to gather raffle items for meeting attendees
- Incentives are budgeted at \$500.00 for 100 owner schwag 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
 - Waterhouse Salon?
 -
 -

- Agenda for whole event
 - 4:00 doors open [Get your Free Stuff, Food, Drinks chill hang with friends...](#)
 - 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.

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.

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		\$200.00	
TOTAL		\$1,300.00	\$638.34	
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	\$6,152.98	-\$3,967.02



GM Monitoring Report

April 2016

April 2016 Fiddleheads Policy Monitoring Report **updated 4-14**
April 13, 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.

The sales growth that the Co-op is realizing will increase purchases through local farmers and other local producers such as the many bakeries the Co-op offers. As the Co-op grows, it will also be in the position to develop as an employer of choice in the community.

Other ways the Co-op support a local economy are:

- The Co-op leases through a local landlord
- The Co-op buys energy through a New England power company
- The Co-op banks with Dime Bank, a local mutual bank
- The Co-op is represented by a New London resident as it's attorney

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.

April events calendar is loaded with activities for the Co-op community to participate in.

- Week 1 Make seed bombs
- Week 1 Meet your farmer
- Week 2 Bath Fizzy workshop
- Week 3 *Earthweek!* Community Cookout 5\$ sandwiches from the grill
- Week 4 Sustainability Outreach

May will see focus on Mothers Day, Spring Food Stroll, and the Annual Meeting.

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 from the Co-op's yearend financial review and as of March 31, 2016 end of first quarter except as noted.

The GM shall not

- 1) Allow sales to decline or be stagnant.

Data for Fiscal 2015 reported the Co-op was 5.3% below sales for 2014

Conclusion: Not in compliance for FY 2015.

Date for Fiscal 2016 1st quarter reported the Co-op is 6.6% above sales in 2015 1st quarter

Conclusion: In compliance for 1st quarter 2016

What we are doing to grow sales

Promotion is thematic and event driven. Themes are identified each month, Earth day for example, and shape promotion efforts in product promotions, sampling, workshops, and activities to coordinate with that theme.

- Event focused promotion
 - Earth day celebrated all month long
 - Workshops for owners
 - Cookout for Co-op shoppers
- Price comparisons
 - Monthly price comparisons across departments
 - Produce beat the Shop Rites prices hands down on organic
 - Dairy was competitive at Shop Rite
 - Package and frozen were not competitive. A pricing audit is planned to investigate this issue
- Store readiness
 - Produce working on culling and quality standards
 - Grocery department is getting fronted and faced at the end of every shift
 - Front End store opening and closing duties have been revised for better clarity

2) Allow operations to generate an inadequate net income.

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

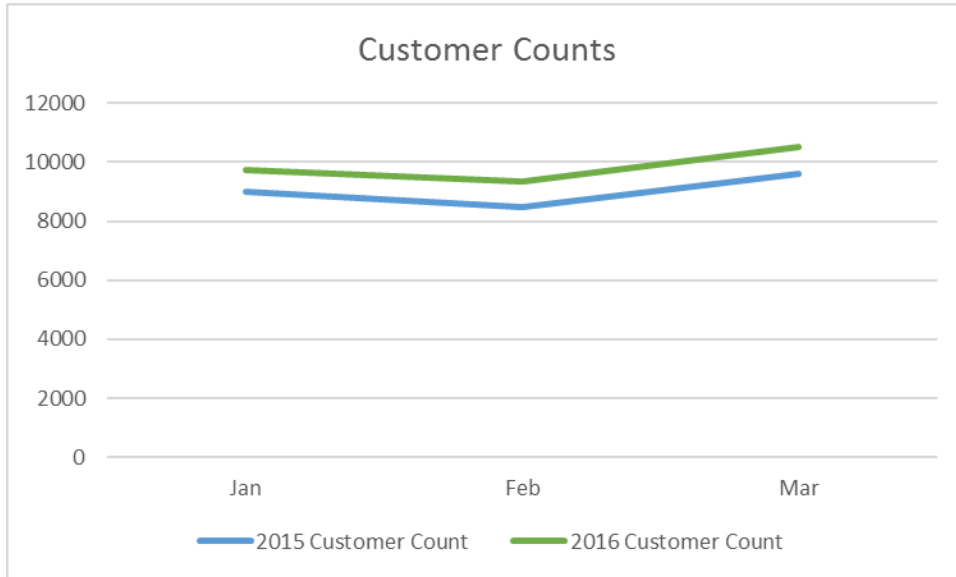
Conclusion: In compliance

Current data from 1st Quarter 2016

	Sales 2015	Sales 2016	Sales Growth	Net Income
January	\$279,211	\$288,212	3.22%	8.55%
February	\$256,477	\$281,165	9.63%	2.87%
March	\$287,833	\$309,711	7.60%	3.81%

Strong sales paired with managing expenses accounted for positive net income in March.

Customer counts this quarter averaged over 9% more than the same quarter last year, indicating that we are drawing in new customers and building repeat business:



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: As of March 31 current ratio is 6.16:1 [Note this is unusually high, as some orders were deferred until after quarter-end inventory. This is expected to return to <2 in April].

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 and reasonable capital improvement.

Conclusion: In compliance

We requested approval from CFNE to borrow 6k against the line of credit to install a new compressor for the middle produce case. This is mission critical as the summer months approach, and we have deferred the purchase of a new misting system.

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 03/30/2016.*

Conclusion: Not in compliance

Plan: Vendor obligations are extremely close to being paid entirely within terms. We continue to work on producing greater sales to improve our ability to become current with all payments, and aim to achieve this in the 2nd quarter.

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

We are winding down 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.

1st Quarter physical inventory count by staff was completed March 31, 2016, and RGIS counted all retail goods on April 1st.

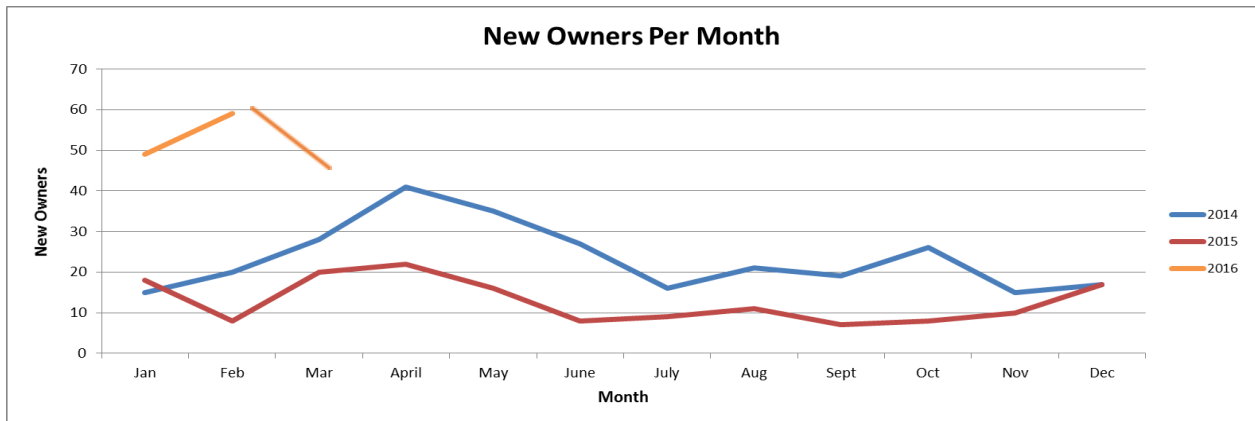
The Quarterly 10% coupon monitoring will continue to be a priority for Management. The good news is that the sales are growing while the discount as a percent of sales is not:

	Feb	March
Sales	\$281K	\$309 K
Quarterly Coupon Discount	\$4,040.8	
	1	\$3,413.21
Quarterly Coupon Count	510	445

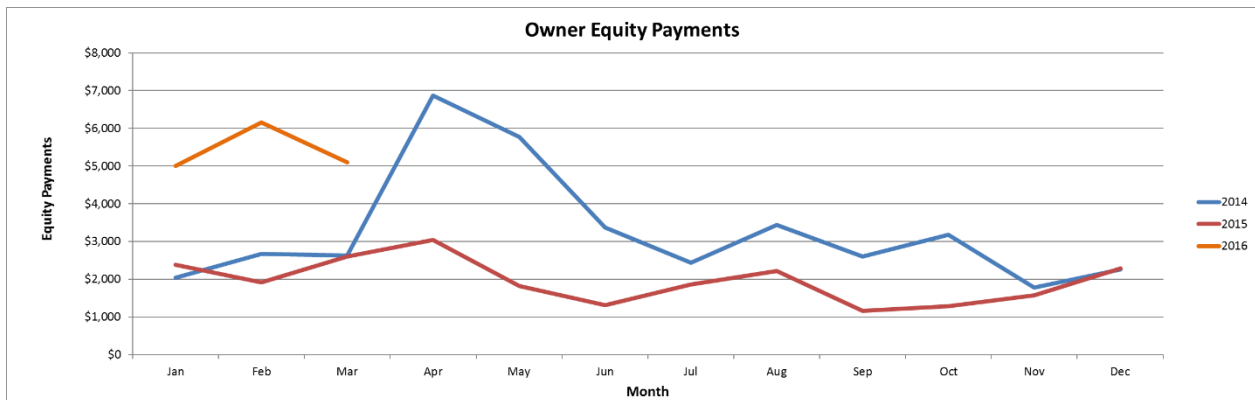
As shown above, the amount the Co-op contributed to the discount came down significantly in March. It is possible that the atmosphere of the birthday party launch of the coupon in addition to the fact that it's never been offered before may have initially pushed up the redemption rate. We will continue to monitor this against increases in new ownerships, equity, sales to owners, and gross sales.

Ownership and Equity:

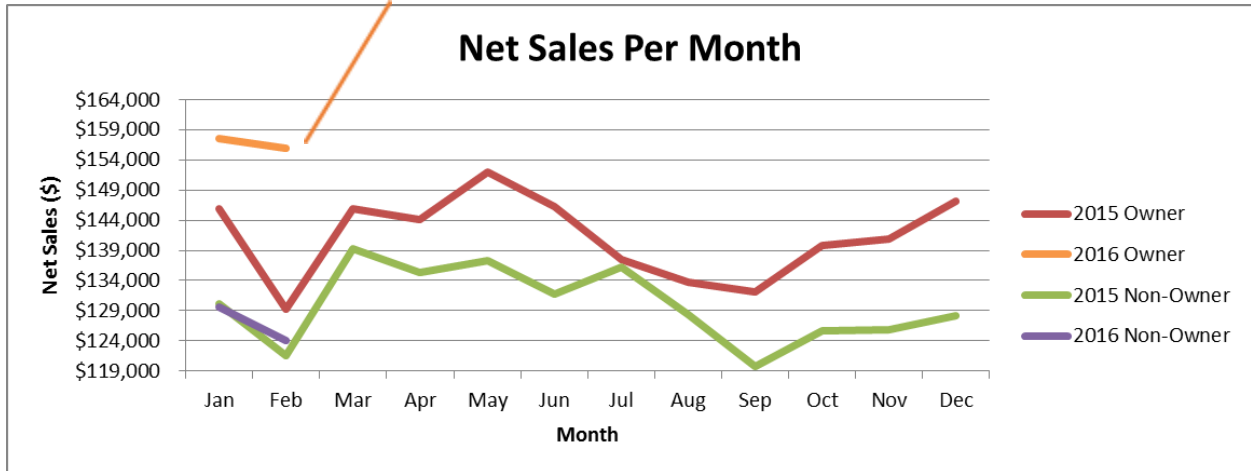
Fiddleheads has welcomed 153 new owners from January through March 2016, compared to 154 new owners in the entire year in 2015. We will build on this momentum and continue to promote the benefits of Ownership and supporting the co-op at the registers and at in-store and external events.



Over \$16K 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, and March saw a remarkable increase of over 25% year over year, with \$184K in sales to Owners this month



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.



Next Meeting Agenda

DRAFT

AGENDA
FIDDLEHEADS BOARD OF DIRECTORS MEETING
May 17, 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 a leader 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
	Agenda Review	Agenda	Make any needed adjustments	President
	Owner Comments		Listen	President
6:35	Approve Draft Minutes <ul style="list-style-type: none">April 19, 2016	Packet	Approve	
6:40	Consent Agenda <ul style="list-style-type: none">Board Monitoring Report D3-Delegation to GMBoard Monitoring Report D4-Monitoring GMMember Equity Refund Requests (as needed)	Each item in packet	Approval	President GM
	Discussion of Items removed from Consent Agenda	See above	Discuss/Approve	TBD
6:45	EXECUTIVE SESSION <ul style="list-style-type: none">To approve minutes of April 19, 2016, Executive SessionPersonnel matters (GM Monitoring/Transition)	Minutes and Evaluation To Be Provided		Secretary
7:45	Discussion/Action Items: <ul style="list-style-type: none">Year End Review 2015 (Wegner Phone Conference)	Included in Packet		Lexa/Wegner CPA
TBD	Committee/Task Force <ul style="list-style-type: none">Nominations --Accept MinutesAnnual Meeting --Accept Minutes --Review CharterOwner Communications --Any updates (should get charter for next meeting)			
8:15	GM Monitoring Report (B1 Financial Condition Q1)	In Packet		GM
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 CONTENTS (listed on next page)

BOARD PACKET CONTENTS:

- Meeting Agenda (Elisa)

DRAFT

- **Draft Minutes of April 19, 2016 Meeting (Danny & Elisa)**
- **Board Monitoring Reports D3 and D4 (Elisa)**
- **Committee Notes/Minutes**
 - **Nominations Minutes (Mona/Helene)**
 - **Annual Meeting Minutes (Carolyn)**
- **Member Equity Refund Request (as needed) (Lexa)**
- **Executive Session Minutes of April 19, 2016 – (to be brought to meeting by Danny)**
- **GM Monitoring Report B1-Q1 (Lexa)**
- **Draft Agenda for June 21, 2016 meeting (Elisa)**