

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Special Board Meeting of February 7, 2017
105 Huntington Street, New London
(Approved by the Board on February 21, 2017)

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 6:32 p.m. on Tuesday, February 7, 2017 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
Susan Zimmerman, Treasurer
Mona Harmon-Bowman
Ellen Clinesmith
Kelleen Giffin
Rachel Black

The following Board member was not present:

Carolyn Wilson

The following additional persons were present:

Lexa Juhre, General Manager (exited at 7:48 p.m. due to executive session)
Elisa Giommi, Board Administrator (left at 7:32 p.m. due to executive session)

C. Check-in

There was a successful showing of support for an ordinance to ban fracking waste in New London at New London City Council's last meeting.

Rachel Black will be part of Food Justice panel discussion at Connecticut College on Saturday, February 11th at 2 p.m.

It was noted that Tony Silvestri is putting together an advertisement about what is good in New London. Elisa offered to put Lexa in touch with Tony.

D. Agenda Review

It was noted that "DC" in the Committee/Task Force section, referring to Danny Spurr, should be changed to "DS".

E. Owner comments

Sue Phillips conveyed an owner comment by Rabbi Marc Ekstrand (Temple Emanu-el) that having all Fiddleheads Birthday festivities on Friday night and Saturday during the day is not inclusive to the

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Jewish community, as this coincides with their Sabbath. Lexa noted that the Birthday Party may switch to a Saturday/Sunday schedule next year.

II. COMMITTEE/TASK FORCE (6:42-6:51)

A. Annual Meeting Committee (6:42-6:51)

It was noted that if the Annual Meeting Party were to be held at the Garde Art Center and were to have alcoholic beverages available, the Garde would probably want to sell and serve these beverages.

It was also noted that Sue Phillips and Susan Zimmerman would like to participate in preparing the Annual Report.

There was a request to have a portion of the meeting open to questions from owners and also a request to provide some follow up to the co-operative cafe from two years ago.

Motion to hold the 2017 Fiddleheads Annual Meeting Party at the Garde Arts Center on Saturday, May, 20, 2017:

Motion: Sue Phillips

Second: Ellen Clinesmith

All in favor

III. GM MONITORING REPORTS (6:51-7:30)

A. Executive Limitations B3- Asset Protections (6:51-7:10)

All sections were found to be in compliance.

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.

There was a question as to how Fiddleheads insurance policy compares to other similarly sized co-ops or grocery stores. Lexa noted that the coverage was comparable to her previous co-op, Honest Weight, a much larger store. An independent broker agent of Kapatoes Insurance also felt coverage was similar to comparable co-ops.

2) The GM will not allow unnecessary exposure to liability or lack of insurance protection from claims of liability.

It was clarified that the new edition of the employee handbook was distributed in December.

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

It was noted that not all Standard Operating Procedures (SOP) have been externally vetted under current management, but the upcoming Financial Review should address this. A question was asked as to how often SOPs would be reviewed. Lexa stated that she will consider how often to review.

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

It was noted that the “not applicable at this time” bullet referred to the operational definition regarding the audit/year end review (as this had not yet occurred).

Motion to accept GM monitoring report on Executive Limitation B3- Asset Protection:

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor

B. Executive Limitations B4- Member Rights and Responsibilities (7:10-7:23)

All section were found to be in compliance except section 1b) *Members are informed that equity investments are at risk.*

The owner application form was found to not adequately inform owners of the at risk nature of their equity investments. This issue has since been rectified and is now in compliance.

An issue was brought up regarding member communication and whether this should be a more explicit part of Board policy, perhaps with additional language for policy B4. This issue was added to the Board “Parking Lot” (issues to be taken up at a later date).

A request was made to have Board President, Sue Phillips, put her working “Parking Lot” file in the Google Drive. Elisa will make a folder in the Google Drive to contain this “Parking Lot” document.

Motion to accept GM monitoring report on Executive Limitation B4- Membership Rights and Responsibilities with acknowledgement of non-compliance in subpolicy 1b:

Motion: Kelleen Giffen

Second: Helene Bardinet

All in favor

C. Executive Limitation B9- Succession (7:23-7:30)

To protect the Board from sudden loss of GM services, the GM shall not have less than one other manager sufficiently familiar with Board and GM issues and processes to enable her/him to take over with reasonable proficiency as an interim successor.

There is now a manager in place with sufficient knowledge and training to provide emergency general management should the need arise.

Conclusion: In compliance

Motion to accept GM monitoring report on Executive Limitation B9- Succession:

Motion: Ellen Clinesmith

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Second: Rachel Black
All in favor

IV. EXECUTIVE SESSION

The purpose of the Executive Session is to discuss personnel matters relating to GM evaluation and approve the Executive Session minutes of 12/20/2016 and 1/17/2017. A discussion of potential Board candidates was added to the executive session agenda.

Motion to enter executive session:

Motion: Mona Harmon-Bowman
Second: Helene Bardinet
All in favor

Executive session entered at 7:48 p.m and exited at 8:52 p.m.
Confidential minutes were taken in executive session. **The Executive Session minutes of 12/20/2017 and 1/17/2017 were approved.**

VI. CLOSINGS

A. Board Support Call

A CDS Board support call will be scheduled with Jade to discuss elections. Sue Phillips, Kelleen Giffin, and Danny Spurr agreed to participate in the call.

B. Review decisions, tasks, and assignments

Connect Lexa with Tony Silvestri (Elisa)
Participate in preparing Annual Report (Sue P. and Susan Z.)
Create folder for "parking lot" document (Elisa)
Consult with Lexa as to best time to monitor Planning and Budgeting (Susan Z.)
Schedule Board support call (Sue P.)
Meeting Agenda (Sue and Elisa)
Annual Meeting Committee minutes (Ellen)
Nominations Committee minutes (Kelleen)
Board Monitoring Report C8 (Elisa)
Board Self Evaluation (Helene)
Draft Minutes of January 17, 2017 Meeting (Danny & Elisa)
Draft Minutes of February 7, 2017 Meeting (Danny & Elisa)
Draft Minutes of February 7, 2017 Executive Session (Danny)
GM Monitoring Report Policies B1 (Lexa)
GM Evaluation Letter (Sue P., Kelleen, Helene, Danny)
Draft Agenda for March 21, 2017 meeting (Elisa)

C. Adjournment

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Motion to adjourn:

Motion: Ellen Clinesmith

Second: Mona Harmon-Bowman

All in favor

Meeting adjourned at 8:53 p.m.

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Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on February 15, 2017.

Minutes approved by vote of the Board on February 21, 2017 and put into final form by Danny Spurr/Elisa Giommi on February 28, 2017.