

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 20, 2017
105 Huntington Street, New London
(Approved by the Board on August 15, 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 6:36 p.m. on Tuesday, June 20, 2017 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Phillips, President
Danny Spurr, Secretary
Susan Zimmerman, Treasurer
Ellen Clinesmith
Kelleen Giffin
Rachel Black
Katie Blanchard

The following Board members were absent:

Helene Bardinnet, Vice-President
Paul Reid

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator

C. Check-In

Newly elected Board member Katie Blanchard was welcomed to the Board. Sue Phillips and Kelleen, in addition to new Board members, will be attending the new Director orientation on Sunday.

D. Agenda Review

No Agenda changes.

II. COMMITTEE/TASK FORCE (6:40-6:49)

A. Annual Meeting Committee (6:40-6:46)

No committee meeting was held since last month. It was noted that turnout was poor at the Annual Meeting last month. Results of the meeting activity were shared: 35 households participated, each having two "\$5K bucks" to "spend." Top results went to Prepared Foods (24) and Food Justice (24), with Nest Egg at (13) and Education at (9). It was noted that, with the sample size being so small, not much weight should be given to these results, though the results align well with current assumptions of co-op priorities. Further discussion of the Annual Meeting was tabled until the Annual Meeting Committee can meet to conduct an after-action review.

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B. Nominations Committee (6:46-6:49)

1. Code of Conduct

The Code of Conduct was signed by all those in attendance. Paul and Helene will be able to sign the Code at the next Board meeting. Danny will bring Code of Conduct forms to the next meeting, as Elisa will not be in attendance at the July meeting.

2. Board Buddy

Helene was identified as Katie's Board Buddy. Katie approves of the selection.

3. Proposed Director Role Description

It was determined that the Director Role Description was already approved at the last meeting. Kelleen and Elisa will make sure the Description is finalized, with approval date in the footer.

III. MINUTES OF MAY 16, 2017 (6:49-6:51)

Motion to approve the Board minutes of May 16, 2017:

Motion: Susan Zimmerman

Second: Ellen Clinesmith

All in favor

IV. CONSENT AGENDA (6:51-6:52)

A. Member Equity Refund Requests

Motion to approve the Member Equity Refund Requests of Jennie Delancy (\$110) and Juliet M. Dodge (\$175):

Motion: Susan Zimmerman

Second: Katie Blanchard

All in favor

Lexa clarified that Joseph Murray's refunded equity from last month was \$175.

V. DISCUSSION/ACTION ITEMS (6:54-7:31)

A. Board Monitoring C - Governance Commitment (Global) (6:54-7:02)

The Board evaluated its performance regarding policy C Global.

B. Board Monitoring D - Board-Management Connection (7:02-7:03)

The Board evaluated its performance regarding policy D Global.

Both policies scored well as to both comprehension and adherence. There was some discussion of

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Board-Owner connection and the Annual Meeting. It was noted that some boards have adopted a policy whereby Annual Meeting minutes are approved by the Board instead of membership. This could be a possible consideration for a bylaw/policy revision task force.

C. Election of Board Officers (7:03-7:05)

An officer slate was proposed:

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

All Directors were encouraged to step forward to run for any these positions if interested. Officer succession plans were briefly discussed. It was noted that Susan Zimmerman intends to step back from the Treasurer position at the end of her term to aid in Officer transition. It was also noted that Helene may prepare to run for President next year.

Motion to elect the proposed Board Officer slate:

Motion: Ellen Clinesmith
Second: Rachel Black
All in favor

D. Board-Member Connection Task Force (7:05-7:10)

Tabled to next month.

E. Policy/Bylaw Revision Task Force (7:10-7:14)

Sue Phillips, Susan Zimmerman, Helene Bardinet, Danny Spurr, and Paul Reid are all potentially interested in this task force.
It was decided a charter will need to be developed for the task force.

Tabled to next month.

F. Exploratory Group re: Board understanding of Financial Reports (7:15-7:31)

There was discussion about a potential Finance Committee and if there was synergy between this concept and Lexa's concept of a Finance Committee. Lexa and Susan Zimmerman will meet to discuss Finance Committee ideas.

The idea of having Financial Training for Directors as part of new Director orientation was discussed. Sue Phillips and Susan Zimmerman will work on developing a 40-minute presentation for the fall. This presentation could potentially be open to owners as well.

Lexa will also talk to Jade about potential ideas for a Grocery 101 Director training.

There was a proposal to move Board meetings to the fourth Tuesday of the month, which would allow

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for a potential Finance Committee to analyze monitoring report and budgets prior to Board meetings. This will be examined when discussing next year's Board Calendar in September.

VI. GM MONITORING REPORT (7:31-7:43)

A. Executive Limitations B5 - Consumers

All sub-policies were found to be compliant. There were some suggestions as to additional data that could be included in future reports to further demonstrate compliance, such as the number of product requests fulfilled and the number of bulk orders fulfilled, particularly of products not normally carried in the store. It was also noted that, relevant to sub-policy 2 (The GM will not allow an unsafe shopping experience for our customers), it would be helpful to know the number of known recalled products for the period being monitored.

Motion to accept GM Monitoring Report B5 - Consumers

Motion: Kelleen Giffin

Second: Ellen Clinesmith

All in favor

Lexa gave a report in a separate document relating to the margin issue reported in last month's GM monitoring report B1-Annual Financial Condition and Activities. It was found that procedural errors in receiving, that had developed in the last reorganization of receiving tasks, had lead to improper pricing of items. These procedures have been corrected and margin corrections in all departments have been made. Compliance with B1.2 (related to net income) has not yet been established.

VI. VISIONING DISCUSSION - FOOD JUSTICE (7:50-8:28)

The Board discussed the visioning topic which asked the question: "Our first Ends Policy is that 'Fiddleheads exists so that Southeastern Connecticut is a model for achieving Food Justice for all.' What will it look like when we have achieved this end?" Susan Zimmerman passed out copies of a Fiddleheads Business Plan from 2008 to inform the discussion.

A number of topics were discussed including:

1) Accessibility

- Keeping pricing affordable, particularly for staple products. Promotions such as the Pantry program have sought to address this goal.
- There was some discussion of creating a program to help make ownership and equity payments for low income people.
- It was noted that current owners could be asked to donate to such a program, though this would likely need to be done through a third party or a 501c3.
- Having a welcoming environment that is inclusive both along racial and class lines. This could involve offering culturally appropriate products as well.
- Outreach and Education to inform low income or marginalized communities of our store and our programs- which ties in with partnering with other organizations in the community.

2) Partnerships

- Developing partnerships with other organizations involved in promoting Food Justice. It

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was noted that there is only so much that Fiddleheads can do, as a grocery store, to help in achieving Food Justice, but it can support other organizations in Southeastern Connecticut that are doing this work as well.

3) Supporting Food Producers

- Helping support local farmers and agriculture and other local producers.

VIII. CLOSINGS (8:28-8:36)

The new Director Board Orientation will take place on Sunday, June 25th at 9:30 a.m.
It was decided that a reordering of the GM monitoring schedule would not be necessary.

A. Review Decisions, Tasks, and Assignments

1. Talk about Finance Committee ideas (Lexa and Sue Z.)
2. Talk to Jade about Grocery 101 ideas (Lexa)
3. Develop 40 minute power point on Board Finance in fall (Sue P. and Sue Z.)
4. Contact Brigade re: coming to talk about their role in Food Justice, etc. (Rachel)
5. Annual Meeting After Action Review (Annual Meeting Committee)
6. Finalize Director Role Description with approval date (5/16/17) in the footer. (Kelleen and Elisa)
7. Meeting Agenda (Sue and Elisa)
8. Annual Meeting Committee minutes (Ellen)
9. Nominations Committee minutes (Kelleen)
10. Bring Board Member Code of Conduct forms to sign (Danny)
11. Board Monitoring Report C1 Governing (Elisa)
12. Draft Minutes of June 20, 2017 Meeting (Danny & Elisa)
13. GM Monitoring Report A Ends (Lexa)
14. Member Equity Refund Request (Lexa, if any)
15. Draft Agenda for August 15, 2017 meeting (Elisa)
16. GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

B. Adjournment

Motion to adjourn:

Motion: Susan Zimmerman

Second: Katie Blanchard

All in favor

Meeting adjourned at 8:36 p.m.

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Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on June 26, 2017.

Minutes approved by vote of the Board on August 15, 2017 and put into final form by Danny

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Spurr/Elisa Giommi on August 24, 2017.