

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 19, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14, 2017)

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

**A. Call to Order**

Helene Bardinet called to order a regular meeting of the Fiddleheads Board of Directors at 6:33 p.m. on Tuesday, September 19, 2017 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Helene Bardinet, Vice-President  
Danny Spurr, Secretary  
Rachel Black  
Paul Reid (departed 8:46 p.m.)  
Katie Blanchard (arrived 6:35 p.m.)

**The following Board members were absent:**

Susan Phillips, President  
Susan Zimmerman, Treasurer  
Ellen Clinesmith  
Kelleen Giffin

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Check-In**

Volunteers were solicited from the Board for two upcoming events: the Co-op Basics kick off on Wednesday October 4<sup>th</sup> from 4 to 7 p.m. and the Food Stroll on Wednesday, October 11 from 5:30 to 8:30 p.m. Elisa will send an email with details and a signup sheet.

Helene has sent out a doodle with potential times for a Board Gathering at Carolyn Wilson's house.

**D. Agenda Review**

The B8 GM monitoring report was added to the agenda.

**II. COMMITTEE/TASK FORCE (6:39-7:14)**

There was a discussion regarding on which committees Board members might like to sit. Board members expressed interest in various committees. Helene will send out a survey to assess Board members interest in the different committees.

There was some interest expressed in a Finance Committee, but there are no plans to establish one at this time.

**FIDDLEHEADS BOARD OF DIRECTORS**  
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**A. Annual Meeting Committee (6:39-6:45)**

The Annual Meeting Committee charter was reviewed. An item was added regarding communication planning. An item was added regarding the taking of minutes at committee meetings.

**B. Board-Owner Connection Task Force (6:45-6:47)**

Helene will set up a brainstorming meeting. An invite will go out to all Board members. Katie expressed interest in being part of the task force.

**C. Nominating Committee (6:47-6:58)**

The Nominating Committee charter was reviewed. The number of owners on the committee was changed to "up to 2-3 owners". It was noted that all members of committees are appointed by the Board. An item was added regarding the taking of minutes at committee meetings.

**D. Policy Revision Committee (6:58-7:14)**

A draft Policy Revision Committee charter was reviewed. The General Manager was removed as one of the Committee members. An item was added regarding the procedure should the Board not accept a revision. The item regarding the taking of minutes was amended to remove the reference to the public record. It was decided that the committee could also review and draft amendments to Bylaws as well as Policy. The title of the Committee was changed to reflect this.

**Approval of all committee charters was tabled to next month when final drafts will be presented and committee membership will be established.**

**III. MINUTES OF SEPTEMBER 5, 2017 (7:14-7:19)**

**Motion to approve the Board minutes of September 5, 2017 with amendments noted:**

Motion: Helene Bardinet

Second: Katie Blanchard

All in favor with Paul and Rachel abstaining.

**The motion did not pass, as quorum was not achieved in the vote (3 ayes, 2 abstentions).  
Approval on the minutes was tabled to next month.**

**IV. EXECUTIVE SESSION MINUTES (7:19-7:22)**

**Tabled to next month.**

**V. GM MONITORING REPORT (7:22-8:07)**

**A. Executive Limitations B7- Board Communication (7:22-7:48)**

**FIDDLEHEADS BOARD OF DIRECTORS**  
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There was a comment regarding section 3) *The GM will not allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.*

It was noted that the operational definition did not address media coverage and public events. It was requested that this be included in the operational definition, though, it was noted, that data reporting on these items did not need to be excessively detailed.

There was also a comment regarding a recent Facebook post made by the Co-op. It was acknowledged that the post may not have been appropriately posted by Fiddleheads and that the marketing team is in flux while a new outreach/marketing manager is sought. It was noted that this issue would more appropriately fall under Executive Limitation B3- Asset Protection.

There was also a discussion of the GM Monitoring table. It was suggested that more timelines for progress be included on items that were out of compliance. It was noted that the Monitoring Table presented was compiled by the GM for the purpose of her B7 report and was not the official GM Monitoring table that is compiled by the Board Secretary.

**Approval of GM Monitoring Report B7- Board Communication was tabled to next month.**

**B. Executive Limitations B8- Board Logistical Support (7:48-8:07)**

3) *The GM will not provide inadequate information and notice to members concerning Board actions, meetings, activities and events.*

It was noted that Board actions are communicated to owners through the approved minutes that are posted on the website and in the store, but that the Board may request the GM further publicize or provide additional information to ownership regarding a Board action.

4) *The GM will not allow insufficient archiving of board documents.*

It was noted that Executive Session minutes are not currently archived by Fiddleheads. There were some concerns expressed about the security of Google Drive for storing confidential documents. It was determined that the Board Secretary needed guidance from the Board as to where and how they would like these documents archived. It was requested that this be added to a future agenda. It was suggested that this could be a topic for the CDS call.

**Motion to approve the GM monitoring report B8 – Board Logistical Support:**

Motion: Danny Spurr

Second: Helene Bardinnet

All in favor

**VI. CONSENT AGENDA (8:07-8:10)**

There was a question raised about the equity figure for Anne Bourne. Lexa will look into the actual equity paid in and will report back with the exact equity figure

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 19, 2017**  
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**Motion to approve the two equity refund requests on the Consent Agenda:**

Motion: Katie Blanchard

Second: Paul Reid

All in favor

**VII. DISCUSSION/ACTION ITEMS (8:10-8:45)**

**A. Board Monitoring Reports C3-Agenda Planning (8:10-8:39)**

The Board evaluated its performance regarding policy C3-Agenda Planning.

Discussion revolved around the Global C3 policy- *We will follow a strategic multi-year work plan and annual agenda that focuses our attention upward and outward*, specifically in reference to a the lack of strategic multi-year plan.

1. There was some discussion of having strategic planning sessions before meetings or having a retreat to discuss strategic planning. There was general interest in having a visioning retreat perhaps facilitated by Jade Barker, our consultant from CDS. Lexa has been examining what other co-ops have for strategic plans, in preparing for her B2 – Business Planning and Financial Budgeting report next month. She has found that plans vary greatly from co-op to co-op, some co-ops having no written strategic plan, some having very operational plans, and some going into more detail.
2. In developing a strategic plan, it was suggested that the Board first look at the needs of the community and from there examine the goals of the co-op. Some issues discussed included expansion versus relocation, and employee compensation time frames.
3. It was suggested that the Board bring back ideas from the Co-op Cafe in November and perhaps conduct a store Co-op Cafe around similar issues.

**Discussion of C3-3- *We will limit the amount of meeting time taken up by Executive Limitations monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review*, was tabled.**

**B. Board Calendar**

**Tabled**

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 19, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14, 2017)

**C. GM Summary of Current Schedule of Communications to Owners (8:39-8:45)**

1. The Fern is currently bi-weekly and mainly contains a circular. There are tentative plans for a quarterly newsletter, but there is no timeline for this yet.
2. Fiddleheads will be participating in the We are New London parade on Sunday, September 24<sup>th</sup>. All are welcome to join in.

**D. Proposed Audit**

Elizabeth Heins-Van der Weide from Wegner CPAs will be coming to the store on October 22nd to conduct an internal review. **Approval of an audit was tabled to October.**

**E. National Cooperative Grocer (NCG) Participation/Talking Points**

Lexa forwarded an NCG Board Bulletin to the Board. She was unclear as to what the Board might be looking for in terms of talking points. It was suggested that she discuss with Sue Phillips as to whether further information is needed for the Board.

**VIII. CLOSINGS**

**A. CDS Call**

A CDS call for discussion of what to do with Executive session minutes was to be scheduled. Danny is interested and it was suggested that Susan Zimmerman should be on the call as well.

**B. Review Decisions, Tasks, and Assignments**

It was noted that a patronage rebate program will not be ready to roll out this year, but should be a part of a three year strategic plan.

1. Send out signup sheet for October events (Elisa)
2. Send out survey to Directors of committee service preferences (Helene)
3. Schedule party at Carolyn's house (Helene)
4. Future agenda item to discuss where to archive Executive Session minutes (Sue P.)
5. CPM audit contract for 2017 (Lexa)
6. Report Anne Bourne's actual equity (Lexa)
7. Revise Policy Revision Task Force charter (Danny and Elisa)
8. Revise Nominations Committee charter (Danny and Elisa)
9. Revise Annual Committee Charter (Danny and Elisa)
10. Set up Board-Owner Communication Brainstorm meeting (Helene)
11. Inquire with Jade about a potential Long Term Visioning retreat (Helene?)
12. Schedule CDS call with Jade (???)
13. Meeting Agenda (Sue and Elisa)
14. Board Monitoring Report C4-Meetings (Elisa)
15. Board Monitoring Report C3-3 discussion (Elisa)
16. Draft Minutes of September 5, 2017 Meeting (Danny & Elisa)
17. Draft Minutes of September 19, 2017 Meeting (Danny & Elisa)

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 19, 2017**  
**105 Huntington Street, New London**  
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18. Draft Executive Session minutes from Board meeting of May 16, 2017 (Danny)
19. GM Monitoring Report B7 (revised) and B2 (Lexa)
20. Board Calendar (Elisa)
21. Board Budget (Susan Z.)
22. Member Equity Refund Request (Lexa, if any)
23. Draft Agenda for November 21, 2017 meeting (Elisa)
24. GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

**B. Adjournment**

**Motion to adjourn:**

Motion: Katie Blanchard

Second: Rachel Black

All in favor

**Meeting adjourned at 8:54 p.m.**

\* \* \* \* \*

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

Minutes approved by vote of the Board on November 14, 2017 and put into final form by Danny Spurr/Elisa Giommi on November 16, 2017.