

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of October 17, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14 2017)

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

**A. Call to Order**

Sue Phillips called to order a regular meeting of the Fiddleheads Board of Directors at 7:46 p.m. on Tuesday, October 17, 2017 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Susan Phillips, President  
Susan Zimmerman, Treasurer  
Helene Bardinet, Vice-President  
Danny Spurr, Secretary  
Ellen Clinesmith  
Kelleen Giffin  
Katie Blanchard

**The following Board members were absent:**

Rachel Black  
Paul Reid

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Check-In**

Prior to the meeting there was a presentation by Alice Rubin and Kathleen Krider of the Willimantic Food Co-op about their recent expansion and their expansion process.

**D. Agenda Review**

The Nominating and Policy Revision Committee items were tabled. Approval of the minutes of the September 19<sup>th</sup> Board meeting were tabled. Board Monitoring reports B4 and C3-3 were tabled.

**II. COMMITTEE/TASK FORCE (7:50-7:52)**

**A. Annual Meeting Committee**

Ellen and Danny were added to the charter as members and co-chairs. Further membership is to be pending. Elisa will add the approval date and footers.

**III. EXECUTIVE SESSION MINUTES (7:52-7:54)**

The purpose of the Executive Session is to approve the Executive Session minutes from the May 16,

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of October 17, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14 2017)

2017 Board meeting. **The minutes of Executive Session are here recorded, as no business was conducted except to approve the Executive Session minutes of May 16, 2017.**

**Motion to enter executive session:**

Motion: Susan Zimmerman

Second: Kelleen Giffin

All in favor

**Motion to approve the minutes of the May 16, 2017 Executive Session:**

Motion: Kelleen Giffin

Second: Helene Bardinet

Executive session entered at 7:53 p.m and exited at 7:54 p.m.

**IV. GM MONITORING REPORT (7:54-8:07)**

**A. Executive Limitations B7- Board Communication (7:54-7:57)**

An amended version of the B7 report (originally presented on September 19, 2017) was presented to the Board.

**Motion to approve the GM monitoring report B7- Board Communication with all sections in compliance:**

Motion: Kelleen Giffin

Second: Katie Blanchard

All in favor with Susan Zimmerman and Ellen Clinesmith abstaining.

Elisa will add the monitoring table to the final version of the Board Packet.

**B. Executive Limitations B2- Business Planning and Financial Budgeting (7:57-8:07)**

Lexa was thanked for presenting a Business Plan and Capital Budget for the upcoming year.

It was noted that Fiddleheads does not have a multi-year plan in place, but that reasonable progress has been made in this area and a three year projected budget was presented as well as a business plan for the upcoming year. The plan, in summary, sets up the Co-op for incremental change and included plans to make staff compensation more competitive, as well as plans to improve and modestly expand services. A question was asked as to whether there were any potential scenarios that could increase the capital budget figure, such as old equipment failing unexpectedly. It was noted that most of the stores older equipment would likely fail such that a part would need to be replaced rather than the whole unit. It was noted that, in Fiddleheads current space, there is a lower rent cost, but a higher maintenance cost than there might be in another space.

**Motion to approve the GM monitoring report B2 – Business Planning and Capital Budget:**

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of October 17, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14 2017)

**V. CONSENT AGENDA**

Anne Bourne's equity payment was clarified as being \$25

**VI. DISCUSSION/ACTION ITEMS (8:07-8:12)**

**A. Wegner Proposal for Audit**

**Motion to approve an audit, to be conducted by Wegner CPAs, for the fiscal year 2017:**

Motion: Ellen Clinesmith

Second: Helene Bardinet

All in favor

**B. CBLD Participation Agreement (8:12-8:22)**

**Motion to renew participation in CBLD (Cooperative Board Leadership Development) program of CDS consulting services:**

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor with Kelleen abstaining

There was a brief discussion regarding better communicating our needs as a Board to CDS. Lexa will delay finalization of the CDS contract until after the November 14<sup>th</sup> Board meeting.

**C. Board Budget (8:22-8:31)**

A few changes were proposed to the Board Budget, including increasing amount allotted for attendance at the CCMA (Consumer Cooperative Management Association) conference by \$2,000. The "Co-op Cafe Travel" line was changed to just "Travel". It was requested that Lexa update the actuals for 2017 and 2016 so that the time periods are comparable.

**E. NCG Participation/Talking Points (8:31-8:33)**

The talking points provided by Lexa regarding the Co-op's participation in NCG (National Co+operative Grocers) were found to be adequate.

**VII. CLOSINGS (8:33-8:38)**

**A. CDS Call**

A CDS call will be scheduled to discuss storage of Executive session minutes and appointments to the Board. Helene will send out a doodle to Danny, Susan Z., and Sue P. with times that could work for Jade. It was also suggested to ask Jade about Board members potentially attending a River Valley Food Co-op Board Meeting.

**B. Scheduling Special Meeting**

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of October 17, 2017**  
**105 Huntington Street, New London**  
(Approved on November 14 2017)

A additional meeting was scheduled for Tuesday, November 14, 2017

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

Revise Annual Committee Charter (Danny and Elisa)  
Prepare correct Nominating Committee Charter (Nominating Committee, Elisa, Danny)  
Set up Board-Owner Communication Brainstorm meeting (Helene)  
Speak with Rachel and Paul regarding Board participation (Sue P.)  
Schedule CDS call and inquire about River Valley Board meeting (Helene/ Sue P.)  
Inquire about attending Willimantic Food Co-op Board Meeting (??)  
Meeting Agenda (Sue and Elisa)  
Board Monitoring Report C5-Code of Conduct (Elisa)  
Board Monitoring Report C4-Meetings (Elisa)  
Board Monitoring Report C3-3 discussion (Elisa)  
Draft Minutes of September 5, 2017 Meeting (Danny & Elisa)  
Draft Minutes of October 17, 2017 Meeting (Danny & Elisa)  
GM Monitoring Report B1 (Lexa)  
CBLD contract (Elisa)  
Board Calendar (Elisa)  
Revise Board Budget (Susan Z.)  
Member Equity Refund Request (Lexa, if any)  
Draft Agenda for December 18, 2017 meeting (Elisa)  
GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

**B. Adjournment**

**Motion to adjourn:**

Motion: Katie Blanchard  
Second: Ellen Clinesmith  
All in favor

**Meeting adjourned at 8:38 p.m.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on October 23, 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.