

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

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Sue Phillips called to order a special meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday, November 14, 2017 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Phillips, President
Susan Zimmerman, Treasurer
Helene Bardinot, Vice-President
Danny Spurr, Secretary
Ellen Clinesmith
Kelleen Giffin
Paul Reid

The following Board members were absent:

Katie Blanchard
Rachel Black

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator
Carol Connell, Owner

C. Check-In

It was confirmed that the Board's subscription to Cooperative Grocer Magazine has been renewed. Danny shared that he was joining the Stewardship Committee at All Souls church. The Board was reminded to fill out their Board Monitoring surveys.

D. Agenda Review

The Visioning Discussion item was intended for the November 21st meeting, not this special meeting. The Policy Revision Committee charter item was tabled, as the draft charter was not included in the packet.

The appointment of Carol Connell to serve as a Board Director in the place of Rachel Black, who recently submitted her resignation, was added to the agenda

E. Member Check-In

Carol said hello.

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II. RESIGNATIONS AND APPOINTMENTS (6:38-6:42)

A. Acceptance of Rachel Black's Resignation

Motion to accept Rachel Black's resignation from the Fiddleheads Board of Directors:

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor

B. Appointment of Carol Connell

Carol Connell was presented by the Nominating Committee for consideration as an appointee for the Board of Directors. In discussing Carol's appointment to the Board, it was noted that she had attended Board meetings in the past, had previously gone through the Nominations process and run for the Board, had attended this year's Board training workshop, and would be excited to serve on the Board.

Motion to appoint Carol Connell to the Fiddleheads Board of Directors, filling Rachel Black's term:

Motion: Ellen Clinesmith

Second: Helene Bardinet

All in favor

III. COMMITTEE/TASK FORCE (6:42-7:00)

A. Annual Meeting Committee (6:42-6:49)

Some revisions regarding appointment of committee members were proposed to the charter.

Motion to approve the Annual Meeting Committee Charter as amended:

Motion: Susan Zimmerman

Second: Helene Bardinet

All in favor

Motion to appoint Board directors Paul Reid, Ellen Clinesmith, and Danny Spurr to the Annual Meeting Committee, with Ellen serving as chair:

Motion: Susan Zimmerman

Second: Paul Reid

All in favor

B. Nominating Committee (6:49-7:00)

There was discussion about simplifying the dates on the charter, and it was decided that the charters should contain the date chartered and the date revised. The year of the charter should also be noted

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in the title and each year's charter archived.

Motion to approve the Nominating Committee Charter:

Motion: Paul Reid
Second: Ellen Clinesmith
All in favor

Motion to appoint Board directors Ellen Clinesmith, Helene Bardinet, and Katie Blanchard to the Nominating Committee, with Helene serving as chair:

Motion: Susan Zimmerman
Second: Ellen Clinesmith
All in favor

IV. MINUTES (7:00-7:08)

A. Minutes of September 5, 2017 (7:00-7:02)

Motion to approve the minutes of the September 5, 2017 Board of Directors meeting:

Motion: Susan Zimmerman
Second: Danny Spurr
All in favor with Carol Connell abstaining

B. Minutes of September 19, 2017 (7:02-7:06)

Motion to approve the minutes of the September 19, 2017 Board of Directors meeting with amendment noted:

Motion: Helene Bardinet
Second: Danny Spurr
All in favor with Carol, Ellen, Kelleen, Sue Phillips and Susan Zimmerman abstaining

C. Minutes of October 17, 2017 (7:06-7:08)

Motion to approve the minutes of the October 17, 2017 Board of Directors meeting:

Motion: Ellen Clinesmith
Second: Kelleen Giffin
All in favor with Carol and Paul abstaining

V. DISCUSSION/ACTION ITEMS (7:08-7:44)

A. Board Monitoring Report C3.3 (7:08-7:26)

The Board evaluated its performance regarding policy C3.3 and discussed the amount of meeting time taken up by Executive Limitations monitoring reports. It was observed that some directors feel the need for additional discussion of Executive Limitations and some feel that discussion needs to be more limited to areas where non-compliance has been found or the interpretations or data are felt to

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be insufficient. After some discussion it was generally felt that discussion of Executive Limitations policy should be focused around the decision tree and evaluation of adequate interpretation, data and compliance. If further discussion is needed surrounding the policy, this should be done as part of a separate agenda item. It was reiterated that if directors have issue with the GM's interpretation of policy or the sufficiency of the data, this should definitely be discussed.

It was decided to put a copy of the decision tree in the Board packet before the GM monitoring report for director reference in framing the discussion of Executive Limitations.

It was also decided that Board Policy C3 would be monitored again in April 2018.

Lexa had a question about what further information she might need to provide the Board regarding the strategic multi-year work plan referenced in the C3 global policy. It was determined that nothing was required at this time, and that the upcoming winter Board retreat would have this strategic plan as its primary focus.

B. Board Monitoring Report C4- Board Meetings (7:26-7:30)

The Board evaluated its performance regarding policy C4. There was some concern that the Board gets off track at times, but that generally it performs well in regard to this policy.

C. Board Calendar (7:30-7:44)

The draft calendar was revised and updated. The Board Monitoring schedule was adjusted slightly. The calendar will be updated by Elisa and a final draft will be included in the next Board packet for approval.

D. CDS Call Report (7:44-8:00)

An oral synopsis of last month's CDS call was given.

Archiving of Executive Session minutes was discussed. Nothing conclusive was determined, but Danny Spurr and Susan Zimmerman will meet to discuss the archiving of Board documents.

The Board director appointment process was discussed as well as best practices for selecting candidates for appointment to open director positions.

Addressing long term non-compliance issues was also discussed.

There was a discussion of attending Board meetings at other co-ops. Sue Phillips and Helene will try to attend a Willimantic Food Co-op meeting in February and River Valley Co-op meeting in March or April.

After the CDS call report, there was a discussion of how best to use our CDS calls. It was agreed that having too many people on a call can make the call confusing and unfocused. It was noted that the CDS calls used to be primarily between the president and the consultant. It was suggested that Jade could moderate the calls and an agenda could be compiled ahead of time with one person checking in prior to the call to review the agenda. It was also suggested that future CDS calls could be used again primarily as an aid to the president and vice-president, as the Board transitions to a new president

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next year.

VI. CLOSINGS (8:00-8:09)

A. Patronage Dividends

There was a discussion of plans and timelines for a potential patronage dividend program. It was suggested that Lexa might seek legal counsel in regards to the state laws surrounding a patronage program. It was also suggested that counsel be from a co-operative specialist versus and specialist in Connecticut state law. Heather Wright and Erben Crowell were suggested as resources for referring Lexa to suitable counsel.

B. Review Decisions, Tasks, and Assignments

1. Update director information to reflect Carol's appointment/Rachel's resignation (Elisa)
2. Meet to discuss Executive Session minute archiving (Danny and Susan Z.)
3. Policy Revision Committee Charter (Danny and Elisa)
4. Finalize Nominating and Annual Meeting Committee Charters (Elisa, Danny)
5. Meeting Agenda (Sue and Elisa)
6. Board Monitoring Report C5-Code of Conduct (Elisa)
7. Include decision tree in Board packet (Elisa)
8. GM Monitoring Report B1 (Lexa)
9. Updated Board Calendar (Elisa)
10. Board Budget (Susan Z.)
11. Member Equity Refund Request (Lexa, if any)
12. Draft Agenda for December 19, 2017 meeting (Elisa)
13. GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

C. Adjournment

Motion to adjourn:

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor

Meeting adjourned at 8:09 p.m.

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Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on November 20, 2017.

Minutes approved by vote of the Board on December 19, 2017 and put into final form by Danny Spurr/Elisa Giommi on January 1, 2018.