

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of March 20, 2018
105 Huntington Street, New London
(Approved by the Board on April 17, 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 6:30 p.m. on Tuesday, March 20, 2018 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Phillips, President
Susan Zimmerman, Treasurer
Danny Spurr, Secretary
Ellen Clinesmith
Katie Blanchard
Carol Connell
Paul Reid

The following Board members were absent:

Helene Bardinnet, Vice-President

The following additional persons were present:

Elisa Giommi, Board Administrator
Ross Wolstenholm, Owner

C. Check-In

Sue Phillips introduce an exercise from the Greenstar Food Co-op, Ithaca, NY, in which each director takes one minute to answer the question, "Why are we here?" Each director, as well as owner Ross, participated in the exercise, describing what brought them to serve on the Board and/or what co-op impacts were personally important.

D. Agenda Review

1. Board Monitoring Report C8, that was tabled last month, was added to the agenda
2. An item was added regarding changing the date of the June meeting to accommodate the FRESH dinner of June 19th.
3. An item was added to discuss viewing the Seeds of Change documentary.
4. Executive Session was moved to the end of the agenda.

E. Owner Comments

Ross talked about his interest in the Co-op related to control over supply, bulk purchasing, the

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business's relationship to consumers/owners, and it's closeness to the farm. He related the Co-op to Montville Hardware, a local hardware store that caters to its customers. He also offered prospective on reaching out to different groups that may not shop at the store currently and how the Co-op can be used in different ways (such as for bulk purchasing). He noted that some people are scared off by the price point of fair trade products, when they may not be as concerned with the social justice aspect of the Co-op, well at the same time potentially being interested in the Co-op as a democratically controlled local store- the implication being that this aspect needs to be more apparent and better communicated to consumers.

Ross was encouraged to offer feedback to Lexa on the bulk purchasing program and potential improvements that could be made to it.

II. COMMITTEE/TASK FORCE (6:40-7:47)

A. NFCA (Neighboring Food Co-op Association) Annual meeting debrief and Board Retreat debrief (6:40-7:06)

1. NFCA Annual Meeting Debrief

The NFCA annual meeting was discussed by attendees, Sue Phillips, Ellen, and Carol. Some notable takeaways included:

- a. A pamphlet from the Brattleboro Co-op soliciting Directors (this was given to Nominating Committee chair, Ellen Clinesmith)
- b. Information on "Simply Voting" an online voting resource (this was given to Annual Meeting Committee chair, Danny Spurr)
- c. Patrice from Greenstar Food Co-op in Ithaca speaking on Greenstar's effort to reach out and listen to diverse groups in their community on perceptions of the Co-op. It was noted that she could potentially be brought in to speak at an Annual Meeting or Birthday event.
- d. Healthy access program challenges.
- e. The Urban Green Co-op in Providence plans to have a grand opening in October. Fiddleheads hopes to be in attendance at this event.
- f. Discussion of targeted email marketing related specifically to basket size.
- g. Co-ops having meals as part of their monthly meetings.

2. Board Retreat

It was felt that much was accomplished in the retreat, but that more work is left to be done. The offsite lunch was seen as one of the highlights of the retreat as well as the key driver exercise presentations.

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It was determined that the Board should have a follow up Ends discussion at the May Board meeting. It was noted that Jade can make available the Grocery 101 slides from the presentation.

B. Annual Meeting Committee (7:06-7:09)

There was a question as to the budget for food and whether it might be too high, considering that there may be a potluck. It was stated that the budget for food was not fixed and would most likely come in under budget as the details are worked out. The idea of presenting Director candidates at the meeting and then starting the election was met with approval by the Board.

C. Nominating Committee (7:09-7:13)

It was noted that there are currently two candidates for the Board of Directors. It was also noted that the first email was sent out calling for Board candidates.

D. Policy and Bylaws Revision Committee (7:13-7:47)

1. Bylaw Revisions

a. *Is there a possibility to change the election process to have voting AFTER the annual meeting?* The committee recommended that this would comply with the bylaws.

b. Question regarding executive committee
The committee noted that there is no provision in the bylaws for an executive committee and does not recommend establishing such a provision.

c. Question of expanding Board to 11 members.
The committee recommends not expanding the Board at this time.

d. 4.1 Terms and Elections
The committee clarified term limits.

e. 4.3 Vacancies
The committee clarified how term limits apply to Directors who are appointed to fill a Board vacancy and removed the ratification process. There was some debate over the importance of the ratification process and whether or not it should be kept.

f. 4.4 Removal
There was some disagreement on whether or not Directors who are removed by vote of the Board should face a permanent ban on running in future Board elections. It was proposed that the committee reconsider this article and propose new language.

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Motion to approve changes to Bylaw articles 4.1 and 4.3 and leave article 4.4 unchanged:

Motion: Danny Spurr

Second: Paul Reid

Vote was 5 in favor with two abstentions.

The following changes to the Bylaws are recommended by the Policy and Bylaws Revision Committee:

<i>Current:</i>	<i>Proposed:</i>
ARTICLE IV: Board of Directors	
<p>4.1 Terms and Elections. Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years and shall serve staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than three (3) consecutive terms, but may be subsequently re-elected after a period of two years.</p>	<p>4.1 Terms and Elections. Elections shall occur annually, in a manner prescribed by the Board. Directors shall serve a term of three (3) years and shall serve staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may be elected to serve more than three (3) consecutive three (3) year terms, but may be subsequently re-elected after a period of two years.</p>
<p>4.3 Vacancies. Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the Board. At the next Annual Membership Meeting, the membership shall be asked to ratify the appointment. A Director so appointed and ratified shall complete the pertinent term.</p>	<p>4.3 Vacancies. Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the Board. At the next Annual Membership Meeting, the membership shall be asked to ratify the appointment. A Director so appointed and ratified shall complete the pertinent term and be eligible to be elected to serve no more than three (3) consecutive three (3) year terms.</p>
<p>4.4 Removal. A Director may be removed by decision of two-thirds (2/3) of the remaining Directors for conduct contrary to the Cooperative or failure to follow Board policies.</p>	<p>4.4 Removal. A Director may be removed by decision of two-thirds (2/3) of the remaining Directors for conduct contrary to the Cooperative or failure to follow Board policies. Any Director so removed shall not be eligible to run</p>

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	for re-election.
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2. Policy Revisions

a. Policy B3- Asset Protection

Motion to approve changes to policy B3.6 with an amendment changing “by a designated Board member appointed by the President” to “by a Board member designated by the President”:

Motion: Danny Spurr
 Second: Ellen Clinesmith
 All in favor

b. Policy B5- Treatment of Customers

Motion to approve changes to Policy B5- Treatment of Customers:

Motion: Katie Blanchard
 Second: Danny Spurr
 All in favor

c. Policy C6- Officer’s Roles

Motion to approve changes to Policy C6- Officer’s Roles:

Motion: Katie Blanchard
 Second: Paul Reid
 All in favor

The following changes to the Policy Manual are recommended by the Policy and Bylaws Revision Committee:

<i>Current:</i>	<i>Proposed:</i>
<p><u>Executive Limitations B3 – Asset Protection</u> <u>(Adopted June 18, 2013)</u></p> <p>The GM will not:</p> <p style="padding-left: 40px;">6) Allow purchasing that is uncontrolled or subject to conflicts of interest.</p>	<p>The GM will not:</p> <p style="padding-left: 40px;">6) Allow purchasing that is uncontrolled or subject to conflicts of interest.</p> <p style="padding-left: 80px; color: red;">a. Authorize any capital expenditure \geq\$5000 without prior approval.</p> <p style="padding-left: 80px; color: red;">b. Incur any reimbursable obligations without prior approval by a designated Board member appointed [designated] by the President.</p>

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<p><u>Executive Limitations B5 – Treatment of Customers</u> (Adopted June 18, 2013)</p>	
<p>The General Manager shall not be unresponsive to customer needs. The GM will not:</p> <ol style="list-style-type: none"> 1) Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions. 2) Allow an unsafe shopping experience for our customers. 	<p>The General Manager shall not be unresponsive to customer needs. The GM will not:</p> <ol style="list-style-type: none"> 1) Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions. 2) Allow an unsafe shopping experience for our customers. 3) Operate without a system for providing direct communications with our customers.
<p><u>Board Process C6 – Officers’ Roles</u></p>	
<p>3) The president ensures the Board acts consistently with Board policies.</p> <ol style="list-style-type: none"> a. The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies. b. The president will set the agenda for Board Meetings and facilitate the meeting or will ensure the facilitator is adequately prepared. c. The president plans for leadership (officer) perpetuation. d. The president may represent the Board to outside parties. 	<p>3) The president ensures the Board acts consistently with Board policies.</p> <ol style="list-style-type: none"> a. The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies. b. The president will set the agenda for Board Meetings and facilitate the meeting or will ensure the facilitator is adequately prepared. c. The president plans for leadership (officer) perpetuation. d. The president may represent the Board to outside parties. e. The president ensures that Directors meet their obligations f. The president ensures continuity of the Board through oversight of the Nominating Committee g. The president is a standing member of all Board committees
<p>4) The vice-president will perform the duties of the president in</p>	<p>4) The vice-president will perform the duties of the president in</p>

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<p>her/his absence.</p>	<p>her/his absence.</p> <p style="color: red;">a. In addition, the vice-president will be responsible for managing, conducting, and reporting on the Board Monitoring Review and self-evaluation.</p>
<p>5) The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.</p> <p style="padding-left: 40px;">a. In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative and shall provide an annual report of the Coop's financial condition at each annual meeting of the Member- Owners. Further, the Treasurer shall ensure the annual report is delivered to the Secretary of the State.</p>	<p>5) The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.</p> <p style="padding-left: 40px;">a. In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative and shall provide an annual report of the Coop's financial condition at each annual meeting of the Member- Owners. Further, the Treasurer shall ensure the annual report is delivered to the Secretary of the State.</p>
<p>6) The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained as required under Connecticut General Statutes.</p> <p style="padding-left: 40px;">b. In addition, the Secretary will make sure final versions of the minutes are prepared and distributed each month.</p>	<p>6) The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained as required under Connecticut General Statutes.</p> <p style="padding-left: 40px;">a. In addition, the Secretary will make sure final versions of the minutes are prepared and distributed to the Board each month for approval and posted once approved.</p>

Bylaw revisions must be posted by March 29th for them to be ratified at the upcoming Annual Meeting. Elisa will post them to the website and the store board. Elisa will update the Policy Manual to reflect Policy changes. It was proposed that language be included in the posted Bylaw revisions as to why the revisions were being made. Sue P. will email Elisa language to this effect.

III. MINUTES (7:47-7:48)

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A. Minutes of February 20, 2018 Meeting

Motion to approve the minutes of February 20, 2018 with amendments noted:

Motion: Susan Zimmerman

Second: Ellen Clinesmith

All in favor with Paul and Carol abstaining

IV. GM MONITORING REPORT (7:48-7:51)

A. Executive Limitations B1--Financial Conditions (2017 Annual)

Tabled

Susan Zimmerman reported that she spoke with Wegner CPA and that the management letter from the upcoming audit will include items from the internal review.

V. VISIONING DISCUSSION (7:51-7:55)

A. Board Leadership Succession in 2018

There was a discussion regarding Board leadership succession. It was noted that Danny is interested in running for Board President and Katie is interested in running for Board Secretary. Susan Zimmerman noted that she hopes to transition the Treasurer position to a new person for 2019. Sue Phillips will talk with Carol about future leadership interest. Danny, Elisa, and Katie will meet to discuss the Secretary position. Sue P. and Danny will meet to discuss the President position.

VI. DISCUSSION/ACTION ITEMS (7:55-8:14)

A. Board Monitoring Report D-Global--Board-Management Connection and D1--Unity of Control (7:55-8:02)

The Board evaluated its performance regarding policy D-Global and D1. The Board scored well in all areas of the report. There was some clarification around policy D1.2.

B. Board Monitoring Report C8--Governance

Tabled as the report was not included in the packet.

C. RSVPs for CCMA (Consumer Cooperative Management Association) Conference (8:02-8:03)

Katie and Sue P. are planning on going to CCMA. Tickets and accommodations need to be made. It was noted that three people are budgeted to attend, so there is another opening if someone else wished to go.

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D. Owner Comments (8:03-8:14)

Comments made regarding reaching out as a local store rather than a corporate store. Having more workshops on how shoppers could better use the co-op.

VII. EXECUTIVE SESSION (8:14-8:34)

The purpose of the Executive Session discuss personnel matters related to the GM evaluation.

Motion to enter executive session:

Motion: Susan Zimmerman

Second: Katie Blanchard

All in favor

Executive session entered at 8:14 p.m and exited at 8:34 p.m. **The Executive Committee minutes of February 20, 2018 were approved. The Board voted to approve the GM Evaluation Letter.** This will be presented to Lexa by the GM Evaluation Committee.

VIII. CLOSINGS (8:35-8:47)

A. FRESH dinner

The Board decided to move it's June meeting from June 19th to June 26th to accommodate the FRESH dinner on the 19th.

B. Seeds of Change Documentary

The Board will look for a place to view the Seeds of Change documentary. Lexa can look into the possibility of using the New London Public library.

C. Fall Retreat Dates

Saturday, September 22, 2018 was proposed as a date for the fall half-day Board retreat.

D. Review decisions, tasks, and assignments

1. Post proposed Bylaw revisions to store board and website by March 29th (Elisa, Danny)
2. Send Elisa email with language around reasons for Bylaw revisions (Sue P.)
3. Update Policy Manual to include new policy revisions (Elisa)
4. Speak with Rob or Lexa regarding Nominating Committee email issue (NomCom)
5. Deliver approved GM Evaluation Letter to Lexa (Sue P., Katie, Danny)
6. Post summary of meeting highlights and add to newsletter (Danny, Elisa, Lexa)
7. Schedule Ends discussion for May Board meeting (Sue. P)
8. Schedule meeting regarding Secretary position (Danny, Katie, Elisa)

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9. Schedule meeting regarding President position (Sue P., Danny)
10. Book flights/accommodations for CCMA (Sue P., Katie)
11. Cancel June 19th regular meeting and post special meeting for June 26th (Elisa, Danny)
12. Check on availability of library for showing "Seeds of Change" (Lexa)
13. Check schedules to confirm availability for September 22, 2018 fall retreat (Board)
14. Meeting Agenda (Sue and Elisa)
15. Board Monitoring Report C8-Governance (Elisa)
16. Board Monitoring Report D2, C3 (Elisa)
17. Draft Minutes of March 20, 2018 Meeting (Danny & Elisa)
18. Draft Executive Session minutes of March 20, 2018 (Danny)
19. GM Monitoring Report B6-Staff (Lexa)
20. Member Equity Refund Request (Lexa, if any)
21. Article for Visioning Discussion (Sue/Elisa)
22. Draft Agenda for May 15, 2018 meeting (Elisa)
23. GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

E. Adjournment

Motion to adjourn:

Motion: Katie Blanchard
Second: Ellen Clinesmith
All in favor

Meeting adjourned at 8:47 p.m.

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Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on March 28, 2018.

Minutes approved by vote of the Board on April 17, 2017 and put into final form by Danny Spurr/Elisa Giommi on April 24, 2017.