

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 19 2018
105 Huntington Street, New London
(Approved by the Board on July 17, 2018)

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, June 19, 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
Carol Connell
Katie Blanchard
Sara Florek
Amelia Lord

The following additional persons were present:

Lexa Juhre, General Manager
Bradley Sheridan, Staff, Owner
Caleb Bailey, Owner, candidate for appointment

C. Check-In (6:33-6:45)

1. Danny will be playing at the upcoming "Down by the Bay" event that kicks-off New London's summer meals program.
2. Sara is having trouble accessing the Google drive.
3. Sue Phillips presented a photo of a Fiddleheads sponsored boxer.
4. The Board answered an ice breaker question, "What is something about yourself that is unusual?"
5. Visit Bradley's webcomic Whydoirock.com

D. Agenda Review (6:45-6:46)

An item was added to Discussion/Action items to discuss changing the order of GM monitoring on the Board's calendar.

E. Owner Comments (6:46)

No comments

F. Appointment of Caleb Bailey (6:47)

Motion to appoint Caleb Bailey to the Board of Directors, filling the term of Paul Reid:

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Motion: Katie Blanchard
Second: Susan Zimmerman
All in favor

II. COMMITTEE/TASK FORCE (6:47-7:18)

A. Annual Meeting Committee

1. The actual expenditures for the Annual Meeting were included in the GM update, but not in the Annual Meeting Committee minutes.
2. Lexa and Elisa will revise the packet to include updated minutes with the expenditures listed.
3. A proposed Annual Meeting budget will be presented at the August meeting.
4. A discussion of protocols for thanking people will be added to next month's agenda.

B. Bylaw Revision Committee

1. A draft Bylaw Revision Committee charter was presented.
2. The committee may consist of both Board Directors and Owners.
3. Revisions were proposed reducing the number of members that may serve on the committee and eliminating the process bullet points related to the outreach process.
4. The committee will propose revisions as well as a process for including owner feedback.

Motion to approve Bylaw Revision Committee Charter with amendments noted:

Motion: Caleb Bailey
Second: Amelia Lord
All in favor

Lexa will draft an e-blast for recruiting owners to the committee. The e-blast draft will be sent to Sue Phillips for approval.

C. Nominations Committee

1. Katie, Sue Z., Sue P., Danny, and Carol volunteered to be a Board buddy. Nominations Committee will assign Board buddies to the new directors.
2. The Board Directors signed the Code of Conduct. Danny disclosed that his wife, Liz, is currently employed as a contractor with the co-op.
3. The Board orientation went well. Caleb was unable to attend.

III. MINUTES (7:25)

A. Minutes of May 15, 2018 Board of Directors Meeting

Motion to approve the minutes of the May 15, 2018 Board of Directors meeting:

Motion: Ellen Clinesmith
Second: Carol Connell
All in favor with Sara, Amelia, and Caleb abstaining

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IV. GM MONITORING REPORT (7:26-7:33)

Executive Limitations B5- Consumers

All parts of this policy were found to be in compliance.

There was a question as to whether a statement in the Global interpretation could be worded differently: "Customer service is the primary objective motivating everything we do at Fiddleheads." Lexa will reassess use of the phrase "primary objective" in future reports.

Lexa was congratulated on the Co-op's 99 score from the State health inspector.

It was noted that a more robust customer feedback system is being developed with the new marketing director.

Motion to approve the GM monitoring report of Executive Limitation B5 – Consumers:

Motion: Danny Spurr

Second: Katie Blanchard

All in favor

V. VISIONING DISCUSSION (7:33-8:00)

The Board had a discussion about inclusion, racism, and unconscious bias based around the article by Amanda Kemp entitled "5 Steps to Avoid the Starbucks Nightmare". Two "next steps" were identified: a race/diversity training for the Board and a determination of how this topic relates to the Board's strategic planning (Amanda's 1st step: "Articulate your why: How is racial diversity/inclusion/equity vital to your business?" was cited). **At the upcoming CDS call Sue P., Danny, and Ellen will discuss the possibility of making this the topic for the Board's upcoming retreat in September.**

VI. CONSENT AGENDA (8:00)

Motion to Approve the equity refund request of Andrew Jacobson (\$25):

Motion: Katie Blanchard

Second: Susan Zimmerman

All in favor

VII. DISCUSSION/ACTION ITEMS (8:01)

A. Board Monitoring Report D3- Delegation to GM

The Board evaluated its performance regarding policy D3- Delegation to GM

B. Board Monitoring Report C- Governance Commitment (Global) and D- Board-Management Connection (Global)

The Board evaluated its performance regarding policies C- Governance Commitment (Global), and D- Board-Management Connection (Global).

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C. Board Officer Elections (8:02)

Sue Phillips nominated Danny Spurr for the office of President.

Second: Sara Florek
Elected unanimously

Sue Phillips nominated Ellen Clinesmith for the office of Vice-President.

Second: Carol Connell
Elected unanimously

As Ellen will be starting her graduate program in the fall, the Board will check in with her in October to access her time commitments.

Sue Phillips nominated Susan Zimmerman for the office of Treasurer.

Second: Katie Blanchard
Elected unanimously

It was noted that Susan intends to step back from her role as Treasurer next year, the last year of her term, but would be available to assist the next Treasurer in their transition.

Sue Phillips nominated Katie Blanchard for the office of Secretary.

Second: Ellen Clinesmith
Elected unanimously

The Board officers for the upcoming year:

Danny Spurr, President
Ellen Clinesmith, Vice-President
Susan Zimmerman, Treasurer
Katie Blanchard, Secretary

Sue Phillips was thanked for her service as Board President. Lexa will send her a thank you card. Danny will bring wine to the next meeting to celebrate her service

D. Revision of Board Calendar (8:10-8:15)

Lexa proposed reorganizing the Board monitoring schedule to move the Ends monitoring from July to October. This would allow Lexa to engage the management team in developing the Ends reporting as well as situating the report at a better time generally. Lexa's calendar revision proposal kept financial monitoring the same, while rearranging the monitoring of B7 & B8 (September to July), B2 (October to December), and B-Global & B3 (December to September).

Motion to change Board monitoring calendar to the schedule presented by GM Lexa Juhre:

Motion: Ellen Clinesmith
Second: Susan Zimmerman
All in favor

Lexa and Elisa will update the calendar and large printed calendar.

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E. NFCA (Neighboring Food Co-op Alliance) support petition for co-operative legislation change in CT (8:15-8:17)

NFCA is helping lobby Connecticut to update the state's co-operative statutes. There may be a need in the future for volunteers to testify before the state should a bill be introduced to committee.

F. Food for Change Documentary (8:17-8:20)

Danny will talk to Carolyn about potential dates that might work in July (or August) and send out a Doodle to the Board.

VIII. CLOSINGS (8:20-8:31)

A. Update of Policy B3.6.b

Danny will check in with Elisa about updating the Policy Manual to reflect the change to B3.6.b.

B. Meeting talking points

1. Three new directors were welcomed to the Board! Amelia Lord and Sara Florek were elected in May. Caleb Bailey was appointed at this meeting to fill the term of Paul Reid, who recently resigned; this term will end in 2019.
2. The Board elected officers for the upcoming year:
President- Danny Spurr
Vice President- Ellen Clinesmith
Treasurer- Susan Zimmerman
Secretary- Katie Blanchard
3. A new Bylaw revision committee was chartered. This committee will be open to owners (anyone interested in serving on this committee can email: susanphillips@fiddleheadsfood.coop).
4. The Board discussed racial equity and inclusion as a potential focus for the September retreat.
5. Outreach, outreach, outreach
6. An exciting vision for next year's Annual Meeting.

C. CDS (Co-operative Development Services) Call

A CDS call has been scheduled for Thursday, June 28th at 5 p.m. to discuss the September 22nd retreat and inquire about Jade's availability on September 29th should Amelia not be able to attend on the 22nd. Sue P., Danny, and Ellen volunteered to be on the call.

D. Upcoming events

1. The FRESH dinner has not yet been rescheduled.
2. Wednesday, June 27th- OIC dinner- 106 Truman St., New London 6-8 p.m.
3. Tuesday, July 17th- Regular meeting of Board of Directors- photos will be taken starting at 6 p.m. with meeting beginning at 6:30 (or so if more photo time is needed).
4. Saturday, September 15th- NFCA Board to Board Peer Event, White River Junction, Vermont- 3

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to 4 Board members. There is money available for lodging.

5. Saturday, September 22nd- Board retreat- Amelia will check to see if this date is possible for her. Check with Jade about possibility of moving the date to September 29th.
6. Saturday, October 13th- Co-op Cafe, Keene, New Hampshire- CDS sponsored event that includes staff and directors and owners from co-ops around the region.
7. Saturday, January 5th- CBLD 101- All new Board directors (and directors generally) are encouraged to attend this introduction to Co-op Board work. (Date not confirmed but this is normally when it is scheduled; usually held in Keene, NH)

E. Review Decisions, Tasks, and Assignments (8:31-8:36)

1. Update Annual Meeting Committee Minutes to include actual expenditures (Lexa, Elisa)
2. Add "Thank You" protocol item to July agenda (Danny)
3. Update Bylaw Revision Committee Charter to reflect revisions (Danny, Sue P.)
4. Draft e-blast letter for recruiting owners to the Bylaw Revision Committee to be approved by Sue P., the acting chair (Lexa)
5. Update roster to reflect appointment of Caleb Bailey to the Board and new officers (Elisa)
6. File newly signed Codes of Conduct (Katie and Elisa)
7. Thank you card for Sue P. (Lexa)
8. Wine for July meeting (Danny)
9. Post revised Board Calendar on the Google drive and update large printed calendar (Elisa, Lexa)
10. Talk to Carolyn Wilson about potential dates for Board viewing of Food for Change and then Doodle Board (Danny)
11. Add Board Budget to next July agenda (Danny)
12. Remove "prior" from Policy B3.6.b and update Policy Manual (Elisa and Danny)
13. CDS call Thursday, June 28 at 5 p.m. to discuss September retreat (Danny, Ellen, Sue P.)
14. Board photo before July 17, 2018 BOD meeting- come at 6 p.m. for individual photo (Board, Bradley)
15. CCMA review document for the July BOD meeting (Sue P., Katie, Lexa)
16. Post Talking Points from meeting (Danny, Elisa)
17. July Meeting Agenda (Danny and Elisa)
18. Board Monitoring Report C1 (Elisa)
19. Draft Minutes of June 19, 2018 Meeting (Danny & Elisa)
20. GM Monitoring Report B7- Board Communication & B8- Board Support (Lexa)
21. Member Equity Refund Request (Lexa, if any)
22. Resource for Visioning -- (Danny)
23. Draft Agenda for August 21, 2018 meeting (Elisa, Danny)

E. Adjournment

Motion to adjourn:

Motion: Katie Blanchard

Second: Susan Zimmerman

All in favor

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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 July 2, 2018

Minutes approved by vote of the Board on July 17, 2018 and put into final form by Katie Blanchard/Elisa Giommi on July 24, 2018.