

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of July 17, 2018

105 Huntington Street, New London
(Approved by the Board on August 21, 2018)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Danny Spurr called to order a regular meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday, July 17th at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Danny Spurr, President
Ellen Clinesmith, Vice President
Susan Zimmerman, Treasurer
Katie Blanchard, Secretary
Susan Phillips
Carol Connell
Sara Florek
Amelia Lord
Caleb Bailey

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator

C. Check-In

1. Fiddleheads has been working towards developing a kitchen. Our current board administrator will manage this kitchen. If she cannot serve both roles, Lexa Juhre will hire a new Board Administrator.
2. Elisa Giommi requested that the board follow the workflow and submit documents for the packet and survey answers in a timely manner.
3. Thank you to Sue Phillips for her service as Board President.
4. Sara Florek recommended a lawyer who specializes in negotiating property contracts as a potential future resource.

D. Agenda Review

Update the cover for the board packet with the correct date.

E. Owner Comments

No Owner Comments

II. COMMITTEE/TASK FORCE (6:36-6:48)

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No committee or task force meetings, no updates.

Nominations for Committees were made:

A. Annual Meeting Committee

1. Candidates:
 - a. Susan Zimmerman
 - b. Caleb Bailey
 - c. Sara Florek

B. Bylaw Revision Committee

1. Candidates:
 - a. Carol Connell
 - b. Sue Phillips - serving as chair
 - c. Member Owner Volunteers Discussion
 - i. What is their understanding of our policy governance model?
 1. One has lots of board experience but will that experience be harmonious with our policy governance? Another is staff who is familiar with the board and Fiddleheads as a whole.
 2. Perhaps we could craft an orientation meeting or a QA session before officially signing up to the committee. This will convey the tone and vision for the work to be done.
 - ii. Sue Phillips and Carol Connell will connect with prospective candidates and present a suggested slate of candidates to the board for August's meeting to be appointed to the committee.
 - iii. Lexa will send out an email soliciting Bylaw Committee candidates.

C. Nominating Committee

1. Candidates:
 - a. Amelia Lord
 - b. Ellen Clinesmith
 - c. Katie Blanchard
2. Board Buddy Pairings:
 - a. Caleb Bailey/Susan Zimmerman
 - b. Amelia Lord/Carol Connell
 - c. Sara Florek/Danny Spurr

Motion to approve committee members:

Motion: Ellen Clinesmith

Second: Sue Phillips

All in Favor.

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III. MINUTES (6:68-6:49)

A. Minutes of June 19th, 2018 Board of Directors Meeting

Motion to approve the minutes of the June 19th, 2018 Board of Directors meeting:

Motion: Katie

Second: Carol

All in favor

IV. GM MONITORING REPORT (6:49-7:21)

A. Executive Limitations B7 - Communication to the Board (Adopted June 18, 2013) (6:49-7:04)

Global: The General Manager shall not cause or allow the Board to be uninformed or unsupported in its work.

1) The GM will not submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy

1. The secretary will maintain the table recording data and compliance of GM monitoring reports.

2) The GM will not fail to report any actual or anticipated noncompliance with any Board policy, with a plan for reaching compliance, in a timely manner.

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.

1. It was noted there was an insurance claim filed but no lawsuit filed. The data is accurate and sufficient.

4) The GM will not withhold his/her opinion if the GM believes the Board is not in compliance with its own policies on Governance Process (Policy C1) and Board-Management Delegation (Policy D3) particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.

1. Lexa's participation was commended as was her striving to maintain concise contributions.

5) The GM will not deal with the Board in a way that favors or privileges certain Board members over others except when responding to officers or committees duly charged by the Board.

6) The GM will not fail to supply, for the Board's consent agenda, all decisions delegated to the GM yet required by law, regulation, or contract to be Board approved.

1. There was a question as to whether these items would, in some cases, more appropriately be

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discussion items rather than consent agenda items. Typically consent agendas don't involve discussion unless an item should be removed. Since we discuss these items, is it confusing for Lexa what items should exist on the consent agenda? The president normally decides what items to include on the consent agenda rather than the GM. A future policy revision committee will be charged with reconsidering the consent agenda.

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

Motion to approve B7 Board Communication:

Motion: Sue Phillips

Seconded: Ellen Clinesmith

All in favor

B. Executive Limitations B8 - Board Logistical Support (Revised April 21, 2015)

(7:04-7:21)

Global: The General Manager shall not allow the Board to have inadequate logistical support.

1. *The GM will not provide for insufficient staff administration to support governance activities and Board communication.*
2. *The GM will not allow Board Members to be without an updated copy of the Policy Register and the Bylaws.*
3. *The GM will not provide inadequate information and notice to members concerning Board actions, meetings, activities and events.*
4. *The GM will not allow insufficient archiving of board documents.*
 - a. Paper archiving and Executive Session minutes filing. Danny Spurr currently holds executive meeting minutes and will print these out to file in a locked file cabinet at Fiddleheads along with GM personnel files. Do we want to specify in the report who holds keys to this file cabinet? This topic regarding storage for executive session minutes has been discussed many times over the years. Should we stick with Google suite to store information? Is this secure? Should we use a filing cabinet? Some boards don't keep Executive Session minutes. In the meantime the president and secretary will hold keys to the current filing cabinet used.
 - i. Sue Phillips initiated a task force selected to determine how to store GM personnel files and executive meeting minutes and go through what currently resides in that cabinet.
 1. Task force members:
 - a. Susan Zimmerman
 - b. Ellen Clinesmith
 - c. Carol Connell

Motion to establish a Task Force to determine how to store GM personnel files and Executive Session minutes

Motion: Sue Z.

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Seconded: Carol Connell
All in favor

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

Motion to approve B8--Board Support:

Motion: Sue Phillips
Second: Ellen Clinesmith
All in favor

V. VISIONING DISCUSSION (7:21-8:00)

A. Excerpt from “Everyone Welcome?”

This issue of diversity affects co-ops at all levels. This is a store-wide and community-wide focus.

B. September Retreat

1. Are we looking for a full or a half day? We are under budget and this is a huge topic. A full day was suggested.
2. Caleb mentioned bringing in a guest speaker like MInority Inclusion Project out of Hartford for two hours. This initiative looks at diversity training through a new lens and provides board specific advice.
3. What are the outcomes we are looking to achieve from this retreat? Are we looking to delve into our personal experiences with diversity, the board’s role with diversity, or the co-op as a whole? Could we develop a mission statement or strategic plan from the retreat addressing this concern? An argument was made that to effect change this has to be a board, staff, store focus. We need a holistic approach.
4. We want to be clear that our store is not just for people who look primarily white/middle class. How can we drive this point home? How do we build the bridge between where we are to our community we live with?
5. An issue was raised about a communication chain and the overlap between staff and board in regards to their dual role as co-op owners. A potential solution was to discuss the board at the retreat and set clear boundaries regarding each roles’ responsibilities. This should be done with “next steps” gleaned from the retreat in mind.
6. It was proposed to involve staff for a more fleshed out perspective on next action steps for Fiddleheads. It was countered that we may not be ready for this step yet. Let’s develop our own mission and plan as a board before bringing it to outside groups.
7. Potential outcomes:
 - a. Bias/diversity/inclusion training.
 - b. Articulating goal and mission for the board and co-op community looking forward.

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- c. Developing ideas and activities over the next year to involve our larger community including staff, board, owners, and beyond.
8. Activity for our next visioning meeting:
- a. Pick a narrative from “All are Welcome” and write a personal reflection (not scholarly, and should be no more than a page) to be included in our packet and discussed at the next meeting. Sue P and Danny will send more info about the assignment. The reflections will be due on August 14th. Further details to follow from Elisa.
9. All are in favor of these outcomes. Caleb will contact Jamal from the Minority Inclusion Project to join us at the retreat. Danny will discuss the retreat on his call with Jade Barker at the end of the month.

VI. CONSENT AGENDA (8:00-8:02)

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

Motion: Ellen Clinesmith
Second: Carol Connell
All in favor

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

Motion: Ellen Clinesmith
Second: Carol Connell
All in favor

Motion to Approve Updated Board Calendar:

Motion: Ellen Clinesmith
Second: Carol Connell
All in favor

VII. DISCUSSION/ACTION ITEMS (8:02-8:26)

A. Board Monitoring Report C1--Governing (8:08-8:23)

Board Process C1 – Governing Style
(Adopted June 18, 2013)

We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

- 1) Focus our vision outward and toward the future.
- 2) Observe the 10 Policy Governance principles.
 - a. Ends Policies
 - b. Ownership
 - c. Board Process Policies
 - d. Board Holism
 - e. Board-Management Relationship Policies

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- f. Governance Position
 - g. Limitations Policies
 - h. Policies (Decisions) Come in Sizes
 - i. Any Reasonable Interpretation
 - j. Monitoring
- 3) Maintain group discipline, authority and responsibility.
 - 4) Clearly distinguish Board and General Manager roles.
 - 5) Encourage diverse viewpoints.
 - 6) Obey all relevant laws and bylaws.

The Board evaluated its performance regarding policy C1.

It was clear that many directors didn't fully understand all the parts of the C1 policy. We should put the 10 Principles in the board binder, discuss them in the New Member Orientation, as well as include it when the C1 monitoring report is due. We may need to reschedule this report when our new board members are a bit more seasoned. Danny may propose a new time to revisit this report. It was also mentioned that it may be a good starter question for new members to better understand their role but the board has an opportunity to improve this understanding beforehand.

There was a question about understanding staff's dual roles as staff members and co-op owners. It was suggested the board might include this discussion topic in the August meeting agenda.

B. 2018 Board Budget Update for Quarter 2 (8:02-8:08)

We have a surplus! We can add funds to the retreat if necessary. The large sign boards for the board calendar were of nominal cost and not included in the budget. Board Administrator costs are considerably less this year due to new systems used and not utilizing the Board Administrator as heavily for Annual Meeting planning and catering. Sue Phillips proposed a question regarding a reimbursement form for board travel fees. Sue Zimmerman will draft one for the board to agree on at the next meeting and Elisa Giommi will place it in the Google drive for easy access.

C. Consumer Cooperative Management Association (CCMA Report)

Tabled until next month. Katie Blanchard will compile inputs and send out for next month's packet.

D. National Co+operative Grocer (NCG) Board Bulletin

Provides background on NCG Co-op Participation report to be presented in August.

E. FRESH Dinner

Will not be rescheduled. FRESH will not be conducting the dinner as originally formatted.

F. Food for Change Documentary

Tabled until the winter with CO-OPOLY and potentially held at Sara Florek's space.

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VIII. CLOSINGS

A. Meeting Highlights

1. Retreat talking points and activities
2. A need for policy governance discussion points with new directors
3. Underspending board budget.
4. Reflection essays due to Elisa by August 14th to be discussed at the next meeting.
5. Thanking Sue for her service to the board.
6. Board Buddies are announced.
7. Looking into security of data files.
8. Trying our best as board members to identify co-op as accessible to community.
9. Identifying goals for inclusion how we can best serve our community.
10. Board members all took committee assignments.

B. CDS (Co-operative Development Services) Call

Call with Jade Barker on the 31st with Danny and Ellen Clinesmith about board retreat.

C. Upcoming events

Board retreat on September 22nd.

D. Review Decisions, Tasks, and Assignments

1. Sue P and Carol Connell meet with prospective By-Law Committee Candidates and present to the board for committee appointment at August's meeting
2. Sue Zimmerman, Ellen Clinesmith, and Carol Connell appointed to task force to determine storage for executive meeting minutes and GM personnel files.
3. Sue P and Danny to send details regarding the "All are Welcome" reflection essays.
4. Caleb to contact Jamal from the Minority Inclusion Project to join us at the retreat.
5. Danny and Ellen Clinesmith to discuss retreat and guest speaker with Jade Barker at the end of the month.
6. Katie to compile CCMA reports for August's packet.
7. Danny to revisit the idea to reschedule evaluating C1 and to potentially add a discussion item regarding the dual role of staff who are owners and how this may affect communication with the board.
8. Sue Zimmerman to craft a reimbursement form for Board travel expenses to be agreed upon at the next board meeting.

E. Adjournment

Motion to adjourn

Motion: Sue Phillips

Second: Ellen Clinesmith

All in favor

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Meeting adjourned at 8:29 p.m.

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Draft minutes prepared for submission to the Board by Katie Blanchard/Elisa Giommi on July 24, 2018

Minutes approved by vote of the Board on August 21, 2018 and put into final form by Katie Blanchard/Elisa Giommi on August 26, 2018.