

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of October 16, 2018
289 State Street, New London

(Approved by the Board on November 20, 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 6:43 p.m. on Tuesday, October 16, 2018 at 289 State Street, New London, CT.

B. Attendance

The following Board members were present:

Danny Spurr, President
Susan Zimmerman, Treasurer
Katie Blanchard, Secretary (exited 8:21 p.m.)
Carol Connell
Sara Florek
Amelia Lord
Caleb Bailey
Sue Phillips

The following additional persons were present:

Lexa Juhre, General Manager
Andrew Harvey, Owner (exited 8:21 p.m.)
Elisa Giommi, Board Administrator (exited 8:21 p.m.)

The Following Board Members were absent:

Ellen Clinesmith, Vice President

C. Check-In

1. Danny apologizes for being super busy at work and how that may have impacted his communication regarding new meeting location.
2. Sue Zimmerman looks forward to our normal board routines stabilizing for better planning.
3. Amelia turns 40 in three weeks!
4. Caleb wishes to welcome everyone to our new meeting venue at his office! He says its opening season for the symphony and he's been busy as well.
5. Sara's refrigerator died and is experiencing tooth pain from a root canal.
6. Lexa mentioned many plates spinning at the co-op. They received the kitchen case, the grease trap and are looking forward to inspections from Veolia and Ledge Light Health District. The kitchen will hopefully have a soft opening at the end of the week. Lexa is planning a ribbon cutting at a future time.

D. Agenda Review

1. The conflict of interest was pulled off the consent agenda and move to executive session at the end of the meeting.

E. Owner Comments

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1. Andrew Harvey is happy to join us! He is also a member of our Bylaw Revision Committee and participated at the Willimantic Co-op meeting about updated Connecticut co-op statues.

II. COMMITTEE/TASK FORCE (6:52-7:26)

A. Secure Storage Task Force (6:52-6:53)

1. No finalized report to present but will prepare a report for next month's agenda.

B. Nominating Committee (6:53-7:07)

1. Members
 - a. Amelia Lord
 - b. Ellen Clinesmith- chair
 - c. Katie Blanchard
2. Report
 - a. There was clarification that City Market did set up an onion scoring system but the rest of the information following that paragraph came from other members of the panel. Katie will update the committee minutes to include in the packet.
 - b. The Nominating Committee is also considering "rebranding" as a board development committee.
 - c. It was noted that Caleb would need to be ratified for his seat in addition to running for his seat during the upcoming election.
 - d. There was discussion about expanding the candidate pool beyond current owners to broaden the number of people who could potentially run for for the Board and potentially increase diversity. However, although candidates may be identified in the community, they must become co-op members to run for the Board.
 - e. The committee will meet this month to create a formal proposal to update the "Board Endorsed" process for new candidates.
3. Updating Charter
 - a. There was consideration for changing the committee's title to something referencing "Board Development." How would that also affect the committee's duties as outlined in the charter?

Approval of Nominating Committee Charter tabled to November

C. Annual Meeting Committee (7:07-7:15)

1. Members
 - a. Caleb Bailey- chair
 - b. Susan Zimmerman
 - c. Sara Florek
2. The meeting location still needs to be finalized in order to plan for the other details. The annual meeting committee will meet this month to find out more about the location and

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move forward with their plans.

- a. Caleb is looking into a quote for an online voting system.
3. Updating Charter
 - a. There was talk about not holding decisions at the Annual Meeting based on owner attendance for quorum. This may need to be updated in the charter.

Motion to approve the Annual Meeting Committee Charter:

Motion: Sue Phillips

Second: Sue Zimmerman

All in Favor

Elisa will revise the revision date in the header and footer

D. Bylaw/Policy Revision Committee (7:15-7:46)

1. Members
 - a. Sue Phillips- chair
 - b. Carol Connell
 - c. Rachel Watrous
 - d. Andrew Harvey
2. Update
 - a. Met with Willimantic Co-op on 10/11. There is also a meeting on 11/15 about talking points to support new CT Co-op statute
3. Inactive accounts
 - a. Historically, Fiddleheads has said a member is a member if they've paid the \$25 share.
 - i. Lexa is getting more info on how to deal with inactive accounts from CDS. She stressed not denying anyone their rights as an owner but gaining more information on whether the account is active or has gone inactive. There is currently language about abandoned accounts reverting back to the Co-op.
 - ii. Lexa expressed interest in building a system of communication based on 24 months of inactivity. Ultimately, Lexa is looking into a system for future accounts as well as cleaning up the current base of accounts. This matter would affect both quorum and patronage dividends.
4. Charter Revisions
 - a. Not necessary. No need to approve as this charter was already approved in July.

III. APPROVE DRAFT MINUTES (7:46-7:34)

A. Minutes of September 18, 2018 Board of Directors Meeting

Motion to approve the minutes of the September 18, 2018 Board of Directors meeting as amended:

Motion: Sue Phillips

Second: Amelia Lord

All in favor

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IV. CONSENT AGENDA (7:34)

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

Motion: Sue Zimmerman

Second: Sue Phillips

All in favor

V. GM MONITORING REPORT (7:34-8:08)

A--Global Ends

Global: Fiddleheads Natural Foods Cooperative exists so that Southeastern Connecticut is a healthy, robust and inclusive community.

We discussed how large, encompassing, and at times nebulous our ends are.

Do we have sufficient means to measure the data presented to chart compliance for these ends? Do we have sufficient data points? This appears to be a worthwhile discussion topic to be examined another time.

1. *Food Justice--Fiddleheads exists so that Southeastern Connecticut is a model for achieving food justice for all.*
2. *Thriving Local Economy--Fiddleheads exists so that Southeastern Connecticut is a thriving locally based economy.*

We discussed what local means. There has been a slight drop in local sales this past year that could be attributed to vendors no longer being sold at the Co-op, such as Aiki Farms. We discussed whether we should measure this end by total sales or number of local vendors represented in the Co-op. Local is also a fluid term that is currently measured by Fiddleheads as being within a 100 mile radius of the Co-op. The definition, "Local" could change if necessary.

3. *Sense of Community--Fiddleheads exists so that shoppers and members have a strong sense of community.*
4. *Growing Co-op Model Use--Fiddleheads exists so that Southeastern Connecticut has a growing use of the co-op model.*
5. *Food & Health Knowledge--Fiddleheads exists so that Southeastern Connecticut is knowledgeable about food systems, and personal and environmental health.*
6. *Workplace--Fiddleheads exists so that Southeastern Connecticut has meaningful work opportunities in a supportive environment.*

We discussed staff compensation and how we are unable to pay competitively to the market at this time. However, Lexa mentioned that she is gradually raising wages to "lessen the gap" between Fiddleheads and the larger Market. She could provide a report on this for the board to re-examine the growth needed for compliance. It has been acknowledged by both the Board and Lexa that increased compensation is a primary focus at this time.

Approval of GM Monitoring Report A-Ends was tabled to next month. Board members were instructed to email any questions they may have about this monitoring report to Lexa to be discussed at the next meeting.

VI. DISCUSSION/ACTION ITEMS (8:08-8:27)

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A. Approval of 12' Refrigerated Case Capital Expenditure- \$12K from CFNE

(8:08-8:10)

Lexa retroactively sought approval for this capital expenditure.

Motion to approve expenditure:

Motion: Sue Phillips

Second: Carol Connell

All in favor

B. Board Monitoring Report C4--Meetings (8:10-8:14)

The Board evaluated its performance regarding policy C4-Meetings
All areas scored well as to understanding and adherence to policy.

Global: Board Meetings are for the task of getting the Board's job done.

1. *We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns.*
2. *Meetings will be open to the membership except when executive session is officially called. We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.*
3. *We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.*
4. *The meeting agenda will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.*

C. Board Calendar

1. Tabled until November 20th meeting.

D. NCG Participation Report

1. Tabled until November 20th meeting.

VII. VISIONING DISCUSSION

A. Post Retreat Next Steps. tabled until next meeting.

1. Potential Next Steps Identified at the Retreat.
 - a. Actively engaging with our community
 - b. Continue training and learning
 - c. Reaching out to key community leaders
 - d. Identifying key community leaders
 - e. Show appropriate videos

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- f. Hold workshops
- g. Support GM in continuing work
- h. Survey monkey: developing questions and compiling data
- i. Focus group
- j. Engaging schools
- k. School field trips
- l. Telling people what we are doing
- m. Identifying barriers
- n. Examine our policies
- o. Recruit a diverse board
- p. Sponsoring a community dialog

Tabled until November 20th meeting.

VIII. CLOSINGS (8:15-8:18)

A. Owner Comments

Staff salary found particularly interesting. Andrew works in the private school sector with an honorable mission and is also behind on compensation as compared to teachers in other schools. He thinks the mission keeps good people in roles but it's great to hear the Co-op thinking about retaining staff as well.

B. Meeting Talking Points

1. Robust discussion of ends and progress towards meeting them over the past year.
2. Discussion about committees and committee responsibilities
3. New location at 289 State Street.
4. Welcomed an owner to meeting.
5. Enjoy the term "secure storage task force."
6. Approved budget for new Prepared Foods case.
7. Discussed active member status.

C. CDS (Cooperative Development Services) Call

Danny and Ellen will schedule a call with Jade.

D. Upcoming events

None for this month.

E. Review Decisions, Tasks, and Assignments

1. Table letter of engagement until next meeting.
2. Nominating Committee: meet this month to form a proposal to update "board endorsed" candidates as well as updating the name.
3. Annual Meeting Committee: will meet this month to finalize location and being planning all of the other elements for the meeting.

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4. Katie to update Nominating Committee Minutes.
5. Email Lexa any questions you may have about the GM monitoring report.
6. Elisa to update Annual Meeting Committee Charter
7. Elisa to update committee rosters on website (see rosters in October minutes)

F. Executive Session (8:21-8:59)

The executive session was for the purpose of discussing Katie Blanchard's conflict of interest disclosure.

Motion to enter Executive Session:

Motion: Sue Phillips

Second: Sue Zimmerman

All in favor

Executive session was entered at 8:25 pm. and exited at 8:58 p.m. No decisions were made.

G. Adjournment

Motion to adjourn:

Motion: Susan Zimmerman

Second: Carol Connell

All in favor

Meeting adjourned at 8:59 p.m.

* * * * *

Draft minutes prepared for submission to the board by Katie Blanchard/Elisa Giommi on October 7, 2018

Minutes approved by vote of the Board on November 20, 2018 and put into final form by Elisa Giommi on January 11, 2019.