

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of November 20, 2018
289 State Street, New London
(Approved by the Board on December 18, 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 6:33 p.m. on Tuesday, November 20, 2018 at 289 State Street, New London, CT.

B. Attendance

The following Board members were present:

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

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator

C. Check-In

Susan Z back from hiking in Mexico. Great trip!
Lexa's son moved to California.
Caleb had eyes dilated in a.m. – feeling a little weird.
Amelia had a good 40th birthday. She just had a facial today (from Sara) and is feeling radiant.

D. Agenda Review (6:38-6:42)

Did not send out Executive Session minutes from October – will table until December.
Future agendas should have correct location – 289 State Street instead of 105 Huntington Street.
This also needs to be posted on website for interested members.

E. Owner Comments

No owner comments

II. ACCEPTANCE OF RESIGNATION OF KATIE BLANCHARD (6:42-6:56)

Motion to accept resignation of Katie Blanchard:

Motion: Susan Zimmerman
Second: Carol Connell
All in favor with Ellen Clinesmith abstaining

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A message will be put in the newsletter stating "Board accepted resignation of Katie Blanchard, due to her recently accepting a new position of employment. Katie will continue serving on the Nomination Committee."

III. COMMITTEE/TASK FORCE (6:56-7:08)

A. Annual Meeting Committee (6:56-6:59)

We will be able to pair in some way the Annual Meeting with the art show at Hygienic. This will be addressed in notes of next meeting.

B. Bylaw Revision Committee (6:59-7:07)

1. Danny had a conversation with Rachel about the importance of having focus groups/open forums.
2. There was a suggestion scheduling now even if we don't know what will be recommended. Concern is that we might not have a recommendation if we set date too soon – so we hold off. There is a possibility that there will not be recommendations this year for annual meeting.
3. There was a general discussion of whether a desire for member ratification or election of all board members reflected a lack of understanding of board role or lack of trust of board. This is not a concern that members of the bylaw committee feel is driving the discussion.

C. GM Evaluation Committee (7:12-7:14)

1. This will tentatively consist of Danny (President), the new secretary and one other board member
2. Board will charter this committee at December meeting

IV. APPROVE DRAFT MINUTES OF OCTOBER 16, 2018 MEETING (7:08-7:12)

Requested edits were submitted to Elisa.

Motion to approve the minutes of the October 16, 2018 Board of Directors meeting:

Motion: Susan Zimmerman

Second: Danny Spurr

All in favor with Ellen Clinesmith abstaining.

V. DISCUSSION/ACTION ITEMS (7:14-7:27)

A. Signing of Co-operative Loan Fund of New England (CFNE) Loan Document

This will be signed by Lexa after it has been reviewed by an attorney, as document indicates that we have had it reviewed by attorney. Board has previously authorized Lexa to sign and President and Treasurer are available for review, consult, or signatures as necessary.

B. Board Monitoring Report C-5 – Code of Conduct (7:14-7:17)

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1. The Board evaluated its performance regarding policy C3-Agenda Planning
2. In response to Caleb comment about subpolicy C5-2 being awkward – there is a missing word, should read:
This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs.

Elisa noted that this was a typo in the survey and she will correct it.

C. Board Calendar (7:17-7:19)

1. Added in date of birthday party – weekend of Feb 7-9. Still some unknown dates, but can approve as is.

Motion to approve 2019 Board Calendar:

Motion: Susan Zimmerman

Second: Ellen Clinesmith

All in favor.

D. Financial Review Proposal from Wegner CPAs (7:19-7:24)

1. Board expressed concern at the cost, particularly given delay in getting report for 2017. Lexa suggested that she will request an understanding of the reason for cost and pin them down on getting a due date that will be incorporated into our approval of the retention letter.
2. Lexa will obtain this information and Board will table approval until this happens in December.

E. St. Mary's Seminar Participation Report (7:24-7:27)

1. Danny spoke to Patrice from GreenStar Coop in Ithaca, New York. She had connected Danny with their membership coordinator who is sharing resources regarding inclusivity/diversity work.

VI. GM MONITORING REPORT (7:27-7:46)

A. A -- Ends (continued from October Board Meeting) (7:27-7:46)

1. Danny shared resource from John Carver (policy governance) with relevance for Ends Monitoring and some other resources/thoughts from St. Mary's around how to make ends "measurable" using a results/recipients/worth or report card framework. Board is interested in looking to move in this direction, but there was agreement that we should make this clear in advance of Lexa preparing a monitoring report on ends.
2. Suggestion to have board revisit ends with an eye toward coming up with what would be measurable progress toward ends or an "ends report card."
3. Lexa is going to survey board members as to "who is the intended recipient of

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this End?" for each end. Goal would be for her to develop a tool by end of December to possibly bring results to January 2019 board meeting.

Motion to accept A -- Ends Monitoring Report:

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor

B. B1—Financial Condition Q3 (7:46-7:59)

GM reports compliance will also parts of this policy except B1.2 – Net Income. Due largely to expenses relating to launching prepared food, net income was -1.6% as opposed to benchmark of 0.5%. Board is satisfied with plan of correction included in report, including more robust communication to the Board of the potential financial and budget impacts of future projects.

Motion to accept the GM Monitoring Report B1—Financial Condition:

Motion: Susan Zimmerman

Second: Carol Connell

All in favor

VII. VISIONING DISCUSSION – POST RETREAT NEXT STEPS (7:59-8:32)

A. Board members share what “stuck with them” from retreat

1. Redlining
2. Contrast between our lifestyle and a subsistence lifestyle
3. Can be insulting to act as if someone is of the same race as you if they are not, but also to rely on “tokenism” to show that “I am not racist.”
4. How common it is to have discomfort talking about race.
5. It matters that board is attempting to have this discussion and do this work – it is still of value to us, to the coop, and to the larger community.
6. Publicly stating we are doing this work is, in and of itself, an important thing to share.
7. Power of “Deconstructing White Privilege” video.

B. Potential Next Steps Identified at the Retreat

1. Actively engaging with our community
2. Continue training and learning
3. Reaching out to key community leaders
4. Identifying key community leaders
5. Show appropriate videos
6. Hold workshops
7. Support GM in continuing work
8. Survey monkey: developing questions and compiling data
9. Focus group
10. Engaging schools
11. School field trips
12. Telling people what we are doing

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13. Identifying barriers
14. Examine our policies
15. Recruit a diverse board
16. Sponsoring a community dialog

C. Where do we go from here (today)?

1. Put something in the next newsletter about the board's starting this work and being committed to continuing it. – Will work on drafting this at the next meeting – Danny will come with a statement that we can work off of.
2. Invite interested members to watch "Deconstructing White Privilege" video and discuss. – Maybe in conjunction with birthday party using space at public library. – Annual meeting committee to consider this.
3. Create opportunities for listening to different groups in the community to talk to board members (who listen – without necessarily responding) about their perceptions of the coop.

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VIII. CLOSINGS (8:32-8:35)

A. Meeting Talking Points

- 1) Board accepted resignation of Katie Blanchard, due to her recently accepting a new position of employment. Katie will continue serving on the Nomination Committee.
- 2) Board is continuing discussions of diversity and inclusivity.
- 3) Board reviewed latest quarterly financial report.
- 4) Board review and accepted GM monitoring report on "ends."
- 5) Excited about new kitchen and launch of prepared foods.
- 6) Board President and GM and Produce Manager went to a St. Mary's Executive Management Seminar and brought back many valuable and exciting ideas.

B. CDS (Co-operative Development Services) Call

Danny and Ellen have a call scheduled for December

C. Upcoming events

1. "Food for Change" showing to be scheduled for mid-January.
2. Birthday Party – weekend of February 9th

A. Review Decisions, Tasks, and Assignments

Decisions:

- The Board accepted the resignation of Katie Blanchard, due to her recently accepting a new position of employment. Katie will continue serving on the Nomination Committee.
- The October 16, 2018 meeting minutes of the Board were approved.
- The Board approved the 2019 Board Calendar.
- The Board accepted the GM Monitoring Report B1.

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Tasks and Assignments:

- Post correct location of Board meetings on website: 289 State Street, New London
- The Board will charter the GM Evaluation Committee in December.
- Lexa will sign the CFNE loan document after it is reviewed by an attorney.
- Lexa will request a detailed understanding of the proposal from Wegner and confirm the delivery date.
- Board will work on making ends SMART - Specific, Measurable, Attainable, Relevant and Timely - after Lexa completes survey of Board to determine stakeholders for each of our ends.
- Danny will draft a statement regarding the Board's work on diversity and inclusiveness to share with owner/members.
- Annual meeting committee will consider venues for providing viewings of "the dock video" for interested owner/members.
- The Board will identify/create opportunities for engaging the community to share their perceptions of the coop.
- Danny will coordinate with Sara to schedule a date for the Food for Change viewing.

E. Adjournment (8:35 pm)

Motion to adjourn:

Motion: Susan Zimmerman

Motion: Ellen Clinesmith

All in favor

Meeting adjourned at 8:35 pm

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Draft minutes prepared for submission to the board by Sue Phillips/Elisa Giommi on December 1, 2018

Minutes approved by vote of the Board on December 18, 2018 and put into final form by Elisa Giommi on January 11, 2019.