

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of December 18, 2018

289 State Street, New London

(Approved by the Board on January 15, 2019)

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 6:31 p.m. on Tuesday, December 18, 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. Agenda Review

Danny Spurr requested that the equity refund request be removed from the Consent agenda and added to the discussion.

D. Owner Comments

Sue Zimmerman brought comment from an owner she met in the store that the owner misses having the piano in the café.

II. APPOINTMENT OF CAROL CONNELL AS BOARD SECRETARY (6:38-6:40)

Carol has volunteered to fill the Secretary position vacancy created when Katie Blanchard resigned, until the Board elections in the Spring when both the Secretary and the Treasurer positions will be open.

Motion to accept the appointment of Carol Connell:

Motion: Sue Zimmerman
Second: Amelia Lord
All in favor

III. COMMITTEE/TASK FORCE (6:40-6:48)

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A. Bylaw Revision Committee (6:40-6:41)

Sue Phillips noted that the Committee met on December 4, 2018 and she expects to have recommendations for the Board's consideration early in 2019.

B. Secure Storage Task Force (6:41-6:42)

Members of this committee: Ellen Clinesmith, Amelia Lord, Katie Blanchard

C. Nominating Committee (6:42-6:44)

1. Ellen Clinesmith, Amelia Lord, and Katie Blanchard will be meeting to plan for activities prior to the Spring elections.
2. Sue Zimmerman passed out two handouts for review by the Board and discussion within the Nominating Committee:
 - i. The Board Building Cycle
 - ii. Sample Governance Committee Job Description

D. Annual Meeting Committee (6:44-6:45)

1. Caleb Bailey informed the Board that the Committee is discussing options and researching venues and dates
2. No decisions have been made at this time.

E. GM Evaluation Committee (6:45-6:48)

1. Danny Spurr announced the formation of the GM Evaluation Committee for this year.
2. The GM Evaluation Committee will consist of 3 Board members: the President, the Secretary, and another Board Member.
3. Danny Spurr, Carol Connell, and Amelia Lord were appointed to the Committee which will review the Governance table at its first meeting in January 2019.

IV. APPROVE DRAFT MINUTES OF NOVEMBER 20, 2018 MEETING (6:48-6:51)

The draft minutes from the November 20, 2018 meeting will be corrected to reference the "dock" video throughout the minutes with the correct reference: "Deconstructing White Privilege" by Dr. Robin Di Angelo, Vital Conversation Project (United Methodist Church).

Motion to approve the minutes of the November 20, 2018 Board of Directors meeting with edits

Motion: Sara Florek

Second: Caleb Bailey

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All in favor

V. APPROVE DRAFT EXECUTIVE SESSION MINUTES OF OCTOBER 16, 2018

Review of the Executive Session meeting minutes were tabled until next month.

VI. CONSENT AGENDA (6:52-6:58)

Motion to remove the refund request from the Consent Agenda and add to Discussion

Motion: Sara Florek

Second: Ellen Clinesmith

All in favor

VII. GM MONITORING REPORT (6:58-7:20)

Lexa Juhre reported compliance with all parts of the Executive Limitations B2 – Business Planning and Financial Budgeting.

In this report, Lexa provided a 3-year plan with projections for the coming year. The Board requested a mid-year update on the B2 plan in August 2019 when Lexa reports on B1 – Financial Condition.

Motion to accept the monitoring report for B2 – Business Planning and Financial Budgeting

Motion: Sue Zimmerman

Second: Ellen Clinesmith

All in favor

VIII. DISCUSSION/ACTION ITEMS (7:24-8:27)

A. Owner Equity Refund Requests (7:24-7:33)

Motion to approve the equity refund request of Crutchley (\$160)

Motion: Sue Phillips

Second: Caleb Bailey

All in favor

Motion to approve, in retrospect, the equity refund request of Korpela (\$175) made 2 days after purchase of equity as refunded by Lexa Juhre.

Motion: Sue Zimmerman

Second: Sue Phillips

All in favor

B. Board Monitoring Report C-6 – Officers (7:24-7:36)

1. The Board was unable to complete its evaluation of performance regarding

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policy C6- Officers.

2. The survey needs to be updated with all sections of the policy and the dates updated to reflect the current order for review. Ellen Clinesmith will assist Elisa Giommi to revise and update the entire suite of surveys.
3. In January the revised C-6 performance survey and the required January survey (C-8) will be disseminated for input by the Board.

C. Financial Review Engagement Letter (7:33-7:35)

1. Lexa Juhre spoke with her contact at Wegner CPAs to discuss their engagement and timelines for completion.
2. Lexa noted that if we submit everything they required for their review by the end of January 2019, they will be able to complete their review by the end of March 2019.

Motion was made to go forward with the engagement of Wegner CPAs

Motion: Sue Zimmerman

Second: Caleb Bailey

All in favor

D. Update on CT Co-operative Statute amendment process (7:35-8:04)

1. Lexa Juhre spoke with Attorney Dave Swanson of Dorsey & Whitney LLP in Minneapolis (verbal exchange), who was able to answer her questions regarding how our co-op is incorporated and how it relates to our business and the current efforts in Connecticut to update the CT statutes.
2. The conversation will be summarized in writing and will be presented to the Board when it is received. Lexa's take on the verbal responses is that this is all good news.
3. Sue Zimmerman discussed the current steps that are being taken to update CT coop statutes.
4. Sue also handed out 2 documents: "How a Bill becomes a Law in Connecticut" and "Your Voice Matters at the Connecticut General Assembly".
5. Sue also identified a firm, Gallo and Robinson, who are lobbyists that can help push legislation through the various steps to becoming a law.
6. At this time, we will not make any commitments, but will continue to monitor the activity.

E. Post-Retreat Next Steps (8:04-8:27)

The Board continues its engagement in promoting diversity and inclusivity.

1. Danny Spurr provided a draft survey for our owner/members to stimulate discussion and to help identify any barriers to inclusivity that one might feel when shopping in Fiddleheads. Danny will reformat the survey for inclusion

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in the January newsletter so we can provide feedback in February.

2. Carol Connell will provide a “thank you” response to those who participate. For any difficult responses, including those that may require further action, the Board will be notified and a personal response will be provided to the person that details what actions, if any, will be taken to address the situation.
3. Sue Zimmerman provided a handout to the Board, “Taking Action on Board Diversity – Five Questions to Get You Started”.

IX. CLOSINGS

A. Meeting Talking Points

1. Lexa Juhre has provided the first 3-year business plan for Fiddleheads.
2. The Board continues to identify opportunities to solicit feedback from our community on diversity.
3. The Board formed a GM evaluation committee; its work will start in January.
4. Financial review of Fiddleheads was encouraging.

B. Upcoming Events

1. The next CBL 101 will be held in Keene NH on January 12, 2019.
 - Another CBL 101 will be held in Philadelphia, PA on April 13, 2019.
2. Our Birthday Party is planned for the weekend of February 7-9, 2019.

C. Review Decisions, Tasks, and Assignments

Decisions:

1. Carol Connell was appointed to fill the Secretary position until Board elections in the Spring.
2. The GM Evaluation Committee was formed.
3. The October 20, 2018 meeting minutes of the Board were approved.
4. The Board accepted the GM Monitoring Report: B2 – Business Planning and Financial Budgeting.
5. The Board approved 2 owner equity refund requests.
6. The Board approved the engagement of Wegner CPAs.

Tasks and Assignments:

1. Draft minutes from the November 20, 2018 meeting will be updated with the correct name of the video.
2. Lexa Juhre will provide a mid-year update on the B2 plan in August 2019.

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3. The Board Monitoring survey C6- Officers will be revised and sent to the Board with January's Board Monitoring survey.
4. Ellen Clinesmith will assist Elisa Giommi to revise and update the entire suite of Board Monitoring surveys.
5. Lexa Juhre will provide a written copy from Attorney Dave Swanson of Dorsey & Whitney LLP (Minneapolis) of his verbal discussion when she receives it.
6. Danny Spurr will reformat the survey and give it to Lexa Juhre for inclusion in the January newsletter.
7. Carol Connell will provide a "thank you" response to those who participate in the survey.

D. Adjournment

Motion to adjourn

Motion: Sue Zimmerman

Motion: Caleb Bailey

All in favor

The meeting was adjourned at 8:37 pm

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Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on December 20, 2018.

Minutes approved by vote of the Board on January 15, 2019 and put into final form by Elisa Giommi on January 20, 2019.