

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of January 15, 2019**  
**289 State Street, New London**

(Approved by the Board on February 19, 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, January 15, 2019 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, Secretary  
Amelia Lord (6:35-7:11)  
Caleb Bailey

**The following Board members were not present:**

Sara Florek  
Sue Phillips

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Check-In**

1. Bill Gessner worked for more than 20 years with CDS Consulting Co-op and was inducted into the Cooperative Hall of Fame. He died on January 14, 2019 at the Courage Kenny Center in Golden Valley Minnesota, following a stroke at the end of November 2018. On behalf of the Fiddleheads community we extend our deepest sympathies to his friends and family.
2. The Fiddleheads Ownership brochure has been translated into Spanish.

**D. Agenda Review**

A discussion item on Board leadership and committees was added to the agenda and the Visioning topic was removed. Executive Session was moved to the beginning of the agenda.

**E. Owner Comments**

No owner comments

**II. COMMITTEE/TASK FORCE (7:14-8:17)**

**A. Secure Storage Task Force (7:14-7:16)**

1. The committee's report will be presented in next month's meeting packet.

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2. Lexa Juhre and/or Ellen Clinesmith will obtain the file key from Katie Blanchard.

**B. Nominating Committee (7:16-7:19)**

Ellen Clinesmith reported that the committee has identified one potentially good candidate and the committee will have a report next month.

**C. Annual Meeting Committee (7:19-7:45)**

1. This committee has not met due to conflicting schedules of committee members.
2. A discussion of the purpose and venue for the Annual Meeting ensued with Susan Zimmerman volunteering will take over chairing this committee; she will schedule further meetings.
3. It was noted that the Hygienic has approved our art show for April 27.

**Motion to convene the Annual Meeting at the Hygienic. Knowing that April 27 is available, the Committee is to explore the possibility of moving the meeting to a weekend day in May (preferable timing due to anticipated weather conditions). The Board authorizes Lexa to set a date for the Annual Meeting during this time frame.**

Motion: Susan Zimmerman

Second: Caleb Bailey

All in favor

**D. Bylaw Revision Committee (7:45-7:54)**

1. Lexa Juhre reviewed Attorney Dave Swanson's (Dorsey & Whitney LLP in Minneapolis) verbal communications, but noted that we have not received his recommendations in writing.
2. The Committee is expected to have recommendations for the Board at the February meeting.

**E. Discussion of Board Leadership and Committees (7:54-8:17)**

1. A number of issues were brought to the table for the Board's input and consideration. These included:
  - a. Seeking ideas on how to best use the Board's time
  - b. Challenges in finding mutually agreeable times for committee meetings
  - c. The Board is down one Director and has not yet considered appointing someone
  - d. Ensuring Board members take advantage of training opportunities
2. Discussion ensued regarding how to attract and engage potential new Board members. This led to a recommendation to have current Board members talk with interested members during the February 9 Birthday Party. A suggestion was also made to review the Nominations Calendar and provide more guidance, as appropriate.
3. Other suggestions to address the challenges in meeting and securing member participation included how we could include the appropriate use of technology in reaching out to the Board and Committees. It was suggested that the current email

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guidance be disseminated to the Board for review.

4. Interested Board members will be encouraged to attend CBLD (Co-operative Board Leadership Development) 101 in Philadelphia, PA on April 13.

**IV. APPROVE DRAFT MINUTES OF DECEMBER 18, 2018 MEETING (8:17-8:25)**

**Motion to approve the minutes of the December 18, 2018 Board of Directors meeting as edited:**

Motion: Ellen Clinesmith

Second: Caleb Bailey

All in favor

**Motion to amend the Monthly Workflow for the Board Administrator to forward completed packet to Board Members 4 days before the meeting:**

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor

Danny and Elisa will amend the Board workflow document to reflect this change.

**V. APPROVE DRAFT MINUTES OF OCTOBER 16, 2018 EXECUTIVE SESSION (8:25-8:27)**

**Motion to approve the Executive Session minutes from the October 16, 2018 Board of Directors meeting:**

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor with Ellen Clinesmith abstaining

**VI. GM MONITORING REPORT**

The GM Monitoring Report, B4 – Membership and B9 – GM Succession, were deferred to the February 2019 meeting of the Board of Directors.

**VII. DISCUSSION/ACTION ITEMS (8:27-8:56)**

**A. Board Monitoring Report C8 – Governance**

1. The Board deferred this evaluation to the February 2019 meeting of the Board of Directors.

**B. Post Retreat Next Steps (8:27-8:56)**

1. Inclusion Statement was put in the Fern. The Board agreed in retrospect that the statement was acceptable, however, the process was not ideal and in the future, all statements from the Board should be discussed and approved by the Board.
2. Comment Card – Welcome & Inclusion will be available at the Birthday Party for soliciting owner comments. Another card soliciting interest in participating in the Board will be developed by Lexa Juhre and will be available at the Birthday Party also.

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3. Ends A3 survey – Lexa Juhre presented a draft survey focusing on the issue of community and events. This survey should be available to hand out at the birthday party.
4. February birthday party – will be held on February 9, 2019 from 10:00 a.m. to 4:00 p.m. Board members are asked to participate between 11:00 a.m. and 3:00 p.m.

**VIII. EXECUTIVE SESSION (6:41-7:11)**

The purpose of the Executive Session was to discuss personnel matters related to the GM evaluation.

**Motion to enter Executive Session for the purpose of discussing personnel matters related to the GM evaluation with Lexa Juhre and Elisa Giommi leaving the room.**

Motion: Susan Zimmerman

Second: Danny Spurr

All in favor

**Executive session entered at 6:41 p.m and exited at 7:11 p.m. No votes were taken. The GM Evaluation Committee will draft an evaluation letter based on the Board evaluation discussion and present it for approval at next month's meeting.**

**VIII. CLOSINGS**

**A. Meeting Talking Points**

1. The Board endorsed an inclusion survey to be made available at the Birthday Party on February 9.
2. Exploring ways to recruit potential Board of Director members.
3. We encourage owners to attend Board Meetings.
4. We are working on the process of evaluating our General Manager (Lexa Juhre).
5. We discussed the role of committees and Board processes.

**B. Review Decisions, Tasks, and Assignments**

**Decisions:**

1. The Annual Meeting Committee will explore options for holding the Annual Meeting in conjunction with the Art Show on a weekend day in May (preferable timing due to anticipated weather conditions); the decision to confirm the date is delegated to the GM.
2. The minutes of the December 18, 2018 Board of Directors meeting were approved as edited.
3. The Executive Session minutes from the December 18, 2018 Board of Directors meeting were approved.

**Tasks and Assignments:**

1. Lexa Juhre and/or Ellen Clinesmith will obtain the file key from Katie Blanchard.
2. Current Board members will talk with interested members during the February 9 Birthday Party.
3. The Nominations Calendar will be reviewed to provide more guidance, as appropriate.

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4. Lexa Juhre will follow-up with Attorney Dave Swanson's (Dorsey & Whitney LLP in Minneapolis) to obtain his recommendations in writing.
5. Disseminate the current email guidance to the Board for review.
6. Danny Spurr agreed to amend the Board workflow document.
7. Interested Board members are encouraged to attend CBL in Philadelphia, PA on April 13.
8. Lexa Juhre is preparing comment cards and Board interest cards for the February 9 Birthday Party.
9. Lexa Juhre is preparing the Board Ends survey to be sent out in time for the February Board meeting.

**Upcoming events:**

1. Board members are asked to participate in the Birthday Party on February 9 between 11:00 a.m. and 3:00 p.m.
2. Interested Board members should plan on attending CBL in Philadelphia on April 13, 2019.

**D. Adjournment**

**Motion to adjourn:**

Motion: Danny Spurr

Second: Ellen Clinesmith

All in favor

**Meeting adjourned at**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on January 22, 2019

Minutes approved by vote of the Board on February 19, 2019 and put into final form by Elisa Giommi on March 3, 2019.