

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of February 19, 2019**

289 State Street, New London

(Approved by the Board on March 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, February 19, 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  
Sue Phillips  
Caleb Bailey  
Sara Florek

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

Amelia Lord

**The following additional persons were present:**

Lexa Juhre, General Manager

**C. Check-in**

No check-in items were reported.

**D. Agenda Review**

No changes were made to the agenda.

**E. Owner Comments**

No owner comments.

**II. COMMITTEE/TASK FORCE (6:38-7:12)**

**A. Secure Storage Task Force (6:38-6:44)**

1. The Secure Storage Task Force presented their report and recommended the following steps:
  - a. Store board documents for at least 7 years in a locked filing cabinet in the GM's office.
  - b. Order a flash drive to store board documents. The flash drive will be password protected and stored in the fireproof safe located in the GM's office.
  - c. Scan all hard copies of legal documents and GM files currently stored in the board filing cabinet. Save digital copies on to the password protected flash drive. Include a hard copy index.

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- d. Documents to be scanned and stored include GM files, board executive session minutes, and legal documents.
- e. Maintain a hard copy file for the current GM. Store the hard copy in the board filing cabinet. The file should include the GM application, recommendations, references and evaluations.

**Motion to accept the committee's recommendations as proposed.**

Motion: Danny Spurr

Second: Ellen Clinesmith

All in favor

2. The file cabinet key was obtained from Katie Blanchard and given to current secretary Carol Connell.

**B. Annual Meeting Committee (6:44-6:49)**

1. The Annual Meeting Committee provided a report of their activities.
2. The committee met on February 13 and discussed several options for holding the annual meeting at the Hygenic in May.
3. Tentative agenda for the meeting includes: Food/Art Show and Meet the Artist, Music opening, GM information about financials and what's new, Q&A, new Board members announced
4. The next meeting of the committee is planned for February 27 and will be held in collaboration with the Nominating Committee
5. Two additional meetings are planned for March 13 and March 27.

**C. Nominating Committee (6:49-7:05)**

1. The Nominating Committee provided a report of their activities.
2. The committee's Charter will be updated with revised dates, as discussed.
3. The committee is coordinating the election timeline with the Annual Meeting Committee timeline.
4. A list of potential candidates has been identified and the committee will encourage those interested in running for the Board to attend the March Board Meeting.
5. Considering Ellen Clinesmith's decision to step down from the Board, the Board will identify someone to take Ellen's place on the Board and Susan Zimmerman will take Ellen's place on the Nominating Committee.

**Motion to appoint Susan Zimmerman to the Nominating Committee.**

Motion: Danny Spurr

Second: Caleb Bailey

All in favor

**D. Bylaws Revision Committee (7:05-7:12)**

1. The Bylaws Revision Committee provided a report of their activities.
2. The committee proposed some options for handling vacancies on the Board but have not finalized their proposal regarding how to set term limits.

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3. The committee recommended further deliberation and postponement of a complete recommendation until next year.

**IV. APPROVE DRAFT MINUTES OF JANUARY 15, 2018 MEETING (7:12-7:16)**

**Motion to approve the minutes of the January 15, 2018 Board of Directors meeting as edited**

Motion: Ellen Clinesmith

Second: Susan Zimmerman

All in favor with Sara Florek abstaining

**V. APPROVE CONSENT AGENDA (7:16-7:18)**

**Motion to approve the Monthly Workflow Revision of January 15, 2019**

Motion: Sue Phillips

Second: Danny Spurr

All in favor

**VI. GM MONITORING REPORTS (7:18-7:46)**

**A. GM Monitoring Report, B4 – Membership (7:18-7:21)**

1. Compliance was reported with all parts of this policy

**Motion to accept the B4-Membership GM Monitoring Report**

Motion: Sue Phillips

Second: Susan Zimmerman

All in favor

**B. GM Monitoring Report, B9-GM Succession (7:21-7:22)**

1. Compliance was reported with this policy

**Motion to accept the B9-GM Succession GM Monitoring Report**

Motion: Sue Phillips

Second: Ellen Clinesmith

All in favor

**C. GM Monitoring Report, B1-Financial Condition Q4 2018 (7:22-7:46)**

1. Compliance was reported with all parts this policy, except section 2: Net Income
  - a. Discussion around reasons for non-compliance including: staff training for prepared foods which consumed payroll without producing food, capital and supply expenditures, margin issues, and budget projections that were under budget for 2018
2. Plans for correction include sales growth in prepared foods, monthly physical counts in produce and deli to better track margin issues as well as weekly sales and labor reports.
3. Annual financial report will be provided in March and updates on net income, margin issues, and staffing and deli issues will be provided to the Board in March and April

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**Motion to approve the B1-Financial Condition Q4 2018 GM Monitoring Report with acknowledgement of non-compliance in section 2**

Motion: Susan Zimmerman

Second: Sue Phillips

All in favor

**VII. DISCUSSION/ACTION ITEMS (7:46-8:19)**

**A. Board Monitoring Reports**

1. The Board reviewed the individual assessments of understanding and suggestions/comments related to C8 – Governance, C5 – Officers, and C – Global Governance
2. The Board Monitoring Report for C1 – Governing was tabled for the March 2019 meeting

**VIII. EXECUTIVE SESSION (8:19-8:51)**

**The purpose of the Executive Session was to discuss personnel matters related to the GM evaluation and approve the minutes of the January 15, 2019 Executive Session.**

**Motion to enter Executive Session with Lexa Juhre leaving the room.**

Motion: Sue Phillips

Second: Danny Spurr

All in favor

1. Executive session entered at 8:19 p.m and exited at 8:51 p.m. The GM Evaluation Committee will meet with Lexa Juhre to discuss the approved annual GM Evaluation letter and compensation package from the Board.

**VIII. CLOSINGS (8:51-9:05)**

**A. Acceptance of Ellen Clinesmith's resignation from the Board**

**Motion to accept Ellen Clinesmith's resignation from the Board**

Motion: Susan Zimmerman

Second: Caleb Bailey

All in favor

**B. Meeting Talking Points**

1. Sales are strong, but net income is not due to capital expenditures for the Deli and kitchen.
2. The Board agreed to defer a decision on amending the bylaws to 2020
3. Digital file storage solutions were accepted as a valuable adjunct to current methods
4. The Annual Meeting Committee will select a date for the annual meeting that has to potential to maximize participation.
5. The Board approved the GM annual evaluation letter and compensation package.
6. Approved the Membership Rights and Responsibilities monitoring report.
7. The Board accepted Ellen Clinesmith's resignation from the Board.

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

**Decisions:**

1. The Secure Storage Task Force recommendations were approved by the Board
2. The minutes of the January 15, 2019 Board of Directors meeting were approved as edited.
3. The Executive Session minutes from the January 15, 2019 Board of Directors meeting were approved.
4. Susan Zimmerman will serve on the Nominating Committee
5. The monthly workflow revision of January 15, 2019 was approved.
6. B-4 and B-9 GM Monitoring reports were approved; B-1 GM Monitoring report was approved with non-compliance.
7. The Board approved the annual GM review letter and compensation package in Executive Session.

**Tasks and Assignments:**

1. Lexa Juhre will order a password protected flash drive for storage of Board files.
2. The Annual Meeting Committee will finalize preparations for the annual meeting.
3. The Nominations Committee will coordinate with the Annual Meeting Committee and prepare a slate for Board of Director elections.
4. The GM Evaluation Committee will meet with Lexa Juhre to discuss the Board-approved letter and compensation package.
5. The Board Monitoring Report for C1 – Governing will be reviewed by the Board at the March 2019 meeting.
6. The Board is actively reviewing potential candidates to fill the Board vacancy created by Ellen Clinesmith’s resignation.

**Upcoming events:**

1. March 23 – NFCA Annual Meeting (registration by February 22)
2. Interested Board members should plan on attending CBL in Philadelphia on April 13, 2019.
3. June 6-8: CCMA-National Food Co-op Conference in Durham, NC

**D. Adjournment (9:05)**

**Motion to adjourn:**

Motion: Caleb Bailey

Second: Danny Spurr

All in favor

**Meeting adjourned at 9:05 p.m.**

\* \* \* \* \*

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

Minutes approved by vote of the Board on March 19, 2019 and put into final form by Elisa Giommi on April 7, 2019.