

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of March 19, 2019
289 State Street, New London
(Approved by the Board on April 16, 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 6:33 p.m. on Tuesday, March 19, 2019 at 289 State Street, New London, CT.

B. Attendance

The following Board members were present:

Danny Spurr, President
Susan Zimmerman, Treasurer
Carol Connell, Secretary
Caleb Bailey
Amelia Lord
Sara Florek

The following Board members were not present:

Sue Phillips

The following additional persons were present:

Lexa Juhre, General Manager
Robin Harris, Owner

C. Check-in

No check-in items were reported.

D. Agenda Review

No changes were made to the agenda.

E. Owner Comments

Robin Harris expressed interest in learning more about the Board and the scope of its remit. She is potentially interested in becoming a Board member.

II. COMMITTEE/TASK FORCE (6:42-6:48)

A. Annual Meeting Committee

1. The committee is making good progress:
 - a. The Annual Meeting is scheduled for May 18 at the Hygienic.
 - b. Details regarding entertainment, food, door prizes and raffles will be finalized at the next meeting of the committee.
 - c. Discussion regarding how to showcase local businesses.
 - d. Communication plan includes "Save the Date" in the Fern and on the website.

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B. Nominating Committee

1. The Nominating Committee has been busy identifying potential new candidates for the Board.
2. The Committee is planning a Board orientation for newly elected Board members. Danny Spurr and Amelia Lord have committed. The Board was asked if anyone else would be interested in volunteering to help. Carol Connell agreed to participate.

C. Bylaws Revision Committee

1. The Bylaws Revision Committee has disbanded, until such time as it is rechartered.

IV. APPROVE DRAFT MINUTES OF FEBRUARY 19, 2019 MEETING (6:48-6:52)

Motion to approve the minutes of the February 19, 2019 Board of Directors meeting as amended

Motion: Amelia Lord

Second: Caleb Bailey

All in favor

V. APPROVE CONSENT AGENDA (6:52-6:53)

Motion to approve the Consent Agenda

Motion: Susan Zimmerman

Second: Amelia Lord

All in favor

VI. GM MONITORING REPORTS (6:53-7:15)

**A. GM Monitoring Report, B1 – Annual Financial Condition 2018
Follow-up from B1-Q4 2018 Report**

1. Lexa Juhre presented the report and provided some contextualization for the B1 Annual report including:
 - a. Due dates for loans will be provided in advance.
 - b. The kitchen took more time/money than originally planned. In retrospect, a proforma should have been developed.
 - c. The CPA review and tax filing are expected to be more timely than last year.
 - d. Expect to see better results in 1Q 2019, though final numbers are not yet in for the first quarter.
 - e. The kitchen ribbon-cutting is planned for Thursday, March 28 at 4:00 p.m.
2. Updates from the B1-Q4 report included:
 - a. A decision was made to capitalize \$4000 net loss of the \$8300 labor costs associated with the kitchen.
 - b. We were double-billed for rent; this is being addressed.
 - c. The process for compiling data is being reviewed.

Motion to approve the B1-Annual Financial Condition and Follow-up from the B1-Q4 2018 GM Monitoring Reports

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Motion: Susan Zimmerman
Second: Carol Connell
All in favor

B. Revision of GM Monitoring Report Presentations

1. There will be no GM Monitoring reports presented in April 2019.
2. The B1-Financial Condition Q1 2019 will be presented in May 2019.
3. The B5-Consumer Reports will be presented in June 2019.

Motion to approve the revised timing of the presentation of the GM Monitoring Reports with no GM Monitoring report in April 2019, the B1-Financial Condition Q1 2019 report presented in May 2019 and B5-Consumer Reports in June 2019.

Motion: Susan Zimmerman
Second: Danny Spurr
All in favor

VII. DISCUSSION/ACTION ITEMS (7:15-8:21)

A. Board Monitoring Reports

1. The Board reviewed the individual assessments of understanding and suggestions/comments related to C1-Governing, D-Global Board Management, D1-Unity of Control.
 - a. The Board discussed Principles of Board Governance.

B. Board Ends Survey Results

1. The Board discussed ways to keep current with the survey topics including possible venues such as text, email, and in-person in the store.
2. The Board discussed ways to disseminate results and incorporate them as part of the balanced scorecard.
3. Discussion about using the ends (e.g., food justice) for strategic planning.
4. The Board will come back to this topic in June 2019 and discuss next steps.

C. Owner Comments

1. Robin Harris noted that the Board discussions were a lot more diverse than she expected.

VIII. EXECUTIVE SESSION (8:21-8:39)

The purpose of the Executive Session was to discuss potential appointment to fill one of the two vacant seats on the Board and to approve the minutes of the February 19, 2019 Executive Session.
Robin Harris left at 8:21 p.m.

Motion to enter Executive Session:

Motion: Carol Connell
Second: Susan Zimmerman

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All in favor

Motion to exit Executive Session:

Motion: Amelia Lord
Second: Caleb Bailey
All in favor

Executive session was exited at 8:39 p.m. The minutes of the February 19, 2019 executive session were approved.

VIII. CLOSINGS (8:39-8:49)

A. Appoint Robin Harris to the Board

Motion to appoint Robin Harris to the Board of Directors, pending her acceptance:

Motion: Danny Spurr
Second: Amelia Lord
All in favor

It was noted that Robin will be filling a vacant seat whose term ends in 2020.

B. Meeting Talking Points

1. Inclusion survey results from the Birthday Party were reviewed
2. Lexa will write a statement about the results for the Fern and Danny will approve
3. Viewed annual financial condition
4. Reviewed the Ends survey
5. Had a prospective candidate for the Board attend to open session
6. Post-meeting note: Robin Harris has been appointed to fill the Board vacancy

C. Review Decisions, Tasks, and Assignments

Decisions:

1. The minutes of the February 19, 2019 Board of Directors meeting as amended.
2. The Consent Agenda was approved.
3. The B1-Annual Financial Condition and Follow-up from the B1-Q4 2018 GM Monitoring Reports were approved.
4. The revised timing of the presentation of the GM Monitoring Reports with no GM Monitoring report in April 2019, the B1-Financial Condition Q1 2019 report presented in May 2019 and B5-Consumer Reports in June 2019 was approved.
5. The Board decided to appoint Robin Harris to the Board, if she accepts. (Post-meeting note: Robin Harris accepted this appointment.)

Tasks and Assignments:

1. Danny Spurr, Amelia Lord, Katie Blanchard, and Carol Connell will develop and deliver an orientation for new Board members.

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Upcoming events:

1. Interested Board members should plan on attending CBLD 101 in Philadelphia on April 13, 2019.
2. The Annual Meeting will be held on May 18, 2019 at the Hygienic in New London.
3. June 6-8: CCMA-National Food Co-op Conference in Durham, NC

D. Adjournment (8:49)

Motion to adjourn:

Motion: Danny Spurr
Second: Carol Connell
All in favor

Meeting adjourned at 8:49 p.m.

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Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on April 3, 2019

Minutes approved by vote of the Board on April 16, 2019 and put into final form by Elisa Giommi on April 17, 2019