

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of May 21, 2019**  
**105 Huntington Street, New London**  
(Approved by the Board on June 18, 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 6:35 p.m. on Tuesday, May 21, 2019 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Danny Spurr, President  
Susan Zimmerman, Treasurer  
Carol Connell, Secretary  
Sara Florek  
Robin Harris  
Amelia Lord  
Sue Phillips

**The following Board member was absent:**

Caleb Bailey

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator  
Ellen Clinesmith, past Board Member  
Monica Chapman, Owner  
Brenda De Los Santos, Owner

**C. Check-in**

Appreciation for service was extended to Ellen Clinesmith and Sue Phillips. Danny Spurr and Susan Zimmerman provided refreshments.

Lexa Juhre informed the Board that SB 138 (the co-op bill in CT) has passed in the State Senate and is headed to the State House of Representatives for vote. Board members may be asked to make phone calls to state representatives in critical districts.

**D. Owner Comments**

No owner comments.

**II. COMMITTEE/TASK FORCE (6:44-6:59)**

**A. Annual Meeting Committee**

1. Election Results:

- a. The following owners were elected to the Board of Directors: Caleb Bailey and Robin Harris were ratified; Caleb Bailey and Carol Connell were re-elected; Monica Chapman and Brenda De Los Santos were newly elected.

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2. New Director orientation:

- a. This will be scheduled in the coming weeks; all Board members were encouraged to attend.

**III. APPROVE DRAFT MINUTES OF April 19, 2019 MEETING (6:59-7:04)**

**Motion to approve the minutes of the April 19, 2019 Board of Directors meeting as edited**

Motion: Robin Harris

Second: Sue Phillips

All in favor with Amelia Lord abstaining

**IV. APPROVE CONSENT AGENDA**

No items were on the Consent Agenda for this month.

**V. GM MONITORING REPORT (7:06-8:06)**

**A. B1 Q1 2019 Financial Condition (7:04-7:22)**

Lexa Juhre took us through her report and inventory merge issues presenting a problem. She is working on a solution for future inventory.

The Board noted and were encouraged by sales growth numbers.

A question was raised as to whether there should be a signatory for the co-op on the Board. Lexa will sent the name of the attorney she works with to Danny Spurr.

**Motion to approve the B1 Q1 2019 Financial Condition report**

Motion: Susan Zimmerman

Second: Carol Connell

All in favor

**B. B6 Staff Treatment (7:22-8:06)**

After a long discussion of the employee survey, the Board accepted the report to be in compliance however, noted that the survey results while still within the range for compliance had eroded from the previous report. Lexa noted that there were several reasons for the decline, including new members and new reporting roles. It was noted that training is an area of opportunity to build staff confidence and improve understanding.

**Motion to approve the B6 Staff Treatment report**

Motion: Sue Phillips

Second: Amelia Lord

All in favor

**VI. EXECUTIVE SESSION TO DISCUSS GM COMPENSATION AND MEMBERSHIP ISSUE (8:22-8:49)**

**Motion to approve enter Executive Session (8:22 p.m.)**

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Motion: Sue Phillips  
Second: Robin Harris  
All in favor

**Motion to exit Executive Session (8:49 p.m.)**

Motion: Amelia Lord  
Second: Sue Zimmerman  
All in favor

**VII. CLOSINGS (8:49-8:55)**

**A. Meeting Talking Points**

1. The Board recognized Ellen Clinesmith and Sue Phillips who are leaving the Board and welcomed newly elected Board members Caleb Bailey, Carol Connell, Monica Chapman and Brenda De Los Santos.
2. Noted support for SB138, the co-op bill that was approved by the CT State Senate and is now being forwarded to the House for approval.
3. The Board will be holding an orientation and financial workshop for all Board members.
4. B1 Q1 GM Report encouraged the Board with the solid sales growth reported.
5. The Board thanked the GM and staff for the execution of the Annual Meeting.
6. There may be changes to the timing of the June and July meeting due to Board member conflicts.

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

**Decisions:**

1. Approved the minutes of the March 19, 2019 Board of Directors meeting as edited
2. Approved the B1 Q1 2019 Financial Condition report
3. Motion to approve the B6 Staff Treatment report

**Upcoming events:**

1. June 6-8: CCMA-National Food Co-op Conference in Durham, NC; Danny Spurr will attend.
2. Board retreat is tentatively set for September 28, 2019

**C. Adjournment**

**Motion to adjourn:**

Motion: Susan Zimmerman  
Second: Sue Phillips  
All in favor

**Meeting adjourned at 8:55 p.m.**

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Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on May 2, 2019

Minutes approved by vote of the Board on June 18, 2019 and put into final form by Elisa Giommi on August 3, 2019.