

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Special Board Meeting of July 22, 2019

289 State Street, New London

(Approved by the Board on August 20, 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 6:32 p.m. on Tuesday, July 22, 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
Monica Chapman
Brenda De Los Santos
Sara Florek
Robin Harris
Amelia Lord

The following Board member was absent:

None

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator

C. Opening

All members of the Board read the Meeting Preamble. There were no check-ins this month, nor member comments. The Board reviewed the agenda for the meeting.

II. APPROVE DRAFT MINUTES OF JUNE 22, 2019 MEETING (6:39-6:44)

Motion to approve the minutes of the June 22, 2019 Board of Directors meeting

Motion: Caleb Bailey
Second: Susan Zimmerman
All in favor

III. APPROVE CONSENT AGENDA (6:44-7:03)

A. NCG Fiddleheads participation report 2018 (6:46-7:03)

This report was pulled out of the consent agenda to allow for further discussion by the Board.

B. NFCA Report, CBLD contract Q2 quarterly report, and the Annual Meeting Minutes

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These items were reviewed by the Board.

IV. GM MONITORING REPORTS (7:03-7:16)

A. B7 Board Communication

Motion to accept compliance with the B7 Board Communication monitoring report

Motion: Caleb Bailey

Second: Robin Harris

All in favor

B. B8 Board Support

It was also noted that lessons learned regarding statements not approved by the Board should not be disseminated was not included in the report. However, the Board accepted compliance but requested that the next report should be updated to include this.

Motion to accept compliance with the B8 Board Support monitoring report

Motion: Amelia Lord

Second: Caleb Bailey

All in favor

V. DISCUSSION/ACTION ITEMS (7:16-8:04)

A. Communication Check-in (7:16-7:22)

After some discussion, it was agreed that email is good for most regular communications with texting for last minute items and to ensure everyone has received the information.

B. Board Monitoring Report - D4 Monitoring GM (7:22-7:29)

The components of the report were discussed, and further review was put in the parking lot for future discussion.

C. Board Monitoring Report C2 Board's Job (7:29-7:35)

The results of the report were reviewed by the Board.

D. 2019 Board Budget Update (7:35-7:41)

Susan Zimmerman presented the Board budget for review.

E. Draft Agenda for the September Board Retreat (7:41-7:46)

The Board reviewed the draft agenda and agreed to Saturday, September 28 as the planned date of our retreat.

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F. Bylaw Revision Discussion (7:46-8:04)

The Board discussed several topics including what Bylaws need revision, and whether we should charter a committee to review the Bylaws at this time. The Board determined that chartering the committee would be postponed until we received written legal guidance regarding several questions Lexa posed to outside counsel verbally. Legal fees were paid to include written advice, which has not been received.

Motion to task Lexa Juhre to obtain written legal responses to our questions without paying additional fees. If further fees would need to be accrued, Lexa will come back to the Board for confirmation.

Motion: Danny Spurr

Second: Susan Zimmerman

All in favor

VI. COMMITTEE/TASK FORCE (8:04-8:40)

A. Nominating/Annual Meeting Committee Update

The Board engaged in some discussion regarding the blending of these committees, as they were synergistic and had the potential to influence decisions of each committee. A blended committee would approve the final ballot for distribution by the GM. The Board also discussed moving the Annual Meeting from late Spring to Autumn. Discussions also centered around the potential to move elections for Board members and what the implications of that would entail. To make this viable, it would be preferable to move Fiddleheads fiscal year from July to June to allow for contemporaneous reporting. Lexa will identify what steps need to be taken to accomplish this and inform the Board.

Board members volunteered to participate in the Committee included: Monica Chapman, Carol Connell, and Amelia Lord.

Motion to Charter the joint Nominating and Annual Meeting Committee

Motion: Danny Spurr

Second: Monica Chapman

All in favor

VIII. CLOSINGS

A. Meeting Talking Points

1. The Board will charter a blended Annual Meeting and Nominating Committee.
2. The Board reviewed the NCG report and noted that the report was informative, and Fiddleheads was doing well in comparison to the benchmarks.
3. The Board approved the draft minutes from the June Board meeting.
4. The Board approved the GM Monitoring reports for B7 Board Communication and B8 Board Support.
5. The Board postponed the chartering of the Bylaws Committee pending writing legal advice.
6. The Board approved the agenda for the Board's September retreat.

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B. Upcoming events

1. Board retreat has been set for September 28, 2019
2. Co-operative Business Training with Saint Mary's University, Greenfield MA will be attended by Monica Chapman
3. The CDS Co-op Café will be held on Saturday, October 19, 2019, in New Hampshire

C. Adjournment

Motion to adjourn:

Motion: Robin Harris

Second: Caleb Bailey

All in favor

Meeting adjourned at 8:47 p.m.

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Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on August 14, 2019

Minutes approved by vote of the Board on August 20, 2019, and put into final form by Elisa Giommi on August 30, 2019.