

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 17, 2019**  
**289 State Street, New London**  
(Approved by the Board on October 15 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, September 17, 2019 at 289 State Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Danny Spurr, President  
Robin Harris, Vice President  
Susan Zimmerman, Treasurer  
Amelia Lord  
Brenda De Los Santos  
Monica Chapman  
Caleb Bailey  
Sara Florek

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

Carol Connell, Secretary

**The following additional persons were present:**

Elisa Giommi, Board Administrator

**C. Check-in**

Brenda has an exhibit opening on Friday, September 20

**D. Agenda Review**

No changes were made to the agenda.

**E. Owner Comments**

No owner comments.

**II. APPROVE DRAFT MINUTES OF AUGUST 20, 2019 MEETING (6:40-6:42)**

**Motion to approve the minutes of the August 20, 2019 Board of Directors meeting**

Motion: Brenda De Los Santos

Second: Amelia Lord

All in favor with Susan Zimmerman and Sara Florek abstaining

**III. CONSENT AGENDA (6:42-6:49)**

Information was provided to prepare Board Members for the upcoming Board Retreat scheduled for September 28, 2019. Details regarding accessibility, facilities and availability of the retreat venue were discussed.

**IV. COMMITTEE/TASK FORCE (6:49-6:51)**

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Nominations and Annual Meeting Committee update. Lexa proposed we wait until next week for call for candidates because this newsletter is already full. Need to have a release ready to go by 9/25/19  
Need to start meeting in November. Caleb and Robin need to let the committee know if they will be incumbents by November 30. The committee will reach out to them

**V. GM MONITORING REPORTS (6:51-6:7:05)**

**A. GM Monitoring Report, B - Global (6:52-6:52)**

1. Compliance was reported with all parts of this policy

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

Motion: Susan Zimmerman

Second: Caleb Bailey

All in favor

**B. GM Monitoring Report, B3 - Asset Protection (6:52-7:05)**

1. The report was reviewed, but the Board had some questions about data in the report. This report is Tabled until the October 15 meeting.

**VI. DISCUSSION/ACTION ITEMS (7:05-7:28)**

**A. Board Monitoring Report (7:05-7:08)**

The Board evaluated its performance regarding policy C4 - Board Meetings

It was noted that having high functioning committees, will help reduce time at Board meetings discussing committee work.

**B. 2020 Board Budget (7:08-7:15)**

**Motion to Approve Board Budget as amended**

Motion: Amelia Lord

Second: Caleb Bailey

**C. CBLD Contract Annual Reenrollment (7:15-7:23)**

CBLD (Cooperative Board Leadership Development) is a valuable support arm of Columinate Co-op that trains and supports the Board. The contract is renewed annually. This year, the board president is authorized to renew at an early bird rate of Standard membership prior to October 15.

**Motion to renew CBLD contract at the early bird rate**

Motion: Caleb Bailey

Second: Monica Chapman

All in favor

**D. Co-op Cafe (7:24-7:28)**

Amelia and Robin are interested in attending the October 19th Co-op Cafe in Greenfield, MA. Danny will

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inquire with Lexa as to whether any staff or owners might like to attend.

**VII. VISIONING - GM COMPENSATION (7:28-8:15)**

Discussion regarding GM compensation. More discussion as the board was interested in having certain goals attached to monetary compensation.

Up to this point, compensation has been an informal agreement between the GM and the Board. Going forward a more formal, well-documented process is desired.

Advice from Columinate that the GM prepares a proposal. The Board then approves/disapproves the proposal. There are questions included in the Columinate literature for the Board members' private reflection on compensation.

Danny will speak to Carol to find any Executive Session minutes that set current compensation package.

There is a GM Evaluation Committee that utilizes an online tool (GM Monitoring Table) that stores all the monthly GM monitoring report results. This committee meets prior to the annual re-evaluation of GM performance (January).

Should there be a timeline set up to formalize the process? **It was agreed that the process of proposal/approval should start in December.**

Should the Board set up an incentivising structure?

Is there insurance coverage to protect against business loss in the event of the loss of the GM? (Asset Protection)

**VIII. NEW CONNECTICUT CO-OP STATUTE (8:15-8:23)**

The Willimantic Co-op wants to reincorporate under the new statute. If we also want to reincorporate we could join Willimantic in this process and share legal expenses. In our case it would support the statute, as there are only two co-op groceries in Connecticut at this time. It also speaks to our ends growing the co-op model and supporting other co-ops. Members of the Willimantic Board are willing to speak about this at our October 15 meeting.

**IX. CLOSINGS (8:23-8:28)**

**A. Meeting Talking Points**

1. Approved 2020 Board Budget
2. Accepted Renewal of CBLD contract
3. Tabled GM Monitoring Report B3- Asset Protection
4. Approved GM Monitoring Report B - Global
5. Set agenda for September 28 Board Retreat
6. Discussed GM Compensation

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

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**Tasks and Assignments:**

1. Danny will discuss current compensation with Carol
2. Board will reflect on GM compensation to move forward with formal process

**Upcoming events:**

1. Board Retreat, September 28, New London, CT
2. Co-op Cafe, October 19, Greenfield MA

**C. Adjournment**

**Motion to adjourn:**

Motion: Susan Zimmerman

Second: Caleb Bailey

All in favor

**Meeting adjourned at 8:28 p.m.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Elisa Giommi on September 20, 2019.

Minutes approved by vote of the Board on October 15, 2019, and put into final form by Elisa Giommi on October 16, 2019.