

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of December 17, 2019
289 State Street, New London
(Approved by the Board on January 21, 2020)

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, December 17, 2019, at 289 State Street, New London, CT.

B. Attendance

The following Board members were present:

Danny Spurr, President
Caleb Bailey
Monica Chapman
Brenda De Los Santos
Robin Harris, Vice-President

The following Board member was absent:

Amelia Lord
Sara Florek
Carol Connell, Secretary
Susan Zimmerman, Treasurer

The following additional persons were present:

Lexa Juhre, General Manager
Elisa Giommi, Board Administrator
Sehar Mahmood, owner

C. Opening

Elisa Giommi was thanked for her service as Board administrator. She is stepping down to more fully devote her time to the Fiddleheads kitchen. Brenda brought a beautiful cake! The Board reviewed the agenda for the meeting; no changes were made.

II. APPROVE DRAFT MINUTES OF November 19, 2019 MEETING

Tabled.

III. APPROVE CONSENT AGENDA (6:49-6:51)

Motion to approve Equity Refund Request with a value of \$25

Motion: Robin Harris
Second: Monica Chapman
All in favor

FIDDLEHEADS BOARD OF DIRECTORS
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IV. COMMITTEE/TASK FORCE (6:51-6:59)

A. Nominating and Annual Meeting Committee (6:51-6:54)

Discussed possible annual meeting dates. Suggested May 2nd or 3rd. There were no updates from Lexa. Currently there are 4 candidates. Caleb Bailey will not be running for another term.

B. GM Evaluation Team (6:54-6:59)

Annual evaluation process for GM performance begins January 2020. Committee members will include 2-3 Board members that will sit in January and February. Brenda, Caleb and Danny volunteered. The Secretary maintains a monitoring report table to record compliance/non-compliance of all policies. Danny will check in with Carol to see if this table is up to date. A meeting will be set for January 2020.

Motion to for the GM Evaluation

Motion: Caleb Bailey

Second: Brenda De Los Santos

All in favor

V. GM MONITORING REPORT (6:59-7:36)

A. B2 - Planning and Budgeting

Lexa Juhre reported non-compliance with parts of this policy. Non-compliance related primarily to a projected net income for 2020 below the threshold for compliance. The Board accepted Lexa's plan for correction and requested monthly updates on progress towards compliance.

Motion to accept GM Monitoring report B2 - Planning and Budgeting with acknowledgement of non-compliance. Board will receive monthly updates on progress towards compliance until compliance is achieved.

Motion: Monica Chapman

Second: Caleb Bailey

All in favor

VI. DISCUSSION/ACTION ITEMS (7:36-7:46)

A. Approval of Capital Expenditure

Discussion regarding emergency expenditure of \$6652.93 to replace a failed compressor. This expenditure is over the \$5000 spending limit per policy B3.6.a. This repair/replacement was unplanned yet vitally necessary for consistent cooler operation. Discussion surrounded the feasibility of changing the policy to increase the spending threshold amount. A call to the consultant to discuss this course of action and/or changing the parameters regarding spending for store maintenance and operational emergencies. It was stated that a more detailed capital plan would help avert similar issues in the future, as items on a Board approved capital plan would meet the qualification of pre-approval.

Motion to approve capital expenditure

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of December 17, 2019
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Motion: Brenda De Los Santos
Second: Caleb Bailey
All in favor

B. CBLD 101 Training (7:46-7:50)

Prospective Board Directors, Sehar and Liam are planning to attend. Monica would like to attend. Danny will send email to all Board members regarding this training.

C. Board Monitoring Report C6 - Officers

Tabled. This report will be reissued when corrected.

D. Board Monitoring Report C7- Committee Principles (7:50-7:57)

It was suggested that Danny does a lot of work that could potentially be done by a committee. A visioning exercise was suggested for examining possible committee work researching areas the Board would like to study and planning future visioning exercises. A copy of the Nominating/Annual Meeting Committee charter will be added to the January meeting materials.

E. Proposal from consultant LaDonna Redmond for DEI (7:57-8:23)

Discussion around the cost and efficacy of Diversity and Inclusion training for the Board and General Manager to better meet Ends Policy. Consulting costs would be spread over 18 months. The time and financial commitments were discussed. Board directors present who will be on the Board next year all committed to the extra time and work that would be involved in such a project. A decision should be made by the January meeting. It was suggested that area co-ops that have been working with LaDonna be contacted . Dates should be plotted on a calendar. Brenda offered to help contacting other co-ops about their diversity, equity, and inclusion work.

F. GM Compensation

Tabled.

VII. OWNER COMMENTS

No owner comments

VIII. CLOSINGS

A. Meeting Talking Points

1. Approved B2 - Planning and Budgeting report
2. Discussed consultation proposal
3. Established GM Evaluation committee
4. Ratified expenditure for new compressor

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5. CBLD 101 Training

B. Upcoming events

C. Adjournment

Motion to adjourn:

Motion: Caleb Bailey

Second: Brenda De Los Santos

All in favor

Meeting adjourned at 8:34 p.m.

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Draft minutes prepared for submission to the board by Elisa Giommi on December 29, 2019

Minutes approved by vote of the Board on _____, and put into final form by _____ on _____.