

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 21, 2020

289 State Street, New London

(Approved by the Board on February 18th, 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 6:32 p.m. on Tuesday, January 20, 2020, at 289 State Street, New London, CT.

B. Attendance

The following Board members were present:

Danny Spurr, President

Carol Connell, Secretary

Caleb Bailey

Monica Chapman

Brenda De Los Santos

Susan Zimmerman, Treasurer

Amelia Lord

The following Board members were absent:

Robin Harris, Vice-President

Sara Florek

The following additional persons were present:

Lexa Juhre, General Manager

Katie Blanchard, Board Administrator

C. Opening

All members of the Board read the Meeting Preamble and reviewed the agenda as well as the president's memo and check-in questions.

1. Check-in Questions:

- a. What are some potential obstacles you face, if any, to becoming a Board leader?
- b. Do you feel comfortable executing the duties of a chairperson? For instance, facilitating a meeting? Compiling an agenda? Organizing a meeting?
- c. Are there any trainings, activities, etc. that could facilitate your leadership development?
- d. What potential role(s) could you envision for yourself as a leader on this Board, whether as an officer (president, vice-president, treasurer, secretary) or committee chair?
 - i. Comments included:
 1. I'm comfortable leading a meeting and chairing a group. But, I do feel like I'm lacking experience.
 2. I think I have the basics down but there is still a learning curve.
 3. I've never chaired a committee. I have management experience but I'm not sure how it would translate to board committee chairs. I'm not sure what trainings for this would look like.
 4. I feel comfortable with all of the above but not sure how my physical health would allow for this in the future.
 5. I feel like the time commitments in my life have an impact on how many

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additional board roles I can take on beyond my base requirements. Taking on additional responsibility may not do justice for whatever committee I would serve for. My life doesn't fully allow for this added responsibility at this time.

6. I have had to step back with time commitments given my life demands.
7. It was noted that if Directors feel they do not have the time to commit to Board service, they should be willing to step down from Board service. Also it was noted that this is a perfectly acceptable and understandable action if life doesn't allow for this commitment at this time. The important thing is doing what is best to serve the organization.
8. For those leaving the board or those who feel Board service is too much of a commitment for their current life demands, Lexa mentioned future committees may be suitable to join even if not as a Board Director.

It was felt that a formal facilitation training was not necessary at this time. It was suggested that Directors could chair a Board meeting to help to expand leadership capabilities in a supportive environment. Danny will send out a calendar for people to sign up to chair the meetings and he will partner with the guest chair to set them up for success during the meeting.

II. APPROVE DRAFT MINUTES OF November 19, 2019 MEETING (6:51-6:52)

The board reviewed the agenda for the meeting; Typo on page 2 5A, expenses "DO" should be "DUE".

Motion to approve the minutes of the November 19, 2019 Board of Directors meeting.

Motion: Susan Zimmerman

Second: Carol Connell

All in favor. Amelia abstains.

III. APPROVE DRAFT MINUTES OF DECEMBER 17, 2019 MEETING (6:52-6:55)

The board reviewed the agenda for the meeting: Typo under III "Secon" should be "Second."

Motion to approve the minutes of the December 17, 2019 Meeting.

Motion: Monica Chapman

Second: Caleb Bailey

All in favor. Susan, Amelia, and Carol abstain.

IV. APPROVE CONSENT AGENDA (6:55-6:58)

A. Equity Requests

Motion to approve Equity Refund Request with a value of \$75

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Motion: Caleb Bailey
Second: Susan Zimmerman
All in favor

B. 2020 Board Calendar

- a. Pulled off Consent Agenda to be discussed.

IV. COMMITTEE/TASK FORCE (6:59-7:15)

A. Nominating and Annual Meeting Committee

1. Slate of Candidates.
 - a. One candidate has dropped out of the running, resulting in a currently uncontested slate. It was agreed to reopen the call for candidates through the end of February.
 - b. There was a question about how necessary a competitive slate would be. It would allow for a choice for member-owner voting and ensure coverage should another candidate drop out.
 - c. There was discussion about how fair it would be to new candidates who may not be able to appear at the birthday party. We could extend invitations as necessary.
2. Time and Location for Annual Meeting:
 - a. Red Barn and RD86: Expensive
 - b. Williams Park: Outside and Cold
 - c. Atrium: We need to bring everything to build a space.
 - d. Crozier Hall: Can fit the number of people but is this space too much?
 - i. Discussion around whether this event would be a pancake breakfast or something greater? It was decided that there was not enough information to make a decision. The overall consensus is to not spend \$4,000 on this event. It was suggested if we want to host a pancake breakfast, let's look at more affordable options such as a church to hold the event. St. James is very proximal to Fiddleheads and may be explored as a venue. Nominating and Annual Meeting Committee will meet again to solidify options to bring to the board. This means we will not have a date specified to highlight at the Birthday Party.
3. Brenda offered to help create the video profiles for candidates.

V. GM MONITORING REPORT (7:16-7:29)

A. B4 Membership (7:16-7:24)

1. Do we need to have an agenda item to discuss member equity policy?
2. There was discussion about members in "good standing." There is currently no definition of good standing.

Tabled and added to consent agenda for next month to approve with attached member-owner application.

B. B9 GM Succession (7:24-7:29)

1. It was clarified that, while the GM may have more than one person trained to fill in temporarily as GM, she is only required to have one person.

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2. Should the Interim General Manager (IGM) come to a board meeting to be more familiar with board work?
 - a. While the IGM hasn't come to a board meeting, they are confident in who to call regarding board work questions. It was suggested that the IGM might want to attend a board meeting to understand the format and to meet the currently seated board.

Motion to accept compliance with the B9 GM Succession report

Motion: Carol Connell

Second: Amelia Lord

All in favor

VI. DISCUSSION/ACTION ITEMS (7:29-8:13)

A. 2020 Board Calendar

- a. Pulled off Consent Agenda to be discussed.
- b. Dates have yet to be set for board retreat and nominating piece.
- c. Calendar should be included in all future packets in lieu of large format poster .

Motion to approve 2020 Board Calendar.

Motion: Susan Zimmerman

Second: Amelia Lord

All in favor

B. Storefront Sign Capital Proposal.

- a. Expenditure clarification
 - i. The electrical for the facade needs to be worked on. The sign is currently dark at night in addition to being worn and outdated..
 - ii. This could be the landlord's responsibility to fix but we would be more likely to have it fixed in a reasonable timeline if we fix it on our own. It was noted how important it is to have a well-lit and professional sign as a representation of the state of Fiddleheads' business.
 - iii. The backlit illumination will be taken down and replaced with LED Spotlights to illuminate the new sign. The sign will be removable should Fiddleheads move to a new location.
 - iv. Dime bank will donate approximately \$2000 and our out of pocket would be approximately \$5000.
- b. This discussion falls under operational costs of business. It was recommended to approve the cost of replacing the sign.

Motion to approve expenditure for updating electrical and replacing sign.

Motion: Caleb Bailey

Second: Brenda De Los Santos

All in favor.

C. LaDonna DEI Consulting Proposal Update.

- a. Discussion regarding timelines for diversity and inclusivity training.

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- b. Brenda reached out to several Co-op GM's. River Valley Co-op has had great success with LaDonna so far. They're moving the training on to staff as well.
- c. This is a large financial commitment and time commitment for the Board. Do we feel comfortable making this decision now?
 - i. It was decided that this was a good price for the quality of work. It is possible to split the expenditure over two years.
 - ii. Lexa noted Fiddleheads could afford this work provided the Board could attend and do the work.

Motion to approve proposal:

First: Brenda De Los Santos

Second: Amelia Lord

All in Favor with Caleb and Susan Abstaining.

D. Fiddleheads Birthday-February 15th.

- a. Soliciting Birthday Party volunteers. Great opportunity to meet with owners in an informal way. Board candidates will also be invited to attend.
 - i. Caleb, Susan, Monica, Danny, Amelia and Brenda volunteered.

E. Board Monitoring Report C6 – Officer's Roles

- a. The Board evaluated its performance regarding policy C6--Officer's Roles.
"We will elect officers in order to help us accomplish our job."
- b. There was discussion around overseeing committees. Is it the work of the board to oversee committee work and not necessarily the president's role? It was decided to leave the wording as it stands. If a committee is not performing, the president should step in to facilitate the work.

F. Board Monitoring Report C8--Governance Investment

- a. The Board evaluated its performance regarding policy C8--Governance Investment
"We will invest in the Board's governance capacity."
- b. There could be more work around board member training. Danny went to CBLD with two prospective candidates! It was encouraged that all board members attend at least one event per year.

VII. OWNER COMMENTS

No owner comments

VIII. CLOSINGS

A. Meeting Talking Points

1. Welcomed Katie Blanchard as new Board Administrator
2. Reviewed officer roles
3. Approved LaDonna trainings for diversity and inclusivity
4. Approved expenditures for new sign
5. Reopening Call for Candidates
6. Volunteered for Fiddleheads Birthday Party Slots
7. Discussed location and dates for Annual Meeting

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8. Began GM Evaluation

B. Upcoming events

- a. NFCA Meeting March 21st.
- b. Birthday Party February 15th.

IX. Executive Session- GM Evaluation and discussion of compensation request for proposal. (8:16)

Motion to enter Executive Session:

Motion Susan Zimmerman

Second Monica Chapman

All in Favor.

Executive Session was entered at 8:16 p.m. and exited at 9:02 p.m. The GM was evaluated and GM evaluation team was tasked with crafting an evaluation letter to be approved at next month's meeting. No votes were taken.

X. Adjournment

Motion to adjourn:

Motion: Brenda De Los Santos

Second: Amelia Lord

All in favor

Meeting adjourned 9:03 p.m.

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Draft minutes prepared for submission to the board by Katie Blanchard on January 21, 2020

Minutes approved by vote of the Board on February 18th, 2020, and put into final form by Katie Blanchard on February 19th, 2020.