

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of March 17th, 2020

Conference Call

(Approved by the Board on April 21st, 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 6:30 p.m on Tuesday, March 17th, 2020, via Conference Call.

B. Attendance

The following Board members were present:

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

The following Board members were absent:

Carol Connell, Secretary

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. Owner Comments and inclusion in meetings.
 1. Perhaps we could include a link with upcoming meeting postings so our ownership base can join. It seems anyone can join in the meeting if they have a fiddleheads email or not. We can also mute all incoming people to allow auditory clarity for the meeting facilitator.

II. APPROVE DRAFT MINUTES OF February 18th, 2020 MEETING (6:37-6:47)

Motion to approve the minutes of the February 18th, 2020 Board of Directors meeting pending amendments.

Motion: Monica Chapman
Second: Amelia Lord
All in favor.

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III. APPROVE CONSENT AGENDA (6:47-6:48)

A. Board Monitoring Report D Global

B. Board Monitoring Report D1 Unity of Control

C. NCG Membership Agreement

Motion to continue Fiddleheads' partnership with NCG by accepting the NCG Membership Agreement.

Motion: Susan Zimmerman

Second: Brenda De Los Santos

All in favor.

IV. COMMITTEE/TASK FORCE (6:48-7:15)

A. Nominating and Annual Meeting Committee

a. Reframing planning for Annual Meeting in light of Covid-19.

i. The Annual Meeting was originally scheduled for Conn College but the campus is closed at least until April 30th.

1. There was a question about whether or not to cancel the annual meeting. It was discussed that the annual meeting should be postponed potentially until the fall. Planning for the annual meeting may be tabled until there is more information about when activities may return back to "normal" following Covid-19.

ii. Planning for Board of Director Election.

1. Do we want to keep with the regular election schedule to commence on May 3rd?

a. The timing of the election isn't specified in the bylaws so it is within the realm of possibility to postpone the election.

b. Given the world is changing so rapidly and there is so much on the plate of the workers at Fiddleheads, is it reasonable to add more work to staff? Additionally, Fiddleheads is not currently set up for online voting and encouraging ownership base to visit the store may not be advisable with social distancing. Is it reasonable to answer this question at this time?

2. If we do postpone the election we need to:

a. Gain consent from directors whose terms are ending to see if they may be able to sit on the board until new seats are voted in?

i. Caleb and Susan both agreed to extend their terms until new members are elected.

b. Update election timeline.

3. Board agreed to postpone the Annual meeting and elections. Elections will be reviewed at the next board meeting. Sara will contact candidates to give them more information.

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V. COVID-19 PREPARATIONS (7:15-8:20)

A. GM Update

- a. We've doubled business every day since Friday, March 13th. Today business has appeared to level out. Until now, we've had a pretty regular system for our ordering and replenishing. However, the supply chain is now having trouble keeping up with the demands that have grown with our growth in business. Our distributors have capped our orders at 10% above our usual order, which is not close to the amount of product we need to replenish. We're looking towards other distributors, but this is a national issue as well. We haven't received much direction nationally or municipally on what we should do.
 - i. There was discussion about how UNFI (Fiddleheads' primary distributor) is handling the pandemic and how they're trying their hardest to hire more workers from disrupted industries to keep up with demand.
- b. Staff:
 - i. While some staff started out being angry that they had to work, most have since understood the importance of their service to our community. If staff does not feel comfortable coming to work, they can absolutely opt to not come in. Lexa has provided information on how to apply for benefits but is running low on bandwidth for how to coach them through this process. Overall, staff have been provided options if they do not feel safe to come to work. The majority of staff have risen above and beyond what was expected of them and are doing what they can to keep the shelves stocked and maintain customer-friendly demeanors.
 - ii. Are there other things the board can do remotely to help staff and show them our support? Any thoughts on how to help support the mental health of the staff? Could the board create a statement to have at the ready on behalf of the board to answer staff concerns.
 1. We should always be there to listen but be careful to not promise something we can't promise.
- c. Customers:
 - i. Customers have been very supportive of us. But there are a lot of questions about click-to-cart and curbside pick up.
 1. There is concern that the store may not have the technology to support the volume of business that could come from curbside pick up. We could purchase equipment to support this business but given the volatility of the world, we could also be shut down next week and lose valuable dollars with this expenditure. The staff could benefit from a statement from the board, or to otherwise have a presence in the store where staff feels like the board is in the command room with them.
- d. Creating a committee to help Lexa make quick decisions in the moment:
 - i. If something really important happens and if there is a major change that needs to happen, what is the process Lexa needs to go through with the board to make that decision. Does there need to be an executive committee to make quicker decisions between board meetings?
 1. Scenarios we need to respond to:
 - a. When someone in New London gets the virus.
 - b. When/if a customer or staff member gets the virus.
 - c. When/if someone in the kitchen gets the virus.
 - ii. On a board level, it is our responsibility to make sure the co-op doesn't get into fiscal

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jeopardy.

1. Staff PTO and Sick time and how it could impact our fiscal position.
 - a. The unexpected closure policy in the handbook needs to be changed to protect the fiscal position of the co-op. Currently, the handbook allows for a staff member to be paid for their regularly scheduled shift if there is an unexpected closure. This was intended for weather or facility events--not an unprecedented pandemic emergency. Fiddleheads cannot afford to pay staff limitlessly should the store be forced to close. Upon reviewing this policy with Fiddleheads' attorney, they suggested updating this policy to "weather-related" events only for the time being.
- iii. It was recommended that board members check their email every day.
- iv. It was also recommended to form an executive committee to act quickly when necessary and help Lexa make quick decisions between board meetings.
 1. Executive committee of officers.
 - a. Danny Spurr as President -Lexa's point person
 - b. Robin Harris as Vice President
 - c. Susan Zimmerman as Treasurer
 - d. Monica Chapman accepted the position of Board Secretary while Carol Connell is out with the stipulation that if Carol wants to return as secretary she can have her seat back. Danny will communicate this to Carol.

Motion to accept Monica Chapman as acting secretary.

Motion: Robin Harris

Second: Susan Zimmerman

All in favor.

Motion to approve the formation of the Executive Committee and authorize them to make decisions if necessary without a full-board quorum providing that a quorum will be sought whenever possible.

Motion: Caleb Bailey

Second: Brenda De Los Santos

All in favor.

B. Board Statement.

- a. The staff and customers could benefit from a statement from the board, or to otherwise have a presence in/around the store where staff feels like the board is in the command room with them.
 - i. Danny will craft one board statement for staff and another for customers including the following information:
 1. The formation of a board executive committee to more nimbly make decisions.
 2. Making every effort to keep the store open with normal business hours.
 3. Appreciation for the Staff and Lexa
 4. Thank our owners for their support and understanding. Statements should highlight partnership language and how we need to work together as a community.
 - ii. Board concerns:
 1. Making sure the store survives.
 2. Support Staff to the best of our ability.
 3. Potential owner loan campaign to build capital down the line.

Motion to approve expenditure for a tablet suited to picking and purchasing online orders at the discretion of the general manager.

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Motion: Susan Zimmerman

Second: Monica Chapman

All in favor.

V. GM MONITORING REPORT (8:20)

A. B1 Financial Condition Annual

Tabled until next meeting.

VI. DISCUSSION/ACTION ITEMS (8:20-8:34)

A. B2 Budget Update

a. Tabled.

B. La Donna Contract

a. Lexa reached out to a contact at Columinate about concerns surrounding the contract for Diversity and Inclusivity trainings with La Donna. Miscommunication between La Donna, Columinate and Fiddleheads ensued. La Donna was under the impression that the board might not have faith in her ability to lead the training and was understandably upset. The Board was concerned with clarifying the contract, not in La Donna's ability to lead comprehensive and transformative trainings. Danny was able to talk with her to clarify the board's request for more clarity in the contract. The board still intends to pursue these trainings after the effects of Covid-19 settle.

C. Ammended Board Budget

a. Tabled.

D. Schedule Board Retreat and potential DEI Training Dates.

a. Jade reached out about scheduling board retreat. This may happen sometime in September. Discussion of when to schedule DEI trainings with LaDonna was postponed as timeline for trainings may have to change.

b. There was discussion about aligning elections with the fiscal year instead of calendar year which may work in light of COVID-19 disruptions.

E. NCG Participation Agreement Authorization Resolution

VII. OWNER COMMENTS ()

A. None were present.

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VIII. CLOSINGS (8:34)

A. Meeting Talking Points

1. Formation of an executive committee to help the GM make more nimble and quick decisions on behalf of the board.
2. Broad discussion regarding Fiddleheads response to the pandemic.
3. Signed NCG Member Agreement.
4. Welcomed Monica Chapman as the board secretary.
5. Made a decision to postpone the annual meeting and re-evaluated the election process. The board extended terms for current board members until the next election can take place.

C. Upcoming events

1. NFCA Annual Meeting- Postponed until fall
2. CCMA June 4-6, 2020 Sioux Falls, SD

IX. Executive Session- GM Evaluation and Personnel Matter (8:34-8:57)

Motion to enter Executive Session:

Motion: Monica Chapman

Second: Brenda De Los Santos

All in favor.

Executive Session was entered at 8:34 p.m. and adjourned at 8:57 p.m.

The GM evaluation letter was approved.

X. Adjournment

Motion to adjourn:

Motion: Caleb Bailey

Second: Susan Zimmerman

All in favor.

Meeting adjourned at 8:59 p.m..

* * * * *

Draft minutes prepared for submission to the board by Katie Blanchard on March 18th 2020.

Minutes approved by vote of the Board on April 21st, 2020, and put into final form by Katie Blanchard on April 22nd, 2020.