

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of April 21st, 2020**

Conference Call

(Approved by the Board on May 19th, 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, April 21st, 2020, via Conference Call.

**B. Attendance**

**The following Board members were present:**

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

**The following Board members were absent:**

**The following additional persons were present:**

Lexa Juhre, General Manager  
Katie Blanchard, Board Administrator

**C. Opening**

1. All members of the Board read the Meeting Preamble and reviewed the agenda as well as the president's memo and check-in questions.
2. The board reviewed Carol Connell's resignation letter. Lexa and Danny will send a certificate to Carol thanking her for her service and Katie will inquire with Fisher Florist about a plant or flower arrangement as a gesture of appreciation for all of her hard work over the years.

**Motion to accept Carol Connel's Resignation**

**Motion:** Robin Harris

**Second:** Brenda De Los Santos

**All in favor.**

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**II. APPROVE DRAFT MINUTES OF March 17th, 2020 MEETING (6:45-6:46)**

**Motion to approve the minutes of the March 17th, 2020 Board of Directors meeting pending amendments.**

**Motion:** Susan Zimmerman

**Second:** Robin Harris

**All in favor.**

**III. COMMITTEE/TASK FORCE (6:46-7:01)**

**A. Annual Meeting and Nominating Committee.**

1. Is a virtual election possible?
  - a. The software (Simply Voting) for official and secure online voting costs in the ballpark of \$1600. Is this a justifiable expense?
    - i. If the election isn't contested, perhaps using less costly alternative such as constant contact or survey monkey could be another choice.
    - ii. With the annual meeting postponed indefinitely, it is possible to use those funds to support an online voting platform.
    - iii. Voting would have to take place in the store as well since many members don't have internet access. This brought up questions surrounding how taxing supporting an election would be to the staff as well as social distancing concerns.
      1. It doesn't look like the store is going to significantly calm down for the foreseeable future. If the board decides to run an election, the store will be able to flex to support the election.
  - b. Is there a possibility of waiting until the pandemic subsides?
    - i. There is no way of knowing when/if the pandemic will subside and what the new normal will look like.
    - ii. If the election is postponed too long, there may be a risk that candidates will drop out.
      1. Danny reached out to the four active candidates to let them know the annual meeting was postponed indefinitely and he would be in touch about the election.
      2. Some candidates responded that they were still interested in running.
      3. There are currently 4 interested candidates.
  - c. Carol's seat should still be appointed.
    - i. One candidate was very persistent in running for the board despite setbacks and should be considered.
  - d. It was decided to tentatively run the election in June allowing for the nominating/annual

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meeting committee to meet and figure out the details during the month of May. The Nominating/Annual Meeting committee will also discuss potential appointees for Carol's seat and bring their suggestion to May meeting for a board vote.

#### **IV. GM Monitoring Reports and Updates (7:01-7:32)**

##### **A. B1 Annual Financial Condition**

1. Both Annual and Q4 reports were reviewed.

**Motion to approve B1 Annual Financial Condition with acknowledgement of non compliance in Part 2-Net Income.**

**Motion:** Susan Zimmerman

**Second:** Caleb Bailey

**All in favor.**

##### **B. B6 Staff - postponed**

1. This was postponed prior to Covid-19 in light of a vacation Lexa had scheduled.
2. Staff Survey
  - a. The GM, in partnership with Columinate delivers a staff survey every number of years to gauge staff satisfaction. There was a question of whether or not this survey should be conducted given the current pandemic landscape.
    - i. The Columinate Consultant suggested distribution of the survey after things calm down.
    - ii. Conducting a survey at the moment may give skewed results that are not indicative of long-term impacts.
      1. Conducting a survey at the moment would give a picture of this very surreal moment in time that isn't representative of typical working conditions.
      2. Staff results may additionally be skewed given the number of temporary staff recently hired and full-time staff who have scaled back their hours for safety concerns.
    - iii. There was discussion about conducting an informal pulse survey until the climate calms enough to hire a consultant to conduct the survey.
3. There was discussion about compiling B6-Staff without survey results with the understanding that a survey would be conducted and amended to the report after the pandemic subsides.
4. It was decided to move on with the rest of the meeting, but this report would be revisited knowing there are several questions that need to be answered.

##### **C. GM Update**

1. There was discussion about hazard pay and sales trends.
  - a. Lexa enacted a temporary pay differential that she may extend depending on sales growth.
  - b. Labor as a percentage of sales have been in line with expectations.
  - c. There was a question about margins. Lexa found this hard to answer as Fiddleheads has been unable to conduct an inventory since no inventory services are currently

# FIDDLEHEADS BOARD OF DIRECTORS

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available. There has been talk of conducting an internal inventory, but this is extremely labor intensive and shouldn't be supported with the store's current volume. She did mention the store has been checking margins as we've received product. Sales cover a multitude of sins in regards to shrink, culling, spoilage, overall adding to a healthy labor percentage and margins.

2. Are there still limits set by distributors on what could be ordered?
  - a. Yes, but they have expanded since the last meeting. Even with expanded limits on cases that can be ordered, there are still many out of stocks. We're creatively sourcing and looking to other distributors to bridge the gaps.
3. Future inventories
  - a. Lexa hopes the state standards for essential businesses will open to allow inventory services by June, our next scheduled inventory.
4. The Board mentioned many customer reviews highlighting how sane, and calm their co-op shopping experiences have been compared to conventional stores during these uncertain times. The board thanked the staff for their service.
  - a. There was discussion about filming customer reviews to use for future capital campaigns.
5. The pandemic's effect on the kitchen's sales.
  - a. The staffing was reduced by half and reallocated to other departments.
  - b. Meals shifted from grab and go to take and bake. There was some success with take and bake pizza dough and a few other items. The kitchen may also create frozen meals to take home.

## V. DISCUSSION/ACTION ITEMS (7:32-8:30)

### A. Update on SBA Loan Application

1. Executive committee approved Lexa applying for the SBA loan. Lexa hasn't heard back about the loan as of yet.
2. There are two other loans Lexa is looking at, one supports staff payment (PPP) and the other supports infrastructure (EIDL), such as building an additional walk-in to support online orders.
3. It was suggested that the Board approve Lexa pursuing these additional loans to avoid an additional Executive Meeting providing that the executive committee would meet if approved for the loan to decide if it should be accepted.

**Motion to approve Lexa applying for the PPP and EIDL loans.**

**Motion:** Susan Zimmerman

**Second:** Monica Chapman

**All in favor.**

### B. Board Meeting Format

1. How is the board feeling about holding meetings through Google Hangouts?
  - a. Owner Attendance
    - i. Owners are invited to attend by emailing the board. This is posted on the website and in store alongside posted meeting times.
    - ii. If an owner does attend, they would be muted by the president aside from the owner comments section of the meeting. They could also ask questions through the chat feature.

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of April 21st, 2020**

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- b. It was decided that google hangouts is comparable enough with other services to continue using this platform.

**C. Board Monitoring Survey - D2 GM Accountability**

- 1. This was reviewed with no comments.

**D. Board Self Assessment Survey**

- 1. The survey was arranged for the board by Columinate and divided into the 4 Pillars of Policy Governance: Accountable Empowerment, Teaming, Democracy, and Strategic Leadership.
  - a. We're doing well with accountable empowerment and teaming but we have room for improvement with democracy and strategic leadership.
    - i. There was discussion about how strategic and long term planning is at odds with operating during the pandemic.
      - 1. Perhaps the strategic planning just shifts to the needs of our community during this given climate.
      - 2. There was discussion about how the crisis highlights the importance of continuing the board's work with diversity and inclusivity. This was especially noted in light of struggling supply chains.

**E. Board Work Going Forward.**

- 1. How can the board best support the store and the staff?
  - a. There was discussion about how necessary the GM reports are during this climate.
    - i. This is an important structure that we have. Lexa mentioned that she does get helpful feedback from these reports.
- 2. Are our policies meeting the needs of the moment?
  - a. A policy mentions maintaining a safe environment for customers, which is very pertinent to these times.
  - b. Policies are meant to be fluid and regularly reviewed to meet the ever evolving needs of the Co-op.
- 3. There was discussion about aggregating customer feedback about the store.

**F. Succession**

- 1. Plans if Lexa gets sick.
  - a. Rachel is prepared to be the IGM.
  - b. The entire management staff is capable of running the store as a cohesive team.
  - c. The big weak spot is Lexa wearing the hats of GM, HR, and Finance. There are services we could hire to fill in the HR gap should Lexa fall ill. Overall there is a good bench.
- 2. If Lexa has to leave for an extended period of time.
  - a. NCG needs to be contacted within 10 days. Rachel is aware of this but may need guidance on when exactly to call.

**FIDDLEHEADS BOARD OF DIRECTORS**  
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- b. There are three signers for the bank accounts. It is possible to add a fourth in case Lexa is gone for an extended period of time.
- 3. There were talks about communication with other Co-ops.
  - a. Lexa has reached out to all of the other Co-op GM's for help or guidance where necessary but all stores have been similarly taxed. Communication has been brief and to the point.
  - b. Danny spoke with the Willimantic Food Co-op board about their store operations in light of the Covid-19 Pandemic

**G. Board Budget**

- 1. Changes to the Board Budget
  - a. Funds were taken out of the CCMA conference since it was cancelled. Funds were also freed up from the Annual Meeting fund and some legal allocations.
  - b. Funds were added to support Diversity and Inclusivity trainings.
  - c. This budget is somewhat out of date and subject to change based on the current pandemic landscape.

**Motion to approve budget.**

**Motion:** Monica Chapman

**Second:** Caleb Bailey

**All in Favor.**

**VI. OWNER COMMENTS**

- A. None were present.

**VII. CLOSINGS (8:30)**

**A. Meeting Talking Points**

- 1. The Board accepted Carol Connell's resignation and thanked her for her service.
- 2. The Board approved Lexa applying for PPP and EIDL Programs.
- 3. Accepted B1 Annual Financial Report with non-compliance for net income.
- 4. Approved Revised Board Budget to include funds for Diversity and Inclusivity training.
- 5. Reviewed board self assessment survey.
- 6. The board postponed the May election and are exploring alternative election methodologies.
- 7. The Board discussed succession planning should the GM have to be absent for a period of time.

**C. Upcoming events**

- 1. CCMA June 4-6, 2020 Cancelled

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of April 21st, 2020**  
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**VIII. Adjournment**

**Motion to adjourn:**

Motion: Robin Harris  
Second: Amelia Lord  
All in favor.

**Meeting adjourned at 8:42.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Katie Blanchard on April 22nd, 2020.

Minutes approved by vote of the Board on May 19th, 2020, and put into final form by Katie Blanchard on May 21st, 2020..