

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

Conference Call

(Approved by the Board on August 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 6:34pm on Tuesday, July 21st, 2020, via Conference Call.

B. Attendance

The following Board members were present:

Danny Spurr, President
Robin Harris, Vice President
Monica Chapman, Secretary
Brenda De Los Santos
Amelia Lord
Sara Florek
Carolyn Wilson
Liam Powers
Sehar Mahmood

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Rachel Watrous, Owner and Fresh Departments Manager

C. Opening

1. The board welcomed the two new directors, Liam Powers and Sehar Mahmood to their first board meeting!

II. Elect Officers (6:50-6:55)

1. There was a call for nominations and Amelia Lord presented the following uncontested slate.

A. President

Danny Spurr

B. Vice President

Brenda De Los Santos

C. Treasurer

Robin Harris

D. Secretary

Monica Chapman

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Motion to approve nominated slate

Motion: Amelia Lord

Second: Sara Florek

All in favor.

Board Voted unanimously in favor of the proposed slate.

III. APPROVE DRAFT MINUTES OF June 16th, 2020 MEETING (6:55-6:57)

Motion to approve the minutes of the June 16th, 2020 Board of Directors meeting.

Motion: Carolyn Wilson

Second: Robin Harris

All in favor. Liam Powers and Sehar Mahmood abstain.

IV. COMMITTEE/TASK FORCE (6:57-7:05)

A. Annual Meeting and Nominating Committee.

1. Annual Meeting and Nominating Committee did not meet last month.
2. It was suggested that the Annual Meeting and Nominating Committee should meet this month with the following objectives.
 - a. Debrief on this past year
 - b. Establish interest in who should serve on the committee for 2020/21
 - c. Draft a charter considering committee format. Should this be a joint committee as it was this year or should the Annual Meeting Committee and the Nominating Committee separate into two distinct committees as they were in previous years?
 - d. There was discussion about whether Covid should be considered for the 2021 Annual Meeting. It was left to the Annual Meeting and Nominating Committee to discuss.
3. Board Buddies
 - a. Amelia Lord and Robin Harris expressed interest.
 - b. Buddies will be picked at random through email.

V. GM Monitoring Reports and Updates (7:05-7:23)

A. B7: Board Communication

1. It was noted that the A: Ends report was also late last year. It was believed that the Board decided to move the Ends report back one month to receive a more complete report, as Lexa requested more time to do the Ends report justice. This seems to have been a discussion approved in the previous year. The Board would like this added to the data in the B7 report. Moving forward, the Board will clarify whether reporting has been moved to a different month by decision of the Board or due to the GM being tardy with the report.

Motion to approve GM Monitoring Report B7: Board Communication with edit to mention the Ends Report was also delayed.

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Motion: Monica Chapman

Second: Brenda De Los Santos

All in favor.

B. B8: Board Support

1. The board reviewed the B8: Board Support report.

Motion to approve GM Monitoring Report B8: Board Support.

Motion: Amelia Lord

Second: Danny Spurr

All in favor.

VI. DISCUSSION/ACTION ITEMS (7:23-8:35)

A. Thank you Gifts for Exiting Directors:

1. The board decided on sending Susan Zimmerman and Caleb Bailey plants and gift cards to thank them for their time served on the board.

B. Code of Conduct

1. The board reviewed the Code of Conduct and verbally agreed to abide by the code.
2. The following Board Members affirmed the Code Of Conduct:
 - a. Monica Chapman
 - b. Liam Powers
 - c. Brenda De Los Santos
 - d. Carolyn Wilson (with the note that while she works at Ledgelight Health Department she does not regulate the Co-op)
 - e. Amelia Lord
 - f. Robin Harris
 - g. Sehar Mahmood
 - h. Sara Florek
 - i. Danny Spurr (with the note that his wife does some consulting work at the Co-op for workshops presented at the Co-op)

C. Store Update

1. Dairy Cooler Upgrade
 - a. New floor was installed in the dairy cooler to prevent condensation from leaking into businesses on the first floor. Materials were under \$1,000 and labor was sourced in house. A relative of the store works in HVAC and advised how to best boost the R-Values of the cooler. The team showed great cooperation.
2. EBT Pin Pads and Suspended Sale Update
 - a. The new Pin Pads are being installed at the moment.
 - b. Suspended EBT transactions are being resolved. There is still about \$1,000 in suspended sales. The Co-op will continue to follow up with the customers who have yet to pay.
 - c. Part of the new EBT pin pads includes a portable payment option allowing customers to pay straight from their car for curbside pick ups.
 - d. There was a question about an increase in EBT transactions as more people qualified

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for EBT during the pandemic. Lexa said that there was an increase in EBT sales along with an increase in overall basket size. It appears that customers who previously used the Co-op, leaned on it heavier during the height of the pandemic. Lexa also noted seeing new faces in the Co-op.

3. Kitchen Updates

- a. The kitchen is rebounding to pre-Covid levels. The success is attributed to pivoting to meet the needs of customers during the pandemic, including providing pizzas, larger pack size for salads, and rebranded offerings.

4. Staffing

- a. The store is hiring across departments due to temp staff going back to school or relocating back to their pre-Covid lives. Sales have dropped to 20% above last year but Fiddleheads still appears to be on good fiscal ground. Numbers will become more concrete following an inventory scheduled for August.

5. Inventory Update

- a. RGIS, the inventory specialists, are able to secure inventories for August and January. They will be able to do quarterly inventories in 2021. Fiddleheads is looking at the possibility of conducting an inventory with internal staff should RGIS no longer be available during a potential second wave of the pandemic.

6. Loan Updates

- a. EIDL Loan: This loan is to help pay for recurring bills for businesses affected by covid.
 - i. Applied for \$10,000 advance. 3.75% interest on any loan amount until paid. The application was held up because of how Fiddleheads co-op business was defined. However, because the loan was submitted in a timely manner, Fiddleheads should still be eligible for the advance.
- b. PPP Loan: To be used to help with payroll for individuals who could not maintain their usual hourly schedule due to Covid. This loan was approved and Fiddleheads has been using it to supplement payroll.
- c. It was suggested that the executive committee should meet to decide on moving forward with the EIDL loan whenever the opportunity presents itself. After much discussion about this loan and what it could be used for it was decided to approve the loan providing Lexa would give the board a monthly update on how and if those funds are being used and whether it is prudent to actually use those funds. It was noted that these loan funds may not end up being used, but the loan would provide flexibility/liquidity should the co-op need it in the near future.

Motion to approve Lexa taking EIDL loan of \$150,000 should the opportunity present itself between now and the next meeting.

Motion: Amelia Lord

Second: Monica Chapman

All in favor.

D. Board Monitoring Survey C2: The Board's Job

1. Board reviewed the Board Monitoring Survey
2. There was discussion about the Board's ability to encourage meaningful relationships with the ownership base. It was mentioned during Covid, utilizing the Co-op's online space to disseminate information was met with a degree of success. This was seen through the large increase over last year in owner participation for the director election.

E. NFCA Online Workshop

1. NFCA typically holds an annual conference but they've moved this online for September 11th.

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The time frame still needs to be firmed up. Brenda De Los Santos, Monica Chapman, Amelia Lord, Robin Harris and Sehar Mahmood are all interested in attending

F. Annual Meeting/Online Meeting with Owners

1. Discussion is tabled until next month.

G. Board Retreat and Financial Planning Trainings

1. Danny talked with our Columinate Consultant about retreat material and dates. He will send out a doodle to find a good time for the Board Retreat.
2. Danny pulled interest for a financial training meeting. Sehar Mahmood, Liam Powers, Monica Chapman, Carolyn Wilson, Robin Harris and Brenda De Los Santos expressed interest. Danny will send out a doodle to set a time for the Financial Training Meeting.

H. 5-Year Plan and Visioning

1. Discussion is tabled until next month.

VII. CLOSINGS (8:35-8:44)

A. Meeting Talking Points

1. Welcomed our new directors, Sehar Mahmood and Liam Powers.
2. Elected Officers.
3. Authorized EIDL and PPP loans.
4. Decided on thank you gifts for parting directors.
5. Affirmed code of conduct for the board.
6. Encouraged Annual and Nominating Committee to meet this month to begin planning for next year's election.
7. Learned about the new floor installation in the dairy cooler.
8. Established interest in attending the NFCA virtual meeting.
9. Accepted B7 and B8 reports.

B. Upcoming Dates

1. Tuesday, August 4th. 6:30-8p.m.- LaDonna IDI orientation
1. Saturday, August 22nd, 9-12 noon, first DEI training with LaDonna
2. Friday, September 11th- NFCA Membership Engagement Workshop

VIII. Adjournment (8:44)

Motion to adjourn

Motion: Robin Harris

Second: Amelia Lord

All in favor.

Meeting adjourned at 8:49pm.

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Draft minutes prepared for submission to the board by Katie Blanchard on July 21st, 2020.

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