

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of October 20th, 2020

Conference Call

(Approved by the Board on November 17th, 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 6:33pm on Tuesday, October 20th, 2020, via Conference Call.

B. Attendance

The following Board members were present:

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

The following Board members were absent:

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Moir Ross, Owner
Isaac Brody, Owner

C. Opening

1. Directors introduced themselves to new meeting attendees.
2. Owner Comments:
 - a. Ike is a prospective board candidate who recently moved to Connecticut from New York.
 - b. Moira is a long-time Fiddleheads owner who wishes to get more involved with Fiddleheads.

II. APPROVE DRAFT MINUTES OF September 15th, 2020 MEETING (6:47- 6:49)

1. B6 staff report. There are a couple of names listed, please remove to a more general statement.

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Motion to approve the minutes of the September 15th Board Meeting as amended.

Motion: Brenda De Los Santos

Second: Monica Chapman

All in favor. Sara Florek and Sehar Mahmood abstain.

III. CONSENT AGENDA (6:49 - 6:50)

A. Equity Refund Requests

1. Morris

Motion to approve the Consent Agenda.

Motion: Amelia Lord

Second: Robin Harris

All in favor.

IV. Discussion Item (6:50 - 6:54)

A. DEI Training Update

1. The board discussed who may still need books and materials for the DEI training.

V. COMMITTEE/ TASK FORCE (6:54 - 6:55)

A. Nominating Committee:

1. Met an interested candidate for the board and discussed ways to advertise the call for candidates in store.

VI. GM Monitoring Reports (6:55 - 7:26)

A. B1 Financial Condition Jan - August (Net Income)

1. There was a question about two member loans coming due. The GM intends to pay back the member loans at the end of the year.
2. There was a question about the current ratio and how it was calculated. The EIDL loans were mistakenly not reported in the original GM Monitoring Report. The GM will amend the report to include the EIDL loan
3. There was discussion about when the Co-op should apply for loan forgiveness. The CPA's suggested waiting to apply for loan forgiveness until next year. They suggested waiting until after the first rounds of applications are approved as there have been some hangups with getting some applications through and once they're submitted, they can't be changed.
4. There was a question regarding reporting discounts and how they should be displayed in future reports, especially as this may impact Patronage Dividends in the future.

Motion to Approve GM Monitoring Report B1: Financial Condition Jan - August (Net Income) pending the corrected ratio including the EIDL loan.

Motion: Carolyn Wilson

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Second: Monica Chapman

All in favor.

B. A: Global Ends

1. The board discussed how well the Ends report was presented.
2. Fiddleheads' customer service was highlighted. The staff utilizes each customer interaction as a way to lift the community.
3. There was discussion addressing affordability for underserved communities. The GM noted that while we make food accessible, Fiddleheads still struggles to make food more affordable. She is working with the state to become WIC certified. She also noted that Fiddleheads works with NCG to improve our everyday low pricing program (Co-op basics). The GM and the board acknowledge more work needs to be done in this area and looks forward to incorporating affordability into her three year strategic plan.
4. The GM also noted that even though the store has increased sales 30% over last year, the store needs to catch up to those sales both in terms of staffing and capital expenditures. She mentioned increasing refrigeration space to meet the current sales demands.
5. There was a question about tracking local sales. It was mentioned that local sales may not have increased over the years but this may not have to do through lack of sourcing. The CT Dairy market is struggling to keep up with demand at the moment. Additionally, there is a trend for producers to start out and go straight to CSA's and Farmer's Markets before becoming wholesalers.
6. There was a discussion about the Ends referencing, "Knowledgeable about Food Systems." Covid-19 put a sharp end to the successful workshops held in the Co-op. As of now, the Co-op lacks staffing to support digital educational content to provide to their owners. The GM hopes to increase accessibility to workshops in the new year.

Motion to approve GM Monitoring Report A: Global Ends.

Motion: Amelia Lord

Second: Carolyn Wilson

All in Favor.

VII. DISCUSSION/ACTION ITEMS (7:26-7:52)

A. Board Monitoring Survey C5 Code of Conduct

1. The board reviewed the C5 Policy .
 - a. How does protesting fit into board members abiding by local laws.
 - i. It was mentioned that this policy is written to provide a protection for the board to remove a director who may have committed a crime that is damaging to the Co-op's reputation. This allows for the board to review a challenge to this code of conduct on a case by case basis.

B. Agenda for the Board Retreat

1. The Board's Job.
2. Financial Literacy.
 - a. There is a supplemental workshop that will be offered on multiple days. It was decided to remove this from the retreat agenda to allow for more time to discuss the other topics.
3. Fiddleheads' Future.
4. How to foster board and owner connections.

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5. Discussion about the Ends and Next Steps.

C. Prospects for Patronage- Update

1. It was asked whether Fiddleheads could pursue Patronage Dividends this year.
 - a. Fiddleheads needs to declare by the end of the year that they wish to pursue a Patronage Dividend on the earnings for the year 2020. The percentage of net income proportionate to sales to Owners could be declared as patronage and at least 20% of this amount has to be distributed to the owners. Up to 80% can be distributed to owners. The GM will work with the Co-op's lawyers and CPA to figure out how to best conduct this dividend.
2. As of now, it looks like Fiddleheads will apply the refund in the form of a coupon to be redeemed at the register rather than cut a check to each household. This would help with the administrative burden needed to disperse the refunds and encourage conversations with owners about Patronage Dividends.

VIII. OWNER COMMENTS (7:52-7:55)

1. What are the different ways to be more involved in Fiddleheads?
 - a. Board Work
 - b. Committee Work, including the Annual Meeting and the Nominating Committee.
 - c. This can be discussed more with the Board on how to engage owners more and involve them in the store more directly. The board welcomes any suggestions or ideas on how owners can be more involved in the store.
2. Owners thanked the board for their work and encouraging owner attendance.

IX. CLOSINGS (7:56 - 8:05)

A. Meeting Talking Points

1. Reviewed and Approved the Global Ends Report.
2. Finalized agenda for the Board Retreat.
3. Approved Updated Financial Conditions Report for the period of January through August including inventory results.
4. Board discussed the training materials needed for the DEI workshop.
5. Hosted prospective board members and owners.
6. Discussed prospect of Patronage Dividends.
7. Discussed local producers and how the Co-op can best support them moving forward.
8. Discussed Food Justice and ideas to expand affordability and accessibility.
9. GM is searching for alternative storage space and will keep the board updated about any changes in the cost of storage.

B. Upcoming events:

1. LaDonna Training: Saturday November 7th, 2020
2. Board Retreat: Saturday November 14th, 2020

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IX. Executive Session (8:06-9:08)

Motion to enter executive session to discuss personnel matters.

Motion: Brenda De Los Santos

Second: Robin Harris

All in favor.

Approved filing of a Prejudgment Remedy (PJR) and approved GM PTO request

Motion to exit executive session.

Motion: Brenda De Los Santos

Second: Robin Harris

All in favor.

XI. Adjournment (9:08-9:09)

Motion to adjourn.

Motion: Carolyn Wilson

Second: Sehar Mahmood

All in favor.

Meeting adjourned at 9:09pm.

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Draft minutes prepared for submission to the board by Katie Blanchard on October 20th, 2020.

Minutes approved by vote of the Board on November 17th, 2020, and put into final form by Katie Blanchard on November 24th, 2020.