

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of June 15th, 2021

Conference Call
(Approved by the Board on August 20th, 2021)

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, June 15th, 2021, 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
Amelia Lord
Carolyn Wilson
Sehar Mahmood
Liam Powers
Ali Rangwala

The following Board members were absent:

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator

C. Opening

1. Directors shared check-ins.
 - a. Welcome to the Board's newest member, Ali Rangwala!

Lexa requested a week of PTO to be cashed out per the Co-op's Pay for Play Employee Policy.

Motion: Brenda De Los Santos

Second: Monica Chapman

All in Favor

II. APPROVE DRAFT MINUTES OF May 18th, 2021 MEETING (6:48- 6:51)

Motion to approve the minutes of the May 18th, 2021 Board Meeting as amended.

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Motion: Liam Powers

Second: Carolyn Wilson

All in favor: Monica Chapman and Ali Rangwala abstain having not attended the meeting.

IV. CONSENT AGENDA (6:51-6:52)

A. Owner Equity Refund Requests (if any)

1. Hermann
2. Shelley-Sullivan
3. Yeh
4. Stewart
5. Burke

Motion to approve the consent agenda.

Motion: Robin Harris

Second: Carolyn Wilson

All in Favor

V. COMMITTEE/TASK FORCE (6:52-7:05)

A. Annual Meeting Committee

1. The meeting was brief and went smoothly despite some technical difficulties. There was a modest turn out of 8 people attending. Lexa presented the business from 2020 and the winner of the Board Election was announced.

B. Check in with Committees

1. Rechartering Nominating and Annual Meeting Committees.
 - a. The Board decided to keep the Annual Meeting Committee and Nominating Committee separate.
 - i. Annual Meeting will have to provide a budget for the meeting to the Treasurer (Robin Harris) ahead of the September meeting.
 - b. The Board will charter the committees next meeting. Director's should think about which committee they would like to serve on.
 - c. Typically the Nominating Committee's responsibilities run from September through January. Typically the Annual Meeting Committee's responsibilities run from January through April.

V. GM MONITORING REPORTS (7:05-7:14)

A. B5: Consumers:

1. There was a question about interpreting the data chart for customer feedback under "Parking." Some formatting didn't line up correctly. Lexa will look into the correct information and report back to the Board.
2. There was a discussion about the customer count. This is essentially the transaction count at the register. If the same person makes three different transactions, it is counted as three different customers. This explains why the customer count dropped during lockdown as there were more large orders rather than many small orders.

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Motion to Approve GM Monitoring Report B5: Consumers.

Motion: Carolyn Wilson

Second: Liam Powers

All in favor.

VI. DISCUSSION / ACTION ITEMS (7:14-8:35)

A. Possibility of In-Person Meetings:

1. The Board agreed that they enjoyed the convenience of virtual meetings but missed seeing each other in person. It was suggested that the board meet quarterly in person.
2. The Board decided to meet in person in line with the B1 Reporting which occurs quarterly plus one Annual B1 review. They've tentatively decided to meet in person for the August Meeting.
3. The Board decided to have an in person Board Retreat in October from 9am to 3pm on Saturday the 9th or 16th.

B. Board Monitoring Survey D4 Monitoring GM:

1. The board discussed the addition of "Is this Policy OK as is?..."
2. The Board decided to update the pronouns used in the D4 policy from "He/She" to "They"

Motion change D4 from He/She to They.

Motion: Monica Chapman

Second: Brenda De Los Santos

All In favor.

C. Patronage Update

1. Lexa discussed reporting for the patronage and whether it would be based on book income or tax income.
2. The board discussed how much taxable income should be declared as patronage, what percentage should be dispersed to ownership and how much should be retained by the Co-op. Overall the Board felt that as this is the first venture into Patronage, distributing conservatively would be ideal.

Motion to issue patronage dividends for the year 2020 utilizing a tax income basis, a 20% distribution, an allocation of \$30,000 and a minimum qualifying annual purchase amount of \$200.

Motion: Carolyn Wilson

Second: Liam Powers

All in favor.

D. Election of Officers

1. The board decided to rotate the officer roles to allow for a smooth transition once Danny exits the board. The proposed slate is:
 - a. President: Brenda De Los Santos
 - b. Vice President: Monica Chapman
 - c. Treasurer: Robin Harris
 - d. Secretary: Danny Spurr

Motion to approve the slate of officers.

Motion: Amelia Lord

Second: Sehar Mahmood

All in favor:

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E. Check-in on Small Group DEI Meetings and DEI Work

1. The Board scheduled their next meeting with La Donna for August 15th from 10am to noon.
2. Brenda, Amelia, Sehar, and Lexa met around Memorial Day.
3. Brenda suggested a coffee date next month to continue these DEI talks.

F. Discuss Proposed Changes to Ends Presented By Equity Policy Review Committee

1. The committee proposed changing the Ends statement. It currently reads:
 - a. Ends A – Global End (Adopted January 6, 2014)
 - i. Fiddleheads Natural Foods Cooperative exists so that Southeastern Connecticut is a healthy, robust, just and inclusive community.
 - b. Ends A1 – Food Justice (Adopted January 6, 2014)
 - i. Fiddleheads exists so that Southeastern Connecticut is a model for achieving food justice for all.
 - c. Ends A2 – Thriving Local Economy (Adopted January 6, 2014)
 - i. Fiddleheads exists so that Southeastern Connecticut is a thriving, locally-based economy.
 - d. Ends A3 – Sense of Community (Adopted January 6, 2014)
 - i. Fiddleheads exists so that shoppers and members have a strong sense of community.
 - e. Ends A4 – Growing Co-op Model Use (Adopted January 6, 2014)
 - i. Fiddleheads exists so that Southeastern Connecticut has a growing use of the co- op model.
 - f. Ends A5 – Food and Health Knowledge (Adopted January 6, 2014)
 - i. Fiddleheads exists so that Southeastern Connecticut is knowledgeable about food systems, and personal and environmental health.
 - g. Ends A6 – Workplace (Adopted January 6, 2014)
 - i. Fiddleheads exists so that Southeastern Connecticut has meaningful work opportunities in a supportive environment.
2. The proposed change is as follows
 - a. Fiddleheads provides equitable and inclusive access to high quality food grown in sustainable ways in order to support a healthy and thriving community and economy.
3. Lexa was hesitant to change the Ends as the terms “equitable” and “inclusive” are difficult to define and operationalize. (eg. Can Fiddleheads be considered inclusive if it doesn’t provide transportation for people who are unable to drive or walk to the store?) She also questioned the removal of the sub points following the global ends.
4. The committee responded that in looking at the policies as a whole, none of them proved to be inclusive and equitable and all needed to be reframed. This proposal is a starting point. Removing the subpoints would allow more freedom to expand the inclusivity lens throughout the other specific policies. It was also worth noting that other Co-op End Statements can be quite short.
5. It was also noted that the Ends are used to guide Board decisions. They are not a mission or a vision statement.
6. It was suggested that the Board bring this discussion to the La Donna meeting in August, include it as an Agenda item for the August board meeting, and continue to work on the Ends during the Board Retreat.

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VII. CLOSINGS (8:35-8:48)

A. Meeting Talking Points

1. Approved distributing Patronage Dividends for the year 2020.
2. Annual Meeting Debrief. The link is available on the Fiddleheads website for interested people to watch.
3. Welcomed Ali Rangwala to the Board.
4. Reviewed General Manager Monitoring Report B5: Consumers
5. Updated pronouns in Board Policy D4 Monitoring the GM.
6. Elected Officers
 - a. President: Brenda De Los Santos
 - b. Vice President: Monica Chapman
 - c. Treasurer: Robin Harris
 - d. Secretary: Danny Spurr
7. The Board will hold in person meetings quarterly. The first in-person meeting will be held on August 15th.
8. The Board discussed revising the Ends Policies.

B. Upcoming events:

1. Next meeting with LaDonna
 - a. August 15th, 10am-12pm
2. Board Retreat-Set date for October. Either Saturday the 9th or 16th.
3. Chamber of Commerce meeting June 15th night at the Hygienic.

Motion to approve Robin representing Fiddleheads at the Chamber of Commerce Meeting and using Board funds towards entrance fees.

Motion: Danny Spurr

Second: Brenda De Los Santos

All in Favor.

VIII. Meeting Adjourned

Motion to adjourn meeting.

Motion: Monica Chapman

Second: Brenda De Los Santos

All in favor.

Meeting adjourned at 8:47 pm.

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Draft minutes prepared for submission to the board by Katie Blanchard on July 20th, 2021.

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Minutes approved by vote of the Board on August 20, 2021, and put into final form by Katie Blanchard on July 27th, 2021.