

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of February 15th, 2022**

Via Conference Call  
(Approved by the Board on March 15th, 2022)

**I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS**

**A. Call to Order**

Brenda De Los Santos called to order a regular meeting of the Fiddleheads Board of Directors at 6:33 pm on Tuesday, February 15th, 2022.

**B. Attendance**

**The following Board directors were present:**

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

**The following Board directors were not present:**

Amelia Lord  
Ali Rangwala

**The following additional persons were present:**

Lexa Juhre, General Manager  
Katie Blanchard, Board Administrator  
Stephanye Clarke, Program Officer at Community Foundation of Eastern CT

**C. Check-ins and Agenda Review**

1. Directors shared check-ins.
2. There was a reminder for Board Members to check their Board email at least once a week.

**D. Owner Comments**

1. No comments

**II. APPROVE DRAFT MINUTES OF January 18th, 2022 MEETING (6:38-6:40)**

**Motion to approve the minutes of the January 18th, 2022 Board Meeting as amended.**

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**Motion:** Monica Chapman  
**Second:** Carolyn Wilson  
**All in favor.** Robin Harris abstains.

**III. CONSENT AGENDA (6:40-6:41)**

1. Owner Equity Refund Request:
  - a. Wasilewski

**Motion to approve the consent agenda.**

**Motion:** Danny Spurr  
**Second:** Sehar Mahmood  
**All in favor.**

**IV. COMMUNITY GUEST: Community Foundation of Eastern CT (6:41-7:18)**

1. Directors welcomed Stephanye Clarke, Program Officer at Community Foundation of Eastern CT.
2. Community Foundation of Eastern CT brings resources and expertise to nonprofit partners to help build stronger communities. They help with grant-making and scholarships for high school seniors and college students.

**V. COMMITTEE/TASK FORCE (7:18-7:38)**

**A. Nomination Committee**

1. There are three seats up for election this year. Incumbent Brenda De Los Santos is going to run. There are no other candidates committed to run as of yet.
2. The Board showed pamphlets that will be distributed. There is another email that will be sent directly to the ownership base with a link to learn more about how to run for the Board.
3. The Nomination Committee will also work with the marketing team to spread the word about Board work across social media platforms.
4. The Nomination Committee will hold open virtual meetings on 2/26 and the 3/1 that interested owners can attend.
5. The Board was tasked with reaching out to people they feel would benefit the Board.

**B. Annual Meeting Committee**

1. The Annual Meeting Committee is currently researching potential indoor/outdoor venues including Ocean Beach that would suit a party theme.
2. The Annual Meeting Committee is looking to set a date by March with a target month of either May or June for having the Annual Meeting.
3. Please reach out to Carolyn if you have any suggestions or input you would like to share.
4. It was suggested that the Nomination Committee and the Annual Meeting Committee meet together within the next couple of months.

**VI. GM MONITORING REPORTS (7:38-7:52)**

**A. B1: Financial Condition (Q4 2021)**

1. It was noted that there was a net income loss of -.24% of sales for Q4, though the net income for the full year looks like it will be in compliance. The board asked about expenditures and how

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the net income could be improved.

- a. Lexa continues to monitor staffing levels.
- b. Though an added expense, Lexa feels the outsourced IT department provides value especially in regards to cyber security and support.
- c. Lexa is also working on streamlining supplies.

2. The Board celebrated 109 new owners joining the Co-op in the 4th quarter.

**Motion to Approve GM Monitoring Report for B1: Financial Condition noting noncompliance in B1.2 net income. (Q4 2021).**

**Motion:** Danny Spurr

**Second:** Liam Powers

**All in favor.**

## **VII. DISCUSSION / ACTION ITEMS (7:52-8:05 )**

### **A. Board Monitoring Survey: C: Global Governance AND C1: Governing:**

1. The Board discussed adding information about Policy Governance to the January meeting to prepare for this survey.
2. It was also suggested that the Board review this survey during the first Board Meeting with new directors to set their expectations as Board Directors under Policy Governance. (**consider moving review of this policy to July, with policy governance review in June**)

### **B. Proposed Policy Changes:**

1. Please review policy changes and add notes to be discussed at the next Board meeting.

### **C. Yearly Reflection: Review Past Year and Set Theme for This Year:**

1. The Board discussed a theme as “Building Bridges” especially as the Board is reviewing their policies through the DEI lens and actively working with community partners to strengthen relationships in the community we serve.

**Motion to set the 2021 Theme for the Board as “Building Bridges”**

**Motion:** Carolyn Wilson

**Second:** Sehar Mahmood

## **VIII. CLOSINGS (8:05-8:17)**

### **A. Owner Comments:**

1. No comments.

### **B. Meeting Talking Points:**

1. Approved the GM Monitoring Report B1 Financial Condition for Quarter 4 of 2021.
2. Discussed recruitment efforts for potential Board Candidates.
3. The Board chose as a 2021 theme “Building Bridges.”
4. The Board welcomed Stephanye Clarke from The Community Foundation of Eastern Connecticut.
5. The Annual Meeting Committee will be deciding on a date for the Annual Meeting soon.
6. The Board approved all Equity Refund Requests submitted for this month.
7. The Board celebrated the addition of 109 new Ownership Households during the fourth quarter of 2021!

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**B. Tasks and Responsibilities:**

1. Review potential policy changes.
2. Liam will meet with Purba to discuss the finance committee this month. The Board will work on a charter for this committee as well.
3. Send “Hard-No” dates for the Annual Meeting to Carolyn.
4. Reach out to people who may be interested in running for the Board.

**D. Upcoming events**

1. NFCA-Annual Meeting
  - a. Held on Saturday March 19, 2022 from 10:00AM – 12:30PM via Zoom.
    - i. Fiddleheads Board Directors are strongly encouraged to attend. Rachel Watrous will be attending as an NFCA Board director.
2. Board of Commerce Young Professional Meet Up at the Mystic Museum about Black History and the Whaling Industry. Thursday 2/24th from 5pm-7pm.

**IX. Executive Session (8:17-8:26)**

**Motion to enter Executive Session:**

**Motion:** Robin Harris

**Second:** Monica Chapman

**All in favor**

Executive session to discuss GM evaluation was entered into at 8:17pm and exited at 8:26pm. **The GM evaluation letter was approved in executive session** and will be presented to GM Lexa Juhre.

**X. Meeting Adjourned**

**Motion to exit executive session and adjourn meeting:**

**Motion:** Monica Chapman

**Second:** Carolyn Wilson

**All in favor.**

**Meeting adjourned at 8:26 pm**

\* \* \* \* \*

Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on February 15th, 2022.

Minutes approved by vote of the Board on March 15th, 2021, and put into final form by Katie Blanchard on March 15th, 2021.