

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

Via Conference Call  
(Approved by the Board on April 19th, 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 6:32pm on Tuesday, March 15th, 2022.

**B. Attendance**

**The following Board directors were present:**

Brenda De Los Santos, President  
Monica Chapman, Vice President  
Robin Harris, Treasurer (arrived at 6:38 pm)  
Danny Spurr, Secretary  
Amelia Lord  
Carolyn Wilson  
Sehar Mahmood (arrived at 6:45 pm)  
Ali Rangwala

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

Liam Powers

**The following additional persons were present:**

Lexa Juhre, General Manager  
Katie Blanchard, Board Administrator  
Claudio Melendez-Cooper, Co-Director of the Hispanic Alliance of Southeastern Connecticut  
Heather Roth, Owner  
Isabelle Talleyrand, Owner  
Lisa Wilson, Owner

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

1. Directors shared check-ins.

**D. Owner Comments**

1. The Board heard introductions from owners. Some came out of curiosity to see how the meetings work. Others came to the meeting because they were interested in potentially running for the Board. One owner noted that she has been a long-time shopper at Fiddleheads and has benefited greatly from the online ordering system and curbside pickup during the pandemic.

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**E. Community Guest: Hispanic Alliance of Southeastern Connecticut**

1. The Board welcomed Claudio Melendez-Cooper, Co-Director of the Hispanic Alliance of Southeastern Connecticut.
  - a. Hispanic Alliance of Southeastern Connecticut's mission is to advance Hispanic contributions to the southeastern Connecticut community. They focus on health, education, community, art and culture and so on.
  - b. Hispanic Alliance partners with many community organizations while creating programs of their own:
    - i. Flagship scholarship program that has given 320 scholarships to date.
    - ii. BRILLA - a woman's leadership program
    - iii. Direct financial assistance and indirect assistance for the latinx community
    - iv. Celebrating the arts and culture of the latinx community.
  - c. For more information please visit:  
<https://hispanicalliancesect.org/>  
or email [info@hispanicalliancesect.org](mailto:info@hispanicalliancesect.org)

**II. APPROVE DRAFT MINUTES OF February 15th, 2022 MEETING (7:02-7:02)**

**Motion to approve the minutes of the February 15th, 2022 Board Meeting.**

**Motion:** Monica Chapman

**Second:** Brenda De Los Santos

**All in favor.** Amelia Lord abstains.

**III. CONSENT AGENDA (7:03-7:03)**

1. Owner Equity Refund Request:
  - a. Bonner
  - b. Brown

**Motion to approve the consent agenda.**

**Motion:** Danny Spurr

**Second:** Robin Harris

**All in favor.**

**IV. COMMITTEE/TASK FORCE (7:03-7:18)**

**A. Nomination Committee**

1. There are several interested candidates, including some who are currently attending this meeting.
2. There is another informational meeting scheduled for this Friday, March 18th at 7pm.
3. It was mentioned that interested candidates should feel comfortable knowing that essential director skills will be taught once they take on the role.

**B. Annual Meeting Committee**

1. The goal is to have a May annual meeting.
2. Carolyn has reached out to a number of venues.

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- a. Lyman Allyn Museum is a contender for future venues with reasonable pricing but a small guest capacity.
  - b. Mitchell College had a lot of red tape and is seemingly challenging to work with.
  - c. The Garde is a contender and has been a successful venue in the past..
  - d. The Hygienic Art Park was successful in the past, the outdoor venue is covered, and they have availability on May 15th.
  - e. Veterans park could work but we would need to bring in tents and food.
  - f. Ocean Beach requires that they provide food which is costly.
3. The Board agreed to kicking off the election at the Annual Meeting rather than announcing the winners at the meeting.

**Motion to hold the 2022 Annual Meeting at the Hygienic Art Park on May 15, 2022.**

**Motion:** Danny Spurr

**Second:** Amelia Lord

**All in favor**

## **VI. GM MONITORING REPORTS (7:18-7:27)**

### **A. B1: Annual Financial Condition (2021)**

1. It was noted that annual sales growth did not reach the benchmark for compliance for the year. Fiddleheads growth measured at 2.55% versus the 3% benchmark. It was noted that the fiscal year for 2020 was an anomaly due to the pandemic and that growth over that new benchmark is an achievement. Lexa noted that trends are positive so far in 2022 and Fiddleheads is on track to be in compliance this year.
2. Lexa also discussed new outreach approaches to boost traffic and sales in the store.
3. There was a question about expenses as a percent of sales in the reporting chart and whether this is a new metric. Lexa mentioned that this metric is not new. The increase in expenses is due primarily to labor, IT services, and new supplies needed in store, such as masks and gloves.

**Motion to Approve GM Monitoring Report for B1: Annual Financial Condition noting noncompliance in B1.1 annual sales growth year over year. (2021).**

**Motion:** Carolyn Wilson

**Second:** Monica Chapman

**All in favor.**

## **VII. DISCUSSION / ACTION ITEMS (7:27 - 8:04)**

### **A. Board Monitoring Survey: D Global Board of Directors - Management and D1: Unity of Control**

1. The Board evaluated its performance regarding policies D: Global Board of Directors - Management and D1:Unity of control. There were no additional comments.

### **B. Live Survey - Community Partners for April, May, June:**

1. Meeting attendees reviewed potential future partners and participated in a live survey. Brenda will review the results and reach out to the partners that garnered the most interest.

### **C. DEI Contract Renewal**

1. The Board discussed renewing LaDonna Sanders-Redmond's DEI contract. The Board has

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benefited greatly from their partnership with LaDonna over the past year and a half. However, the Board also expressed some challenges and concerns working with LaDonna, namely scheduling and availability.

- a. Given time constraints in searching for a new consultant, it was suggested that the Board move forward with LaDonna for this year but be open to potential new consultants and perspectives in the future.
  - b. It was further suggested that the contract, originally stipulating full payment up front, be paid in installments.
  - c. The Board will also ask that LaDonna craft an onboarding training for new Board directors.
    - i. Amelia and Brenda will craft an email to negotiate this contract.
2. It was mentioned that the Neighboring Food Cooperative Association is also considering options for DEI Training.

### **D. Final Review of Proposed Policy Changes**

1. The Policy Review Committee was commended for the amount of work poured into these Policy Changes.
2. Lexa asked a number of questions about how to quantify these policies for her reporting.
3. It was suggested that Lexa meet with the Policy Review Committee to troubleshoot the policies.

## **VIII. CLOSINGS (8:04 - 8:18)**

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

1. Owners expressed appreciation for the work the Board does and the genuine kind human beings behind the curtain.

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

1. The Board voted to have the Co-op's Annual Meeting Party on Sunday, May 15th at the Hygienic Art Park.
2. Discussed renewal of the Diversity, Equity and Inclusion consultant contract and continuing the DEI work.
3. The Board welcomed community guest, Claudio Melendez-Cooper from the Hispanic Alliance of Southeastern Connecticut.
4. The Board was pleased to welcome three owners to the meeting. Owners are encouraged to attend future Board meetings!
5. The Board reviewed the GM Monitoring Report B1: Annual Financial Condition for 2021.
6. The Board again reviewed proposed policy revisions.

### **B. Tasks and Responsibilities:**

1. Brenda and Amelia will reach out to LaDonna to negotiate a payment schedule and scope of work.
2. Lexa will meet with the Equity Policy Review Committee to fine tune the policy changes.

### **D. Upcoming events**

1. Prospective Board Member Meet and Greet on Friday March 17th and 7pm.
2. NFCA-Annual Meeting
  - a. Held on Saturday March 19, 2022 from 10:00AM – 12:30PM via Zoom.

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- i. Fiddleheads Board Directors are strongly encouraged to attend. Rachel Watrous will be attending as an NFCA Board director.
- 3. Undoing Racism Workshop April 18th-20th

a. For more information look at: [STEPUPNEWLONDON.COM/WORKSHOPS](https://STEPUPNEWLONDON.COM/WORKSHOPS)

**IX. Executive Session (8:18-8:25)**

**Motion to Enter Executive Session:**

**Motion:** Amelia Lord

**Second:** Monica Chapman

**All in favor**

Executive Session to discuss GM compensation was entered into at 8:18 pm and exited at 8:25 pm.

**A GM compensation request for proposal was approved in Executive Session.** Request will be delivered to GM Lexa Juhre by Danny Spurr.

**X. Meeting Adjourned**

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

**Motion:** Monica Chapman

**Second:** Carolyn Wilson

**All in favor.**

**Meeting adjourned at 8:25 pm**

\* \* \* \* \*

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

Minutes approved by vote of the Board on April 19th, 2022, and put into final form by Katie Blanchard on April 19th, 2022.