

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of April 19th, 2022

Via Conference Call
(Approved by the Board on May 17th, 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 6:32 on Tuesday, April 19th, 2022.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Monica Chapman, Vice President
Danny Spurr, Secretary
Amelia Lord
Carolyn Wilson

The following Board directors were not present:

Sehar Mahmood
Robin Harris, Treasurer
Liam Powers
Ali Rangwala

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator (left at 8:15)
Trina Charles, Co-Director/Community Organizer, Step Up New London (left at 6:58)
Regina Mosely, Community Organizer, Step Up New London (left at 6:58)
Vicky Torres, Community Organizer, Step Up New London (left at 6:58)
Amy Duval, Owner (left at 8:15)

C. Check-ins and Agenda Review

1. Directors shared check-ins.
2. Update from Ad-Hoc Finance Committee has been postponed.
3. EIDL loan resolution added to the agenda.

D. Owner Comments

1. No comments.

E. Community Guest: Step Up New London

1. The Board welcomed Trina Charles, Co-Director/Community Organizer, Step Up New London
 - a. Black and Brown parent-led organization searching for an equitable voice for the community who needs it. From their website: "We are dedicated to building an

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anti-racist, people-powered movement that holds ourselves and our community accountable in creating homes and schools where Black and Brown children and families are thriving.”

- i. Launched petition against New London Public Schools for fair and equitable treatment of parents as singular parents’ voices weren’t being heard.
- ii. Offer community organizing and anti-racism workshops.
- b. The Board asked for feedback regarding barriers that can hold Fiddleheads back from being a stronger member of our community.
 - i. Price points and customer service were both discussed as barriers. Not always feeling welcome. Lack of clarity around how to become a member-owner.
- c. There was a question about how Fiddleheads can support Step Up New London.
 - i. Step Up New London suggested posting flyers, attending events, or even holding events or a community conversation in conjunction with Step Up New London. It was noted that in the past Fiddleheads has helped raise awareness about fundraising campaigns, participated in round up campaigns, and helped with the trunk or treat event this past Halloween.
- d. For more information please visit: <https://www.stepupnewlondon.com/>

II. APPROVE DRAFT MINUTES OF March 15th, 2022 MEETING (6:58-6:59)

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

Motion: Monica Chapman

Second: Brenda De Los Santos

All in favor.

III. CONSENT AGENDA (6:59-6:59)

1. Owner Equity Refund Request:
 - a. There were no Equity Refund Requests this month.

IV. COMMITTEE/TASK FORCE (6:59-7:14)

A. Nomination Committee

1. There are four candidates who have declared their intent to run.
2. All have submitted photos and statements.
3. The campaign will launch in May.
4. The Nomination Committee is waiting to hear the specifics of the election.

B. Annual Meeting Committee

1. The Annual Meeting will not be at the Hygienic on May 15th.
2. It was suggested that we move forward with the election and hold an event later in the year as a celebration.
3. It was noted that the Annual Meeting Committee will lose members in May at the end of their term. A new Annual Meeting Committee chair will be needed.
4. It was also noted that the bylaws outline the Annual Meeting including business reporting and election of new directors

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5. An annual report will be published for owners.

Motion to cancel this year's Annual Meeting, previously scheduled for May 15th.

Motion: Carolyn Wilson

Second: Danny Spurr

All in favor.

Motion to approve the 2022 Board Election to begin on May 16th and end on May 30th with in-store and virtual voting.

Motion: Carolyn Wilson

Second: Monica Chapman

All in Favor.

VI. GM MONITORING REPORTS (7:14-7:26)

A. B6: Staff

1. Lexa reported compliance in all areas of this report and received the highest survey results to date in most areas.
2. While Lexa was pleased to make headway with more fair compensation she mentioned there is a lot of room to grow.
 - a. Over the past two years the Co-op focused on reacting to change. As a result, other aspects of the business lacked attention. The structural organization, protocols, standard operating procedures and reviews all need to be improved to best support the growth of the business and develop staff.
3. The Board inquired about offering additional benefits to staff. The store's tight budget for 2022 was also noted.
 - a. Lexa referenced an informal staff survey where some staff might lose their beneficial state benefits or would rather use their spouse/families' benefits. Lexa also mentioned that current benefits may shift to afford health benefits.
 - b. Lexa also noted that Fiddleheads has not reached the staffing requirement for mandated insurance, but will be bumping up against this in the next year or two. That requirement is 50 full-time employees who have worked at least 6 months. This will need to be budgeted for and employee benefits assessed when this time comes.
 - c. There was a question about NCG supporting or providing a health insurance pool for member co-ops. NCG does not have anything like this set up. Lexa noted that NCG has co-ops in many different states, some states only have one or two co-ops and each state has different rules and statutes regarding insurance. This may make it difficult to scale up such a plan and make it affordable.

Motion to Approve GM Monitoring Report for B6: Staff.

Motion: Carolyn Wilson

Second: Brenda De Los Santos

All in favor.

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VII. DISCUSSION / ACTION ITEMS (7:26-8:07)

A. Board Monitoring Survey: D2: GM Accountability

1. The Board evaluated its performance regarding policy D2:GM Accountability. There were no additional comments.

B. Session Dates for DEI Trainings

1. The Board discussed dates but will continue firming up dates through email since the full Board wasn't represented at the meeting. Brenda will email the Board with potential training dates.

C. Building Bridges: Board/Owner Connection

1. It was noted that this has been a consistent challenge since the beginning of Fiddleheads (and a challenge for many other co-ops).
2. Amelia gave a brief overview of community outreach during her time at Fiddleheads.
 - a. Community outreach was a volunteer-led branch of Fiddleheads that was managed by a volunteer coordinator.
 - b. When the volunteer program ended, so did this branch of Community Outreach. Amelia did serve as Community Outreach Coordinator when she was employed at Fiddleheads tabling at events and actively fostering community relationships. She did note that this is not necessarily the most efficient way to spend payroll.
3. Carolyn gave some background on Owner Outreach with the Board.
 - a. She noted that most of the successful, or well-attended events felt like they were reaching a crowd who was already engaged.
 - b. The Board also noted past meet and greets, and owner events that didn't seem to ever draw a large crowd of newcomers.
4. The Board discussed communication challenges between the Board and the ownership community at large. The Board noted that the current modes of communication may not be the most effective.
 - a. The Board discussed streamlining the Board Highlights.
 - b. The Board discussed communication strategies to highlight the DEI work and bylaw revisions with the community.
 - c. The Board discussed creating an owner outreach committee and building community connections into the Board Budget.
 - d. The Board referenced a point brought up earlier by Regina from Step Up New London to participate in their forums to create an open dialogue with the community.
 - e. The Board was excited at the prospect of volunteering as outreach.
 - f. A quarterly newsletter is published at other co-ops and could be a project for the future.

D. EIDL Loan Resolution:

1. The officers signed the EIDL Loan Resolution. The Board had previously authorized this loan, but this formal resolution was requested by the bank.

Motion to authorize the EIDL Loan resolution.

Motion: Danny Spurr

Second: Brenda De Los Santos.

All in Favor.

E. Meeting Scheduling Updates:

1. May meeting will be in person.

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2. The June meeting will be changed to either Tuesday 6/14 or 6/28 and will be finalized via email.

VIII. CLOSINGS (8:07- 8:14)

A. Owner Comments:

1. No comments.

B. Meeting Talking Points:

1. The Board Elections will be held May 16th-May 30th. The Candidates will be posted soon!
2. The Annual Meeting will not be held this year. There may be an in-person gathering this summer. Keep your eyes peeled for this year's Annual Report!
3. The Board Welcomed Step-Up New London as the Community Guest.
4. The Board discussed ways to bridge connections between owners and the Board.
5. The Board prioritized incorporating new directors into the DEI work the Board has been working on the past two years.

B. Tasks and Responsibilities:

1. Brenda will coordinate the June meeting date with the directors who did not attend this meeting.
2. Brenda will coordinate DEI Trainings with the directors via email to incorporate both directors who did not attend this meeting and new directors joining in June.

D. Upcoming events

1. The Board discussed who may attend CCMA (the national food co-operative conference). No directors will be attending in person this year.

IX. Executive Session (8:15-8:39)

Motion to Enter Executive Session:

Motion: Monica Chapman

Second: Amelia Lord

All in favor

Executive session to discuss legal matter was entered into at 8:15 pm. **No decisions were made in Executive Session.**

X. Meeting Adjourned

Motion to exit executive session and adjourn meeting:

Motion: Monica Chapman

Second: Amelila Lord

All in favor.

Meeting adjourned at 8:39 pm

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Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on April 19th, 2022.

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