

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of September 20th, 2022

(Approved by the Board on October 18th, 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 6:30 pm on Tuesday, September 20th, 2022.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Sehar Mahmood, Vice President (6:34)
Robin Harris Treasurer
Danny Spurr, Secretary
Monica Chapman
Amelia Lord
Amy Duval
Olivia Jenkins

The following Board directors were not present:

Chevelle Moss-Savage

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Angela Nobs Scholleman, Owner (6:51)

C. Check-ins and Agenda Review

1. Directors shared check-in's.
2. The Community Guests from the Mashantucket Pequot Tribal Councilors have rescheduled to next month's meeting.
3. The Board reviewed owner participation guidelines.

D. Owner Comments

1. No owners present.

II. APPROVE DRAFT MINUTES OF August 16, 2022 MEETING (6:45-6:46)

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Motion to approve the minutes of the August 16th, 2022 Board Meeting.

Motion: Olivia Jenkins

Second: Amy Duval

All in favor.

III. CONSENT AGENDA (6:46-6:47)

1. Owner Equity Refund Requests
 - a. VanDiepan
 - b. Kessinger
2. Approve Board 2022 Budget

Motion to approve the Consent Agenda.

Motion: Monica Chapman

Second: Robin Harris

All in Favor

IV. COMMITTEE/TASK FORCE (6:47-6:55)

A. Annual Meeting Committee:

1. Met with Lyman Allyn and discussed holding the Annual Meeting on 10/15 from 1:30-3:30.
2. There was an unforeseen conflict with Lyman Allyn on this date.
3. The Board rescheduled the Annual Meeting to November 12th.

Motion to hold the Annual Meeting at the Lyman Allyn Art Museum on Saturday November 12th.

Motion: Amy Duval

Second: Olivia Jenkins

All in Favor.

V. GM MONITORING REPORTS (6:55-7:06)

A. B: Global Constraint

1. Reported in Compliance

B. B3: Asset Protection

1. Reported non-compliance in section 3. A significant portion of deposits were moved to another banking institution to allow for most of the Co-op's deposits to be federally insured. There is still a fluctuating remaining amount that is uninsured.
2. Lexa indicated wanting a committee to research ways to use these funds such as investing in the Southeastern Connecticut Fund for Land Equity.
 - a. Sehar, Amelia, Monica, Amy, and Olivia all expressed interest in participating in an exploratory committee.

Motion to establish a finance task force for the purpose of exploring investment options for the Co-op's funds.

Motion: Danny Spurr

Second: Amy Duval

All in favor.

3. There was a question about outstanding checks. This was a result of when the report was pulled in relation payments sent at the co-op

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Motion to Approve GM Monitoring Report for B: Global Constraint and B3: Asset Protection with acknowledgement of non-compliance in section 3.

Motion: Monica Chapman

Second: Amelia Lord

All in favor.

VI. DISCUSSION / ACTION ITEMS (7:06-7:31)

A. Board Monitoring Survey C4: Meetings:

1. There was a question about how discussions can get caught in the weeds.
 - i. It was noted that this can be helpful to orient new Board members. It was also noted that the Board has improved greatly at staying on task during discussions.
 - ii. It was noted that the Board has improved in making sure all voices are heard during the meeting and this was attributed to the Board's work with the DEI work.

B. Consider Process for Annual Financial Review

1. It was noted that this Annual Financial Review is to consider whether an audit or financial review should be conducted that year. An audit is currently being pursued for 2021 by Wegner. It is unlikely that another audit will be necessary next year depending on the audit results.

C. DEI Prep

1. The Board is meeting with LaDonna the first week in November. The Board used this time to remind everyone to work on their IDI.

D. Review Board Retreat Agenda and Logistics

1. The Board is utilizing their first in person retreat in years to get back to basics of Board work.
2. This will be followed by Co-op history with special guest, Susan Zimmerman.
3. The Board discussed other logistics for the upcoming retreat.

VII. CLOSINGS (7:31- 7:44)

A. Owner Comments:

1. Angela Nobs Schollman mentioned how important Fiddleheads is to her and her family.
2. She also expressed gratitude for the Co-op model and how this model could be used throughout all walks of life.
3. She is interested in serving Fiddleheads in any way that she can.

B. Meeting Talking Points:

1. Accepted Board Budget for 2022.
2. Set Annual Meeting Date for November 12th at the Lyman Allyn Art Museum.
3. Initiated an Exploratory Financial Task Force.
4. Finalized agenda for the upcoming Board Retreat.
5. Accepted GM Monitoring Report for B:Global Constraints and B3: Asset Protection.
6. Discussed the upcoming DEI meeting and reflected on how this DEI work has impacted the Board.
7. Heard owner comments and welcome more!
8. Welcoming Community Guests from the Mashantucket Tribal Councilors at the October Board

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Meeting.

B. Tasks and Responsibilities:

1. All Directors will complete IDI.
2. Equity Policy Review Committee will set up a meeting.
3. The Financial Task Force will set up a meeting.

D. Upcoming events

1. Board Retreat with Jade on Sunday October 9th. From 9am to 4pm.
2. DEI Training with LaDonna November 5th.

VIII. Meeting Adjourned

Motion to adjourn meeting:

Motion: Danny Spurr

Second: Amy Duval

All in favor.

Meeting adjourned at 7:44 pm

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Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on October 18th, 2022.

Minutes approved by vote of the Board on October 18th, 2022, and put into final form by Katie Blanchard on October 18th, 2022.