

# **FIDDLEHEADS BOARD OF DIRECTORS**

## **Minutes of Board Meeting of October 18th 2022**

(Approved by the Board on November 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 6:34 pm on Tuesday, October 18th, 2022.

#### **B. Attendance**

##### **The following Board directors were present:**

Brenda De Los Santos, President  
Sehar Mahmood, Vice President  
Robin Harris Treasurer  
Danny Spurr, Secretary  
Amelia Lord  
Monica Chapman  
Olivia Jenkins  
Chevelle Moss-Savage

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

Amy Duval

##### **The following additional persons were present:**

Lexa Juhre, General Manager  
Katie Blanchard, Board Administrator  
Daniel Menihan, Mashantucket Pequot Tribal Councilor  
Crystal Whipple, Mashantucket Pequot Tribal Councilor

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

1. Directors shared check-in's.

#### **D. Owner Comments**

1. There were no owners present at this time during the meeting.
2. It was noted that Angela Nobs Schollman, owner, attended part of the meeting but left before the final owner comments section.

#### **E. Community Guest:**

1. The Board welcomed community guests, Mashantucket Pequot Tribal Councilors Daniel Menihan and Crystal Whipple.
  - a. Councilor Menihan discussed the tribe's efforts to introduce children to agriculture and

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this effort began with a sugar shack located on the reservation. The farm now has 9 crops and aims to show the children how food grows from seed to plate while strengthening their Mashantucket Identity. This developmental program helps to grow leaders and show other successes that children may have beyond test scores. One example of this was a child who was identified as having certain challenges was able to identify all 9 crops grown on the reservation and identify them from seed, to leaf, to fruit.

- b. The councilors also partnered with Joe Courtney to work with UCONN's agriculture extension program. As a result they were able to get green houses and high tunnels and a part time position for a tribal member to work with the agriculture program. In return, the councilors teach students traditional tribal farming practices from the three sisters garden to the types of fertilizers used.
- c. This program came as an answer to rising cases of diabetes throughout the tribe and the crop yields are boxed up to give to those in need. This program also strengthens the Mashantucket Pequot identity by teaching the language and lost songs while farming.
- d. The Mashantucket Pequot Tribe now has a Department of Agriculture as a result of this program.

## **II. APPROVE DRAFT MINUTES OF September 20th, 2022 MEETING (7:25-7:28)**

**Motion to approve the minutes of the September 20th, 2022 Board Meeting as amended.**

**Motion:** Olivia Jenkins

**Second:** Amelia Lord

**All in favor.**

## **III. CONSENT AGENDA (7:28-7:29)**

1. No Owner Equity Refund Requests at this time.

## **IV. COMMITTEE/TASK FORCE (7:29-7:49)**

### **A. Annual Meeting Committee:**

1. November 12th from 1:30-3:30 at the Lyman Allyn Art Museum.
  - a. The Board discussed catering options.
  - b. The Board discussed activities for the annual meeting.
  - c. Marketing options were also discussed.
  - d. Chevelle discussed tech stuff including QR Codes.

### **B. Equity Policy Review Committee**

1. The Equity Policy Review Committee put together bylaw revisions to incorporate staff seats on the Board. The committee would like the Board to discuss the language.
2. At the next committee meeting they will be looking at what may need to be changed in the Board's policy manual should we incorporate staff seats. It was noted that excluding managers from staff seats may prevent conflicts of interest.

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### **C. Task Force - Finance Committee**

1. This committee has not met yet.

## **V. GM MONITORING REPORTS (7:49-8:05)**

### **A. A: Global Ends**

1. It was noted that staff demographics are closer to representing New London's demographics than in the past.
  - a. There was a discussion about latinx terminology and how a gender neutral descriptor is evolving within that community. Latine is emerging as the preferred term.
2. There was a question about the Food Justice End and if there is a plan or timeline for creating a "food-for-all" program. This had been brought up as an idea in previous reports, but no details as to what the program would cost or what would need to be done to implement it.
  - a. It was noted that the co-op is not projected to make a substantial profit this year which makes funding such a program difficult.

### **Motion to Approve GM Monitoring Report for A: Global Ends.**

**Motion:** Amelia Lord

**Second:** Chevelle Moss-Savage

**All in favor.**

## **VI. DISCUSSION / ACTION ITEMS (8:05-8:30)**

### **A. Board Monitoring Survey C5: Code of Conduct:**

The Board evaluated its performance regarding policy C5: Code of Conduct.

1. On point C5-1: "Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the co-operative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances."
  - i. It was noted the black and white terminology of "All times" is potentially problematic.
2. On point C5-2c: "A director who applies for employment at Fiddleheads must first resign from the Board."
  - i. There were comments surrounding stepping down from the Board if they apply to Fiddleheads especially in light of potentially changing the bylaws to allow for staff seats on the board.
3. On point C5-global: "We each commit ourselves to ethical, businesslike and lawful conduct internal and external to Fiddleheads."
  - i. There was discussion about the point stressing that directors must act lawfully both internally and externally to Fiddleheads. This doesn't allow for a lot of grey area including protesting that may be ethically in line with Fiddleheads but not legally in line.
4. On point C5-5: "Directors are expected to prepare for and attend all Board meetings, retreats, annual meeting and trainings."
  - i. There were discussions surrounding communication and attendance and the importance of attending the meetings and being in contact with the Board should a director's situation change.

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### **B. Board Retreat Debrief:**

1. Jade is preparing notes from the Board retreat.
2. New directors expressed their gratitude to meet the other directors in person and how welcomed and grateful they felt following the retreat.

### **C. Review Cooperative Board Leadership Development (CBLD) Contract with Columinate Consultants**

1. There was an early renewal pricing that was available up until 10/17. Lexa took advantage of the deal and renewed the contract.
2. It was suggested that CBLD contract review be pushed ahead next year to take advantage of this deal.
3. The board will review the contract this month and officially vote on the contract renewal at next month's meeting.

### **D. The "Why" Behind Community Connections**

1. This is tabled until next month.

## **VII. CLOSINGS (8:30- 8:36)**

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

1. There are no owners present at this time. Angela Schollman attended for a portion of the meeting.

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

1. Heard an inspiring talk from guest Mashantucket Pequot Tribal Councilors about their department of agriculture, how it came to be and how it is being used to strengthen the Mashantucket identity.
2. The Board discussed the Annual Meeting event to be held at the Lyman Allyn Art Museum on November 12th from 1-3:30pm.
3. Update from the equity policy review committee highlighting bylaw revision proposals to allow staff to run for the Board of Directors.
4. The Board reviewed the General Manager's Report on the Ends policy. It was noted that staff demographics are better reflecting those of New London.
5. The Board debriefed from the Board Retreat.

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

1. Brenda will add the CBL Contract Renewal and policy updates to the November Agenda.
2. Brenda will schedule meetings for the Equity Policy Review Committee and the Annual Meeting Committee.

### **D. Upcoming events**

1. DEI Training with LaDonna on 11/6, 10am to 12pm
2. Annual Meeting on 11/12, 1:30-3:30

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**VII. Meeting Adjourned**

**Motion to adjourn meeting:**

**Motion:** Amelia Lord

**Second:** Danny Spurr

**All in favor.**

**Meeting adjourned at 8:36 pm**

\* \* \* \* \*

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

Minutes approved by vote of the Board on November 15th, 2022 and put into final form by Katie Blanchard on November 15th, 2022.