

FIDDLEHEADS BOARD OF DIRECTORS

Minutes of Board Meeting of December 20th, 2022

(Approved by the Board on January 17th, 2023)

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 pm on Tuesday, December 20th, 2022 via conference call.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Sehar Mahmood, Vice President
Danny Spurr, Secretary
Amelia Lord
Monica Chapman
Olivia Jenkins
Amy Duval
Chevelle Moss-Savage (arrived at 8:25)

The following directors were not present:

Robin Harris, Treasurer

The following additional persons were present:

Lexa Juhre, General Manager (departed at 8:02)
Katie Blanchard, Board Administrator (departed at 7:49)
Angela Nobs Schoellman, member-owner (Arrived at 6:35pm, Departed at 7:49)

C. Check-ins and Agenda Review

1. Directors shared check-in's.
2. The purpose of the Executive Session was clarified as a discussion regarding a personnel matter.
3. Gabby Davis from NCG will join the meeting at 7:30 to discuss a proposal to work with some staff.

D. Owner Comments

1. There were no comments.

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

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II. APPROVE DRAFT MINUTES OF November 15th, 2022 MEETING (6:40-6:42)

1. It was noted that minutes for the special meeting of December 9th would be included in next month's packet.

Motion to approve the minutes of the November 15th, 2022 regular Board Meeting as well as the minutes of two additional special meetings on December 2nd and December 7th 2022.

Motion: Olivia Jenkins

Second: Amy Duval

All in favor.

III. CONSENT AGENDA (6:42-6:42)

1. Equity Refund Request
 - a. None this month.

IV. COMMITTEE/TASK FORCE (6:43-6:53)

A. Task Force - Financial:

1. This committee is set to meet in January.

B. Nominating Committee:

1. This committee is set to meet in January.
2. The committee discussed responsibilities outlined in the charter that the Board no longer actively participates in. These include the Board Buddy system for the nominating committee as well as a one year check in. It was decided to remove these items from the charter for now.

Motion to approve the Nominating Committee Charter as amended.

Motion: Danny Spurr

Second: Monica Chapman

All in favor.

C. GM Evaluation Committee:

1. Olivia volunteered to chair the committee with Danny as the other member of the committee.

Motion to approve the GM Evaluation Committee charter.

Motion: Amy Duval

Second: Olivia Jenkins

All in favor.

VI. GM MONITORING REPORTS (6:53-7:05)

A. B2 Planning and Budgeting:

1. It was noted that this budget is subject to change following what may happen with the next door space as well as additional salary that may be added in hiring an HR Manager.
 - a. There was discussion about the HR and Cultural Competency manager and whether that position would be full time.
2. It was also noted that this budget, though projecting a positive net income on the year, includes a net income forecast below the compliance threshold of 0.5% of sales.
3. There was also a discussion about the CFNE (Cooperative Fund of New England) loan that is set to come due in fiscal year 2024. It was noted that Lexa is looking to refinance this loan, and

FIDDLEHEADS BOARD OF DIRECTORS

Minutes of Board Meeting of December 20th, 2022

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the budget projections for the next three years do not take any refinancing of the loan into account.

4. There was discussion about potentially expanding Fiddleheads' footprint.

Motion to Approve GM Monitoring Report for B2: Planning and Budgeting with acknowledgement of noncompliance in B2.1a (due to budgeted net income below 0.5%):

Motion: Monica Chapman

Second: Amy Duval

All in favor.

VII. DISCUSSION / ACTION ITEMS (7:05-7:29)

A. Board Monitoring Survey C7 Committee Principles:

1. The Board reviewed policy C7: Committee Principles.
2. There was discussion about committees and whether the Board's workload is too large.
3. There was discussion about difficulty keeping up with committees.
 - i. It was also noted that owners could serve on committees. It was also noted that organizing owners into committees would also be additional work for the Board, but could help to enrich the pool of Board Candidates.
 - ii. Discussion followed about how committees could communicate with each other and incorporating committee timelines in the Board Calendar.

B. Vision for 2023

1. Officer Perpetuation as Brenda plans to step down from her position as the Board President at the end of this term.
2. Smooth transitions as the Co-op continues to grow into a larger business.
3. Increase communication with the ownership base as the Board moves to incorporate staff seats.
4. Revisit and nurture connections made with community partners during 2022.

C. Gabby Davis, HR Consultant for NCG

1. A staff member reached out to Gabby for guidance following the personnel matter.
2. This was moved to executive session.

VIII. CLOSINGS (7:25-7:29)

A. Owner Comments:

1. No comments.

B. Meeting Talking Points:

1. Approve GM Monitoring Report for B2: Planning and Budgeting with acknowledgement of noncompliance in B2.1a allowing budgeted net income for 2023 to fall below of the .5% threshold for compliance
2. Chartered Nomination and GM Monitoring Committee that will meet in January. Owners are welcome to serve on Committees! Feel free to reach out to the Board if you are an interested owner who would like to serve on a committee.
3. The Board discussed workload with committees and their service to the Co-op.

FIDDLEHEADS BOARD OF DIRECTORS

Minutes of Board Meeting of December 20th, 2022

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B. Tasks and Responsibilities:

1. Danny will include remaining special meeting minutes in January's packet folder.
2. Danny will update the charter for the Nominating Committee.
3. The Board visioned goals for 2023 and wishes to continue nurturing relationships with committee partners.

D. Upcoming events

- 1.

X. Executive Session (7:29-9:04)

Executive session to discuss a personnel matter.

Motion to enter Executive Session:

Motion: Amelia Lord

Second: Monica Chapman

All in favor.

Executive session was entered into at 7:29 pm and exited at 9:04 pm.

XI. Meeting Adjourned

Motion to exit executive session and adjourn meeting:

Motion: Danny Spurr

Second: Amelia Lord

All in favor.

Meeting adjourned at 9:04 pm

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Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on December 20th, 2022.

Minutes approved by vote of the Board on January 17th, 2023, and put into final form by Katie Blanchard on January 17th, 2023.