

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 17th, 2023

(Approved by the Board on February 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 6:35 pm on Tuesday, January 17th 2023 via conference call.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Robin Harris, Treasurer
Danny Spurr, Secretary
Amelia Lord
Olivia Jenkins
Amy Duval
Chevelle Moss-Savage

The following directors were not present:

Monica Chapman
Sehar Mahmood, Vice President

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Rachel Watrous, Staff/Owner
Brad Sheridan, Staff/Owner

C. Check-ins and Agenda Review

1. Directors shared check-in's.
2. Added votes to the agenda
 - a. Motion to approve the contract for Restorative Justice
 - b. Motion to approve compensation for Stanley Bellamy
 - c. Motion to approve the contract for Gabby Davis.

D. Owner Comments

1. There were no comments.

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II. APPROVE DRAFT MINUTES (6:45-6:48)

1. No changes at this time.

Motion to approve the minutes of the December 20th, 2022 regular Board Meeting as well as the minutes of additional special meeting on December 9th.

Motion: Amy Duval

Second: Olivia Jenkins

All in favor. Robin abstains from voting to approve the December 20th minutes as since she was not present.

III. CONSENT AGENDA (6:48-6:48)

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

IV. COMMITTEE/TASK FORCE (6:48-7:41)

A. Task Force - Financial:

1. This committee met on the January 6th
 - a. Olivia Jenkins
 - b. Monica Chapman
 - c. Lexa Juhre
2. Attendees sought clarity for the purpose of the task force.
 - a. This task force was to explore investing in SE Connecticut Community Land Trust fund.
 - b. As the Co-op funds exceeded the FDIC insurable amount, this task force was also meant to explore ways to invest these funds.
 - i. The committee would be advisory and determination on investing funds would ultimately fall on the GM.
 - ii. Lexa noted that she received the final draft of the Wegner 2021 financial audit. Wegner said they did not have the resources to conduct a financial review for 2022. Lexa will look into another financial service provider.

B. Nominating Committee:

1. Updated timeline is to declare candidacy by the end of March.
2. Candidate information (bio, photo, video) will be collected and given to operations by the end of April
3. Elections are set to take place in May.
4. There will be three open seats. No incumbents are intending to run.

C. GM Evaluation Committee:

1. Brenda De Los Santos, Danny Spurr and Olivia Jenkins as the chair.
2. Given the 6 month probation period, Brenda proposed postponing the GM evaluation until after the probation period ends.
 - a. Begin the process in April and finalize in May.

Motion to postpone the GM Evaluation process for the 2022 calendar year. Process will begin in April and conclude by the month of June.

Motion: Brenda De Los Santos

Second: Amelia Lord

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All in favor.

D. Policy equity and inclusion committee.

1. This committee will meet soon to organize outreach to owners about bylaw revision allowing staff seats on the board.

E. Task force of Board and Staff

1. Brenda talked with La Donna for guidance regarding helping the staff heal from the incident occurring on November 30th.
2. It was suggested prioritizing and/or consolidating the committees and task forces.
 - a. It was suggested that the Policy Committee just finalize language and schedule town meetings.
 - b. The Nominating Committee, and Board and Staff Task Force will take priority.
 - i. The Board will refer to the policies to see where their authority lies. This committee will not exist to make changes but will allow staff to be heard and help facilitate how to move forward.
 - c. The Restorative Justice Conference will be next week, January 26th. If staff are interested in this task force a charter will be crafted in line with the policies.
 - i. Interested Board members include:
 1. Brenda De Los Santos
 2. Amy Duval
 3. Olivia Jenkins

VI. GM MONITORING REPORTS (7:29-7:41)

A. B4 Membership and B9: GM Succession:

1. The GM Succession plan was tested in December when Rachel was called upon to take on the GM role while Lexa was put on administrative leave. It was noted that the co-op has benefited by the improvements over the years to the succession plan, including the addition of a succession plan document, but that additional improvements should be made. Rachel has feedback on how to improve the document and will work with Lexa to improve the plan for the future.
2. Currently the succession plan involves having one person trained with the capabilities to take on the GM role on a temporary basis. It was suggested that the Board may want to modify this policy to require more than one person to be able to take on this role. The policy committee will look into potentially strengthening the GM succession plan.

Motion to Approve GM Monitoring Report for B4: Membership and B9: GM Succession with acknowledgement of compliance:

Motion: Robin Harris

Second: Amy Duval

All in favor.

VII. DISCUSSION / ACTION ITEMS (7:41- 8:08)

A. Board Monitoring Survey C8 Governance Investment:

1. The Board evaluated its performance regarding policy C8-Governance Investment
2. There was a clarifying question about the meaning behind Governance Investment. This is in regards to investing in Board training and development.

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3. There was discussion of creating a “playbook” on how to govern during difficult times with lessons learned.
4. There was mention of potentially conducting financial training in the future for directors. There is a training offered through Columinate consulting that is free through the co-op’s contract.

B. Approve Board Calendar

1. CCMA Dates- June 8-10, 2023
2. NFCA Dates- NFCA Annual Meeting, Saturday, March 18th
3. Lexa suggested moving the staff survey towards later in the probationary period. Switching GM Monitoring report B5 and B6 for April and June of this year.
4. Danny will update the Calendar with the nominations committee timeline and include the calendar for approval to next month’s consent agenda.

C. Votes

The following motions were affirmed by all directors of the Board via email by unanimous vote:

Motion to approve restorative justice contract with Kris Wraight: (on 12/15/22)

Motion to approve request for compensation from Stan Bellamy in the amount of \$800:
(on 12/22/22)

Motion to approve contract with Gabby Davis of National Cooperative Grocers: (on 12/22/22)

Motion to enter these motions into record.

Motion: Danny Spurr

Second: Amy Duval

D. 2023 Board Theme

1. The Board brainstormed ideas for the 2023 board theme.

VIII. CLOSINGS (8:08- 8:24)

A. Owner Comments:

1. The three staff members present as owners shared their experiences at the store level.

B. Meeting Talking Points:

1. Discussed the Board Calendar.
2. The Board approved the GM Monitoring Report B4: Memberships and B9 GM Succession
3. Discussed updating the B9 GM Succession policy and plan to make succession planning more robust.
4. The Board heard a nominating committee update. It is hoped that all candidates will declare by March 31st.
5. The Board discussed Board Monitoring Policy B8
6. The Board discussed the upcoming Restorative Justice Conference.

B. Tasks and Responsibilities:

1. The Board checked in about the IDI (Intercultural Development Inventory). Directors are supposed to meet individually with DEI consultant LaDonna Sanders Redmond to discuss their results. Brenda will contact LaDonna to resolve some scheduling issues.

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D. Upcoming events

1. Restorative Justice Workshop on January 26th, 2023
2. Fiddleheads Birthday! February 15th, 2023 with a Valentines Day card station in the front of the store for customers to make valentines.

X. Executive Session (8:24-9:21)

Executive session to discuss a personnel matter.

Motion to enter Executive Session:

Motion: Amelia Lord

Second: Amy Duvall

All in favor.

Executive session was entered into at 8:24pm and exited at 9:21pm.

No decisions were made in Executive Session.

XI. Meeting Adjourned

Motion to exit executive session and adjourn meeting:

Motion: Robin Harris

Second: Amy Duvall

All in favor.

Meeting adjourned at 9:21 pm

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Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on February 17th, 2023.

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