

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 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 6:33 pm on Tuesday, June 13th, 2023 via conference call.

**B. Attendance**

**The following Board directors were present:**

Brenda De Los Santos, President  
Danny Spurr, Secretary  
Susan Zimmerman  
Olivia Jenkins  
Amy Duval  
Chevelle Moss-Savage  
Cassandra Campbell  
Susan Phillips  
Rae Hutchins

**The following directors were not present:**

**The following additional persons were present (remote):**

Rachel Watrous, Interim General Manager (left at 8:45 pm)  
Lexa Juhre, Administrative Support (left at 8:35 pm)  
Todd Wallace (Columinate consultant 6:29 - 7:07pm)  
Brian Conkey (Owner, left at 6:51pm, rejoined at 7:30pm, left at 8:35pm)  
Stanley Bellamy (left at 8:35 pm)

**C. Check-ins and Agenda Review (6:34 - 6:50)**

1. Directors shared check-ins (ice breaker activity)
2. Directors Reviewed the Agenda- Added operations update to the consent agenda. Added scheduling of GM selection to discussion items.

**D. Owner Comments**

1. There were no owner comments.

**II. APPROVE DRAFT MINUTES (6:50- 6:53)**

1. Directors reviewed the minutes.

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 2023)

**Motion to approve the minutes from May 16, 2023 with no amendments.**

**Motion:** Sue Zimmerman

**Second:** Olivia Jenkins

**Vote:** 3 in favor, 6 abstain, 0 opposed

**III. CONSENT AGENDA (6:53- 6:56)**

1. Equity Refund Request
  - a. A. Gibbins
  - b. A. Herron
2. Operations update from IGM Rachel Watrous

**Motion to pull the Operations update off the Consent agenda to Discussion items**

**Motion:** Danny Spurr

**Second:** Sue Zimmerman

**All in favor.**

**Motion to approve consent agenda.**

**Motion:** Danny Spurr

**Second:** Olivia Jenkins

**All in favor.**

**IV. COMMITTEE/TASK FORCE (6:57- 6:59)**

**A. GM Search Committee:**

1. Finalist interviews for the GM position are scheduled for mid July. Ideally, a decision on hiring of the new GM should be made by the last week of July. Interviews are scheduled for July 8th at 10:30 AM and July 21st at 6:30 PM
2. Meeting (virtual) scheduled for 6:30pm on Wednesday, July 26th to make the final decision on GM selection.

**V. Special Guest (6:59 - 7:08)**

**A. Todd Wallace, Columinate:**

1. The Board welcomed Todd Wallace, the potential new Columinate Consultant, who introduced himself and answered questions from the Board.

**Motion to approve Todd Wallace as new CBLD (Cooperative Board Leadership Development) consultant:**

**Motion:** Chevelle Moss-Savage

**Second:** Amy Duval

**All in favor.**

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 2023)

**VI. GM MONITORING REPORTS (7:08- 7:18)**

**A. B Global Constraint:**

1. The Board reviewed the GM monitoring report for B Global Constraint with no comments.

**Motion to Approve GM Monitoring Report for B Global Constraint:**

**Motion:** Susan Zimmerman

**Second:** Rae Hutchins

**All in favor.**

**B. B3 Asset Protection:**

1. Discussion included clarification that the attached proposal to replace retail freezers was submitted for Board approval as it was not previously submitted as part of the capital budget (proposal to be addressed under discussion/action items)

**Motion to Approve GM Monitoring Report - B3 Asset Protection:**

**Motion:** Susan Zimmerman

**Second:** Cassandra Campbell

**All in favor.**

**VII. DISCUSSION / ACTION ITEMS (7:19- 8:27)**

**A. Board Monitoring Report D4: Monitoring GM**

1. The Board reviewed policy D4: Monitoring GM. It was noted that the Board policy D4 regarding monitoring the GM allows for three methods to acquire monitoring information: (a) by internal report, in which the GM discloses interpretations and compliance information to the Board; (b) by external report, in which an external, neutral third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy criteria. The Board may want to consider how to more fully utilize these different options and if changes are proposed, to incorporate any expectations in the form of written governing policies.

**B. Welcome New Directors:**

1. The Board consented to upholding the Code of Conduct.
  - i. Brenda De Los Santos
  - ii. Danny Spurr
  - iii. Susan Zimmerman
  - iv. Olivia Jenkins
  - v. Amy Duval
  - vi. Chevelle Moss-Savage
  - vii. Cassandra Campbell
  - viii. Susan Phillips
  - ix. Rae Hutchins
2. Assigning Board buddies: Board buddies are intended to allow new directors to have ongoing

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 2023)

support and have a go-to person in their first year.

Brenda will pair with Cassandra and Susan P, and Danny will pair with Rae Hutchins.

3. The Board Elected Officers
  - i. President: Brenda DeLosSantos
  - ii. Vice President: Amy Duval
  - iii. Treasurer: Chevelle Moss-Savage
  - iv. Secretary: Danny (interim)

**Motion to Approve slate for President, Vice-President, and Treasurer and postpone election of Secretary until next meeting**

**Motion:** Danny Spurr

**Second:** Amy Duvall

**All in favor.**

**C. Dates for the Board Retreat:**

1. Scheduling for the fall proved difficult so the Board has narrowed down possible dates as the weekends of Jan 6th or Jan 20th 2024.

**D. Approval for Capital Expenditures:**

1. The Board reviewed the proposed Capital Expenditure for a new run of retail freezers and related costs.

**Motion to approve capital expenditures totalling up to \$45,000 for a new run of retail freezers based on the quote in the packet with additional funds for freight, tax, piping and installation.**

**Motion:** Amy Duval

**Second:** Cassandra Campbell

**All in favor.**

**E. Investment Options Discussion:**

1. The Board discussed possible investment options and clarified the authority of the GM in terms of managing liquidity or aiming to realize a higher financial return. The Board affirmed that the GM is fully empowered within limitations outlined in policy.

**F. Discussion of B6 Staff Treatment Monitoring Report:**

1. Report is scheduled for September. It was suggested that a survey be conducted for this report, perhaps adding questions to the existing staff survey. There was also a discussion of the potential for sharing this human resources function with Willimantic Food Co-op. Some municipalities in our region may have a model we could draw from in terms of structuring compensation and accountability for such a position.

**VIII . CLOSINGS (8:27 -8:35)**

**A. Owner Comments:**

1. None

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 2023)

**B. Meeting Talking Points**

1. Welcomed new Directors Cassandra Campbell, Sue Phillips, and Rachel Hutchins
2. Appointed officers: Brenda De Los Santos-President, Amy Duval- Vice-President, Chevelle Moss-Savage- Treasurer, Secretary to be appointed
3. Met and approved new Columinate Board consultant, Todd Wallace
4. Accepted and affirmed Board Code of Conduct
5. Approved capital expenditure proposal for new retail freezers
6. Got to know each other though sharing favorite meals/recipes to cook
7. Narrowed down potential date for Board retreat in January
8. Accepted the General Manager Monitoring Reports for B Global Constraint and B3 Asset Protection

**B. Tasks and Responsibilities:**

1. Directors will consider taking over the role Secretary
2. Rachel W. will provide an update on HR search next month
3. Brenda - check with the policy committee to look at outside entities to provide input on GM monitoring
4. Committees will need to be re-populated next month

**D. Upcoming events**

GM Finalist interviews are scheduled for Sat Jan 8th at 10 am and July 21 at 6:30pm. Calendar invitations will be sent out to the Board

**IX. Enter Executive Session (after a 3 minute break) 8:38PM**

**Executive session to update new directors on confidential legal and real estate issues:**

**Motion:** Susan Zimmerman

**Second:** Amy Duval

**All in favor.**

Executive session was entered into at 8:38 PM and exited at 9:26 PM

No decisions were made in executive session.

**X. Meeting Adjourned (9:26 PM)**

**Motion to exit executive session and adjourn meeting:**

**Motion:** Danny Spurr

**Second:** Amy Duval

**All in favor.**

**Meeting adjourned at 9:26 pm**

Draft minutes prepared for submission to the Board by Lexa Juhre and Danny Spurr on June 13th, 2023.

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of June 13th, 2023**  
**Via Google Meet**

(Approved by the Board on July 18th, 2023)

Minutes approved by vote of the Board on July 18th, and put into final form by Katie Blanchard on July 18th, 2023.