

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of July 18th, 2023
Via Google Meet

(Approved by the Board on August 15th, 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 6:31 pm on Tuesday, July 18th, 2023 via conference call.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Amy Duval, Vice President
Danny Spurr, Secretary (Interim)
Susan Zimmerman
Cassandra Campbell
Sue Phillips
Rae Hutchins

The following directors were not present:

Chevelle Moss-Savage, Treasurer
Olivia Jenkins

The following additional persons were present:

Rachel Watrous, Interim General Manager (Departed 8:00PM)
Katie Blanchard, Board Administrator (Departed 8:00PM)
Brian Conkey, Owner (Departed 8:00PM)
Angela Nobs-Scholleman, Owner (arrived at 7:28 departed 8:00)

C. Check-ins and Agenda Review (6:31-6:42)

1. Directors shared check-ins
2. Directors Reviewed the Agenda

D. Owner Comments

1. There were no owner comments.

II. APPROVE DRAFT MINUTES (6:42-6:42)

1. The Board reviewed the draft minutes from June 13th, 2023 with no amendments.

Motion to approve the minutes from June 13th, 2023 with no amendments.

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Motion: Amy Duval
Second: Susan Zimmerman
All in favor.

III. CONSENT AGENDA (6:43-6:43)

1. Equity Refund Request
 - a. B. Flory
 - b. J. Perkins

Motion to approve consent agenda.

Motion: Danny Spurr
Second: Rae Hutchins
All in favor.

IV. COMMITTEE/TASK FORCE (6:44-6:45)

A. GM Search Committee:

1. The Board had their first GM Interview on Saturday July 8th.
2. The next GM Interview is set for Friday July 21st.
 - a. The GM Search Committee will meet on July 22nd.
 - b. The Board hopes to make their decision the week of July 24th.

V. GM MONITORING REPORTS (6:45-7:03)

A. B7: Board Communication:

1. There was a question about when reviews and raises are conducted for employees.
 - a. Employees receive their reviews on their year anniversary.
 - b. Yearly raises for staff as a whole are conducted in August
2. There was a question about the Board approving GM Monitoring Reports. It was noted that the personnel crisis shed light on how there was a breakdown in communication between the Board and GM.
 - a. There was a suggestion to review policies and perhaps have GM monitoring reports not be entirely self-reported. It was noted that the Board has other monitoring mechanisms at its disposal including external monitoring and direct monitoring. It may be beneficial to have multiple inputs from relevant staff included in the GM monitoring reports.
3. It was noted that the GM monitoring table provided by the GM includes reports from the previous GM.

B. B8: Board Support:

1. It was noted that an additional key needs to be made for the Board locked filing cabinet.

Motion to Approve GM Monitoring Report for B7 Board Communication:

Motion: Susan Zimmerman
Second: Amy Duval
All in favor.

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Motion to Approve GM Monitoring Report for B8 Board Support:

Motion: Amy Duval

Second: Cassandra Campbell

All in favor.

VI. DISCUSSION / ACTION ITEMS (7:03-7:50)

A. Board Monitoring Report C2 Board's Job.

1. How well do you understand this policy?
 - a. There was a question about how the Board evaluates the GM.
 - i. The Board evaluated GM and store performance through monitoring of the GM.
The Board uses policies and GM monitoring reports to evaluate the GM.
2. How well do you think the Board adheres to this policy?
 - a. It was noted that the Board could improve building relationships with member-owners and community stakeholders (C2.1).
 - i. It was noted that building relationships has always been a struggle for the Board.
The annual meeting is one avenue to increase visibility with the ownership base.
 - ii. The Board invited community groups to join Board meetings to build relationships and pathways for communication outside of the Co-op walls.
 1. It was suggested that the Board collaborate with store operations to maintain these relationships.
 - iii. It was suggested that the Board attend more community events as time and availability allows.
 - iv. There was a question about the purpose of creating meaningful community connections.
 1. While this is beneficial to grow sales, it is also purposeful to be a good business and show up for the community Fiddleheads serves.
 2. It was suggested that the Policy Review Committee may consider adding the purpose to this policy.
 - b. It was noted that the Board failed in compensating the GM in an equitable manner.
 - i. It was noted the prior GM was resistant to receiving a pay raise and did not provide a compensation proposal as expressly requested by the Board.
 - ii. There was a question about whether this compensation is equitable to the market as a whole or within Fiddleheads' itself.
 1. The Board considers equity for the market as a whole, comparing GM compensation to other co-ops of similar size.
 - c. Since the wage scale is evaluated in August it was suggested moving the GM Monitoring Report B6: Staff permanently from April to September.
3. Is this policy OK as is?

B. Vote on Board Secretary

Motion to appoint Sue Phillips as Board Secretary effective September 2023.

Motion: Susan Zimmerman

Second: Amy Duval

All in favor.

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Danny Spurr will continue as Secretary on an interim basis until September.

C. Elect Committees:

1. It was decided to have a combined Nominating and Annual Meeting Committee. It was also decided to change the Equity Policy Review Committee to the Policy Review Committee to reflect its broader current tasks.
 - a. Policy Review Committee
 - i. Brenda De Los Santos-Chair
 - ii. Sue Phillips
 - iii. Susan Zimmerman
 - iv. Rae Hutchins
 1. This committee will meet to update the charter to be approved at a future Board Meeting.
 - b. Annual Meeting and Nominations Committee
 - i. Amy Duval-Chair
 - ii. Cassandra Campbell

Motion to appoint Sue Phillips, Susan Zimmerman, Rae Hutchins and Brenda De Los Santos (chair) for the Policy Review Committee.

Motion: Danny Spurr

Second: Amy Duval

All in Favor

Motion to appoint Cassandra Campbell and Amy Duval (chair) for the combined Nominations and Annual Meeting Committee.

Motion: Rae Hutchins

Second: Sue Zimmerman

All in favor

Brenda will reach out to Olivia and Chevelle about potentially serving on one of these committees. Rae Hutchins is willing to serve on the Annual Meeting portion of the Nominations and Annual Meeting Committee.

D. Update on HR Role

1. There is a possibility of sharing this HR Employee with Willimantic Food Co-op. This will be a full-time position and can possibly provide benefits as the Willimantic Food Co-op offers benefits to full-time staff.
2. There are currently 8 candidates. Interviews should be conducted in August.

VII. CLOSINGS (7:50-7:59)

A. Owner Comments:

1. None

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B. Meeting Talking Points

1. The Board elected Sue Phillips as secretary.
2. Appointed Directors to the Policy Review Committee and combined Annual Meeting and Nominating Committee.
3. The Board discussed Board Policy C2: Board's Job.
4. The Board approved the B7- Communication- GM monitoring report.
5. The Board discussed questions about staff compensation.
6. The Board approved the B8- Board Support- GM monitoring report.

B. Tasks and Responsibilities:

1. Vote next month to amend the Board Calendar to permanently move B6-staff monitoring from April to September.
2. Brenda will reach out to Olivia and Chevelle about committees.
3. Brenda will schedule a meeting with the Policy Review Committee to set committee charter.

D. Upcoming events

1. GM Finalist interviews are scheduled for July 21 at 6:30pm . Calendar invitations will be sent out to the Board
2. Special Board Meeting July 26th at 6:30pm to discuss GM Candidates (executive session).

VIII. Enter Executive Session (8:00 PM- 8:35 PM)

Executive session to update directors on GM Hiring Process and Discuss potential mini retreat for the Board.

Motion: Amy Duval

Second: Susan Zimmerman

All in favor.

Executive session was entered into at 8:00 PM and exited at 8:35 PM

The Board was updated on the GM hiring process and discussed hiring plans. The Board also expressed interest in holding a facilitated mini-retreat, potentially during a scheduled monthly meeting time, perhaps in September or October. **No decisions were made in executive session.**

IX. Meeting Adjourned (8:35 PM)

Motion to exit executive session and adjourn meeting:

Motion: Daniel Spurr

Second: Susan Zimmerman

All in favor.

Meeting adjourned at 8:35 pm

Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on July 18th 2023.

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Minutes approved by vote of the Board on August 15th, 2023, and put into final form by Katie Blanchard on August 15th, 2023.