

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of September 19th, 2023**  
**Via Google Meet**

(Approved by the Board on November 21st, 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 6:33pm on Tuesday, September 19th, 2023 via Google Meet.

**B. Attendance**

**The following Board directors were present:**

Brenda De Los Santos, President  
Chevelle Moss-Savage, Treasurer (arrived 6:42)  
Sue Phillips, Secretary  
Danny Spurr  
Susan Zimmerman  
Olivia Jenkins  
Cassandra Campbell  
Rae Hutchins

**The following Board Directors were not present:**

Amy Duval, Vice President

**The following additional persons were present:**

Katie Blanchard, Board Administrator  
Stanley Bellamy, General Manager  
Audrey Griffin (Joined at 7:01 and departed at 7:29)

**C. Check-ins and Agenda Review (6:33-6:47)**

1. Directors Reviewed the Agenda
  - a. Board Retreat Agenda added to Discussion Items.
2. Directors shared check-ins.

**D. Owner Comments**

1. There were no owner comments.

**II. APPROVE DRAFT MINUTES (6:47-6:47)**

1. The Board reviewed the draft minutes from August 15th, 2023.

**Motion to approve the minutes from August 15th, 2023 with no amendments.**

**Motion:** Danny Spurr

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**Second:** Olivia Jenkins

**All in favor.**

**III. CONSENT AGENDA (6:47-6:51)**

1. Equity Refund Request
  - a. D. Larson
2. Board of Directors' 2024 Budget
  - a. Removed from consent agenda to discuss Board Stipend under the Discussion/Action Items portion of the meeting.

**Motion to approve the consent agenda.**

**Motion:** Cassandra Campbell

**Second:** Chevelle Moss-Savage

**All in favor.**

**IV. COMMITTEE/TASK FORCE (6:51-6:56)**

**A. Policy Review Committee:**

1. This Committee met in August and compiled a charter to be approved.
2. The Committee has discussed and prepared a proposed revision to Policy D Global. The Committee would like to review and propose revisions to all subparts of Policy D also and will bring the proposed revisions to Policy Global and Subparts to the next Board meeting.

**Motion to approve Committee Charter.**

**Motion:** Sue Phillips

**Second:** Sue Zimmerman

**All in favor.**

**V. Guest: Audrey Griffin (6:56-7:29)**

**A. Information on Audit (presented by Ms. Griffin)**

1. The Board had an Audit last year. The next audit is slated for 2025. The Board hopes to conduct a financial review of 2023. Such an annual review is required as part of NCG Membership. Audits are the most in-depth review and most co-ops do them every three or five years. .
2. Audrey Griffin is an external cooperative accountant. She works to conduct a review per the Board's request. Audrey works extensively with food co-ops.
3. There was a question about how frequently audits should occur. Audrey said Audits are typically on a 3-5 year cycle or when there is a change with the General Manager.
4. There was a question about internal controls reviews regarding checks and balances within the store. Audrey Griffin is willing to conduct these reviews. She did indicate that the quarterly and annual financial reviews appear to be solid.
5. It was noted that Audrey Griffin used to work with Wegner, the CPA firm that Fiddleheads uses. She still collaborates and works well with Wegner.
6. There was a question about the timeframe for conducting an internal controls review given the recent change in leadership at Fiddleheads and the reconfiguration of the co-ops

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management team that is currently underway. Once the transition is complete and systems of internal controls have been developed, an internal controls review would make findings and recommendations regarding the strength of loss controls, how cash in/cash out is managed, how inventory is tracked, how effectively department management and IT work together. Typically any findings of concern would be ranked in order of importance to ensure they could be addressed in order of priority.

7. There was a question about the level of regular involvement between Audrey Griffin and the Board treasurer. She is a resource available to the Board. There would be more communication during major audits but most communication would be done with the GM.
8. There was a question about the cost of an internal controls review. Likely cost is \$1500-\$2000 plus travel costs.

## **VI. DISCUSSION / ACTION ITEMS (7:29-8:34)**

### **A. Consider Process for Annual Financial Review**

1. The Board expressed interest in conducting an Internal Controls Review, especially with the change in General Manager and Senior Management.
2. The Board discussed whether or not to have an Audit this year.
  - a. The GM has been seated for 4 months. It is likely that an audit would be similar to data already received from the last audit.
  - b. It was suggested that the Board approve a review and an internal controls review.
    - i. An Internal Control Review may help give Stan data as a New GM. It may be beneficial to wait until the end of 2023 to conduct an Internal Controls Review until a leadership team is more settled.
  - c. The Board Decided to revisit this idea at the end of the year or beginning of 2024.

### **B. GM Update:**

1. The Freezer Install is complete! It took a little longer than expected but it is complete and set up.
2. A Front End Manager was promoted as an internal hire
3. A Produce Manager was promoted as an internal hire.
4. Danni Cruz is welcomed back to Fiddleheads as the Assistant Front End Manager.
5. A HR/DEI Coordinator was hired, named Frankie.
6. The former Kamp Dog space is officially now leased by Fiddleheads. Fiddleheads staff are working on cleaning the space.
7. A contract with LaDonna Redmond has been signed to begin DEI training with the Management Team.
8. Fiddleheads is partnering with a gender sensitivity firm to conduct training with staff.
9. Stan is working with HR in the store and HR at NCG to update the Wage Scale. Connecticut's minimum wage has just been increased to \$15.69 effective January 1, 2024. Every year going forward, the State's minimum wage for the next year will be updated by October 15th. Stan is looking to update the wage scale annually to coincide with these increases.
  - a. There was a question about whether the HR position would be shared with Willimantic.

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- i. The Willi Co-op is not ready for an HR position until the new year. Fiddleheads needs the support now and so hired Frankie Brown full time. The GMs for both Co-ops will work together at the beginning of the year to see if Frankie should stay at Fiddleheads or work between both. It is also possible that Willimantic will seek out their own employee and Frankie will stay at Fiddleheads full time.
- b. There was a question about an operations manager vacancy.
  - i. Currently the Operations Manager duties will be split between the management team.
  - ii. It was noted that having a GM successor is a requirement. Stan is aware of this and is attending workshops through NCG regarding developing a GM successor. The management team at Fiddleheads is very new with 3 of the 4 Department Heads having been in their roles for less than a year. He is waiting to see who may grow organically into that role.
  - iii. Stan was congratulated for the immense amount of work that has been completed in such a short time!

**C. Board Monitoring Survey:**

**Board Process C4 – Board Meetings**

*(Adopted June 18, 2013)*

*Board meetings are for the task of getting the Board's job done.*

- 1) *We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns.*
- 2) *Meetings will be open to the membership except when executive session is officially called.*
  - a. *We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.*
- 3) *We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.*
- 4) *The meeting agenda will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.*

- 1. How Well do you understand this policy?
  - a. This policy was well understood.
- 2. How well do you think the Board adheres to this policy?
  - a. Brenda said she has room to grow with documenting decisions and improving the use of motions to formalize decision-making.
- 3. Is this Policy OK as is?
  - a. Yes.

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**D. Board Retreat Planning:**

1. This is the annual retreat to be conducted by Todd Wallace, the Columinate Consultant.
2. March was suggested as a good month for the Board Retreat. The only conflict would be the NFCA meeting. Brenda will take a closer look at dates. NFCA is set for March 16th.

**E. Board Calendar 2024**

1. It was suggested to table GM Monitoring reports for the next couple of months as Stan gets settled in his role. This was a suggestion brought by Fiddleheads' prior Columinate Consultant, Jade.
2. Next month, the Board will hold a mini retreat in place of the monthly board meeting, so it does not make good sense to require a Global Ends monitoring report.
3. The Board still expects quarterly and annual financial reporting to occur on the current schedule.
  - a. Some Board members expressed hesitation halting GM Monitoring Reports as these GM reports serve as the link between the Board and the GM and the main vehicle to evaluate the GM in regards to Policy Governance.
    - i. It was noted that these monitoring reports don't fully evaluate the scope of work that Stan is currently taking on.
    - ii. It is also noted that Stan is currently at Conferences in Minnesota while remotely training a new Front End Manager.
    - iii. Preparation of a Global Ends Report is scheduled for next month but as Stan is so new, he may not be able to provide useful data while training a new management team.
    - iv. Stan can continue to provide updates to the Board on the work he is doing and will increase familiarity with the Policies. He should still provide financial reporting.
    - v. It was suggested that Stan start looking at policies, their operational data, and what measurements he may consider moving forward over the next couple of months.

**Motion to temporarily suspend the Global ends report for October and still request the GM to provide the Financial as well as the Planning and Budgeting reports for November and December respectively.**

**Motion:** Sue Phillips

**Second:** Chevelle Moss-Savage

**All in Favor.**

4. Upcoming dates to look for and include in the 2024 calendar:
  - a. NFCA Dates
  - b. CCMA Dates
  - c. Board Retreat in March/April  
Owner Engagement opportunities.
5. Owner Engagement Opportunities
  - a. It was suggested forming an Ad Hoc Owner Engagement Committee Board or an Operations Committee in April that would also work towards more regular Owner Engagements.

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**F. Board Stipend Discussion and Timeline**

1. Comparable Co-ops pay board stipends for \$70/month with additional amounts given to the Executive Committee. Most co-ops increase this amount to \$110.
2. It was noted that Board Members would be considered as independent contractors and Fiddleheads would have to provide 1099 tax information to directors, which may have tax consequences for individual directors..
3. CT statutes say that if someone earns less than \$600 then payments do not have to be reported.
4. It was also noted that gift cards count as income. Directors could also waive stipends.
5. It was suggested to include \$6000 in the Board Budget as an estimate for the discount/stipend line item. The Board will revisit compensation discussions at a future Board Meeting.

**Motion to amend the 2024 Board Budget to increase the Board Discount/Stipend line item to \$6000..**

**Motion:** Sue Phillips

**Second:** Susan Zimmerman

**All in Favor.**

**G. Board Mini Retreat with LaDonna Redmond**

1. This would take the place of a full retreat that is usually held in the fall.
2. This retreat would help to bring everyone to speed.
  - a. The board is diverse both in race, age, background, and Board involvement.
3. LaDonna Redmond would provide retreat prework including:
  - a. A recorded orientation
  - b. Intracultural Development Inventory (IDI) Scores which would form the agenda for the mini retreat in October.
    - i. The first 50 minutes of the retreat would be a refresher on the IDI Model with scores to see a baseline for where the Board currently stands.
    - ii. A discussion would follow on intracultural communication style.
    - iii. This will help the Board to work well together and support communication between Board Members.
    - iv. It was noted that the Co-op has gone through 2 traumatic GM turnovers and it may be helpful to reflect on what is happening at the Co-op that caused these events.
      1. This cultural training should increase the ability of all board members to discuss sensitive topics affecting the Co-op and give Board Members the tools to effectively communicate about their interpretations of the events that have occurred at the Co-op.
      2. It was noted that no matter how well intentioned each individuals may be, without a shared set of tools to effectively identify and address larger systemic issues, it is a possibility that more harm can be done than good.
      3. It was also noted that the management team at the store is also working through the same IDI raining modules. This mini-retreat will

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help to align Board and Managers.

- c. Each new board member needs to complete an IDI before the October Meeting.
- d. After the retreat, LaDonna Redmond will reach out to schedule one on one meetings with each board member.

**Motion to approve proposal from LaDonna Redmond.**

**Motion:** Rae Hutchins

**Second:** Chevelle Moss-Savage

**All in Favor.**

## **VII. CLOSINGS (8:34-8:41)**

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

- 1. None at this meeting.

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

- 1. The Board learned about Internal Controls from the external cooperative accountant, Audrey Griffin.
- 2. The Board thanked Stan for all of the work he has accomplished so far in his three weeks as General Manager.
- 3. The Board heard staffing updates from Stan as well as thoughts on Succession planning.
- 4. The Board discussed the Board Stipend and added an additional \$2,000 to the Board Budget as a placeholder for stipends, increasing the total amount for Board Compensation to \$6000.
- 5. The Board approved the policy review committee charter.
- 6. The Board tabled the policy review for D until a comprehensive proposal can be made.
- 7. The Board discussed wanting to conduct an Internal Controls Review in 2024 as the shifts in management settle.
- 8. The Board discussed the 2024 Board Calendar
- 9. The Board outlined the mini-retreat to be held in lieu of October's regular board meeting.

**Motion to cancel the regularly scheduled October Board of Directors Meeting.**

**Motion:** Danny Spurr

**Second:** Sue Phillips

**All in favor.**

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

- 1. At December or January Board Meeting: Vote to conduct Financial and Internal Controls Reviews (financial review of 2023, internal controls review as of end of quarter 1 or end of quarter 2).
- 2. At some point (not yet determined) revisit how Board will implement Ownership Engagement communications/activities throughout the upcoming calendar year.
- 3. Review and approve CBLD participation for 2024. (By end of October or at November Board meeting.)
- 4. Determine possible dates for a March or April Board Retreat with Columinate Consultant Todd Wallace (Brenda). Present proposed dates at November Board Meeting for selection and approval of date.
- 5. At December Board Meeting: revisit expectations for GM Monitoring Reports through first

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quarter of 2024.

**C. Upcoming events**

1. Board Mini-Retreat to be held during the regularly scheduled October Board Meeting on October 17th, 2023.

**VIII. Enter Executive Session (8:41-9:05)**

**A. Executive discussion to discuss further details of GM transition currently underway.**

**Motion to enter executive session.**

**Motion:** Sue Phillips

**Second:** Susan Zimmerman

**All in favor.**

**IX. Executive session ended (9:05)**

No votes were taken and no decisions were made.

**X. Meeting Adjourned (9:06)**

**Motion to adjourn meeting:**

**Motion:** Susan Zimmerman

**Second:** Sue Phillips

**All still present in favor.**

**Meeting adjourned at 9:06 pm**

Draft minutes prepared for submission to the Board by Katie Blanchard and Susan Phillips on September 19th, 2023.

Minutes approved by vote of the Board on \_\_\_\_\_, and put into final form by Katie Blanchard on

\_\_\_\_\_