

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of November 21st, 2023**  
**Via Google Meet and IN PERSON at 300 State St. New London**

(Approved by the Board on December 19, 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, November 21st, 2023 via Google Meet.

**B. Attendance**

**The following Board directors were present:**

Brenda De Los Santos, President  
Amy Duval, Vice President (arrived 6:39)  
Chevelle Moss-Savage, Treasurer (arrived 6:49)  
Sue Phillips, Secretary  
Danny Spurr  
Susan Zimmerman  
Olivia Jenkins (departed 8:10)  
Cassandra Campbell

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

Rae Hutchins

**The following additional persons were present:**

Katie Blanchard, Board Administrator  
Stanley Bellamy, General Manager

**C. Check-ins and Agenda Review (6:31-6:40)**

1. Directors Reviewed the Agenda
  - a. Add Officer Discussion to the Call to Order, Attendance, and Announcements portion of the meeting.
  - b. Moved Hybrid Meeting and Board Monitoring of C6 Officers to next month.
  - c. Added Review/Approval of Minutes for a July Special M to the agenda.
  - d. Added review of Executive Session of July meeting to the Executive Session agenda.
2. Directors shared check-ins.

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**D. Owner Comments**

1. Owners suggested posting minutes in the store for review as well as hard copies of any emails from Board to members.
2. Owners requested more information about changes occurring at the store, again not just by email but by posting communications from the Board at the store.

**E. Officer Update:**

1. Amy Duval has accepted a position as the Grocery Manager at Fiddleheads. As such she cannot serve on the board as Vice President. Amy Duval stepped down from the Board leaving a vacancy in the position of Board Vice President.

**Motion to appoint Amy Duval to the Board as a Staff Board Member**

**Motion:** Susan Zimmerman

**Second:** Danny Spurr

**All in Favor. Amy Duval abstained from this vote as she was not an active Board member.**

**Motion to appoint Amy Duval as the Treasurer and Chevelle Moss-Savage as the Vice President.**

**Motion:** Cassandra Campbell

**Second:** Olivia Jenkins

**All in Favor. Amy Duval abstained from this vote.**

**II. APPROVE DRAFT MINUTES (6:40-6:52)**

1. The Board reviewed the draft minutes from September 19th, 2023 and made clarifying amendments.

**Motion to approve the minutes from September 19th, 2023 with as amended.**

**Motion:** Sue Phillips

**Second:** Susan Zimmerman

**All in favor.**

**Motion to approve the minutes from the special meeting on July 26th, 2023.**

**Motion:** Susan Zimmerman

**Second:** Amy Duval

**All in favor.**

**III. CONSENT AGENDA (6:52-6:52)**

1. Equity Refund Request
  - a. Note that D. Larson Equity Refund Request in September's Meeting was for \$25.
  - b. A. Bujnevicie - \$125

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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 (equity refund only).**

**Motion:** Sue Phillips

**Second:** Susan Zimmerman

**All in favor.**

#### **IV. COMMITTEE/TASK FORCE (6:52-6:54)**

##### **A. Policy Review Committee:**

1. The committee reviewed Policy D Global and Subparts 1-4 regarding Monitoring the GM.
2. The committee proposed changes in line with current practice as well as Columinate recommendations.
3. The Board reviewed the proposed changes and decided to accept them.

**Motion to accept recommended changes to the policy.**

**Motion:** Danny Spurr

**Second:** Chevelle Moss-Savage

**All in favor.**

#### **V. GM MONITORING REPORT (6:54-7:07)**

##### **A. B1 Financial Condition (Q3 2022)**

1. Under Global Policy, the Operational Definition is listed as defined by the Board but it is actually defined by the GM.
  - a. Policy Governance Monitoring Process:
    - i. GM provides operational definitions
    - ii. Board's role is to accept any reasonable interpretation
    - iii. If Board dislikes a reasonable interpretation Board's recourse is to amend the policy
  - b. Stanley is to be provided with resources to further clarify the purpose and process of Board Monitoring of GM Limitations Policies.
2. It was stated that the lease for Kamp Dog was not signed during this period. It was signed last period.
3. Disaster Recovery Payments:
  - a. These are stored in a separate account. A director recollected that PPP loans were largely untouched. The Disaster Recovery Payment is also in a separate account because there are specific ways those funds can be used.
4. It was noted that cash on hand has been slowly declining year over year.
  - a. Stanley's working hypothesis is that it is due to ongoing challenges the store has faced but doesn't have enough historical knowledge to be confident in those assumptions.
5. It was noted that there are inconsistencies in the headings across years as to which

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columns have CPA audited/reviewed data points and which do not.

6. There was a question about how the store is doing financially now.
  - a. It is Thanksgiving week so sales are up. \$27K as compared to \$23K last year.

**Motion to accept GM Monitoring Report B1 with requests that when he prepares the Q4 B1 Financial Monitoring Report the GM will:**

**1) Include a discussion of the downward trend in days of cash on hand seen through 2023.**

**2) Update monitoring table to clarify (and reflect) audited financial data points for any year for which financial audit/review has been completed and unaudited/unreviewed data for current year and immediate past year until audit/review completed.**

**Motion:** Danny Spurr

**Second:** Amy Duval

**All in favor.**

## **VI. DISCUSSION / ACTION ITEMS (7:07-7:20)**

### **A. Update from GM**

1. Grocery Department
  - a. Amy Duval has accepted the position as the Grocery Manager for Fiddleheads.
  - b. The Interim Grocery Manager (Katie Blanchard) is also leaving the department.
  - c. There is now one Grocery Assistant manager in the department who was hired about a month ago.
  - d. The Interim Grocery Manager had put systems in place to ensure the Grocery Department's success during this time of transition. This includes increasing responsibilities/training of Buyers. GM is confident that transition to new Grocery Manager will be successful.
  - e. The exiting Interim Grocery Manager was commended for her management/transition support to the department.
2. The store hours have been extended until 9pm permanently.
  - a. This was done with minimal increases in labor cost because there was so much labor used in the middle of the day.
  - b. If the Co-op makes at least \$500 in that last hour, without seeing a decline in sales earlier in the day, it will provide an additional \$180,000 in annual revenue.
    - i. It was noted that the Co-op made \$700 in the last hour yesterday the Monday before Thanksgiving.
    - ii. There has also been a trend of increasing sales per hour throughout the day.
    - iii. Overall sales are up 5.7% over the same quarter last year.
3. A living wage model has been initiated within the Co-op. This is being funded by both the increase in sales and time the store is open.

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4. The department heads in the store are now:
  - a. Amy Duval - Grocery Manager
  - b. Kourtney Hanson - Produce Manager
  - c. Katherine Radionovas - Front End Manager
  - d. Jeff Depta - Prepared Foods Manager

**B. Board Monitoring Survey: (7:20 - 7:22)**

1. C5: Code of Conduct

**"Board Process C5 – Directors' Code of Conduct**

*(Adopted December 19, 2017)*

*(Revised June 14, 2022)*

*We each commit ourselves to ethical, non-discriminatory, anti-racist, businesslike and lawful conduct internal and external to Fiddleheads.*

1) *Every director is responsible at all times for acting in good faith, in a manner which they reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.*

2) *Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.*

a. *There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.*

b. *When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote after a description of the area or nature of conflict.*

c. *Directors should notify the board if they or a household member are applying for employment at the co-op. A director who applies and gets hired for employment must resign from the Board.*

3) *Directors may not attempt to exercise individual authority over the organization.*

a. *When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.*

b. *When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.*

4) *Directors will respect the confidentiality appropriate to issues of a*

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*sensitive nature and must continue to honor confidentiality after leaving Board service.*

5) *Directors are expected to prepare for and attend all Board meetings and trainings.*

6) *Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.*

7) *Directors will not exhibit violent, oppressive, discriminatory or racist behaviors or speech."*

- a. How well do you understand this policy?
  - i. This policy needs to be updated to include the updated bylaw to allow staff members on Board as it is not consistent with the existence of staff board members.

**Motion to refer this policy to the Policy Review Committee for proposed revisions.**

**Motion:** Sue Phillips

**Second:** Susan Zimmerman

**All in favor.**

- 2. Board review of C6: Officers tabled until December Board Meeting.

**C. Board Retreat Proposed Date - April 6th, 2024: (7:22-7:22)**

- 1. The Board approved this date.

**D. Finalize 2024 Calendar: (7:22-7:25)**

- 1. The Board reviewed the 2024 Working Board Calendar.

**Motion to approve the 2024 Working Board Calendar.**

**Motion:** Amy Duval

**Second:** Chevelle Moss-Savage

**All in Favor**

**E. Board Stipend - Update Timeline: (7:25-7:25)**

- 1. This discussion was tabled for discussion at February Board Meeting with recommended implementation for Board Term starting in June 2024.

**F. Hybrid Board Meetings in 2024: (7:26-7:26)**

- 1. Tabled to discuss in the December Board Meeting.

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**VII. CLOSINGS (7:26-7:38)**

**A. Owner Comments:**

1. An owner mentioned leaving the co-op and getting solicited for a WildLife Fund and setting up a payment plan.
  - a. Stan mentioned that he was told this organization was not going to collect any personal information or solicit payments. As this was clearly not the case, they were asked to leave and they will not be allowed back to the network outside the Co-op.

**B. Meeting Talking Points**

1. Accepted the GM Monitoring Report for quarterly financial reporting.
2. Referred policy C5: Code of Conduct to the Policy Review Committee for proposed revisions consistent with allowing staff to serve on the Board of Directors.
3. Received an update on staff from the GM indicating specific staff roles.
4. Accepted the 2024 Working Board Calendar.
5. Tabled conversation about Board Stipends until February.
6. Board Director Amy Duval has taken a position at the Co-op as the Grocery Manager. She has withdrawn from the Board and was appointed as the first Staff Director.
7. Amy Duval now serves as the Treasurer of the Board. Chevelle Moss Savage now serves as Vice President.
8. The Board scheduled a Board Retreat for April 6th.

**B. Future Tasks and Responsibilities:**

1. Board members must schedule their one-on-one with LaDonna Redmond.
2. Update Policy Register with newly approved D. Board-Management Relationship Global and sub-policies.
3. Schedule a policy review committee meeting.
4. Nominating Committee may consider meeting in the new year.
5. Hybrid Meeting Schedule, Board Monitoring for C6: Officers Roles have been tabled until the December meeting.
6. Discussion of Board Stipends has been tabled until the February meeting.
7. Review/revise board monthly workflow to include emailing meeting talking point to Brad within 3 days of each Board Meeting.

**VIII. Executive Session (7:38-8:30)**

**Motion to enter executive session.**

**Motion:** Amy Duvall

**Second:** Chevelle Moss-Savage

**All in favor.**

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**A. Personnel Matters**

**B. Approval of Minutes of prior executive sessions (July 26th and August 15th).**

- a. The Board tabled the approval of the Minutes of the Executive Sessions of 7/26 and 8/15.
- b. The Board voted to refer policy B3 Asset Protection to the Policy Review Committee.

**Motion to refer Policy B3 Asset Protection to the Policy Review Committee to further explore what it means that “GM shall not . . . Allow damage to the Cooperative’s public image.”**

**Motion:** Sue Phillips

**Second:** Amy Duvall

**All still present in favor.**

**IX. Meeting Adjourned (8:32)**

**Motion to adjourn meeting:**

**Motion:** Cassandra Campbell

**Second:** Chevelle Moss-Savage

**All still present in favor.**

**Meeting adjourned at 8:32 pm**

Draft minutes prepared for submission to the Board by Katie Blanchard and Sue Phillips on December 5th, 2023.

Minutes approved by vote of the Board on December 19th, and put into final form by Katie Blanchard on December 21, 2023.