

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of January 16th, 2024**  
**Via Google Meet**

(Approved by the Board on February 20th, 2024)

**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 6:32 pm on Tuesday, January 16th, 2023 via Google Meet.

**B. Attendance**

**The following Board directors were present:**

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

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

Olivia Jenkins

**The following additional persons were present:**

Katie Blanchard, Board Administrator (*Departed 8:05*)  
Stanley Bellamy, General Manager (*Departed 8:10*)

**C. Check-ins and Agenda Review (6:32-6:43)**

1. Directors reviewed the agenda.
  - a. Birthday Party Discussions and Board Retreat Logistics are added to the Discussion Items agenda.
2. Directors shared check-ins

**D. Owner Comments**

1. No members present.

**II. APPROVE DRAFT MINUTES (6:43-6:46 )**

1. The Board reviewed the minutes from December 20th, 2023.

**Motion to approve the minutes from December 20th, 2023 as amended.**

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**Motion: Amy Duval**

**Second: Susan Zimmerman**

**All in favor. Rae Hutchins abstaining, having not attended the meeting.**

**III. COMMITTEE/TASK FORCE (6:47- 6:51)**

**A. Annual Meeting/Nominating Committee:**

1. The Board decided to split this committee into two different committees.
2. Nominating Committee:
  - a. Cassandra Campbell will chair the nominating committee.
  - b. The most recent committee meeting discussed:
    - i. Scheduling three in-person info sessions.
    - ii. Call for candidates via the newsletter explaining requirements and the work of the Board.
    - iii. The nominating committee may also have a tie-in at the birthday party.
    - iv. Minutes will be included in February's meeting packet for Board review.
  - c. Next meeting scheduled for February 3rd.
3. The Annual Meeting happens closer to May so there is no active work to be done at this point in time.
  - a. Amy Duval is the chair and will schedule a meeting at a future date.

**IV. GM MONITORING REPORT (6:51-7:27)**

**A. B4: Membership**

1. Under the articles of incorporation we are authorized to sell 5,000 shares. We are currently at approximately 4,700 shares. Fiddleheads is nearing this threshold and will likely surpass 5,000 shares this year.
  - a. Stan suggested that the Board consider parameters for dormant accounts.
    - i. A report in May stated there were 889 owners that haven't made equity payments or purchases since 1/1/2018.
      1. 700 of these shares existed before the current POS system was installed.
      2. We would have to define "dormant shares" and articulate a transparent process for canceling them,
      3. It was noted that eliminating dormant shares/members might make it easier to reach quorum in voting.
  - b. There was a question about why we should be restricted to 5,000 accounts.
  - c. It was suggested that this be referred to a committee to consult with the Co-op lawyer about how to amend the Articles of Incorporation as well as what to do with dormant accounts.
    - i. Stan will reach out to the Co-op lawyer about how to deal with dormant accounts or increase the threshold.

**Motion to refer discussing how to handle surpassing the threshold of accounts to the Policy Review Committee.**

**Motion: Danny Spurr**

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**Second: Rae Hutchins**

**All in favor.**

2. There was further discussion of the fact that the operational definition for what it took to inform members that their equity was at risk only talked about informing potential co-op members, not all the things that are done to continue to communicate this to current members.
  - a. It was suggested that what is done to keep all members (not just prospective members) informed, should be included in GM's operational definition.
    - i. Members can request information about current financials.
    - ii. Members get annual report of financial standing of co-op.
    - iii. Membership brochure continues to have this information.
  - b. The alternate view was that members should already know that they can come to board meetings, annual meetings, etc. and thus it is not necessary to include that this is part of how GM keeps members informed for GM Monitoring purposes.
    - i. There was a consensus that this discussion should inform future monitoring reports.
    - ii. Most board members felt that the operational definition was reasonable.

**Motion to accept GM Monitoring Report B4: Membership:**

**Motion: Chevelle Moss-Savage**

**Second: Amy Duval**

**All in favor. Susan Phillips and Sue Zimmerman opposed.**

**B. B9: GM Succession**

1. Stan noted that he is not in compliance as he has not named an interim successor due to his short tenure in his role.
2. Stan recognized the need to have a designated IGM. Given the relatively new tenure of his management team, in the meantime, he would ideally like his management team to work together to make GM decisions in his absence. In time, the management team will become more familiar with how to make these decisions.
3. There was a question about updating this policy to reflect the current circumstance.
  - a. Given that the board can always retain services of an external IGM if the GM has not identified an internal successor, policy review/revision was not deemed necessary.
4. There was a question about the kind of work ONLY Stan can do.
  - a. There is some specific NCG related work that only Stan can do.
    - i. In this case, the Board can communicate directly to NCG to request another point of contact.
  - b. Stan has also been working to increase redundancy throughout the store so if one person leaves, the Co-op can still function. There is a second signer on the bank accounts. There is also someone else who has passwords and keys.

**Motion to accept GM Monitoring Report B9 GM Succession acknowledging non-compliance and**

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requesting an update in 2 months as to a designated IGM:

**Motion:** Susan Zimmerman

**Second:** Chevelle Moss-Savage

**All in favor.**

**V. DISCUSSION / ACTION ITEMS (7:27-7:33)**

**A. Update from GM**

1. Stan co facilitated a discussion with FRESH.
2. There were key hires made in the grocery department.
3. Brad and Department Heads are hard at work planning the Birthday Party on February 17th.
4. The store is still testing double-up food bucks to make sure it will work with our POS system. The aim is to have this in place by the Birthday Party.
5. There will be radio ads with local radio station, 92.9 WDUP Radio to promote the Birthday Party.
6. Board Shifts
  - a. From 12-1 Brenda De Los Santos will be at the party with Stan for a “Meet the GM” portion of the party. It was requested that other directors attend for a 1-2pm time slot or a 2-3 time slot.
  - b. It was also suggested that this may be a great opportunity for the Nominating Committee to speak with the ownership base about board work.
    - i. Several board members expressed interest/willingness to spend some time in store as board members talking about board service during the Birthday party. These include:
      1. Danny Spurr
      2. Rae Hutchins
      3. Susan Zimmerman
    - ii. Brenda will be circulating a sign-up sheet for board members to select specific times.
7. Birthday party schedule:
  - a. 1-2 will be a Meet the GM segment. (Brenda will be there with Stan.)
  - b. 1-4 will be hosted by 92.9FM WDUP Radio. (It was suggested that this would be a good time to have other board members at store.)

**B. Board Monitoring Survey: (7:33-7:35)**

**Board Process C8 – Governance Investment**

*(Revised February 7, 2015)*

*(Revised June 14, 2022)*

*We will invest in the Board’s governance capacity.*

1. *We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.*
  - a. *We will provide resources for Board members to successfully meet their Board responsibilities, such as access to technology, childcare, or a stipend.*

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2. *We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.*
  - b. *We will use training and retraining liberally to orient new directors and candidates for membership, as well as to maintain and increase existing directors' skills and understanding, including diversity, equity, and inclusion training.*
  - c. *We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.*
  - d. *We will use outreach mechanisms as needed to ensure our ability to listen to owner and community members' viewpoints and values. Outreach should include a variety of modalities to reach as many owners and community members as possible.*
  - e. *We will use professional and administrative support as needed.*
3. *We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than September.*

1. The Board reviewed this policy.
  - a. The Board Discussed the stipend and getting this in place ahead of the next seating of Board of Directors.
  - b. It was asked whether the CBLD contract could be better utilized by the Board.
    - i. CBLD and other Columinate trainings are identified in emails, interested board members should request to be signed up.
    - ii. The Board expressed interest in taking financial training.

**C. Board Theme for 2024: (7:35-7:37)**

1. Last year's theme was Accountability which was timely given the events last year.
2. Brenda De Los Santos will send out an email to help the Board decide on a theme via email.

**D. Review Technology Options for Hybrid Meetings: (7:37-7:47 )**

1. Brenda De Los Santos looked into alternative technologies and reported that there wasn't many other options that were comparable.
  - a. Some cameras will follow you but are meant to be used with just one person. Others involved a complicated system.
  - b. The options are really either the Meeting Owl or the current system.
2. The Board reviewed the overall Board Budget for the year to seek funding for this technology.

**Motion to amend board budget to move \$1500 from Annual Meeting to Member Linkage line items in 2024 Board Budget.**

**Motion: Amy Duval**

**Second: Chevelle Moss-Savage**

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**All in favor.**

**Motion to approve purchasing the Meeting Owl.**

**Motion: Susan Phillips**

**Second: Chevelle Moss-Savage**

**All in favor.**

**E. Board Workflow: (7:47-7:55)**

1. The Board reviewed the Board Workflow Schedule.
  - a. Clarified that administrator posts approved minutes from the prior meeting within 10 days after meeting where they are approved
  - b. Board Admin (Katie) clarified that she really needs the materials for the board packet uploaded to packet folder 7 days before meeting
2. Board Administrator Katie Blanchard also invited board members to reach out to her to set up a shortcut to more easily access Fiddleheads Board files

**Motion to approve the Board Workflow Schedule.**

**Motion: Danny Spurr**

**Second: Cassandra Campbell**

**All in favor.**

**F. Logistics for Retreat: (7:55-7:58)**

1. Brenda De Los Santos met with Sue Phillips and Amy Duval and they briefly discussed the retreat and that it would be preferable to meet somewhere other than the Dewart Building as that is our normal meeting venue.
  - a. Brenda De Los Santos reached out to Connecticut College about a conference style room or a lounge style room, either of which would cost about \$100.
  - b. It was noted that at Connecticut College it would be slightly more difficult to get lunch as there are no lunch venues within walkable distance.
  - c. Todd Wallace, Columinate Consultant has also suggested there should be areas for breakout rooms.
    - i. Brenda thought her studio would be a good fit and provide walkable lunch options.
    - ii. It was suggested that the space at Conn. College, where a prior Board Retreat was held, would allow for breakout into informal spaces or within the lounge style room and that lunch could be catered by co-op, by Conn. College, or otherwise.

**Motion to approve renting a room at Connecticut College and allow catering for lunch.**

**Motion: Rae Hutchins**

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**Second: Chevelle Moss-Savage**  
**All in favor.**

**VI. CLOSINGS (7:58-8:05)**

**A. Owner Comments:**

1. There were no owner comments.

**B. Meeting Talking Points**

1. The Board will hold their April 6, 2024 retreat at Connecticut College.
2. The Directors will sign up for shifts to attend the Birthday Party
3. The Board discussed their check-in on winter Likes/Dislikes.
4. The Board approved the GM monitoring report on B9 GM Succession noting non-compliance and look forward to an update in 2 months.
5. Approved Monthly Board Workflow Schedule.
6. Approved purchase of the Meeting Owl to improve virtual meeting experience for remote participants in hybrid meetings.
7. Approved the B4 Membership GM Monitoring report.
8. Referred the issue of dormant membership shares and the 5,000 share limit in our Articles of Incorporation to the Policy Review Committee to discuss options to amend the Articles of Incorporation and/or determining a process for canceling dormant shares.

**B. Future Tasks and Responsibilities:**

1. Brenda De Los Santos will purchase the Meeting Owl.
2. Brenda De Los Santos will reserve the space at Connecticut College.
3. Brenda De Los Santos will send out an email asking for director feedback about the 2024 theme.
4. Brenda De Los Santos will create a sign up sheet for Birthday Party Board Shifts.
5. Brenda De Los Santos will send a reminder email for CCMA participation to the Board.
6. Amy Duval will schedule an Annual Meeting Committee.
7. Board Members will refer folks they think will be interested in serving on the Board to the Nominating Committee.

**C. Upcoming events**

1. Fiddleheads Birthday Party February 17th, 2024
2. Board Retreat with Columinate Consultant Todd Wallace on April 6th, 2024 at Connecticut College.
3. CCMA, May 30th-June 1st, 2024 – all Board Members are encouraged to attend if possible, given the proximity/drivability to Portland, ME vs. other CCMA's requiring travel by air.

**VII. Executive Session (8:05-8:15)**

**Motion to enter executive session.**

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**Motion:** Amy Duvall  
**Second:** Chevelle Moss-Savage  
**All in favor.**

**A. Updates on pending claims.**  
No votes were taken and no decisions were made.

Stan Bellamy left the Executive session after providing these updates.

**B. Approval of Minutes of Executive Sessions of September 19th, November 21st, and December 19th.**

**Motion to approve minutes of Executive Sessions held on September 19th with one requested edit.**

**Motion:** Chevelle Moss-Savage  
**Second:** Danny Spurr  
**All in favor.**

**Motion to approve minutes of Executive Sessions held on November 21st.**

**Motion:** Cassandra Campbell  
**Second:** Chevelle Moss-Savage  
**All in favor.**

**Motion to approve minutes of Executive Sessions held on September 9th, November 21st, and December 19th.**

**Motion:** Chevelle Moss-Savage  
**Second:** Danny Spurr  
**All in favor.**

## **VIII. Meeting Adjourned (8:15)**

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

**Motion:** Chevelle Moss-Savage  
**Second:** Danny Spurr  
**All in favor.**

**Meeting adjourned at 8:15 pm**

Draft minutes prepared for submission to the Board by Katie Blanchard and Susan Phillips on January 22nd, 2024.

Minutes approved by vote of the Board on February 20th, 2024, and put into final form by Katie Blanchard on February 21st, 2024