

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of November 17th, 2020

Conference Call

(Approved by the Board on December 15th, 2020)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Danny Spurr called to order a regular meeting of the Fiddleheads Board of Directors at 6:32pm on Tuesday, November 17th, 2020, via Conference Call.

B. Attendance

The following Board members were present:

Danny Spurr, President
Brenda De Los Santos, Vice President
Robin Harris, Treasurer
Monica Chapman, Secretary
Sara Florek
Amelia Lord
Carolyn Wilson
Liam Powers
Sehar Mahmood

The following Board members were absent:

The following additional persons were present:

Lexa Juhre, General Manager
Ali Rangwala, Owner
Sarah Keshishian, Owner

C. Opening

1. Directors gave check-ins
2. Owner Comments:
 - a. Ali is a prospective candidate for the next election here to learn more about serving on the Board of Directors.

II. APPROVE DRAFT MINUTES OF October 20th, 2020 MEETING (6:36-6:37)

Motion to approve the minutes of the October 20th Board Meeting.

Motion: Robin Harris

Second: Amelia Lord

All in favor.

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III. CONSENT AGENDA (6:37-6:37)

A. No consent agenda items this month

IV. COMMITTEE/TASK FORCE (6:37-6:42)

A. Nominating Committee:

1. The committee relayed that there were two potential board candidates who had intended to attend their last meeting this prior Sunday, but neither were able to attend.
 - a. Ali, one of those 2 candidates, is joining us for today's board meeting. Both he and the other candidate have expressed interest in attending the next nominations committee meeting.
 - b. Committee meetings are currently scheduled for 12/12/2020 at 9:30 am and 01/24/2021 at 9:30 am.
2. The committee has elected to extend the final deadline for candidates to declare their intent to run until January 31, 2021, when candidate statements and photos are also due. Brenda has generously offered to help with candidate videos again this year.
3. The committee has also been brainstorming additional ideas to encourage potential candidates. There was some discussion that some owners might think they lack qualifications to serve on the board. Amelia has offered to do a Facebook Live to speak to how much training is available for board members.

B. GM Evaluation Committee:

1. To prepare for the next GM evaluation, this year's GM Evaluation Committee will be chartered in December. The secretary generally sits on this committee along with two or so other board members. The committee prepares the information for the board to consider in evaluating the GM and will draft an evaluation letter based on the board's discussion. Brenda, Danny, Monica, Robin and Sara expressed interest in serving on this committee. Brenda is willing to chair.

V. GM Monitoring Reports (6:42-6:53)

A. B1 Financial Condition Q3 2020

1. Lexa has been reaching out to the Treasurer for input on these reports in advance of the meetings. There was a question about how liabilities were listed as well as a difference in accrued wages she saw in the report. These were cyclical variations. Our Treasurer also noted the report reflects improvement in a competitive environment.
2. A question was asked about increased margins and whether a comparison between actual and target margin could be added to the report. Lexa noted that the delay in doing a physical inventory likely affected this with richer margins showing earlier in the year when we didn't have true inventory numbers. Increased sales volume is also reflected in these numbers.
3. Lexa is currently building a budget for next year.
4. It was noted that sales seem to be stabilizing to some degree based on basket size/customer count. Lexa expected an increase in October, but anticipated a compression by now. That hasn't been the case. The Co-op has gained new customers over this time who seem to be sticking with the store. Lexa is continuing to monitor how things develop as the pandemic

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continues.

5. It was also noted that Fiddleheads plans to pay off our member loans by year end.

Motion to Approve GM Monitoring Report B1 Financial Condition Q3 2020

Motion: Carolyn Wilson

Second: Amelia Lord

All in favor.

VI. Discussion/Action Items (6:53-7:57)

A. GM Check In

1. As Lexa mentioned in her strategic planning report at the board retreat, she doesn't currently feel like she's focused on long term strategy as much as short term strategies at this time, particularly in light of in-store preparations for Thanksgiving shopping. She's also putting aside time to work on next year's budget.
2. Overall things are going well. There have been some staff absences due to COVID exposure, with the intent being to protect other staff and customers. FFCRA policy for PTO is still in place to pay employees who can't work due to the ongoing COVID-19 pandemic.
 - a. Staff have been adjusting as needed to keep things moving in the store. Lexa also noted that there is an expectation that the Co-op will be providing benefits to employees by 2022. In preparation for that change along with others, Lexa plans to fill an HR position for next year.

B. Patronage Update

1. It appears Fiddleheads is poised to begin paying patronage dividends in 2021.
 - a. Lexa expects to have documentation regarding patronage for the board packet for next month's meeting. The Co-op doesn't need to be prepared to start paying dividends starting in January, but would like to get the ball moving on this next year.
 - b. Lexa is getting more information from the CPA and the law firm to work out some details and obtain some clarification. There'll be some decisions the Board needs to make in regards to the patronage dividend structure.
 - i. It was suggested that Lexa reach out to Susan Zimmerman as well as she might have some insight to offer. Per the CPA and attorney, we won't need to modify our articles of incorporation to set up patronage.

C. Board Monitoring Survey: C6 Officers

1. The Board reviewed the C6 Officers report from the last Board Monitoring survey.
2. There was a question about delegating board responsibilities as needed. For instance, the Secretary currently delegates the job of taking minutes to the Board Administrator, but they are still responsible for making sure the job is done. The President could also delegate facilitating a board meeting, as another example.
3. There were also some formatting difficulties noticed with the C6 board monitoring survey. Similar formatting difficulties were seen last year for this particular survey. Lexa and Katie will be reviewing the report to fix this one for next time.

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D. DEI Check in Following LaDonna Training

1. The Board's last training was on 11/7, where they were given some homework. The next training is in January. There was a suggestion that the Board should have their homework done by the next board meeting so they can have something compiled ahead of the January training.
2. Lexa suggested that the Board Administrator put together a document the Board can collaboratively work on the artifacts, values, and assumptions they need to work on in the exercise and they can use that document to catalog their thoughts and start a discussion at the December meeting.
3. It was mentioned that NFCA members have been getting together after the Abolitionist Training sessions to talk about what other co-ops are doing in relation to Diversity, Equity and Inclusion.
 - a. These are held the second Tuesday of each month at 8:30 am. Board members were encouraged to take part in those meetings as well. Brenda is going to try to attend the next of these meetings.
4. Step Up New London has previously held an Undoing Racism event. The Board might send some people to that event if Step Up holds it again. Danny will send out more information on this as available.
5. There has been some difficulty accessing the 99% Invisible podcast episode linked to in LaDonna's homework. The Board will reach out to her to see if there's a different link or an episode title they can search for directly.
6. There was also some discussion about the individual development plans related to the individual IDI assessments.

E. Member Engagement Events

1. At the recent trainings/retreat, the Board talked about organizing some member engagement events in the new year. Jade offered to possibly facilitate one of these events. The Board discussed and brainstormed ideas for what these events could look like.
 - a. Sarah (an owner) suggested that we get together to plant a garden.
 - b. There was also some discussion about who would run a meeting over Zoom. Lexa may talk to Hanover Co-Op as they've run some successful large group events like this and might have some advice and pointers on running one of our own.
 - c. Session brainstorms included:
 - i. It was suggested the sessions include introductions or icebreakers so attendees can get to know each other.
 - ii. It was suggested to include something to describe how co-ops work and what a co-op is.
 - iii. A possible topic discussed was Food Justice.
 1. What would owners like to see us focus on? Affordability? Buying products that are good to our farm workers?
 2. An owner commented in relation to this topic that something they've noticed is that there is a higher cost for fresh food at the co-op and they remarked that another food justice related problem they've seen is the quality of food available in schools and that could be something we might want to get involved in.
 - iv. We could talk about what our GM and the board have been focusing on and how we interpret our ends? Do our owners agree?
 - v. We might want to do breakout sessions and a Q&A.
 - vi. There were concerns about whether owners would feel comfortable participating

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- and giving feedback in a live event vs doing a survey.
- vii. There were thoughts about making this an opportunity for connection and visibility, to build association within the co-op.
 - viii. If we want to go deep into issues the meeting may need to be planned more carefully.
 - 1. Should this be informal? In-depth? What outcomes do we want? It was noted that we should probably keep the first meeting simple. A meet and greet, state of the union/co-op.
 - 2. It was noted that having a specified topic framework is important.
 - ix. There was also a suggestion to have a guest speaker or a short film. An owner on the call expressed support for a guest speaker as a way to increase participation.
 - d. Carolyn, Sehar, and Sara expressed interest in getting together between now and December to begin planning this event. Carolyn will set up a planning meeting. Danny also intends to attend that meeting and they might coordinate with Lexa and Jade on this as well.

F. Board Calendar 2021

- 1. The CBLD contract date should be moved to December. The Nominations Committee should update the calendar with their meeting dates and timeline ahead of the next board meeting. The board will approve the updated calendar next month. It was suggested that the Board Administrator be tasked with setting up a working copy to send to the Board to be edited/updated as dates are known.

VII. Owner Comments (8:05-8:05)

- 1. Owners thanked the Board for letting them join us for the meeting.

VIII. Closings (7:57-8:05)

A. Meeting Talking Points

- 1. Established a member committee working on a member engagement event
- 2. For the 2nd month in a row we had 2 members at our board meeting.
- 3. Members volunteered for GM evaluation committee to form in December
- 4. Accepted B1 Financial Report Quarter 3
- 5. Discussed sending staff or board members to Step Up Undoing Racism event
- 6. Followed up on our DEI training with LaDonna
- 7. Update from the Nominations Committee
- 8. Patronage Update from GM
- 9. GM check in on the current disposition of the store.

B. Review tasks for next meeting & other

C. Upcoming events:

- 1. Sobey's Excellence in Member-centric Governance and Management: December 9 & 10 2020 and February 17-18, 2021
- 2. LaDonna Training: Saturday January 9th, 2021
- 3. LaDonna Training: Saturday, February 20th, 2021

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IX. Executive Session (8:05-9:08)

Motion to enter executive session to discuss a personnel matter.

Motion: Robin Harris

Second: Carolyn Wilson

All in favor.

The board met in executive session to further discuss a personnel matter and passed the following motion.

Motion to empower the executive committee to hire a marketing/PR firm.

Motion: Amelia Lord

Second: Brenda De Los Santos

All in favor.

Motion to exit executive session and adjourn.

Motion: Carolyn Wilson

Second: Sara Florek

All in favor.

X. Adjournment (9:08)

Meeting adjourned at 9:08pm.

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Draft minutes prepared for submission to the board by Monica Chapman on November 17th, 2020.

Minutes approved by vote of the Board on December 15th, 2020, and put into final form by Katie Blanchard on December 15th, 2020.