

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 18th, 2022
Via Conference Call
(Approved by the Board on February 15th, 2022)

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 18th, 2022.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Monica Chapman, Vice President
Danny Spurr, Secretary
Amelia Lord
Carolyn Wilson
Liam Powers
Sehar Mahmood
Ali Rangwala

The following Board directors were not present:

Robin Harris, Treasurer

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Janelle Posey-Green, Community Guest
Shenira Billips, Community Guest
Regina Wilson, Community Guest
Eve Morrissey, Employee and Owner

C. Check-ins and Agenda Review

1. Directors shared check-ins.

D. Owner Comments

1. No comments, just observing.

E. Community Guest: CT BIPOC Mental Health & Wellness Initiative

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 18th, 2022

Via Conference Call

(Approved by the Board on February 15th, 2022)

1. Directors welcomed Janelle Posey-Green (President), Regina Wilson (Vice President), Shenira Billips (Secretary) of CT BIPOC Mental Health & Wellness Initiative.
 - a. This Initiative came about during COVID. Janelle and her team pulled together resources and a network of support to help manage anxiety and depression and support mental health and wellness.
 - b. Completed over 100 forums since their beginning in March 2020. These forums cover a number of topics from holistic approaches to mental health, Anti-Asian violence, abuse and addiction just to name a few.
 - c. Contact info is as follows:
Janelle Posey-Green, founder
CT BIPOC Mental Health and Wellness Initiative
ctblkmentalhealth@gmail.com
<https://www.facebook.com/CTBIPOCMENTALHEALTH>

II. APPROVE DRAFT MINUTES OF December 20th, 2021 MEETING (7:05-7:06)

Motion to approve the minutes of the December 20th, 2021 Board Meeting as amended.

Motion: Brenda De Los Santos

Second: Amelia Lord

All in favor.

IV. CONSENT AGENDA (7:06-7:07)

1. Owner Equity Refund Request:
 - a. Daly

Motion to approve the consent agenda.

Motion: Carolyn Wilson

Second: Danny Spurr

All in favor.

V. COMMITTEE/TASK FORCE (7:07- 7:14)

A. Nomination Committee

1. The Nomination Committee met with the Marketing Team to create media outreach coinciding with Fiddleheads' Birthday to solicit more owners to run for the Board. Committee is soliciting videos from the Board about what they value or enjoy about Board service- a link to where to upload videos will be sent out to Directors.
2. An attending owner who is also an employee inquired about the potential of employee seats on the Board.

VI. GM MONITORING REPORTS (7:14-7:25)

A. B4: Membership

1. There was a question about whether or not unclaimed patronage that is donated is taxed. This amount still counts as patronage and Lexa will reach out to Wegner for further guidance.

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 18th, 2022

Via Conference Call

(Approved by the Board on February 15th, 2022)

B. B9: GM Succession

1. The Board appreciated looking over the GM Succession packet. Lexa created this document to pass on essential information to any incoming Interim GM.
2. It was also noted that Rachel Watrous, Fiddleheads' designated interim general manager,, attended the Columinate Financial Training seminar and encouraged all board members to attend.

Motion to Approve GM Monitoring Report for B4: Membership and B9: Succession.

Motion: Monica Chapman

Second: Amelia Lord

All in favor.

VII. DISCUSSION / ACTION ITEMS (7:25-8:16)

A. Board Monitoring Survey: C8 Governance Board Self Assessment:

1. There were comments about a potential Board Stipend. This was previously discussed with LaDonna who believes boards provide a tremendous amount of service that should be compensated. It was also noted that a stipend would make serving on the Board more equitable for people who may not have the luxury of extra time to serve. The possibility of switching the store discount for a stipend was also suggested.
2. There was also a comment about board member training and how to further DEI training and financial training for new directors.
3. There was discussion about the Board's owner outreach and how it could use improvement.

B. Proposed Policy Changes:

1. The Board reviewed proposed policy changes. Policy changes were developed by the Equity Policy Review Committee to make the Board's policy more inclusive and equitable. In addition to language changes the Board also discussed the following:
 - a. Need-based equity shares- There was discussion of providing a program to subsidize equity shares for those in need. **This is an item for future discussion.**
 - b. Staff-focused diversity and inclusion language
 - c. Processes that should be followed if a Board Member applies for employment at the Co-op.
 - d. There were many changes proposed. Brenda will email the changes to the Board to be reviewed in depth.

VIII. CLOSINGS (8:09-8:22)

A. Owner Comments:

1. Found the meeting interesting and informative.

B. Meeting Talking Points:

1. The Policy Review Committee presented to the directors their proposals to policy changes through the DEI lens.

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 18th, 2022

Via Conference Call

(Approved by the Board on February 15th, 2022)

2. The Nomination Committee is seeking candidates to run for the Board. They are also soliciting videos from the Board to present to the ownership base.
3. Welcomed Community Guest, BIPOC Mental Health and Wellness Initiative
4. Approved Equity Refund Requests
5. Accepted B4 and B9 General Manager Monitoring Reports.
6. Discussed the Board Monitoring Survey on the Board Self Assessment.
7. Approved Draft Minutes from December.
8. The Board decided to NOT have an in-person meeting next month out of an abundance of caution with the rise of COVID cases locally.

B. Tasks and Responsibilities:

1. Brenda will send out the Policy Changes and begin the process of selecting next month's community partner.
2. The Board will pull together videos for the Nominations Committee.

D. Upcoming events

1. Lexa noted an abundance of meetings available on Co-luminate. She is willing to use Co-op funds to sponsor training if necessary.
2. Financial Training available through Co-luminate.
3. January 23rd- Board Leaders round table (NFCA)

IX. Executive Session (8:23-8:57)

Motion to enter Executive Session:

Motion: Carolyn Wilson

Second: Amelia Lord

All in favor

Executive session to discuss legal matter and conduct annual GM evaluation. Executive session was entered into at 8:23 pm and exited at 8:57 pm. The Board approved the Executive Session minutes of December 20, 2021. No other decisions were made in the executive session.

X. Meeting Adjourned

Motion to adjourn meeting:

Motion: Danny Spurr

Second: Sehar Mahmood

All in favor.

Meeting adjourned at 8:57 pm

* * * * *

Draft minutes prepared for submission to the board by Katie Blanchard and Danny Spurr on January 18th,

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of January 18th, 2022

Via Conference Call

(Approved by the Board on February 15th, 2022)

2022.

Minutes approved by vote of the Board on February 15th, 2022, and put into final form by Katie Blanchard on February 15th, 2022.