

FIDDLEHEADS BOARD OF DIRECTORS

Meeting of April 15, 2014 - Approved May 20, 2014

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:32 p.m. on April 15, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Ed Demuzzio, Treasurer
Mark Roberts, Vice President
Sue Phillips, Secretary
Mona Harmon-Bowman
Carolyn Wilson
Ellen Clinesmith
Suzanne Cattanach

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager

III. AGENDA REVIEW

Summary: Items on the Agenda include a discussion of the Board Retreat, update on the Annual Meeting, a report from the Election Task Force, and a brief discussion reviewing the use of Survey Monkey.

GM requested an executive session to discuss a real estate matter. There was some discussion around the logistics of this given the already very full agenda. It was decided, nevertheless, to go into executive session first, given concerns that it could become lengthy.

It was decided after exiting executive session (which was at 7:55 p.m. - see below) that only relatively quick and routine matters would be covered to allow Board meeting to end around 8:30 p.m., as is customary.

President also reviewed, by reading out loud, the Director Code of Conduct which is Policy C5 concerning Board Process.

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IV. EXECUTIVE SESSION

Prior to the executive session commencing, the President reviewed, by reading out loud, the Director Code of Conduct which is Policy C5 concerning Board Process.

The Board went into executive session, including the GM, starting at 6:39 p.m.

The executive session lasted until 7:55 p.m.

No minutes were taken and voting occurred.

V. MEMBER COMMENTS

No members present.

VI. MINUTES

A. February 18, 2014 Minutes

Summary: The minutes should be checked to ensure there is consistency in the use of the spelling "co-op" as opposed to "coop."

Mona also has a few edits, for clarity, not content, which she will email to the secretary.

Motion to approve the February 18, 2014 Board meeting minutes.

Motion: Mark Roberts

Second: Suzanne Cattanach

All in favor, with Mark Roberts abstaining.

B. March 18, 2014 Minutes

Summary: Mona has some edits for clarity which she will email to secretary.

Motion to approve the March 18, 2014 Board meeting minutes.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 5

Abstaining: 3 (Ed DeMuzzio, Suzanne Cattanach, Carolyn Wilson)

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VII. ANNUAL MEETING TASK FORCE REPORT

Summary: Bylaw ratification needs to be put on the agenda for the annual meeting. The Bylaws are currently on the website, but additional information should be provided to members about the purpose of the revisions for which ratification is sought. The final version of the Bylaws was sent to all Board members on March 20th.

Board members were comfortable with the revised agenda for the annual meeting. Volunteers are needed for set-up and break-down. Board members should also be involved in meeting and greeting members.

Action Items: Ellen Clinesmith will post an announcement stating that:

- ratification of the bylaws
- approval of the 2013 annual meeting minutes
- a financial report (treasurer/accountant)
- elections for 3 board members
- operation report (GM)
- receiving annual report (document and presentation by President)

will all be on the agenda at the annual meeting.

VIII. ELECTION TASK FORCE

Summary: There are currently more Board candidates than openings, thus the three highest vote getters will be elected to the three available seats on the Board. The third seat became available because of Lee Boltz resigning from the Board shortly after the March Board meeting. Nominations do not have to be taken from the floor but proxy voting will be allowed. The Election task force referenced the by-laws and explained the procedure for proxy voting.

Motions to accept the Election Task Force Report.

Motion: Mark Roberts

Second: Mona Harmon-Bowman

All in favor.

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IX. ACTION ITEMS

A. Board Monitoring

The free trial version of Survey Monkey is not meeting the Board’s needs at present. Approval was sought to purchase a full account. GM suggested that as Fiddlehead’s Food Co-op already has a Survey Monkey account, it only needs to be renewed/updated and for access to be given to the Recording Secretary and Board Members who will be involved in monitoring survey process. Funds to reactivate the current Survey Monkey account will come from the general Fiddlehead’s account, as the co-op itself will utilize it in addition to the Board.

B. Retreat Date

The current Board retreat is scheduled for May 18, 2014. A proposal was made to push the retreat date back to attempt to include attendance by all Board members. Obstacles discussed included scheduling a meeting before knowing the schedules of any new Board members elected at the annual meeting, the lack of available fall dates, and lack of consultant availability. Waiting until after officer elections in June was also discussed. It was also suggested the date not be released from Board Member calendars, but that the time be devoted to another topic – for example, space expansion.

Motion to postpone Board retreat in an attempt to schedule a date in the fall after elections have been held.

Motion: Ellen Clinesmith

Second: Ed Demuzzio

All in favor: 5

Opposed: 3

C. Special Meeting

A special meeting has been scheduled for April 30, 2014 solely for purpose of discussion of matters pertaining to real estate.

X. ADJOURNMENT

Motion to adjourn at 8:49 p.m.

Motion: Sue Phillips

Second: Mark Roberts

All in favor.

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Draft minutes prepared by Alyssa Skaves on 4/21/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on May 4, 2014.

Minutes approved by vote of the Board on May 20, 2014 and put into final form by Sue Phillips on June 7, 2014.