

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of August 19, 2014 [Approved September 16, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:38 p.m. on August 19, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Ed DeMuzzio, Treasurer
Sue Phillips, Secretary
Ellen Clinesmith
Carolyn Wilson
Mona Harmon-Bowman
Suzanne Cattanach (arrived at 6:42)

The following Board member were absent:

Bonnie Tompkins

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager
Jessica James-Carnes, Staff
Helen Bardinet, Working Member
Sheila Herbert, Staff

III. AGENDA REVIEW

Summary: No changes to the agenda proposed.

IV. MEMBER COMMENTS

No comments at this time.

V. MINUTES

Motion to approve meeting minutes for the July 15, 2014 Board Meeting.

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Motion: Ellen Clinesmith
Second: Carolyn Wilson
All in favor: 8

Motion to approve meeting minutes for the July 29, 2014 Board Meeting, with the proposed correction.

The Board would like to amend the language in the motion to seek an additional loan for \$20,000 to “up to \$20,000.”

Motion: Mona Harmon-Bowman
Second: Mark Roberts
Abstentions: 1
All in favor: 7

VI. PRESENTATION: COOPERATIVE CAFE

Summary: Susan Zimmerman, with support from Carolyn Wilson and Jessica James-Carnes, made a presentation about the CDS Cooperative Café attended in March 2014. They made a PowerPoint presentation that included: what is a cooperative café, what were this years questions, what did we share and learn.

Cooperative Café is workshop organized by CDS (our consultants) in a World Café format, where small groups discuss the same set of questions and share ideas. Representatives from every level of the Co-op structure were present at the workshop for discussion.

This year’s questions were: *How can we begin to shape cooperative democracy and participation as a driving force for the success of our co-ops? What is cooperative democracy?* Discussion was organized under the rubric of USE – OWN – BELONG – SERVE as a way to think about member participation, with a particular focus on what it means to serve the co-op, although member participation reflects all levels, from shopping to running the Board.

The Board would like to change how participation is discussed, placing a greater emphasis on valuing every level of participation and would like to extend an invitation to serve the co-op, rather than trying to persuade members to get involved.

The Board brainstormed ideas about how to create a more welcoming atmosphere for participation, including publishing Ends, making a video sharing the Fiddleheads story, using charts to illustrate the co-op’s economic impact on Southeastern Connecticut, and encouraging Member-Owners to tell their own Fiddleheads story to friends and family. To this end, 30 minutes at the end of the next meeting will be devoted to discussing how

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the Board could publish the Ends and Board members should come prepared to discuss outcomes. CDS Consulting has a variety of videos on their website and CBLD Library is also a great resource.

VII. GM UPDATE REPORT

Summary: Charities selected for the Neighborly Nickels program are to be the American Humane Society, Habitat for Humanity and FRESH. The information will be included in the weekly e-blast but also might be appropriate for a press release. Store hours will be changing as of September 2nd.

VIII. CONSENT ITEMS

Motion to approve Board Monitoring C2: Board's Job and Board Budget 2Q Actuals.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 8

IX. ITEMS NEEDING DISCUSSION

A. GM Monitoring Report A Ends (Part II)

Summary: Shortly before the meeting, GM sent out a corrected version of ends policies, as ends #A6 had been omitted from version in Board Packet. Board agreed to discuss A4 and A5 and defer A6 to next month as most of Board had not has an opportunity to review the corrected version.

The Board clarified with the GM their intent behind terms in the Ends statements were reasonably interpreted in what he submitted.

A4: The GM shared his interpretation of the Ends generated by the Board and some possible data points. "Support co-ops" was clarified to include "Support co-ops of any kind." Some discussion of offering courses/curriculum on the co-op business model was discussed. The presence of a bookstore co-op in the community should be shared in the e-blast. GM also noted that the co-op fair should have been mentioned in this section of the report, and that he will add it in the final. GM will prepare a final monitoring report on End Policies for next meeting and that will be final copy to use for evaluation activities.

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A5: Food Health Knowledge: The Board agrees with the GM's interpretation.

A6: Will be discussed next month.

B. GM Monitoring Report B1 Financial Condition

Summary: The GM and Board reviewed the document and outlined some improvements. The GM will resubmit the report next month with the changes discussed.

X. ACTION ITEMS

Summary: The Board is to act on the following resolution: *Resolved the BOD of Fiddleheads Natural Foods Co-op authorizes General Manager, Richard Virgin, to reopen the Refrigeration Fund account with CFNE for the purpose of receiving donations individuals wish to make to the fund.*

Motion to reopen Refrigeration Fund.

Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor: 8

XI. BOARD DISCUSSION

Annual meeting review. Tabled for next meeting.

XII. CLOSINGS

A. Agenda Preview for September 2, 2014 and September 16, 2014 Agenda

September 2, 2014:

- Feasibility study (if available)
- Board Improvement Brainstorming Discussion
- Ends and Communication with Members Discussion
- Committee Structure

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September 16, 2014:

- GM Monitoring Reports
 - Board Communications
 - Board Support
 - Ends (resubmission of final version for approval)
 - Financial Condition Q2 (resubmission for final approval)
- Board Monitoring Report
 - C3 Agenda Planning
- Helene's Data Collection Presentation
- Feasibility Study (progress made)
- Auditor Selection
- Personnel Matters (executive session)

Annual Meeting Review – To be put on the agenda for another meeting.

XIII. ADJOURNMENT

Motion to adjourn at 8:41

Motion: Ellen Clinesmith
Second: Mona Harmon-Bowman
All in favor.

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Draft minutes prepared by Alyssa Skaves on August 26, 2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on September 2, 2014.

Minutes approved by vote of the Board on and put into final form by Sue Phillips on September 16, 2014.