

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

## **I. CALL TO ORDER**

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:41 pm on August 20, 2013 at 105 Huntington Street, New London, CT.

## **II. ATTENDANCE**

### **The following Board members were present:**

Susan Zimmerman, President  
Ed Demuzzio, Treasurer  
Lisa Cygan  
Lee Boltz  
Carolyn Wilson  
Ellen Clinesmith  
Suzanne Cattanach

### **The following Board members were absent:**

Mark Roberts  
Mona Harmon-Bowman  
Jamie Lee  
Sue Phillips

### **The following addition persons were present:**

Richard Virgin, Fiddleheads General Manager

## **III. AGENDA REVIEW**

Lee requested a review of Bylaws committee meeting. It was added.

## **IV. MEMBER COMMENTS (By board policy limited to 2 minutes per speaker.)**

No members present.

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

## V. OFFICER ELECTIONS

Candidates: President, Susan Zimmerman

Vice President, Mark Roberts

Secretary, Jamie Lee

Treasurer, Ed DeMuzzio

Elected officers as a slate. Carolyn made the motion, Ellen seconded the motion. All in favor.

## VI. APPROVAL OF MINUTES FROM PRIOR MEETING(S)

### VII.

**Date of Meeting: June 18, 2013**

**Discussion/Corrections:**  
none

Movant: Ellen  
Second: Ed

Those in favor of approval: Susan Z., Carolyn, Lee, Lisa, Ellen, Ed

Those opposed: 0

Those abstaining: Suzanne

**Action Items:**

## VIII. Approval of General Manager's Monthly Update Report

### Summary:

Dick spoke with freezer person who suggested that we rethink getting a new 8 door freezer. The person suggested having a separate freezer for ice cream because it has to be kept at a lower temperature. Dick is working on organizing walk in freezer as we wait for a new freezer in 6 to 8 weeks. The two door ice cream freezer will have its own compressor.

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

Dick spoke about the Mohegan Sun relationship getting involved with Fiddleheads to purchase organic and natural foods for their performers.

## **Motion to accept GM's report:**

Movant: Carolyn

Second: Lee

Status of Motion: Voted Upon

Those in favor: All

Those opposed: 0

Those abstaining: 0

## **Action Items/Person(s) Responsible:**

## **IX. TREASURER'S REPORT/FINANCIAL REPORT**

### **Discussion/Summary:**

Discussed Six month profit and loss. We have draft, statements and sales report from Jan 1, 2013 through June 30, 2013. We will have revised numbers in another month that include July 1, 2013 through July 17th, 2013.

### **Action Items/Person(s) Responsible:**

Once we have the actual numbers we will have a comparison to our budget.

### **Motion to accept Accountant's report:**

Movant: on hold

Second: on hold

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

**Status of Motion:** Tabled

Those in favor:

Those opposed:

Those abstaining:

## **X. BOARD REPORTS**

### **A. Governance Committee (board packet)**

#### **Summary:**

See written report. Susan Z. made a point that we should delete that the Governance Committee meet with board members individually once per year.

#### **Action Items/Person(s) Responsible:**

Motion to amend that the Governance Committee not meet with directors once per year.

**Note:** Board members discussed others ways of discussing as a group our training goals...including our November board meeting or our retreat. The board will also act as a whole to decide who goes to what trainings throughout the year.

**Note:** The governance committee will research and present training information possibly in November.

**Note:** In the first bullet item, the word “and” with be replaced with “of.

Movant: Lisa

Second: Ellen

All in favor.

### **B. Bylaws Committee report**

The committee decided to solicit input from the original attorney who drafted the incorporation paperwork for Fiddleheads.

#### **Action Items:**

The next step is for the bylaws committee to reconvene.

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

## XI. BOARD DISCUSSION

### A. CDS Consulting Contract and Retreat

- We discussed whether we want to have another board retreat this year. Joel from CDS gave us a price of \$3,000 for a one day retreat.
- We discussed the importance of having the retreat to work on our ends policies as a high priority.
- Susan proposed. We have two hours remaining on our contract with CDS Consulting per the second quarter report. Susan proposed that we approve an additional eight hours at \$120.00 per hour for monthly follow up calls and assistance in implementing GM Monitoring and we approve an additional retreat day to write our ends policies.

#### **Action Items/Person(s) Responsible:**

Susan will follow up with finding a date for the retreat. Lisa will check into the availability/cost of the Thames Club. Ed will check into The Ferry Slip availability/cost.

**Motion:** The board approved the additional hours and retreat. These items will be paid out of the board budget and replace the remaining conference budget.

**Movant:** Ellen

**Second:** Carolyn

All in favor.

### B. Board Self-Assessment Summary

**Summary:** See report.

Each director should further review the raw data. Look for two things

1. what has changed.
2. thoughts about the items and any items where there is a large range between high and low ratings.

We will add this to the September agenda. We will consider repeating this evaluation after retreat in November.

**Motion:** N/A

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

## C. GM Monitoring

**Summary:** The committee had a discussion and identified two paths. See notes.

**Notes:** We discussed the need to have a committee to assist the GM in developing how monitoring should be done.

Motion to form a GM Monitoring Development Task Force. The task force will be Ed, Ellen, Carolyn and Dick.

**Movant:** Ed

**Second:** Lee

All in favor.

### Action Items/Person(s) Responsible:

Ed, Ellen, Carolyn and Dick.

Status of Motion: Voted Upon

Those in favor: All in favor

Those opposed: 0

*Those abstaining: 0*

## D. Executive Session to discuss and approve GM evaluation letter and compensation

8:09 p.m. entered into executive session.

8:17 p.m. came out of executive session.

Motion to accept the evaluation and compensation letter.

**Movant:** Ellen

**Second:** Suzanne

All in favor

those opposed:0

those abstaining: 0

# FIDDLEHEADS BOARD OF DIRECTORS

Meeting of August 20, 2013

## XII. CLOSING DISCUSSION

Review Decisions, Tasks, Assignments

Next meeting topics: Member Comments, Monthly Workflow, Board Policies, Agenda preview, Debrief/Evaluate Meeting

**Summary:** Board will go over in depth self assessment and CCMA conference report in September.

Coop month is in October.

Dick may also arrange for another staff member to come and give a 15 minute presentation at one of the next board meetings.

## XIII. ADJOURNMENT

**Motion to adjourn:**

**Movant:** Lee

**Second:** Ed

Voting was as follows:

Those in favor: All in favor

Those opposed: 0

Those abstaining: 0

Draft minutes submitted by: Lisa Cygan on: 9/4/13.

Draft minutes prepared by: Lisa Cygan 9/4/13 and Susan Phillips October 11, 2013.

Minutes approved by vote of the Board on: \_October 15, 2013