

FIDDLEHEADS BOARD SEPTEMBER BOARD PACKET  
September 17, 2013

**FIDDLEHEADS  
BOARD OF DIRECTORS MEETING  
September 17, 2013  
6:30-8:30 PM  
105 Huntington Street, New London**

Time	Topic	Board Action/ Outcome	Leader
6:30- 6:40	Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in		President
6:40- 6:45	Agenda Review	Make any needed adjustments	President
6:40— 6:50	<b>Member Comments</b>		President
6:50- 6:55	Minutes of August 20, 2013 (board packet) GM monthly update report (board packet)	Accept Accept	Secretary GM
6:55- 7:00	<b>Board Reports</b> NFCA Fall Gathering	Review and decide next steps if appropriate	Susan Zir
7:00- 8:15	<b>Board Discussion</b> Refrigeration Fund Member Owner Definition CDS Consulting Contract Retreat Outcomes	Approve Discuss and Approve Discuss and Approve Bring topics for our retreat planning	GM GM President President
8:15- 8:30	<b>Closings</b> 9. Agenda preview (Board Packet) Debrief/ Evaluate Meeting  Review Decisions, Tasks, Assignments Adjourn Meeting	Review Evaluate preamble, meeting process	President  President  Recorder
	<b>Goodbye, Good Job!</b>		

**BOARD PACKET:**

- 1) Draft August Minutes
- 2) General Manager Report
- 3) NFCA Fall Gathering Summary
- 4) Refrigeration Fund Proposal
- 5) Member Owner Definition Proposal
- 6) Email regarding CDS Consulting Contract
- 7) Draft October Agenda

## **Minutes 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.

**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.

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

**Status of Motion:** Tabled

Those in favor:  
Those opposed:  
Those abstaining:

## **X. BOARD REPORTS**

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

#### **Summary:**

See written report. Sue 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 ammend 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:** first bullet replacing and with of.

Motivant: Lisa  
Second: Ellen  
All in favor.

#### **Bylaws Committee report**

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

#### **Action Items:**

The next step is for the bylaws committee to reconvene.

## **XI. BOARD DISCUSSION**

## **A. CDS Consulting Contract and Retreat**

- We discussed if we want to have another board retreat this year. Joel from CDS gave us a price of 3,000.00 for a one day retreat.
- We discussed the importance of having the retreat to work on our ends is a priority.
- Susan proposed. We have two hours remaining on our contract with CDS Consulting per the second quarter report. Sue 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 approve the additional hours and retreat. These items will be paid out of the board budget and replace the remaining conference budget.

**Motivant:** 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 where there is a large range.

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

**Motion:**

## **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.

**Motivant:** 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.

**Motivant:** Ellen

**Second:** Suzanne

All in favor

those opposed:0

those abstaining: 0

**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 in September, CCMA conference report, Coop month is in November. Dick may arrange for another staff member to come and give a 15 minute presentation.

### **XIII. ADJOURNMENT**

**Motion to adjourn:**

*Motivant:* Lee

Second: Ed

Lee moved to adjourn at \_\_\_\_\_. The motion was seconded by 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.

Minutes approved by vote of the Board on: \_\_\_\_\_ (date)



## **General Manager's Report August/September, 2013**

A large portion of time this month has been spent addressing issues around the loss of the display freezer. The compressor and the unit itself have gone bad and it is time to replace them. We have decided to not replace the 8 door unit with another 8 door unit. We are replacing it with one 2 door unit and two 3 door units. The 2 door unit will be for ice cream and the two 3 door units for frozen food. By having three units we hope that if we have a problem we can keep much of our stock available to customers. Each unit will have its own compressor. The compressors will be in the units and not on the roof. There is a negative aspect of this as they will add some heat to the inside of the building during the summer. However, we lost a compressor motor last winter in the blizzard, and we had to go on the roof to manually remove ice from the compressors to keep them running. There is some peace of mind that comes with this arrangement which I believe is worth paying for. The new units should arrive this coming week. The old unit did have new LED lights. We have removed those and the ballasts. The new units come with florescent lights and our electrician will remove those and install the LED lights. This process saves us both money and time in getting the units here and installed.

During this time we have been helping customers “shop” out of the walk in freezer which has gone reasonably well.

Considerable time has been spent looking at how and where to locate an additional cooler. We are continuing to examine a couple possibilities of how to make this happen.

The monitoring sub committee met on Wednesday evening and discussed how to proceed with monitoring reports. We were in agreement that I would begin providing reports this month. The reports I will provide over the next 12 months will be put together to address the items defined in each objective as they speak to what is expected of the General Manager. This year will be a pilot of how the reports are prepared. Members of the BOD should feel free to offer suggestions about information which may not have been included which they would like to see provided, or other formats of providing the information which they would find helpful. The General Manager will also feel free to offer information related to an objective which is not spelled out in the expectations, but that he feels is pertinent to the objective. Once this cycle has been conducted and Ends are in place, it should make the development of future reports more meaningful.

Regarding Ends Statements. Since this is something which the BOD has not undertaken previously, I have asked for sample statements from about 15 New England cooperatives. I am gathering those and will put them together in one document which I should be able to get to you in the next few weeks.

We have had a committee working with Jessica James-Carnes to create a local Co-op Fair Day which will occur on Saturday Oct. 19<sup>th</sup>. Representatives of other coops in the region will be at Fiddleheads with information about their co-op. Some will be good co-ops

others will not be food. It is coming together well and should be a very enjoyable and educational day as we observe co-op month in October.

We are conducting our next inventory on Saturday and Sunday September 28,29. There is a sign up board in the coop. This inventory is one which we do without outside help.

We have Member/Owner appreciation days on Sept 20, 21, 22. We have a much more definitive set of directions for individuals working the sign in table.

Our first Winter Farmer's Market Day will be Saturday, Nov. 2. We have a chairperson for this and planning is underway to make it a special event.

I will be away October 6-19 and I am putting together a team of people to handle various aspects of my responsibilities.

Our August sales were good. They were 44% higher than last August and last August sales were usually and artificially high, because we had the huge sale to empty the store which boosted our sales for the month up considerably higher than they would have been otherwise. For the first 8 months of this year, we have been 44% above last year. If we continue sales at this rate, we will be at slightly over 2.6 million for the year.

## NFCA FALL GATHERING

Shelburne Falls, MA

September 7, 2013

On Saturday, September 7, 2013, almost 100 participants representing 38 food coops and coop associations gathered at the Shelburne Buckland Community Center in Shelburne Falls, MA for the Neighboring Food Co-op Association (NFCA) Fall Gathering. NFCA staff reported that over 30 co-ops and start-ups belong to NFCA. These co-ops and start-ups reported they are locally owned by 90,000 members employing 1,500 workers with shared revenues of more than \$215 million purchasing over \$30 million in local products in 2012.

The theme of this year's gathering was Healthy Food Access. Faye Conte from Hunger Free Vermont discussed how to create a welcoming food co-op. Ideas she presented included

- Clearly display value/mission in store
- Affordable member fee
- Welcoming signage
- In store education-e.g. How to in bulk section, What is organic
- Tours to include info on what is affordable, what are quick meals
- Staff sensitivity training
- Know your local community and partner with local organizations
- Think about financial impact of reducing margins to increase affordability
- Use Ends Statements

Healthy Access was discussed further in an afternoon session. Other ideas shared by participants included

- Community Partner of the Month decorates a bulleting board Jar at register
- The Day food columnist
- Write articles for other newsletters, e.g. Department of Health
- Kids Newsletter
- NCGA Explorers for Kids program
- AGrocer has great webinars on social media
- Posting photos of delivering from local producers
- Get out word on Coop identity/branding
- Elm City Market (New Haven) recently rolled out Basics program
- Food workshops at soup kitchen
- Check out Ithaca coop Basics program FLOUR

Lunchtime discussion on annual meetings also generated a number of suggestions:

- Raffles, food, interesting location to attract members

- Send out annual meeting newsletter and ballots a month in advance-could be done by email
- All voting for directors, in store and electronic, done by Friday at noon before annual meeting
- No business other than by laws at the annual meeting; directors announced at meeting
- Target topic for information and discussion at annual meeting
- Keep meeting to 3 hours including food

This was an excellent opportunity to network and to learn from other co-op managers and directors. I would recommend attending the next NFCA event, which will be the annual meeting early next year.

Suggested next steps from the meeting for the Fiddleheads board are:

- Include Healthy Food Access in Ends Statement discussion
- Discuss changing voting when planning next annual meeting



FROM: Richard Virgin, General Manager  
TO: Fiddleheads Board of Directors  
RE: Action item for September agenda

I would like to begin a campaign to raise money to pay for the equipment we need to purchase. We are replacing the old 8-door display freezer unit. The equipment cost, plus other things to install comes to \$21,000. I am still working on the costs of the cooler that will add to this. This will involve fixing a section of the blacktop by the back door. I am guessing the total of all work on the cooler to run around \$30,000. I want to conduct a donation campaign to raise the money for these two items. I am working on lining up some people to help with this campaign and if any members of the Board want to help, which would be great. I see this campaign being about a two-month project- not something that goes on and on.

Motion: That the Fiddleheads Board of Directors authorize the General Manager to conduct a Fund Raising Campaign to help defray the costs of new refrigeration equipment. Monies procured will be placed in the Fiddleheads Refrigeration Fund Account.

TO: Board of Directors

FROM: Monitory subcommittee Ellen Clinesmith, Carolyn Wilson, Ed DeMuzzio, Richard Virgin

The following statement is being offered for action by the Board. This statement is intended to help clarify membership and what defines a “member/owner in good standing.”

**Becoming a member/owner: An individual or household becomes a member/owner of Fiddleheads with a \$25 membership payment. The membership payment contributes to the lifetime full-member/owner status comprised of the \$25 member payment and \$150 equity payment for a total of \$175.**

**Paying for membership: A membership card will be issued and the member/owner will be eligible for member/owner benefits once the \$25 member/owner fee has been paid. To continue to be eligible for benefits, member/owners not paid-in-full must make a minimum \$10 payment every three months.**

**Member/owner in good standing: Membership will be reviewed on a regular basis to determine member/owners in good standing. A member/owner who has a fully paid membership is in good standing. A member/owner who has a partially paid membership and is making at least one \$10 payment every three months is in good standing. If a member/owner does not make a payment within a three-month period of time, good-standing status does not apply. When a member/owner is not in good standing, they retain their voting rights however, all other benefits are inactive until a payment is made and the membership returns to good standing.**

**Member owner benefits:**

**Vote in all decisions put forward to coop member/owners.**

**Benefits for member/owners in good standing:**

**Be eligible for regular discount**

**Be a working member and get an additional discount**

**Be eligible for special member/owner sales**

**Be eligible for discounts on Member/Owner Appreciation Days**

**Be eligible for patronage dividends when they are issued.**

**Run for the Board of Directors**





Greetings Richard, Susan, Ed, Susan and Mark,  
I'm writing on behalf of the CBLD Team to thank you for your co-op's participation in the CBLD program and to ask for your continued participation. Attached is our CBLD brochure and participation agreement for your review. The information is also available online at [www.cdsconsulting.coop/cbld](http://www.cdsconsulting.coop/cbld) .

The CBLD brochure includes the full 2014 calendar and opportunities to gather with other co-op leaders. We offer three types of in-person sessions (CBL101, Leadership Training, and the Cooperative Cafe). Please add them to your co-op's calendar and encourage people to attend!

Since most of our focus with CBLD is on board leadership development, I'll call out that the newly renamed Cooperative Cafe in-person session is designed for more than directors. The Cooperative Cafe is for everyone involved in creating and sustaining a development culture at your co-op. Directors, managers, membership and marketing leaders, staff, committee members and anyone involved in your co-op's relationship with the members and community is encouraged to attend. If you attended in 2012 or 2013, plan to come back for a new theme, different questions, and fresh conversations. Special thanks to the National Cooperative Grocers Association (NCGA) for sponsoring the Cooperative Cafe!

The value we are able to offer in CBLD is due to your co-op's participation and that of many other co-ops. CBLD is in its 10<sup>th</sup> year in 2014, with more than 90% of CBLD clients renewing each year!

Speaking of participation, this is one of the five key themes

identified in the International Cooperative Alliance's (ICA) Blueprint for a Cooperative Decade. In the coming year we'll be exploring with you how participation can be a driving force in our co-ops. Other highlights coming up include a major rebuild of the CBLD Library, continuing to support growing our co-ops, and sharing some new work on cooperative governance. And, of course, directly addressing and supporting the successful accomplishment of your co-op's goals and priorities.

We carefully manage program development and the cost of new and existing program features so that the cost to your co-op is reasonable and affordable. For 2014 the total program fee is \$6,450, an increase of \$300 from 2013. This will be billed in four quarterly installments of \$1,612.50 in March, June, September and December 2014.

Financial assistance may be available to support participation in CBLD. If your board faces financial constraints to participation, please contact Mark Goehring (MarkGoehring@cdsconsulting.coop). To find out if NCGA funds might be available to support your co-op's participation in CBLD, the GM/DR should contact the Corridor Advisor (Dave Olson, Carol Collins or David Fowle) for your co-op.

Your input and feedback along the way is welcome and encouraged! If any questions come up during the re-enrollment process, or any time for that matter, please feel free to contact me... I'll be happy to set up a call with you.

Please return the signed participation agreement by November 15, or email me with a note letting me know of your decision. If you send an email confirming continued participation, I'll assume you have reviewed the materials and count it as if you have sent a signed participation agreement.

We look forward to continuing to serve you, and to see you at our In-Person sessions! (Remember to add the dates now

to your co-op calendar... see page 3 page of the brochure.)

Cheers,

Mark Goehring

On behalf of the CBLD Team: Marilyn Scholl, Art Sherwood, Michael Healy, Joel Kopischke, Thane Joyal, Todd Wallace, Nina Johnson, Ben Sandel, Mark Goehring, Rose Marie Klee and Leslie Watson

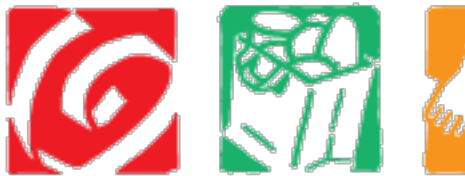
Mark Goehring

[802-380-3824](tel:802-380-3824)

Fax: [206-350-6418](tel:206-350-6418)

[MarkGoehring@cdsconsulting.coop](mailto:MarkGoehring@cdsconsulting.coop)

# CDS Consulti



SOLUTIONS FOR C



Direct link to the Co-op Cafe with videos from the Strategic Co-op Seminars

[http://www.cdsconsulting.coop/co-op\\_cafe](http://www.cdsconsulting.coop/co-op_cafe)

**FIDDLEHEADS**  
**BOARD OF DIRECTORS MEETING**  
 October 15, 2013  
 6:30-8:30 PM  
 105 Huntington Street, New London

Time	Topic	Board Action/ Outcome	Leader
6:30-6:40	Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in		President
6:40-6:45	Agenda Review	Make any needed adjustments	President
6:40—6:50	<b>Member Comments</b>		President
6:50-6:55	Minutes of September 17, 2013 (board packet) GM monitoring report (board packet)	Accept Accept	Secretary GM
	<b>Board Reports</b> Conference Report-Sue Phillips and Lisa Cygan	Review and decide next steps if appropriate	
	<b>Board Discussion</b> Self-Assessment- What has changed and where do we have the largest spreads Member Owner Participation	Discuss Discuss and Approve	Lee Boltz Mona Ha Bowman
8:15-8:30	<b>Closings</b> 9. Agenda preview (Board Packet) Debrief/ Evaluate Meeting  Review Decisions, Tasks, Assignments Adjourn Meeting	Review Evaluate preamble, meeting process	President President Recorder
	<b>Goodbye, Good Job!</b>		

**BOARD PACKET:**

- 1) Draft September Minutes
- 2) General Manager Monitoring Report
- 3) Draft Member Owner Participation in Fiddleheads Board Meetings

## In-person sessions

Co-op board members and managers have three opportunities to participate in meaningful exchanges with each other at the in-person sessions offered by CDS Consulting Co-op's CBLD Team. At the CBL 101, Leadership Training, and Cooperative Cafe, participants gain inspiration and practical tools for governing their food co-ops and engaging with their local communities.

Use this guide to schedule your board's participation in CBLD's 2014 in-person sessions.



### 2014 schedule of in-person sessions

	<b>CBL101: Foundation for Board Leadership</b>	<b>Leadership Training: Skill Building</b>	<b>Cooperative Cafe: Connecting Our Co-ops and Communities</b>
<b>Who should attend?</b>	Newly elected directors, candidates, general managers and successors	Board leaders, general managers and others looking to develop their leadership skills	Directors, managers, membership and marketing leaders, staff, committee members and anyone involved in your co-op's relationship with members and community
<b>Northeast</b>	January 11 Keene, N.H.	January 11 Keene, N.H.	March 15 Keene, N.H.
<b>Mid-Atlantic</b>	July 12 Philadelphia	July 12 Philadelphia	November 1 Philadelphia
<b>Southeast</b>	January 25 Asheville, N.C.	January 25 Asheville, N.C.	March 22 Asheville, N.C.
<b>Michigan</b>	May 17 Mt. Pleasant, Mich.	May 17 Mt. Pleasant, Mich.	October 25 Mt. Pleasant, Mich.
<b>Minnesota/Wisconsin</b>	January 11 and September 27 Minneapolis	January 11 Minneapolis	March 29 Rochester, Minn.
<b>Northwest</b>	July 19 Portland, Ore.	July 19 Portland, Ore.	March 1 Portland, Ore.
<b>California</b>	September 20 Sacramento, Calif.	September 20 Sacramento, Calif.	March 8 Sacramento, Calif.
<b>Southwest</b>	January 25 Albuquerque, N.M.	January 25 Albuquerque, N.M.	October 18 Albuquerque, N.M.