

**FIDDLEHEADS BOARD OF DIRECTORS**  
Meeting of April 16, 2013 [Draft Minutes approved 5/21/2013.]

**I. CALL TO ORDER**

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:32 pm on April 16, 2013 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  
Lisa Cygan  
Lee Boltz  
Mona Harmon-Bowman  
Carolyn Wilson  
Sue Phillips  
Suzanne Cattanach (*arrived at 7:35pm*)  
Jamie Lee  
Donna Laughlin

**The following Board members were absent:**

Ellen Clinesmith

**The following addition persons were present:**

Alyssa Skaves, Recording Secretary  
Richard Virgin, Fiddleheads GM

**III. AGENDA REVIEW**

No amendments/changes to the proposed board agenda at this time.

**IV. APPROVAL OF MINUTES FROM PRIOR MEETING(S)**

**Date of Meeting:** March 19<sup>th</sup>, 2013

**Discussion/Corrections:** To be distributed and approved for next meeting

**Action Items:**

Recording Secretary will send out a copy of the minutes

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**V. Approval of General Manager's Monthly Update Report**

**Summary:**

Board discussed the attached Monthly Update Report. The General Manager provided the additional information:

- Fiddleheads membership is 278 households
- there are currently 1740 likes on the Fiddleheads facebook page

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

**Movant:** Mark Roberts      **Second:** Susan Phillips

**Status of Motion:**

Those in favor: 10 .  
Those opposed: 0.  
Those abstaining: 0.

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

No members present.

**VII. TREASURER'S REPORT/FINANCIAL REPORT**

**Discussion/Summary:** Fiddleheads GM and the Treasurer will be working on providing quarterly reports. Any specific information or data to be included is asked to be requested in advance in order that it may be prepared.

Treasurer's report illustrates that coop is financially healthy. Report communicates a growth in sales and equity, an increase in vendors, a first time profit, and the paying off of debts.

Highlights:

Net profit-\$45,000

Increase in Sales – 75% over last year

Quarterly report suggestions – break down by sales category, compare to budget

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

Quarterly reports in May, July, October to be prepared by Fiddleheads GM and Treasurer.

Work will be continued on annual report for upcoming annual meeting.

GM will look at other coops to see if any other information should be included in quarterly report.

Treasurer will check into the cost of an audit and report back to board.

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President will add to next month's agenda a report back on Board Budget as discussed in March board meeting.

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

**Movant:** Mark Roberts      **Second:** Lee Boltz

**Status of Motion:**

Those in favor: 9

Those opposed: 0

Those abstaining: 1 (*Ed Demuzzio*)

**VIII. BOARD REPORTS**

**A. Legal Review Task Force**

**Summary:** Documents were sent to lawyer, Laddie Lushin, however, he is looking for additional info from CPA before he makes recommendations about incorporation status.

Lawyers opinion was that owner-members who have paid in at least \$25 should be able to vote at annual meeting.

7:35 Suzanne Cattanach arrived.

Lawyer recommended waiting to amend by-laws.\_

**B. Annual Meeting Task Force**

**Summary:** Written summary provided in advance.

Task force has planned personal invitations via phone call and is looking for board member volunteers, -schedule of volunteer positions will be e-mailed.

Treasurer will also be presenting financial report at the annual meeting.

Decision about e-mail voting to be left to GM and those in charge of running the election.

It was suggested the program last no more than 25 minutes, presenters will come together to allocate the amount of time for each speaker.

Discussion of MC will be left to next meeting of Task Force.

The President also suggested the creation and distribution of an agenda for the evening.

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

Task Force will select an MC

A decision about e-mail voting will be made

Those presenting will coordinate their programs

**C. BOARD GOVERNANCE COMMITTEE**

**Summary:** Donna Laughlin not looking to renew her service as board member

Motion to accept slate of board candidates to be voted on at the annual meeting as recommended by the Board Governance Committee: Ed Demuzzio, Suzanne Cattanach, and Mona Harmon-Bowman

**Movant:** Lee Boltz

**Second:** Mark Roberts

**Status of Motion:**

Those in favor: 11

Those opposed: 0

Those abstaining: 0

**IX. BOARD DISCUSSION**

**A. Appoint Compensation and Evaluation Committee**

**Summary:** Susan Zimmerman, Susan Phillips, and Suzanne Cattanach volunteered to create the Compensation and Evaluation Committee.

**Movant:** Lisa Cygan

**Second:** Mark Roberts

**Status of Motion:**

Those in favor: 11

Those opposed: 0

Those abstaining: 0

**B. Board Performance Culture Conference Call April 17th**

**Summary:** The President wanted to discuss the status of this conference call.

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The Board agreed that this conversation is perhaps more suitable face-to-face and the decision was made to cancel the meeting.

A doodle will be sent out with options for Saturdays starting in May until July 4th for Board Members commit to respond to doodle within 48 hours.

**C. Request to Start Coop**

**Summary:** The Velvet Mill is interested in starting a food coop and are looking to talk with Fiddleheads for ideas, resources, suggestions, etc.

A friendly meeting was proposed at which contacting the Neighboring Food Coop Association can be suggested. Volunteers taken.

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

President will get back to Velvet Mill representative.

**X. CLOSING DISCUSSION**

**Summary:** Decisions were reviewed.

The board budget will be reviewed next month, the quarterly report will be presented next month, developments on the legal situation continue to be shared, there will be a follow up on the annual meeting, the compensation and evaluation committee were appointed, and the conference call was canceled.

Next meeting topics: Member Comments, Monthly Workflow, Agenda preview, Debrief/Evaluate Meeting, Welcome any new Officers

**XI. ADJOURNMENT**

*(Indicate who moved to adjourn, who seconded, at what time and vote on motion.)*

Susan Zimmerman moved to adjourn at 8:43pm. The motion was seconded by Mark Roberts. Voting was as follows:

Those in favor: 11.

Those opposed: 0.

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Those abstaining: 0.

Draft minutes submitted by: Alyssa Skaves on: April 21, 2013.

Draft minutes prepared by: Alyssa Skaves on: April 21, 2013.

Minutes approved by vote of the Board on: May 21, 2013.

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