

Fiddleheads – Board of Director

Meeting Minutes

February 19, 2013

I. Call to order

Mark Roberts called to order the regular meeting of the Fiddleheads Board of Directors at **6:34PM on February 19, 2013** located at **105 Huntington Street, New London CT 06320**.

II. Roll call

The following persons were present:

Mark Roberts

Jamie Lee (had to leave early, 7:45PM)

Ed Demuzzio (arrived 7:05PM)

Lisa Cygan

Lee Boltz

Mona Harmon-Bowman

Donna Laughlin

Carolyn Wilson

Sue Phillips

Suzanne Cattanach

Ellen Clinesmith

The following were absent:

Susan Zimmerman

Members: N/A

III. Approval of minutes from last meeting

The minutes were approved for January 2013

(Lee Boltz – Motion//Jamie Lee – Second) All in favor (11) Opposed (0) Abstain (0)

Note: Change January, 2013 meeting minutes Lee Boltz opposed the 10% discount for board members

IV. Member Comments

a) No member comments

V. Secretary's Report

a) No Report

VI. Board Reports

a) By Laws Task Force

1. Bylaws committee wants to be approved to consult with a lawyer

Fiddleheads – Board of Director

- i. Susan P. moved / Mark R. 2nd – All in favor (11), Opposed (0), Abstain (0)
 - ii. They are looking for appropriate lawyer and asked to be approved for 3,000 for this
 - iii. We need Richard to check for budget \$ for these legal funds
- b) Governance
1. Mark R. reported (see notes)
 2. Ellen C discussed website voting
 3. Mona Motion / 2nd Jamie L – All in favor (11), Opposed (0), Abstain (0)
- c) Policy Governance
1. Mark R asked board members to specify questions they have that may be keeping them from voting to adopt these policies.
 2. Many members are concerned with section C6 and finalizing bylaws before doing this – motion was make to finalize what we need to do regarding changing article of incorporation before adopting policy governance. Mona Motion / 2nd Ellen C – All in favor (11), Opposed (0) Abstain (0)
 3. Any action on board process, executive limitations and board management relationship policies pending advice of council.

VII. Financial Report

- a) Ed gave financial report – will send report as attachment for future meetings. Board members requested financial reports be send in advance of meeting.

VIII. General Manager's Report

- a) Richard brought up wanting to change date for annual meeting
 - a. Spoke to local photographer as speaker for annual meeting and was not available for May 5, 2013.
 - b. Sue P. Suggested the task force discuss the issue and come back with recommendations if any on the issue.

IX. Board Decisions/Discussions

1. Board meeting schedule approved (Ellen C. Motion/Mona 2nd – All in favor (11), Opposed (0), Abstain (0)).

Fiddleheads – Board of Director

2. Guidelines for member comments – Sue P suggest guidelines should be drafted and proposed to board. Mona will draft sample of these readings to Fiddleheads to be presented at future board meeting.
3. Positive Board Performance Culture
 - a. The board would like to have this discussion facilitated by Joel. The date and time are to be determined
 - b. In an agenda item all directors should prepare by reading material
 - c. Board members agreed to have this discussion first and make decisions at another meeting (2 step process)
 - d. Board agreed that we would try to do this as a special meeting conference call
 - e. March 16th Strategic Seminar: Sue P, Mark R, Lee B, Mona, Susan Z, Ellen C, Richard GM, Donna L (not sure), Carolyn W (no), Ed D (no), Lisa C (no), Susan C (no)
 - f. Board Retreat: Changing date so GM can attend
 - i. New proposed dates: June 22, 23 or June 29, 30
 - g. Conference Expense Guidelines
 - i. Director should be authorized to attend
 - ii. Fiddleheads will cover expense of tickets
 - iii. Gas mileage reimbursement rate .565 cents per mile based on IRS business rate
 - iv. Moderate hotel rates to attend conferences (for multi day)
 - v. Additional expenses will be approved on as needed basis

Note: See Fiddleheads conference board policy attachment)

Lee B Motion / 2nd Mona – All in favor (11), Opposed (0), Abstain (0)

X. New Business

1. Mona briefed board on conference call w/Joel
2. Financial Statements Class is being offered March 11th by Mark Roberts for board directors at NL Healing Arts Center 6:30PM – 8:00PM Cost: \$25

XI. Closings

Fiddleheads – Board of Director

1. Board discussed documents to post with board meeting minutes
2. Jamie will look at CDS minutes – CBLD field guide meeting minutes to determine how we want to write out minutes that work best for our format.
3. Ellen will look into drop box

XII. Adjournment

Lee motion to adjourn the meeting at **8:36PM**

Minutes submitted by: Jamie Lee

Minutes written by: Lisa Cygan

Minutes approved by: