

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of March 19, 2013 [Draft Minutes approved 5/21/2013.]

I. CALL TO ORDER

Susan Zimmerman, President called to order the regular meeting of the Fiddleheads Board of Directors at 6:32 pm on March 19, 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
Ellen Clinesmith
Suzanne Cattanach
(arrived 6:44 pm – prior to agenda item for treasurer/financial report)

The following Board members were absent:

Jamie Lee, Secretary
Donna Laughlin

The following addition persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, Fiddleheads General Manager

III. AGENDA REVIEW

No board members had comments on tonight's agenda.

IV. APPROVAL OF MINUTES FROM PRIOR MEETING(S)

Date of Meeting: February 19, 2013

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Discussion/Corrections: Mona requested that minutes be corrected to reflect she will propose a draft of member comment policy, that financial reports be attached and referenced by a “see attached,” and to specify that Mark’s class be described by content, presenter, and time and date.

Movant: Mark Roberts

Second: Lisa Cygan

Those in favor of approval (as corrected): 8 .

Those opposed: 0.

Those abstaining: Susan Zimmerman (not present at Feb. mtg.).

Action Items: Alyssa to work with Jamie to correct and post meeting minutes.

V. GENERAL MANAGER’S REPORT

Summary: GM's report had been emailed to board prior to meeting and a copy is attached.

Motion to accept GM's report:

Movant: Ellen Clinesmith

Second: Lee Boltz

Status of Motion:

Those in favor: 9 .

Those opposed: 0.

Those abstaining: 0.

VI. TREASURER'S REPORT/FINANCIAL REPORT

Summary:

No written report this month. Prior to April meeting financial documents will be distributed for last fiscal year and current months of this year. Ed will invite accountant to come answer questions.

Action Items/Person(s) Responsible:

Ed to invite accountant to April meeting. He will also send out financial documents significantly in advance of April meeting so directors with questions can email them to him before the meeting to try to make meeting more efficient.

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

No members present.

VIII. COMMITTEE REPORTS

A. Legal Review Task Force

Summary:

The Legal Review Task Force have retained Laddie Lushin, Randolph, VT, \$135 an hour. He is reviewing documents and should be in touch with Sue Phillips shortly.

Action Items/Person(s) Responsible: Sue Phillips will continue to be Laddie Lushin's liaison.

IX. BUSINESS

A. **Revisiting Board Budget (adopted at November 2012 Board Meeting)**

Summary: Susan Z. distributed what she believes was approved board budget. Mark felt it was not accurate in apportionment although it is in total amount. He will review, correct and send out to all board members prior to April meeting.

There was discussion about the document's language, specifically which entity "authorizes" conference attendees. The board considered that some formalization of current language is needed and that board approves annual board budget including board development but individual attendance is decided upon by Governance Committee.

Action Items/Person(s) Responsible:

Mark Roberts (in his capacity as Chair of Governance Committee) will be correcting and distributing board budget as approved prior to April meeting along with language to capture annual board budget approval by board and individual attendance decisions being made by Governance Committee. He will strive to make reimbursement similar to GM's policy for reimbursing staff for conference attendance.

B. **GM REQUEST TO CHANGE BOARD CALENDAR**

Summary: The board agreed moving the annual financial condition reporting meeting to March was beneficial to allow the Treasurer more preparation time. April was cited as too late, on account of tax deadlines.

Motion: *Motion to move annual financial condition reporting meeting from February to March on the annual calendar.*

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Movant: Mark Roberts

Second: Ellen Klinessmith

Status of Motion:

Those in favor: 10 .

Those opposed: 0 .

Those abstaining: 0 .

Reason for stated action: GM and Treasurer feel that this is feasible and leaves the board with an extra month between report on financial condition and annual meeting which occurs in May.

C. BOARD DISCUSSION OF OFFICER ROLES

Summary: Board discussion was solicited on the disconnect between what officers (President, Vice President, Secretary & Treasurer) are currently doing and what duties should be to best serve the board and reflect principles of policy governance. This discussion was intended to inform, but not result in specific decisions, the future amendment of by-laws and policies.

Discussion: Board members continue to express concerns they are not receiving adequate financial information to be able to communicate succinctly the financial status of the co-op and that the minutes may not be fully communicating the content of board meetings to interested members.

It was pointed out that regarding the treasurer - duties set forth in current by-laws cannot be altered until incorporation status is resolved and by-laws amended pursuant to that incorporation status.

It was pointed out that regarding the secretary – There is now a recording secretary and an initial meeting minute template which allows for customization to agenda prior to each board meeting and which should better capture the content of meetings for record-keeping purposes and for purposes of informing non-attendees of what happened.

Although it was suggested that presidential duties should be discussed and that instances may exist in which traditionally secretarial duties (compiling and distributing meeting agenda and related documents) are more appropriately done by the president, there was not enough time to continue the discussion.

Finally, it was noted that lawyer has been retained and progress should be made on addressing incorporation status and by-laws should be made in the next few months which is the first step in moving forward on clarifying all officer roles.

Action Item: No decisions were made at this time and the issue will be revisited in the future after incorporation issue is resolved.

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D. REVISIT AGENDA ADOPTED AT DECEMBER 2012 BOARD MEETING

This agenda item was tabled until next month.

E. BOARD DISCUSSION OF MONTHLY WORKFLOW

This agenda item was tabled until next month.

X. EXECUTIVE SESSION TO DISCUSS GM EVALUATION

At request of GM, the board did not go into an executive session. GM evaluation being discussed in open meeting.

GM distributed binders with a manual on GM Evaluation. Explained basic principles and availability of tools in the manual. Key point being there should be a committee to work with GM to ensure clear expectations exist against which the GM will be evaluated. Such a committee would typically be President, VP, someone with prior committee membership, and someone who is “new” to the committee and learning expectations of process. Given suggested composition of committee and fiscal year being Jan-Dec but annual meeting / board elections are in May for seating in June it makes it awkward to schedule evaluation plan.

GM also distributed a packet of relevant policies against which he would normally be evaluated and what reasonable interpretations of each would be.

Dick suggests a process:

- (1) Board members read and evaluate tools in binder to see which one(s) might be most useful as a template.
- (2) Board form a committee to look into setting up expectations within the various relevant policy areas.
- (3) Committee start looking into developing goals/objectives/benchmarks for purposes of evaluating GM in the future consistent with the board calendar.
- (4) Find ways to get feedback from employees directly working with and/or supervised by GM.

Ultimately any sort of GM evaluation benchmarks cannot be finalized until adoption of operational policies

Action Item: Board members to review binder and other handouts, consider which tool(s) for evaluation would be more useful, and willingness to serve on GM evaluation committee, formation of committee will be agenda item at April meeting.

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XI. CLOSING DISCUSSION

Summary: Verbally reviewed agenda items for next month. Susan Zimmerman has a complete list.

Reviewed action items reflected in notes above.

XII. ADJOURNMENT

Sue Phillips to adjourn at 8:51pm. The motion was seconded by Mark Roberts. Voting was as follows:

Those in favor: __10 .

Those opposed: _____0_____.

Those abstaining: _____0_____.

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

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

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