

## **FIDDLEHEADS BOARD OF DIRECTORS**

Meeting of November 19, 2013 [Final Minutes Approved February 4, 2014.]  
(Once minutes approved replace bracketed item with Minutes approved and date.)

### **I. CALL TO ORDER**

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:33pm on November 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  
Lee Boltz  
Mona Harmon-Bowman  
Carolyn Wilson  
Sue Phillips  
Ellen Clinesmith  
Suzanne Cattanach

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

Jamie Lee, Secretary

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

Richard Virgin, Fiddleheads General Manager  
Alyssa Skaves, Recording Secretary

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

No members present.

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

**Date of Meeting:** September 17, 2013 and October 15, 2013

**Discussion/Corrections:** September: Food Access, typo, and incomplete sentence over C-Retreat Outcomes, UNFI

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### **Motion to accept September Minutes:**

**Movant:** Mark Roberts                      **Second:** Ellen Clinesmith  
All in favor: 7, Carolyn Wilson and Susan Zimmerman abstain

October: Agenda review- 2<sup>nd</sup> sentence has action items twice, redundant, remove floating period

consent items description – list consent items off the agenda

bottom pg. 4 member-owner, Mona's

Board discussion- Motion: Board discussed whether to further analyze results of the May self-assessment and instead decided to implement monitoring policy. Motion that Mark Roberts would prepare a proposal concerning board monitoring.

Next meeting topics – post retreat debrief, also space between Mark and Roberts

### **Motion to accept October Minutes:**

**Movant:** Mona Harmon-Bowman                      **Second:** Ellen Clinesmith

All in favor: 8, Suzanne Cattanach abstains

**Motion to create a five minute segment for GM Update Report between Minutes and Consent Items. Action is to be discussion (as necessary) and the discussion will be lead by the General Manager.**

**Movant:** Sue Phillips                      **Second:** Ed Demuzzio

All in favor: 9

## **V. GM UPDATE REPORT:**

**Summary:** GM is looking for input on a Grievance Procedure and discusses some procedures he has researched, including the selection of a grievance mediator either from the staff or from the pool of Member-Owners. There was further discussion of how this mediator would be chosen and how long they would serve, also if Member-Owners who are judges in the community or have a background in conflict resolution might be best qualified. The formation of a grievance counsel with elected representatives was also discussed. Other ideas/suggestions are to be given to GM

## **VI. CONSENT ITEMS: (all consent items removed for discussion)**

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### **VII. CONSENT ITEMS REMOVED FOR DISCUSSION:**

#### **A. GM Monitoring Report B6 Staff Treatment**

##### **Summary:**

Sue Phillips had concerns about the difficulty of collecting outdated pages of the employee handbook.

The eventual need of an HR manager/director was also discussed.

There was a question about whether “consideration” like a bonus might be needed before policies are significantly changed.

The Board suggested dates be put on individual policies, with a revision number and date. They also asked that a master copy, either hardcopy or electronic, be available for employee reference.

The General Manager has been researching other coops for ideas on tiers of supervision as more managerial positions are needed. There was also a brief discussion of benefits options in the future, especially paid time off, and health insurance (unless Affordable Care Act appears to be viable for most employees). It was GM’s suggestion that this matter is best left to an HR manager/director when funding and timing allows for such a position.

Item 5: typo – shall not change the GM's own compensation and benefits.

The Board needs to amend Policy B6 concerning treatment of employees to set an expectation for employee safety, as the document also states that the GM is responsible for the safety of the employees, however there are no sub items.

#### **Motion to accept GM Monitoring Report:**

**Movant:** Mark Roberts

**Second:** Lee Boltz

All in favor :9

#### **B. Quarterly Financial Report**

Brief explanation of the reports. Some items, like refrigeration costs, are not reflected on the income statement. Different options for discussing income with employees and members were suggested and discussed as whether they posed a risk of misunderstanding the numbers. Mona noted that employees see sales and income and think Fiddleheads is doing really well and don’t realize the cost of new infrastructure is equivalent to new income. It was reported by GM that in order for the board/employees to get a satisfactory financial statement on a quarterly basis, a business manager would need to be hired. Some board members believe this information is not necessarily needed on a quarterly basis. Because such statements require a lot of work, and it is best suited for a bi-annual report.

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Mark Roberts would like to see a comparison income statement with prior year and a statement with the year to date. Although the quarterly reports were not done last year, a year to date statement comparison is possible.

The Board also discussed the creation of financial talking points for Board members such that everyone is delivering the same information, thus allowing for further questions to be directed to the General Manager.

### **Motion to accept Quarterly Financial Account:**

**Movant:** Mark Roberts                      **Second:** Suzanne Cattanach

All in favor: 8, Susan Phillips abstains.

## **VIII. ACTION ITEMS:**

### **A. Board Monitoring Proposal**

**Summary:** Mark Roberts proposes the use of survey monkey to evaluate board opinions on the different policies. One policy would be presented every month and the results could be discussed at the following board meeting. A flaw was pointed out in this system in that the current policies are multi-part and would require more data collection and discussion than is possible practical for one person and in only a few hours.

This proposal was tabled and revisited once more information is gathered.

### **B. CBLD Program Contract**

**Summary:** The contract is an additional \$350 this year from last year and will be modified to include the amount: \$6,500

The Board decided that they still would like ongoing CBLD support but they would like to use the consulting hours differently, for example, for help with committees and task forces. This means Check-in calls could occur every other month to free consulting hours for these purposes. Also, Board input on topics for Check-in calls and a report of the call for board discussion would be helpful. The board would like to keep track of how the hours are used in quarterly reports from CLBD for review.

### **Motion to approve CLBD contract for 2014:**

**Movant:** Ellen Clinesmith                      **Second:** Suzanne Cattanach

all in favor: 9

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### **C. Policy Register A: Ends**

**Summary:** There are some typos, A3 shoppers, Southeastern Connecticut should be spelled out the first time followed by (SEC) and referred to as SEC from then forward. Locally-based, capitalization in all the titles needs to be consistent. Food justice is present twice and “healthy workplace” could instead be captioned “a model for a great place to work.”

This document was tabled for further work before a vote, to be discussed in December.

## **IX. DISCUSSION ITEMS:**

### **A. Conference Schedule for 2014**

**Summary:** There was a discussion of different conferences available this year. Board members are to report any additional conferences they would like to either attend or bring to the attention of the Board. Consensus was to get board members to CDS events, go to CCMA and NoFA, do not go to Balli.

### **B. Notice of Board Meeting**

**Summary:** The Board asked the GM if notice of Board meetings could be put in the weekly eblast about 2 weeks prior to board meetings. The GM said yes, however, it would be helpful if the calendar for next year was finalized in order that the GM has all of the dates.

### **C. Board Email Accounts**

Tabled for discussion in December

## **X. CLOSING DISCUSSION**

Next meeting topics:

Head Auditor has volunteered to present to the board and answer questions and he will be given 30 minutes in the schedule.

Election of new Board Secretary

Process: Removal of Board Member, discussion, action outcome, Executive Session

Monitoring Proposal, Ends, 2014 Calendar of Board Meetings, Board Book discussion moved to January

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### **Debrief: The Board measured their performance staying within the following parameters:**

- Everyone be present physically and attentively
- No sidebar conversations
- Maintain topic focus
- Everyone have a voice and should be heard
- Be honest but not brutal
- Don't monopolize
- Clarify the purpose of each agenda item to begin
- Signal if you feel personally attacked, disrespected, or put down

### **XI. ADJOURNMENT**

Mark Roberts moved to adjourn at 8:42pm. The motion was seconded by Mona Harmon-Bowman.

All in favor: 9

Draft minutes submitted by: Alyssa Skaves on: 11/24/2013.

Draft minutes prepared by: Alyssa Skaves on: 11/24/2013.

Minutes approved by vote of the Board on: February 4, 2014 and put into final form by Sue Phillips on February 6, 2014