

**FIDDLEHEADS BOARD OF DIRECTORS**  
Meeting of September 17, 2013 [Minutes approved 11/19/2013.]

**I. CALL TO ORDER**

Mark Roberts called to order the regular meeting of the Fiddleheads Board of Directors at 6:30 pm on September 17, 2013 at 105 Huntington Street, New London, CT.

**II. ATTENDANCE**

**The following Board members were present:**

Mark Roberts, Vice President  
Ed Demuzzio, Treasurer  
Lee Boltz  
Mona Harmon-Bowman  
Sue Phillips  
Ellen Clinesmith  
Jamie Lee, Secretary  
Suzanne Cattanach, arrived at 6:37pm

**The following Board members were absent:**

Susan Zimmerman, President  
Carolyn Wilson

**The following addition persons were present:**

Richard Virgin, General Manager  
Alyssa Skaves, Recording Secretary  
Ellen Anthony, arrived at 7:33pm

**III. AGENDA REVIEW**

2 additional item added to the agenda:

- ^ a discussion of the GM monitoring portfolio distributed by Board Chair.
- ^ a review during the closing comparing etiquette and focus during the meeting to outlined parameters set before meeting. (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)

Removing minutes from the agenda until October.

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

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No members present.

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

**Summary:** Report is attached. No questions for GM at this time.

## VI. BOARD REPORTS

### A. **NFCA Fall Gathering**

**Summary:** The focus of this conference was *Healthy Food Access*. Two forms of access programs were outlined – one like Fiddleheads' *Healthy Food Access* program, reducing the price on food staples to increase accessibility to lower class families, the other program outlined is modeled more after food stamps and includes specific identification of families that qualify for such a program. Both of the outlined programs endeavor to combat the problem of hunger and malnutrition in New England.

The Fiddleheads' Basics Program will be open to everyone and aims to provide access to quality food to a wide population. There was discussion of current outreach programs targeting Hispanic and other minority populations in the area.

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

Sue Phillips wanted “submitted by Susan Zimmerman and attended by Susan Zimmerman, Richard Virgin, and Kristin DeMuzzio” added to the written report before it is finalized. Richard Virgin will ensure the annual meeting committee has access to the included memo on that topic.

## VII. BOARD DISCUSSION

### A. **Refrigeration Fund**

**Summary:** The General Manager answered questions about his general written statement proposing a discussion centered around the proposal for a new walk-in cooler located outside and current fund raising initiatives. The General Manager included that he had discussed this addition to neighboring businesses, checked the building leases, and talked to the city to ensure such an addition was allowed.

Mark Roberts proposed an alternate fund raising strategy, however it was deferred for perhaps a later date.

The fund is specifically set up for a separate, non tax-deductible donations. It will be considered income by the IRS.

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The target amount requested in donations will be specified in a letter send out to potential donors. It will be in the range of \$50,000. There will be a display in the coop.

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

GM will present the total amount requested for this fund when that information becomes available.

If additional funds for the project are required, the GM will bring the cost to the board for authorization.

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

Movant: Sue Phillips

Second: Lee Boltz

Those in favor: 8

Those opposed: 0

Those abstaining: 0

### **B. Member Owner Definition**

**Summary:** General Manager proposed operational definition of a working member and member in good standing. This definitions is tied to the 5%-10% working member discount. Non member volunteers are usually recruited through school programs or separate organizations, however, they receive no discount. To be in good standing a member must be fully paid or have at least paid toward membership in the last 90 days.

**Actions Items/ Persons Responsible:** The General Manager will implement the proposal as written.

Language will be changed from “inactive” to “suspended” - all benefits will be suspended

**Motion: Motion to accept General Manager's Definition with stated changes.**

Movant: Sue Phillips

Second: Lee Boltz

Those in favor: 8

Those opposed: 0

Those abstaining: 0

### **C. CDS Consulting Contract**

**Summary:** There was a discussion of the necessity of future consulting services with CDS. Pros and Cons were raised from all sides. Ultimately the Board decided a consulting presence would be desirable for the future development of end statements or with evaluating the Boards

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progress with Policy Governance. The conferences were also seen as an affordable opportunity for networking and Board member training.

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

The Board will decide post retreat what future consulting needs will be in order to negotiate an appropriate contract. The Board would like to see an a la carte menu of services from which to compare or negotiate. This topic will be revisited at the November meeting.

Movant: Mona Harmon-Bowman moved to table.

Second: Jamie Lee

Status of Motion: Tabled

Those in favor: 8 .

Those opposed: 0

Those abstaining: 0

### **D. GM Monitoring**

The General Manager has both submitted a report on his role and responsibilities in terms of the Policy Governance manual and in doing so created a format which will be used for future monitoring reports. First the Board accepts this report as a working document. Second, the Board requests that in the future there be a section for GM suggestions. The Board has discussed the document, made some formatting suggestions, and decided to accept it.

Action Items/Persons Responsible: Formatting changes will be made and a place for GM suggestions will be added.

Motion to accept current report given the format changes.

Movant: Lee Boltz

Second: Jamie Lee

Those in favor: 8

Those opposed: 0

Those abstaining: 0

Motion to amend agenda to include a presentation from Ellen Anthony

Movant: Sue Phillips

Second: Mark Roberts

Those in favor: 8

Those opposed: 0

Those abstaining: 0

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Summary: Ellen Anthony is the head of the Bulk department, this includes making stocking decisions (sometimes varies with the season) based on member suggestions and sales. There are over 300 items in Bulk Foods. She works hard at preventing loss, combating pantry moths, working to keep the department as clean as possible, and managing volunteers. She educates customers about products. There has been a 46% increase in sales in the past year in this department. Ellen Anthony has no direct paid employees to assist in her department, however a position for Bulk assistant is currently being advertised.

Fiddleheads Bulk department is competitive with other coops. There was a discussion of space and fixtures. Eventually Ellen Anthony plans to phase out the old style bins with newer fixtures and is working with UNFI to see if they will help with this endeavor.

### **C. Retreat Outcomes**

Brainstorming -

1. Lay the groundwork for writing ends policies. This includes developing an action plan to help determine how the topic should be approached – General Manager is gathering ends statements from other coops. The Board is in agreement this is a top priority.
2. Conduct an in depth discussion about self-evaluation survey results.
3. Review monthly workflow.
4. Review agenda planning – to increase the focus and clarity in the agenda– There is a proposal to address this at the next meeting.
5. Agenda and Workflow to be on the agenda for October. Two ideas for the retreat will be ENDS and discussion of Board self-assessment. These items will not be discussed at the October meeting.

## **VIII. CLOSING DISCUSSION**

Review Decisions, Tasks, Assignments

Next meeting topics: Member Comments, Monthly Workflow, and Agenda planning, Debrief/Evaluate Meeting.

### **Summary/Additions to October Agenda:**

- ^ Monthly workflow and agenda planning will be added to next meeting as a topic. This incorporates two issues, to ensure materials get sent in and distributed in a timely manner, and monthly agenda planning, to increase the clarity on outcomes and purpose of each item

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- ^ The General Manager will give presentation on financial issues and budget, B1, next month and monitoring report, B6 (staff presentation), will be scheduled the following month.
- ^ Meeting minutes of August will also be added.
- ^ Mona's Proposal for Member Outreach to be included as well.

**Review:** Board performance was reflected upon and assessed in relation to parameters for conduct set at beginning of the meeting.

A "Parking lot" board for ideas brought up in meetings that stray from original purpose will be utilized to ensure ideas will be addressed later.

### **IX. ADJOURNMENT**

Mona Harmon-Bowman moved to adjourn at 8:32. The motion was seconded by Jamie Lee. Voting was as follows:

Those in favor: 8  
Those opposed: 0  
Those abstaining: 0

Draft minutes submitted by: Alyssa Skaves on: September 22, 2013.

Draft minutes prepared by: Alyssa Skaves on: September 22, 2013.

Minutes approved by vote of the Board on: November 19, 2013