

**FIDDLEHEADS BOARD OF DIRECTORS**  
Board Meeting of April 21, 2015 [Approved May19, 2015]

**I CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS**

**A. Call to Order**

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:32 p.m. on Tuesday April 21, 2015 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Susan Zimmerman, President  
Mark Roberts, Vice President and Treasurer  
Sue Phillips, Secretary (left at 8:00 p.m.)  
Carolyn Wilson  
Mona Harmon-Bowman  
Lisa Cygan  
Ellen Clinesmith  
Suzanne Cattanach

**The following Board Members were absent:**

None

**The following additional persons were present:**

Vanessa Young, Board Administrator  
Sheila Herbert, Co-Manager  
Kristin DeMuzzio, Co-Manager  
Rachel Watrous, Staff  
Ellen Anthony, Staff  
Daniel Spurr (running for Board in May)  
Ed DeMuzzio (member/financial volunteer)  
Helene Bartinet (member/volunteer) (arrived 6:55 p.m.)

**C. Announcements**

- Lisa Cygan and Ellen Clinesmith are leaving the board, will not be running again. Celebratory cake baked by Susan Zimmerman.
- Copies of on-line ordering system PowerPoint created and presented by Andrea Hall were available for board members who had not been able to attend her presentation.
- A CDS resource regarding monitoring reports was also distributed.

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**D. Agenda Review**

No changes.

**E. Member Comments**

None.

**II. MINUTES OF PRIOR MEETINGS**

**A. Minutes of March 17, 2015 meeting**

**Motion to accept.**

Motion: Mark Roberts

Second: Lisa Cygan

All in favor with one abstention (Suzanne Cattanach)

**III. EXECUTIVE SESSION: APPROVE PRIOR EXECUTIVE SESSION MINUTES**

**Motion to enter executive session.**

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor.

Executive session started at 6:43 p.m. and ended at 6:54 p.m.

Separate minutes of executive session are routinely taken and maintained in a separate confidential file.

Votes were taken to approve the executive session minutes from February 17, 2015 and March 17, 2015.

**IV. QUARTERLY CHECK-IN**

Board members had been asked to reflect on three questions:

- 1) How does the GM interact with the full board and individual directors?
- 2) Are the GM's reports clear and focused?

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- 3) How well does the GM communicate? Does she respond to questions, especially questions she can't answer, without defensiveness or anger?

Board initially solicited more information about Co-Manager's perceptions of current staff morale and how they have been managing human resources. Co-Manager, Sheila Herbert, explained that when they had first been placed in positions as Acting Co-Managers, she and Kristin DeMuzzio faced a lot of challenges, including scheduling, staff changing, and safety. The main action strategy that management pursued was to *empower people versus directing people*.

Board members who spoke agreed that the GM monitoring reports reflect a tremendous amount of work and a very good development of this system of accountability. The Board is interested in seeing even more development of data interpretation as the system of monitoring reports continues to be developed.

In terms of specific questions, all Board members felt Co-Managers have been approachable and respectful and communicating without anger and defensiveness, particularly given how difficult it is when there is so much to be learned in new positions. This has been a two way street with Board members also becoming better at communicating with the Co-Managers and each other.

All agreed that this is a time of change, and it is not always possible to have change and work with other people and not have conflict. The consensus was that all board members and co-managers have made a lot of progress in navigating the process of engaging in change-triggered conflict in a constructive and non-damaging way.

There will be another Quarterly Check-In in about 2 months (as this one had been delayed and occurred later than initially planned).

**V. ACTION ITEMS**

**A. Revision of Policy B8**

In board packet. This is a substantive revision proposed by Co-Managers when Monitoring Report B8 was last presented. Revision is to make a specific sub-part to describe GM responsibility to ensure that Board has staff administrative support.

**Motion to approve.**

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor.

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**B. Board Election Proposal**

Mona Harmon-Bowman and Helene Bartinet, Co-Chairs of the Governance Committee.  
Candidate package handout.

Board election Process:

- Reached out via 1582 member-owners emails - break down of opened, kicked back, spam will allow staff to clean-up the email list for more effective use in the future
  - Staff was not included in this email to member-owners - they would have to give up staff position if elected
  - 50 people with positive or detailed negative replies
- Those with interest are now in a pool of member-owners interested in volunteering to support either Board work or Staff work
  - This pool will continue to be built, annually
  - Board work is committee and task force work focusing on vision and strategy for co-op
  - Staff work is more operationally focused: planning special events, volunteering for special projects, etc.
- Members of the responding pool were invited to “meet and greet” with Board members to ask questions regarding the Board and what commitment would be involved
  - Time commitment does not start and stop when the meeting begins and ends – it is at least 10 hours her month
- Interviewed 5 potential board candidates (2 who had been interested stepped down due to time restraints; still in pool for other committees)
- As there are 5 openings on board, the two currently serving candidates and the 3 “new” candidates will be the recommended slate

Governance Committee presented candidates via handouts, and this information is available to member-owners at store and on internet.

Board agrees that due to the extensive outreach of this election, additional nominations, including from the floor will not be necessary. It was also noted that recently adopted by-laws do not require nominations from the floor, so it is not inconsistent with organizational documents.

Governance Committee and Annual Meeting Committee will coordinate around specific election process at annual meeting (with ballots available at store in week before annual meeting also) and determination of length of terms of newly elected board members after annual meeting. There are 3 available three-year terms, 1 available two-year terms, and 1 available one-year term.

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Governance Committee will also provide Co-Managers with language about election process to send out in an eBlast with the next day.

It was also suggested that in the future staff be included in email soliciting volunteers for board work including being on the board, but that this be accompanied by disclaimer that individuals are not allowed to be both staff and board members.

**Motion to approve the slate of candidates presented by the Governance Committee**

Motion: Ellen Clinesmith

Second: Lisa Cygan

All in Favor.

*\* Sue Phillips left meeting at 8:01 p.m.*

**C. Annual Meeting Talking Points**

Board sought to develop talking points so that any board member who is asked questions knows what consistent messages board feels are most important to share with membership.

Agree upon points for board members to share with member-owners:

- Expansion:
  - Plans for additional space - inside and outside the store.
  - Increase of member-owners, 2014 ownership growth was approximately 28%
- Community:
  - Dollar amount raised through Neighborly Nickels
  - Difference we've made in the community with the Neighborly Nickels
  - Veggie Passport
  - Island Deliveries - unique program.
  - Number of local products we sell
  - Sales increase from 2013 to 2014
  - Staff increase from 2013 to 2014
- Store operation:
  - Jobs
  - Sustainability
  - Recycling
  - Beautification
  - Lighting system - energy efficient
  - Better security
  - Additional produce cooler - improved produce

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- Parcel J = Exploratory research indicated that Fiddleheads is not financially, organizationally, or operationally in a position to pursue such an ambitious expansion at this time
- Coop cafe - discuss challenges
- Financials:
  - Anticipation of loss
  - Non recurring expenses,
  - Higher than usual operating costs
  - Expansion & Higher than Personnel cost (this covers with 2 points)

It was proposed to create a “Did you know” handout containing Fiddlehead facts for annual meeting to cover many of the above noted items.

Also plan to create a handout on “accountability.” Co-Manager Kristin DeMuzzio will email data to Mark Roberts. Mark Roberts will write up 1 pager and email to Carolyn Wilson. Carolyn Wilson will produce a one page handout, two-sided front and back

Speakers will utilize the content of the above as talking points for annual meeting.

Speakers will be:

Kristin DeMuzzio & Sheila Herbert – Co-Managers (GM)  
Susan Zimmerman - President  
Mark Roberts - Treasurer

**VI. MANAGERS’ UPDATE REPORT**

In board packet.

**VII. GM MONITORING REPORTS**

**A. Monitoring Report B7 Board Communications**

- Requested change to chart of meetings with Board President reflecting no meetings in February/March notes was not made
- Board members suggested tying any concern about board behavior to a specific policy section to improve feedback for the future
- Also suggested that conversation with individuals is preferable to putting individual behavior in the update report
- President reminded board that the report had already been accepted and this review would be for future reports

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**B. Monitoring Report B1 Financial Condition**

- Board postponed discussion of report until the final audited numbers are available.

**VIII. CONSENT CALENDAR**

Consent Calendar consists solely of Board Monitoring Report D2: GM Accountability

**Motion to approve the Consent Calendar/Board Monitoring Report D2**

Motion: Mark Roberts

Second: Mona Harmon-Bowman

All in favor.

**IX. BOARD DISCUSSIONS**

**A. Monthly Workflow**

No discussion as believed premature in light of upcoming transition in board presidency.

**B. Succession process for Board Presidency**

- Susan Zimmerman reads prepared statement saying it is time for new leadership and she will not seek a 4<sup>th</sup> term as President
- There was discussion around transfer of responsibilities
- There was a suggestion that board may want to revisit organization of board monthly workflow as part of this transition

**X. CLOSINGS**

**A. Agenda Review (items for April Board meeting)**

Draft agenda was not prepared this month in view of the transition to new leadership

Things that need to be done include:

- Approval 3/24 minutes
- Executive Session to approve for 3/24 and 4/21 executive session minutes
- GM Monitoring Reports
- Board Monitoring Reports
- Post Annual Meeting - “After Action Review” --- What worked? What didn't?

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Mark Roberts & Mona Harmon-Bowman will meet with co-managers to work out agenda for May meeting.

Discussion around newly arriving board members:

- Potential meet and greet social for new members?
- Producing a member package?

**B. Adjournment**

**Motion to adjourn at 8:59 p.m.**

Motion: Mona Harmon-Bowman

Second: Ellen Clinesmith

All in favor.

\* \* \* \* \*

Draft minutes prepared for submission to board by Sue Phillips/Vanessa Young on April 29, 2015.

Minutes approved by vote of the Board on May 19, 2015 and put into final form by Sue Phillips on May 27, 2015.