

# FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of November 18, 2014 [Approved January 20, 2015]

## I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:32 p.m. on Wednesday November 18th, 2014 at 105 Huntington Street, New London, CT.

## II. ATTENDANCE

### The following Board members were present:

Susan Zimmerman, President  
Mark Roberts, Vice President  
Carolyn Wilson (arrived 7:40 p.m.)  
Mona Harmon-Bowman  
Ellen Clinesmith  
Ed DeMuzzio

### The following Board Members were absent:

Sue Phillips  
Suzanne Cattanach

### The following additional persons were present:

Alyssa Skaves, Recording Secretary  
Sheila Herbert, Acting Co-Manager  
Kristin DeMuzzio, Acting Co-Manager

## III. AGENDA REVIEW

**Summary:** No changes. The President extended a thank-you to all Board members for their extra commitment in the past few months.

## IV. MEMBER COMMENTS

No members present.

## V. MINUTES OF PRIOR MEETINGS

### A. **Minutes of November 5th**

The Board has decided to table approval of the minutes until all Board members are present.

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**Motion to table minutes of November 5<sup>th</sup>,**

**Motion:** Mark Roberts

**Second:** Mona Harmon-Bowman

All in favor: 5

### VI. BOARD DISCUSSION

**A. GM Qualifications Checklist:** Document is in Board Packet. The Board and Co-Managers read through the checklist together and discussed the ranking of “soft skills.” It was determined that any trait labeled as “Required” will involve an interview question asking an applicant to demonstrate said skill. The President said she would follow up with the consultant to further define “Ethics” as seen on the checklist.

The following changes were made to the document: “Ability to build an effective management team and board” will read “Ability to build an effective management team.” “Sense of urgency” is to be removed all together. Finally, “Ability to communicate clearly, timely, and effectively” will be added to replace “Other.” The Board President will send a draft for the Board to review and a blank questionnaire will be sent to the Co-managers to fill out and distribute to staff for their input.

**B. GM Search Committee:** Ellen Clinesmith has offered to chair the GM Search Committee. Sue Phillips has also volunteered to be on the committee. The Co-Managers will also try and identify two staff members to serve on the committee. Ellen Clinesmith will take the lead on contacting committee members and setting meeting times.

### VII. MANAGERS REPORT

**Overview:** Written report is in Board Packet.

There was discussion over language used to describe GAAP compliance. The Treasurer will follow up with the accountant to provide accurate wording to include in the document. The monitoring report was found to be adequate; however, the Board will work with the co-managers on continuing improvement of financial monitoring reports.

**Motion to accept report as presented with a change in language regarding GAAP compliance and with the understanding of format changes in the future.**

**Motion:** Mona Harmon-Bowman

**Second:** Ellen Clinesmith

All in favor: 6

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**Further Discussion:** The Board continued to discuss the current cash-flow situation faced by the Co-op. Management will continue its work to increase sales and work with the Treasurer to develop a way to communicate financials to the Board in an effective and timely manner. A budget report and monthly financials will be shared at the December meeting and the Treasurer will give the Board a status report.

### **VIII. CONSENT ITEMS**

**Motion to approve items on consent list:** (CBLD Contract 2015, Board Budget, Board Calendar, GM Search Support Contract)

**Motion:** Mark Roberts  
**Second:** Ellen Clinesmith  
All in favor: 6

**Motion to approve Electronic Communication Guidelines:**

**Motion:** Carolyn Wilson  
**Second:** Ed Demuzzio  
All in favor: 6

### **IX. EXECUTIVE SESSION**

**Motion to go into executive session at 8:28pm and to include Sheila Herbert and Kristin Demuzzio.**

Motion: Mark Robert  
Second: Mona Harmon-Bowman  
All in favor

The Board came out of executive session at 9:22pm.

**Motion to appoint Sheila Herbert and Kristin as Store Co-Managers at the agreed upon salary.**

Motion: Mark Roberts  
Second: Mona Harmon-Bowman.  
All in favor

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**X. REVIEW AGENDA FOR NEXT MEETING**

December Agenda:

Approval of November 5th and November 18<sup>th</sup> minutes  
Discussion of minute taking in executive session  
Monthly Cash P&L/Cash Flow Status Report from Co-Managers  
Planning and Budgeting Monitoring Report  
Search Committee Charter  
Executive Session to discuss Personnel Issues

**XI. ADJOURNMENT**

**Motion to adjourn at 9:30 p.m.**

Motion: Mark Robert  
Second: Ellen Clinesmith  
All in favor

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Draft minutes prepared by Alyssa Skaves on November 20, 2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on December 22, 2014.

Minutes approved by vote of the Board on January 20, 2015 and put into final form by Sue Phillips on January 22, 2015.