

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of November 5, 2014 [Approved January 20, 2015]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:32 p.m. on Wednesday November 5th, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Sue Phillips, Secretary
Carolyn Wilson (arrived 7:17 p.m.)
Mona Harmon-Bowman
Suzanne Cattanach (by conference call)
Ellen Clinesmith

The following Board Members were absent:

Ed DeMuzzio

The following additional persons were present:

Hinda Kimmel, Employment Attorney
Alyssa Skaves, Recording Secretary
Sheila Herbert, Acting Co-Manager
Kristin DeMuzzio, Acting Co-Manager

III. AGENDA REVIEW

Summary: No changes.

IV. MEMBER COMMENTS

No members present.

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V. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 6:34 p.m. and to include Hinda Kimmel.

Motion: Mark Robert

Second: Mona Harmon-Bowman

All in favor.

Executive session was exited at 8:02 p.m. No notes were taken and no voting occurred.

Carolyn Wilson arrived and joined executive session at 7:17 p.m.

Motion to terminate Richard Virgin, General Manager.

Motion: Susan Phillips

Second: Mark Roberts

All in favor: 6

Suzanne Cattanach opposed

Motion to retain Frank Liberty to resolve matters relating to personal property.

Motion: Susan Phillips

Second: Mona Harmon-Bowman

All in favor: 7

Suzanne Cattanach leaves the meeting.

VI. MINUTES OF PRIOR MEETINGS

A. Minutes of September 30th

No changes.

Motion to approve: Mark Roberts

Second: Mona Harmon-Bowman

All in favor: 6

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B. Minutes of October 13th

No changes.

Motion to approve: Mark Roberts

Second: Mona Harmon-Bowman

All in favor: 6

Ellen Clinesmith abstaining

VII. PRESIDENT'S REPORT

Overview: Written report is in Board Packet.

No discussion at this time.

VIII. MANAGERS REPORT

Overview: Written report is in Board Packet.

No discussion at this time.

IX. CONSENT ITEMS

Motion to approve items on consent list: (Board Monitoring Reports C3
Agenda Planning and C4 Meetings).

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 6

X. BOARD DISCUSSION

Written report is in Board Packet.

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A. Staff Communication: The Board would like to broaden its communication with Fiddleheads' staff. They feel it is important to clarify and discuss the differing roles of the Board, General Manager, and staff, and policy governance as a tool in organizing broader governance. Mark Roberts and Carolyn Wilson will work with the acting co-managers to facilitate this discussion at the November 17th staff meeting at 2pm. The acting co-managers and the participating Board members will meet prior to organize their presentation.

No motion required.

B. NCGA Development Cooperative Contract: A lack of clarity exists in the correspondence between the contractor and NCGA Development Cooperative. The Board's letter of intent had expressed plans for a build out, however, it remains unclear if NCGA received the letter of intent or not. The acting co-managers are going to follow up with both the contractor and NCGA to determine where the lack of communication lies.

XI. GM MONITORING REPORT – Policy B6: Staff Treatment and Compensation

Monitoring report is in board packet.

The Board found the interpretations to be reasonable. There is currently very little data, but the acting co-managers will contract with Carol Lee Colter at CDS to develop a staff survey to aid them in gathering data for future monitoring reports. Acting Co-Managers proposed pushing back the date for the Staff Treatment and Compensation Monitoring report to allow for data collection and compilation, however the Board suggested leaving the date set as is stands with the expectation of perhaps entertaining a proposal in the spring to push the date back. At the November 18th meeting, the co-managers and Board will discuss the acting co-managers' roles, and future plans for hiring a GM to help determine the appropriate work load and titles for this interim period.

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Motion to accept GM Monitoring Report B6 - Staff Treatment and Compensation, noting specifically that Board appreciates how comprehensive the report is although in the future Board may make more specific requests surrounding structure, format and streamlining.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 6

XII. REVIEW AGENDA FOR NEXT MEETING

Will add an executive session for discussion of personnel matters.

Board discussion will focus on GM search process and formation of search committee.

President’s Reports may become obsolete but we will continue to have them until all current personnel matters completely resolved. Sue Phillips will take the lead in communicating with Frank Liberty regarding personal property issues.

XIII. ADJOURNMENT

Motion to adjourn at 8:46 p.m.

Motion: Mark Robert

Second: Ellen Clinesmith

All in favor .

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Draft minutes prepared by Sue Phillips and Alyssa Skaves on November 5, 2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on November 11, 201

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