

FIDDLEHEADS BOARD OF DIRECTORS
Meeting of January 6, 2014 [Minutes approved February 18, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 5:30 p.m. on January 6, 2014 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, *arrived at 5:33*
Lee Boltz
Mona Harmon-Bowman
Carolyn Wilson
Sue Phillips
Ellen Clinesmith
Suzanne Cattnach, *arrived at 5:38*

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager

III. CONSENT AGENDA

A. The following items were removed from consent agenda for full discussion:

- Revised GM Monitoring Report B1: Financial Condition
- GM Monitoring Report B8: Board Support
- 2014 Meeting Schedule
- 2014 Board Budget
- 2014 Annual Calendar

B. The remaining item: **GM Monitoring Report B7: Board Communication** was accepted.

Motion to accept: Lee Boltz
Second: Mark Roberts
All in favor

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IV. CONSENT ITEMS DISCUSSED

A. Revised GM Monitoring Report B1: Financial Condition

Lee raises concern that debt ratio was mis-stated in subsection B.1.3. It was clarified that "Industry standards call for a positive ratio of resources to debt of 1.25" and that Fiddleheads currently has resource to debt ratio of 1.35.

There are also typographical errors in the last sentence of B.1. and B.1.10 which will be corrected.

These typographical corrections will be made, and the report is moved accepted as corrected.

Motion to accept: Ellen Clinesmith

Second: Mark Roberts

All in favor

B. GM Monitoring Report B8: Board Support

Monitoring report generally indicates GM is providing minimal support and board is offering its own logistical support. In other words, GM is asserting compliance with current practice although that is not fully consistent with written policy. For example, it was discussed that Ellen Clinesmith is maintaining the Board Book.

Susan Z. notes that pursuant to best practices, GM should probably be doing more that is consistent with written policy and not simply relying upon past practice. For example:

- GM should be providing an area at co-op to keep Board Book
- GM should maintain Board email accounts and distribute contact info

Suzanne C. also suggests that as part of providing support the recording secretary position could be a paid position facilitated by GM.

Mark R. made motion to change policy at this time. No second.

Board is cognizant of need to revisit/clarify this policy but at this time wants to accept report.

Motion to accept: Lee Boltz

Second: Sue Phillips

7 in favor, Susan Zimmerman opposed, Ellen Clinesmith abstaining

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C. 2014 Board Meeting Schedule

Lee Boltz asks that in caption that it is clarified that meeting is third Tuesday of every month unless otherwise noted.

Sue Phillips notes that April 15th meeting coincides with beginning of Passover and she may not be in attendance.

Board wants to accept, with the addition to header noted by Lee Boltz.

Motion to accept: Suzanne Cattanach

Second: Mark Roberts

All in favor

D. 2014 Board Budget

Upon Lee Boltz query, Susan Z. clarifies that we are seeking to incorporate 3 extra consulting hours each QUARTER, for a total of 12 in the course of the year at \$130 per hour ($\$130 * 12 = \1560). The purpose for extra consulting hours is also clarified.

Also clarified that lodging for first quarter conferences is included to encourage board members to attend. Instead of Cooperative Cafe, the board budget should say "Conference Expense."

Upon the suggestion that the issue of paying a recording secretary be put upon the next regular meeting agenda it was suggested to just make the decision now.

Motion to add \$300 per quarter (\$100 per month) to Board Budget for Recording Secretary Stipend.

Motion: Sue Phillips

Second: Mona Harmon-Bowman

All in favor

Motion to accept Board Budget with the addition of Recording Secretary Stipend.

Motion: Mark Roberts

Second: Suzanne Cattanach

All in favor

E. 2014 Annual Calendar

There is explanation of the new format.

It is decided there should be a board presence in the newsletter, including articles of interest. A schedule will be made for the newsletter such that board members can be given a deadline for submissions. The Calendar can also be revised when new information, such as newsletter deadlines, presents itself.

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The board tentatively moved the retreat to October. No funding was added for catering for retreat, it was assumed that there will be savings elsewhere to allow for this expense.

Motion to accept the October date for the Board Retreat:

Motion: Ellen Clinesmith
Second: Carolyn Wilson
All in favor

V. AGENDA ACTION ITEMS

A. Remove Board Member

Unnecessary to pursue.

B. Elect Secretary

Summary: Sue Phillips volunteers to fill the position of Board Secretary

Motion to elect Sue Phillips as Board Secretary

Motion: Mona Harmon-Bowman
Second: Ellen Clinesmith
All in favor

C. Policy Register A: Global Ends

Summary: Language under A6 regarding the co-op as a workplace was adjusted to provide a "meaningful work opportunities in a supportive environment."

Southeastern Connecticut will be spelled out completely throughout and capitalized. The parenthesis around global will be removed.

It was left open whether these Global Ends override existing "mission" and "vision" statements.

Motion to accept Policy Register A with these changes:

Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor

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VI. ADJOURNMENT

Sue Phillips moved to adjourn at 6:30. The motion was seconded by Suzanne Cattanach.
All in favor.

Draft minutes submitted by: Alyssa Skaves on: January 12, 2014

Reviewed by Sue Phillips on: January 24, 2014

Minutes approved by vote of the Board on: February 18, 2014