

# **FIDDLEHEADS BOARD OF DIRECTORS**

Meeting of July 15, 2014 [Approved August 19, 2014]

## **I. CALL TO ORDER**

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:32 p.m. on July 15, 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  
Ed DeMuzzio, Treasurer  
Ellen Clinesmith  
Carolyn Wilson  
Bonnie Tompkins  
Suzanne Cattanach (arrived at 6:36)

### **The following Board member were absent:**

Mona Harmon-Bowman (teleconferenced in for the Board Monitoring Report, Officer Elections, and Board Retreat Outcomes)

### **The following additional persons were present:**

Alyssa Skaves, Recording Secretary  
Richard Virgin, General Manager  
Helen Bardinet

## **III. AGENDA REVIEW**

**Summary:** The President proposes adding the Board Monitoring Report to the agenda and moving the GM Monitoring Ends Report to the special July meeting, in order to give board members more time to review the Ends report and to have more time for discussion. All Board members were in favor of the addition and suspending discussion of the Ends Report until the special July meeting.

The Evaluation and Compensation Task Force requested postponing the Executive Session to discuss its GM Evaluation and Compensation Proposal to the special July meeting. Board members agreed to the postponement.

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### **IV. MEMBER COMMENTS**

No comment at this time, but Bud McAllister had asked a Board Member to share a notice of a one-day retreat on July 26<sup>th</sup> on Skills for Building Sustainable Communities offered by Partners in Health Communities.

### **V. MINUTES**

#### **Motion to accept June 17<sup>th</sup> Board Meeting Minutes.**

Motion: Mark Roberts

Second: Suzanne Cattanach.

All in favor: 7

Abstaining: 1 (Bonnie Tompkins)

#### **Motion to accept June 26<sup>th</sup> Board Meeting Minutes.**

Motion: Mark Roberts

Second: Suzanne Cattanach

All in favor: 6

Abstaining: 2 (Bonnie Tompkins and Ellen Clinesmith)

### **VI. GM UPDATE REPORT**

**Summary:** The GM reports that sales were down this month. The Board discussed possible reasons why, such as local farmers markets and home gardens diverting produce sales. It was suggested that numbers be run on the individual departments to see if there is a decline overall, or if a specific area, like produce, is lagging behind. The GM discussed some measures which might be taken to combat low sales, such as potentially extending hours; however, he did mention that new management has been successful in addressing some existing product availability issues that might have initially driven some customers away. There will also be a new supplier of beef starting this month and Fiddleheads will be selling fresh fish, which may bring in more customers.

Notes that we are now making deliveries of orders to both Block Island and Fishers Island. This is keeping sales from being ever further down.

The GM reported that sales on the islands have helped to sustain sales this summer and the Board briefly discussed the progress of the island program and some possible pathways for expansion.

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GM also announced at check-in that the two new Assistant Mangers (promotions of existing staff) had jumped right into new duties immediately.

## **VII. BOARD MONITORING REPORT: C1 Governing Style**

**Summary:** Mark Roberts reminds the Board to take the survey in a timely manner and Board members are encouraged to leave comments in the space provided, especially if they feel their opinion or viewpoint may be controversial or unique. All responses are anonymous. These comments would aid discussion of survey results that show responses to be all over the map.

One board member volunteered that she felt too new to participate in monitoring process and another that no internet access available and a third that they were simply too late and responses had not been included. It was suggested that monitoring report be completed even when board member could not opine, and to note reason why in comment box.

### **Motion to accept Board Monitoring Report: C1 Governing Style**

Motion: Ellen Clinesmith

Second: Carolyn Wilson

All in favor: 8 (including Mona Harmon-Bowman via teleconference)

Abstaining: 1 (Bonnie Tompkins)

## **VIII. ACTION ITEMS**

### **A. Officer Elections**

#### **Motion to re-elect the current officers for a second, one year term.**

Motion: Sue Phillips

Second: Ellen Clinesmith

All in favor: 9 (including Mona Harmon-Bowman via teleconference)

### **B. Approve Revised Board Meeting Schedule**

**Summary:** The Board Meeting Schedule was revised to address the possible need of extra board meetings to handle issues with possible expansion. If accepted, the Board would meet twice a month, starting in September, on the first and third Tuesdays. This will be facilitated by now having conference call capacity with a phone and long line running from jack in Sue Phillips' office (upstairs from meeting location).

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## **Motion to accept proposed meeting schedule.**

Motion: Sue Phillips  
Second: Ellen Clinesmith  
All in favor: 9

## **C. Retreat Outcomes**

**Summary:** The Board discusses the written proposal contained in board packet, particularly the proposed location in Hanover/Sprague. Ed Demuzzio suggests that the start time be changed from 9:00am to 9:30am to allow for travel. Food will be potluck.

An online assessment needs completion before the retreat and Board members should bring the distributed tool kit. The Board will be notified of any further items they need to bring.

## **Motion to accept the Retreat Proposal with start time of 9:30.**

Motion: Ellen Clinesmith  
Second: Carolyn Wilson  
All in favor: 8 (Mona Harmon-Bowman lost connection before vote)

## **IX. EXECUTIVE SESSION**

The Board is holding an executive session to discuss proposals pertaining to real estate. The Board entered executive session at 7:23 and exited executive session at 8:00. No notes were taken and no votes were held.

## **X. DISCUSSION: Communications Task Force**

**Summary:** The Board discussed the best use of the Communications Task Force, as a Board Task Force or as a GM Task Force. The consultant had been clarifying with the Board the difference between Board and GM Task Forces. In the future the Board would like to articulate the long term goal behind any committee or task force, so it may be dissolved when no longer needed.

In terms of Communication Task Force, it was decided to dissolve it as a Board Task Force and GM can create it as a GM Task Force with the same and additional members. Board participation is probably important and Board wants to ensure that GM feels supported in planning for possible expansion and in what is decided regarding how to share information and receive feedback from members. GM is already working with

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NCGA in developing project plans and this will include recommendations for communication with members.

## **Motion to discontinue the Members Communication Task Force.**

Motion: Sue Phillips

Second: Mark Roberts

All in favor: 8

**Additional Discussion:** All Board members who served on the Task Force were thanked for their time and efforts.

Potential expansion and communicating possibilities to members will be discussed at the retreat. Before the retreat, Board members are asked to read the Decision Tree for Acting on Internal Reports, sent by Joel on June 25<sup>th</sup>.

## **X. CLOSINGS**

### **A. Draft Agenda for July 29, 2014**

**Summary:** An agenda for the July 29<sup>th</sup> meeting will include a discussion of the GM Monitoring Report A: Ends, and the Labor Ready Space Expansion Proposal. There will also be an Executive Session to discuss the GM Evaluation and Compensation proposal from that Task Force.

### **B. Draft Agenda for August 19, 2014**

**Summary:** An agenda for the August 19<sup>th</sup> meeting will include a presentation on the Cooperative Café, GM Update Report: Part 2 of Ends, Financial Conditions, and C2 Board Monitoring Report. Discussion Topics may include, Committee Structure, Review of the Annual Meeting, and How to Choose an Auditor.

## **VIII. ADJOURNMENT**

### **Motion to adjourn at 8:25**

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor.

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Draft minutes prepared by Alyssa Skaves on July 17, 2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on August 14, 2014.

Minutes approved by vote of the Board on August 19, 2014 and put into final form by Sue Phillips on August 26, 2014.