

FIDDLEHEADS BOARD OF DIRECTORS
SPECIAL BOARD MEETING of JUNE 26, 2014
[Approved July 29, 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 June 26, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Ed Demuzzio, Treasurer
Mark Roberts, Vice President
Sue Phillips, Secretary
Mona Harmon-Bowman
Carolyn Wilson,
Ellen Clinesmith
Suzanne Cattanach (arrived 6:42)

The following Board members were absent:

Bonnie Tompkins
Ed DeMuzzio

The following additional persons were present:

Dick Virgin, GM

III. AGENDA REVIEW

This agenda is what we did not get to on the 17th and to talk about retreat outcomes.

Because there is an executive session without GM, that will be moved to end of agenda so GM can leave after discussion of retreat outcomes.

IV. MEMBER COMMENTS

No members present.

V. MINUTES OF PRIOR MEETINGS

None.

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V. TASK FORCE REPORTS

A. Communication.

Staff and member meetings went well on June 19th. Questions and answers typed up and available to Board.

Press release went to The Day. They are too busy and understaffed to get to it. It should be in paper early next week.

Mona has been approached:

- 1) One staff felt she had been lied to when talking about Parcel J when Mona responded to an inquiry by saying TriTown was interested in the Parcel J site. Dick thinks this is an individual issue, not a universal issue. Most staff seem very happy about the potential for expansion to Parcel J and impressed Board was able to keep it quiet until June 19th.

Mona and Dick will discuss and see if they think they should talk to individual staff about confidentiality agreement or let this go.

- 2) Susan Z. noted the question “shouldn’t members decide?” may come up again and that this may require more attention to make sure that members understand structure, roles and and relationships of membership, board, and GM.

Discussion was that it was handled well in member meeting and we just need to be good communicators and solicit input without telling members “it is your choice.”

Also ensure communication is through many different channels to make sure people without a lot of access or use of email do not feel left out.

- 3) Should we consider communication task force when we go to next steps? Will discuss soon.

B. Expansion.

Susan Z. drew attention to document outlining roles and responsibilities of board and GM if we go forward with expansion process.

Board takes care of legal issues, but then defers to and supports GM in execution.

Mark explains that essentially we have two parallel tasks. (1) To continue routine store operations on annual cycle and (2) follow a linear progress beginning to end.

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This doubles or triples GM's job – and typically there is delegation of many store duties to management team/senior staff.

President distributed a Preliminary Project Timeline, and apologized that not prepared and distributed in advance.

NCGA (National Cooperative Grocery Association) has a division that assists with expansion. They recommended market study before working with them, but now that we have this they are able to do a feasibility study, GM plans to contract with them to do this. He distributed a draft of their typical consulting agreement for a pre-project feasibility study. Study would include a preliminary design of potential store layout, which allows us to estimate costs of build out. Also this will guide builder in systems work (electric, plumbing) based on how we are likely to utilize space.

NCGA could send team in 3-4 weeks, observe and discuss on site for 3-4 days, then it will take 3-6 weeks to generate the feasibility study document. In light of this time-table, we will not be able to develop a staffing plan until at least September – Susan Z. will update Preliminary Project Timeline accordingly.

It was suggested that GM solicit input into what membership/community would like to see in a new store. Input had been invited, GM will work with a team to winnow it down and try to focus on more popular priorities. GM notes that not all input can be utilized and that at times input will be contradictory so it is important that everyone is thanked for input but understand that no input will be guaranteed to be incorporated.

Mark explained expansion committee's goal that at any important decision point the issue is discussed the meeting prior to when it will be decided, so board members can consider and reflect before voting.

Also, committee wants to schedule 1st and 3rd Tuesdays for board meetings starting in July through December. This timetable in on the proposed project timeline.

Board members were asked to express their commitment to this schedule. All board members present expressed willingness to commit to checking schedules before next meeting and further discussing ability to commit. We will also consider what the procedures should be for when a board member misses a meeting. At this time the feeling is that it should be incumbent upon the person missing the meeting to follow up with someone what was present at meeting to get up to speed.

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Some discussion surrounded ability for current treasurer to attend all meetings on this bi-monthly schedule or otherwise keep up with board process. Vice President will initiate a conversation with Treasurer about this.

Mona will send a “commitment scale” self-assessment tool to Susan. It will be included in next Board Packet and everyone should rate themselves and be prepared to share personal commitment score with full board.

Susan will revise Preliminary Project Timeline for next meeting and will include that in next agenda for board approval.

C. Returned to Communication Task Force and on-going purpose.

It was suggested that communication task force meet before next meeting and clarify their on-going role or whether it should be temporarily disbanded. GM opined that it should probably be continuing and does not overlap GM responsibilities but helps ensure that communication is following a plan consistent with board’s needs as well as store.

Board members present at May 20th meeting explained to people who were not at that meeting why Communication Task Force was deemed important and did so much work on a short schedule because it was felt we could not wait past June 19th.

Consensus is that Communication Task Force will meet and check-in with full board at first July board meeting. They are to propose a charter that describes their duties and explain why they are necessary. They should also determine and make recommendations about soliciting any specific input at this time and how.

VI. BOARD DISCUSSION

A. Retreat Outcomes:

Retreat will be August 16th.

It seems that outcome most desired is to focus on expansion and particularly on internal readiness. There is a self-diagnostic tool that all board members can complete prior to the retreat to help us assess internal readiness.

Other suggestions:

There are several board members with building project experience (as well as GM) they could all share experience/wisdom.

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More review of expansion tool kit, and ask that all Board members read it in advance. (Suzanne is missing hers because she missed May meeting, Mona gave hers to Suzanne and she will pick up extra copy from Dick over the weekend.

More detail on the timeline and process.

If it is available, to review the feasibility study (not expected until early September – so unlikely).

If we have a sense of financing needed, to discuss a capital plan.

Also may need some team building exercises to continuing strengthening board process. Perhaps with emphasis on what makes board effective during expansion and what might be an impediment.

Review member input from survey about “what they would like to see for new areas” as well as review questions/concerns/input now that expansion is on the table, although it may be too early to have much that is useful other than survey already conducted by GM. Communication Task Force report at next meeting will inform this.

There was some discussion of project plan and whether one needs to be generated, when, and by whom. The Expansion Task Force will meet and report on their thoughts at next board meeting (July).

VIII. EXECUTIVE SESSION: GM EVALUATION AND COMPENSATION

The Board went into executive session starting at 8:07 p.m.

The executive session lasted until 8:26 p.m.

No minutes were taken and no voting occurred.

IX. CLOSINGS: July Agenda

July agenda was reviewed: We will use draft agenda but add reports of Communication Task Force and Expansion Task Force.

We will also add board officer elections.

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We will also add discussing Labor Ready space proposal. No vote at the regular July board meeting is planned.

Mark Roberts will contact recording secretary about sending out Board Monitoring Report C1 Governing Style.

Treasurer will be asked to report on Board Budget actuals (already on agenda)

Cooperative Café presentation to be on July 15th or July 29th depending on Jessica J-C's availability.

Governance Committee will be expanded to include Mona Harmon-Bowman and Suzanne Cattanach but will not plan to meet until the Fall.

X. ADJOURNMENT

Motion to adjourn at 8:37 p.m.

Motion: Sue Phillips

Second: Mona Harmon-Bowman

All in favor.

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Draft minutes prepared by Sue Phillips on June 26, 2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on July 5, 2014.

Minutes approved by vote of the Board on July 29, 2014 and put into final form by Sue Phillips on August 14, 2014.