

MARCH BOARD PACKET

March 18, 2014

**FIDDLEHEADS
BOARD OF DIRECTORS MEETING
March 18, 2014
6:30-8:30 PM
105 Huntington Street, New London**

Time	Topic	Resource	Board Action/ Outcome	Leader
6:30-6:40	Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in			President
6:40-6:45	Agenda Review		Make any adjustments	President
6:45-6:55	Member Comments			President
6:55-7:00	Minutes February (board packet)		Accept minutes	President
7:00-7:25	GM Update Report		Discuss as necessary	General
7:25-7:30	Consent Items-Any item can be removed for discussion at the request of a board member <ul style="list-style-type: none"> • GM Monitoring Report B1 Annual Financial Condition 		Accept report	President
7:30-7:40	Consent Agenda Items needing discussion		Accept after discussion	President
7:40-7:55	Action Items <ul style="list-style-type: none"> • Approve Financial Talking Points (Board Packet) <i>Review and revise from discussion at January meeting</i> • Approve Board Elections Task Force Proposal (Board Packet) <i>Discuss proposal for board elections</i> • Approve Bylaw Changes (separate attachment) <i>Review highlighted changes</i> • Approve GM Compensation and Evaluation Task Force <i>Appoint task force</i> • Approve Board Monitoring Clarification (Board Packet) <i>Finalize process for board monitoring</i> 		Discuss proposals and approve	President
7:55-8:30	Board Discussion-These items are for discussion; no action at this meeting <ul style="list-style-type: none"> • Discuss participation at CCMA (Registration info included) <i>Who is interested in going?</i> • Discuss participation on Member Appreciation Days (board packet) <i>Discuss questions posed</i> • Board Procedures and Process <i>Discuss improvements in record keeping</i> <ul style="list-style-type: none"> ○ Board Book <ul style="list-style-type: none"> ▪ What is it (minutes, board packet, practices, monitoring reports, bylaws, etc.)? ▪ Where is it kept? Do we want an electronic version? ▪ Who is responsible for keeping it up to date? 	CCMA.COOP	Take action at next meeting as needed	President Ellen C

	<ul style="list-style-type: none"> ○ Committees (Summary in Board Packet) <ul style="list-style-type: none"> ▪ What committees do we want? ▪ Do we have charters? ▪ How do we track committee activities? 	Policy C7 Board Committee Principles <i>How to Use Committees To Do Boardwork</i>		
8:30-8:45	Closings <ul style="list-style-type: none"> • April draft agenda (Board Packet) • Meeting Checklist <ul style="list-style-type: none"> ○ Everyone was present physically and attentively ○ No sidebar conversations ○ Maintain topic focus ○ Everyone had a voice and was heard ○ Be honest but not brutal ○ Don't monopolize ○ Clarify the purpose of each agenda item to begin ○ Signal if you feel personally attacked, disrespected, or put down • Review Decisions, Tasks, Assignments • Adjourn Meeting 		Review Evaluate meeting process: what worked and what needs improvement	President President

BOARD PACKET:

- 1) Draft February Meeting Minutes
- 2) Financial Talking Points
- 3) Board Elections Task Force Report
- 4) Board Monitoring Clarification
- 5) CCMA Registration Information
- 6) Member Appreciation Days request
- 7) List of FH Board Committees and Governance Charter
- 8) April Draft Agenda

February 18, 2014 Meeting Minutes

I. CALL TO ORDER

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:31 p.m. on February 18, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Ed Demuzzio, Treasurer
Mona Harmon-Bowman
Carolyn Wilson, 7:17
Sue Phillips
Ellen Clinesmith
Suzanne Cattanach, 6:34

The following Board member were absent:

Mark Roberts

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager

III. AGENDA REVIEW

Summary: Follow-up to the board resignation was discussed as an agenda item and the board did not decide to add it to this meeting. It could be included as part of the next Board retreat. The Board wanted to make sure to evaluate the Board meeting as has been done in the past. Lastly, the Financial Report will be moved from the Consent Agenda to the Board Discussion portion of the meeting.

IV. MEMBER COMMENTS

No members present.

V. MINUTES

January 6th, Special Meeting: Extra consulting hours should be changed to 12. There will also be changes regarding the correction of some phrasing and typographical errors.

Sue Phillips motions to accept the January 6th Special Meeting minutes given the discussed changes. Mona Harmon-Bowman seconds.

All in favor.

Minutes system has been refined and made more accountable as to provide better availability of minutes to members

January Board Meeting Minutes (2/4/14):

Some changes to the language have been made to provide greater fluency and reduce confusion. Typographical errors will also be corrected.

Ellen Clinesmith motions to accept the January Board Meeting Minutes with the proposed changes. Mona Harmon-Bowman seconds.

All in favor: 4

Abstaining: 3, Ed Demuzzio, Lee Boltz, Suzanne Cattanach

VI Consent Item:

A. CBLD Leadership Training (board packet):

Suzanne Cattanach motions to accept the CBLD Leadership Training Summary. Sue Phillips seconds.

All in favor.

VII. GM Monitoring Report:

Summary: Under B1-3, the current ratio of liquidity should be .39 instead of .065. Cash ratio should be 1.59. The Board also felt the GM Monitoring report was well prepared and improving every month.

Ellen Clinesmith motions to accept the GM Monitoring Report with proposed changes. Lee Boltz seconds.

All in favor: 6

Abstaining: 1, Sue Phillips

VIII. Action Items:

A. Retreat Date:

Summary: The Board discussed the benefits of rescheduling the Board retreat date to the Spring. Moving the retreat date would allow the Board to earlier revisit some unresolved business from the past few months, they would also have the opportunity to discuss improvements to Board performance and Board Policies. This would be the only retreat of the year.

The Board decided the end of May or early June would be the best time for rescheduling the Board retreat.

Action Item: Susan Zimmerman will check with Joel and send a Doodle to Board members with proposed retreat dates.

IX. Board Discussion

A. Member Equity: The Board reviewed the Proposal to change Member-Owner rights to run for the board

There was discussion about a Member Owner's right to patronage if the entire membership fee has not been paid or if the Member Owner is not in good standing. The Board discussed whether or not the patronage amount for unpaid Member Owners should be put toward their membership payment. The General Manager had spoken to another Cooperative, whose Member Owners were allowed to donate patronage checks to a special fund reserved for projects in the community. This Coop also had a system where people could round up their total at the register to contribute to the same fund.

A letter with a new membership card is soon to be mailed to all Member Owners. The letter will not address patronage, not only because the Board has not made their final decision on this point, but also because the Coop is not currently experiencing enough profit to make patronage an issue. The President would also like to consult a lawyer on this issue.

Ellen Clinesmith motions to accept the proposed change to the member equity definition. Mona Harmon-Bowman seconds.

All in Favor: 6

Abstaining: 1, Lee Boltz

Bylaws: The Board reviewed the Proposal to revise the patronage dividends section of the Bylaws. The proposed language should have a slight change - leave the first "shall", the second "shall" should be changed to "may from time to time allocate and distribute . . ."

Changes will be made for next board meeting to be voted upon.

B. Annual Meeting Agenda Planning

Summary: Two terms are expiring this year and the Board discussed how the elections will be conducted and whether or not running the Board elections should be a Board responsibility. Also discussed was whether the Board put someone whose term

expires in 2015 up for election for a 3-year term such that 3 people will be up for reelection next year?

The Board would like to create a 2014 Election Task Force to handle the organization of the election. The Task Force would be responsible for publicizing the election and soliciting candidates. The Task Force should consist of both Board members and Member Owners, however, Board members up for reelection will not be included. Sue Phillips volunteers to chair this Task Force. Members will include Richard Virgin, and Lisa Cygan and Andy Derr, if willing. Ellen Clinesmith will be kept informed of board election outcomes for posting on the website.

Lee Boltz motions to create a 2014 Election Task Force whose purpose is to determine how the 2014 election will be conducted, including the solicitation and publicizing of candidates. Suzanne Cattanach seconds.

All in favor.

The Bylaws also have to be brought to the annual meeting, thus there was discussion of how they would be published and distributed. It was decided the Bylaws would be made available online and Member Owners should receive a notice in the mail directing them to the website. Hard copies will also be available in the store for those who do not have access to a computer.

The annual meeting date will be posted in the store with a notice that the approval of the Bylaws will be part of the agenda.

The Secretary and Recording Secretary will work on the annual meeting minutes from 2013 to share with the Board for approval at the annual meeting.

C. Review of 2013

Summary: The Board went around the table and took turns discussing 2013 in review.

Overall, the Board felt 2013 had been a productive year, where they had gained some consistency within Board meetings and the Board packet. They felt the Board meetings were flowing more concisely and disciplined. The relationship with the GM also grew stronger throughout the year, as the Board worked to define their role. The retreats were found very helpful, as they allowed the Board to play catch up and accomplish things they hadn't had time for in their meetings, yet at the same time, as they gained more independence, the Board ultimately felt they needed less and less assistance from the Consulting Firm and their use of consulting in general has matured.

Going forward, the Board's challenge will be to understand and articulate their policies and procedures as they continue thinking through their processes. They will work toward a clear vision for the Coop.

X. Closings

A. Agenda Preview

Next Board Support Call is March 7th, 4:15.

March Agenda:

Annual Financial Condition.

Action Item is to approve Financial talking points and Bylaws Report for 2014 Election Task Force

Discussion - talk about board improvements in process

Board Monitoring Report - Unity of Control

XI. Adjournment

Suzanne Cattanach moves to adjourn at _____. Ellen Clinesmith seconds.

All in favor.

Draft minutes prepared by Alyssa Skaves on 2/23/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on

Minutes approved by vote of the Board on _____ and put into final form by Sue Phillips on _____.

Financial Talking Points

(Revised from the January meeting minutes)

- When we are asked about the financial condition at Fiddleheads, we can respond
 - We are seeing strong growth in sales.
 - The debt to equity ratio is good.
 - We are strengthening our cash flow to meet existing debt obligations.
 - The Co-op is performing well in accordance with its budget.
- Further we can remind our Member-owners that Fiddleheads continues to reinvest in operations to support our growth. Last year our profits went into equipment, such as the refrigeration units, and more paid employees.
- If appropriate we can also share that this is a critical time in our Co-op's development when we are growing and still developing the infrastructure to support a larger store operation.
- Member-owners get full financial information at the annual meeting. Interested Members-owners looking for more financial information can submit a request to the GM for quarterly summary statements.

FIDDLEHEADS' 2014 ELECTION TASK FORCE

March 10, 2014 Report

As Directors will recall, we created an committee to oversee the nomination and election process for Board of Director candidates at our February 18th meeting. The committee consists of Lisa Cygan (Member-Owner), Andy Derr (Member-Owner), Sue Phillips (Director) and Richard Virgin (GM)

The Committee met on February 25, 2014 to discuss the processes for:

- (1) recruiting candidates for the Board of Directors;
- (2) ensuring candidates understand and are prepared to accept the expectations for Directors; and
- (3) conducting the elections in a manner consistent with existing By-Laws.

The decisions made by the committee included:

To recruit candidates through self-nominations or committee member follow up with nominations suggested by other member-owners.

To advertise to this effect in a newsletter, in an eBlast, in direct mailing to all member-owners, and via posting on the website.

For interested candidates to complete a form, including at least three signatures of endorsement from other member-owners.

To close nominations effective Sunday April 13, 2014 so committee can report again on total nominations and expected process at the April 15, 2014 Board Meeting.

If election will be contested:

- to have paper ballots (and envelopes for submission) available in store to be completed and submitted prior to Annual Meeting;
- to hand out paper ballots at Annual Meeting to those who have not already voted;
- to allow for proxy voting by the submission of ballot prior to or at the Annual Meeting in a signed envelope by another person, or, consistent with by-laws, by a written designation of proxy, who can only hold proxy for one other member-owner.

BOARD MONITORING PROPOSAL **CLARIFICATION**

We approved at the January meeting (held on February 4) the proposal to review board governance policy through a survey emailed to each Director from Survey Monkey immediately following each Board Meeting. The first survey was to have gone out in March but did not because we did not identify the person responsible for sending out the survey. Currently, the recording secretary creates the survey, sends it to the President and Secretary for approval, Mark Roberts compiles the survey results and sends a report to the Board President for inclusion in the board packet.

PROPOSAL: The recording secretary will also be responsible for sending the survey to board members immediately following the board meeting.

Surveys will still be returned in one week after being received by board members.

Registration & Hotel

June 12 to 14, 2014

Forward! To Wisconsin-CCMA 2014

Conference Registration Pricing

Full Three Day Conference

Full price Regular Registration Early (before May 10, 2014)

NCBA Members \$810 \$760

Non-Members \$890 \$840

Four or more \$755 \$705

Single Days of Conference (Friday or Saturday)

Full price Regular Registration Early (before May 10, 2014)

Single Day \$495 \$455

MEMBER APPRECIATION DAYS

The GM sent board members the following email after our February board meeting:

Members of the BOD:

We are planning a spring event at the co-op on March 22. We are also going to start having Member Appreciation Days on the 15th of each month. These are prime opportunities to solicit new members to the co-op. I am hoping that on these occasions that members of the BOD will be willing to take shifts at a membership table encouraging non- members to join. We didn't have such a table at the birthday weekend which was certainly a missed opportunity on our part. Perhaps someone on the BOD could take the lead in organizing directors for shifts on event days. Thanks

Dick

Questions:

1. What would be the benefits of board member participation?
2. How many shifts could board members cover?
3. Who organizes the board member participation?

List of Fiddleheads Board Committees

Compiled from Minutes June 12, 2012-February 18, 2014

- **Budget Committee**
 - June 19, 2012 Motion to establish Budget Committee
 - September 18, 2012 Named Finance and Budget (no motion)
 - Members-Ed, Lee, Jamie
- **By Laws Task Force**
 - October 16, 2012 Motion to establish By Laws Task Force
 - Co-chaired by Lee and Sue
 - Members-Andy, Sue P., Susan Z., Lee, Ellen
 - February 19, 2013 Motion to consult with lawyer on AOI (March 19, 2013: Referred to Legal Review Task Force)
 - June 18, 2013: Draft Interim Bylaws approved
- **Board Governance Committee (Revised Charter follows)**
 - November 20, 2012 Motion to establish Governance Committee
 - Charter approved
 - Duties expanded to propose membership in other standing committees
 - June 18, 2013 Motion to do post action review
 - August 20, 2013 Revised charter adopted (see below)
- **Annual Meeting Committee**
 - January 15, 2013 Motion to establish Annual Meeting Committee
 - June 20, 2013 Committee post action review
 - January 16, 2014 (February 4 meeting date) GM to set committee
- **Compensation and Evaluation Committee**
 - April 16, 2013 Motion to establish Compensation and Evaluation Committee
 - August 20, 2013 GM Evaluation completed
- **GM Monitoring Development Task Force**
 - August 20, 2013 Motion
 - Motion to form a GM Monitoring Development Task Force
 - Ed, Ellen, Carolyn, Dick
- **Board Elections Task Force**
 - Motion to create a 2014 Election Task Force whose purpose is to determine how the 2014 election will be conducted, including the solicitation and publicizing of candidates.
 - Sue Phillips volunteers to chair this Task Force. Members will include Richard Virgin, and Lisa Cygan and Andy Derr, if willing.

REVISED GOVERNANCE COMMITTEE CHARTER

PROPOSED July 16, 2013

ADOPTED: August 20, 2013

Composition: Up to three Board Members and up to three Member-Owners

Current Committee Chair: Mark Roberts

Meeting Frequency: Monthly or bi-monthly as needed

Purpose:

- Solicit suggestions from Member-Owners and Staff for Board and Directors and Committee membership.
- Make recommendations to Board for Member-Owner participation on Board Committees and Task Forces.
- Hold Workshops for potential Board candidates.
- Recommend a slate of Directors to the Membership at the Annual Meeting or as required.
- Create and distribute a New Directors Guide for new Board Members containing key documents.
- Meet individually with new Directors within three months of election/appointment to discuss personal development and interest as a Board Member.
- Research and present conference or other continuing Board education opportunities at Board Meetings.

**FIDDLEHEADS
BOARD OF DIRECTORS MEETING**
April 15, 2014
6:30-8:30 PM
105 Huntington Street, New London

Time	Topic	Resource	Board Action/ Outcome	Leader
6:30-6:40	Meeting Preamble <i>Each of us is a member of the coop community and has been elected to be leaders in serving our members. May we conduct this meeting by empowering each other, treating each other with kindness, and maintaining an atmosphere of mutual respect.</i> Check-in			President
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7:40-7:50	Action Items •			President
7:50-8:30	Board discussion-These items are for discussion; no action at this meeting • Board Chair Succession • Process for selecting auditor • <i>Capital Use and Abuses</i>		Take action at next meeting as needed	President
8:30-8:45	Closings • May draft agenda (Board Packet) • Meeting Checklist o Everyone was present physically and attentively o No sidebar conversations o Maintain topic focus o Everyone had a voice and was heard o Be honest but not brutal o Don't monopolize o Clarify the purpose of each agenda item to begin o Signal if you feel personally attacked, disrespected, or put down • Review Decisions, Tasks, Assignments • Adjourn Meeting		Review Evaluate meeting process: what worked and what needs improvement	President President

BOARD PACKET:

- 9) Draft March Meeting Minutes
- 10) GM Update Report
- 11) General Manager Monitoring Report
- 12) May Draft Agenda

