

**FIDDLEHEADS BOARD OF DIRECTORS**  
**MINUTES of Meeting of MAY 20, 2014**

**I. CALL TO ORDER**

Mark Roberts called to order the regular meeting of the Fiddleheads Board of Directors at 6:31 p.m. on May 20, 2014 at 105 Huntington Street, New London, CT.

**II. ATTENDANCE**

**The following Board members were present:**

Mark Roberts, Vice President  
Sue Phillips, Secretary  
Mona Harmon-Bowman  
Ellen Clinesmith  
Carolyn Wilson  
Bonnie Tompkins  
Ed DeMuzzio

**The following Board member were absent:**

Suzanne Cattanach  
Susan Zimmerman

**The following additional persons were present:**

Alyssa Skaves, Recording Secretary  
Richard Virgin, General Manager

**III. MEMBER COMMENTS**

No members present.

**IV. AGENDA REVIEW**

It was decided to remove GM Monitorings B1 (financial condition) and B6 (Staff) from consent calendar, as well as Board Monitoring reports for discussion. Board opts to cover routine matters and then defer other substantive matters in order to hold executive session to discuss real estate matters and GM evaluation/compensation.

**V. MINUTES**

**Summary:** The Board was satisfied with the edited copies of the April 15<sup>th</sup> Meeting Minutes and the April 30<sup>th</sup> Special Meeting Minutes.

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**Motion to accept the April 15<sup>th</sup> Board Meeting Minutes.**

Motion: Ellen Clinesmith  
Second: Mark Roberts  
All in favor: 7

**Motion to accept the April 30<sup>th</sup> Special Board Meeting Minutes.**

Motion: Mona Harmon-Bowman  
Second: Ellen Clinesmith  
All in favor: 7

**VI. CONSENT ITEMS**

**A. REMOVED: GM Monitoring Report: B6: Staff**

**Summary:** The Board wanted to add a specific sub-category to include language about providing a safe work environment, but this is the Board's responsibility to amend policy. Report is compliant and should be accepted.

**Motion to Accept GM Monitoring Report B6: Staff.**

Motion: Sue Phillips  
Second: Mona Harmon-Bowman  
All in favor: 6  
Abstaining: 1 (Bonnie Tompkins)

**B. REMOVED GM Monitoring Report: B1: Financial Condition 1st Quarter**

Board would like the GM to include the industry standard for comparison in sections B1.3 and B1.4. In section B1.7, Payroll taxes should be specifically addressed. The Board Treasurer and Accountant are working develop language communicating the status of GAAP compliance and this will be shared with the GM.

**Motion to Defer acceptance of GM Monitoring B1: Financial Condition until resubmitted with changes noted..**

Motion: Sue Phillips  
  
Second: Mark Roberts  
All in favor: 7

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**C. REMOVED to Discuss Board Monitoring Reports**

**Summary:** The survey results were compiled as much as could be expected using the standard version of Survey Monkey, but the full package must be purchased before the full results can be analyzed. Ellen Clinesmith will purchase the full account and Alyssa Skaves will send out the D4 survey. Otherwise no concerns and can accept Board Monitoring Reports with remaining consent item.

**D. REMAINING ITEMS**

**Motion to accept GM Update Report and Board Monitoring Reports D1-D3.**

Motion: Sue Phillips  
Second: Ellen Clinesmith.  
All in favor: 6  
Abstaining: 1

**VII. EXECUTIVE SESSION**

**Motion to go into executive session to discuss GM evaluation and real estate matter.**

Motion: Sue Phillips  
Second: Mona Harmon-Bowman  
All in favor: 7

Executive session began at 7:00 p.m and ended at 8:21 p.m.

**VIII. ACTION ITEMS**

**A. Approve recommendation of GM Evaluation and Compensation Process.**

It was noted that as process was being discussed, not substance of evaluation, there had been no need for executive session and the process remains as is described in the documents that are part of the board packet.

**Motion to accept GM Evaluation and Compensation Process.**

Motion: Sue Phillips  
Second: Ellen Clinesmith  
All in favor: 7

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**B. Act on Real Estate Matter**

**Motion to accept letter of intent.**

Motion: Sue Phillips  
Second: Mona Harmon-Bowman  
All in favor: 7

**Motion to create Member Communication Task Force chaired by Bonnie Tompkins and including as members Mark Roberts, Carolyn Wilson, Ellen Clinesmith and Richard Virgin.**

Motion: Sue Phillips  
Second: Bonnie Tompkins  
All in favor: 7

**IX. CLOSINGS**

**A. Agenda Preview for June 17<sup>th</sup> meeting.**

Officer Elections

B. A June 3<sup>rd</sup> Special Board Meeting is to be held at 105 Huntington Street at 6:30pm. for purposes of conducting an executive session to discuss possible store expansion.

**X. ADJOURNMENT**

**Motion to adjourn at 8:34**

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

\* \* \* \* \*

Draft minutes prepared by Alyssa Skaves on 5/27/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on 6/7/2014.

Minutes approved by vote of the Board June 17, 2014 and put into final form by Sue Phillips on July 5, 2014.