

FIDDLEHEADS BOARD OF DIRECTORS
Board Meeting of July 21, 2015 [Approved August 18, 2015]

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Susan Zimmerman called to order a regular meeting of the Fiddleheads Board of Directors at 6:34 p.m. on Tuesday July 21, 2015 at 105 Huntington Street, New London, CT.

B. Attendance

The following Board members were present:

Susan Zimmerman, President
Susan Phillips, Secretary
Carolyn Wilson
Helene Bardinnet
Danny Spurr
Mark Patnode
Mona Harmon-Bowman
Suzanne Cattanach (arrived at 6:37)

While not mentioned during the meeting, it should be noted that Mark Roberts has resigned from the Board of Directors.

The following additional persons were present:

Elisa Giommi, Board Administrator
Kristin DeMuzzio, Co-manager
Sheila Herbert, Co-manager
Lisa Cygan
Ellen Anthony, Staff, GM Search Committee
Ed DeMuzzio
Rachel Hutchins
Ellen Clinesmith
Bonnie Izen
Nancy Hutchins
George Sawyer
Janet Sawyer

C. Announcements

- Introductions -- including welcoming Elisa Giommi as new Board Administrator

D. Agenda Review

No changes.

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E. Member Comments

- Rachel H recommends not using the Comic Sans font in any formal documents/correspondence.

II. MINUTES OF PRIOR MEETINGS

A. Minutes of June 16, 2015 meeting

Typographical error noted to be corrected.

Motion to approve the minutes with correction identified

Motion: Danny Spurr

Second: Helene Bardinet

All in favor with Mark Patnode abstaining

III. MANAGERS' UPDATE REPORT

Sheila Herbert handed out an updated report which was not included in the board packets.

It was noted that online Ordering goes officially live on Saturday, July 25. The soft opening was delayed a day due to computer malfunction, but the ordering system is now online. An eblast will announce the live date. The link will be up on Saturday for the island shoppers only. A "Fiddleheads Express" sign will be put up over the Online Ordering pickup door. Comments were made on the nice paint job to the exterior of the building.

Although the Sailfest promotion with Pizza Truck and radio play did not quite break even financially, co-managers They reported good exposure for the co-op during this event

IV. CONSENT AGENDA

A. Board Monitoring Report C1 Governing Style

No items were removed for discussion

Motion to approve Board Monitoring Report C1 Governing Style

Motion: Sue Phillips

Second: Mona Harmon-Bowen

All in favor.

V. BOARD OFFICER ELECTIONS

A. The following candidates were presented:

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Susan Phillips-President
Susan Zimmerman-Vice President
Danny Spurr-Secretary
Helene Bardinet-Treasurer

All candidates were unanimously elected

VI. MEMBER COMMUNICATIONS REPORT

A. Proposed action items.

Carolyn Wilson commented on good Board retreat momentum for specific goals.

1. Display BOD information and pictures in store and on social media
Carolyn will send out reminder emails for Board members to submit a brief paragraph about themselves. Ellen Clinesmith and Mona will supply board photos to Carolyn.
2. Host two meet and greet events to increase visibility and meet owners on August 8 and 9 from 10-12AM. Volunteers from the Board were requested to attend and to RSVP to Carolyn.
3. Publicize Ends Policy at register, e-blast, and on social media through e-cards.
4. Danny Spurr volunteered to assist Carolyn with this task force 2 hours per month.

Motion to accept report of the Board-Owner Communications Committee:

Motion: Mona Harmon-Bowman

Second: Suzanne Cattanach

All in favor

B. GM Search Committee Report

It was noted that the GM Search committee has been meeting weekly and will be providing monthly updates to the the Board.

Five action items were presented for Board Approval:

1. Approve Membership of Committee and Committee Charter

The Committee membership list was updated to include Ellen Anthony and remove Andrea Hall and Kelleen Griffin as they have since declined to be on the committee. The updated member list is:

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Sue Phillips, Board
Carolyn Wilson, Board
Ellen Anthony, Staff
Alison Wylder, Staff

Motion to approve GM Search Committee membership and charter

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor

2. Affirm previously approved qualifications check-list

Motion to affirm qualifications check-list with a clarification changing the “ethics” qualification to “Commitment to ethical practice” and making this a required qualification.

Motion: Danny Spurr

Second: Helene Bardinnet

All in favor

3. Approve budget

Incoming Treasurer Helene Bardinnet wanted clarification as to whether the Search Committee budget was part of the Board budget. Ed DeMuzzio suggested that this was the case. It was suggested that approval of the Search Committee budget be revisited at the August meeting in conjunction with an amended Board budget that reflected the Search Committee costs. It was also suggested that more money may need to be budgeted for background checks on final candidates. The Committee will ask a consultant for best practices on background checks.

Motion to table approval of the GM Search Committee budget to the August meeting when it will be presented in conjunction with an amended Board budget. In the interim, the GM Search Committee is authorized to expend no more than \$2,000 for recruitment and communication line items.

Motion: Carolyn Wilson

Second: Mark Patnode

All in favor

4. Approve timeline

Motion to approve GM search timeline, noting that the later actions may need to be moved back depending on the length of the search process.

Motion: Carolyn Wilson

Second: Helene Bardinnet

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All in favor

5. Approve job description

Tabled as the job description has not yet been completed.

Motion to accept the notes of the July 7, 2015 and July 14, 2015 meetings as the written report of the GM Search Committee

Motion: Carolyn Wilson

Second: Mona Harmon-Bowman

All in favor

6. Brainstorming

There was a successful brainstorming session by the attending Board members, staff, and member owners on ideas for the GM search ads. All are invited to email Carolyn (cwilsonwellness@yahoo.com) if they have more ideas.

VI. EXECUTIVE SESSION

Purpose of Executive Session is to discuss personnel matters.

A statement was read before entering into executive session:

As the agenda indicates, the board is now holding an executive session to discuss personnel matters. Because we are a policy governance board, as a general rule, the board discusses only personnel matters in executive session related to GM evaluation, compensation, benefits as the GM is the board's sole employee charged with management of the co-op. Other personnel information comes to the board in reports from the GM.

The purpose of this evening's executive session, although triggered in part by outreach from the grievance committee, is not to receive or address any grievances that have been filed. In fact, the board has not received any individual grievances or any data or reports from the grievance committee. Instead the board is in possession of information from CDS consultants and legal counsel, which address larger issues of management structure. As we approach the one year anniversary of the current management structure, the board is discussing an appropriate process for evaluating and assessing the effectiveness of the current management structure, consistent with the policy governance model, while moving forward with the search for a permanent GM.

Motion to enter executive session.

Motion: Sue Phillips

Second: Helen Bardinet

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All in favor

Executive session entered at 7:38 p.m and exited at _____

Motion to set special meeting for August 4, 2015 at 6:30 at 105 Huntington Street to hold executive session to approve prior executive session minutes and personnel matters relating to interim management pending search for permanent GM.

Motion: Mona Harmon-Bowman

Second: Mark Patnode

All in favor.

Confidential minutes were taken in executive session but no votes were taken. Board did reach consensus to investigate possibility of retaining an interim GM and to hold a special meeting to discuss this possibility in two weeks.

VIII. CLOSING

A. No meeting checklist was conducted.

B. Adjournment

Motion to adjourn at 9:08 p.m

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor

Draft minutes prepared for submission to the board by Danny Spurr/Elisa Giommi on July 30, 2015

Minutes approved by vote of the Board on August 18, 2015 and put into final form by Elisa Giommi on August 21, 2015.