

## OCTOBER 2013 BOARD PACKET

<b>FIDDLEHEADS</b> <b>BOARD OF DIRECTORS MEETING</b> October 15, 2013 6:30-8:30 PM 105 Huntington Street, New London
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Time	Topic	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 needed adjustments	President
6:40—6:50	<b>Member Comments</b>		President
6:50-7:00	<b>Minutes</b> August 20, 2013 and September 17, 2013 (board packet)	Motion to accept	President
7:00-7:20	<b>Presentation</b> CCMA Conference		Lisa Cygan and Sue Phillips
7:20-7:30	<b>Consent Items-Any item can be removed for discussion at the request of a board member</b> <ul style="list-style-type: none"> <li>• GM Update Report (board packet)</li> <li>• GM Monitoring Report (board packet)</li> <li>• NFCA Fall Gathering (board packet)</li> <li>• CCMA Conference Report (board packet)</li> <li>• Member Owner Participation (board packet)</li> </ul>	Motion to Accept	President
7:30-7:45	<b>Action Items</b> <ul style="list-style-type: none"> <li>• Items removed from the consent agenda</li> </ul>	Motion to accept	
7:45-8:15	<b>Board Discussion-These items are for discussion; no action at this meeting</b> <ul style="list-style-type: none"> <li>• Self-Assessment- What has changed and where do we have the largest spreads (bring report sent out previously)</li> <li>• Monthly Agenda and Workflow (board packe</li> </ul>	Take action at next meeting when needed	Lee Boltz Susan Zimmerma
8:15-8:30	<b>Closings</b> <ul style="list-style-type: none"> <li>• Agenda preview (Board Packet)</li> <li>• Debrief/ Evaluate Meeting</li> <li>• Review Decisions, Tasks, Assignments</li> <li>• Adjourn Meeting</li> </ul>	Review Evaluate preamble, meeting process	President  President  Recorder
	<b>Goodbye, Good Job!</b>		

**BOARD PACKET:**

- 1) Draft August and September Minutes
- 2) GM Update Report
- 3) General Manager Monitoring Report
- 4) NFCA Fall Gathering Summary
- 5) CCMA Conference Report
- 6) Draft Member Owner Participation in Fiddleheads Board Meetings
- 7) Field Guide to Agenda Planning
- 8) Monthly Workflow approved June 18, 2013
- 9) December Draft Agenda

## **Minutes of August 20,2013**

### **• CALL TO ORDER**

Susan Zimmerman called to order the regular meeting of the Fiddleheads Board of Directors at 6:41 pm on August 20, 2013 at 105 Huntington Street, New London, CT.

### **• ATTENDANCE**

#### **The following Board members were present:**

Susan Zimmerman, President  
Ed Demuzzio, Treasurer  
Lisa Cygan  
Lee Boltz  
Carolyn Wilson  
Ellen Clinesmith  
Suzanne Cattanach

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

Mark Roberts  
Mona Harmon-Bowman  
Jamie Lee  
Sue Phillips

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

Richard Virgin, Fiddleheads General Manager

### **• AGENDA REVIEW**

Lee requested a review of Bylaws committee meeting. It was added.

### **• MEMBER COMMENTS (By board policy limited to 2 minutes per speaker.)**

No members present.

- **OFFICER ELECTIONS**

Candidates: President, Susan Zimmerman

Vice President, Mark Roberts

Secretary, Jamie Lee

Treasurer, Ed DeMuzzio

Elected officers as a slate. Carolyn made the motion, Ellen seconded the motion. All in favor.

- **APPROVAL OF MINUTES FROM PRIOR MEETING(S)**

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**Date of Meeting: June 18, 2013**

**Discussion/Corrections:**

none

Movant: Ellen

Second: Ed

Those in favor of approval: Susan Z., Carolyn, Lee, Lisa, Ellen, Ed

Those opposed: 0

Those abstaining: Suzanne

**Action Items:**

- **Approval of General Manager's Monthly Update Report**

**Summary:**

Dick spoke with freezer person who suggested that we rethink getting a new 8 door freezer. The person suggested having a separate freezer for ice cream because it has to be kept at a lower temperature. Dick is working on organizing walk in freezer as we wait for a new freezer in 6 to 8 weeks. The two door ice cream freezer will have its own compressor.

Dick spoke about the Mohegan Sun relationship getting involved with Fiddleheads to purchase organic and natural foods for their performers.

**Motion to accept GM's report:**

Movant: Carolyn

Second: Lee

Status of Motion: Voted Upon

Those in favor: All

Those opposed: 0

Those abstaining: 0

**Action Items/Person(s) Responsible:**

• **TREASURER'S REPORT/FINANCIAL REPORT**

**Discussion/Summary:**

Discussed Six month profit and loss. We have draft, statements and sales report from Jan 1, 2013 through June 30, 2013. We will have revised numbers in another month that include July 1, 2013 through July 17th, 2013.

**Action Items/Person(s) Responsible:**

Once we have the actual numbers we will have a comparison to our budget.

**Motion to accept Accountant's report:**

Movant: on hold

Second: on hold

**Status of Motion:** Tabled

Those in favor:  
Those opposed:  
Those abstaining:

• **BOARD REPORTS**

**A. Governance Committee (board packet)**

**Summary:**

See written report. Susan Z. made a point that we should delete that the Governance Committee meet with board members individually once per year.

**Action Items/Person(s) Responsible:**

Motion to amend that the Governance Committee not meet with directors once per year.

**Note:** Board members discussed others ways of discussing as a group our training goals...including our November board meeting or our retreat. The board will also act as a whole to decide who goes to what trainings throughout the year.

**Note:** The governance committee will research and present training information possibly in November.

**Note:** In the first bullet item, the word “and” with be replaced with “of.”

Movant: Lisa  
Second: Ellen  
All in favor.

**B. Bylaws Committee report**

The committee decided to solicit input from the original attorney who drafted the incorporation paperwork for Fiddleheads.

**Action Items:**

The next step is for the bylaws committee to reconvene.

• **BOARD DISCUSSION**

#### **A. CDS Consulting Contract and Retreat**

- We discussed whether we want to have another board retreat this year. Joel from CDS gave us a price of \$3,000 for a one day retreat.
- We discussed the importance of having the retreat to work on our ends policies as a high priority.
- Susan proposed. We have two hours remaining on our contract with CDS Consulting per the second quarter report. Susan proposed that we approve an additional eight hours at \$120.00 per hour for monthly follow up calls and assistance in implementing GM Monitoring and we approve an additional retreat day to write our ends policies.

#### **Action Items/Person(s) Responsible:**

Susan will follow up with finding a date for the retreat. Lisa will check into the availability/cost of the Thames Club. Ed will check into The Ferry Slip availability/cost.

**Motion:** The board approved the additional hours and retreat. These items will be paid out of the board budget and replace the remaining conference budget.

**Movant:** Ellen

**Second:** Carolyn

All in favor.

#### **B. Board Self-Assessment Summary**

**Summary:** See report.

Each director should further review the raw data. Look for two things

1. what has changed.
2. thoughts about the items and any items where there is a large range between high and low ratings.

We will add this to the September agenda. We will consider repeating this evaluation after retreat in November.

**Motion:** N/A

#### **C. GM Monitoring**

**Summary:** The committee had a discussion and identified two paths. See notes.

**Notes:** We discussed the need to have a committee to assist the GM in developing how monitoring should be done.

Motion to form a GM Monitoring Development Task Force. The task force will be Ed, Ellen, Carolyn and Dick.

**Movant:** Ed

**Second:** Lee

All in favor.

**Action Items/Person(s) Responsible:**

Ed, Ellen, Carolyn and Dick.

Status of Motion: Voted Upon

Those in favor: All in favor

Those opposed: 0

*Those abstaining: 0*

**D. Executive Session to discuss and approve GM evaluation letter and compensation**

8:09 p.m. entered into executive session.

8:17 p.m. came out of executive session.

Motion to accept the evaluation and compensation letter.

**Movant:** Ellen

**Second:** Suzanne

All in favor

those opposed:0

those abstaining: 0

• **CLOSING DISCUSSION**

Review Decisions, Tasks, Assignments

Next meeting topics: Member Comments, Monthly Workflow, Board Policies, Agenda preview, Debrief/Evaluate Meeting

**Summary:** Board will go over in depth self assessment and CCMA conference report in September.

Coop month is in October.

Dick may also arrange for another staff member to come and give a 15 minute presentation at one of the next board meetings.

• **ADJOURNMENT**

**Motion to adjourn:**

**Movant:** Lee

**]Second:** Ed

Voting was as follows:

Those in favor: All in favor

Those opposed: 0

Those abstaining: 0

Draft minutes submitted by: Lisa Cygan on: 9/4/13.

Draft minutes prepared by: Lisa Cygan 9/4/13.

Minutes approved by vote of the Board on: \_\_\_\_\_ (date)



## **Minutes of September 17, 2013**

### **• CALL TO ORDER**

Mark Roberts called to order the regular meeting of the Fiddleheads Board of Directors at 6:30 pm on September 17, 2013 at 105 Huntington Street, New London, CT.

### **• ATTENDANCE**

#### **The following Board members were present:**

Mark Roberts, Vice President  
Ed Demuzzio, Treasurer  
Lee Boltz  
Mona Harmon-Bowman  
Sue Phillips  
Ellen Clinesmith  
Jamie Lee  
Suzanne Cattanach, 6:37

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

Susan Zimmerman, President  
Lisa Cygan  
Carolyn Wilson

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

Richard Virgin, General Manager  
Alyssa Skaves, Recording Secretary

### **• AGENDA REVIEW**

2 additional item added to the agenda:

- a discussion of the GM monitoring portfolio distributed by Mark Roberts,
- a review during the closing comparing etiquette and focus during the meeting to outlined parameters set before meeting,

Removing minutes from the agenda until October

### **• MEMBER COMMENTS (By board policy limited to 2 minutes per speaker.)**

No members present.

- **Approval of General Manager's Monthly Update Report**

**Summary:** report is attached. No questions for GM at this time.

- **BOARD REPORTS**

- A. NFCA Fall Gathering**

**Summary:** The focus of this conference was *Healthy Food Access*. Two forms of access programs were outlined – one like Fiddleheads' *Basics* program, reducing the price on food staples to increase accessibility to lower class families, the other program outlined is modeled more after food stamps and includes specific identification of families that qualify for such a program. Both of the outlined programs endeavor to combat the problem of hunger and malnutrition in New England.

The Fiddleheads' Basics Program will be open to everyone and aims to provide access to quality food to a wide population. There was discussion of current outreach programs targeting Hispanic and other minority populations in the area.

**Action Items/Person(s) Responsible:**

Sue Phillips wanted “submitted by Susan Zimmerman and attended my Susan Zimmerman, Richard Virgin, and Kristin DeMuzzio” added to the written report before it is finalized. Richard Virgin will ensure the annual meeting committee has access to the included memo on that topic.

- **BOARD DISCUSSION**

- A. Refrigeration Fund**

**Summary:** The General Manager answered questions over his general statement. Discussion centered around the proposal for a new walk-in cooler located outside and current fund raising initiatives. The General Manager included that he had discussed this addition to neighboring businesses, checked the building leases, and talked to the city to ensure such an addition was allowed.

Mark Roberts proposed a fund raising opportunity, however it was deferred to the fund raising committee for perhaps a later date. A fund raising campaign is already in place at this time.

A fund of this nature is specifically set up for a separate, non tax-deductible donations. It would still count as income by the IRS.

The amount requested in donations will be specified in a letter send out to potential donors. It will be in the range of \$50,000. There will be a display in the coop.

**Action Items/Person(s) Responsible:**

GM will present the total amount requested for this fund when that information becomes available.

If additional funds for the project are required, the GM will bring the cost to the board for authorization.

**Motion:** Fiddleheads Board of Directors authorize the General Manager to conduct a Fund Raising Campaign to help defray the costs of new refrigeration equipment. Monies procured will be placed in the Fiddleheads Refrigeration Fund Account.

Movant: Sue Phillips

Second: Lee Boltz

Those in favor: 8

Those opposed: 0

Those abstaining: 0

**B. Member Owner Definition**

**Summary:** One has to be a member to be a working member. This definitions is tied to the 5%-10% working member discount. Non member volunteers are usually recruited through school programs or separate organizations, however, they receive no discount.

**Actions Items/ Persons Responsible:** The applied discount amount will be added tot he language in the definition.

Language will be changed from “inactive” to “suspended” - all benefits will be suspended

**Motion: Motion to accept Definition with stated changes.**

Movant: Sue Phillips

Second: Lee Boltz

Those in favor: 8

Those opposed: 0

Those abstaining: 0

### **C. CDS Consulting Contract**

**Summary:** There was a discussion of the necessity of future consulting services with CDS. Pros and Cons were raised from all sides. Ultimately the Board decided a consulting presence would be desirable for the future development of end statements or with evaluating the Boards progress with Policy Governance. The conferences were also seen as an affordable opportunity for networking and Board member training.

#### **Action Items/Person(s) Responsible:**

The Board will decide post retreat what future consulting needs will be in order to negotiate an appropriate contract. This topic will be revisited at the November meeting.

Movant: Mona Harmon-Bowman

Second: Jamie Lee

Status of Motion: Tabled,

Those in favor: 8 .

Those opposed: 0

Those abstaining: 0

### **D. GM Monitoring**

The General Manager has defined his role and responsibilities in terms of the Policy Governance manual. This is a working document. The Board has discussed the document, made some formatting suggestions, and decided to accept it.

Action Items/Persons Responsible: Formatting changes will be made and a place for GM suggestions will be added.

Motion to accept:

Movant: Lee Boltz

Second: Jamie Lee

Those in favor: 8

Those opposed: 0

Those abstaining: 0

Motion to amend agenda to include a presentation from Dr. Ellen Anthony

Movant: Sue Phillips

Second: Mark Roberts

Those in favor: 8  
Those opposed: 0  
Those abstaining: 0

Summary: Dr. Anthony is the head of the Bulk department, this includes making stocking decisions (sometimes varies with the season) based on member suggestions and sales. She works hard at preventing loss, combating pantry moths, working to keep the department as clean as possible, and managing volunteers. She educates customers about products. There has been a 46% increase in sales in the past year in this department. Dr. Anthony has no direct paid employees to assist in her department, however a position for Bulk assistant is currently open.

Fiddleheads Bulk department is competitive with other coops. There was a discussion of space and fixtures. Eventually Dr. Anthony plans to phase out the old style bins with newer fixtures.

### **C. Retreat Outcomes**

Brainstorming -

1. Lay the groundwork for writing ends policies. This includes developing an action plan to help determine how the topic should be approached – General Manager is gathering ends statements from other coops. The Board is in agreement this is a top priority.
2. In depth discussion about self-evaluation survey results
3. Monthly workflow
4. Agenda planning – to increase the focus and clarity in the agenda– There is a proposal to address this at the next meeting

### **• CLOSING DISCUSSION**

Review Decisions, Tasks, Assignments

Next meeting topics: Member Comments, Monthly Workflow, Board Policies, Agenda preview, Debrief/Evaluate Meeting

### **Summary/Additions to October Agenda:**

- Monthly workflow will be added to next meeting as a topic. This incorporates two issues, to ensure materials get sent in and distributed in a timely manner, and

monthly agenda planning, to increase the clarity on outcomes and purpose of each item

- The General Manager will give presentation on financial issues and budget, B1, next month and monitoring report, B6 (staff presentation), will be scheduled the following month.
- Meeting minutes of August will also be added.
- Monas Proposal for Member Outreach to be included as well.

**Review:** Board performance in relation to parameters for conduct set at beginning of the meeting.

Discussion, reflection, constructive self assessment. A “Parking lot” board for ideas brought up in meetings that stray from original purpose will be utilized to ensure ideas will be addressed later.

• **ADJOURNMENT**

*(Indicate who moved to adjourn, who seconded, at what time and vote on motion.)*

Mona Harmon-Bowman moved to adjourn at 6:32. The motion was seconded by Jamie Lee. Voting was as follows:

Those in favor: 8 .  
Those opposed: 0 .  
Those abstaining: 0 .

Draft minutes submitted by: Alyssa Skaves on: September 22, 2013.

Draft minutes prepared by: *Alyssa Skaves on:* September 22, 2013.

Minutes approved by vote of the Board on: \_\_\_\_\_ *(date)*

## **General Manager Report Sept/Oct 2013**

The most significant event to occur in September was the arrival of the three new freezers. We purchased two three-door freezers and one two-door freezer to replace the one 8-door unit that we had previously. These were installed without any significant issues and have allowed us to resume our sales of frozen products. We plan to have a freezer sale later in October to commemorate this event. We did discover that we had a slight loss of display space since the compressors are located inside each unit that meant that each section has slightly less shelf space than what we had previously. We have the space and will probably add one more three-door freezer unit to accommodate our current stock and allow for a few additional products that we currently do not carry. We did remove the LED lights from the dead unit and are going to have them installed in place of the florescent tubes that came in the new coolers.

We also leased an all in one business size copy machine. This will allow us to not only do our normal printing/copying, but will also allow us to produce brochures and other items in-house which we previously sent out to a printing company.

We conducted our quarterly inventory this past weekend. It was an arduous task as we had very little working member help with this endeavor. Jessica James-Carnes has some good ideas of how we might be able to increase participation in the future. We will be meeting with her in a couple weeks to work on these ideas. An outside firm does our end of the year inventory. Our next in house inventory will be in March.

Member Appreciation Days were held in September. Our sales over the three days were about \$5,000 over what they are normally for those three days- \$31,000 instead of \$25,000. What was especially positive about the event was that we sold 40 new memberships over the three-day period. That has never happened before.

We are sponsoring our first Co-op Day on Saturday, October 19. This is in observance of Co-op month and over a dozen co-ops will be represented here on that day. They are not all food co-ops. They cover a variety of fields. This should be a very positive event.

We have not proceeded with the walk-in yet. Our preference would be to place a unit outside, but this needs the landlord approval. He won't give it at the moment because he wants us to remedy the condensation issue from our dairy cooler first. This unit does not have its own floor that causes condensation to form on the ceiling below and drip into his store. We are pricing what it would cost to install an insulated floor in the dairy cooler.

During my absence I have three people who are operating as a team to handle things in my absence: Sheila Herbert, Kristin DeMuzzio, and Andrea Hall. I have informed the staff of this arrangement and also made it clear to them that they will consult each other

in making decisions so no one person is solely responsible unless it is an immediate emergency.

We are preparing a mailing to go to all member/owner households. This mailing will include several items. A sheet explaining the membership status that was approved at the last meeting will be distributed. The implementation date for changes is Jan.1. We will begin issuing cards before this date, but we won't implement the \$25 membership threshold until then. There will be an information page which members are asked to fill out and return so we can update their records in our database. The third item is the donor request. This has gone through several adjustments from what I presented at the last BOD meeting. Susan Zimmerman made an inquiry of CFNE about donations to co-ops that led to our being able to offer donors an option of making a donation to the co-op and having it be tax deductible. This is explained in detail in that mailing.



Policy Title: B1- Financial Condition and Activities

Monitoring Report: Third quarter 2013

*With respect to the actual, ongoing financial conditions and activities, the General Manager shall not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.*

I interpret this to mean that my management of the coop will be fiscally sound and that I will not create, condone, or allow any financial behavior within the coop that would result in financial conditions which would be significantly different from the 2013 budget, would lead to a loss of profitability, would be a fiscal practice which did not reflect GAA principles, or that could potentially cause the loss of viability of the coop.

*The GM will not:*

*B.1.1 Allow sales to decline or be stagnant.*

I interpret this to mean that the overall pattern of sales must be better than the previous year. That as we compare our sales for the current to prior years that we will see growth. If sales do not show growth there will need to be an explanation that is tied to industry or overall economic conditions that are creating a negative impact much broader than just Fiddleheads Co-op.

Sales through the third quarter of 2013.

GROSS Sales	2012	2013	Percent change
First Quarter	\$418,023.00	\$586,495.42	40.37%
Second Quarter	\$459,504.26	\$669,220.98	45.61%
Third Quarter	\$458,239.75	\$676,644.06	47.7%
Fourth Quarter			
YTD	\$1,335,767.51	\$1,932,360.46	44.7%

The overall increase in sales through the third quarter of 2013 compared to 2012 is 44.7%. The third quarter increase was 47.4% in spite of September sales being less than August. Sales have not been allowed to decline or be stagnant, therefore I am in compliance.

*The GM will not:*

*B.1.2.Allow operations to generate an inadequate net income*

I interpret this to mean that the GM will see that the sales generate adequate net income to meet financial obligations of the co-op. While co-op sales have

increased, there have also been increases in expenses, so what is the net income that has been realized and is it adequate?

The Profit and Loss statement prepared July 17 for the annual audit shows that from the beginning of 2013 thru July 17, that the coop has generated a net income of \$62, 549,86. (This figure has not yet been signed off on by the outside accountant/ auditor.) While there have been no specific dollar or percentage goals set for net profit for the year, this figure is one which indicates that we have an adequate net income. Figures for this year will allow us to set goals for the next budget year.

I am in compliance with meeting the standard of adequate net income.

*The GM will not:*

***B.1.3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.***

I interpret this to mean that there is sufficient cash on hand to meet our payable obligations. A positive ratio of resources to debts is 1 / 1.25; this measure reflects if a firm has enough resources to meet its obligations. As of July 17 our cash on hand was \$109,251.87. Our current liabilities were \$81,039.52. This is a ratio of 1/1.35 so we are at a better level than the expected industry standard.

The GM is in compliance with this standard.

*The GM will not:*

***B. 1. 4. Allow solvency (the relationship of debt to assets) to be insufficient.***

I interpret this to mean that the GM will monitor the relationship of assets and liabilities to make sure that the relationship is a positive one. The determination of positive depends on how Fiddleheads compares to the industry standard.

Once we are members of CoCoFiSt, we will have financial information accessible to us that will demonstrate what is the industry standard. I researched through about a dozen food co-op annual reports to see what I could learn about their ratios of debt to assets. Unfortunately not all coops use the same criteria to determine what is a liability. It is hard to create comparison when not everyone uses the same definition. The data from CoCo FiSt will hopefully eliminate that problem. It was also clear that several co-ops believe that they should create a balance sheet that shows that assets and liabilities balance down to the dollar. This creates a false impression that there is a 1:1 relationship. This would also mean that their solvency rate was 1.00. I found co-ops who had solvency rates in the area of .76. I also found one that was as high as 7.74. Ours is .64. This seems to me seems very reasonable.

The General Manager is in compliance with this directive.

*The GM will not:*

***B.1. 5 Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.***

I interpret this to mean that I will stay within overall budget guidelines and that if adjustments need to be made that those changes will be communicated and explained to the Board of Directors. In the course of doing regular business if equipment fails and needs to be replaced, the GM will do so in a prudent manner and keep the Board of Directors aware of such changes. It will also be the responsibility of the GM to make changes in any insurance, tax, or loan arrangements required with the replacement of equipment.

We have not taken on any debt other than trade payables during the past nine months. Therefore I am in compliance with this directive.

*The GM will not:*

***B.1.6. Acquire, encumber or dispose of real estate.***

I interpret this to mean exactly what it says. I am not to take part in any real estate transactions in the name of the coop.

I have not purchased or disposed of any real estate in the name of the coop. Therefore, I am in compliance with this direction.

*The GM will not:*

***B.1.7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.***

I interpret this to mean that all tax obligations will be met and met on time.

We have an internal system of seeing that our sales tax is calculated and paid on a regular basis. We also have some annual taxes which we pay as the notices are received. The execution of these is also something that is reviewed by the auditors. We have not been delinquent or in arrears on any taxes for which we are responsible. Thus, the GM is in compliance with this directive.

*The GM will not:*

***B. 1. 8. Allow late payment of contracts payroll, loans or other financial obligations.***

I interpret this to mean that the GM will establish procedures which assure that payroll is prepared and distributed on time, that loan payments are made and that all other bills for operations, equipment, and product are paid in a timely manner. Our procedures are established and operating in such a way that 98% of all obligations are met on time. There are a few instances when we are not able to immediately expedite our obligations for a particular vendor. These were not situations of not having the resources to meet this obligation, but rather that

we are seeking some documentation before we will submit payment. I am in compliance with this directive.

*The GM will not:*

***B. 1.9. Use restricted funds for any purpose other than that required by the restriction.***

I interpret this to mean that any restricted funds which are set aside or established for a particular purpose need to be spent only for that purpose. The co-op has not restricted funds in regular accounts. Therefore, none has been spent for an inappropriate purpose. I am in compliance with this directive.

*The GM will not:*

***B.1.10 Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).***

I interpret this to mean that financial records will be kept in a professional manner and use the GAAP to prepare our records.

This is certainly our practice and goal and to the best of our knowledge it is how we are keeping our records. If we are not following these practices, recommended adjustments will be noted in the audit that is currently being completed. I am in compliance with this directive.

## NFCA FALL GATHERING

Shelburne Falls, MA

September 7, 2013

Attendees: Susan Zimmerman, Richard Virgin, Kristin DeMuzzio

Submitted by Susan Zimmerman incorporating meeting notes from Susan Zimmerman and Kristin DeMuzzio

On Saturday, September 7, 2013, almost 100 participants representing 38 food coops and coop associations gathered at the Shelburne Buckland Community Center in Shelburne Falls, MA for the Neighboring Food Co-op Association (NFCA) Fall Gathering. NFCA staff reported that over 30 co-ops and start-ups belong to NFCA. These co-ops and start-ups reported they are locally owned by 90,000 members employing 1,500 workers with shared revenues of more than \$215 million purchasing over \$30 million in local products in 2012.

The theme of this year's gathering was Healthy Food Access. Faye Conte from Hunger Free Vermont discussed how to create a welcoming food co-op. Ideas she presented included

- Clearly display value/mission in store
- Affordable member fee
- Welcoming signage
- In store education-e.g. How to in bulk section, What is organic
- Tours to include info on what is affordable, what are quick meals
- Staff sensitivity training
- Know your local community and partner with local organizations
- Think about financial impact of reducing margins to increase affordability
- Use Ends Statements

Healthy Access was discussed further in an afternoon session. Other ideas shared by participants included

- Community Partner of the Month decorates a bulleting board Jar at register
- The Day food columnist
- Write articles for other newsletters, e.g. Department of Health
- Kids Newsletter
- NCGA Explorers for Kids program
- AGrocer has great webinars on social media
- Posting photos of delivering from local producers
- Get out word on Coop identity/branding
- Elm City Market (New Haven) recently rolled out Basics program
- Food workshops at soup kitchen
- Check out Ithaca coop Basics program FLOUR

Lunchtime discussion on annual meetings also generated a number of suggestions:

- Raffles, food, interesting location to attract members
- Send out annual meeting newsletter and ballots a month in advance-could be done by email
- All voting for directors, in store and electronic, done by Friday at noon before annual meeting
- No business other than by laws at the annual meeting; directors announced at meeting
- Target topic for information and discussion at annual meeting
- Keep meeting to 3 hours including food

This was an excellent opportunity to network and to learn from other co-op managers and directors. I would recommend attending the next NFCA event, which will be the annual meeting early next year.

Suggested next steps from the meeting for the Fiddleheads board are:

- Include Healthy Food Access in Ends Statement discussion
- Discuss changing voting when planning next annual meeting

TO: Fiddleheads BOD and Interested Membership  
FROM: Sue Phillips and Lisa Cygan  
DATE: September 13, 2013  
RE: CCMA Annual Conference: Deep in the Heart of Co-ops  
Austin, TX - June 6-8.

### **Howdy Readers!!!**

It had been our fondest hope to fill ya'll in on the CCMA conference through a power point. Lisa was the official trip photographer, so ask her to show you the photos that we will reference here - in brackets - so you can at least imagine our impactful power point presentation.

We arrived in Austin about lunchtime on June 5th - checked into our flophouse - found lunch and went down to registration. There were no formal events that day, although we did run into Joel Kopischke and made sure to take advantage of a photo op with him to document our attendance [insert photo of Lisa, Sue and Joel here]. We also spent some time familiarizing ourselves with Austin in the 90 degree heat, including visiting the iconic statue of Willie Nelson outside the studios for Austin City Limits [insert photo of Willie Nelson statute here]. Our overall impression of Austin was that there were a lot of cowboy boots [insert photo here] and of the co-op conference was that there were a lot of guys with ZZ Top beards [insert photo here].

But we didn't just fritter away our time sightseeing! There were conference tracks for:

- Food Access/Food Justice
- Innovation/Improvement/Impact
- Facing Competition
- Leadership Development
- Wheatsville Co-op as a Case Study

- Improving Governance
- Start-Ups and New Co-ops

Between the two of us, we attended workshops on food access/food justice, board negotiations, facilitation techniques, engaging membership, effective board decision making, . . . . . We also attended two great keynote sessions - one with Mark Winne, author of Food Rebels, Guerrilla Gardeners, and Smart-Cookin' Mamas: Fighting Back in an Age of Industrial Agriculture (among other tomes) - and another with Kristin Christian, the accidental initiator of Bank Transfer Day. We would encourage everyone to check out the web sites and possibly other resources connected with both of these individuals.

In attending workshops, the ideas we would love to talk more with the GM and members of the board about are as follows:

**Food Access/Food Justice:** In addition to great things like accepting WIC and EBT cards, some co-ops have sliding scale memberships for persons with low incomes. Another concept is like a weekly buyers club for "meals for a week" that would be at or close to the amount of money a family of four living at the poverty line might have to spend for food for a week and create packages of broken down bulk foods (grains, beans, produce) with recipes that would create 5 breakfasts and 5 lunches for the family.

**Effective Decision Making:** A recommended book was the Facilitators Guide to Participatory Decision Making. Highlights of the approach in that book are to ensure:

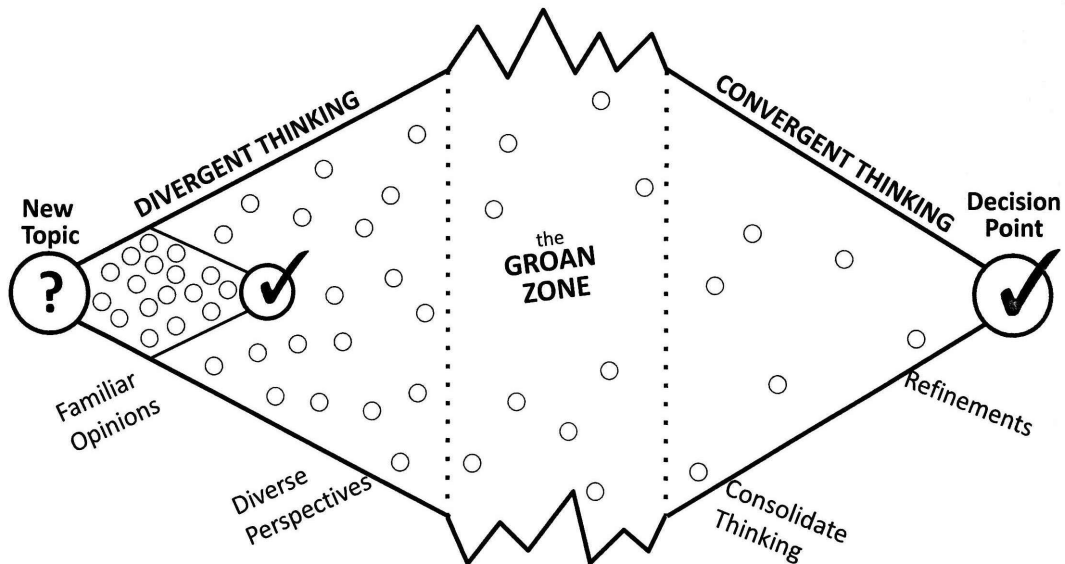
- (1) Full participation
- (2) Mutual understanding



- (3) Inclusive solutions
- (4) Shared responsibility

In incorporating these values, a useful model of the decision-making process will involve the following:

### *Diamond of Participatory Decision-Making®*



It is pretty self explanatory, but what I find helpful is understanding that being in "the groan zone" - as we currently are in terms of the decision-making surrounding the potential amendment of our incorporation status and by-laws - is to be expected and is something that we will eventually get through with everyone working together, giving

their best input, listening to other viewpoints, and believing that we will eventually get into the convergent thinking phase.

**Wheatsville Co-op - The Friendliest Store in Town:** (Lisa) Staff and board members described how they shifted the culture of the store with the intention of making it the friendliest store in town. After looking themselves up on YELP, and finding negative reviews, they decided to work hard to address problems they knew existed and actively educate themselves on how to be better managers, explore new approaches and create an environment that truly serves the community as well as the employees.

Some examples they gave of the past included: employees giving people who drove up in SUV's attitude, if a customer came in with a mullet haircut, an employee announced the millet bulk code in aisle wherever the customer was and people would walk over and laugh. Lastly, a customer came in and bought over \$1,000 worth of gift cards and asked a manager to give them out to random people as an act of generosity and the manager gave them to all the employees!!!!

That is the back story. Here are some current practices. For more details, I will have a copy of a menu of items to look up on [www.cooperativegrocer.coop](http://www.cooperativegrocer.coop).

- contests for employee displays.
- Extra staff hours to decorate/create space (pay employees for their talents).
- Open meetings to all staff
- Build trust with your leaders
- Change customer unfriendly policies
- Make it Right form (customer service)-a friendly, solid return policy.
- Detailed hiring guide
- Employee orientation
- Employee Incentives and benefits
- Corrective Action Form

- Go direct! An approach used in the store to promote cooperative communication that encourages people to go directly to a person and bring a solution with them to help resolve issue.
- Co-op book club
- Get every employee to greet customers.
- Hire for friendliness so that this culture is nurtured throughout the store.
- Have a staff survey.
- Encourage staff to read CGIN.
- Teach staff about the finances of their departments so they can measure themselves what is working and what is not. (increase financial knowledge so teams can work toward shifts.)
- Staff tour of local farms etc... when possible.

Book, video and website suggestions.

- FISH videos- [charthouse.com](http://charthouse.com)
- Zingerman's guide to customer service. ([zingtrain.com](http://zingtrain.com)).
- Book- "Greatness, conscious choice and discipline" by Collins
- Book- Malcom Globwell and Andrea Shapiro
- Staff Satisfaction Survey- [www.cdsus.coop](http://www.cdsus.coop)
- Book- Michael Jacoby Brown

As a final note to making a "friendlier store," we saw the cutest little wooden stand with free snacks for children visiting the store [insert photo here] albeit at Whole Foods, not at Wheatsville. It is an idea worth considering.

**Board Compensation:** At a workshop that was just designed to be facilitated Q&A about effective board practices, there was a really interesting discussion of board member compensation. CDS will have more info about this, but apparently Fiddleheads is in a minority in offering no compensation other than a discount. Most co-op boards provide board members with at least token (a few hundred dollars) compensation for serving on the board sometimes instead of and sometimes in addition to a discount. The biggest rationale is that this makes it easier to recruit good board members and recognizes the

times commitment being asked for. This is something that we may want to talk about more as a board at some point in the future.

### **Final notes:**

Other ideas from the Conference:

- Hold two retreats per year until board established.
- Have members volunteer in the community to get a discount at the store.
- 4% sale day- 4% of sales will be donated to an organization. These can be weekly, monthly. A different organization can be chosen monthly or stay with one.
- Fiddleheads can build a relationship enough with people so we can find a common issue to work on politically, locally etc...
- The board can engage members to be active in creating our ends.
- Give grants to local non-profits.
- Help other co-ops and people interested in starting co-op...as they can change communities.(loans?)
- Co-op engagement can be influenced by co-op values and engagement of hearts.
- Do we want people to be members to transform society through cooperation?
- Build up leadership within the volunteer team.
- Snowflake leadership encourages delegation.
- Ben Franklin would try to turn non-friends into friends by asking them to borrow a book...this was an intentional gesture.
- South Korea has a vibrant food co-op community.
- What are our local food policies?
- Schedule vision discussions.
- Board- How should we grow, why should we grow? Growth is not just for growth's sake.

## Owner Participation in Fiddleheads Board Meetings

Welcome! And thank you for attending our Fiddleheads Food Coop Board meeting.

As an owner, you have elected this Board to direct the Cooperative. We are honored that you have placed this responsibility with us. We are delighted that you have the passion and interest to come to the meeting tonight.

This Board operates under the principles of Policy Governance, which means that we have spent a lot of time defining what we do and how we do it. We set a clear point of delegation-concerning operational issues-with the General Manager. We establish guidelines and limitations for your General Manager and monitor his performance while empowering him to run the operations as he see fit within those guidelines.

We are strict with our time and our agenda as we strive to be efficient. We also try to have fun.

Below are some of our policies that apply to our meetings and Owners' participation.

- ✓ Board meetings are scheduled regularly (typically the third Tuesday of each month) and the schedule of meeting dates is communicated to the Owners in a timely manner using E Blast and postings. Meeting attendees typically gather at 6:00 PM, with the meeting beginning at 6:30pm and lasting until 8:30 or 9:00pm.
- ✓ Board meetings are attended by all Directors and Officers and by Manager-Owners and invited guests of the Board. Meetings are not open to the general public (i.e., non-Owners).

All attendees must identify themselves when meeting attendance is taken.

Attendees, other than invited guests of the Board, must be Owners in current standing.

Attendees may observe the meeting, but participation is limited to specific agenda items and at the discretion of the meeting facilitator (typically the President/board chair).

Attendees may be required to leave if the Board enters Closed Session (Executive Session) for the purpose of discussing personnel, legal, financial, real estate,

or other confidential or sensitive matters. Attendees may rejoin the meeting when Closed Session is concluded.

Attendees who are disruptive may be required to leave at the discretion of the facilitator or President/board chair.

- ✓ Owners may present issues to the Board.

Owners must submit a summary of their issue and presentation to the President at least ten days prior to the next scheduled Board meeting.

Only issues relevant to the Board are considered. Relevant issues include matters related to Owner benefits, Owner equity and capital, Committee activity, questions or issues related to bylaws, and questions about the overall operations of the Cooperative. Matters not relevant to the Board include, but are not limited to, store policies, advertising policies, product line selection, donations to community organizations or activities, or any specific issue of the retail organization that the board has delegated to the General manager.

The President reviews the issue and determines its relevance and priority when setting the agenda for the next meeting. The President communicates with the Owner regarding whether the Owner's presentation is on the agenda for the next meeting and how much time is allotted. Owner presentations are typically limited to five minutes.

The Board's by-laws inform the Board's obligation to respond or act on an Owner's request. The Board may choose to further discuss the item, table it, send it to Committee, or give no response.

- ✓ The role of the President is to ensure Board behavior is consistent with its own rules and those rules legitimately imposed upon it from outside the Cooperative.
- Meeting discussion content is limited to those issues that clearly are the Board's to decide (according to Board policy), not the General Manager's decision..
- Deliberation is timely, fair, orderly and thorough, and also efficient, limited to time and kept to the point.
- ✓ The Board will provide reasonable and timely feedback to Owner requests, complaints, and suggestions on issues related to the boards work.
- Current Owners may see quarterly summary financial statements of the Cooperative. Owners must submit a written request to the General Manager.

- Current Owners may see the Board's Policy Register. Owners must submit a written request to the Board President.
- The Board may refuse an Owner when it is in the best interest of the Cooperative
- Directors have the responsibility to fully participate in Board meetings.
- Each Director has the responsibility to come to Board meeting prepared to participate.
- Each Director has the responsibility to express their own opinions.
- Each Director has the responsibility to listen respectfully to the opinions of others and to honor divergent opinions.
- Each Director has the responsibility to accept and support group decisions.
- Each Director has the responsibility to not dominate Board meeting time nor expect the Board to deal with topics that are not appropriate for the Board.
- Each Director has the responsibility to support the Board President on Board discipline and Board accountability.

# Agenda Planning Field Guide

by Joel Kopischke and Nina Johnson

*Agendas are an important tool for planning and implementing efficient and effective Board work and they take different forms when applied to different time scopes—Monthly Agendas, Annual Planning Calendar, or even a multi-year Board Workplan. Why are agendas important?*

- Board time is limited and agendas should reflect the Board's job and priorities
- Agendas reflect forethought and the intentionality of our work
- Agendas help the board establish areas of study/focus and their desired outcomes and attend to them through thinking and discourse that is focused on organizational accomplishment (Ends)

**Monthly Agendas** are the agendas we are most familiar with. They help us have productive and efficient meetings by ensuring that higher priority and time-sensitive items are completed when needed and when board energy and attention are best. Monthly Agendas are a detailed subset of the **Annual Planning Calendar**, which addresses issues at appropriate times and balances workload over the course of year. This ensures that all of the board's work is accounted for in its governance cycle. The Annual Planning Calendar reflects the **Board Workplan**, which is a multi-year big-picture view of the Board's work. The Board Workplan addresses the desired outcome of the existence of the organization. It outlines the things the Board can do to gain the wisdom and knowledge that will help achieve that outcome, including perpetuation and growth of governance excellence and board education.

## Who should plan the agenda?

**Annual Planning Calendar** is created by the whole board, possibly at a Board retreat

**Monthly Agendas** are created by the Board chair, who may get input from the whole board (or a sub-set, such as other officers/executive committee) or the GM

**What makes a good agenda?** **Annual Planning Calendar** is drawn



from the Board Workplan, is focused on long-term goals, and reinforces:

- Work is timely
  - Monitor when data is current, e.g. financial reports closest to close of quarters
  - GM evaluation completed as soon as all data is gathered
- Workload is balanced for both GM and Board (and across directors)
- Recognize factors that will affect time and energy available
  - balance operationally busy and easier times with lighter/heavier reporting requirements (some reports take much more effort than others)
  - balance board meeting preparation time with commitments outside of meetings - annual meeting, member-owner engagement events, retreat, CCMA, trainings (e.g. [CBL101](#))
- Realize your board may not be as efficient just after you have seated new directors (and that's OK!)
- Account for shorter/fewer meetings during summer/holidays, if appropriate
- Work is planned with plenty of lead time
  - [Board perpetuation](#) (recruitment, election, orientation)
  - Annual meeting
  - Board budget and GM compensation are completed prior to or in conjunction with GM's operational budget planning

**Monthly Agenda** is drawn from the Annual Planning Calendar, is focused on annual goals, and reinforces:

- Work is intentional
  - Priorities are set
  - Appropriate time for each topic is allotted
  - Action required is clear (approve minutes, accept reports, decide on a proposal, study/discuss a topic, etc.)

### **What should be on an agenda?**

#### **Annual Planning Calendar** (see [template](#))

- Strategic Leadership
  - Member-Owner Engagement, including Annual Meeting and other events and communication
  - Study and/or Engagement – this is big picture stuff and should be part of the multi-year Board Workplan
  - Policy development

- Board Business
- Board education (orientation, retreat, CCMA, trainings - e.g. [CBL101](#))
- [Board recruitment and elections](#)
- [GM compensation](#)
- Board budget
- Accountability/Oversight
- Monitoring of organizational performance & [GM evaluation](#)
- [Evaluation of Board process](#)

### **Monthly Agenda** (see [template](#))

- Administration
- Call to order & attendance
- Check-in and Agenda review – *are we prepared to act on everything before us?*
- Decisions (discuss/modify as needed, then decide)
- Minutes of last meeting: Approve
- Monitoring Reports: Accept or Don't Accept
- Use the [Monitoring Report Decision Tree](#)
- discussion stays focused on pertinent issues
- arrive at decision to accept compliance, accept non-compliance & follow-up monitoring date, or don't accept
- Ends Monitoring typically benefits from longer discussions (see [Ends Reporting Field Guide](#))
- Required Approvals (aka Consent Agenda): Approve
- In some instances, outside entities (i.e. state law, local statute, bylaws) require that a Board formally approve something that they have properly delegated to the GM. In these cases, the GM provides the background information and the Board can "rubberstamp" these items without shirking their fiduciary responsibility or violating the legal requirements placed on them and without taking up any of their precious agenda time.
- Decisions not delegated to management
- Annual Plan Work: Study/Learn/Discuss
  - Effective Boards in typical conditions ought to spend *half* their time at the *majority* of their meetings on study and engagement, strategic thinking, and board education topics.
- Strategic Thinking and Board Development

- Discuss a relevant book that everyone has read, watch a documentary and discuss it, have an expert speaker or panel present pertinent info, etc.
  - Member-Owner Engagement topics
  - Policy creation or revision
- Boards may choose to establish committees to aid the board in its work. If a committee has gathered info to share/discuss and/or has a proposal to present, it may do so here.*
- Self-evaluation
  - [Executive Session](#)
  - Monitor Board process at every meeting
  - Having a worksheet with specific questions helps this be focused, consistent, and efficient
  - If Board policies are not monitored with formal monitoring reports, additional time may be needed to ensure adherence to policies and ongoing governance excellence
  - Adjourn
  - Non-meeting stuff (after meeting, during breaks or during pre-meeting dinner)
    - Incidental info from GM
    - Build teamwork/socialize with other directors

### **What should *not* be on a Monthly Agenda?**

- Anything that is not the Board's job.
- Incidental, background reports often provide seductive interesting details that ultimately have nothing to do with the Board's governance of the organization. These can be sent out as "FYI reports" from the GM or discussed casually during social time outside the meeting.
- Similarly, review of delegated management decisions and actions are most likely meaningless and reactionary. Effective Boards honor the point of delegation and are proactive in their own work.
- Most "approvals" (such as budget approval) muddy lines of delegation, ownership and accountability and hinder the organization's ability to be agile. Remember, if the Board approves something, they now own it. The Board approves minutes but these are already owned by the Board.

- Anything the Board is not adequately prepared to act on
- All background information for agenda items should be distributed in a meeting packet with sufficient time for all directors to review the item, and be prepared to act or ask any needed questions.
- Check in with the Board at the beginning of the meeting and review the current agenda. If the majority of the Board is not prepared for an item, the item is tabled. Directors abstain from items for which they are unprepared. Efficient and effective Boards are prepared and do not spend meeting time reading reports.
- Most or all reports should be delivered in writing with the packet, rather than presented orally. Board time can be spent answering questions and clarifying after directors have had time to digest the information. Oral reports tend to be longer and less focused; written reports will typically be more concise and can refer to additional sources for those wanting to dig deeper, without requiring that the entire Board explore details that may not concern them.
- Ideas that occur to directors "in the moment" may be brilliant, but unless they concern issues with immediacy consistent with things that are literally on fire, they should be put in "the parking lot" and considered for future meetings.

#### **Questions for discussion:**

- What is our long-term multi-year vision (Board Workplan) to guide our work?
- How does our annual planning calendar connect to our Board Workplan?
- When do we update our annual planning calendar? How and when do we check that we are on-track?
- How much forethought do we put into our work?
- How do our agendas and annual calendars differ from the advice in this field guide?
- We are not suggesting this is a perfect and complete guide for every Board, but places of deviation might be good starting points for discussion about how you plan your work. *Please let us know if you've got some ideas for improving this guide!*

#### **Resources:**

[Board Monthly Agenda template from CBLD Library](#)

[Board Annual Planning Calendar template from CBLD Library](#)  
[Monitoring Report Decision Tree from CBLD Library](#)  
[Board Acting on Ends Reports from CBLD Library](#)  
[A Recipe for Good Board Meetings](#) Michael Healy. *Cooperative Grocer*. #146, January – February 2010  
Carver, John. *Boards That Make A Difference*. Jossey-Bass; (various editions): Chapter 9 Making Meetings Work.

**Policy Governance® is the registered service mark of John Carver.**

The authoritative website for the Policy Governance model can be found at [www.CarverGovernance.com](http://www.CarverGovernance.com)

# Monthly Work Flow

Approved June 18, 2013

- Meeting
  - Recording secretary takes minutes and prepares draft minutes within 1 week of board meeting
- 7 days after meeting
  - Draft minutes distributed to GM & president and copied to all board members
  - GM & president have 7 days to review minutes & send any comments to secretary
- 14 days after meeting
  - GM & president input on minutes complete
  - Directors (and owners) may submit agenda topics up to 14 days prior to monthly meeting\*
- 12 days before meeting
  - GM & president meet & discuss agenda, et al.
  - President sets agenda (\*submitting a topic does not guarantee it will be on the agenda)
- 10 days before meeting
  - Meeting Notice sent by President (per Bylaws)
  - Draft agenda distributed
  - Short window to make adjustments to the agenda if needed
  - Any information for the board to consider delivered to the president at least 1 week prior to the next meeting so that it can be included on the board packet
- 7 days before meeting
  - All packet material sent to president
  - President compiles and distributes packet of material
- 5 days before meeting
  - Packet distributed
  - Directors have 5 days to read all packet material prepare for board meeting
  - President meets with facilitator to go over meeting agenda
- Meeting
  - Near the beginning of the meeting there is an agenda review to answer any questions or make any last-minute necessary changes
  - For each agenda item, directors are asked if they read the related documentation and are prepared for the topic; if directors are not prepared, the board decides whether to table the item or proceed, and if proceeding, whether unprepared directors should abstain from voting on any decision
  - At the end of the meeting, directors review the preliminary draft agenda of the next month's meeting, evaluate the meeting process, and determine any action items due in the interim before the next meeting

**FIDDLEHEADS**  
**BOARD OF DIRECTORS MEETING**  
 November 19, 2013  
 6:30-8:30 PM  
 105 Huntington Street, New London

<b>Time</b>	<b>Topic</b>	<b>Board Action/ Outcome</b>	<b>Leader</b>
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 needed adjustments	President
6:40—6:50	<b>Member Comments</b>		President
6:50-7:00	<b>Minutes</b> October, 2013 (board packet)	Motion to accept	President
7:00-7:20	<b>Presentation</b>		
7:20-7:30	<b>Consent Items-Any item can be removed for discussion at the request of a board member</b> <ul style="list-style-type: none"> <li>• GM Update Report (board packet)</li> <li>• GM Monitoring Report (board packet)</li> <li>•</li> </ul>	Motion to Accept	President
7:30-7:45	<b>Action Items</b> <ul style="list-style-type: none"> <li>• Items removed from the consent agenda</li> </ul>	Motion to accept	
7:45-8:15	<b>Board Discussion-These items are for discussion; no action at this meeting</b> <ul style="list-style-type: none"> <li>•</li> </ul>	Take action at next meeting when needed	
8:15-8:30	<b>Closings</b> <ul style="list-style-type: none"> <li>• Agenda preview (Board Packet)</li> <li>• Debrief/ Evaluate Meeting</li>   <li>• Review Decisions, Tasks, Assignments</li> <li>• Adjourn Meeting</li> </ul>	Review Evaluate preamble, meeting process	President  President  Recorder
	<b>Goodbye, Good Job!</b>		

**BOARD PACKET:**

- 10) Draft October Minutes
- 11) GM Update Report
- 12) General Manager Monitoring Report