

# **FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

## **I. CALL TO ORDER**

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:32 p.m. on Thursday September 16, 2014 at 105 Huntington Street, New London, CT.

## **II. ATTENDANCE**

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

Susan Zimmerman, President  
Mark Roberts, Vice President (arrived 6:39 p.m.)  
Sue Phillips, Secretary  
Ellen Clinesmith  
Carolyn Wilson  
Ed DeMuzzio  
Mona Harmon-Bowman  
Bonnie Tompkins  
Suzanne Cattanach (arrived 6:36 p.m.)

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

Sheila Herbert, Acting Co-Manager  
Kristin DeMuzzio, Acting Co-Manager

## **III. AGENDA REVIEW**

**Summary:** No changes

## **IV. MEMBER COMMENTS**

No members present. Co-Managers submitted an org chart and a brief written update. This will be circulated to Board Members via email.

## **V. MINUTES OF PRIOR MEETINGS**

### **A. Minutes of August 19<sup>th</sup>**

See Mona edits

## **FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

MOTION to accept with edits: Ellen Clinesmith

SECOND: Mona Harmon-Bowman

All in favor

### **B. Minutes of September 2<sup>nd</sup>**

Fix spelling of Tompkins.

MOTION to accept with edits: Ellen Clinesmith

SECOND: Mona Harmon-Bowman

All in favor

### **C. Minutes of September 4/6 (continued meeting over 2 dates)**

MOTION to accept: Suzanne Cattanach

SECOND: Carolyn Wilson

All in Favor

Mark Roberts arrives and is not included in above votes.

## **VI. BOARD DISCUSSION**

### **A. REVIEW OF STAFF MEETING OF SEPTEMBER 9, 2014**

Ellen Clinesmith summarized what was discussed in meeting following announcement that GM was on paid administrative leave; notes are in Board packet. Feeling from being there is that staff development is needed, particularly in light of groups of long-time/returning staff and very new staff.

Acting Co-Managers used this as springboard to discussion of their recent request that Board representatives come to a staff meeting to explain policy governance and board role vs. management role vs. staff roles. They are having a staff meeting next week and would like to have a staff only discussion next week, have agenda set by staff and involve staff in leading meeting. They have a plan to do this next Tuesday. This is consistent with observation that staff needs to be strengthened and supported to share their thoughts and feelings and commitment to co-op and a sense that this is best done by empowering staff right now, not by bringing in board or outside consultants.

Co-Managers are also thinking about team building exercises and possibly holding staff retreats.

Bottom line, BOD members should NOT attend next week's staff meeting.

## **FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

It was also suggested to Acting Co-Managers that a Board Task Force is developing a plan for member communication about ends and policy governance and staff should be cautioned that they do not need to reinvent the wheel, staff or Acting Co-Managers could coordinate with this task force rather than doing research and trying to do this part themselves.

Quick discussion of the fact that staff is speculating about why GM may be on paid administrative leave. This is not the focus of the staff development process that is being undertaken. There was additional discussion of whether Acting Co-Managers are in an uncomfortable position with fielding staff questions. It was clarified that recently approved minutes will be posted on website and Acting Co-Managers are aware of what action was taken, and nothing more. No additional information is available at this time.

Brief discussion took place regarding CDS proposal for staff survey and organizational review, which is later on agenda. It reflects what services/supports CDS can offer us immediately. It was decided to take the proposal next on the agenda.

No Board action.

### **B. Proposal for Employee Survey and Organizational Structure Assessment**

Co-Managers feel that it would be premature to bring in “outsiders” to conduct a survey and try to assess staff satisfaction and organizational structure, they would like staff to be supported in their own internal process of reflection and suggesting areas for improvement and development, which may at some point involve recruiting outside support. Right now Acting Co-Managers will work with staff and see what can be accomplished through an internal strengthening process.

Acting Co-Managers also feel that a CDS review of new draft employee handbook is not yet indicated. A member-owner organizational consultant is currently working on handbook revisions and will be making it consistent with her knowledge and expertise, her substantive input was not sought with first version. Acting Co-Managers are planning to review her proposed revisions before it is issued and will determine if any need for external review at that time. There will also be an attempt to involve staff in the development of any sections that do not need to be amended immediately.

At the next Board meeting Acting Co-Managers will give us a time line for handbook development.

Board also informed Acting Co-Managers that CDS could, as an alternative, be involved in facilitating a staff retreat. This would require several months lead time to get fit into CDS schedule.

## **FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

No Board action.

### **C. Board Process around Member-Owner/Staff Communications**

It was discussed that we already have policy and that member owner and staff concerns brought to board members should be referred to Board President.

President will decide if it is relevant and how high a priority. If received 10 days or more before a meeting it could conceivably go onto the meeting agenda.

If President does not think it is appropriate for board to address such communication as a whole, she will communicate that to member or staff. It may be appropriate, in many cases, to refer matter to GM if operational issue. Board President will notify board of what she did with any such communications at the next available opportunity (typically a Board meeting). If member or staff had approached a specific board member, that board member will be cc:ed on response of President to that member.

In case of a staff member issue that related to management, it should be referred to GM and/or grievance process unless extraordinary circumstances render it appropriate for Board to receive it directly. The existence of extraordinary circumstances will need to be determined by the President.

### **D. Electronic Communications**

The existing policy for electronic communication among Board Members was included in Board Packet. It is not dated, but pre-dates current President's presidency. It was about 3 years ago.

It was noted that board communications are potentially discoverable in a litigation situation.

The Communication Basics section of policy was read and was noted to be vague at times. President also sees things that she would like to clarify based on recent experience.

President will propose revisions to put on a future agenda. All Board Members should email her any thoughts or comments.

## **FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

### **VII. ACTION ITEMS**

#### **A. Appoint two Member-Owners to the Hearing Review Panel**

As part of overall staff morale issue, it was noted that Amelia is going to be employee elected representative on grievance panel. Co-Managers will designate their staff appointee soon. It is not clear if this designee will be male or female, but Board consensus is that for the initial four-member panel, gender equity should be sought.

J.D. Edwards is amendable to being one of the Board representatives. His experience is with a fire department as both union representative and acting, at times, as management in handling grievances as well. He is experienced in both grievances and mediation. He does shop at co-op and had decided to become a member BEFORE he was recruited and will follow up within next two weeks.

Two other possible appointees are not available.

All Board Members will follow up with possible appointees, and from those available Board will make decision at next meeting.

It was decided to have Acting Co-Managers notify Board of their employee appointee prior to next Board meeting so that Board can seek to achieve gender equity with its appointees.

Appointment tabled until next meeting.

#### **B. Staff Presentation**

See above discussion of staff meeting. Proposal for Board Member attendance has been withdrawn so there is no need to discuss at this time.

### **VIII. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER**

Motion to go into executive session at 8:05 p.m.

Motion: Mona Harmon-Bowman

Second: Mark Roberts

All in favor

Executive session was exited at 9:00 p.m. No notes were taken and no voting occurred.

**FIDDLEHEADS BOARD OF DIRECTORS**

Board Meeting of September 16, 2014 [Approved September 30, 2014]

**A. Personnel Matters**

**Motion to send Liz Foster and Tina Shifflett letters** similar to the letter that is being sent to Martina Bottinelli (see minutes of September 4, 2014 Special Meeting) regarding availability of grievance panel to address concerns raised in recent correspondence.

Motion: Bonnie Tompkins  
Second: Carolyn Wilson  
All in favor

**IX. CLOSINGS**

October 7<sup>th</sup> meeting = Executive session for personnel matters, routine matters will be handled, and those determined by President. Also need to receive Acting Co-Manager appointee to grievance panel and their proposed time-line for employee hand-book revision process.

October 21<sup>st</sup> meeting, to be moved to October 28<sup>th</sup> = Feasibility Study pertaining to possibility of expansion will be discussed, routine matters will be handled, and those determined by President.

**Motion to move Regular October Meeting from 21<sup>st</sup> to 28<sup>th</sup>**

Motion: Mark Roberts  
Second: Ellen Clinesmith  
All in favor

**X. ADJOURNMENT**

**Motion to adjourn at 9:03 p.m.**

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

\* \* \* \* \*

Draft minutes prepared by Sue Phillips on 9/18/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on 9/18/2014.

Minutes approved by vote of the Board on September 30, 2014 and put into final form by Sue Phillips on October 6, 2014.