

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Approved September 16, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:38 p.m. on September 2, 2014 at 105 Huntington Street, New London, CT.

II. ATTENDANCE

The following Board members were present:

Susan Zimmerman, President
Mark Roberts, Vice President
Sue Phillips, Secretary
Ellen Clinesmith
Carolyn Wilson
Ed DeMuzzio
Mona Harmon-Bowman
Bonnie Tompkins
Suzanne Cattanach (arrived at 6:46)

The following additional persons were present:

Alyssa Skaves, Recording Secretary
Richard Virgin, General Manager

III. AGENDA REVIEW

Summary: No changes to the agenda proposed.

IV. MEMBER COMMENTS

No members were present.

V. BOARD DISCUSSION

A. Review of Existing Committees

- 1. Board Budget Committee:** The Board Budget Committee was formed June 2012, before Policy Governance had been established. It has not met, does not have a charter, and has never made a report to board. Since the adoption of Policy Governance, responsibility for the co-op budget has been delegated to the GM.

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Approved September 16, 2014]

Motion to dissolve Board Budget Committee.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor: 7

Opposed: 1

Abstaining: Suzanne Cattnach as she only arrived at the end of the discussion.

- 2. Bylaws Task Force:** This committee was created with specific members, had a charter, reported on its work, and its work was completed in that amended Bylaws have been approved by the membership at the annual meeting. There is no current reason for this committee to continue to exist.

Motion to dissolve Bylaws Task Force.

Motion: Ellen Clinesmith

Second: Mark Roberts

All in favor: 9

- 3. Board Governance Committee:** The Board Governance Committee's purpose is to aid with the development and education of the Board. Mark Roberts, as Vice President, chairs this committee and there are both Board members and Member-Owners sitting on the committee. There is a charter but the committee hasn't been active over the past year. In the future, meeting minutes will be taken and made available to Board members for reference on the Board page of the website under the committee section. If the Committee has something to report, their report will be included on the Board agenda. No other action need be taken at this time.
- 4. Annual Meeting Committee:** In the past this Committee has completed its work and disbanded, but it is currently scheduled to meet to start discussing the 2015 annual meeting and feels it would be useful to meet throughout the year.

Because the Annual Meeting is a Board responsibility, the Annual Meeting Committee has been a Board Committee consisting of Board members, staff, and Member-Owners, although the GM has been a member of the committee and execution of the committee's plans has typically been delegated to the GM as it is an opportunity to do outreach to members, solicit involvement, and otherwise summarize annual status of Fiddleheads.

Ellen Clinesmith, who is currently on the Annual Meeting committee will touch base with participants and the committee will draft a standing committee charter and list participants to be approved by the Board.

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Approved September 16, 2014]

5. **GM Compensation and Evaluation Committee:** This committee is created on a yearly basis to evaluate and compensate the GM. When the work of the committee is completed, it disbands. Membership of the committee changes each year with the exception of the Board President. In 2013, the motion to create the Compensation and Evaluation Committee was made on April 16, 2013. In 2014 this occurred on March 18, 2014. In both years, the committee was considered disbanded in August.

There was discussion as to whether this should be a standing committee or continue to be formed as needed. Policy Governance generally call for specific and time-limited committees, however, this is a function that will need to be performed each year.

This issue was tabled for further discussion.

6. **GM Monitoring Development Task Force:** The work of this Task Force has been completed as the GM Monitoring Report system has been established for approximately one year.

Motion to dissolve the GM Monitoring Development Task Force.

Motion: Mona Harmon-Bowman.

Second: Bonnie Thompkins.

All in favor

7. **Board Elections Task Force:** This Task Force was created as a onetime committee. In the past, the board elections at the annual meeting would be handled by the governance committee, which was not appropriate this year as the chair of that committee was up for reelection. The election took place at this year's annual meeting. In future years, either the governance or annual meeting committee will perform this function.

Motion to discontinue Board Elections Task Force.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor

8. Committees vs. Task Forces

There is an ongoing Board Discussion involving the difference between a Task Force and a Committee. This encompasses whether the Board should have standing committees or if committees should be subject to specific time frames

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 2, 2014 [Approved September 16, 2014]

and disbanded when work is completed. Opinions were shared on both sides and resources cited. The Board decided to table this issue, and revisit the discussion in a month, giving all Board members an opportunity to access resources and reflect. An article that was referenced on the agenda will be included in the board packet when the discussion on the agenda next.

B. Board Improvement Ideas

Summary: The Board revisited Board improvement ideas brainstormed during their retreat. Discussion revealed agreement that Board members need to be aware of their commitment to the Board and what that entails. To help Board members preparation before meetings and to help keep discussion during meetings focused, Board members have been asked to identify the relevant policies to each agenda item using the Policy Manual. This is to ensure that the policies and source documents are informing discussion. This will also help limit items on the agenda that are not directly related to policies.

This topic, and individual items on the ideas list in Board Packet, will be revisited at future meetings.

C. Cooperative Ends Policy and Member Communication

Summary: This has been an on-going concern – that members (and staff) do not clearly understand the Board role vs. GM and staff role, and what values the co-op has set forth as guiding GM and staff roles

An Ends Communication Task Force was proposed to enable small group discussion and brainstorming sessions to bring ideas back to the Board concerning how to educate Owner-Members about Ends. Ideally, such a task force would include Board Members and Owner-Members. Carolyn Wilson and Bonnie Thompkins volunteered to be a “working group” to look into member interest and developing a charter for Board approval.

FIDDLEHEADS BOARD OF DIRECTORS
Special Meeting of September 2, 2014 [Approved September 16, 2014]

VI. CLOSINGS

A. Follow up needed:

Ellen will be soliciting input from members of this year's annual meeting committee and preparing a charter for an annual meeting committee.

Carolyn and Bonnie will be looking into chartering a task force to look into educating membership about ends policies.

All Board members will access suggested resources in order to further discuss and vote on whether to appoint a standing GM evaluation and compensation committee as well as on whether to have a global policy on when to use standing committee vs. task force.

B. Agenda Preview for September 16, 2014 Agenda

September 16, 2014:

- GM Monitoring Reports
 - Board Communications
 - Board Support
 - Ends (resubmission of final version for approval)
 - Financial Condition B1 (resubmission for final approval)
- Board Monitoring Report
 - C3 Agenda Planning
- Helene's Data Collection Presentation (if time allows)
- Auditor Selection
- Personnel Matters (executive session)
- Real Estate Matters (Feasibility Study – Executive Session)

The chronology of items on the agenda was discussed in order to cover most important issues at the top of the meeting. Any action items or consent agenda items that require discussion will be moved to the end. Executive session will be moved to after consent items.

VI. ADJOURNMENT

Motion to adjourn at 8:30

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

FIDDLEHEADS BOARD OF DIRECTORS
Special Meeting of September 2, 2014 [Approved September 16, 2014]

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Draft minutes prepared by Alyssa Skaves on 9/4/2014.

Draft minutes reviewed and prepared for submission to Board by Sue Phillips on 9/6/2014.

Minutes approved by vote of the Board on and put into final form by Sue Phillips on 9/18/2014.