

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of September 30, 2014 [Approved November 5, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 6:04 p.m. on Tuesday September 30, 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 (arrive 6:31 p.m.)
Carolyn Wilson
Ed DeMuzzio
Mona Harmon-Bowman
Bonnie Tompkins
Suzanne Cattanach (arrived 6:06 p.m.)

The following additional persons were present:

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

III. AGENDA REVIEW

Summary: Anticipate that Board Discussion on communication between board and acting co-managers will be part of discussion of their responsibilities, so we are combining those under Board Discussion.

IV. MEMBER COMMENTS

No members present.

V. MINUTES OF PRIOR MEETINGS

A. Minutes of September 16th

No edits.

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of September 30, 2014 [Approved November 5, 2014]

MOTION to accept: Mark Roberts

SECOND: Suzanne Cattanch

All in favor

VI. PRESIDENT'S REPORT

Written report is in Board Packet.

Further clarity was provided as to “personnel issue.” Acting Co-Managers and member-owner HR consultant had approached President with a personnel issue. President consulted with a co-op employment lawyer who was suggested by one of the Acting Co-Managers. Attorney was viewed as an appropriate resource for management and President did not “engage” attorney but facilitated Acting Co-Managers in entering into retainer agreement in order to begin addressing situation as an operational issue. In the future acting co-managers will seek appropriate external guidance in such matters without involving board.

VII. MANAGERS REPORT

Overview: This was an oral report.

First, mentioned that there will be a food stroll on October 15th and co-op will be remaining open with specials.

Second, construction of the cooler using Coolbot technology will begin shortly. A 2-door cooler unit has been purchased for use in the front of the store for Grab ‘n Go.

Third, almost up to full staffing.

Fourth, this weekend is co-op fair – starts at 10:00 a.m. on Saturday, will have representatives of various local/SE CT co-ops.

Fifth, soup service will start later this week. Mange Tout will be providing daily hot soup for purchase in the café area, 7 days a week.

Project Plan for Operationalizing Grievance Review Board:

Document included in Board Packet.

Kelleen Giffin is member-owner HR consultant. She is providing templates that are being reviewed by Acting Co-Managers. They find her very helpful.

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of September 30, 2014 [Approved November 5, 2014]

They have developed a uniform grievance form, and this will be distributed to complainant(s) who will then return to officially pursue grievance.

Workplace Incident of 9/12/14:

Has been handled as was presented in President's written report and a one-page summary distributed by Acting C-Managers. Acting Co-Managers feel that they have obtained useful information and addressed the situation appropriately, but are ensuring that all staff members feel comfortable as well, as this incident involved potential threat of violence by a non-employee.

Organizational Status:

Brief presentation of changing model of staff meetings, particularly efforts to directly engage and work with staff in planning and running meetings. Goal will be full transparency and full investment, involvement and engagement in meetings by all staff. Acting Co-Managers feel like staff development is one of the most important organizational goal right now.

Acting Co-GMs are also interested in working with CDS to conduct a staff survey which would involved both paper surveys and interviews with various staff. Goal would be to obtain information to further help strengthen staff relationships and mutual trust between management and staff.

VIII. BOARD DISCUSSION

A. Acting Co-Manager Responsibilities and Communication Between Board and Acting Co-Managers

Co-op has been in "fire fighting mode" operationally, with Acting Co-Managers primarily responding to immediate situations with some consultation with Board President. We need to determine, in the absence of a lot of information, whether and how to try to change this by either attempting to build capacity in Acting Co-Managers to start functioning more like we might if there was still a full-time on-site trained General Manager or by hiring outside interim manager.

One focus needs to be on how we can receive updates from Acting Co-Managers in the absence of familiarity with current monitoring report status.

Another focus needs to be what support Acting Co-Managers need to be able to function in this role effectively.

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of September 30, 2014 [Approved November 5, 2014]

Both Acting Co-Managers are eager to learn as much as they can during this period of interim management. They are open to taking on task of learning the GM monitoring system and attempting to submit reports. They also are eager to implement new ideas if Board will support them in doing so.

There was a suggestion that we look at upcoming GM monitoring reports and see which ones are most important. Treasurer is willing to work with Acting Co-GMs and Bookkeeper to work on quarterly financials for November.

For October Board would be willing to forego a report on Planning and Budgeting and would like a report on Staff. President will make sure the Acting Co-GMs have both reports from prior year and models from CBLD library.

For November Treasurer will assist Acting Co-GMs to prepare monitoring reports on both Planning and Budgeting and Quarterly financials.

In general, Acting Co-GMs already have our policy manual and will be provided with a full set of past monitoring reports and instructed in how to access CBLD library.

Acting Co-GMs do feel (as mentioned in Managers' Report) that they have adequate external resources right now to perform duties expected of them and that they are comfortable using Board and Board Members as resource for input as they make operational decisions independently.

Finally, Acting Co-GMs feel that they are clear on full GM responsibilities and believe that they are able to execute with the understanding that they have been put into position unexpectedly and will have a steep learning curve.

B. Review Code of Conduct

This is being tabled to end of meeting or a future meeting as time permits.

IX. ACTION ITEMS

A. Appoint Member-Owners to the Hearing Panel

Motion to appoint JD Edwards to grievance panel.

Motion: Ellen

Second: Mark

All in favor

FIDDLEHEADS BOARD OF DIRECTORS

Board Meeting of September 30, 2014 [Approved November 5, 2014]

Appointment of second member will be deferred to an email decision after we learn availability of one or both additional candidates. We will appoint first person who indicates willingness and the other will be appointed as an alternate. Candidates are Arthur Lerner and George Dowker.

B. Approve Revised Electronic Communications Guidelines

This is being tabled to end of meeting or a future meeting as time permits.

C. Approve October 14th (13th) Meeting Date

Motion to have a meeting on Monday October 13th at 6:00 p.m. at 105 Huntington.

Motion: Mark Roberts

Second: Ed DeMuzzio

All in favor

Goal is for this to be a short meeting. Agenda TBD.

X. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 7:29 p.m.

Motion: Mona Harmon-Bowman

Second: Mark Roberts

All in favor

Executive session was exited at 8:29 p.m. No notes were taken and no voting occurred.

XI. CONSENT AGENDA

No action was taken on the consent agenda at this meeting.

XII. ADJOURNMENT

Prior to adjournment Bonnie Tompkins announced the difficult decision to resign from Board.

Motion to adjourn at 8:37 p.m.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor.

FIDDLEHEADS BOARD OF DIRECTORS
Board Meeting of September 30, 2014 [Approved November 5, 2014]

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Draft minutes prepared by Sue Phillips on September 30, 2014.

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

Minutes approved by vote of the Board on November 5, 2014 and put into final form by Sue Phillips on November 11, 2014.