

FIDDLEHEADS BOARD OF DIRECTORS

Special Meeting of September 4, 2014 [Approved September 16, 2014]

I. CALL TO ORDER

Susan Zimmerman called to order a special meeting of the Fiddleheads Board of Directors at 5:40 p.m. on Thursday September 4, 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 (arrived 5:46)
Mona Harmon-Bowman
Bonnie Thompkins
Suzanne Cattanach

The following additional persons were present:

None

III. AGENDA REVIEW

Summary: This was called as a special meeting solely for the purpose of discussion an emergent personnel matters in executive session.

Motion: TO WAIVE 10 DAY NOTICE OF A MEETING OF THE BOARD OF DIRECTORS.

Motion: Mark Roberts
Second: Bonnie Tompkins
All in favor

IV. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 5:42 p.m.
Motion: Mark Roberts
Second: Ellen Clinesmith
All in favor

Executive session was exited at 7:13 p.m. No notes were taken and no voting occurred.

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V. BOARD ACTION

A. Paid Administrative Leave

MOTION: To place GM on paid administrative leave, to be effected immediately by President and Vice president, accompanied by legal counsel, meeting with GM to provide him with copy of a letter to this effect.

Motion: Mark Roberts

Second: Bonnie Tompkins

All in favor.

B. **MOTION: To initiate an investigation through counsel designated by insurance company or the local law firm of Suisman Shapiro, which has quoted a rate of \$200 per hour.**

Motion: Sue Phillips

Second: Mark Roberts

All in favor

C. **MOTION: To inform current assistant managers:**

a. GM on paid administrative leave.

b. Cannot share further information at this time.

c. Assistant Managers jointly in charge and will be Board's point of contact until further notice.

Motion: Mona Harmon-Bowman

Second: Ellen Clinesmith

All in favor

VI. **SUSPENSION and RECONVENING OF MEETING**

It was agreed at 7:20 p.m. to suspend proceedings of this meeting until 10:00 a.m. on Saturday September 6th to continue discussion of emergent personnel matters.

Board reconvened at 10:08 a.m. on Saturday Septemberr 6th.

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VII. EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTER

Motion to go into executive session at 10:20 a.m.

Motion: Mark Roberts

Second: Ellen Clinesmith

All in favor

Executive session was exited at 1:18 p.m. No notes were taken and voting occurred. Ed DeMuzzio had departed meeting at approximately 12:45.

VIII. BOARD ACTION

A. Motion to authorize Sue Phillips and Susan Zimmerman to send letters to two employees who have submitted signed written complaints to the Board attaching the “Appeals Procedure” outlined at pages 51-53 of the current Fiddleheads Employee Handbook and:

- A. indicating that their grievances are most appropriately handled at Stage 2 of the procedure by submission to a Hearing Review Panel;
- B. asking that if they would like to submit grievances to that panel to so indicate with 7 days and information will be provided about how to do so;
- C. if they choose to submit grievance to Hearing Review Panel they will be considered timely filed.

Motion: Mark Roberts

Second: Suzanne Cattanach

All in favor

B. Motion to authorize Board President to continue working with working member/HR consultant Kelleen Giffen to create a streamlined proposal for a “Current State Assessment” of Fiddleheads management, governance and operations to be jointly commissioned by Management and the Board of Directors, employing an outside facilitator to set goals and create a cooperative and collaborate process for data collection and development of recommendations.

Motion: Mona Harmon-Bowman

Second: Carolyn Wilson

All in favor

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- D. **Motion to pay legal fees to Liberty Law Firm** at rate of \$200 an hour for work performed in relation to personnel matters, up to \$1200.

Motion: Ellen Clinesmith
Second: Carolyn Wilson
All in favor

VI. ADJOURNMENT

Motion to adjourn at 1:21 p.m.

Motion: Sue Phillips
Second: Mark Roberts
All in favor.

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Draft minutes prepared by Sue Phillips on September 6, 2014.

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

Minutes approved by vote of the Board on and put into final form by Sue Phillips on September 16, 2014.