

Fiddleheads – Board of Directors

Meeting Minutes

July 31, 2012

I. Call to order

Susan Zimmerman called to order the special meeting of the Fiddleheads Board of Directors at 6:05PM on June 5, 2012 located at 190 Broad Street, New London, CT.

II. Roll call

The following persons were present:

Susan Zimmerman
Mark Roberts
Ed DeMuzzio
Ellen Clinesmith
Donna Laughlin
Lee Boltz
Mona Harmon-Bowman
Sue Phillips
Lisa Cygan
Carolyn Wilson
Suzanne Cattanach

The following was absent:

Jamie Lee

Members: Richard Virgin, GM

1. The President read section 5.1 and 5.2 of the by-laws

III. Floor Refinishing Project

1. There was a consensus that the GM would make a proposal regarding refinishing the floor.
 - 1) Proposal 1: A company would come in and grind the floor and install vinyl tile. The store would remain open and the tile would be installed a section at a time when the store was closed. The cost was quoted at \$16-17,000. The tile would need to be maintained for as long as the tile lasted.
 - 2) Proposal 2: The Company would come in and grind the entire floor and we would apply 3 coats of epoxy. Each coat requires 24 hours to dry. We would remove all the product and equipment and return it after the final coat was dry. We will determine the color but the Health Department requires a light color. The GM provided a schedule attached to these minutes that

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proposes we close the store from 8/18/2012 until 8/26/2012. The cost was \$15,233 but that did not include the estimated gross profits that would be lost during the closing.

Sue Phillips motioned and Lisa Cygan seconded to authorize the GM to move forward with option 2 and to close the store as presented in his proposal. This also includes finishing the ceiling project too. The total approved expenditure would be \$16,000. The motion was approved with one dissenting vote.

Sue Philips made a motion to establish an ad-hoc committee to determine the color of the floor. The committee would be comprised of the GM, Donna, and 2 other people. Mona seconded the motion. The motion was approved with one dissenting vote.

IV. Policy Governance

Sue Phillips read a definition of policy governance and a vigorous discussion ensued.

On October 13th we will have a retreat from 9AM -5PM. Mark R. proposed we fly in a consultant to work with us on policy governance. It was suggested that it be held at Enders Island.

Mark made a motion that we hold a short meeting on August 18th from 9AM to 1PM to continue discussing policy governance. The meeting would be held at Tse Tse Gallery. Lisa seconded the motion and it was unanimously approved.

The meeting was adjourned at 9:30.