

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of April 18, 2017**  
**105 Huntington Street, New London**  
(Approved by the Board on May 16, 2017)

**I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS**

**A. Call to Order**

Susan Phillips called to order a monthly meeting of the Fiddleheads Board of Directors at 6:30 p.m. on Tuesday, April 18, 2017 at 105 Huntington Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Susan Phillips, President  
Helene Bardinnet, Vice-President  
Danny Spurr, Secretary  
Susan Zimmerman, Treasurer  
Ellen Clinesmith  
Kelleen Giffin  
Carolyn Wilson  
Paul Reid  
Rachel Black

**The following additional persons were present:**

Lexa Juhre, General Manager (exited at 8:37 p.m.)  
Elisa Giommi, Board Administrator (exited at 8:35 p.m. for executive session)  
Ed DeMuzzio, owner (exited at 8:35 p.m. for executive session)

**C. Check-In**

Ellen Clinesmith was tired from her trip to Italy.

Former Board member, Mona Harmon-Bowman, has been looking at data related to nonprofit property tax exemptions.

**D. Agenda Review**

A Financial Review item was added to the Discussion/Action Item section. The Nominations Committee Item listed as "Officer Role Document" was corrected to "Director Role Document". The Visioning discussion was moved to the end of the agenda.

**II. COMMITTEE/TASK FORCE (6:35-7:22)**

**A. Annual Meeting Committee (6:35-6:42)**

There will be an owner activity during the meeting where owners will receive 2 dummy "Fiddlebucks" that they may give to four categories to show which areas they would like Fiddleheads to prioritize: Food Justice, Prepared Foods, Education and Outreach, and Nest Egg. It was requested that the results of this activity be shared with owners.

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**B. Nominations Committee (6:42-7:22)**

There are currently 5 candidates and their candidate info will be sent to Rae Hutchins and cc'd to Lexa Juhre this weekend for communication to members. The Committee may check in with Rae this week to finalize candidate profiles.

**1. Code of Conduct**

It was decided that the Code of Conduct would be further revised to show that it was amended on March 21, 2017 and to include printed name, signed name, and date fields at the bottom. All Directors will sign the Code of Conduct in June. Next year's Board Calendar will reflect the the Code of Conduct will be signed in June.

**2. Proposed Director Role Document**

The proposal was described as a way to further explain and operationalize existing policy relating to board member expectations and not to change or supersede written policy.

There was a discussion of the document and listed duties and assignments. It was decided that the document should be further revised. The document will be available on the Google Drive for Directors to comment on and suggest changes.

**3. Proposed Board Buddy Guidelines**

The guidelines were well received. It was suggested that the 3-6 month timeline for support from a board buddy be changed to one year.

**4. Proposed Performance Improvement Plan**

After much discussion it was suggested that this be rolled into the Director's Role document discussed above.

It was decided that all documents be revised for approval at the next meeting.

**III. MINUTES OF MARCH 21, 2017 (7:22-7:24)**

**Motion to approve the Board minutes of March 21, 2017 as amended:**

Motion: Ellen Clinesmith

Second: Helene Bardinet

All in favor with Paul and Rachel abstaining

**IV. CONSENT AGENDA (7:24-7:25)**

**A. Member Equity Refund Request**

**Motion to approve Member Equity Request of \$175 to Madison Colquette:**

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Motion: Susan Zimmerman  
Second: Danny Spurr  
All in favor

**V. DISCUSSION/ACTION ITEMS (7:25-7:52)**

**A. Board Monitoring D2- GM Accountability (7:25-7:30)**

The Board evaluated its performance regarding policy D2. There was strong agreement on the Board's understanding of and adherence to these policies. There was discussion of potentially revising the wording of section 1 of the policy.

Danny and Helene are working on a Board Monitoring Table that will reflect potential areas of revision in Board policy that can be examined when a full cycle of Board monitoring has been completed. Next month's survey will be conducted using Google Forms instead of Survey Monkey. The Survey Monkey subscription can be canceled next month.

**B. Reordering of GM Monitoring Schedule**

Tabled

**C. Revision to Board Workflow Document (7:30-7:36)**

It was noted that the document should state "revised December 20, 2016". There was some preference expressed for revision dates to be placed in the footer of documents. Danny will meet with Elisa to discuss finalizing approved documents. It was noted that proposed Workflow revisions were not included in the document, so this item was tabled.

**D. Change to Yearly Calendar (7:36-7:47)**

An item was added to the calendar for the Board to review the Annual Meeting minutes at their June meeting. There were several other updates and revisions discussed. Kelleen was tasked with contacting CDS consultant Jade to schedule a new director orientation in late May or early June.

Motion to approve the Board Calendar as amended:

Motion: Sue Phillips  
Second: Ellen Clinesmith  
All in favor

**E. Financial Review (7:47-7:52)**

Lexa clarified that net income reported in the annual financial monitoring report was before taxes. No taxes are owed for 2016 due to previous net operating losses, but complicated rectification of depreciation schedules will make the net income after taxes appear different in the Annual Financial Report. Lexa is learning how to project these accounting and tax items for her 2017 budget and reporting for next year.

**VI. GM MONITORING REPORT (7:52-8:34)**

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Executive Limitations B6 – Staff Treatment & Compensation

Global Policy: The General Manager shall not treat staff in any way that is unfair, unsafe, or unclear.

It was noted that there is no mechanism in the interpretation or operational definitions of the policy and sub-policies for assessing whether staff feel they are treated in a way that is fair, safe, and clear. It was suggested that a staff survey could help in this regard, though it was noted that the yearly expense for such a survey might be burdensome. It was suggested that a survey need not be performed every year, but could be performed every two or three years. It was also noted that staff surveys are not always the most accurate metric for assessing staff treatment, and that other metrics, such as staff turnover can be used.

There was a suggestion to find out how often other co-ops conduct staff satisfaction surveys.

1) *The GM will not operate without written policies that:*

a. *Clarify rules for staff.*

b. *Provide for fair and thorough handling of grievances in a way that does not include the Board as a participant in the grievance process.*

c. *Are accessible to all staff.*

d. *Inform staff that employment is neither permanent nor guaranteed.*

2) *The GM will not cause or allow personnel policies to be inconsistently applied.*

*It was noted that the counsel review of the employee handbook should be included in B6-1 not B6-2*

3) *The GM will not fail to provide for adequate documentation, security and retention of personnel records, information, and all personnel related decisions.*

4) *The GM will not establish compensation and benefits that are internally or externally inequitable.*

Compensation and benefits do not compare favorably to other co-ops and businesses of the Co-op's sector, especially in upper level positions. Lexa has made increased compensation and development a primary focus, particularly in the upper level positions and has detailed plans for working towards the goal of external equity, with increasing net income a big part of her plan. Long term, Lexa is evaluating a gainshare plan to link economic success of the co-op to increased compensation.

5) The GM will not change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

Lexa was praised for her report and her ongoing work to address staff compensation.

**Approval of GM monitoring report B6 tabled. Lexa will resubmit revised report next month.**

**VII. EXECUTIVE SESSION (8:35-8:40)**

The purpose of the Executive Session is to discuss personnel matters relating to GM compensation and to approve the Executive Session minutes of 2/21/2017. **The minutes of Executive Session are here recorded, as no business was conducted except to approve the Executive Session**

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**minutes of February 21, 2017 and March 21, 2017.**

**Motion to enter executive session:**

Motion: Danny Spurr  
Second: Helene Bardinet  
All in favor

Executive session entered at 8:35 p.m and exited at 8:40 p.m.

**A. GM Compensation Discussion**

Tabled

**B. Executive Session Minutes**

**Motion to approve the Executive Session minutes of February 21, 2107 as amended:**

Motion: Ellen Clinesmith  
Second: Susan Zimmerman  
All in favor

**Motion to approve the Executive Session minutes of March 21, 2107 as amended:**

Motion: Susan Zimmerman  
Second: Helene Bardinet  
All in favor

No confidential minutes were taken in executive session.

**VIII. VISIONING DISCUSSION**

Tabled

**VIX. CLOSINGS**

**A. Review Decisions, Tasks, and Assignments**

- Amend Board Code of Conduct to state “revised March 21, 2017” and contain fields for printed name, signed name and date. Post to the store website (Kelleen and Elisa)
- Send candidate info to Rae and CC: Lexa (Kelleen and Nom Com)
- Board Monitoring Table prepared for end of monitoring cycle (Danny and Helene)
- Add revision footnotes to Board Workflow document and Board Calendar (Danny and Elisa)
- Revise Board Calendar (Danny and Elisa)
- Schedule with Jade new director orientation for late May/Early June (Kelleen)
- Financial Review statements for May packet (Lexa and Elisa)
- Consult with Labor Council regarding Grievance Process (Sue P.)
- Meeting Agenda (Sue and Elisa)
- Annual Meeting Committee minutes (Ellen)
- Nominations Committee minutes (Kelleen)

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- Revised Director Role Document (Kelleen & Nom Com)
- Revised Board Buddy Process Document (Kelleen & Nom Com)
- Board Monitoring Reports D3 & D4 (Elisa)
- Draft Minutes of April 18, 2017 Meeting (Danny & Elisa)
- Revised GM Monitoring Report Policy B6 (Lexa)
- GM Monitoring Report Policy B1- 1<sup>st</sup> Quarter 2017
- Member Equity Refund Request (Lexa, if any)
- Article for Visioning Discussion (Sue/Danny)
- Article for GM Compensation Discussion (Sue)
- GM Comments for Visioning Discussion (Sue/Lexa)
- Policy B4 - Executive Limitations (Sue/Elisa)
- Draft Agenda for June 20, 2017 meeting (Elisa)
- GM Update Report (Lexa) - THIS IS FYI - Not an agenda item!

**B. Adjournment**

**Motion to adjourn:**

Motion: Paul Reid

Second: Rachel Black

All in favor

**Meeting adjourned at 8:43 p.m.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Daniel Spurr/Elisa Giommi on April 22, 2017.

Minutes approved by vote of the Board on May 16, 2017 and put into final form by Danny Spurr/Elisa Giommi on May 23, 2017.