

**FIDDLEHEADS BOARD OF DIRECTORS**  
**Minutes of Board Meeting of August 20, 2019**

**289 State Street, New London**

(Approved by the Board on September 17, 2019)

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

**A. Call to Order**

Danny Spurr called to order a regular meeting of the Fiddleheads Board of Directors at 6:34 p.m. on Tuesday, August 20, 2019 at 289 State Street, New London, CT.

**B. Attendance**

**The following Board members were present:**

Danny Spurr, President  
Carol Connell, Secretary  
Caleb Bailey  
Monica Chapman  
Brenda De Los Santos  
Robin Harris  
Amelia Lord

**The following Board member was absent:**

Susan Zimmerman, Treasurer  
Sara Florek

**The following additional persons were present:**

Lexa Juhre, General Manager  
Elisa Giommi, Board Administrator

**C. Opening**

All members of the Board read the Meeting Preamble. The Board reviewed the agenda for the meeting and added one item to the Executive Session – the March Executive Session minutes will be reviewed.

Owner Comments: Carol Booth spoke with Danny Spurr and wanted to thank the Board for its work in helping to achieve approval of SB138 (bill to amend the state's Co-op incorporation law) by both the CT State Senate and House. She especially wanted to thank Susan Zimmerman for her work on this effort.

**II. APPROVE DRAFT MINUTES OF JULY 22, 2019 MEETING (6:43-6:50)**

**Motion to approve the minutes of the July 22, 2019 Board of Directors meeting as amended**

Motion: Caleb Bailey  
Second: Amelia Lord  
All in favor

**III. APPROVE CONSENT AGENDA**

There were no items on the Consent Agenda this month.

**IV. COMMITTEE/TASK FORCE (6:50-7:07)**

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The Board confirmed the Nominating and Annual Meeting Committee membership to include the following Board members: Danny Spurr, Amelia Lord, Monica Chapman, Sara Florek, Carol Connell, and owner: Katie Blanchard pending no conflict of interest issues. It was agreed that Zoom could be used to facilitate greater participation in meetings. Danny Spurr will organize a kick-off meeting to occur prior to the next Board meeting.

**Motion to appoint Danny Spurr, Amelia Lord, Monica Chapman, Sara Florek, Carol Connell, and Katie Blanchard to the Nominating and Annual Meeting Committee**

Motion: Danny Spurr

Second: Brenda De Los Santos

All in favor

**V. GM MONITORING REPORTS (7:07-7:45)**

**A. B1 Financial Condition (Q2 2019) (7:07-7:18)**

The Board reviewed the report.

**Motion to accept compliance with the B1 Financial Condition (2Q 2019) except part 2) Net Income**

Motion: Robin Harris

Second: Amelia Lord

All in favor

**B. 2019 Budget and Capital Plan Update (7:18-7:20)**

The Board reviewed the budget and capital plan as presented by Lexa Juhre.

**C. Approval of Capital Expenditure – Shelving (7:20-7:45)**

Lexa Juhre presented the request for the Board's approval of new shelving for the store. Alternatives were discussed. The recommended new shelving would allow for a better layout and more appealing presentation of products.

**Motion to approve a capital expenditure of \$30,998.28 for new shelving**

Motion: Carol Connell

Second: Caleb Bailey

All in favor

**VI. VISIONING – ANNUAL MEETING (7:45-8:25)**

Danny Spurr presented some background for this visioning session: For the last several years, we have had a party to celebrate our coop and to fulfill our bylaw obligation to our owners. Each year, much of our Board and GM/staff time is devoted to this endeavor. While owners are generally positive about their annual meeting experience, we have not achieved quorum. Which leads us to the question about the role of the annual meeting in our owner communication plan. This is an important question to answer in the near term to give guidance to our Annual Meeting and Nominating Committee regarding the scope of this year's meeting and how in the longer term, we would re-imagine the role of the annual meeting.

The Board had a robust and lively discussion of pros and cons, including a discussion on how to implement a

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larger strategy for member outreach; it was generally agreed that this should not be limited to the annual meeting, but should strive to educate owners throughout the year.

This year, candidate recruitment for Board positions will begin in September with a full slate announced by the end of 2019. This would allow time for candidates to interact with owners. It was suggested that videos of the candidates could be recorded where they could speak their positions on various aspects of the coop and how they would approach their role on the Board. Owners would be given the opportunity to vote and approve the previous year's annual meeting minutes on the ballot. It was generally felt that the party aspect on the Annual meeting should be preserved and that the 2020 Annual Meeting will focus on networking and celebrating our coop. There was a discussion about how formal the business aspect of the meeting needed to be.

**VII. DISCUSSION/ACTION ITEMS (8:25-8:33)**

**A. Board Monitoring Report C3 Agenda Planning**

Though the Board does follow an annual plan, many of our Board members do not feel the Board is following a strategic multi-year work plan. Danny Spurr suggested that a future visioning session be devoted to developing a rotating plan for training and that the Board should outline and plan for important discussions and events in the future.

**B. Review of Board Budget 2020 draft**

The Board reviewed the budget draft prepared by Susan Zimmerman. It was noted that the sub-total was not calculating correctly and Lexa agreed to update this in the spreadsheet. Two changes were suggested: 1) the line item for Co-op Café Registrations should be renamed as Conference Registrations, as the funds budgeted in this line item are for other conference registrations in addition to Co-op Café, and 2) the Board asked to add \$500 in Misc Expense line for unanticipated needs. This final draft will come back to the board for approval at the September meeting.

**C. September Board Meeting**

As Carol Connell, Secretary, will be unable to attend the September meeting, Robin Harris has volunteered to take minutes at the September 17, 2019 Board Meeting.

**VIII. EXECUTIVE SESSION**

The Board went into Executive Session to approve the minutes from the March 19, 2019 and May 21, 2019 Executive sessions and discuss personnel matters

**Motion to enter Executive Session at 8:43 p.m.**

Motion: Amelia Lord

Second: Caleb Bailey

All in favor

**In executive session, the executive session minutes of March 19, 2019 and May 21, 2019 were approved. No other decisions were made.**

**IX. CLOSINGS**

**A. Meeting Talking Points**

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1. The Board chartered the joint Annual Meeting and Nominating Committee and confirmed committee membership.
2. The Board approved the capital expenditure of \$30,998.28 for new store shelving.
3. A future visioning session be devoted to developing a rotating plan for training and outlining a plan for important discussions and events in the future.
4. The Board held a visioning session at this meeting around aspects of the 2020 Annual Meeting which will focus on networking and celebrating our coop.
5. Candidate recruitment for Board positions will begin in September with a full slate expected to be announced by the end of 2019.

**B. Upcoming events**

1. Board retreat has been set for Saturday, September 28, 2019
2. The CDS Co-op Café will be held on Saturday, 19-Oct-2019 in New Hampshire
3. Co-operative Business Training with Saint Mary's University, Greenfield MA will be attended by Monica Chapman. Lexa Juhre will send in the registration for this.

**Motion to allocate funds (\$800) from CCMA registration to send Monica Chapman to Saint Mary's training:**

Motion: Danny Spurr

Second: Caleb Bailey

All in favor

**C. Adjournment**

**Motion to adjourn:**

Motion: Amelia Lord

Second: Caleb Bailey

All in favor

**Meeting adjourned at 8:56 p.m.**

\* \* \* \* \*

Draft minutes prepared for submission to the board by Carol Connell/Elisa Giommi on August 30, 2019

Minutes approved by vote of the Board on September 17, 2019, and put into final form by Elisa Giommi on September 20, 2019.