

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of April 18th, 2023
Via Google Meet

(Approved by the Board on May 16th, 2023)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Brenda De Los Santos called to order a regular meeting of the Fiddleheads Board of Directors at 6:32 pm on Tuesday, April 18th, 2023 via conference call.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Robin Harris, Treasurer
Danny Spurr, Secretary
Susan Zimmerman
Monica Chapman
Amy Duval
Chevelle Moss-Savage (arrived 7:35)

The following directors were not present:

Sehar Mahmood, Vice President
Olivia Jenkins

The following additional persons were present (remote):

Rachel Watrous, Interim General Manager
Katie Blanchard, Staff/Owner/Board Administrator
Mark Braunstein, Owner
Cassandra Campbell, Owner
Angela Nobs-Schollman, Owner
Sue Phillips, Owner
Melissa Warner (Doukas), Owner (arrived 6:39)
Rachel Hutchins, Owner

C. Check-ins and Agenda Review (6:32-6:41)

1. Directors shared check-in's.
2. Directors Reviewed the Agenda

D. Owner Comments

1. Owners expressed gratitude for attending the meeting.

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II. APPROVE DRAFT MINUTES (6:41- 6:42)

1. Directors reviewed the minutes from the Board meeting on March 21st, 2023.

Motion to approve the minutes of the March 21st, 2023 meeting with no amendments.

Motion: Robin Harris

Second: Monica Chapman

All in favor. Sue Zimmerman abstains

III. CONSENT AGENDA (6:42-6:42)

1. Equity Refund Request
 - a. None this month.

IV. COMMITTEE/TASK FORCE (6:42- 6:56)

A. Nominating and Annual Meeting Committee:

1. The Annual Meeting will kick off the election and voting will continue for two weeks after the annual meeting. Owners will be able to vote at the meeting, at the store with a paper ballot and online
2. Cut off for becoming a member to vote in the election is set for May 1st, 2023.
3. The annual meeting will take place on May 13th, 2023 at the Lyman Allyn Museum from 2pm-4pm.

Motion to hold the Annual Meeting on May 13th, 2023 at the Lyman Allyn Museum from 2pm-4pm.

Motion: Danny Spurr

Second: Sue Zimmerman

All in favor.

4. There will be a Town Hall meeting tomorrow night at 6:30pm to discuss staff seats on the Board. Brenda and Danny will host the meeting with Brad Sheridan helping with tech.

B. Staff/Board Task Force:

1. Reviewed Minutes from May 13th meeting. Feedback from staff included transparency and clear communication

C. GM Search Committee:

1. Reviewed charter
2. The committee has met three times since it's been chartered.
3. The committee is currently going through resumes, Melanie, the Columinate consultant is holding phone screens that the committee is also reviewing.
4. The committee will set times to meet with candidates at the next meeting.

Motion to approve GM Search Committee Charter

Motion: Monica Chapman

Second: Danny Spurr

All in Favor.

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VI. GM MONITORING REPORTS (6:56-7:07)

A. B5 Consumers:

1. The Board reviewed the GM Monitoring report for B5 Consumers.
2. It was noted that the frequency of surveys has increased so we're able to pull more nuanced results.
3. There was an observation that it was up to the discretion of managers and supervisors to respond to customer behaviors and complaints and it is crucial that managers and supervisors be trained in DEI work.
 - a. Rachel noted that she's exploring a proposal with La Donna to administer the IDI to the management team.
4. There was a question about how frequently the staff need to enforce customer conduct policies.
 - a. It was noted that yes, these policies have been enforced. The frequency seems to ebb and flow over time. There have been one or two people who have been trespassed from the store. More often, the managers will err on the side of banning a customer from the store for a year before inviting them back. These instances are few and far between.
5. There was a note that asian, pacific islander, native american identifying survey takers have reported lower scores. The survey sample size is small for this group, but this score has consistently been lower.
 - a. Rachel noted the broad spectrum represented by this demographic identifier.
 - b. It was also noted the amount of work that management has done within the Hispanic or Latino/a community that may have improved that particular demographic results.

Motion to Approve GM Monitoring Report for B5 Consumers:

Motion: Amy Duval

Second: Danny Spurr

All in favor.

VII. DISCUSSION / ACTION ITEMS (7:07-8:25)

A. Board Monitoring Survey D2: GM Accountability

1. The Board reviewed Board Monitoring surveys D2: GM Accountability.
 - i. D2- Global- "The General Manager is the Board's only link to operational achievement and conduct."
 1. 3 out of 4 respondents suggested that this policy should be updated, citing recent problems with having only the GM as a link to operations.
 2. It was suggested changing this language to "Primary Link"
 - a. "Only link to operational achievement and conduct unless prescribed otherwise by the Board."
 3. There was concern expressed about changing this policy without more discussion. Determining who would provide an additional link to operations may need to wait until a permanent GM and HR manager are hired.
 - a. The Board noted that given recent history, having the GM as the only link to the Board and also self reporting on their progress can lead to the

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issues with getting a full picture of what is going on in the store, though the Board can, and sometimes does, use external monitoring.

- b. The Board also noted that if the GM was implicated in a crisis, there needs to be other avenues of communicating with staff and the store.
- 4. It was suggested that the Board discuss these policies in more depth at a future retreat.

B. Town Hall for Staff on Board (4/19 @ 6:30pm)

- 1. This will be held to discuss removing the prohibition on employee member-owners running for the Board.
- 2. The Town Hall will also talk about changing the Board Benefit from a store discount to a modest stipend.
 - i. This stipend opens up accessibility to folks who may want to serve on the Board. This stipend makes serving on the Board more equitable.
 - ii. It was suggested that this stipend be in a \$500 range. This figure came from pulling the amount of dollars the Board has saved making use of their store discount benefit. This would be close to a 1:1 switch from a discount to a stipend.
 - 1. It was also suggested that the Executive Committee and President receive a higher stipend given the greater demand on their workload.
 - iii. Even though this isn't a large sum of money, it could help directors cover costs directly and indirectly of Board work- for instance, child care so board members with children can attend meetings.
 - iv. It was also noted that stipends are a regular practice with Board Members at many other Co-ops.
 - v. A policy could be added to limit the amount of stipend that could be received while also allowing increases as the store grows.

C. New Columinate Consultant

- 1. The Board will be switching to a new Columinate consultant. Todd was named as a recommended candidate and is the current consultant for Williamantic Food Co-op.
- 2. Brenda will meet with him this month and the Board will vote on the change next month.

D. Playbook For Times of Crisis

- 1. Brenda will create an anonymous survey to gather director's thoughts on what was handled well and what could have been changed regarding the last crisis
 - i. Thinking about the last crisis with the GM, what does the Board think they've done well?
 - 1. Reacted quickly and with a sense of urgency. The Board found out about the event and had a Board meeting that night with another meeting following a few days later. It was noted that while it did seem on the outside like they moved slowly, there was a lot going on behind the scenes.
 - 2. Thoughtful process. There were missteps but genuinely tried to be thoughtful and as expeditiously as possible.

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- ii. What could have been handled differently?
 - 1. A Board member noted feeling like their hands were tied and they weren't allowed to talk to staff because of the policy stating that the GM is the only link to the Board.
 - 2. Communication to staff. Email was the only real avenue that the Board had to communicate directly to staff, and many staff do not regularly check email.
 - 3. Providing better guidance to staff on what they could and could not say both within the store and externally.
 - 4. Improvement of accountability- GM had a lot of power and needed more oversight. It was noted that it is easy for the Board to second guess themselves. There were things the Board knew needed to happen and could have held the GM more accountable for slow progress in those areas.
- iii. What are the key takeaways from this event?
 - 1. It was noted that some of the ways the Board were advised didn't work for the Co-op.
 - a. The Board needs to consider the specific needs of Fiddleheads. Listen to all advice but be prepared to make the decision the Board feels is right even if it doesn't align with all the advice given.
 - b. Need to have a GM Search procedure in place and written down, so that future Boards will know all options available during a crisis and what resources are available.

VIII. CLOSINGS (8:25-8:37)

A. Owner Comments:

- 1. There was a question about letting people know that they are eligible to vote at the register.
- 2. An owner mentioned that we never know what we don't know until we need to know it. Sometimes you can only learn how to do something by being immersed in it but it can make you stronger for the effort. All of the work that's been put into Fiddleheads is valued.

B. Meeting Talking Points:

- 1. Reviewed the Board Monitoring report for D2: GM Accountability and this led to a longer discussion about GM Accountability.
- 2. Annual Meeting is set for May 13th from 2-4pm at the Lyman Allyn Art Museum.
- 3. Accepted GM Search Committee Charter
- 4. Welcomed Susan Zimmerman back to the Fiddleheads Board! She has been appointed to fill the remaining year of Amelia Lord's term.
- 5. Realized questions we should have been asking while navigating a hard time.
- 6. The Board heard updates from the Nominating/Annual Meeting, Staff/Board Task Force, and GM Search Committees.
- 7. Approved GM monitoring Report B5: Consumers.

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B. Tasks and Responsibilities:

1. Brenda will compile a survey to gain insight on the director's thoughts about crisis management.

D. Upcoming events

1. Town Hall for Staff Seats on Board April 19th at 6:30 PM
2. Annual Meeting May 13th from 2-4pm at the Lyman Allyn art museum.
3. CCMA is June 8th-10th in Sacramento, CA.

IX. Meeting Adjourned

Motion to adjourn meeting:

Motion: Susan Zimmerman

Second: Amy Duval

All in favor.

Meeting adjourned at 8:37 pm

Draft minutes prepared for submission to the Board by Katie Blanchard and Danny Spurr on May 16th, 2023.

Minutes approved by vote of the Board on May 16th, 2023, and put into final form by Katie Blanchard on May 18th, 2023.