

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of December 19th, 2023
Via Google Meet

(Approved by the Board on January 16th, 2024)

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 6:35 pm on Tuesday, December 19th, 2023 via Google Meet.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Chevelle Moss-Savage, Vice President (arrived at 6:37 pm)
Amy Duval, Treasurer
Sue Phillips, Secretary
Danny Spurr
Susan Zimmerman
Olivia Jenkins (left at 8:28 pm)
Cassandra Campbell

The following Board Directors were not present:

Rae Hutchins

The following additional persons were present:

Katie Blanchard, Board Administrator
Stanley Bellamy, General Manager

C. Check-ins and Agenda Review (6:36-6:53)

1. Directors reviewed the agenda.
Board President requested that most changes to agenda be made via email when draft agenda is circulated. Also expressed commitment to keeping meeting running on time to allow ending meeting (including executive session) at 8:30.
2. Directors shared check-ins

D. Owner Comments

1. No members present.

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II. APPROVE DRAFT MINUTES (6:53-7:07)

1. The Board reviewed the draft minutes from November 21st, 2023 and made requests for certain clarifying amendments
 - a. Update the Motion to accept GM Monitoring Report B1 as including request that the GM include in his Q4 B1 Financial Condition Monitoring Report a discussion of the downward trend in days cash on hand seen throughout 2023.
 - b. Add that Board ended executive session at 8:30 on a motion by Amy Duvall, with a second by Sue Phillips and all present voting in favor. It was reported that Olivia Jenkins departed the executive session at approximately 8:10.
 - c. Add that the motion to refer Policy B3 on Asset Protection was made by Sue Phillips and seconded by Amy Duvall and all present voting in favor.
 - d. Add that Motion to Adjourn was made by Cassandra Campbell with a second by Chevelle Moss-Savage and all present voting in favor. Meeting ended at 8:32 pm.

Motion to approve the minutes from November 21st, 2023 as amended.

Motion: Amy Duval

Second: Chevelle Moss-Savage

All in favor.

III. COMMITTEE/TASK FORCE (7:07-7:18)

A. Policy Review Committee:

1. The Board reviewed notes from the Policy Review Committee.

B. Annual Meeting/Nominating Committee:

1. Amy Duval is the Chair of the Annual Meeting/Nominating Committee. Chevelle and Olivia are also interested in participating.
2. Amy Duval met with Brad Sheridan, Fiddlehead's Owner Services Coordinator about the Annual Meeting and the election.
 - a. Discussed catering by Fiddleheads Kitchen.
 - i. Jeff Depta, the Kitchen Department Head expressed interest in serving and helping with the event.
 - b. Discussed holding the Annual Meeting at the Lyman Allyn Art Museum.
3. The Board discussed the responsibilities of the Nominating Committee including recruiting, candidate interviews, collecting bios for the election, and onboarding newly elected directors onto the Board.
 - a. It was suggested that the committee consider a stronger process for vetting incoming candidates and possibly also having an endorsed slate of candidates, which has been done in the past.
 - b. Committee Chair Amy Duvall will schedule a meeting to be held in January.

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IV. GM MONITORING REPORT (7:18-4:45)

A. B2: Planning and Budgeting

1. GM Stanley Bellamy was commended in a note from Rae Hutchins for an inspired and inspiring business plan (submitted with the B2 GM Monitoring Report).
2. Stanley is using a Budgeting Tool provided by Columinate that is a living document that can be updated throughout the year. He was commended for his inspired and inspiring business plan.
3. There were clarifying questions regarding the historical data provided in the Budgeting tool. Specifically it was noted that the 2023 column is not just the 2023 budget but 2023 actuals through September 30th plus projections for the remainder of 2023.
4. There was a brief discussion of current occupancy costs and the fact that our current lease expires at the end of 2024. If we are not successful in renegotiating the lease, starting in January 2025 our rent payments will be 150% of current rent payments.
5. It was suggested that the Board and Staff have a coordinated approach to taking DEI training and plan for perpetuation training. The as well as occupancy costs.
6. It was suggested that the Board and Staff take similar DEI training and plan for perpetuation training. The Board noted the challenges of having a high turnover for both staff and the Board.
7. It was noted that this budget allows for a net income of .11% of sales which falls below the threshold for Policy B1's operational definition of .5% of sales. It was noted that B1 fell out of compliance as well in 2022. The Board discussed if there should be follow up reporting to check in with Stan about the actual net income in the coming months. The Board noted that they review B1 Financial Reportings quarterly.
 - a. Stanley set a conservative budget for 2024 not knowing the effect that several new initiatives will have on the Co-op. These initiatives include:
 - i. Increasing the wage scale to a living wage
 - ii. Increasing affordability of the Co-op while increasing margins
 1. Fiddleheads Wellness project initiative aims to increase wellness accessibility by utilizing more affordable private label, Fiddleheads branded product from Natural Vitality.
 2. Fiddleheads Kitchen is branching out into catering
 3. Improving product mix in center store and removing dead stock.
 4. Stan also noted that he and his management team can adjust margins throughout the year based on performance.

Motion to accept GM Monitoring Report B2: Planning and Budgeting with acknowledgement of non-compliance of B2 Subsection 1a - Net Income:

Motion: Susan Zimmerman

Second: Cassandra Campbell.

All in favor.

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V. DISCUSSION / ACTION ITEMS (7:45-7:51)

A. Update from GM

1. Fiddleheads will be implementing Double Up Bucks Food Program:
 - a. Hunger CT is funding the Co-op \$10,000 to be used in a Double Up Bucks Food program at Fiddleheads.
 - i. Customers using food stamps can come into the Co-op on the 1st and 15th of the month to double their food stamp dollars on produce items.
 1. The \$10,000 funded by Hunger CT can hopefully support this program through the end of April.
 - b. Fiddleheads has been consulting with Abundance Food Co-op who has a similar register system to learn how they implemented this program.
2. Fiddleheads Wellness
 - a. Private branded wellness items provided by Natural Vitality and deep discounts on rotating wellness items.
3. Stan is co-facilitating a discussion with FRESH about Revolutionizing Food Systems and Co-ops and how Co-ops can benefit black and brown people. He will also be asking participants how Fiddleheads can better serve our community.
4. Fiddleheads' Management team is meeting with LaDonna Redmond to begin DEI training on January 17th.
5. The Kitchen is branching out into Catering.
6. Stanley refinanced the CFNE loan which will also increase days on hand cash to 35 days.
7. Stan is starting a GM workshop with NCG about managing Co-op Financial Health at the end of January.

B. Board Monitoring Survey: (7:51-7:55)

1. Board Process C6 – Officers' Roles

“(Adopted June 18, 2013)

(Revised March 20, 2018)

(Revised June 14, 2022)

We will elect officers in order to help us accomplish our job. We seek to have fair elections that invite diverse candidate to run for the Board.

- 1) *No officer has any authority to supervise or direct the GM.*
- 2) *Officers may delegate their authority but remain accountable for its use.*
- 3) *The president ensures the Board acts consistently with Board policies.*
 - a. *The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.*
 - b. *The president will set the agenda for Board Meetings and facilitate the meeting or will ensure the facilitator is adequately prepared.*
 - c. *The president plans for perpetuation.*
 - d. *The president may represent the Board to outside parties.*
 - e. *The president ensures that Directors meet their obligations*
 - f. *The president ensures continuity of the Board through oversight of the Nominating Committee*
 - g. *The president is a standing member of all Board committees*
- 4) *The vice-president will perform the duties of the president in their*

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absence.

a. In addition, the vice-president will be responsible for managing, conducting, and reporting on the Board Monitoring Review and self-evaluation.

5) The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.

a. In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative and shall provide an annual report of the Coop's financial condition at each annual meeting of the Member-Owners.

6) The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained as required under Connecticut General Statutes.

a. In addition, the Secretary will make sure final versions of the minutes are prepared and distributed to the Board each month for approval and posted once approved."

a. The Board reviewed this policy.

- i. There is a clarifying point about the secretary preparing and circulating the draft minutes to the board, not the final minutes. The policy review committee is asked to review Policy C6 (Officer Roles) and propose revisions if necessary. Areas of specific focus should be the Secretary role (as noted above) and the Treasurer role vis-à-vis facilitating the Board's understanding of the co-op's budget and doing the same for member-owners at the Annual Meeting.

2. Board Process C7 – Board Committee Principles

(Adopted June 18, 2013)

We will use Board committees only to help us accomplish our job.

I. Committees will reinforce and support the wholeness of the Board.

a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.

II. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

III. The Board will establish, regularly review and control committee responsibilities in written committee charters.

a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

- i. The Board reviewed this policy with no suggestions for change.

C. Next Year's Education Plan: (7:55-7:57)

1. The Board's Retreat with Todd Wallace is scheduled for April 6th. It will be in-person at the DeWart Building in New London (where we have been holding in-person portion of remote board meetings)

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2. Once all directors have met one-on-one with LaDonna Redmond President Brenda De Los Santos would like each Board Member to begin working on an Individual Development Plan.
3. There are Columinate workshops scheduled at the end of January.

D. Convene GM Evaluation Committee: (7:57- 8:03)

1. The Board typically convenes the GM Evaluation Committee this month. Stan is still new to this role; it was suggested that this evaluation cycle be postponed to convening in August to align with Stan's anniversary with a plan to deliver the evaluation in October.
2. It was noted that moving the evaluation cycle would interfere with evaluating a complete fiscal year to consider the GM's performance as equivalent to the co-op's performance.
3. A final suggestion was made to conduct the 2024 evaluation in the Aug-Oct time frame but at the end of 2024 switch back to conducting GM evaluation in the Jan-Mar period of the following year.

Motion to convene the GM Evaluation Committee in August to deliver Stanley's review in October to fall in line with his anniversary serving as the GM.

Motion: Danny Spurr

Second: Amy Duval

All in favor. Sue Phillips opposed.

E. Hybrid Board meetings in 2024: (8:03-8:10)

1. It was suggested to have Hybrid Meetings monthly. (In other words to offer the opportunity to meet in person, while still allowing remote participation as necessary.) Ideally, Board members would meet in-person whenever possible, using remote options as rarely as possible.
2. To make hybrid meetings more accessible and participatory, it is suggested we improve camera/speaker technology.
3. There is a device called the Meeting Owl that is both a speaker and a camera that rotates to the person talking in the room so the remote folks feel more connected to the room. This is an expense the Board will look into and discuss next month.
4. Due to the expense of the Meeting Owl (at least \$1000) the Board President indicated looking into other possible technology solutions that might be effective and less costly. One suggestion was an external webcam (vs. the in-laptop webcam) and an external speaker.

VI. CLOSINGS (8:10-8:15)

A. Owner Comments:

1. There were no owner comments.

B. Meeting Talking Points

1. The Board referred Policy C6: Officers to the Policy Review Committee.

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2. The Board approved GM Monitoring Report B2: Planning and Budgeting report noting non-compliance with budgeting for net income in 2024.
3. The Board discussed Annual Meeting and Nominating Committee Processes.
4. All Board Meetings will now be hybrid.
5. The Board approved November's Draft Minutes noting required amendments.
6. The Board discussed their favorite holiday traditions.
7. The Board rescheduled the GM Evaluation to begin in August to coincide with Stanley's anniversary serving as the GM.

B. Future Tasks and Responsibilities:

1. Board members should continue to work on scheduling and completing their one-on-one with LaDonna Redmond.
2. Annual Meeting/Nominating Committee will meet in January. (Amy)
3. Policy Review Committee will meet in January. (Brenda)
4. Brenda will include a link to the Meeting Owl. (Done via email) Also look at other less expensive technology options. (Brenda)
5. Send talking points to Brad Sheriden for eblast to members (Sue)

C. Upcoming events

1. Board Retreat with Columinate Consultant Todd Wallace on April 6th, 2024 in person at the Dewart Building.
2. Upcoming Columinate Meetings

VII. Executive Session (8:15-8:32)

Motion to enter executive session.

Motion: Amy Duval

Second: Susan Zimmerman

All in favor.

A. Approval of Minutes of Executive Sessions of July 26th and August 15th.

Motion to approve minutes of Executive Sessions held on July 26th and August 15th.

Motion: Olivia Jenkins

Second: Amy Duval

All in Favor.

B. Approval of Minutes of Executive Sessions of September 19th and November 21st.

Tabled

C. Updates on GM transition process.

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No votes were taken.

D. Updates on personnel matters.

No votes were taken.

VIII. Meeting Adjourned (8:36)

Motion to adjourn meeting:

Motion: Danny Spurr

Second: Chevelle Moss-Savage

All still present in favor.

Meeting adjourned at 8:36 pm

Draft minutes prepared for submission to the Board by Katie Blanchard and Susan Phillips on December 21, 2023.

Minutes approved by vote of the Board on January 16th, 2024, and put into final form by Katie Blanchard on January 16th, 2024.