

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of March 19th, 2024
Via Google Meet and In Person at 300 State St. New London, CT

(Approved by the Board on April 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 6:38 pm on Tuesday, March 19th, 2024 via Google Meet and in person at the Dewart Building on 300 State Street, New London Connecticut.

B. Attendance

The following Board directors were present:

Brenda De Los Santos, President
Sue Phillips, Secretary
Cassandra Campbell
Danny Spurr
Rae Hutchins

The following Board Directors were not present:

Chevelle Moss Savage, Vice President
Amy Duval, Treasurer
Susan Zimmerman
Olivia Jenkins

The following additional persons were present:

Stanley Bellamy, General Manager
Katie Blanchard, Board Administrator
Aneudys "Andre" Fernandez-Pulaski, Owner
Hampton Brown, Owner

C. Check-ins and Agenda Review (6:39-6:43)

1. Directors reviewed the agenda.
 - a. In interest of time, it was proposed to move the GM Monitoring report to April to allow for questions to be asked and answered outside of the meeting. A comprehensive review will follow in April's meeting.

Motion to table the GM Monitoring Report B1 Financial Conditions (Annual 2023) to be reviewed at the April board meeting.

Motion Susan Phillips

Second: Cassandra Campbell

All in favor

2. Owner comments
 - a. Both attending owners expressed interest in running for the Board and look forward

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to seeing how Board Meetings work.

3. Directors shared check in's.

II. APPROVE DRAFT MINUTES (6:43-6:58)

1. The Board reviewed the minutes from February 20th, 2024 with clarifying amendments and updating motions.

Motion to approve the minutes from February 20th, 2024 as amended.

Motion: Danny Spurr

Second: Rae Hutchins

All in favor.

III. CONSENT AGENDA (6:58-6:59)

A. Equity Refund Requests

1. P. Orde

Motion to approve the consent agenda.

Motion: Rae Hutchins

Second: Cassandra Campbell

All in Favor

IV. COMMITTEE/TASK FORCE (6:59-7:09)

A. Policy Equity Review Committee:

1. Discussed ways to improve DEIB (Diversity, equity, inclusion and belonging) work on the Board.
 - a. Began talking about a 3 year plan first focusing on the Board, then bringing that work to the staff, with the aim to also bring this information to the larger Fiddleheads' community.
2. Discussed managing the 5,000 share threshold.
 - a. The Board is working with an attorney to look at amendments and bylaws to possibly increase the number of allowable shares and how to handle dormant shares.
 - b. The Policy Equity Review Committee aims to have proposals for change ready for the members to vote on during this year's election. Proposals will be brought to the next Board Meeting.
3. Next meeting is March 26th.

B. Nominating Committee:

1. The Nominating committee discussed spaces within the community where the Board can post flyers and recruit more Board Member Candidates.
2. The committee is meeting with new candidates as well as candidates previously ran but were who were not elected.
3. Interested candidates were thanked for their attendance at tonight's Board Meeting.

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4. Deadline for interested candidates is March 31st.
 - a. Candidates will craft statements and video clips to introduce themselves to the ownership base. Brenda De Los Santos offered to help put these clips together.
 - b. The committee is also holding Meet and Greets for interested candidates. The next meeting is scheduled for March 25th.

C. Annual Meeting Committee:

1. Rachel Hutchins and Brenda De Los Santos will work together for this committee.

V. GM UPDATE and REPORT (7:11-7:19)

A. GM Update:

- a. GM Successor:
 - i. Stan was on vacation for the last 10 days and placed Jeff Depta, the Kitchen Manager in charge of the store during his absence. He sees this as a trial run for a potential IGM role.
- b. Frankie, the HR Specialist is at the NCG HR Conference.
- c. Stan will be hiring a brand and marketing lead by the end of the week.
- d. The NCG Spring meeting for General Managers will be April 9th-11th.
- e. The CT Fresh Match program started where customers using EBT can double their dollars on produce items. The first funding runs through the end of April and informs how much funding the Co-op will receive for the next full year.

B. B1 Financial Condition (Annual 2023)

1. Tabled until April's Meeting.

VI. DISCUSSION / ACTION ITEMS (7:19-7:30)

A. NFCA Recap: (7:19-7:30)

1. Danny Spurr and Sue Phillips attended the NFCA conference and shared their experience. (Susan Zimmerman also attended.)
 - a. Having a federation of food co-ops is a rare thing in the US.
 - b. It was noted that many co-ops are going through large changes.
 - c. Danny discussed a breakout session he attended about expansion plans.
 - d. Northeast Organic Farm Partnership was at meeting, and they have more resources to do sampling programs in co-ops. They'll be reaching out to Fiddleheads for in-store sampling.
 - e. It was suggested that the Board connect with other local co-ops for and invite members or their board or GM as community guests at our monthly meetings.
 - f. Stopped at Greenfield Co-op and they have a gradual buy-in to membership program with monthly payments starting at \$3.
 - g. They also stopped at River Valley Co-op's second location and enjoyed their use of green energy.
 - h. Conversations were had with Hunger Mountain about Board Stipends.
 - i. It was noted that many other co-ops are also struggling with finding lawyers and

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CPAs and this may be something to ask NFCA to try to address on a regional level.

- j. Discussed opportunity for someone from Fiddleheads Board to get appointed to NFCA Board. Susan Zimmerman, Sue Phillips, and Brenda De Los Santos will be discussing this further to see who has capacity to do so.
- k. Discussed the public hearing on the Connecticut Bill that would amend the laws regarding ability of certain kinds of corporations to merge, including co-ops.

B. DEIB Conversation: (7:30-7:52)

- 1. Interactive Activity: noting and celebrating our differences and similarities. What are our identities? (platform was menti.com)
 - a. It was noted this would be a great activity for the Annual Meeting.
 - b. This activity could help with communication styles.
 - c. This activity could foster new ideas to reach out to other communities the Board may be involved with—broadening horizons.
 - d. It was suggested that these sorts of DEIB activities should be included in some future Board Meetings.
- 2. Community Guest Suggestions:
 - a. Past guests include
 - i. The Community Land Trust
 - ii. The Community Foundation
 - iii. The Mashantucket Pequot Tribe - Agriculture Coordinator
 - iv. The Hispanic Alliance
 - v. Mohegan Museum
 - b. Future Guest suggestions
 - i. DPNC—Giving Garden
 - ii. Community Meal Center
 - iii. Chamber of Commerce
 - iv. City Center District
 - v. Spark Makerspace
- 3. Future DEIB Work
 - a. Diversity Equity and Inclusion now includes “Belonging.”
 - b. The Policy Equity Committee will meet to discuss future DEIB work.
 - c. Board members should continue trying to schedule 1:1 with Ladonna and doing individual follow up work on their IDPs.

C. Board Stipend Disussion (7:52-8:16)

- 1. Consensus was that this is something we want to do, but need to determine amounts.
- 2. The Board discussed the following stipend options.
 - i. Currently directors get a 10% off discount when shopping in the store. In an effort to be more equitable, the Board has discussed implementing a stipend.
 - ii. Discount Based: Based on current director discount which amounts to about \$4,500/yr. This figure is close to what the Co-op is currently spending for Board

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discounts. It is worth noting that this falls short of other co-op director stipends of a similar volume.

- iii. Proposed option to consider
 1. Budget Option \$4,620/yr total combined cost of stipend for all board members.
 - a. Director \$40/month
 - b. Officer: \$45/month
 - c. President: \$50/month
 2. Midpoint Option \$6,540/yr total combined cost of stipend for all board members.
 - a. Director: \$55/month
 - b. Officer: \$65/Month
 - c. President: \$75/month
 3. Trend Based Option: \$8,460/yr total combined cost of stipend for all board members.
 - a. Director: \$70/month
 - b. Officer: \$85/month
 - c. President: \$100/month
- iv. The Board discussed attendance-based pay outs monthly or quarterly vs. no attendance requirement and lump sum once at the beginning or end of year or quarter.
 1. Stan felt the store could manage monthly payments or any other schedule as long as we are mindful of schedule and streamline the process.
 2. Possible options were discussed such as linking to lowest hourly wage at co-op, per-meeting payments which include non-board member committee participants.
 - a. There are directors that get voted-in and start out strong with attendance before eventually falling off.
 - b. Some concern that not paying in months with missed meetings seems punitive – perhaps this would be reason to address “should you resign” sooner rather than later. Also, not linking payments to meeting attendance but to fact or service recognizes that not all contributions are regular board meeting attendance.
 3. It was noted that since stipends are utilized for equity, paying up front would make serving on the Board more accessible.
 4. The Board also discussed paying out stipends quarterly could allow adjustments for Board turnover and attendance.
 5. The Board discussed the different stipend levels.

Motion to adopt the trend-based board stipend proposal (\$70 per mo. per director, \$85 per mo. per officer, \$100 per mo. for president) with payout to board members at the beginning of each

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quarter (early June, early Sept, early Dec, early March). Stipend dispersal to begin June 2024.

Motion: Cassandra Campbell

Second: Danny Spurr

All in favor.

D. Board Monitoring Survey: (8:16-8:22)

1. **Board Process C – Global Governance Commitment**

(Adopted June 18, 2013)

(Revised June 14, 2022)

Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value, while avoiding racist, sexist, bigoted, biased, discriminatory, and otherwise unacceptable actions and situations.

2. **Board Process C1 – Governing Style**

(Adopted June 18, 2013)

(Revised June 14, 2022)

We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

- 1) *Focus our vision outward and toward the future.*
- 2) *Observe the 10 Policy Governance principles.*
 - a. *Ends Policies*
 - b. *Ownership*
 - c. *Board Process Policies*
 - d. *Board Holism*
 - e. *Board-Management Relationship Policies*
 - f. *Governance Position*
 - g. *Limitations Policies*
 - h. *Policies (Decisions) Come in Sizes*
 - i. *Any Reasonable Interpretation*
 - j. *Monitoring*
- 3) *Maintain group discipline, authority and responsibility.*
- 4) *Clearly distinguish Board and General Manager roles.*
- 5) *Seek, encourage, welcome, and listen to people with a variety of demographic characteristics, diverse perspectives, and opinions.*
- 6) *Obey all relevant laws and bylaws,*
- 7) *Maintain a commitment to diversity, equity, and inclusion.*
 - a. *Support, respect, and acknowledge the land of rights of the native people of our region.*
 - b. *Support and hold fellow board members accountable for this commitment.*

1. The Board reviewed Board Policy C Global and C1: Governing
 - a. Board Process C: Global : it was suggested that avoiding should be changed to “prohibiting.”
 - b. Ultimately consensus was that we are doing OK with adhering to this policy.

The Board referred Policy C Global to the Policy Committee for review.

Motion: Danny Spurr

Second: Cassandra Campbell

All in favor.

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VII. CLOSINGS (8:22-8:29)

A. Owner Comments:

1. Directors were thanked for their contribution to the Co-op.

B. Meeting Talking Points

1. Tabled the GM Monitoring Report B1 Financial Condition (Annual 2023) to the April meeting.
2. The Board discussed having one of the Fiddleheads' Board Members volunteer to be appointed to the NFCA Board.
3. Changed the Board compensation from an in-store discount to a quarterly stipend model.
4. Welcomed two owners/potential director candidates to the Board Meeting and discussed recruiting further candidates.
5. Had an interactive DEIB Activity that can be incorporated into the Annual Meeting.
6. Heard updates from the Policy Review Committee, Nominating Committee, and Annual Meeting Committee.
7. The Board celebrated the implementation of the CT Fresh Match program at Fiddleheads.

B. Future Tasks and Responsibilities:

1. Brenda De Los Santos will reach out to LaDonna about scheduling IDP's with directors.
2. Brenda De Los Santos will reach out to attorney about modifications to articles of incorporation and the Policy Review Committee will bring proposals for increasing ownership share threshold and handling dormant accounts to the April meeting in time for the May annual membership meeting.
3. Brenda De Los Santos will reach out to potential community guests to join future Board Members.

C. Upcoming events

1. CCMA, May 30th-June 1st, 2024 – all Board Members are encouraged to attend if possible, given the proximity/drivability to Portland, ME vs. other CCMA's requiring travel by air.
2. Virtual CBuild 101 on July 19th that provides a foundation for policy governance. It was suggested that this could serve as part of new Board member orientation.

VIII. Executive Session (8:32-8:51)

Motion to enter executive session.

Motion: Danny Spurr

Second: Rae Hutchins

All in favor.

A. Legal Matters.

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1) Board Discussed Legal Matters

B. Approval of Executive Session Minutes from February 20th, 2024 (8:47 pm)

Motion to approve minutes of Executive Sessions held on February 20th, 2024.

Motion: Danny Spurr

Second: Cassandra Campbell

All in favor.

IX. Meeting Adjourned (8:50)

Motion to exit executive session and to adjourn meeting:

Motion: Sue Phillips

Second: Rae Hutchins

All in favor.

Meeting adjourned at 8:51 pm

Draft minutes prepared for submission to the Board by Katie Blanchard and Susan Phillips on April 4, 2024.

Minutes approved by vote of the Board on April 19th, 2024, and put into final form by Katie Blanchard on April 21st, 2024.