

Co-op Market Grocery & Deli Board Candidate Application

Please complete this application by 5 p.m. September 1, 2017, and email it to board@coopmarket.org, along with a current digital photograph (headshot only) in .jpg format. You will be contacted to schedule an interview with members of the Nominating Committee and the General Manager. We will provide more information about the duties and responsibilities of board members at the interview.

The Nominating Committee will use the information in your application and your interview to propose a slate of candidates for the five open board positions. The approved slate of candidates will be published on September 21, when electronic and paper ballot voting will begin. A summary of your personal statement and your photograph will be provided to Co-op Market Owners. Election results will be announced at the annual membership meeting on October 19, 2017. New board members' terms begin on that date.

Name:		Owner Number:
Address:		
City, State, Zip code:		
Phone (Mobile):	(Home):	(Work):
Preferred Email:	Best Way to Reach You (Phone or Email):	If By Phone, Preferred Number and Time(s):

How long have you been a Co-op Market Owner?

Background Information

Please answer the questions below. (Applicants may also submit a resume in lieu of answering A-C.)

A. Current Occupation

B. Education (include institution, specialization and degree earned)

C. Business and or Organizational Experience

(List and briefly describe any business, volunteer or board positions, including community groups, you have held.)

Statement to the Owners

Please respond to the questions below. Please limit answers to 250 words. You can attach additional sheets if necessary to complete your answer.

A. Why are you interested in serving on the Co-op Market Board? Tell your personal story and what connects you to Co-op Market and the Fairbanks area.

B. What do you believe are two of the most important issues facing Co-op Market over the next 2 years?

C. What strengths, skills or expertise, including life experience, would you bring to the board?

D. Which of the 10 Cooperative Values resonates with you the most and why?

E. If you can find healthy, organic food at another grocery store, why choose Co-op Market Grocery & Deli?

Please provide the names, phone numbers and email addresses of two non-family references:

1.

2.

If you have questions or would like additional information, please contact Anduin McElroy, Board Chair, at board@coopmarket.org

Policy Governance

The Co-op Market Grocery & Deli Board of Directors operates using the Policy Governance* model, which was developed to allow boards to maintain accountability for organizational performance while focusing on providing visionary leadership around our 'big-picture' mission. With the recognition that delegation is a significant component of our accountability, the board maintains written documentation of expectations for ourselves, our organization and our General Manager – our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

The relevance of this methodology stems from (1) the fact that a significant volume of information is required to fulfill our fiduciary duties; (2) the need to delegate authority in order to accomplish our organizational purpose; (3) the desire to ensure that our Owners and stakeholders are well served by organizational accomplishments.

The Policy Governance model is designed to allow the board to delegate with great clarity by completing three steps:

1. Expressing the expectations of the job being delegated.
2. Assigning the expectations with no ambiguity to the party who is to be held accountable for meeting them.
3. Checking that expectations were met.

We have four general categories of policies that express our expectations for ends to be achieved and the acceptable means by which to achieve them.

A: Ends

Ends policies broadly state the desired organizational outcomes. They describe the ongoing priorities of what should be achieved and for whom. The General Manager is responsible for reporting on compliance with these policies.

B: Board Process

The board process policies describe how the board is organized and its process and products. The board evaluates its compliance with these policies throughout the year.

C: Governance-Management Connection

These Board-GM policies describe how the board delegates duties and responsibilities to our sole employee, the General Manager. The board evaluates its compliance with these policies throughout the year.

D: Executive Limitations

The Executive Limitations delineate job expectations and acceptable constraints within which the General Manager can act. The General Manager develops a written report for the board on each of these policies on a regular basis throughout the year, and the board evaluates whether the interpretation was reasonable and makes conclusions about whether the GM is in compliance. If it is determined that management is not in compliance with our policies, the Board discusses the reasons for this result and establishes parameters and expectations for achieving compliance within a set time frame. The board may require additional monitoring of the policy (on a more frequent basis) or even conclude that the policy needs to be revised.

Our approach to crafting policies is to begin with broad statements regarding allowable and prohibited behavior, and make increasingly specific policies. For example, a policy that prohibits the General Manager from violating the law provides a concise statement of expectation (and is a lot easier than trying to think of and then write down a list of all the illegal actions which could be undertaken!). A more specific policy might require that a certain level of insurance be carried to protect Co-op Market's property. We limit the level of detail in our written policies to that which is required for the board to accept any reasonable interpretation of those policies. This approach allows for the maximum flexibility and creativity within clearly established boundaries and provides a system for delegation and accountability. (It helps also to have a manageable amount of policies--it would be much more difficult to monitor 200 pages of detailed policies! Furthermore, it keeps us out of the micro-managing realm so that we can focus on the big picture questions.)

The advantages of using the Policy Governance model are:

- It enables the board to focus on the future and provide high-level organizational leadership rather than focusing on day-to-day operational issues. (After all, if the board does not provide this type of leadership, who else could?)
- By deciding on the larger issues about ends and means the board can maintain meaningful control of the organization while allowing others to decide on smaller issues.
- The board can delegate genuine authority to others without failing in its own accountability – the parameters of delegated authority are clearly established by the Board, allowing for decisive leadership by others.
- Regular assessment of compliance with policy provides a systematic method for evaluating organizational performance because the board knows what to look for.
- The board and its subordinates (e.g. its committees, the General Manager) know what is required of them because expectations are clearly articulated. Since the design of jobs has already been decided, the board can distinguish the proper course of action when confronted by questions without having to spend time defining the nature of governance itself.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our (legal and moral) Owners, that the organization performs as it should. We must constantly evaluate our purpose (what transformation we want to occur for people and even the world outside of our organization) and our Ends (the accomplishments that justify our existence). This brings us to the most important question: What difference does having Co-op Market in the world make to you?

** The Policy Governance methodology was developed by John Carver as a means to structure board process to allow for board accountability on a meaningful level and empower the board to lead their organizations at the highest level. Carver's website address is www.carvergovernance.com*

Responsibilities of Board Members

Please read carefully and thoughtfully. **Initial each item** to indicate that you are willing to take on these responsibilities. In general, members of a Co-op Board of Directors have the same duties as the directors of any business. In addition, Co-op Boards must act on behalf of Owners (as fiduciaries), meaning that individual directors have to balance individual interests, business interests, and Owner interests when making decisions. To do this, board members must be able to:

_____ Uphold fiduciary duty on behalf of Co-op Market Grocery & Deli Owners. (Note: Directors are covered by management liability insurance provided by the Co-op).

_____ Exercise due diligence in monitoring Co-op Market's financial condition

_____ Abide by all items contained in the Statement of Agreement (attached below), which includes the Code of Ethics, Code of Conduct, and Conflict of Interest policy.

_____ Maintain confidentiality when required.

_____ Faithfully honor all legal obligations that come with directorship, which include:

- Duty of care: Make informed decisions in good faith; act as a prudent person; use a good process for decision making; be honest; ensure adequate record keeping.
- Duty of loyalty: Always act in the best interest of the cooperative; disclose and avoid conflicts of interest; engage in no self dealing; maintain confidentiality.
- Duty of Attention/Diligence: Attend meetings; participate in discussions; be prepared; review materials; ask questions; know and adhere to state laws and Co-op bylaws; support board decisions and policies; honor contracts; ensure payment of all tax obligations.

Expectations of Board Members

Please read carefully and thoughtfully. **Initial each item** to indicate that you are willing to meet the expectation.

_____ Shop regularly at the Co-op.

_____ Be prepared for meetings, including reading – carefully and thoughtfully – the agenda packet in advance of every board meeting.

_____ Participate fully in board meetings. Attend all monthly meetings, as well as any meetings of committees you may serve on. Special projects may require more time commitment.

_____ Actively participate in board discussion between meetings via e-mail or phone as necessary.

_____ Attend the annual membership meeting, Owner gatherings and other special events.

_____ Actively participate in the annual election by spending time in the store (or other get-out-the-vote activities) to remind Owners to vote.

Statement of Agreement

I. Code of Ethics

The Board of Directors of Co-op Market Grocery & Deli adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the Board of the individual Directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between and among directors, management and employees.

To that end, we the Directors of the Co-op Market Grocery & Deli agree that:

- The **board's authority** is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the board and work with management to set the future direction of the Co-op. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- Each **director's authority** is equal only to the rights and authority of any individual owner of the cooperative except when the board is in formal meeting. No individual director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the board, and no individual director has any particular rights to information not made available to all directors.
- The **authority of the manager**, as approved by the board in the General Manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the board.
- While directors may **disagree** with a policy approved by or action taken by the majority of the board, they will support that policy or action as being the considered judgment of the board. An individual director shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices. The board shall have the duty to reconsider its actions appropriately.
- All directors will maintain **confidentiality** as needed to protect the Co-op's interests and financial viability. This means that no director shall discuss disputed or confidential corporate actions, policies or issues with the Co-op's Owners, employees or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the Co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the board as a whole.
- Directors **serve as representatives** of the Cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the Co-op, its Owners, and its staff. We respect the rights of others – directors, staff and Owners – to communicate their ideas free from interruption and without intimidation.

II. Code of Conduct

As a Co-op Director, I pledge to do my best for Co-op Market Grocery & Deli and will:

- Devote the time needed to fulfill the responsibilities of the position;
- Attend and actively participate in the board's training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- Consider the business of the Co-op and its Owners to be confidential in nature;
- Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
- Be honest, helpful, diligent, and respectful in my dealings with the Co-op, with other directors, and with the Co-op's management, staff and Owners;
- Work for continued and increased effectiveness in the Co-op's ability to serve its Owners;
- Be a team player and agree to abide by the majority action of the board, even if it is not my own personal opinion;
- Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the Co-op to employees, Owners, shoppers, and the general public;
- Refrain from asking for special privileges as a board member and from interfering with management's authority;
- Work to ensure that the Co-op is controlled in a democratic fashion by its Owners and that all elections are open, fair, and encourage the participation of all Owners;
- Strive at all times to keep Owners informed of the Co-op's status and plans, and of the board's work, as appropriate;
- Continually seek to learn more about the Co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.

III. Conflict of Interest

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Co-op Market Grocery & Deli or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Co-op Market Grocery & Deli, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Conflict Disclosure:

As a co-op Director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of Co-op Directors, I have violated the letter or spirit of this agreement that I shall resign my position on the Board immediately.

Printed Name

Signature

Date