

## Co-op Market Grocery & Deli Board Candidate Application

Please complete this application by 5 p.m. September 5, 2014, and email it to [board@coopmarket.org](mailto:board@coopmarket.org), along with a current digital photograph (headshot only) in .jpg format. Once your application has been received, 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 four open board positions. The approved slate of candidates will be published on September 25, when electronic and paper ballot voting will begin. Your personal statement (Item 2 on the application) and your photograph will be provided to Co-op Market Member-Owners. Election results will be announced at the annual membership meeting on October 23, 2014. 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 Member-Owner?

### 1. 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.)

**2. 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 Robert Leach, Board Chairman, at [board@coopmarket.org](mailto:board@coopmarket.org).

## 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 Member-Owners (as fiduciaries), meaning that individual directors have to balance individual interests, business interests, and member interests when making decisions. To do this, board members must be able to:

\_\_\_\_\_ Uphold fiduciary duty on behalf of Co-op Market Grocery & Deli Member-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 Co-op Market Grocery & Deli.

\_\_\_\_\_ 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.
  
- \_\_\_\_\_ Participate actively in board discussion between meetings via e-mail or phone as necessary.
  
- \_\_\_\_\_ Attend the annual membership meeting, Member-Owner gatherings and other special events.
  
- \_\_\_\_\_ Participate actively in the annual election by spending time in the store (or performing other get-out-the-vote activities) to remind Member-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 or 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 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 General Manager to be responsible for the overall and day-to-day management of the business under the direction of the board. We work with management to set the future direction of the cooperative. 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 General 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 cooperative's interests and financial viability. This means that no director shall discuss disputed or confidential corporate actions, policies or issues with the cooperative's Member-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 cooperative'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 Co-op Market, its Member-Owners, and its staff. We respect the rights of others – directors, staff and Member-Owners – to communicate their ideas free from interruption and without intimidation.

## **II. Code of Conduct**

As a 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 Co-op Market and its Member-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 cooperative, with other directors, and with management, staff and Member-Owners;
- Work for continued and increased effectiveness in the cooperative's ability to serve its Member-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 cooperative to employees, Member-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 Co-op Market is controlled in a democratic fashion by its Member-Owners; that all elections are open and fair; and encourage the participation of all Member-Owners;
- Strive at all times to keep Member-Owners informed of the cooperative's status and plans, and of the board's work, as appropriate;
- Continually seek to learn more about the cooperative 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 Market Director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of Co-op Market Directors, I have violated the letter or spirit of this agreement, I shall resign my position on the Board immediately.**

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date