



Board of Directors

Application Packet

2018



Dear Prospective Board Candidate,

Thank you for your interest in serving on the Good Earth Food Co-op (GEFC) Board of Directors.

We ask that you read over this packet carefully before filling out the application. We have included detailed information about cooperative leadership and our expectations in the hopes that it will help you be fully informed about the role of the Board of Directors. To further ensure that candidates understand the Board's work before committing to serve, the GEFC Board asks that all candidates meet the following requirements of application:

- 1) Agree to attend our monthly meetings. Board meetings are held on the third Thursday of each month in the Community Room from 6:15 – 9pm.
- 2) Agree to attend the an Orientation for newly elected Board Candidates in October, as well as an all-day training workshop in September and/or January.
- 3) Agree to abide by the Director's Code of Ethics and Code of Conduct and disclose any conflicts of interest.
- 4) Agree to check for board communication on a regular basis. The majority of board communication occurs via e-mail and through Google drive.
- 5) Electronically submit your candidate application and a picture of yourself to [board.directors@goodearthfoodcoop.coop](mailto:board.directors@goodearthfoodcoop.coop).

You are also welcome to attend a board meeting. Board meetings are held on the third Thursday of each month in the Community Room from 6:30 – 9pm. The next meeting date is July 19, 2018. Also, please feel free to reach out to current Board members to learn more about our service to the GEFC. You may also want to attend our Annual Membership Meeting coming up in the fall, where the election will close.

Again, we thank you for your interest and look forward to meeting you.

Cooperatively Yours,

*The GEFC Board of Directors*

# The Seven Cooperative Principles

## 1. Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

## 2. Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. People serving as elected representatives are accountable to the membership. In primary co-operatives, members have equal voting rights (one member, one vote) and co-operatives at other levels are organized in a democratic manner.

## 3. Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

## 4. Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

## 5. Education, Training, and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

## 6. Co-operation Among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional, and international structures.

## 7. Concern for Community

While focusing on member needs, co-operatives work for the sustainable development of their communities through policies accepted by their members.

# Cooperative Values

Basic cooperative values are general norms that cooperators, cooperative leaders and cooperative staff should share; the values should determine their way of thinking and acting. This list of ten values was proclaimed by the International Co-operative Alliance in 1995: **Self-help, Self-responsibility, Democracy, Equality, Equity, Solidarity, Honesty, Openness, Social Responsibility, Caring for Others.**

## Frequently Asked Questions (FAQ)

### **What is the Board of Directors and what does it do?**

The Board of Directors is the governing body for the member-owners of GEFC. It is composed of between seven and nine people, all member-owners of GEFC, elected by member-owners. Terms are three years in length. The Board is responsible for ensuring organizational performance on behalf of all of the GEFC's member-owners. This work includes developing clearly stated expectations through written policies, delegating responsibility for, and authority over, the achievement of stated objectives, and monitoring compliance with written policies. The Board governs the organization and delegates all operational duties to one employee, the General Manager (GM). It is involved in strategic planning, financial oversight, member-ownership linkage, and community outreach.

The GEFC Board strives to be strategic and visionary with its view toward the future of our cooperative, rather than focusing solely on the short-term. By devoting time to focus on the big-picture vision of GEFC, the Board will ensure that we adequately position our organization for the maximum benefit of our member-owners, as well as anticipate trends and values, which may have a critical impact on our relevance and survival.

### **What does the Board of Directors *not* do?**

The Board of Directors does not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of GEFC. The Board's sole official connection to the operations of the cooperative is through the General Manager.

### **What are the requirements for running?**

Directors must be member-owners of GEFC in good standing without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the GEFC. Once elected, Directors must sign a Statement of Agreement and publicly disclose any potential conflicts of interest. As for personal qualifications, Board experience is helpful, but not a prerequisite for Directorship. More important qualifications are a willingness to work closely and cooperatively with the other Directors, commitment to providing the time and energy necessary to accomplish the Board's objectives and fulfill the required term, the ability to learn quickly, and organizational skills.

### **How much time would I need to put into serving?**

The Board holds one regular meeting for two to three hours each month, at which attendance is expected. Beyond this regular meeting, the time commitment for a Director typically averages out to an additional two to three hours per week, including preparation for regular monthly meetings as well as specially-called Board meetings, and participation on committees, which meet monthly. Board members are expected to join a minimum of one committee, preferably two or more. (See descriptions on the following page.) In addition, the Board holds one to two retreats each year and

at least one Board social. The average total expectation for board members who are not officers is fifteen hours per month.

**It sounds like a big step!**

And worthwhile! As a cooperative, GEFC is only as strong as its member-ownership. The Board traditionally has been a diverse group of people with a wide range of skills who have brought the store to where it is today – 40 years serving the St. Cloud community as a vibrant organization that benefits our member-owners!

# Committees

## Membership Engagement Committee

**Mission:** To facilitate communication and interaction between the Co-op and members, as well as promote and engage membership.

**Description:** Responsible for the board report section of the newsletter, as well as the clipboard communication with shoppers at the Co-op. Also examines membership structure and incentive program development as well as the working member program. Is not responsible for membership drives, although does provide support/ideas to the General Manager as necessary.

## Finance Committee

**Mission:** To oversee the fiscal elements and ensure the financial health of the Good Earth Food Co-op.

**Description:** The mission is accomplished by: (1) Providing responsible financial oversight; (2) Informing full board of pertinent issues; (3) Collaborating with GM and Treasurer on annual budget recommendations; (4) Making recommendations with respect to external financial resources; (5) Making recommendations on long-term financial needs.

## Board Development Committee

**Mission:** To ensure the continuing health and ongoing education of the co-op board.

**Description:** Responsible for recruiting potential board members, orientation of new board members, training sitting board members, planning and executing the annual election, organizing and executing a yearly board retreat and other training opportunities.

## Executive Committee

**Mission:** To ensure the board and GM fulfill their responsibilities in a positive way.

**Description:** Provide for open communication between the board and General Manager. Support the General Manager, respond to sensitive issues, and take on ad hoc responsibilities as needed. Oversee committee work. Create and publish agenda for the board meeting in a timely manner.

## Policy Committee

**Mission:** To facilitate the implementation of, and ensure regular review of, board policies.

**Description:** Responsible for writing, modifying, and updating policy.

# Policy Governance

The GEFC Board 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 member-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: Ends, Executive Limitations, Board Process, Board-Management Relationship.

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 GM) 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 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. The term Policy Governance is registered and protected and is often called "PoGo" by the hipsters. Carver's website address is: [www.carvergovernance.com](http://www.carvergovernance.com).

You can request a copy of our policies by writing to us at [board.directors@goodearthfoodcoop.coop](mailto:board.directors@goodearthfoodcoop.coop).

# Application to the Good Earth Food Co-op Board of Directors

A complete application will include:

- Contact information
- A personal statement
- A signed Statement of Agreement, with conflict of interest disclosure
- A resume or list of relevant experience and skills you will bring to the co-op board

A Board member may call you for further information, but generally, these answers will be your way of communicating to other GEFC Owners why you should be a Board member. Feel free to contact us if any questions arise at [board.directors@godearthfoodcoop.coop](mailto:board.directors@godearthfoodcoop.coop).

All materials MUST be submitted electronically to [board.directors@godearthfoodcoop.coop](mailto:board.directors@godearthfoodcoop.coop).

## Contact Information

Name \_\_\_\_\_

Address \_\_\_\_\_

Phone \_\_\_\_\_

E-mail \_\_\_\_\_

Place of  
employment \_\_\_\_\_

Position/Title \_\_\_\_\_

## Personal Statement

Please provide us with a personal statement of 250 words or less. This statement will appear on the ballot and is your way of communicating to the voters about your background and expertise, what you can offer to GEFC, and what interests you about serving on the Board.



# STATEMENT OF AGREEMENT

For Directors of Cooperatives

## I. CODE OF ETHICS

**The Board of Directors adopts the following Code of Ethics to clarify any uncertainty, which may exist regarding the authority exercised by the board or individual directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between directors, and among directors, management, and employees. To that end, the board of directors agrees that:**

**Authority:** 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 are charged with employing a manager to be responsible for the overall and day-to-day management of the business under the direction of the board and with setting 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.

**Limits to authority:** Each director's authority is equal only to the rights and authority of any individual member 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.

**Managerial Authority:** The authority of the manager, as provided in the bylaws and in the general manager's job description by the board 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.

**Disagreement:** While an individual director may disagree with a policy approved by or action taken by the majority of the board, s/he 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.

**Confidentiality:** All directors will maintain confidentiality as needed to protect the co-op's interests and financial viability. This means that all directors shall not discuss disputed or confidential corporate actions, policies, or issues with co-op members, employees, or the general public unless all directors agree to do so. All issues related to personnel, real estate, market strategy and goals, pending litigation, and financial status will be considered sensitive issues subject to confidentiality unless or until the board as a whole approves full disclosure.

**Professional Conduct:** 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 members, and its staff. We respect the rights of others—directors, staff and members – to communicate their ideas free from interruption and without intimidation. All directors shall affirmatively and, at any times, disclose any/all economic conflicts of interest.

## II. CODE OF CONDUCT

### As a co-op director, I pledge to do my best for the co-op and will:

- Devote the time needed to fulfill responsibilities of the position;
- Attend all regular and special and committee meetings;
- Be prompt, attentive, and prepared for all board and committee meetings;
- Contribute to and encourage open, respectful, and through discussions by the board;
- 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 members to be confidential in nature;
- Disclose any personal or organizational conflict of interest that I may be in 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 co-op's management, staff, and member;
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the co-op's;
- Work for continued and increased effectiveness in the co-ops ability to serve its members/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, members, 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 members and that all elections are open, fair, and encourage the participation of all members;
- Strive at all times to keep members 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.

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, I shall resign my position on the board immediately and shall not seek to cause disruption to the co-op and the co-op board for that action.

### 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 Good Earth Food Co-op 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 GEFC Co-op, 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 of Co-op Director

\_\_\_\_\_  
Signature of Co-op Director

\_\_\_\_\_  
Date

*Note: When submitting this form electronically, please type your name in on the signature line. You will be asked to sign a printed copy after you have been elected.*