



**Greetings and thank you for your interest in serving on the Co-op Board of Directors.** The following FAQ sheet will address basic questions you may have about serving on the Board.

## Frequently Asked Questions

### **Q: What is the role of a Co-op Board member?**

**A:** The Board sets the direction of the Co-op through long-range planning and visioning. The Board supervises the General Manager (GM), attends to the financial health of the organization, and writes and monitors policies that set parameters for the GM. The Board does not direct day-to-day operations in the stores such as the products that are carried, personnel issues, or how the store looks. That is the role of the GM.

### **Q: What are helpful qualities for serving on the Board?**

- A:**
- Ability to compromise, reach consensus, and build on shared knowledge
  - Ability to “see the big picture”
  - Ability to make tough decisions and be accountable for the consequences
  - Experience with strategic planning or willingness to learn
  - Ability to read a financial statement or willingness to learn
  - Communication and cooperative group process skills
  - Ability to engage and work with leaders and communities of diverse racial, ethnic, gender, cultural and socio-economic backgrounds
  - Interest in serving and advancing the Community Food Co-op
  - Professional attitude, including an understanding of and ability to maintain confidentiality
  - An understanding of the Board’s role in the Co-op or willingness to learn
  - Inspiration and enthusiasm for the goals of the Co-op’s Strategic Plan goals
  - Understanding or willing to understand the role of Equity, Diversity and Inclusion in the cooperative model.

### **Q: How many Board members are there?**

**A:** Every year Co-op members elect three directors to the Co-op’s nine-member Board (there is one seat on the Board held by a Co-op staff person and they are elected by the staff).

### **Q: How long is a Board term?**

**A:** Each director serves a three-year term.

### **Q: How much time do Board directors spend on Board work each month?**

**A:** Board directors volunteer approximately 10 hours per month. Each director is expected to prepare for and attend the monthly Board meetings, and to serve on at least one Board committee (most committees meet once a month). In addition to these standing meetings, directors should attend scheduled Board trainings, fall and spring retreats, the Co-op’s annual meeting, member engagement events if planned by the Board, two Co-op sponsored events, and Board/management meetings as needed.

### **Q: Do Board members get a discount when they shop at the Co-op?**

**A:** Board directors receive a 15% discount on Co-op purchases, and a \$20 coupon for each Board & committee meeting they attend.



**Q: How do I apply?**

**A:** Candidates must complete these three items by the listed deadlines in order to run for the Board:

**1. Attend a Board meeting (Wednesday, Dec. 8, 2022, or Jan. 11, 2023):** We ask candidates to attend a Board meeting to observe the process and see if this is something they would be interested in. The Board meets on the 2nd Wednesday of each month at 6 pm. To join the meeting, contact the Board Administrator: [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop). They will give you the agenda and location information for any meeting that you plan to attend. You are also welcome to attend a Board committee meeting.

**2. Attend a virtual or in-person candidate meet-up:** We also ask that you attend an informal candidate orientation and interview session (about an hour). Contact the Board Administrator and we'll arrange a time to meet with you before the Jan. 18 application deadline.

**3. Complete all candidate application materials (due by Wednesday, Jan. 18, 2023):**

- Read the Director Position Description
- Read and sign the Board Candidate Agreement
- Fill out the Board of Directors Application and Candidate Profile
- Fill out the References sheet
- Read and sign the Code of Ethics and Conduct

**Q: Where do I turn in my completed application?**

**A:** There are four ways to submit your application:

1. You can fill your application out [online](#).
2. **Email** your application to [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop).
3. **Mail** a paper copy to:  
Community Food Co-op, Attn: Board Administrator  
405 E Holly St., Bellingham, WA 98225.
4. You can also **drop off** your application at either store service desk (Attn: Board Administrator).

**Q: How does the nomination process work?**

**A:** The Board of Directors reviews all applications and nominates a slate of candidates for the ballot. Candidates not nominated by the Board can still be on the ballot by submitting a petition signed by at least 25 members or 1% of the membership eligible to vote in the previous year's election, whichever is greater.

**Q: When and how does the Board election take place?**

**A:** The Board election will run from **March 1 – 31, 2023**. Co-op members receive mailed election information that includes the "short profile" (Board application questions 1-3), candidate photos, and instructions about how to vote. The voting site, [www.voting.coop](http://www.voting.coop) includes the candidate's "long profile" (your answers to all the application questions), and your photo.



**Q: When do I find out if I am elected, and what happens next?**

**A:** The ballot count takes place shortly after the close of the election. As soon as possible, the Board Administrator will call you with the results. If elected, they will give you some initial orientation information. Your first board meeting would be **Wednesday, April 12, 2023.**

If you have additional questions, please email: [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop)



## **Director Position Description**

### **Background**

A nine-member Board of Directors guides the Community Food Co-op. This leadership and policy setting group reports to the membership and is legally and fiscally responsible for the planning review and oversight of the Co-op stores. This growing multi-million dollar business is committed to providing members access to quality natural foods and other consumer goods, informing the larger community of the benefits of using cooperative principles as the basis for functioning and providing recognition and support for other local organizations with similar philosophies. The successful applicant will provide visionary leadership to this community-based, member owned cooperative.

### **Responsibilities**

#### **Fiscal**

- Healthy maintenance of three retail cooperative locations, which focus on quality groceries and health related products, currently operating with over 45 million in annual sales.
- Approves capital and operating budgets
- Guides the uses of the membership's money wisely during profitable periods.
- Collaborates with management to identify problems and implement solutions in periods of financial loss.

#### **Legal**

- Provides oversight for legal requirements of the business.
- Protects the assets of the cooperative for the benefit of the member-owners.

#### **Personnel**

- Selects, supervises and evaluates the General Manager who is directly accountable to the Board of Directors.
- Delegates the authority and responsibility for store operations to the General Manager.

#### **Governance**

- Sets policy for the cooperative.
- Assures that the business operates within the guidelines of the cooperative principles.
- Sets annual goals and objectives for the organization that are consistent with its mission.
- Provides visionary leadership and direction for the long-range well-being of the cooperative.
- Engages in strategic planning and establishing strategic priorities for the cooperative.

#### **Public Relations**

- Advocates to the membership and the community at large for the presence of this Co-op as an innovative leader in the marketplace.
- Acts as spokesperson for the benefits of supporting sustainable agriculture and natural foods in the local marketplace.
- Advocates and promotes the co-op model to the membership and the community.





## References

***Please list three references who can speak to your qualifications:***

Name:

Mailing Address:

Email Address:

Telephone:

Day:

Evening:

How long and in what context this person has known you:

Name:

Mailing Address:

Email Address:

Telephone:

Day:

Evening:

How long and in what context this person has known you:

Name:

Mailing Address:

Email Address:

Telephone:

Day:

Evening:

How long and in what context this person has known you:



## **Board Candidate Agreement**

### **1. All Board candidates must meet these five qualifying criteria:**

- Be a Co-op member
- Not work for a competitor
- Not make more than 25% of their income doing business with the Co-op (with the exception of the staff Board director)
- Commit to 10 hours per month
- Be able to self-identify factors that might disqualify you from serving.

### **2. If elected to the Board, I agree to:**

- Prepare for the monthly Board meeting by carefully reviewing an agenda packet that will arrive prior to the scheduled meeting.
- Attend the monthly Board meetings, scheduled Board trainings, fall and spring retreats, annual meeting, member engagement events if planned by the Board, two Co-op sponsored events, and Board/management meetings as needed.
- Prepare for and attend monthly committee meetings.
- Serve as Board representative and/or chair of one or more standing Board committees as assigned by the Board Development Committee. Committees typically each have one meeting per month that the director is required to attend. Some committees may also have optional ad hoc sub-committees working on specific activities that may require additional meetings.
- Make use of resources and opportunities for ongoing training on concepts or issues related to the role of a director of the Co-op.

### **3. If elected to the Board, I understand that my compensation will include:**

- Opportunities for personal and professional development
- 15% Co-op discount
- \$20 coupon for each meeting (\$40 when serving as Board or committee chair).

**Signature:**

**Date:**



## Community Food Co-op Board of Directors Ethics and Code of Conduct

### P3 Ethics & Code of Conduct

The Board will commit individually and as a body to ethical, respectful conduct, and acting in accordance with the Bylaws.

- P3.1** Directors will conduct Co-op business with honesty, loyalty, a sense of humor, personal integrity, confidentiality, diligence, and in good faith.
- P3.2** No director may make a contract or other agreement with the Co-op providing themselves preferential terms or conditions.
- P3.3** No director may provide more than 25% of their paid professional service to the Co-op.
- P3.4** No director may accept gifts or favors from parties conducting business with the Co-op.
- P3.5** All Board business will be conducted at meetings properly announced and open to the public, unless covered by policies concerning executive sessions.
- P3.6** Directors will maintain regular attendance at Board and Committee meetings and participate in member linkage activities.
- P3.7** Compensation, if any, of the Board of Directors will be established in good faith by the Board of Directors.
- P3.8** No competitor may serve on the Board of Directors.
- P3.9** Any duality of interest or possible conflict of interest on the part of any governing Board member-owner should be disclosed to the other member-owners of the Board and made a matter of record. This should happen annually and during any discussion where a conflict of interest or duality of interest becomes apparent.
  - P3.9.1** When any governing Board member has a duality of interest or possible conflict of interest, they will not participate in the consensus building process. The minutes of the meeting should reflect that a conflict of interest disclosure was made at the time of the discussion.
    - P3.9.1.1** Board members who have withdrawn from the consensus building process due to a conflict of interest may state their position on the matter and answer questions posed by others involved in the discussion.
    - P3.9.2** If the Board finds a director to be in violation of any aspect of this code of conduct, it may request the Director's resignation. The Board may take additional legal action on behalf of the Co-op.



- P3.10** Directors may not attempt to exercise individual authority over the organization.
- P3.10.1** When interacting with the GM or employees, Directors must carefully and openly recognize their lack of authority.
  - P3.10.2** When interacting with the public, the press, or other entities, Directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
  - P3.10.3** Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
  - P3.10.4** During a crisis situation, defined by the Co-op's Crisis Communication Plan as "an event that prompts significant, often sustained, news coverage and public scrutiny and has the potential to damage the Co-op's reputation, brand, or financial stability", Board directors will not publicly speak, comment, or post on any channel images, video, information, comments or opinions regarding the crisis. Failure to adhere to this policy will lead to immediate removal from the Board.
  - P3.10.5** Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
- P3.11** Individual Board Members will review and commit to the P3 policies annually.

**Signature:**

**Date:**