



November 2023

***Greetings and thank you for your interest in serving on the Community Food Co-op's Board of Directors.***

Every year Co-op members elect three directors to the Co-op's nine-member board. The Board steers the Co-op through long-range planning and visioning, setting policy and supervision of the General Manager. We seek dedicated community members to ensure that the Board represents and addresses the interests of the Co-op membership.

Each director serves a three-year term. Board directors volunteer approximately 10 hours per month; receive a 15% discount on Co-op purchases, and a \$20 coupon for each meeting attended. Each director serves on at least one standing board committee. We encourage candidates to engage in the application process as proactively as possible to gauge the involvement expected of Board directors.

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 Board Administrator Annabelle Rosborough at [annabeller@communityfood.coop](mailto:annabeller@communityfood.coop). She will give you the agenda and location information for any meeting that you plan to attend.

We strongly recommend that you attend an informal candidate orientation. Contact the Board Administrator at [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop) for more information.

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 election 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.

Enclosed are:

- General information
- Board candidate checklist
- Application materials
- Strategic Plan

**The application deadline is Wednesday, January 17, 2024.**

Cooperatively yours, the Board Development Committee



## General Information

### What are helpful qualities for serving on the Board?

- 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.

### When and how does the Board election take place?

The Board election will run from **March 1 – 28, 2024**. Co-op member-owners receive mailed election information that includes the short profile (questions #1, #2 and #3 of the Board application), 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 the Board application questions), and your photo.

### When do I find out if I am elected, and what happens next?

The ballot count takes places shortly after the close of the election. As soon as possible, a board director will call you with the results. If elected, they will give you some initial orientation information. Your first board meeting would be **Wednesday, April 10, 2024**.

### Where do I turn in my completed application?

- Email your application to Annabelle Rosborough, [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop)
- Or, mail to: Community Food Co-op, Attn: Board Administrator, 405 E Holly St., Bellingham, WA 98225.
- You can also drop off your application at either store service desk (Attn: Annabelle Rosborough, Board Admin.).

**Contact Info:** If you have questions, please don’t hesitate to call or email via:

- Annabelle Rosborough (Board Administrator), 734-8158 ext. 317, [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop)

Thanks for contributing to the democratic process and good health of the Co-op!



## Board Candidate Checklist & Deadlines

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

**1. Attend a Board meeting (Nov. 8 or Dec. 13) and/or candidate meet-up (TBD):**

Meetings take place on the second Wednesday of each month, 6:00-8:00 pm. Contact the Board Administrator, Annabelle Rosborough, at [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop) or 360-734-8158 Ext 317 for more information **before January 17, 2024.**

**2. Attend a candidate orientation (optional but recommended):** Contact the Board Administrator, Annabelle Rosborough, at [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop) or 360-734-8158 Ext 317 for more information **before January 17, 2024.**

**3. Complete all candidate application materials (due by Wednesday, January 17, 2024):**

- Read the Director Position Description
- Fill out the Board Candidate Statement of Interest
- 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
- Provide a photo: We will need a high-resolution headshot photo – you can email one to Annabelle. If you prefer, the Co-op graphics staff will be happy to take your photo.

**4. Record a candidate video with the Co-op so members can get to know you, by 2/26/23.** Contact the Board Administrator, Annabelle Rosborough, at [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop) for more information.

**5. Attend the Annual Meeting, 3/28/2024**

The Board Development Committee will share more specifics about candidate participation during the Board election and Annual Meeting at the candidate meet-up.



## 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 40 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.



## Board of Directors Application and Candidate Profile

***Download the application [here](#) or if you would like a digital version emailed to you, please contact [boardofdirectors@communityfood.coop](mailto:boardofdirectors@communityfood.coop)***

Name:

Community Food Co-op Member Number:

Mailing Address:

Email Address:

Telephone: Day  Evening

Present Occupation:

***Note: Your application answers will appear on the Co-op's website and online election site as your "Candidate Profile".***

### ***Candidate Profile:***

- 1) What skills and qualities do you have that uniquely qualify you for the Board of Directors, and why do you want to run for the Board?
- 2) Choose one of the seven goals of the Co-op strategic plan and briefly talk about what interests you, and what you could contribute to its development.
- 3) Think about a situation that demonstrates your ability to create a climate that values cultural diversity. How would you encourage sharing different perspectives?
- 4) What do you believe are the Co-op's greatest strengths?
- 5) Describe any experience you have in reading and understanding financial statements.
- 6) Describe the experience, skills or knowledge you have working with any or all of the following: cooperatives; policy governance; consensus process, non-profit or for-profit boards; a group that used active member participation to achieve its goals.
- 7) Describe your connections with the community, including volunteer work if applicable.
- 8) Describe any business or entrepreneurial experience you have.



## **Board Candidate Statement of Interest**

The things I expect to enjoy the most about being on this Board are:

The things I expect to enjoy the least are:

The personal and/or professional goals that my involvement in this group can help meet are:

The areas where I want to grow are:

I expect the following from this organization:

*Signature:*

*Date:*



## 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
- 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 him/herself 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, he or she 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:***



## References

*Please list three references who can speak to your qualifications in relation to the attached criteria:*

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: