



## **Board of Directors Application Packet**

We appreciate your interest in running for a seat on Co-opportunity's Board of Directors. Our Board is comprised of owner-members that serve because of their passion and belief in the cooperative business model. We believe that a culturally competent, diverse board is better able to serve our co-op and our owners' needs and produce better results. We look for candidates of diverse backgrounds who complement and expand the board's overall skills and professional experiences.

This packet contains information you will need to run for a seat on Co-opportunity's Board of Directors. A section of our Bylaws and Board Governance Policy are included in the packet.

Three board members are elected each year for a three-year term. The Board Perpetuation Committee of the Board will vet Candidates for the Board of Directors.

### **Board Member Responsibility:**

The Board's primary responsibilities are to ensure the financial security of the organization, to hire, monitor, and evaluate the CEO/General Manager, and to assist in setting the long-term strategic vision for Co-opportunity. The Board does not participate in the day-to-day management and operational details of the store (product selection, pricing, hiring, and store policies).

A strong passion and commitment to the Co-opportunity core values:

- Easy access to sustainable, healthy food,
- A robust cooperative economy,
- A thriving community centered on hospitality, kindness, and generosity.

Board Directors must prepare for and attend monthly Board meetings, the Annual Ownership Meeting, the Board annual retreat(s), and other training and development sessions throughout the year. Additionally, Directors participate in Board committees and community events each year. A typical Board time commitment is 10-12 hours per month. Currently, meetings are held online or in-person. Typically, the monthly board meetings are held on the third Wednesday of each month, 6-9 p.m.

### **Board Member Eligibility (Required):**

Per our Bylaw 8.3, A candidate

- must be a Co-opportunity owner in good standing nine months immediately prior to the last day of the application period.
- be at least twenty-one years of age.

The following persons are ineligible to run for a seat on the Co-opportunity Board:

- a Co-opportunity employee
- a person discharged with cause from employment or removed as a Board Director
- a person whose employment is a conflict of interest with Co-opportunity

In addition to the above requirements, board candidates must demonstrate the following attributes:

- Experience in understanding and analyzing a business's performance to help provide strategic direction for the business
- Exceptional decision-making skills
- The time and commitment to be a fully engaged contributor to the board
- Excellent interpersonal and communication skills
- Commitment to community with a demonstrated passion to serve our co-op

**Preferred Attributes include:**

- Professional experience, including as an owner, operator or executive of a business
- Knowledge and understanding of financial statements
- Experience or understanding of branding, marketing and innovation in the consumer retail or grocery industry
- Ability to develop strategies that connect to next-generation and diverse consumer audiences
- A deep interest in understanding the trends in the consumer and natural foods industries
- Previous experience as a board member

**How to Submit Your Application Form:**

Complete the application found in this packet and sign Part #4, indicating that you have read and agree to the terms detailed in the packet. Submit the application, any additional forms, your resume, and a recent photo to: [ownership@coopportunity.com](mailto:ownership@coopportunity.com).

The candidate's ownership record will be validated according to the Bylaws, added to your application, and given to the Board Perpetuation Committee.

**Application Timeline:**

Candidate application period August 1-31, 2022

Slate of Candidates approved by the Board: September 21, 2022

Record date for election: October 1, 2022

First Day of Election: October 9, 2022

Ballots must be received by: October 23, 2022

Ballot counting date: October 28, 2022

New Term begins: January 1, 2023

All applications must be received by **August 31, 2022, 11:59 p.m.** Once you have submitted your application, a representative will acknowledge your application by email. The Board Perpetuation Committee will contact you in early September to schedule a Zoom interview between September 6 and 13.

All Board candidates interested in running for a seat on the Board must attend the September 21, 2022, board meeting and the Annual Owner's Meeting on Sunday, October 9, 2022.

All candidates will be notified of the election results by November 1.

**The Ballot Process:**

The ballot will include a photo and a statement from each candidate. Each candidate shall furnish their own statement; however, the Board Perpetuation Committee has the right and responsibility to establish the format and length of each submission. The Board Perpetuation Committee may edit statements for inaccurate or misleading information. The Board Perpetuation Committee has the right and responsibility to submit additional information to the members regarding the application and election procedure.

**The Election Process:**

The directors shall be elected by a plurality vote. The three candidates receiving the most votes will be the Directors Elect. The three-year term begins January 1, 2023.

In the case of a tie vote, the outcome shall be determined by form and procedure determined by the Board or its designee and supervised by the Board Secretary.

The Board Secretary or Board's designee, at the discretion of the Board, is the election referee. The referee is responsible for establishing a procedure for mailing, receiving, and counting the ballots in a manner that ensures the integrity of the balloting process and election. The Board Secretary shall certify the results of the election,

determine if a procedure to decide a tie is necessary, notify the Board, ensure that all candidates are notified of the results of the election, and that results are posted in the stores, on the website, and in the newsletter.

**Questions:**

Applicants with questions or concerns about the Board election process may email:  
[ownership@coopportunity.com](mailto:ownership@coopportunity.com)

**CO-OPPORTUNITY'S BOARD OF DIRECTORS APPLICATION - PART #1**

Applicant Name:

Co-opportunity Owner Number:

Mailing Address:

Email:

Phone:

- 1) Present Occupation
  
- 2) Where did you learn about this opportunity?
  
- 3) As detailed in GP4.10 (Board Members Code of Conduct/ Governance Policies) included at the end of packet do you have any known or potential conflicts of interest with service on the Co-opportunity Board of Directors?
  
- 4) If yes, please give details of conflicts.

**CO-OPPORTUNITY'S BOARD OF DIRECTORS APPLICATION FORM - PART #2**

Applicant Name:

Please answer the following questions to help us learn more about you as a potential Board Candidate.

- 1) Why are you applying for a position on a Board?
  
- 2) How long have you been a co-op owner?
  
- 3) What is important to you about serving on the co-op Board of Directors?
  
- 4) How would you describe your leadership style? Give specific examples.
  
- 5) Have you previously served on other Boards? If so, please describe your experience, roles, and responsibilities.
  
- 6) Describe your experience and/or related experience in:
  - a. executive and or senior management
  - b. oversight of a business
  - c. in making business decisions
  
- 7) Describe your experience with financial reports:
  - a. profit and loss statements
  - b. balance sheets
  - c. cash flow statements
  
- 8) Describe your experience in the following areas:
  - a. real estate
  - b. business
  - c. human resource/legal
  - d. operations
  - e. marketing
  - f. non-profits, philanthropy, volunteer work

**CO-OPPORTUNITY'S BOARD OF DIRECTORS APPLICATION - PART #3**

Applicant Name:

Please list your references, at least two professional (you may include volunteer organizations) and one personal, who can speak to your qualifications in relation to service on the board.

Name	Email	Phone
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How long and in what context has this person known you?

Name	Email	Phone
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How long and in what context has this person known you?

Name	Email	Phone
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How long and in what context has this person known you?

**CO-OPPORTUNITY'S BOARD OF DIRECTORS APPLICATION – PART 4**

Applicant Name:

I have read and understand the contents of this Application Packet including the Board Policy GP4.10 Board Members' Code of Conduct and the Bylaw Section 8.3 on eligibility.

I agree to these rules and regulations. I certify that the information I have given is true and correct to the best of my knowledge and authorize verification of all statements made in this packet and on my resume.

\_\_\_\_\_  
Signature of Applicant

\_\_\_\_\_  
Date

Policy Type: Governance Process  
Policy Title: **GP4.10. Board Members' Code of Conduct**  
Adopted: March 21, 2007; Last Revised: May 15, 2019

The Board commits itself and its individual Board members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly:

1. Board members must represent loyalty without conflict to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
  2. Board members must disclose and address conflicts of interest with respect to their fiduciary responsibilities to the cooperative.
- 2.1 A Board member has a conflict of interest within the meaning of this policy when s/he or a family member has a material financial interest in an issue or matter pending for discussion or decision by the Board and Management.

For purposes of this policy:

2.1.1 A "family member" is a Board member's spouse, domestic partner, or child, as well as the spouse of a Board member's child or other relative of a Board member, whether living in the same household or not, as the Board member.

2.1.2 A "material financial interest" is

(1) an ownership or investment interest in an entity whose transactions, arrangements, potential transactions, or potential arrangements with the Cooperative are before the Board or Management,

(2) a compensation arrangement, including an employment relationship, with any such entity,

(3) fiduciary duties, as a Board member or otherwise, or executive-level management authority at any such entity, or

(4) direct personal participation (other than as a Board member) in a pending matter before the Board.

A Board Member or family member who owns shares in a mutual fund does not have a "material financial interest" as to any of the fund's holdings unless the Board or family member directs or advises the fund in connection with portfolio transactions.

2.2. When a conflict of interest exists, a Board member must take one of two actions to address the conflict:

1) The Board member may advise the President, either in writing or at a Board meeting, that the Board member has a conflict of interest, and thereafter the Board member must absent herself or himself from all discussions and voting of the Board on any matter related to the conflict of interest.

2) The Board member may advise the Board that a conflict of interest exists and may ask the Board to waive the conflict and permit the Board member to participate in discussion and voting on the matter.

In the second circumstance, the Board member may participate in discussion and voting on the matter only by affirmative vote of the other Board members present, and the Board may impose such conditions on the Board member's participation as the Board deems necessary to assure openness, competitive opportunity, access to inside information and the public perception that the Board is conducting its business fairly and ethically.

2.3. Board members may not use their positions on the Board to obtain employment for themselves, their family members, or close associates. A Board member wishing to pursue employment with the co-op may only do so after s/he has resigned, or her/his term of office has expired.

2.4. Upon taking office as a Board member, each Board member will advise the President in writing as to any conflict of interest the Board member has or is likely to have during the Board member's tenure. Thereafter, consistent with GP 4.10.2, each Board member has an affirmative obligation to disclose conflicts of interest as they arise.

3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in the Board policies. Board members' interaction with the General Manager or with the staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized. Board members' interactions with the public, the press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

5. Board members must comply with all requirements of federal and state law with respect to their roles as Board members. These requirements may include, but are not necessarily limited to, the obligation to provide the co-op with a copy of the Board member's Social Security card and the obligation to execute an affidavit with respect to the co-op's state liquor license.

6 In order to contribute to the Board, Board members must be capable of a high standard of behavior and performance. They must meet the qualifications and accept the obligations specified in GP 4.1 (Governing Style). They must be civil, courteous, and professional. They must communicate effectively with the rest of the Board. They must fulfill their commitments.