



## BOARD OF DIRECTORS CANDIDATE APPLICATION PACKET 2022

Dear prospective candidate,

Thank you for your interest in serving on the Brattleboro Food Co-op Board of Directors!

We ask that you read over the enclosed information carefully before filling out the application. Please feel free to contact us with any questions that you may have; we look forward to meeting you!

The BFC shareholders elect Board members during an election season each November. All candidates must be current shareholders in good standing (defined as being current in your equity payment) and at least 18 years old at the time of the election.

It's important that candidates understand the Board's work before committing to serve. To that end, you will be asked to ...

- (1) Agree to fulfill the responsibilities and expectations of the Board, by completing the enclosed checklist.
- (2) Agree to abide by the Director's Code Conduct (enclosed in this packet) if elected to serve on the Board.
- (3) Submit your candidate statement of interest, including a picture of yourself, to the Board by the deadline.
- (4) Attend at least one meeting of the Board of Directors.
- (5) Attend the annual fall Shareholder meeting, being held on November 9, 2022.

Yours in cooperation,

The Board of Directors

# Cooperative Principles and Values

## Cooperative Principles

### Voluntary and Open Membership

Cooperatives 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.

### Democratic Member Control

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

### Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. 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 cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

### Autonomy and Independence

Cooperatives 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 cooperative autonomy.

### Education, Training and Information

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

### Cooperation Among Coops

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

### Concern for the Community

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

## Cooperative Values

Basic co-operative values are general norms that cooperators, co-operative leaders and co-operative staff should share; the values should determine their way of thinking and acting. This list of ten values was proclaimed by the International Cooperative Alliance in 1995.

- Self-help
- Self-responsibility
- Democracy
- Equality
- Equity
- Solidarity
- Honesty
- Openness
- Social Responsibility
- Caring for others

# Frequently Asked Questions for Prospective Candidates

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

The Board of Directors is the governing body for the shareholders of the BFC. It is composed of nine people, all shareholders of the BFC, elected by shareholders. Terms for Directors are three years, and our Bylaws provide for a third of the terms to expire every year. The Board is responsible for ensuring organizational performance on behalf of all BFC shareholders. 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 of the BFC should be strategic and visionary with its view toward the future of our co-operative, rather than focusing solely on the short-term. By devoting time to focus on the big-picture vision of the BFC, the Board will ensure that we adequately position our organization for the maximum benefit of our shareholders, as well as anticipate trends and values which may have a critical impact on our relevance and survival. The Board governs the organization and delegates all operational duties to one employee, the General Manager. We are involved in strategic planning, financial oversight, shareholder and community outreach.

## **What if I work at the Co-op?**

According to our bylaws, at least one, and no more than two, Board members must be employees of the Co-op. Staff who report directly to the General Manager are not eligible to serve on the Board.

## **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 the BFC. The Board's sole official connection to the operations of the co-operative is through the General Manager.

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

Directors must be shareholders of the BFC in good standing (defined as current in their equity payments), and over 18. Once elected, Directors must sign a Code of Conduct that includes disclosing any potential conflicts of interest. As for personal qualifications, Board experience is helpful, but not a prerequisite for Directorship. More important are: 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 as outlined in our Bylaws. Beyond the regular Board meeting, the time commitment for a Director typically averages out to an additional one hour per week (3-5 hours), including preparation for regular monthly meetings as well as specially-called Board meetings, training events, and participation on committees.

## **This is a sampling of the time you can expect to spend in a given month:**

Meeting preparation – 1 hour

Board Meeting – 2.5 hours

Committee work and/or tabling – 2 (per committee)

Total number of hours per month: 6

In addition, the Board holds an annual retreat in December following elections, and Board members are expected to attend training on cooperative governance, co-op financials, and co-op principles and values.

**What compensation is there for serving?**

Board Members receive shareholder working hours for their service. Two hours a month are sufficient to earn a 5% discount on all Co-op purchases (excluding alcohol). These hours do not expire.

**When will elections be held?**

Our elections are held over the course of two weeks, starting with the annual shareholders meeting. In 2022, this meeting is scheduled for November 9.

**OK, I've decided to run - now what?**

To help the shareholders make an informed decision regarding the Directors they elect, we ask you to fill out the Board Candidate Application included in this packet. Please email your completed application back to the Board. The Board's Member Recruitment Committee is charged with talking with prospective candidates and assisting in their decision to run for the Board. Information about each candidate and a photograph is published in the October "Food for Thought" newsletter in advance of the annual meeting and election.

**It sounds like a big step!**

And worthwhile! As a co-operative, BFC is only as strong as its shareholders. The Board traditionally has been a diverse group of people with a wide range of skills who have brought the Co-op to where it is today.

# Policy Governance

The BFC 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 shareholders 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:

## A -- Ends

Ends policies broadly state the desired organizational outcomes. They describe the ongoing priorities of what should be achieved and for whom. The General Manager is responsible for reporting on compliance with these policies once a year.

## B -- Governance Process

The policies describe how the Board is organized and its process and products. The Board evaluates its compliance with these policies throughout the year.

## C -- Governance-Management Connection

These Board-GM policies describe how the Board delegates to our sole employee, the General Manager. The Board evaluates its compliance with these policies throughout the year.

## D -- Executive Limitations

The Executive Limitations delineate job expectations and acceptable constraints within which the General Manager (GM) can act. The GM develops a written report for the Board on each of these policies on a regular basis throughout the year, and the Board evaluates whether the interpretation was reasonable, and makes conclusions about whether the GM is in compliance. If it is determined that we are not in compliance with our policies, the Board discusses the reasons for this result and establishes parameters and expectations for achieving compliance within a set time frame. The Board may require additional monitoring of the policy (on a more frequent basis) or even conclude that the policy needs to be revised.

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.
- By deciding on the larger issues about ends and means the Board can maintain meaningful control of the organization while empowering 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 General Manager) 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 Board of Directors exists for the sole purpose of ensuring, on behalf of our (legal and moral) shareholders, that the organization performs as it should. We must constantly evaluate our purpose -- what change we want to occur for people and even the world outside of our organization -- and our Ends -- the accomplishments which justify our existence. This brings us to the most important question: what difference does having BFC in the world make to you?

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. Carver's website address is:

[www.carvergovernance.com](http://www.carvergovernance.com)

## **Policy A.1: Ends**

**The Brattleboro Food Co-op exists to meet its shareholders' collective needs for:**

1. Reasonably priced food and products with an emphasis on healthy, locally grown, organic, and fairly traded goods
2. A welcoming community marketplace
3. A workplace community where cooperative values are modeled
4. A regenerative business that has a net positive environmental impact
5. A sustainable local economy
6. Relevant information about food and related products, the environment, and the Cooperative Values and Principles
7. Reasonable access to participation in the cooperative

## Policy D.3 - Board Member Code of Conduct

The Board expects of itself, as a whole and each individual director, ethical, responsible and business-like conduct. Directors are legally responsible for discharging their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Co-op.<sup>1</sup> Board members will abide by all Board Policies and Bylaws.

Board members agree to respect the following:

D.3.1 Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board meetings and/or Board service. Issues of a sensitive nature include, but are not limited to, personnel information, information identifying shareholders, unannounced expansion plans, strategies or other contractual relationships, certain legal issues that necessitate confidentiality, or draft documents that have not been released to the public.

D.3.1.1 Respecting the confidentiality appropriate to issues of a sensitive nature applies to Board members anyone else participating in Board work.

D.3.2 Directors will conduct themselves as Board members rather than as individual shareholders. Directors will represent un-conflicted loyalty to the interests of the shareholders. This accountability supersedes any conflicting loyalty (e.g. to other advocacy or interest groups or other organizations) and supersedes the personal interest of any Director.

D.3.3 The Board of Directors speaks with one voice—the power of the Board is not as individuals but as a group.

D.3.3.1 Directors will not speak to the public, the press, or other entities for the Board.<sup>2</sup>

D.3.4 Directors or sub-groups of Directors will not attempt to exercise individual authority over staff, or make judgements of staff performance.

D.3.5 Directors or sub-groups of Directors will not attempt to exercise individual authority over the General Manager except as explicitly set forth in Board policies. Directors will make no judgments of the General Manager performance outside the process explicated in Board policies.

D.3.6 Directors will avoid any conflicts-of-interest.<sup>3</sup>

D.3.6.1 Directors have an affirmative obligation to state any possible conflict of interest of their own as well as that of another Director. The conflict of interest forms required of all directors shall be made freely available to all other directors.

D.3.6.2 A Director with a conflict of interest will not vote on the related issue and will absent themselves from discussion of the issue at the pleasure of the Board.

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<sup>1</sup> By-laws Article V Board of Directors, Sec. 5.7 - Standards of Conduct

<sup>2</sup> See Board Officers Policy D.7.2.1

<sup>3</sup> By-laws Article V Board of Directors, Sec. 5.9 - Conflicts of Interest in conducting business with the Co-op



D.3.6.3 Directors will not use their position on the Board to leverage unfair competitive advantage

D.3.6.4 Directors will not use their positions to obtain for themselves, family members, or close associates employment or business with the Co-op.

D.3.7 Directors agree to follow these meeting procedures:

D.3.7.1 To monitor policies, according to current practice;

D.3.7.2 Directors are required to attend Board meetings and be prompt and prepared, having read the board packet and any additional documents carefully noting relevant questions or comments. The board packet shall be sent to Directors the week before each meeting.

D.3.7.3 If a Director is unable to attend a meeting, they will notify the President.

D.3.7.4 To provide the continuity necessary to conduct the business of the Board, Board members are required to attend regular Board meetings. A Board member who misses two regular Board meetings in a term year will be asked by the president to assess their ability to fulfill their responsibilities as a Board member. A Board member who misses four regular Board meetings in a term year must resign from the Board of Directors unless, in Executive Session, a majority of Board members vote to retain the Board member.

D.3.7.5 Directors will be prompt and prepared for meetings, having read the packet of information that is mailed to Directors the week before each meeting.

D.3.8 Board members have the responsibility to participate effectively in Board meetings. Specifically, each Board member has the responsibility to:

D.3.8.1 Come to Board meetings willing to participate responsibly;

D.3.8.2 Express one's own opinions;

D.3.8.3 Listen respectfully to the opinions of others; to honor divergent opinions;

D.3.8.4 Accept group decisions as legitimate;

D.3.8.5 Share responsibility for group behavior and productivity;

D.3.8.6 Support the Board President on Board discipline and Board accountability.

D.3.9 Board members who do not follow the Board Code of Conduct policy shall be removed from the Board by a two-thirds vote of the Board.<sup>4</sup>

D.3.10 All Directors shall complete and sign the Board-adopted Code of Conduct Agreement for Board of Directors each year at the first Board meeting they attend after the cooperative's Annual Meeting. Directors elected or appointed at other times shall complete and sign the Board agreement at their earliest convenience or at the first Board meeting they attend as director.

Refusal to complete and sign the Agreement will automatically disqualify any individual from the Board.

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<sup>4</sup> By-laws Article V Board of Directors, Sec. 5.10 – Termination



**Code of Conduct Agreement  
For Brattleboro Food Co-op Board of Directors**

I agree to abide by Board Policy **D.3, Board Member Code of Conduct**, and any subsequent changes the board makes to that policy.

According to policy **D.3.6.1**, I have an affirmative duty to disclose my actual and potential conflicts of interests. These are listed below. I understand that I have a duty to disclose any additional conflicts that may arise and to abide by board policy regarding participation in matters under consideration by the board.

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\_\_\_\_\_  
Signature

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

\_\_\_\_\_  
Date

# Board Candidate Statement of Interest

You can fill this out by hand and turn it in at Customer Service,  
or you can fill it out [online here](#).

Candidates are asked to fill out this statement of interest form to give voters information about your background and expertise, what you can offer to the Brattleboro Food Co-op, and what interests you about serving on the Board. A member of the Board may contact you for further information, but generally, these answers will be your way of communicating to other BFC shareholders why you should be a Board member. Feel free to contact a Board member if you have any questions. You can reach the Board at [board@bfc.coop](mailto:board@bfc.coop).

To become a Board candidate, you must

- Be a Brattleboro Food Co-op shareholder in good standing, defined as being current in your equity payments
- Be 18 years of age as of the commencement of voting (November 9, 2022)
- If elected, agree to abide by the Board's Code of Conduct, which includes stating all potential conflicts of interest

The Co-op's bylaws allow for candidates to step forward as late as two weeks before voting begins at the Annual Meeting, which will be held on November 9, 2022. The deadline to submit a Statement of Interest in time for it to be publicized in "Food for Thought" is September 1, 2022.

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Name: \_\_\_\_\_ BFC shareholder number: \_\_\_\_\_

Preferred pronouns (*circle one*): he/him/his, she/her/her, they/them/their other \_\_\_\_\_

Contact info (*will not be published*)

Street Address (no PO Box) \_\_\_\_\_

Town or City: \_\_\_\_\_ State \_\_\_\_\_ Zip: \_\_\_\_\_

Email: \_\_\_\_\_ Phone: \_\_\_\_\_

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

Position/title: \_\_\_\_\_

Education (degree, major, etc): \_\_\_\_\_

How long have you lived in the Brattleboro area? \_\_\_\_\_

When did you become a shareholder of the BFC? \_\_\_\_\_

Please email a photograph of yourself for publication to [board@bfc.coop](mailto:board@bfc.coop).

## Tell us More About Yourself

Please answer the following questions as thoroughly as possible, while keeping your answers to 200 words or less. Your answers will be published to shareholders in advance of the election. We encourage you to be concise and thoughtful in each of your responses. If you are filling this out by hand, attach extra sheets with your answers.

1. Why do you want to serve on the Board of Directors of the Brattleboro Food Co-op?
2. What experience or involvement have you had with the BFC or other cooperative enterprises?
3. What opportunities or challenges do you see in the future for the BFC?
4. What qualities, skills and experiences would you bring to your service as a BFC Board member?

5. Describe an experience where you worked on a team. What did you offer the team? How did you compromise for the team's benefit?

Optional: Is there anything else you'd like to tell us? Do you have other experiences that you see as being related to the work of the Board?

### **Responsibilities of Board Members**

Please read the following list carefully and thoughtfully; check 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 BFC shareholders (as fiduciaries), meaning that individual Directors have to balance individual interests, business interests, and member interests when making decisions.

To do this, Directors must be able to:

Uphold fiduciary duty on behalf of the BFC's shareholders

Exercise due diligence in monitoring the BFC's financial condition

Abide by the Code of Conduct

Maintain confidentiality when required

Faithfully honor all legal obligations that come with being a Director, which include the...

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 co-operative; disclose and avoid conflicts of interest; engage in no self dealing; maintain confidentiality)

Duty of Attention/Diligence (attend meetings; participate in discussion; 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 check each item to indicate that you are willing to meet the following expectations:

Be a shareholder in good standing and shop regularly at the Co-op.

Be willing to make a three-year (full term) commitment to serving on the Board.

Be prepared for meetings, including reading 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. Special projects may require more time commitment.

Actively participate in Board discussion via email or phone between meetings as necessary.

Attend board training sessions, the annual retreat and the annual shareholder meeting.

Actively participate in the annual election by spending time in the store (or other get out the vote activities ) to remind shareholders to vote.