

## ORC Policy Register Table of Contents and Change Log (as of 12/19/2011)

Policy	Date of Latest Change
<b><u>A. Ends Policies</u></b>	
A: Global End	1/22/07
<b><u>B. Means/Executive Limitations Policies:</u></b>	
B: General Executive Constraint	7/28/2008
B1. Staff Treatment, Compensation and Benefits	10/26/2009
B3. Budgeting/Financial Planning	3/24/2008
B4. Financial Condition	3/24/2008
B5. Asset Protection	7/26/2010
B6. Communication and Counsel to the Board	5/24/2010
B7. Emergency Management Succession	3/24/2008
B8. Customer Service and Value	5/19/2008
B9. Board Elections	6/22/2009
B10. Membership	1/24/2011
B13. Communication Support for the Board	11/28/2011
<del>B15. Board Elections</del> (Deleted 6/22/09)	
<b><u>C. Board—General Manager Relationship Policies</u></b>	
C1. Delegation to General Manager	1/23/2006
C2. General Manager Job Contributions	1/23/2006
C3. Monitoring Management Performance	2/27/2006
<b><u>D. Governance Process Policies</u></b>	
D1. Governing Style	Before 12/1/2003
D2. Board Job Products	Before 12/1/2003
D3. President's Role	11/24/2008
D4. Board Members' Code of Conduct	4/25/2005
D5. Committee Principles	11/28/2005
D6. Board Meetings	10/24/2011
D7. Trusteeship and Relationship to Members	11/28/2011
D8. Executive Officers (D8.4 combined with D15 04/27/2009)	04/27/2009
D9. Governance Process	7/25/2011
D10. Secretary's Role	11/24/2008
D11. Board Terms of Office	10/24/2011
D12. Community Service Award	9/20/2004
D13. Board Perpetuation	06/22/2009
D14. Vice President's Role	11/24/2008
D15. Treasurer's Role	04/27/2009
<b><u>Appendices</u></b>	
1. Bylaws	
2. Board Annual Calendar	
3. Committee Charters	

POLICY TYPE: ENDS  
POLICY TITLE: A - GLOBAL ENDS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 01/22/2007

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The Onion River Co-op will be central to a thriving and healthy community, where:

- consumers have local access to progressive environmental, social, and healthful choices;
- residents enjoy an enhanced quality of life;
- the local food system is strengthened;
- the cooperative model is supported; and,
- our owners have a sense of pride in their cooperative.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B – GLOBAL EXECUTIVE CONSTRAINT  
ADOPTED: 07/28/2008  
LAST REVISED:

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The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B1 – STAFF TREATMENT, COMPENSATION AND BENEFITS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 10/26/2009

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The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

The GM will not:

1. Operate without written personnel policies that:
  - a. Clarify rules for staff
  - b. Provide for fair and thorough handling of grievances
  - c. Are accessible to all employees
  - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Establish benefits that do not include access to employer sponsored health insurance.
6. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B3 – BUDGETING AND FINANCIAL PLANNING  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 03/24/2008

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B3. Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The GM will not allow plans that:

- B3.1 Risk incurring those situations or conditions described as unacceptable in the board policy B4 Financial Condition.
- B3.2 Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
  - B3.2.1 Contain insufficient details to support assumptions.
- B3.3 Are not updated at least annually.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B4 – FINANCIAL CONDITION  
ADOPTED: 04/26/2010  
LAST REVISED: 04/26/2010

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With respect to the actual, ongoing financial conditions and activities, the General Manager shall not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

The GM will not:

1. Allow sales to decline.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
4. Allow solvency, or the relationship of debt to member/owners' equity, to be insufficient.
5. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
6. Acquire, encumber or dispose of real estate.
7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
8. Allow late payment of contracts, payroll, loans or other financial obligations.
9. Use restricted funds for any purpose other than that required by the restriction.
10. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B5 – ASSET PROTECTION  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 07/26/2010

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B5. The General Manager will not cause or allow the cooperative's assets to be unprotected, inadequately maintained or unnecessarily risked.

The GM will not:

- B5.1 Fail to insure adequately against theft and casualty losses and against liability losses to board members, staff and the cooperative itself.
- B5.2 Fail to protect data, intellectual property, information or files.
- B5.3. Receive, process, or disburse funds under insufficient controls.
- B5.4 Unnecessarily expose the cooperative, the board or the staff to claims of liability.
- B5.5 Subject plant and equipment to improper wear and tear or insufficient maintenance.
- B5.6 Allow purchasing to be uncontrolled or subject to conflicts of interest.
- B5.7. Deposit the cooperative's funds in institutions where they are not insured, except where necessary to facilitate operational transactions.
- B5.8 Endanger the cooperative's public image, credibility, or its ability to accomplish the Global Ends.
- B5.9 Fail to exercise due diligence in contracts and real estate acquisitions.
- B5.10 Invest the cooperative's funds except in order to further our Global Ends, and only if the risk of such investment is reasonable.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B6 – COMMUNICATION AND COUNSEL TO THE BOARD  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 05/24/2010

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B6. With respect to providing information and counsel to the Board, the General Manager may not cause or allow the Board to be uninformed or misinformed.

Accordingly, s/he may not fail to:

- B6.1. Make the Board aware of relevant trends, public events of the organization, or internal and external changes which affect the assumptions upon which Board policy has previously been submitted.
- B6.2. Keep the board informed about all relevant financial, legal, and operational issues.
- B6.3. Submit timely, accurate, and understandable monitoring data required by Board policy under “Monitoring Management Performance.” Content of monitoring reports shall include the following:
  - B6.3.1 Submit monitoring reports that include:
    - Policy criteria repeated in the report.
    - An explanation of the Manager’s interpretation of the policy.
    - Data that address the policy criteria. Data should focus on results rather than activities, and should demonstrate whether actual situation is a reasonable interpretation of policy.
    - No excessive information.
    - An explanation and a plan to move toward compliance, if the report indicates an out-of-compliance situation.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B7 – EMERGENCY GENERAL MANAGER SUCCESSION  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 03/24/2008

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- B7. In order to protect the Board from sudden loss of GM services, the General Manager will have one or more other managers sufficiently familiar with the Board and GM issues and processes to enable either to take over with reasonable proficiency as an interim successor.
- B7.1. The GM shall not fail to notify the Board should a change in the emergency succession plan occur.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B8 – CUSTOMER SERVICE AND VALUE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 05/19/2008

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*The General Manager will not fail to ensure that our customers receive high value in our products and services.*

The GM will not:

- B8.1 Allow an unsafe shopping environment for our customers.
- B8.2 Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B9 – BOARD ELECTIONS  
ADOPTED: 06/22/2009  
LAST REVISED:

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The General Manager may not fail to institute and implement a board election process in accordance with our Articles of Incorporation, Bylaws and any other relevant board policies.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B10 – MEMBERSHIP  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 01/24/2011

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- B10. In order to maintain and promote a vital membership program that builds a sense of ownership, the General Manager shall not fail to:
- B10.1 Ensure maintenance of accurate and current member records, including name, address, equity payments, and eligibility for benefits and voting.
- B10.1.1 Allow only authorized use of the membership and Board member information.
- B10.2 Engage members in the cooperative.
- B10.3. Ensure regular recruitment of new members to increase membership.
- B10.4 Recruit a diverse membership which reflects the diversity of our community
- B10.5 Establish a benefits program for members that adds value to their Coop membership.
- B10.6 Implement a membership equity program, following all applicable laws, bylaws and Cooperative Principles, such that:
- ◆ A full equity share is \$200.
  - ◆ Members may pay their equity in installments.
  - ◆ Equity payments may be exempted in whole or in part for reason of financial hardship.
- B10.7 Implement a patronage refund system, following all applicable laws, bylaws and Cooperative Principles, such that:
- ◆ The board can make a timely determination each year concerning how much, if any, of the co-op's net profit will be distributed to members.
  - ◆ Members will receive the refund due them in a timely manner.

POLICY TYPE: EXECUTIVE LIMITATIONS  
POLICY TITLE: B13 – COMMUNICATION SUPPORT FOR THE BOARD  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/28/2011

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- B13. In order to support the board in fulfilling its duties and responsibilities, the General Manager shall not fail to:
- B13.1. Inform coop members of Board actions, Meetings, Activities or Events:
    - B13.1.1 Maintain a list of Board members in a prominent location within City Market.
    - B13.1.2 Ensure that a notice of Member meetings, including time and place, is prominently displayed within City Market, and communicated to the members, at least four (4) weeks prior to the date of the meeting.
    - B13.1.3 Ensure that a notice of Board meetings shall be issued to members no less than nine (9) days prior to the date of the meeting.
    - B13.1.4 Ensure that a set of board meeting minutes, without the attachments, from the last 12 months on a rolling basis is available at the customer/member services desk/kiosk and in a prominent City Market location.
    - B13.1.5 Maintain an updated and current copy of the Board Policy Register at the same desk and on-line for viewing by Coop members.
    - B13.1.6 Ensure that notice of board elections and member votes are posted in a conspicuous place at City Market and communicated to the Members not less than four (4) weeks prior to the end of the election period.
    - B13.1.7 Maintain copies of items described in B13.1.1 through B13.1.6 above, in addition to the Coop bylaws, on the Coop website.
  - B13.2 Provide newly elected or appointed Board Members an updated copy of the Policy Register, the Bylaws and recent minutes before the first board meeting that they attend. Make a location and time available for their orientation to the BOD.
  - B13.3 Provide a place for mail, messages from members, and the public to be left for the BOD President.
  - B13.4 Provide support for Board meetings, Retreats, Member/Annual or Special Meetings:
    - B13.4.1 Arrange for a meeting location sufficient to comfortably and safely accommodate these meetings. Inform the board pres of this location not less than 3 weeks prior to the date of the meeting.
    - B13.4.2 Prepare and provide a copy of the Board meeting packet to all Board members and Board associates, according to Policy D6.
    - B13.4.3 Ensure that a regular minute taker is present at each Board meeting.
    - B13.4.4 Arrange for a light meal to be available 30 minutes before the start of each regularly scheduled Board meeting.
  - B13.5 All original ballots shall be conserved for no less than thirty days after the Board has certified the election.
  - B13.6 Assure that all official Board records are safely archived for a period consistent with legal requirements.

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POLICY TYPE: BOARD—GENERAL MANAGER RELATIONSHIP  
POLICY TITLE: C1 – DELEGATION TO THE GENERAL MANAGER  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 01/23/2006

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- C1. The board job is generally confined to establishing topmost policies, leaving implementation and subsidiary policy development to the General Manager. Ends policies direct the General Manager to achieve certain results; Executive Limitations policies constrain the General Manager to act within acceptable boundaries of prudence and ethics. All board authority delegated to staff is delegated through the General Manager, so that all authority and accountability of staff can be phrased - insofar as the board is concerned - as authority and accountability of the General Manager.
- C1.1. The General Manager is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the board's policies. The board may, by extending its policies, "un-delegate" areas of the General Manager's authority, but will respect the General Manager's choices so long as the delegation continues. This does not prevent the board from obtaining information about activities in the delegated areas.
- The board wants to extend as much freedom as possible to the General Manager without jeopardizing the operation of the store.
- C1.2. No individual board member, officer, or committee has authority over the General Manager. Information may be requested, but if such request, in the General Manager's judgment, requires a material amount of staff time, it may be refused. All requests for information will be made to the General Manager and not to the staff.
- C1.3. The General Manager may not perform, allow or cause to be performed any act which is contrary to explicit board constraints (see Executive Limitations policies) on executive authority.
- C1.4. Should the General Manager deem it necessary to violate board policy, s/he shall inform an officer of the board. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Officer response, either approving or disapproving, does not exempt the General Manager from subsequent board judgment of the action.

POLICY TYPE: BOARD—GENERAL MANAGER RELATIONSHIP  
POLICY TITLE: C2 –GENERAL MANAGER JOB CONTRIBUTION  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 01/23/2006

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- C2. As the board's single official link to the operating organization, the General Manager is accountable for organizational performance and exercises all authority transmitted into the organization by the board.
- C2.1 The General Manager's job contributions can be stated as performance in only two areas:
  - A. Accomplishment of the board policies on Ends.
  - B. Organization operation within the boundaries of prudence and ethics established in board policies on Executive Limitations.

POLICY TYPE: BOARD—GENERAL MANAGER RELATIONSHIP  
POLICY TITLE: C3 – MONITORING MANAGEMENT PERFORMANCE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 02/27/2006

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- C3. Monitoring management performance is synonymous with monitoring organizational performance against board policies on Ends and Executive Limitations. Monitoring and measuring gives shape to progress and improvement.
- C3.1 The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Other kinds of information will not be considered monitoring.
- C3.2 Monitoring Reports shall be based on the latest version of the Policy Register, as evidenced by the date printed in the lower right-hand corner of the policy
- C3.3 A given policy can be monitored in any or all of three ways:
- A. INTERNAL REPORT: Disclosure of compliance information to the board from the General Manager.
  - B. EXTERNAL REPORT: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the board. Such reports must assess executive performance only against policies of the board, not the standards set by the third party.
  - C. DIRECT BOARD INSPECTION: Discovery of compliance information by a board member, a committee or the board as a whole. Direct inspection will only be performed when requested by the board as a whole.
- C3.4 Upon the choice of the board, any policy can be monitored by any method at any time. However, each ENDS and EXECUTIVE LIMITATIONS policy of the board will be classified by the board according to frequency and method.
- C3.5. There are two general ways to measure conformance with board policies.
- A. Compliance with requirements. Policies that require full compliance for effective operation of the organization. Typically financial in nature (e.g. current assets must always be twice current liabilities). Reporting provides for informed yes/no answers.
  - B. Incremental progress towards long-term outcomes (Ends). Policies that are visionary in nature require short-term measures that indicate steady progress. Short-term (12 months) targets must be set, with valid baselines and believable measurement tools. An example is the monitoring of progress towards having "an economic self-reliant community"

These policies require the following structure for measurement and reporting to be meaningful:

- 1) A baseline (or a history) for comparison.
- 2) A reliable and credible measurement technique.
- 3) A short-term (12 months) target.

C3.6. The board's responsibility is to understand when the organization is making progress or veering off course. Monitoring short-term progress towards the (long-term) vision can be problematic. Deviations will most certainly occur for a variety of reasons such as, unrealistic targets, untested measurement techniques or an incorrect baseline.

The "well tuned" board-management relationship should deal smoothly with deviations from policy. The board's role is to check the manager's thinking on corrective action--not to problem solve.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D1 – GOVERNING STYLE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: (BEFORE 12/2003)

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D1. The board will approach its task with a style, which emphasizes strategic leadership more than administrative detail, clear distinction of board and staff roles, future rather than past or present, and pro-activity rather than reactivity.

In this spirit, the board will:

- D1.1. Focus chiefly on intended long term impacts (Ends), not on the administrative or operational means of attaining those effects.
- D1.2. Direct, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies). Policies will address a) Ends: what benefits for which needs at what cost, b) Executive Limitations: boundaries of prudence and ethics to be observed by staff, c) Governance Process: board role and responsibilities and d) Board-General Manager Relationship: linkage between board and management.
- D1.3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, policy-making principles, respect of clarified roles, speaking with one voice and self-policing of any tendency to stray from governance adopted in board policies.
- D1.4. Be accountable to the membership and the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the board to usurp this role or hinder this discipline.
- D1.5. Monitor and regularly discuss the board's own process and performance. Insure the continuity of board improvements through systematic evaluation of the board's performance and annual director training.
- D1.6. Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff, will be responsible for board performance.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D2 – BOARD JOB PRODUCTS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: (BEFORE 12/2003)

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D2. The job of the board is to lead the organization toward the desired performance and assure that it occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

Consequently, the "products" or job contributions of the board shall be:

D2.1. The link between the cooperative and its owners.

D2.2. Written governing policies which, at the broadest levels, address:

A. Ends: Organizational products, impacts, benefits, outcomes (what good for whom at what cost).

B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which lies the acceptable arena of executive activity, decisions, and organizational circumstances.

C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.

D. Executive Director-Board Relationship: How power is delegated and its proper use monitored.

D2.3. The assurance of General Manager performance (against the policies referred to above under 2A and 2B).

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D3 – PRESIDENT’S ROLE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/24/2008

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- D3. The Board President ensures the integrity of the Board’s process and, secondarily, occasionally represents the Board to outside parties.
- D3.1. The job output of the President is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - D3.1.1 Meeting discussion content will only be those issues which, according to board policy, clearly belong to the board to decide.
  - D3.1.2 Deliberation will be timely, fair, orderly, thorough and kept to the point.
  - D3.1.3 Diverse viewpoints are allowed to be presented at Board meetings and all Board members are free to present their views to the Board.
  - D3.1.4 Consensus process is observed except when the board has specifically chosen another method of decision making.
- D3.2. The authority of the President consists in making any decision on behalf of the board which falls within or is consistent with board policies on Governance Process and on the Board-General Manager Relationship.
  - D3.2.1 The president presides over all executive, board and general meetings unless someone else is designated as chairperson;
  - D3.2.2 The President’s authority does not extend to making decisions within Ends and Executive Limitations policy areas, which are within the purview of the General Manager.
  - D3.2.3 The President’s authority does not extend to supervising, interpreting board policies to or otherwise directing the General Manager.
  - D3.2.4 The President may represent the board to outside parties in announcing board-stated positions and in stating decisions within the area delegated to the President. The President may delegate this authority but remains accountable for its use.

This policy shall be monitored annually by board evaluation.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D4 – BOARD MEMBERS' CODE OF CONDUCT  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 04/25/2005

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- D4. The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as board members.
- D4.1. Board members must represent unconflicted loyalty 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. This accountability supersedes the personal interest of any director acting as an individual consumer of the organization's services.
- D4.2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
- D4.2.1 There must be no self-dealing or any conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- D4.2.2 Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
- D4.3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
- D4.3.1 Board members' interaction with the General Manager or with staff must recognize the lack of authority in any individual director or group of board members except as noted above.
- D4.3.2 Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any director or board member, other than the president, to speak for the board.
- D4.3.3 Board members will make no judgments of the General Manager or staff performance except as that performance is assessed against explicit board policies by the official process.
- D4.4. Board members shall not negotiate with the union or its representatives.
- D4.5 Board members shall demonstrate their commitment to the code of conduct through the following actions:
- D4.5.1 Devoting the time needed to fulfill the responsibilities of the position;
- D4.5.2 Attending all regular and special board meetings, and all meetings of assigned committees, unless unusual circumstances prevent attendance;
- D4.5.3 Being prompt, attentive and prepared for all board and committee meetings;
- D4.5.4 Contributing to and encourage open, respectful and thorough discussions, while respecting the rights of others to communicate their

- ideas free from interruption and without intimidation;
- D4.5.5 Actively participating in the board's training sessions and other activities to enhance board understanding and cohesiveness;
- D4.5.6 Seeking to continually learn more about the cooperative and its operations, and the responsibilities of a board member, by pursuing education opportunities.
- D4.5.7 Considering the business of the cooperative and its member-owners to be confidential and to hold the identity of individual board members' opinions in confidence;
- D4.5.8 Disclosing any personal, economic, or organizational conflicts of interest and refrain from discussing or voting on any issues related to that conflict;
- D4.5.9 Being honest, helpful, diligent and respectful in my dealings with the cooperative and the community it serves;
- D4.5.10 Refraining 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 cooperative's interest;
- D.4.5.11 Working for continued and increased effectiveness in the cooperative's ability to serve its member-owners;
- D4.5.12 Working to ensure that the cooperative is controlled in a democratic fashion by its member-owners, and that all elections are open and fair and encourage participation by all member-owners;
- D4.5.13 Striving at all times to keep member-owners informed of the cooperative's status and plans, and of the board's work, as appropriate;
- D4.5.14 Presenting the agreed-upon view of the board of directors, rather than personal views, when speaking for the cooperative;
- D4.5.15 Refrain from asking for special privileges as a board member and from interfering with management's authority;
- D4.5.16 Support policy approved by or action taken by the majority of the Board even when board decisions conflict with personal opinion;
- D4.5.17 Present new evidence that would materially affect a previous Board decision to the Board for further consideration in a manner consistent with Board practices.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D5 – COMMITTEE PRINCIPLES  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/28/2005

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- D5. The board may establish committees to help carry out its responsibilities. To preserve board holism, committees will be used sparingly, only when deemed to increase effectiveness. Committees will be used so as to minimally interfere with the wholeness of the board's job, and so as never to interfere with delegation from board to General Manager.
- D5.1. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the General Manager.
- D5.2. Board committees are to help the board do its job, not to help the staff do its jobs. Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
- D5.3. If a board committee is used to monitor organizational performance in a given area, the same committee will not have helped the board create policy in that area. This is to prevent committee over-identification with an organizational part rather than the whole.
- D5.4. Board committees cannot exercise authority over staff and, in keeping with the board's focus on the future; board committees will not ordinarily have direct dealings with current staff operations. Further, the board will not impede its direct delegation to the General Manager by requiring approval from a board committee before an executive action. The General Manager works for the board, never for a board committee or officer.
- D5.5. This policy applies only to committees, which are formed by board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the General Manager.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D6 – BOARD MEETINGS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 10/24/11

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- D6. Board meetings are for the single task of getting the Board’s job done.
- D6.1. Regular Board meetings are to be held on the fourth Monday of each month.
- D6.1.1 Meetings will be open to the membership except when executive session is officially announced.
- D6.1.2. Executive session will only be used regarding confidential matters. Such matters may include labor relations or personnel issues, negotiation of a contract, or discussion of strategic goals or business plans.
- D6.2 There will be a regular minute-taker (long-term) and at least one alternate minute taker. The General Manager shall oversee the finding of such minute-takers in a timely manner.
- D6.3 Any board member may request an executive session, but: The purpose of such session must be stated. The board may include no one else or anyone else it chooses. Authority to declare the session is vested in the President unless overridden by simple majority. Where possible, announcement of executive session should be on the published agenda.
- D6.4. Agenda Control: the Board is the sole authority over its own agenda. The President will exercise this control on behalf of the board, but any Board member -with the majority agreeing -may add or delete items from the agenda.
- D6.5. Agenda Content: Only issues within the board's legal responsibilities and its chosen areas of responsibility shall consume board time. That is, the board will work on the board’s job, not on the staff’s job, though the board may review staff performance against board policies at any time it chooses.
- D6.6. An information packet on agenda items will be provided by the General Manager or Board Administrator in electronic and/or hard copy to the Board members and Board Associates (meeting facilitator, minute-taker, and legal counsel) prior to each monthly meeting. It is the responsibility of each Board member to read the packet, ask clarifying questions before the meeting, and come to the meeting prepared to fully participate in all discussions related to any agenda item.
- D6.6.1 All submissions for the information packet, are to be transmitted print-ready via email, or provided in hard copy to both the Board Administrator and the Board president, at least fourteen days prior to the scheduled BOD meeting.
- D6.6.2 The minute-taker shall send an electronic copy of the minutes to both the Board Secretary and the Board President within one week after the meeting at which they were taken.
- D6.6.3 All electronic documents are to be named according to a consistent protocol.
- D6.6.4 No more than ONE policy shall be addressed per document on monitoring or policy proposals.
- D6.7 Board members are obliged to prepare for meetings and to participate productively in the discussion, always within the boundaries of discipline established by the board.

D6.8 Board members, associates, and others attending Board meetings held at the City Market site during business hours will refrain from parking cars in the City Market lot to avoid affecting parking availability for Co-op customers. Instead, Board members and associates will use the city parking garage, metered parking, or alternative modes of transportation.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D7 – TRUSTEESHIP AND RELATIONSHIP TO MEMBER-OWNERS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/28/2011

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- D7. The Board obtains its authority from and represents the actual ownership of the cooperative which includes all persons who have purchased a membership share in the business. The board obtains its authority from and represents these member owners. The relationship with owners is the board's primary relationship and the board is responsible for linkage with owners. The board has fiduciary and legal responsibility to the owners.
- D7. 1 The Board shall always act in the best interest of the cooperative.
- D7. 2 The Board shall report periodically to the membership on the cooperative's activities and decisions. At the annual membership meeting, the Board will review issues that vitally affect the cooperative, and will disseminate a statement of the cooperative's values, and a report on its financial resources and how those resources have been translated into service.



POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D8 – EXECUTIVE OFFICERS  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/24/2008

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- D8. The Board shall have four executive officers: President, Vice President, Treasurer, and Secretary.
- D8.1. The term of office for executive officers is one year, beginning with the February Board meeting.
- D8.2. Officers are chosen by Board members through a majority vote in February of each year.
- D8.3. Executive officers whose term as member of the Board is ending and who are not re-elected to the Board in the fall will thereby be obliged to leave their executive office before its term has ended. In such cases, the incumbent President will appoint an interim officer, subject to approval by the Board, to serve out the remainder of the term (until February).

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D9 – COST OF GOVERNANCE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 07/25/2011

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We will invest in the Board's governance capacity.

- D9.1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
- D9.2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
  - a. We will use training and retraining liberally to orient new directors and candidates for membership, as well as to maintain and increase existing directors' skills and understanding.
  - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
  - c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
  - d. We will use professional and administrative support.
- D9.3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than May.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D10 – SECRETARY’S ROLE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 11/24/2008

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- D10 The Secretary ensures the integrity of the board's records and preparation and distribution of information packets prior to board meetings.
- D10.1 The Secretary is the Board’s liaison with the Board Administrator. Together they assure that directors and board are informed of the agenda for upcoming meetings.
  - D10.1.1 The Secretary shall work with the Board Administrator to assure that directors and board associates receive a packet of materials before each regularly scheduled meeting.
  - D10.1.2 The Secretary will ensure that all Board meeting minutes are complete, accurate, approved by the Board and maintained in a permanent archive.
  - D10.1.3 The Secretary or another executive officer will certify by signature the results of voting in all elections and referenda put to the membership.
  - D10.1.4 The Secretary will assure all Board policies are kept current, are provided to all Board members and associates, and are maintained at a central location.

This policy shall be monitored annually by board evaluation.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D11 – BOARD TERMS OF OFFICE  
ADOPTED: (BEFORE 12/2003)  
LAST REVISED: 10/24/2011

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- D11. To clarify and to be consistent with the Bylaws of the Onion River Coop, the following shall apply:
- D11.1. Each Board member's position shall be recognized as a seat on the Board and each seat shall be designated for a three-year term. Each October, one third of the Board's seats shall be up for election by the members.
  - D11.2. If a vacancy on the Board occurs within any seat's three-year term, the Board may: leave the seat vacant until the seat's term expires, or fill the seat by appointment from the membership of the Onion River Coop.
    - D11.2.1 If the Board fills the seat by appointment, the new Director shall serve until the end of the calendar year following the next election.
  - D11.3. No Board member may serve for more than nine (9) consecutive years.
  - D11.4. A seat's term on the Board of Directors begins at the first board meeting in January.
    - D11.4.1. Outgoing Board members are encouraged to attend the board meeting in January, albeit without voting power on the board.
  - D11.5. At least two Board officers will participate in the opening and counting of ballots.
    - D11.5.1 Board officers who are on the ballot shall not participate in ballot counting. If necessary, board members who are not officers shall be designated to participate in the opening and counting of ballots.
  - D11.6 In the case of a disputed ballot or results, or of a tie, the Board of Directors as a body shall be the final authority in determining a resolution.
  - D11.7 Outgoing Board members retain all fiduciary duties and responsibilities as members of the Board of Directors until all balloting disputes shall have been resolved.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D12 – COMMUNITY SERVICE AWARD  
ADOPTED: 09/20/2004  
LAST REVISED: 09/20/2004

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- D12. The Board of Directors will annually consider presenting the Don Schramm Community Service Award.
  - D12.1. Members who show outstanding commitment to cooperative principles, visionary leadership or service to the community may be selected for the award.
  - D12.2 Solicitation of nominations is delegated to the General Manager.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D13 – BOARD PERPETUATION  
ADOPTED: 08/22/2005  
LAST REVISED: 06/22/2009

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D13 The board will ensure perpetuation of a governing body that provides effective leadership over time and irrespective of individual directors. The board accomplishes self-perpetuation through recruitment, election and development of skilled, committed and motivated members.

D13.1 The board will identify and recruit qualified, skilled candidates for future board positions.

D13.2 The board will seek director candidates according to the following qualifications:

D13.2.a Dedicated to the cooperative, its member owners, and its mission with no emphasis on a certain category of member.

D13.2.b Have experience and a propensity to think in terms of systems and context.

D13.2.c Honest and have independent judgment, courage, and good faith

D13.2.d Able and eager to deal with values, vision and the long term.

D13.2.e Able and willing to participate assertively in discussions and abide by board decisions and the intent of established policies.

D13.2.f Willing to operate in a group decision making environment, to share power in group process, and to delegate areas of decision making to others

D13.3 The board will present a group of such candidates to the members and provide opportunities for members to learn about the candidates.

D13.4 While all directors are responsible for perpetuating good governance, the board will charter a Board Perpetuation committee to carry out the specific tasks of identification and recruitment of candidates for election and/or appointment.

D13.5 The board will provide an excellent orientation to prospective directors before elections, and to newly elected directors before their first board meeting. For the board, this orientation will lead to: a stable and sustainable board, seamless transitions, increased productivity, and ensuring a good fit between our board culture and the new director. For the new/prospective director, the orientations will lead to: clarity about whether they really want to serve on this board, an understanding of expectations, and readiness to contribute at their first meeting.

D13.5.a The Board Perpetuation committee is charged with ensuring that these orientations take place.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D14 – VICE PRESIDENT’S ROLE  
ADOPTED: 11/24/2008  
LAST REVISED:

- D14. The Vice-President assumes the duties of the president in his/her absence.
- D14.1. When acting in this capacity, the Vice-President has all the powers of, and is subject to all the restrictions upon, the President.
- D14.2. The vice-president may also be called upon to assist the President in the discharge of his/her duties as assigned by the President or the Board.

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This policy shall be monitored annually by board evaluation.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D15 – TREASURER’S ROLE  
ADOPTED: 11/24/2008  
LAST REVISED:

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D15. The Treasurer ensures the integrity of the Board’s budget and financial condition and ensures that the Board develops, approves, and abides by a budget for Board-authorized expenses for Board work.

D15.1. The Treasurer ensures that the year-end financial statements are audited by an external auditor before the annual meeting.

D15.2 The Board authorizes the Treasurer to work with the General Manager in reviewing and recommending an auditor as necessary.

This policy shall be monitored annually by board evaluation.