

## ORC Policy Register Table of Contents and Change Log (as of 12/16/2013)

Policy	Date of Latest Change
<b>A. Ends Policies</b>	
A: Global End	01/22/07
<b>B. Means/Executive Limitations Policies:</b>	
B: General Executive Constraint	07/28/2008
B1. Staff Treatment, Compensation and Benefits	10/26/2009
B3. Budgeting/Financial Planning	03/24/2008
B4. Financial Condition	04/26/2010
B5. Asset Protection	07/26/2010
B6. Communication and Counsel to the Board	05/24/2010
B7. Emergency Management Succession	03/24/2008
B8. Customer Service and Value	05/19/2008
B9. Board Elections	06/22/2009
B10. Membership	01/24/2011
B13. Communication Support for the Board	05/20/2013
<del>B15. Board Elections</del> (Deleted 6/22/2009)	
<b>C. Board—General Manager Relationship Policies</b>	
C1. Delegation to General Manager	02/24/2014
C2. General Manager Job Contributions	01/23/2006
C3. Monitoring Management Performance	08/27/2012
<b>D. Governance Process Policies</b>	
D1. Governing Style	07/23/2012
D2. Board Job Products	09/24/2012
D3. Board Officer Roles	11/25/2013
D4. Board Members' Code of Conduct	10/28/2013
D5. Committee Principles	09/24/2012
D6. Board Meetings	10/24/2011
D7. Trusteeship and Relationship to Members	12/16/2013
D8. Executive Officers (D8.4 combined with D15 04/27/2009)	04/27/2009
D9. Governance Process	07/25/2011
<del>D10. Secretary's Role</del> (Replaced with D3 11/25/2013)	11/24/2008
D11. Board Terms of Office	03/25/2013
D12. Community Service Award	09/20/2004
D13. Board Perpetuation	06/22/2009
<del>D14. Vice President's Role</del> (Replaced with D3 11/25/2013)	03/25/2013
<del>D15. Treasurer's Role</del> (Replaced with D3 11/25/2013)	07/23/2012
<b>Appendices</b>	
1. Bylaws	
2. Board Annual Calendar	
3. Committee Charters	

POLICY TYPE: ENDS  
POLICY TITLE: A - GLOBAL ENDS  
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  
LAST REVISED: 07/28/2008

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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  
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  
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  
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  
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  
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  
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  
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  
LAST REVISED: 06/22/2009

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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

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  
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.

POLICY TYPE: BOARD—GENERAL MANAGER RELATIONSHIP  
POLICY TITLE: C1 – DELEGATION TO THE GENERAL MANAGER  
LAST REVISED: 02/24/2014

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1. The Board's sole official connection to the operations of the cooperative will be through the General Manager (GM).
2. The Board delegates authority to the GM through written Ends and Executive Limitations policies.
  - a. As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the GM is authorized to establish all further operational policies, practices and plans for the cooperative.
  - b. The Board will respect and accept the GM's choices as long as those choices are based on reasonable interpretations of Board policies.
  - c. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.
3. No individual Board member, officer, or committee has authority over the GM. Information may be requested, but if such request, in the GM's judgment, requires a material amount of staff time, it may be refused. All requests for information will be made to the GM and not to the staff.

POLICY TYPE: BOARD—GENERAL MANAGER RELATIONSHIP  
POLICY TITLE: C2 –GENERAL MANAGER JOB CONTRIBUTION  
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  
Last Revised: August 27, 2012

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The Board will systematically and rigorously monitor and evaluate the General Manager's job performance.

- C3. Monitoring is how the Board determines the degree to which the General Manager is following Board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.
- C3.1 The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the General Manager discloses interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy criteria.
- C3.2 In every case, the standard for compliance will be any reasonable General Manager interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favored by individual directors or by the Board as a whole.
- C3.3 The General Manager is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
- C3.4 The Board will monitor all policies that instruct the General Manager. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
- C3.5 The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from the fiscal year May through April will be completed by May in the next fiscal year. The Board will make its decisions concerning the evaluation and the employment contract no later than September.



POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D1 – GOVERNING STYLE  
LAST REVISED: JULY 23, 2012

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D1 – The board will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision outward and toward the future.
2. Observe the 10 Policy Governance principles (explained in the Policy Governance Source Document of the CBLD Template Appendix):
  - a. Ownership
  - b. Governance Position
  - c. Board Holism
  - d. Ends Policies
  - e. Board Means Policies
  - f. Executive Limitation Policies
  - g. Policy “Sizes”
  - h. Delegation to Management
  - i. Any Reasonable Interpretation
  - j. Monitoring
3. Maintain group discipline, authority and responsibility.
4. Clearly distinguish Board and General Manager roles.
5. Encourage diverse viewpoints.
6. Obey all relevant laws and bylaws.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D2 – BOARD JOB PRODUCTS  
LAST REVISED: SEPTEMBER 24, 2012

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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. General Manager-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 – BOARD OFFICER ROLES  
LAST REVISED: 11/25/2013

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1. We will elect officers in order to help us accomplish our job.
  - a. No officer has any authority to supervise or direct the GM
  - b. Officers may delegate their authority but remain accountable for its use.
  - c. The president ensures the Board acts consistently with Board policies.
    1. The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
    2. The president will chair and set the agenda for the Board meetings
    3. The president plans for leadership (officer) perpetuation.
    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.
  - d. The vice-president will perform the duties of the president in his/her absence.
    1. 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.
  - e. The treasurer will lead the Board's process for creating and monitoring the Board's (not Onion River Co-op's) budget.
    1. In addition, the treasurer will facilitate the Board's understanding of the financial condition of Onion River Co-op.
  - f. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
    1. The secretary is the Board's liaison with the Board Administrator. Together they assure that directors are informed of the agenda for upcoming meetings.
    2. The secretary or another board officer will certify the results of voting in all elections and referenda put to the membership.

POLICY TYPE: BOARD PROCESS  
POLICY TITLE: D4 – DIRECTORS' CODE OF CONDUCT  
LAST REVISED: OCTOBER 28, 2013

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We each commit ourselves to ethical, businesslike and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
  - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - b. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
  - c. A director who applies for employment must first resign from the Board.
  - d. Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends.
3. Directors may not attempt to exercise individual authority over the organization.
  - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
  - b. 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.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for and attend all Board meetings and trainings.
6. 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.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.

POLICY TYPE: Governance Process  
POLICY TITLE: D5 – Committee Principles  
LAST REVISED: 09/24/12

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- D5.1 Committees will reinforce and support the wholeness of the Board.
  - D5.1.1 In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
- D5.2 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- D5.3 The Board will establish, regularly review and control committee responsibilities in written committee charters.
  - D5.3.1 The Board will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the General Manager.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D6 – BOARD MEETINGS  
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  
LAST REVISED: 11/28/2011

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1. 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.
2. The Board shall always act in the best interest of the cooperative.
3. The Board shall use the annual membership meeting to report on the cooperative's primary activities, decisions, and any other pertinent issues that affect the cooperative.



POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D8 – EXECUTIVE OFFICERS  
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  
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: D11 – BOARD TERMS OF OFFICE  
LAST REVISED: 03/25/2013

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- D11 To clarify and to be consistent with the Bylaws of the Onion River Co-op, 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 Co-op Membership.
- 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 Co-op.
- D11.2.1 If the Board fills the seat by appointment, the new Board member 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 certify the elections process and results.
- D11.5.1 Board officers who are on the ballot shall not participate in ballot certification. If necessary, Board members who are not officers shall be designated to participate in the certification 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 have been resolved.

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: D12 – COMMUNITY SERVICE AWARD  
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  
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.