

## ORC Policy Register Table of Contents

---

### A. Ends

---

- A. Global End
- 

### B. Executive Limitations

---

- B. Global Executive Constraint
  - B1. Staff Treatment, Compensation and Benefits
  - B2. Budgeting and Financial Planning
  - B3. Asset Protection
  - B4. Financial Condition
  - B5. Communication and Counsel to the Board
  - B6. Emergency General Manager Succession
  - B7. Customer Service and Value
  - B8. Board Elections
  - B9. Membership
  - B10. Communication Support for the Board
  - B11. Subsidiary Business
- 

### C. Board—General Manager Relationship

---

- C1. Delegation to the General Manager
  - C2. General Manager Job Contribution
  - C3. Monitoring Management Performance
- 

### D. Governance Process

---

- D1. Governing Style
  - D2. The Board's Job
  - D3. Board Officer Elections and Roles
  - D4. Board Members' Code of Conduct
  - D5. Committee Principles
  - D6. Board Meetings
  - D7. Trusteeship and Relationship to Members
  - D8. Cost of Governance
  - D9. Board Terms of Office
  - D10. Community Service Award
  - D11. Board Perpetuation
- 

### Appendices

---

- 1. Bylaws
- 2. Board Annual Calendar
- 3. Committee Charters
- 4. Four Pillars of Cooperative Governance

Policy Type: Ends  
Policy Title: A – Global End  
Adopted: (before 12/2003)  
Last Adopted: 01/22/2007

---

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: (before 12/2003)  
Last Adopted: 07/28/2008

---

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 Adopted: 10/26/2009

---

The General Manager (GM) 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: B2 – Budgeting and Financial Planning  
Adopted: (before 12/2003)  
Last Adopted: 03/24/2008

---

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 General Manager will not allow plans that:

1. Risk incurring those situations or conditions described as unacceptable in the Board policy B4 Financial Condition.
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.
  - a. Contain insufficient details to support assumptions.
3. Are not updated at least annually.

Policy Type: Executive Limitations  
Policy Title: B3 – Asset Protection  
Adopted: (before 12/2003)  
Last Adopted: 07/26/2010

---

The General Manager (GM) will not cause or allow the Cooperative's assets to be unprotected, inadequately maintained or unnecessarily risked.

The GM will not:

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

Policy Type:	Executive Limitations
Policy Title:	B4 – Financial Condition
Adopted:	04/26/2010
Last Adopted:	03/23/2015

---

With respect to the actual, ongoing financial conditions and activities, the General Manager (GM) shall not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, allow key operational indicators to be below average for the industry or material deviation of actual expenditures from Board priorities established in Ends policies.

The GM will not:

1. Allow operations to generate an inadequate net income.
2. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
3. Allow sales to be inadequate.
4. Allow solvency, or the relationship of debt to Member-Owners' equity, to be insufficient.
5. Allow growth in ownership or owner paid-in equity to be insufficient.
6. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
7. Acquire, encumber or dispose of real estate.
8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
9. Allow late payment of contracts, payroll, loans or other financial obligations.
10. Default on any terms that are part of the Cooperative's loans.
11. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

Policy Type: Executive Limitations  
Policy Title: B5 – Communication and Counsel to the Board  
Adopted: (before 12/2003)  
Last Adopted: 05/24/2010

---

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

Accordingly, the GM may not fail to:

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.
2. Keep the Board informed about all relevant financial, legal, and operational issues.
3. Submit timely, accurate, and understandable monitoring data required by Board policy under “Monitoring Management Performance.” Content of monitoring reports shall include the following:
  - a. Policy criteria repeated in the report.
  - b. An explanation of the GM’s interpretation of the policy.
  - c. Data that address the policy criteria.
  - d. Data should focus on results rather than activities, and should demonstrate whether actual situation is a reasonable interpretation of policy.
  - e. No excessive information.
  - f. An explanation and a plan to move toward compliance, if the report indicates an out-of-compliance situation.



Policy Type: Executive Limitations  
Policy Title: B6 – Emergency General Manager Succession  
Adopted: (before 12/2003)  
Last Adopted: 03/24/2008

---

In order to protect the Board from sudden loss of the General Manager's (GM) services, the GM 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.

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: B7 – Customer Service and Value  
Adopted: (before 12/2003)  
Last Adopted: 05/19/2008

---

The General Manager (GM) will not fail to ensure that the Cooperative's customers receive high value in its products and services.

The GM will not:

1. Allow an unsafe shopping environment for the Cooperative's customers.
2. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

Policy Type: Executive Limitations  
Policy Title: B8 – Board Elections  
Adopted: 06/22/2009  
Last Adopted: 06/22/2009

---

The General Manager may not fail to institute and implement a Board election process in accordance with the Cooperative's Articles of Incorporation, bylaws and any other relevant Board policies.

Policy Type: Executive Limitations  
Policy Title: B9 – Membership  
Adopted: (before 12/2003)  
Last Adopted: 01/24/2011

---

In order to maintain and promote a vital Membership program that builds a sense of ownership, the General Manager shall not fail to:

1. Ensure maintenance of accurate and current Member records, including name, address, equity payments, and eligibility for benefits and voting.
  - a. Allow only authorized use of the Membership and Board Member information.
2. Engage Members in the Cooperative.
3. Ensure regular recruitment of new Members to increase Membership.
4. Recruit a diverse Membership which reflects the diversity of the community.
5. Establish a benefits program for Members that adds value to their Membership.
6. Implement a Membership equity program, following all applicable laws, bylaws and Cooperative Principles, such that:
  - a. A full equity share is \$200.
  - b. Members may pay their equity in installments.
  - c. Equity payments may be exempted in whole or in part for reason of financial hardship.
7. Implement a patronage refund system, following all applicable laws, bylaws and Cooperative Principles, such that:
  - a. The Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be distributed to Members.
  - b. Members will receive the refund due them in a timely manner.

Policy Type: Executive Limitations  
Policy Title: B10 – Communication Support for the Board  
Adopted: (before 12/2003)  
Last Adopted: 05/20/2013

---

In order to support the Board in fulfilling its duties and responsibilities, the General Manager shall not fail to:

1. Inform Cooperative Members of Board actions, meetings, activities or events:
  - a. Maintain a list of Board Members in a prominent location within City Market.
  - b. 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.
  - c. 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.
  - d. 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 Service desk and in a prominent City Market location.
  - e. Maintain an updated and current copy of the Board Policy Register at the same desk and on-line for viewing by Members.
  - f. 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.
  - g. Maintain copies of items described in a through f above, in addition to the Bylaws, on the Cooperative's website.
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 Board.
3. Provide a place for mail, messages from Members, and the public to be left for the Board President.
4. Provide support for board meetings, retreats, Member/annual or special meetings
  - a. Arrange for a meeting location sufficient to comfortably and safely accommodate these meetings. Inform the Board President of this location not less than 3 weeks prior to the date of the meeting.
  - b. Prepare and provide a copy of the Board meeting packet to all Board Members and Board Associates.
  - c. Ensure that a regular minute taker is present at each Board meeting.
  - d. Arrange for a light meal to be available 30 minutes before the start of each regularly scheduled Board meeting.

5. Solicit nominations for the Don Schramm Community Service Award no later than August of each year, and provide the nominations to the Board no later than the September board meeting each year.
6. Assure that all official Board records are safely archived for a period consistent with legal requirements.

Policy Type: Executive Limitations  
Policy Title: B11 – Subsidiary Business  
Adopted: 11/23/2015  
Last Adopted: 11/23/2015

---

The General Manager must not create or dissolve any subsidiary business or separate business unit.

Policy Type: Board—General Manager Relationship  
Policy Title: C1 – Delegation to the General Manager  
Adopted: (before 12/2003)  
Last Adopted: 02/24/2014

---

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  
Adopted: (before 12/2003)  
Last Adopted: 01/23/2006

---

1. As the Board's single official link to the operating organization, the General Manager (GM) is accountable for organizational performance and exercises all authority transmitted into the organization by the Board.
2. The GM's job contributions can be stated as performance in only two areas:
  - a. Accomplishment of the Board policies on Ends.
  - b. Organizational 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 Adopted: 08/27/2012

---

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

Monitoring is how the Board determines the degree to which the GM is following Board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.

1. The Board will acquire monitoring information by one or more of three methods:
  - a. By internal report, in which the GM 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 Board Member or committee assesses compliance with the policy criteria.
2. In every case, the standard for compliance will be any reasonable GM 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 Board Members or by the Board as a whole.
3. The GM is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
4. The Board will monitor all policies that instruct the GM. 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.
5. The Board's annual evaluation of the GM, 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  
Adopted: (before 12/2003)  
Last Adopted: 5/22/2017

---

The Board will govern in a manner consistent with the Four Pillars of Cooperative Governance\* (Teaming, Accountable Empowerment, Strategic Leadership, and Democracy). In order to do this, we will:

1. Be a strategic leader by focusing our vision outward and toward the future.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
  - a. Observe the 10 Policy Governance principles (Ends Policies, Ownership, Board Process Policies, Board Holism, Board-Management Relationship Policies, Governance Position, Limitations Policies, Policies/Decisions Come in Sizes, Any Reasonable Interpretation, Monitoring)
3. Maintain team discipline, authority and responsibility.
4. Practice the habits of a successful democracy.
5. Encourage diverse viewpoints.
6. Obey all relevant laws and bylaws.

\*Refer to Appendix: “Four Pillars of Cooperative Governance” by Marilyn Scholl and Art Sherwood.

Policy Type: Governance Process  
Policy Title: D2 – The Board’s Job  
Adopted: 07/22/2013  
Last Adopted: 09/22/2014

---

In order to govern successfully, the Board will:

1. Create and sustain a meaningful relationship with Members.
2. Hire, set the compensation for, delegate responsibility to, and hold accountable a General Manager (GM).
  - a. Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. The Board will write these policies in the form of Ends, Executive Limitations, Board Process, and Board Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors its commitment to empowerment and clear distinction of roles.
5. Monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

Policy Type:	Governance Process
Policy Title:	D3 – Board Officer Elections and Roles
Adopted:	11/25/2013
Last Adopted:	1/23/2017

---

The Board will elect officers in order to help it do its job: President, Vice President, Treasurer, and Secretary. Officers may delegate their authority, but they remain accountable for its use.

1. Officers are chosen by the Board through a majority vote in February each year for a one-year term, to begin at that meeting.
  - a. An executive officer whose Board term is ending and who is not re-elected in the fall, will have to step down from the executive office in December. In that case the President will propose an interim officer, subject to approval by the Board, for the remaining two months of the officer's term. If the officer in question is the President, the Vice President will propose the interim officer.
2. Duties of the President:
  - a. The President ensures the Board acts consistently with Board policies.
  - b. The President is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
  - c. The President chairs and sets the agenda for the Board meetings.
  - d. The President plans for leadership (officer) perpetuation.
  - e. 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.
3. The Vice-President performs the duties of the President in his/her absence. The Vice-President may also be called upon to assist the President in the discharge of his/her duties.
4. The Treasurer leads the Board's process for creating and monitoring the Board's (not the Cooperative's) budget and facilitates the Board's understanding of the financial condition of the Cooperative.
5. Duties of the Secretary:
  - a. The Secretary makes sure the Board's documents are accurate, up to date, and appropriately maintained.
  - b. The Secretary reviews paper ballots cast and certifies the results of voting in all elections and referenda put to the Membership. If the Secretary is on the election ballot, another Board Member who is not on the ballot shall be designated to review paper ballots and certify election results.

Policy Type: Governance Process  
Policy Title: D4 – Board Members’ Code of Conduct  
Adopted: (before 12/2003)  
Last Adopted: 10/28/2013

---

Board Members each commit themselves to ethical, businesslike and lawful conduct.

1. Every Board Member is responsible at all times for acting in good faith, in a manner which s/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. Board Members 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 Board Member 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 Board Member 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 Board Member has an unavoidable conflict of interest, that Board Member shall abstain from the conversation and the vote.
  - c. A Board Member who applies for employment must first resign from the Board.
  - d. Any Board Member who is also a paid employee has the same duties and responsibilities as any other Board Member, and has the additional duty of clearly segregating staff and Board responsibilities. Any Board Member who is also a paid employee will resign from the Board if and when their employment ends.
3. Board Members may not attempt to exercise individual authority over the organization.
  - a. When interacting with the General Manager or employees, Board Members must carefully and openly recognize their lack of authority.
  - b. When interacting with the public, the press, or other entities, Board Members must recognize the same limitation and the inability of any Board Member to speak for the Board except to repeat explicitly stated Board decisions.
4. Board Members will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board services.
5. Board Members will prepare for and attend all Board meetings and trainings.
6. Board Members will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the Board Member’s personal position on the issue.
7. Any Board Member 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  
Adopted: (before 12/2003)  
Last Adopted: 09/24/2012

---

1. Committees will reinforce and support the wholeness of the Board.
  - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written charters.
  - a. 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  
Adopted: (before 12/2003)  
Last Adopted: 05/19/2014

---

Board meetings are for the task of getting the Board’s job done.

1. The Board will use Board meeting time only for work that is the whole Board’s responsibility. It will avoid committee issues, operational matters and personal concerns.
2. Meetings will be open to the Membership, except when executive session is officially called.
  - a. The Board may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
  - b. Non-Members are welcome to meetings only by Board invitation.
3. The meeting agenda will be determined by the Board President, and may be modified at the meeting by a majority vote of the Board.
4. Diverse viewpoints are allowed to be presented at Board meetings and all Board Members are free to present their views to the Board.
5. Consensus process is observed except when the Board has specifically chosen another method of decision-making.



Policy Type: Governance Process  
Policy Title: D7 – Trusteeship and Relationship to Members  
Adopted: (before 12/2003)  
Last Adopted: 11/23/2015

---

1. The Board obtains its authority from and represents the Members. The relationship with Members is the Board's primary relationship and the Board is responsible for linkage with Members.
2. The Board has fiduciary and legal responsibility to the Members.
2. The Board shall always act in the best interest of the Cooperative.
3. The Board shall use the annual Member 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 – Cost of Governance  
Adopted: (before 12/2003)  
Last Adopted: 07/27/2015

---

The Board will invest in its governance capacity.

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

Policy Type: Governance Process  
Policy Title: D9 – Board Terms of Office  
Adopted: (before 12/2003)  
Last Adopted: 1/23/2017

---

To clarify and to be consistent with the Bylaws of the Cooperative, the following shall apply:

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 Membership.
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.
  - a. 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.
3. No Board Member may serve for more than nine (9) consecutive years.
4. A seat's term on the Board begins at the first Board meeting in January.
5. One Board officer will certify the elections process and results.
  - a. 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.
6. In the case of a disputed ballot or results, or of a tie, the Board as a body shall be the final authority in determining a resolution.
7. Outgoing Board Members retain all fiduciary duties and responsibilities as Members of the Board until all balloting disputes have been resolved.

Policy Type: Governance Process  
Policy Title: D10 – Community Service Award  
Adopted: 09/20/2004  
Last Adopted: 09/20/2004

---

The Board will annually consider presenting the Don Schramm Community Service Award.

1. Members who show outstanding commitment to Cooperative Principles, visionary leadership or service to the community may be selected for the award.
2. Solicitation of nominations is delegated to the General Manager.

Policy Type: Governance Process  
Policy Title: D11 – Board Perpetuation  
Adopted: 08/22/2005  
Last Adopted: 12/16/2013

---

1. The Board will ensure perpetuation of a governing body that provides effective leadership over time and irrespective of individual Board Members. The Board accomplishes self-perpetuation through recruitment, election and development of skilled, committed and motivated Members.
2. The Board will identify and recruit qualified, skilled candidates for future Board positions.
3. The Board will seek candidates according to the following qualifications:
  - a. Dedicated to the Cooperative, its Members, and its mission with no emphasis on a certain category of Member.
  - b. Have experience and a propensity to think in terms of systems and context.
  - c. Honest and have independent judgment, courage, and good faith.
  - d. Able and eager to deal with values, vision and the long term.
  - e. Able and willing to participate assertively in discussions and abide by Board decisions and the intent of established policies.
  - f. Willing to operate in a group decision-making environment, to share power in the group process, and to delegate areas of decision making to others.
4. The Board will present a group of such candidates to the Members and provide opportunities for Members to learn about the candidates.
5. The Board will provide an excellent orientation to prospective Board Members before elections, and to newly elected Board Members 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 the Board culture and the new Board Member. For the new/prospective Board Member, 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.

Policy Type:	Committee Charter
Policy Title:	Search Committee Charter
Start Date:	01/15/2015
Adopted:	03/23/2015
End Date:	08/01/2015 or whenever a new GM has been installed and oriented— whichever comes later.

---

Purpose: To coordinate the recruitment, screening, interviewing, selection, and negotiation of terms of employment of the next General Manager (GM) of the Cooperative on behalf of the Board.

Duties:

1. Prepare timeline and budget for the search process and submit for Board approval. Monitor and stay within budget and timeline.
2. Screen, interview, select and hire a qualified head hunting firm (Recruiter) to lead the Search Committee in its process.
3. Review current GM job description or job summary and propose changes to Board as needed. Coordinate Board decision on qualifications (specific areas of expertise and skills) required and desired.
4. If desired, contract with consultants and/or search firms, specifying services expected. Monitor consultant/search firm performance and make regular progress reports to Board.
5. Research and propose range of compensation for Board approval.
6. Work with the Recruiter to ensure: that a recruitment strategy is planned and implemented; advertising media is researched and utilized for promoting the position; job announcements are prepared and distributed, and brokers, suppliers and other industry contacts are contacted and made aware of the position.
7. Work with Recruiter to ensure that s/he receives resumes and sends acknowledgement emails to all candidates.
8. Review resumes, comparing qualifications of candidates to required and desired qualifications. Select candidates for first round interviews.
9. Develop questions for and conduct first-round interviews, by conference call, by videoconference, or in person.
10. Ensure that Recruiter checks references of preferred candidates after the first round interviews.
11. Select finalists for on-site interviews. Develop packet of background materials on the Cooperative and send to finalists.

12. Schedule finalist interviews for Members of the full Board and other formal or informal meetings with Board and staff as desired. Arrange for logistics of on-site interviews, including travel, meals and lodging as needed.
13. Coordinate Board decision-making process after finalist interviews and propose negotiating guidelines.
14. Make job offer to candidate. Negotiate compensation and employment contract (if desired).
15. Plan orientation of new GM and introduction to Board, staff and Membership. Evaluate and keep records of search process for future hiring procedures.

# Four Pillars of Cooperative Governance

*A new model grounded in the cooperative difference*

BY MARILYN SCHOLL AND ART SHERWOOD

Great leaders demonstrate how to be a force for good in local communities and beyond. Our cooperative heroes—the Rochdale Pioneers—were striking weavers who opened a grocery co-op in 1844 in Rochdale, England, to help themselves and others get free from indebtedness to the company store.

The Pioneers asked and answered some compelling questions: Shouldn't the economy serve the people rather than the people serve the economy? What does it look like when that happens? Their belief in economic equity and fairness led to the worldwide consumer cooperative movement.

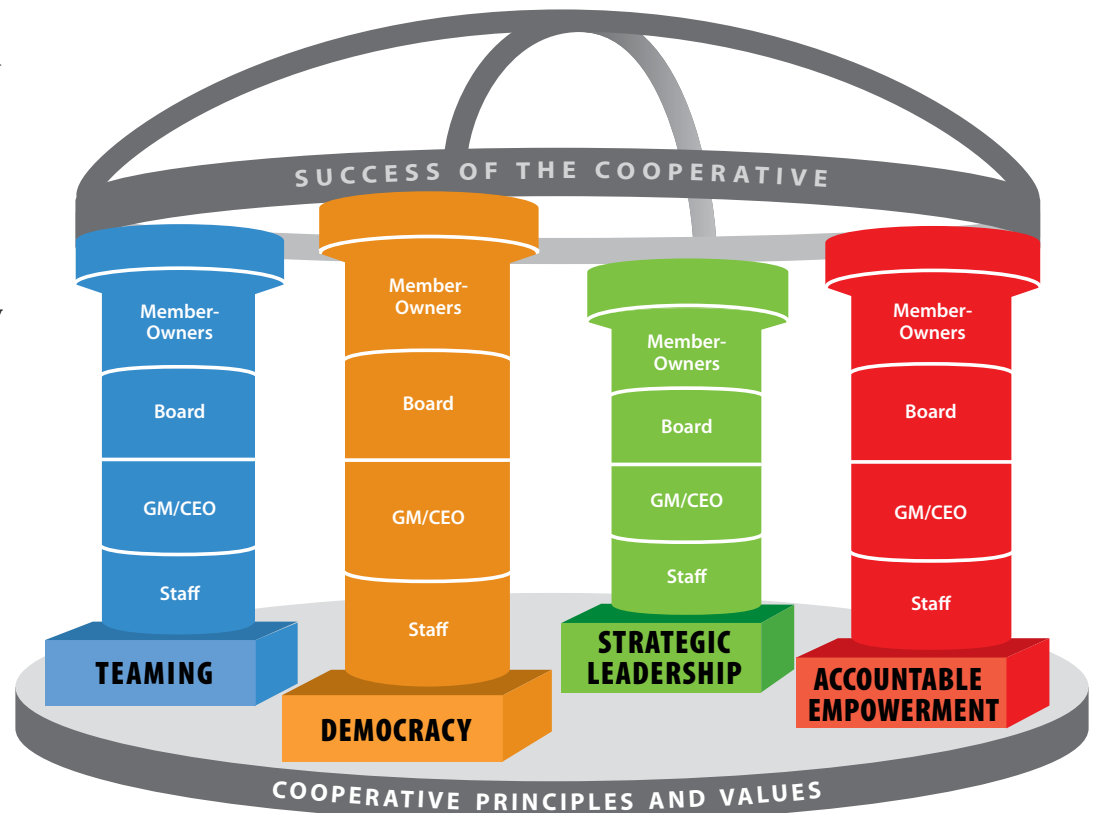
In keeping with the Rochdale Pioneers' vision, and a well-defined current global need for financial and environmental stability, the International Cooperative Alliance (ICA) in 2012 outlined a strategic agenda for cooperatives.

At the same time, the present authors had been asking ourselves whether there should be a model of cooperative governance, and if so, what would it need to look like to support and drive forward the success of our cooperatives?

## Tools for cooperatives

Co-ops have many governance tools at their disposal that have served them well, such as Policy Governance, a system for defining Ends and clarifying roles and structure for organizing the board's work. Over the last decade, co-op boards have been strengthened by a solid focus on Ends accomplishment and good process and systems. This has helped create positive and effective relationships with general managers. We have seen the outcome this has had on both business growth and social impact in our movement.

However, the cooperative boardroom does not share all the same purposes as the boards of



investor-owned corporation or nonprofits. Co-ops are organized to benefit their owners, and that is more important than a financial return on investment. We concluded it was time to re-create our understanding of cooperative governance.

Last spring, one of the authors, Art Sherwood, was invited to be a visiting scholar to address our questions at the world-renowned Vincent and Elinor Ostrom Workshop on Political Theory and Policy Analysis at Indiana University. Based on Nobel Prize Laureate Elinor Ostrom and Vincent Ostrom's work, Sherwood conducted research addressing the expectations we have of cooperative governors and how this might differ from investor-owned corporations.

Based on the results of this research (see References) and our team's deep experience with cooperative leadership, we designed the Four Pillars of Cooperative Governance model.

We have since presented it at the International Cooperative Governance Symposium in Halifax, Nova Scotia, and we explain the model below.

## Four Pillars of Cooperative Governance

Cooperative governance is the act of steering cooperatively owned enterprises toward economic, social, and cultural success. It consists of answering key questions, defining roles and responsibilities, and establishing processes for setting expectations and ensuring accountability.

A model is a way of framing so that the parts and processes make sense. Our Four Pillars model is a not about changing systems but is a new way of making sense of cooperative governance. We think it addresses current gaps in strengthening owner relationships and democratic practices that are not clearly part of



other business or governance models. The Four Pillars of Cooperative Governance are:

**Teaming:** successfully working together to achieve common purpose.

**Accountable Empowerment:** successfully empowering people while at the same time holding them accountable for the power granted.

**Strategic Leadership:** successfully articulating the cooperative's direction/purpose and setting up the organization for movement in this direction.

**Democracy:** successfully practicing, protecting, promoting, and perpetuating our healthy democracies.

Within a co-op, no matter what the role, the expectation is that everyone is responsible for working together effectively, to be accountable and able to empower others, to be focused on purpose, and to participate in ensuring a healthy democracy. It is what co-ops are working to achieve, not only in the boardroom but also in the workplace and with members in the co-op. Governance—steering, making key decisions, working together for common goals—happens throughout the co-op at every level.

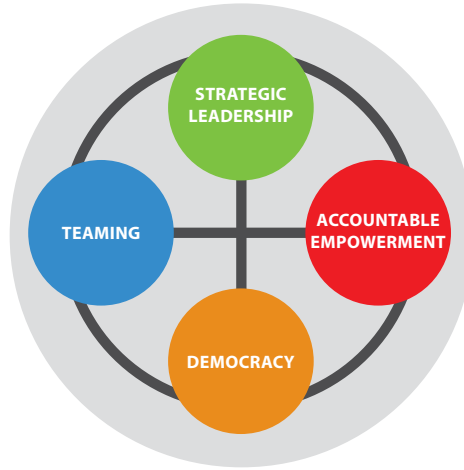
Therefore, the Four Pillars of Cooperative Governance is a framework for connecting the co-op's values to governance activities at all levels: staff, management, board, and owners. Each of the four pillars—Teaming, Accountable Empowerment, Strategic Leadership, and Democracy—is relevant to each constituency in a co-op. Again, Four Pillars of Cooperative Governance is not about changing systems, but a new way of thinking about the role of governance in a co-op.

#### Four pillars at the board level

The remainder of this article will focus on understanding cooperative governance at the level of the board of directors. The work that co-op boards are charged with (stewardship of a community-owned asset) is being carried out, but it is currently missing a framework for directors to easily define it and have a vocabulary for it.

We need to build on what we've learned about effective governance to demonstrate with intention how boards express cooperative values in the way they govern. When the Rochdale Pioneers created structure for their ideas by shaping a set of Cooperative Principles, cooperation became a bona fide business model that allowed the idea to grow beyond one single group into a worldwide movement. What the Pioneers did is give cooperatives a framework,

Each of the four pillars is relevant to each constituency in a co-op.



based on the practical application of their values. This allowed cooperation as an economic philosophy, and a business, to grow.

In our work with boards, we find that they need to understand the big picture and also be able to home in on specific skills, processes, or tools that they need at any given time. We see the Four Pillars of Cooperative Governance as a way to do both—to have a good perspective on the whole mission and yet be able to focus in on specific needs. The Four Pillars is also a way

to identify things that are working well within a particular co-op and show opportunities for areas of advancement and improvement. (We will explore these opportunities in more depth in a followup article).

#### Teaming

The board is responsible for perpetuating board excellence and for organizing and managing its own work. The board must work together effectively as a team to make this possible. This includes having a common agreement about the work, clear expectations of individuals and the group itself, an effective decision-making system, and effective leadership of the group.

The board has power as a unit. An individual director's only power, beyond that of any other co-op owners, is the ability to influence the board group. Diversity of opinion is necessary and valuable. Yet the group must have the ability to think and learn together, to come to a decision and support that decision. The board must create and maintain a group culture that supports their work. Viewed through the lens of the Four Pillars of Cooperative Governance, self-responsible teaming is the first step for board effectiveness.

#### Accountable empowerment

To fulfill its fiduciary duties on behalf of owners, a board needs to be vigilant. The board also delegates power to the general manager or ►

## Blueprint for a Cooperative Decade

The Blueprint for a Cooperative Decade is the overarching agenda for the ICA, its members, and the cooperative movement. It is a five-point plan with individual strategies:

- Elevate **participation** within membership and governance to a new level.
- Position cooperatives as builders of **sustainability**.
- Build the cooperative message and secure the cooperative **identity**.
- Ensure supportive **legal frameworks** for cooperative growth.
- Secure reliable cooperative **capital** while guaranteeing member control.

The strategy intends to take the cooperative way of business to a new level. At the heart of the blueprint is the "2020 challenge" which is that by 2020 cooperatives will become:

- The acknowledged leader in economic, social, and environmental sustainability.
- The business model preferred by people.
- The fastest growing form of enterprise.



[www.ica.coop/en/blueprint](http://www.ica.coop/en/blueprint)

# Join the Cooperative Cafe Conversations

Co-ops are growing. Participation can be a driving force for cooperatives. The 2014 Cooperative Cafe will explore how we can harness the power of participation to help move our co-ops forward. (Cooperative Cafe was formerly named Strategic Seminar.)



The Cooperative Cafe is a series of regional one-day events produced by CDS Consulting Co-op and sponsored by the National Cooperative Grocers Association (NCGA) to connect local co-op leaders to a national dialogue about the future for food co-ops. The Cooperative Cafe is a day of focused conversations that advance our thinking, build shared understanding, and create alignment. The day is highly interactive, with brief presentations and guided exchanges that offer co-op leaders a how-to for cultivating similar involvement in their local communities.

The Cooperative Cafe is for everyone involved in creating and sustaining a development culture at their co-op. Being part of the conversations at the Cooperative Cafe will improve the conversations back home...in board meetings, retreats, management team meetings, and everyday discussions with members, staff, and community.

If you have not attended the Cooperative Cafe, 2014 offers excellent opportunities to take part in a conversation about the impact greater participation has in your community. If you attended in 2012 or 2013, come back for a new theme, different questions, and fresh conversations.

**Who should attend:** Directors, managers, membership and marketing leaders, staff, committee members, and anyone involved in your co-op's relationship with members and community.

**Cost:** There is a cost per person of \$50 to cover meals and incidentals. Bring eight or more people and we'll pay for one (eight can attend for \$350). More are welcome!

## WHEN AND WHERE:

- |                                      |   |
|--------------------------------------|---|
| March 1, Northwest: Portland, Ore.   | March 29, Minnesota/Wisconsin: Rochester, Minn. |
| March 8, California: Sacramento      | Oct. 18, Southwest: Albuquerque, N.M.           |
| March 15, Northeast: Keene, N.H.     | Oct. 25, Michigan: Mount Pleasant               |
| March 22, Southeast: Asheville, N.C. | Nov. 1, Mid-Atlantic: Philadelphia              |

For more information, visit [www.cdsconsulting.coop/services/in-person](http://www.cdsconsulting.coop/services/in-person), or contact Mark Goehring at [MarkGoehring@cdsconsulting.coop](mailto:MarkGoehring@cdsconsulting.coop).

Cooperative Cafe resources are available online at [www.cdsconsulting.coop/co-op\\_cafe](http://www.cdsconsulting.coop/co-op_cafe).

— MARK GOEHRING

◀ CEO to empower him or her to act. Power is the ability to get things done and to be effective. Power is necessary and good. The ideal situation is having both a powerful board and a powerful general manager. Unaccountable power is a problem, however, so boards must have effective systems of accountability.

Accountability is having clear expectations, assigning responsibility, and checking. Policy Governance is one model for ensuring accountability, and it has been an excellent method for role clarity, accountability, and focus. Because many co-op boards have effectively used Policy Governance, it is a valuable tool for accountable empowerment in the Four Pillars of Cooperative Governance.

## Democracy

The board must practice, protect, promote, and perpetuate the democratic nature of the cooperative. Democracy in cooperatives is about more than voting. A healthy democracy gives owners opportunities to meaningfully participate in reflection and change in their organization. All owners have the right to participate in the cooperative regardless of their wealth, investment, patronage, or values and beliefs. Owners are entitled to information, voice, and representation, and boards must understand the diverse needs of their owners.

Further, the board needs to build alignment and shared understanding among owners about the strategic choices the co-op needs to make. From newsletter articles and member meetings to surveys and focus groups, co-op leaders have a plethora of opportunities to build relationships with member owners. Ownership and democracy are at the heart of what makes a co-op different from other businesses.

The Four Pillars of Cooperative Governance includes this all-important aspect of co-op governance to provide critical focus on an area

## 100% FARMER+OWNED



**PACHAMAMA COFFEE COOPERATIVE**  
100% ORGANIC, FAIRTRADE & FARMER-OWNED

FAMILY  
OWNED  
AND  
OPERATED



FROZEN  
ORGANIC  
FRUITS AND  
VEGETABLES!

Growers and Processors  
Caledonia, MN 55921

[www.snopac.com](http://www.snopac.com) or email: [snopac@snopac.com](mailto:snopac@snopac.com)

that has not reached its full potential.

### Strategic leadership

Strategic leadership is about defining purpose and setting direction. How can the cooperative most effectively meet owner needs? How can it distinguish itself in the marketplace? What should the co-op achieve?

The board has a responsibility to establish direction and to facilitate movement toward the desired direction through their choice of management, ensuring adequate resources, and monitoring progress. Providing strategic leadership requires information, knowledge and wisdom. Boards need to be able to learn and build wisdom together in order to develop foresight and make informed decisions. Boards need a way to free up board agendas to focus on strategic thinking and have a process for building the knowledge pool.

### Elevate participation and governance

Over the last decade, we have observed that co-op boards have learned ways to systematically work better together and to practice accountable empowerment. Now that boards

Next is to articulate democracy  
in how we work together  
with all stakeholders and  
express strategic leadership  
in ways that demonstrate the  
co-op difference.

have become more skilled at that, the next phase of co-op governance is to clearly articulate democracy in how we work together with all our stakeholders and express strategic leadership in ways that demonstrate the co-op difference. We see many opportunities and synergies for co-ops to match their efforts with those happening globally through the 20/20 Challenge and the ICA's Blueprint for a Cooperative Decade.

When we look to icons of leadership throughout history, we are struck by their abilities to speak well, be courageous, and solve problems with compassion and creativity. Yet those whose legacy will be most lasting are the ones who powerfully embody the values

they champion. There is no substitute for authenticity. This is also part of the cooperative advantage.

What is more, directors of co-ops are some of the most dedicated, passionate, and dynamic cooperators out there. We can help lead the way toward answering the question of what leadership in an economic democracy looks like. The Four Pillars of Cooperative Governance is an invitation for you to participate in this emerging conversation.

In the next issue of the *Cooperative Grocer*, we will further this discussion by talking about the practical application of the Four Pillars of Cooperative Governance model. ■

*Thank you to Patricia Cumbie and Mark Goehring for their assistance with this article.*

### References

Sherwood, A.L. (2013), Democratically owned and controlled businesses: Identifying common and unique expectations of co-op board governance systems. Last accessed 11/20/13, [www.indiana.edu/~workshop/colloquia/materials/spring2013\\_all\\_workshopcolloquia.html#022513](http://www.indiana.edu/~workshop/colloquia/materials/spring2013_all_workshopcolloquia.html#022513)

## Paul Feiner, LPC

### Loss Prevention Strategies and Solutions

- 10 years on-the-ground experience in loss prevention
- Certified by the Loss Prevention Foundation
- Extensive safety and security work with City Market/Onion River Co-op

#### Paul's services include:

- Loss prevention audits and consulting
- Professional trainings
- Security system implementation
- Emergency preparedness
- Policy and procedure development

PaulFeiner@cdsconsulting.coop –or– 802-557-0576

### CDS Consulting Co-op



SOLUTIONS FOR COOPERATIVES

For a complete listing of our consultants, visit [www.cdsconsulting.coop](http://www.cdsconsulting.coop)



[www.facebook.com/CDSConsultingCoop](http://www.facebook.com/CDSConsultingCoop)

## Michael Healy

### Helping Cooperative Boards Achieve Excellence

- Over 10,000 hours of co-op governance experience
- 30 years experience in group process, team-building and facilitation
- 17 years of cooperative board experience

#### Michael's services include:

- Cooperative Board Leadership Development (CBLD)
- Co-op governance coaching and training
- Coaching GMs on reporting; enhancing board relationships
- Team building

MichaelHealy@cdsconsulting.coop

–or–

802-864-9724

### CDS Consulting Co-op



SOLUTIONS FOR COOPERATIVES

For a complete listing of our consultants, visit [www.cdsconsulting.coop](http://www.cdsconsulting.coop)



[www.facebook.com/CDSConsultingCoop](http://www.facebook.com/CDSConsultingCoop)