

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

Policy	Date of Latest Change
A. Ends Policies	
A: Global End	01/22/07
B. Means/Executive Limitations Policies:	
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
B15. Board Elections (Deleted 6/22/2009)	
C. Board—General Manager Relationship Policies	
C1. Delegation to General Manager	02/24/2014
C2. General Manager Job Contributions	01/23/2006
C3. Monitoring Management Performance	08/27/2012
D. Governance Process Policies	
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	05/19/2014
D7. Trusteeship and Relationship to Members	12/16/2013
D8. Executive Officers	04/27/2009
D9. Governance Process	07/25/2011
D10. Secretary's Role	11/24/2008
D11. Board Terms of Office	03/25/2013
D12. Community Service Award	09/20/2004
D13. Board Perpetuation	06/22/2009
D14. Vice President's Role	03/25/2013
D15. Treasurer's Role	07/23/2012
Appendices	
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

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 REVISED: 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 REVISED: 10/26/2009

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

- 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

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

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

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

- 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

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: 06/22/2009

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

- 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: 05/20/2013

- B13. In order to support the Board in fulfilling its duties and responsibilities, the General Manager shall not fail to:
- B13.1. Inform Co-op 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 Co-op 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 President 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 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.
 - 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
ADOPTED: (BEFORE 12/2003)
LAST REVISED: 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 REVISED: 01/23/2006

- 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: 01/13/2003
LAST REVISED: 08/27/2012

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
ADOPTED: (BEFORE 12/2003)
LAST REVISED: 07/23/2013

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 – THE BOARD’S JOB
ADOPTED: 07/22/2013
LAST REVISED: 07/22/2013

- D2. In order to govern successfully, we will:
 - D2.1 Create and sustain a meaningful relationship with member-owners.
 - D2.2 Hire, compensate, delegate responsibility to, and hold accountable a General Manager.
 - D2.2.1 Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
 - D2.3 Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board Management Relationship, as described in the Policy Governance principles.
 - D2.4 Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
 - D2.5 Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
 - D2.6 Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.
 - D2.7 Perform other duties as required by the bylaws or because of limitations on GM authority.

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: D3 – BOARD OFFICER ROLES
ADOPTED: (BEFORE 12/2013)
LAST REVISED: 11/25/2013

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: GOVERNANCE PROCESS
POLICY TITLE: D4 – BOARD MEMBERS’ CODE OF CONDUCT
ADOPTED: 03/24/2003
LAST REVISED: 10/28/2013

- D4. We each commit ourselves to ethical, businesslike and lawful conduct.
- D4.1 Every director 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.
- D4.2. 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.
- D4.2.1 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.
- D4.2.2 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.
- D4.2.3 A director who applies for employment must first resign from the Board.
- D4.2.4 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.
- D4.3 Directors may not attempt to exercise individual authority over the organization.
- D4.3.1 When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
- D4.3.2 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.
- D4.4 Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board services.
- D4.5 Directors will prepare for and attend all Board meetings and trainings.
- D4.6 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.
- D4.7 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
ADOPTED: 03/24/2003
LAST REVISED: 09/24/2012

- 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
ADOPTED: (BEFORE 12/2003)
LAST REVISED: 05/19/2014

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

1. We will use Board meeting time only for work that is the whole Board's responsibility. We 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. We 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 to 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 MEMBER-OWNERS
ADOPTED: (BEFORE 12/2003)
LAST REVISED: 12/16/2013

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
ADOPTED: (BEFORE 12/2003)
LAST REVISED: 11/24/2008

- 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

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

- 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: 3/25/2013

- 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
ADOPTED: 09/20/2004
LAST REVISED: 09/20/2004

- 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

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: 3/25/2013

- 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.

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: D15 – TREASURER’S ROLE
LAST REVISED: JULY 23, 2012

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.

D15.3 The Treasurer drafts the Board’s budget each year in consultation with the General Manager, and presents it for the Board’s approval.