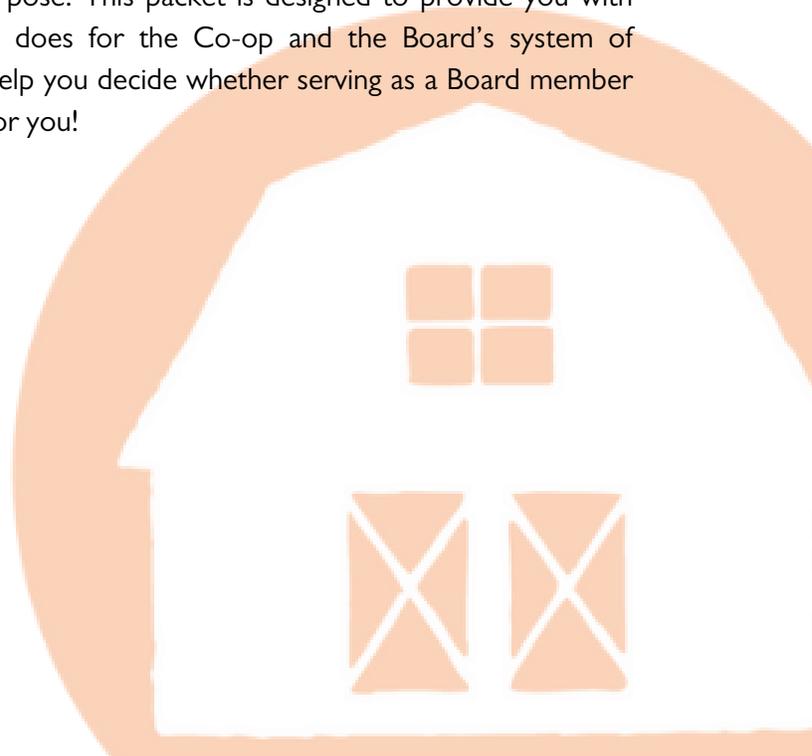


# MOSCOW FOOD CO+OP



## BOARD OF DIRECTORS ELECTION PACKET

We appreciate your interest in guiding the Co-op through service on our Board of Directors. The Board is seeking to appoint a director to fill an open seat. The term of the appointment ends after the election in 2027. We recommend acquainting yourself with the Board's work so you can better understand the application process and Board purpose. This packet is designed to provide you with basic information regarding the work the Board does for the Co-op and the Board's system of governance. Learning more about the Board will help you decide whether serving as a Board member would be a productive and rewarding experience for you!



(208) 882-8537  
121 E 5th Street and  
on Campus at 822 Elm Street  
[www.moscowfood.coop](http://www.moscowfood.coop)

## **STEP ONE: LEARN MORE ABOUT THE BOARD AND ITS SYSTEM OF GOVERNING.**

1. Read this packet, which includes information about our governance framework, foundational “Cooperative Principles,” and history.
2. Read the Board policies & bylaws, which are posted on the [Co-op website](#) and located in the Board binder in the Front End Office.
3. Browse old Board meeting minutes. These are also posted [on the website](#) and can be found in the Board binder in the Front End Office.
4. Read through current Board member bios. These can be found [on the website](#) and on the Board bulletin board near the restrooms in the downtown store.
5. Browse through the Board’s web pages. These can be found online at [www.moscowfood.coop](http://www.moscowfood.coop) by hovering over the “[Board of Directors](#)” tab on the right-hand side of the website.

If you would like additional information related to the Board’s work, you are encouraged to contact our current directors at [board@moscowfood.coop](mailto:board@moscowfood.coop). Please contact the Board Administrator for more information or with general questions at: [boardadmin@moscowfood.coop](mailto:boardadmin@moscowfood.coop).

## **STEP TWO: COMPLETE AND SUBMIT THE ENCLOSED APPLICATION MATERIALS NO LATER THAN 8 P.M. ON FRIDAY, MAY 17, 2024**

The application will help the Elections and Board-Owner Communications Committee learn about you and how your skills would enhance your ability to be an effective Director. They also need to know if there are any conflicts of interest that will render you ineligible to serve as a Director.

If you are eligible to serve as a Director, the committee will put forth your name and materials to the Board of Directors.

### **BOARD PURPOSE:**

The Board of Directors is composed of and elected by Co-op owners. The nine Board members act as trustees for the Co-op and its owners and provide direction and oversight regarding the Co-op’s financial well-being and long-term goals. The Board also supervises the General Manager.



# Moscow Food Co-op Board of Directors Application

## **SUBMISSION INSTRUCTIONS:**

You may submit your application via email to [boardelections@moscowfood.coop](mailto:boardelections@moscowfood.coop) or in hard copy to the Moscow Food Co-op downtown (121 E 5th Street in Moscow). If you submit your application by email, please provide Part I in the text of your email; parts II, III, and IV can be submitted as attachments.

All materials must be received by 8 p.m. PDT, Friday May 17, 2024.

Applicants who submit incomplete applications will not be considered.

Please email [boardelections@moscowfood.coop](mailto:boardelections@moscowfood.coop) with any questions.

## **PART I. APPLICATION CONTACT INFORMATION**

Please provide the following information. Please note items B-F are for Committee use only and will not be publicized to Co-op owners.

- A. Name
- B. E-mail
- C. Co-op owner number (only individual owners who have taken out an individual membership in their name are eligible to serve on the Board. This does not include other household members).
- D. Address
- E. City and state
- F. Phone number

## **PART II. CANDIDATE STATEMENT**

Please respond to the following questions.

- 1. Please describe what personal skills and experience you have that will help you be an effective Director. Examples might include any skills obtained from working with a non-profit or for-profit business, management experience, current and/or past board experience.
- 2. Please describe why you would like to serve on the Moscow Food Co-op Board of Directors.
- 3. Please describe how you have
  - a) demonstrated an ability to operate in a group decision-making environment.
  - b) shared power in a group process.
  - c) delegated areas of decision making to others.
- 4. Can you make a commitment to the responsibilities outlined in the candidate's packet?
- 5. Please add any additional comments or information you would like us to consider.

## **PART III. RESUME OR CV**

Although including a resume or CV is optional, we recommend attaching one to this application packet when submitting the packet.

## **PART IV. CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM**

The Conflict of Interest Statement and Disclosure Form is a document adapted for digital signature. Please contact the Board Admin at [boardadmin@moscowfood.coop](mailto:boardadmin@moscowfood.coop) to request this document.

# BOARD RESPONSIBILITIES & VALUES

The Moscow Food Co-op's Board is composed of nine Directors. The Board elects its own officers — President, Vice President, Secretary, and Treasurer — from among those nine Directors.

## Job Description:

The primary responsibility of the Board is to act as trustees of the Co-op ownership by providing leadership to ensure the Co-op's future. Specific responsibilities for individual Board members are to:

1. Prepare for and attend all monthly Board meetings.
2. Research issues thoroughly to be informed about Co-op operations and issues.
3. Serve on committee(s) and attend committee meetings.
4. Know and follow the Co-op's bylaws, policies, and procedures.
5. Bring complete honesty and personal integrity to the Co-op's Board.
6. Provide leadership for the Co-op and its management.
7. Attend Board trainings and two annual weekend retreats.

## Policy C2: The Board's Job - Last updated May 3, 2021

The Board's job will be to govern successfully.

To govern successfully, the Board shall:

1. Facilitate regular and accessible opportunities for two-way communication between the Board and the Cooperative's owners.
2. Hire, set 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. Assign responsibility among Board members and between the Board and the GM in a manner consistent with our commitment to empower management and provide clear distinction of roles.
4. Ensure appropriate organizational performance by:
  - a. Monitoring organizational accomplishment of Ends and organizational operation within Executive Limitations; and
  - b. Monitoring Board compliance with policies for Board Process and the Board-Management Relationship.
5. Perpetuate the Board's Leadership capacity using ongoing education and training; a robust recruitment, qualification and nomination process; and fair elections.
6. Perform other duties as required by the bylaws or because of limitations on GM authority.

## Our Cooperative Values

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically controlled enterprise. The Moscow Food Co-op supports the International Cooperative Principles that encourage collaboration among cooperatives. As stated by the General Assembly of the International Cooperative Alliance (ICA), cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others. The ICA's 7 Principles are listed on the following page.

# THE SEVEN COOPERATIVE PRINCIPLES

## **1: Voluntary and Open Membership**

Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

## **2: Democratic Member Control**

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

## **3: Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any of all of the following purposes: developing the cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

## **4: Autonomy and Independence**

Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

## **5: Education, Training and Information**

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

## **6: Cooperation among Cooperatives**

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

## **7: Concern for Community**

Cooperatives work for the sustainable development of their communities through policies accepted by their members.

## **COOPERATIVE PRINCIPLES:**

These principles were developed by the Rochdale Pioneers in 1844 and were updated and adopted by the International Cooperative Alliance on September 23, 1995, on the Alliance's Centenary. The Statement was the product of a lengthy process of consultation involving thousands of cooperatives around the world.

# **BOARD GOVERNANCE**

## **Policy Governance**

The Board uses the “Policy Governance” model to ensure that our practices express our core values, while giving the General Manager authority to effectively manage the Co-op. This governance framework, developed by John Carver, is used by many cooperatives. More information about the approach can be accessed at [www.carvergovernance.com](http://www.carvergovernance.com).

Through Policy Governance, the Board creates and maintains policies for the store that help us put our values and vision into practice. The policies shape things such as our wage range ratio, our sustainability goals, and the standards for protecting our assets. The Board’s focus is generally broader than operational specifics – for example, the Board doesn’t determine which brands of milk we sell, but a policy about sustainability could shape what our buyers put on the shelves. Another characteristic of policy governance is that Directors have limits. Individual Directors do not have power; only the Board of Directors, as a whole, has the ability to make decisions.

The policies exert their influence through an accountability process. Many policies place their expectations upon the General Manager, and so it is through the GM’s accountability to the Board at its monthly meetings that we ensure we’re on track or are prompted to adjust.

## **BOARD ORIENTATION AND LEADERSHIP TRAINING**

New Board members participate in an orientation that includes leadership training and access to a Co-op Directors’ resource handbook. These opportunities provide new Board members with background about the Co-op’s management, current Board issues, and how the Board governs. The goal is to assist new Board members in becoming effective participants right away.

## **LEGAL RESPONSIBILITY AND INSURANCE COVERAGE**

The Board is legally responsible for running the Co-op. Board members must be informed, think carefully, and act appropriately to achieve what they determine is in the best interest of the Co-op. The Co-op purchases a Directors and Officers Liability Insurance Policy on an annual basis. Being successfully elected to the Board includes a thorough background check performed by Idaho State Police to ensure the Co-op can maintain an Alcohol License. If within 5 years of your intended application you have completed any jail or prison time, received a withheld judgment, or have paid any fine for a felony you will be denied the opportunity to secure an Alcohol License in the State of Idaho, and will not be able to be elected or hold position on the Board.

## **TIME COMMITMENT AND COMPENSATION**

Without question, governing an organization effectively is a serious commitment. The Board operates as a team, sharing responsibilities to make its work a manageable part of Directors’ lives. Board members are some of the hardest-working volunteers at the Co-op. Each Board member is expected to spend the time needed to complete assignments and attend meetings, averaging 8-12 hours a month. They are required to prepare for and actively participate in Board meetings every month and to serve on committees that meet as arranged by committee members. Each year Board members participate in a Board training/leadership meeting as well as two weekend Board retreats. The term of a Director lasts for three years. Board members receive an 18% volunteer discount on all Co-op purchases.

# COMMITTEES OF THE BOARD OF DIRECTORS

## Policy & Bylaw:

This ad-hoc committee is charged with assisting the Board with its duty to evaluate and update bylaws and governance policies as needed.

## Elections and Board-Owner Communications Committee

The committee is charged with assisting the Board with its duty to oversee elections and nominations processes to cultivate effective Board leadership. The Committee also assists the Board with its duty to facilitate effective, two-way communication between the Board and the Co-op's member-owners ("owners").

## Executive Committee

The committee is charged with assisting the Board with its duty to identify the educational and developmental needs of directors and provide educational resources and experiences to fill those needs

# DESIRED DIRECTOR QUALIFICATIONS

The Moscow Food Co-op Board is seeking candidates who, ideally:

1. Are dedicated to the cooperative principles and values, a thriving cooperative food system, and the success of the Moscow Food Co-op.
2. Understand or are in the process of educating themselves about the Policy Governance system (see page 9).
3. Are knowledgeable about the Moscow Food Co-op.
4. Understand the Board's role in defining values, vision, and long-term viability of the Moscow Food Co-op.
5. Have willingness and demonstrated ability to participate actively in discussions and abide by Board decisions.
6. Demonstrate the ability to reach out to others and build coalitions.
7. Have willingness and demonstrated ability to operate in a group decision-making environment, to share power in a group process, and to delegate areas of decision-making to others.
8. Represent or have experience in areas related to Moscow Food Co-op's business (retailing, farming, organic and natural foods, legal expertise, business expertise, financial expertise, public health and nutrition, food systems, etc.).
9. Have no overriding conflict of interest, expressed or known, which will interfere with their ability to participate and govern.
10. Are committed to prepare for and attend meetings, training sessions, committee work and other activities as directed.
11. Have the demonstrated ability to listen carefully to the ownership and convey the needs of the ownership to the full Board and to the General Manager.
12. Can commit to the time necessary to be an effective Board member.

## STRATEGIC VISION:

The Board relies on feedback from owners to determine long-term objectives for the Co-op. These long-term objectives are declared in our Ends policies and define the difference that the Co-op aims to make in the lives of its owners and in their community. Our Ends were updated in early 2020 and they help shape what makes our Co-op different from traditional grocery stores.

# POLICY THAT GOVERNS DIRECTOR CODE OF CONDUCT

## **Policy C5: Director's Code of Conduct (Last updated February 1, 2022)**

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

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe 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 shall act in the interests of the entire Cooperative. 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. Any conduct of private business or personal services between any director and the Cooperative shall be controlled to assure openness and preserve competitive opportunity.
  - b. At a new director's first board meeting, they shall complete the "Conflict of Interest Disclosure" form, sign the Statement of Agreement, and verbally report to the whole board any potential conflicts.
  - c. Any subsequent potential conflicts shall be reported to the whole board immediately.
  - d. 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.
  - e. A director who applies for employment at the Cooperative must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization when interacting with the GM or employees.
4. When interacting with the public, the press, or other entities, directors must recognize the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
5. Directors shall maintain confidentiality as to issues that come before the Board in Executive Session.
6. Directors shall continue to maintain confidentiality as to those issues after leaving Board service.
7. Directors shall participate fully in Board meetings and trainings.
8. Directors shall support the Board's decisions on all matters that come before it, irrespective of their personal positions on such issues.
9. Any director who does not follow the code of conduct policy can be removed from the Board by a majority plus one vote of the seated Board.

### *Statement of Agreement*

*As a Co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority plus one of Co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the Board immediately and shall not seek to cause disruptions to the Co-op Board for that action. I agree that if I have resigned for Code of Conduct violations, I will not seek to serve, or serve, on the Co-op Board for five years from the date of the resignation. The choice to not sign will result in immediate removal from the Board of Directors.*

### **ONE QUICK NOTE:**

The above Statement of Agreement is an example only and does not need to be signed or turned in during this application process.