



COMMUNITY CO-OP

SINCE 1973

Board of Directors

2021 Prospective Board Member Packet

Dear Prospective Board Member,

Thank you for expressing interest in becoming a candidate for the Board of Directors of the Oryana Food Cooperative! Oryana greatly benefits from the talents and dedication of our Board Members. Each spring, the owners of our Cooperative elect four or five Board Members who are hardworking, skilled, and dedicated to the needs of the Co-op; people with the desire and enthusiasm to provide leadership for our valuable community project.

This packet includes information about the duties, responsibilities, and expectations of Oryana Board Members. Specifically, it includes the following:

- **About Cooperatives**— including the 7 Cooperative Principles & Cooperative Values
- **About Oryana** – including a brief history, our mission & ends
- **Policy Governance**—what is it and how do we use it?
- **Board of Directors Candidate Application**
- **Code of Conduct**

Becoming a Board member is a serious undertaking. The Board provides leadership, vision, and guidance for our cooperative. It ensures that the needs of the members are being met. We encourage anyone who is interested in serving on the Board to give it careful consideration. Prospective Board candidates should consider the following information:

BOARD PROCESS AND EXPECTATIONS

Board meetings are run by the President, or in their absence, the Vice President. Decisions are made by consensus. To ensure consistent accountability, the Board uses the Carver Model of Policy Governance, which is widely used by nonprofits and, over the past decade, has been adopted by Grocery and other cooperatives' boards too. In short, it allows volunteer boards to focus their time and energy on the purpose, values, and long-term direction of Oryana, while delegating the day-to-day operations and problem-solving to the General Manager, who is responsible for fulfilling the Mission and Ends policies created by the Board. We monitor performance relative to these policies. This does not mean we are hands-off, but rather that we are expected to understand the world in which the co-op operates, engage members in meaningful ways, and ensure that their values are represented in the policies that guide the co-op. The system requires attention, practice and a small

learning curve. Successful application allows the Board to use its time more effectively by focusing on ‘big picture issues.’

Personnel matters and certain business matters, like potential real estate purchases, discussed by the Board are confidential. Board Members are expected to maintain confidentiality. The Board deliberates with all voices at the table and speaks with ‘one voice’ once decisions are made; individual Board members are expected to honor this when discussing matters with Co-op members or the public at large.

Board members need basic financial knowledge to study the Co-op’s finances carefully. The knowledge is not a pre-requisite, however. If board members do not come in with this information, training is provided. The Board supports continuous improvement through development and training. We participate in the Cooperative Board Leadership and Development (CBLD) program offered through Cooperative Development Services (CDS). New board members are required to attend one of their training sessions within the first year of their term.

Board structure, involvement and duties vary greatly from organization to organization. We would like prospective board members to have a fairly clear idea of what we do and do not do. Please review the list below and contact any board member with questions you may have.

Board requirements:

- Three-year term commitment
- “All board members must be members in good standing of the Cooperative for at least a period of 30 days prior to the date of the election.” (Article 5 Section 1.B in Bylaws)
- Work within the framework of Policy Governance
- Code of Conduct

The board does not:

- Sell or recommend services or products to GM or any other employees
- Direct or critique any Oryana employees. Although the board **as a unit** is the GM’s supervisor, no **individual board member** has any authority over the GM or any other employee.
- Guide or otherwise participate in any operational functions, including goal-setting or other planning

We encourage you to:

- Look over this entire packet
- Observe at least one board meeting prior to the election
- Ask questions!!

BOARD COMPENSATION AND WORKLOAD

The Board is supported with resources for training. Each member also receives a stipend of fifty Bay Bucks per meeting as well as 18% Board discount on Oryana purchases.

Workloads vary from month to month, depending on assignments, committee projects, and work related to the office one holds, but expect to commit anywhere from 5 – 8 hours month. We also hold a board retreat for one or two days each year and the General Meeting in April.

Along with reviewing this packet, we encourage you to talk with current Directors and attend a Board meeting when considering running for the board. While we take our position seriously, we also strive to maintain a cheerful approach to our work.

SUBMITTING YOUR NOMINATION

To submit your nomination, please submit a statement responding to the four questions attached, send a high resolution photo of yourself, and sign the Code of Conduct. Please limit your responses to 350 words total for all four questions. Nominations will run in the Spring newsletter and elections will be held at the General Ownership meeting in April. The deadline for inclusion of nominations in the newsletter is **January 31, 2021**. *(Note: you can still run for the board after this date but your statement will only appear on Oryana's webpage, not in the newsletter.)*

Thank you for your interest in serving on the Board for Oryana!

In Cooperation, The Oryana Board Nominations Committee

CURRENT DIRECTORS

Holly Jo Sparks, President

cornucoopia@gmail.com

Kathy Baylis Monteith, Vice President

kbmonteith@gmail.com

Kaitlyn Burns, Secretary

burnskai@gmail.com

Colleen Valko, Treasurer

colleen.valko@gmail.com

Jim Dagwell

jim@ttaeasy.com

Chris Miller

CMiller@oryana.coop

Chuck Mueller

2mueller.tc@gmail.com

Laura Cavender

lauraraecavender@gmail.com

Cy Agley

cyagley@gmail.com

Steve Nance, General Manager

steve@oryana.coop

ABOUT COOPERATIVES

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.

Cooperative Values

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.

Cooperative Principles

In 1994, a set of cooperative principles were agreed upon by the International Cooperative Alliance (ICA) at a conference in Oslo, Norway. Since then, they have largely been regarded as the standards for the cooperative movement.

1. Voluntary and Open Membership

Co-operatives 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

Co-operatives 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 co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organized in a democratic manner.

3. Member Economic Participation

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

4. Autonomy and Independence

Co-operatives 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 co-operative autonomy.

5. Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-

operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

6. Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7. Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

Source: International Co-operative Alliance (ica.coop)

ABOUT THE ORYANA FOOD COOPERATIVE

Our Mission

The purpose of Oryana is to provide high quality food produced in ecologically sound ways at fair value to member-owners and the community. Oryana members and staff are committed to enhancing their community through the practice of cooperative economics and education about the relationship of food to health.

Our Ends Policies

The Ends are statements that reflect the broader vision of the Co-op and how it influences or impacts our community. It is similar to setting goals for the Co-op but are more strategic, long-term goals that envision the future potential for the Co-op and its role in our community. The Ends Policies were approved by the BOD in March of 2009 and are as follows:

Economy: Because of Oryana, our community has a vibrant cooperative business whose success stimulates cooperative activity.

Localism: Because of Oryana, our community has an accessible and healthy marketplace for goods produced locally that have a positive environmental and social impact.

Wellness: Because of Oryana, our community has direct access to solutions that contribute to health and wellness.

Education: Because of Oryana, our community has opportunities to learn about cooperative economics and the interconnectivity between healthful foods, environmental stewardship, and social responsibility.

Community: Because of Oryana, ecologically regenerative and socially just community development efforts are nourished and supported.

Model Workplace: Because of Oryana, our community has a model workplace which demonstrates a professional culture of mutual support and open communications, which is based on the balance of personal and organizational needs.

POLICY GOVERNANCE

The Oryana Board follows the principles of policy governance. To learn more about policy governance, please visit oryana.coop/co-op/board-of-directors/

According to the International Policy Governance Source Document referenced above, Policy Governance is a comprehensive set of integrated principles that, when consistently applied, allows governing boards to realize owner-accountable organizations.

The Oryana organizational structure is as follows:

- Member/Owners own the Co-op.
- The Member/Owners approve our Bylaws and elect Board members.
- The Board adopts Board Policies which guide the work of the board.
- The Board develops the Mission, Ends policies, and Executive Limitations which guide the work of the GM.
- The GM then develops a strategic plan and business plan to guide the work of all staff to achieve our mission and Ends.
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Through our governance system, the Oryana Board delegates management responsibilities to our General Manager (GM). The GM is our only employee.

Each month, the Board reviews a monitoring report from the GM regarding a specific Ends policy or Executive Limitation. After review of the report, the Board votes to accept the report or may request additional information. At the same time, the Board reviews its policies and makes any updates needed. This process is outlined here: <https://www.oryana.coop/wp-content/uploads/2018/09/Delegation-to-the-GM-Illustrated.pdf>

With all decisions made at the Board level, it is important to remember that the Board “speaks with “one voice” and the governing authority lies with the Board as a group, not with any individual member.

Policy governance is an empowering method to board/organizational governance and has worked well for Oryana. We invite you to learn more as part of the Oryana team!

BOARD OF DIRECTOR CANDIDATE APPLICATION

Please answer the following questions (350 word total for all five questions) and email your responses to Luise Bolleber at luise@oryana.coop. Your answers will be shared with the ownership in the election ballot.

Name: _____ Date: _____

Address: _____

Email: _____

Phone number: _____

1. Why are you interested in serving on the Board of Oryana?
2. How do your values align with that of Oryana?
3. What strengths would you bring to your role as a director on the board?
4. What are some of the most significant challenges and opportunities you see facing Oryana?
5. How would you represent the member-owners as a director of the board?

Board Members' Code of Conduct Agreement

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members, avoiding any conflict of interest with respect to their fiduciary responsibilities. Board members will come to meetings properly prepared for deliberation and will accept and support the final determination of the board on any matter. Once the consensus is reached, the Board speaks with one voice. Except for participation in board deliberations about whether the GM has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the GM and will respect the confidentiality appropriate to issues of a sensitive nature. If a board member is found to have violated this code the President shall provide counsel to that member to prevent future violations. The President may remove a board member in accordance with the bylaws.

1. Oryana Employees as Directors - Any director who is on the Oryana staff has the same legal duties and responsibilities as any other director and has the additional duty of clearly segregating staff and board responsibilities. More specifically, such directors:
 - a. Should not be included in the decisions on GM compensation or bonus. They may be able to participate in developing criteria for a GM compensation proposal.
 - b. Should not serve in the office of President, Vice President or Treasurer.
 - c. Must understand and agree that they are bound by the same legal duties as any other director.
 - d. Must understand that they represent the owners, not the staff.
 - e. Must understand that they are obligated to put the interests of the co-op as a whole above any individual or staff interest.
 - f. Must understand that the board does not deal with workplace issues.
2. Training and Performance
 - a. Directors commit to being adequately trained to complete the functions of a Director, this requires a review of the Bylaws and Policies prior to the first Board meeting following election and attendance at a Cooperative Board Leadership Development 101 workshop or an equivalent class within six months of being elected as a Director.
 - b. Make a concerted effort to attend monthly Board meetings and other Board-related activities, including but not limited to Board retreats (at least two half-days annually). If Board members are unable to attend, their participation is still expected through the review of pertinent documents and communication with the Board.

I read and understand Oryana Community Cooperative's Code of Conduct and if elected as a director, I will follow this code to the best of my ability.

Name/Signature

Date