



**COMMUNITY CO-OP**  
SINCE 1973

**Board Candidate Application Packet**  
**For Terms Beginning May 2022**

Dear Prospective Board Candidate,

Thank you for expressing interest in serving on the Board of Directors of Oryana Community Co-op! Each spring, the owners of our Cooperative elect 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 election will fill three open seats of 3-year terms.

Please read this packet it carefully before submitting an application and feel free to reach out to [candidate@oryana.coop](mailto:candidate@oryana.coop) with any questions you may have!

To meet the criteria to run in the upcoming election you must:

1. Attend at least one regular meeting of the Board of Directors, which are typically held on the third Thursday of each month from 5:45 p.m. – 7:30 p.m.
2. Attend one of three Orientation for Prospective Board Candidates sessions, which will take place an hour prior to the monthly Board meeting (4:45 p.m. -5:45 p.m.)
3. Agree to abide by the Director's Code of Ethics and Code of Conduct if elected to serve on the Board.
4. Submit your candidate application, including a picture of yourself, to the Nominations Committee before 5:00 p.m. on January 31<sup>st</sup>, 2022, in electronic format.

Candidates are encouraged to attend the General Ownership Meeting, held on the third Thursday of April, where there may be an opportunity for the candidates to introduce themselves to the participants. Additionally, candidates will have the opportunity to record a short introduction video prior to the board election, which will be available on the Oryana website.

## 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. This knowledge is not a prerequisite, however. If a board member does not come in with this knowledge base, training will be provided. The Board supports continuous improvement through development and training. We participate in the Cooperative Board Leadership and Development (CBLD) program offered through Columinate. 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." (Bylaws Article V. Section 1.B)
- Work within the framework of Policy Governance
- Abide by the Board Member Code of Conduct- Board Policy 4.7

### **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

## 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 an 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 8 to 20 hours per month. We also hold a board retreat for one or two days each year and the General Meeting in April.

We encourage you to talk with current Directors to gain insight as to the workload and expectations. 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 300 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, 2022. (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 of Oryana!

In Cooperation,

The Oryana Board Nominations Committee

# 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 Principles and 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. People 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 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. They 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 the 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**

While focusing on member needs, co-operatives work for the sustainable development of their communities through policies accepted by their members.

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

## **Cooperative Values**

Basic cooperative values are general norms that cooperators, cooperative leaders and cooperative staff should share; the values should determine their way of thinking and acting. This list of ten values was proclaimed by the International Co-operative Alliance in 1995.

Self-help

Self-responsibility

Democracy

Equality

Equity

Solidarity

Honesty

Openness

Social Responsibility

Caring for others

## About the Oryana Food Cooperative



# A Brief History of Oryana

**1973**

Locals establish a buying club, transform it into a cooperative, co-op is named "Oryana."

**1975**

Oryana's first home is on East Front St, begins to receive trucks, contracts Oleson's to make whole wheat bread for 99¢ a loaf.

Late **1970s**

Oryana gets deliveries from People's Warehouse, sales are up to \$44,000/year, cost of membership is \$5 with a one hour/month volunteer commitment.

Early **1980s**

Oryana moves to Randolph St., tofu & tempeh production begin, Oryana gets its logo, Oryana has its first Harvest Banquet, Oryana pizzas become famous at Wheatland, sales are up to \$370,000/year.

Late **1980s**

The co-op reaches \$1 million in sales.

Early **1990s**

Oryana looks for a new location, tofu production is up to 240 lbs a week, co-op starts charging a 15% surcharge to non-member.

Late **1990s**

Co-op moves to 10th St. location, \$2 million in sales, membership climbs to over 3500, non-member surcharge eliminated.

Early **2000s**

\$3 million in sales, Oryana becomes the first co-op in the country to become a certified organic retailer, tofu production up to 400 lbs a week, membership costs \$20

**2007**

Oryana expands to 9000 sq. ft, Lake St. Cafe is born. Everyday Value program is launched.

**2016**

Members receiving patronage rebates. Produce reaches the \$2 million mark. We expand our cafe and complete a store-wide brand refresh.

**2020**

Oryana acquires Lucky's Market adding an additional 28,000 sq ft of retail space (and a giant parking lot!)

**Today**

\$32 million+ in sales, Oryana has more than 190 employees, 10,000+ members (owners.) We purchase nearly \$3 million in local products.

## 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 healthy 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 communication 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 <https://www.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.

Through our governance system, the Oryana Board delegates management responsibilities to our General Manager (GM). The GM is our only employee. Read more about board's delegation to the GM [here](#).

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.

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

# Board Candidate Application

This application gives voters information about your background and expertise, what you can offer to the Oryana Co-op, and what interests you about serving on the Board. A Nominations Committee member may call you for further information, but generally, these answers will be your way of communicating to other Oryana Owners why you should be a Board member. Feel free to contact the nominations committee if any questions arise at [candidate@oryana.coop](mailto:candidate@oryana.coop).

Name \_\_\_\_\_

Address \_\_\_\_\_

Phone # \_\_\_\_\_

E-mail \_\_\_\_\_

Please address the following questions in a write up of no more than 300 words total and email your responses to the Recruitment & Nominations committee at [candidate@oryana.coop](mailto:candidate@oryana.coop). Your answers will be shared with the ownership in the spring edition of the Fresh Press and on the electronic voting website.

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 do you see yourself contributing to a board that uses policy governance structure?

With your submission, please include a photo of yourself for publication.

## Board Members' Code of Conduct Agreement- Policy 4.7

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.
- 3) All Board members must be voting members in good standing (meeting the criteria of Article III, Section IV) for at least a period of 30 days prior to the date of election and throughout the member's term, unless otherwise provided by Board policy. A Board member will not be considered in good standing if the member is more than 30 days past due on any membership payment or fee required by the Board of Directors, unless otherwise provided by Board policy. If the Board determines that a Board member does not meet the Qualifications in Article IV the Board member will be deemed to have resigned the member's Board position.

**I have 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.**

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Name/Signature Date