



Board Candidate Application Packet
For Terms Beginning May 2024

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 Cooperative.

This election will fill three open seats of 3-year terms. Please read this packet carefully before submitting an application and reach out to candidate@oryana.coop with any questions.

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 held on the third Thursday of each month from 5:15 – 7:15 pm in a hybrid format.
2. Attend one of two Q&A Sessions for Prospective Board Candidates.
3. Abide by the Director's Code of Ethics and Code of Conduct, if elected to serve on the Board.
4. Be a member in good standing for at least 30 days prior to the date of the election" (Bylaws Article V. Section 1.B)
5. Submit your candidate application, including a picture of yourself, before 5:00 pm on January 31, 2024.

Candidates should attend the General Ownership Meeting, held on the third Thursday of April, where there may be an opportunity to introduce themselves to fellow owners. 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.

The following is the anticipated schedule for upcoming Board meetings and candidate orientation sessions. We ask that you let us know when you plan on attending so we can alert you to any changes in the schedule or times. All communications regarding your application can be sent to candidate@oryana.coop.

October 19 (Thursday) 5:15 PM Regular meeting of the Board of Directors

November 16 (Thursday) 5:15 PM Regular meeting of the Board of Directors 4:45pm Q &A for Prospective Board Candidates

December 21 (Thursday) 5:15 PM Regular meeting of the Board of Directors 4:45pm Q &A for Prospective Board Candidates

January 31, 2023 5:00 pm deadline to submit candidate application.

Jan 18, 2023 (Thursday) 5:15 PM Regular meeting of the Board of Directors

Feb 15, 2023 (Thursday) 5:15 PM Regular meeting of the Board of Directors

March 21, 2023 (Thursday) 5:15 PM Regular meeting of the Board of Directors

April 18, 2023 (Thursday) General Owners Meeting. Election of new board candidates.

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.

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.

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.

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.

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.

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.

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.

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

Frequently Asked Questions

What is the Board of Directors and what does it do?

The Board of Directors is the governing body for the Owners of Oryana. It is composed of nine people, all Owners of Oryana, elected by Owners. A maximum of two Directors may also be employed by the cooperative, although all Directors represent the Ownership at large rather than any special subgroup. Terms for Directors run for three years.

The Board is responsible for ensuring organizational performance on behalf of all of Oryana's Owners. This work includes developing clearly stated expectations through written policies, delegating responsibility for the achievement of stated objectives, and monitoring compliance with written policies.

The Board of Oryana should be strategic and visionary with its view toward the future of our Cooperative, rather than focusing solely on the short-term. By devoting time to focus on the big-picture vision, the Board will ensure that we adequately position our organization for the maximum benefit of our Owners, as well as anticipate trends and values which may have a critical impact on our relevance and survival.

The Board governs the organization and delegates all operational duties to one employee, the General Manager. We are involved in strategic planning, financial oversight, Ownership linkage, and community outreach.

What does the Board of Directors NOT do?

The Board of Directors does not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of Oryana Co-op. The Board's sole official connection to the operations of the cooperative is through the General Manager. This includes but is not limited to:

- Selling or recommending services or products to GM or any other employees
- Directing or critiquing 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.
- Guiding or otherwise participating in any operational functions, including goal-setting or other planning

What are the qualities of a board member that you are looking for?

- Board experience is helpful, but not a prerequisite for Directorship. More important is your commitment to provide the time and energy necessary to accomplish the Board's objectives.
- Other qualities are:

Collaborative—Enjoy working as a team. Accept and support board decisions.

Collegial—Listen carefully. Communicate cordially and respectfully.

Cooperative— Strive to see others' points of view and reach workable solutions.

Strategic Thinkers—Be future oriented and endeavor to see the big picture.

Flexible—Open to new ideas and ways of doing things. Able to change direction or take on new tasks.

Patient—Board work takes time.

Proactive - Hard worker, acting in anticipation of needs and focused on life-long learning.

How much time would I need to put into serving?

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 at least one board retreat for one or two days each year. We encourage you to talk with current Directors to gain insight as to the workload and expectations.

What compensation is there for serving?

Each Director receives an 18% store discount and 50 Bay Bucks per month.

I'm sure I have the time to commit, and I want to serve Oryana; how else can I make up my mind whether or not to run?

You may gather additional information about serving on the Board of Directors by talking to a member of the Recruitment & Nominations Committee or any of the current Directors to get a personal perspective of what service on the Oryana Board of Directors is all about.

Owners are always welcome to attend the meetings of the Board of Directors on the third Thursday of each month at 5:15 pm. You can see how the Board functions and meet the current Directors. You may gain useful perspectives on the issues currently facing Oryana. Additionally, the Board meeting minutes are posted on the Oryana web site, www.oryana.coop.

When will elections be held?

The annual election begins in the spring after the Board calls for a Co-op Vote. Voting concludes with a during the annual General Ownership Meeting typically held in April.

OK, I've decided to run - now what?

To help the Ownership make an informed decision regarding the Directors they elect, we ask you to fill out the Board Candidate Application included in this packet. Please email your completed application back to the Nominations Committee at candidate@oryana.coop by January 1, 2023. The candidate statement, along with a photograph of yourself, will be published in the Spring Fresh Press and added to the Oryana Website.

It sounds like a big step!

And worthwhile! As a board member you will be part of a committed team of 9 directors responsible for representing our owners, providing leadership and oversight enabling Oryana to continue to grow in our community and stay true to its mission and ends.

Process & Policy Governance

The Oryana Board operates using the Policy Governance model, which was developed to allow Boards to maintain accountability for organizational performance while focusing on providing visionary leadership around our 'big-picture' mission. With the recognition that delegation is a significant component of our accountability, the Board maintains written documentation of expectations for ourselves, our organization, and our General Manager--our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

The relevance of this methodology stems from (1) the fact that a significant volume of information is required to fulfill our fiduciary duties; (2) the need to delegate authority in order to accomplish our organizational purpose; (3) the desire to ensure that our Owners and stakeholders are well-served by organizational accomplishments.

The Policy Governance model is designed to allow the Board to delegate with great clarity by completing three steps:

1. Expressing the expectations of the job being delegated.
2. Assigning the expectations with no ambiguity to the party who is to be held accountable for meeting them.
3. Checking that expectations were met.

We have four general categories of policies that express our expectations for ends to be achieved and the acceptable means by which to achieve them:

1. **Ends**

Ends policies broadly state the desired organizational outcomes. They describe the ongoing priorities of what should be achieved and for whom. The General Manager is responsible for reporting on compliance with these policies once a year.

2. **Executive Limitations**

The Executive Limitations delineate job expectations and acceptable constraints within which the general manager can act. The General Manager develops a written report for the Board on each of these policies on a regular basis throughout the year, and the Board evaluates whether the interpretation was reasonable, and makes conclusions about whether the GM is in compliance. If it is determined that we are not in compliance with our policies, the Board discusses the reasons for this result and establishes parameters and expectations for achieving compliance within a set time frame. The Board may require additional monitoring of the policy (on a more frequent basis) or even conclude that the policy needs to be revised.

3. **General Manager Delegation**

These Board-GM policies describe how the Board delegates to our sole employee, the General Manager. The Board evaluates its compliance with these policies throughout the year.

4. **Board Governance Process**

The Governance Process policies describe how the Board is organized and its processes and products. The Board evaluates its compliance with these policies throughout the year.

Our approach to crafting policies is to begin with broad statements regarding allowable and prohibited behavior and make increasingly specific policies. For example, a policy that prohibits the General

Manager from violating the law provides a concise statement of expectation (and is a lot easier than trying to think of and then write down a list of all the illegal actions which could be undertaken!). A more specific policy might require that a certain level of insurance be carried to protect Oryana's property. We limit the level of detail in our written policies to that required for the Board to accept any reasonable interpretation. This approach allows for maximum flexibility and creativity within clearly established boundaries and provides a system for delegation and accountability. (It helps also to have a manageable number of policies--it would be much more difficult to monitor 200 pages of detailed policies! Furthermore, it keeps us out of the micro-managing realm so that we can focus on the big picture questions.)

The advantages of using the Policy Governance model are:

- It enables the Board to focus on the future and provide high-level organizational leadership rather than focusing on day-to-day operational issues. (After all, if the Board does not provide this type of leadership, who else could?)
- By deciding on the larger issues about ends and means the Board can maintain meaningful control of the organization while allowing others to decide on smaller issues.
- The Board can delegate genuine authority to others without failing in its own accountability -- the parameters of delegated authority are clearly established by the Board, allowing for decisive leadership by others.
- Regular assessment of compliance with policy provides a systematic method for evaluating organizational performance because the Board knows what to look for.
- The Board and its subordinates (e.g., its committees, the General Manager) know what is required of them because expectations are clearly articulated. Since the design of jobs has already been decided, the Board can distinguish the proper course of action when confronted by questions without having to spend time defining the nature of governance itself.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our (legal and moral) Owners, that the organization performs as it should. We must constantly evaluate our purpose -- what change we want to occur for people and even the world outside of our organization -- and our Ends -- the accomplishments which justify our existence.

You can read all of our policies online: [Oryana Board Policies](#)

The Policy Governance methodology was developed by John Carver in order to structure Board process to allow for Board accountability on a meaningful level and empower the Board to lead their organizations at the highest level. Carver's website address is: www.carvergovernance.com

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.

Please provide a candidate statement of no more than 300 words addressing the following questions:

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?

Name	
Address	
Phone Number	
E-mail	

Send your contact information, candidate statement, signed code of conduct, and photo of yourself for publication to candidate@oryana.coop no later than 1/31/24 at 5:00pm. Your answers will be shared with the ownership in the spring edition of the Fresh Press and on the electronic voting website.

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.

Name/Signature

Date