

Oryana Community Co-op
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!

The 2024 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 be considered an eligible candidate, you must:

- Attend at least one regular meeting of the Board of Directors before the April 2024 election. These meetings are held on the third Thursday of each month from 5:15 – 7:15 pm in a hybrid (In-person or Zoom) format.
 - Review and sign the Director's Code of Conduct,
 - Be an Oryana owner in good standing for at least 30 days prior to the date of the election
 - Submit your candidate application, a completed candidate statement, including a picture of yourself, before 5:00 pm on January 31, 2024. candidate@oryana.coop.
 - Submit your video candidate statement to be included on Oryana's website and played at the General Owner's meeting on Thursday, April 18, 2024.
 - Attend the Oryana General Ownership Meeting, held on the third Thursday of April, where in-person introductions with owners and final voting will take place. (April 18, 2024)
- ★ It is **highly recommended** that candidates attend the "Question & Answer" Session for Prospective Board Candidates. (Thursday 1/11/24, 5:15pm) and one of the "Meet and Greet" sessions held at 4:45pm just prior to the regular board meetings in February and March.

Upcoming Board Meeting Schedule & Orientation Dates

The following is the anticipated schedule for upcoming Board meetings and candidate orientation sessions. We ask that you mark your calendars and plan to attend.

- **December 21 (Thursday)** 5:15 PM Regular meeting of the Board of Directors
 - **Jan 11, 2024 (Thursday)** 5:15-6:15pm. Q & A Oryana West Meeting Room/Kitchen.
 - **Jan 18, 2024 (Thursday)** Closed meeting
 - **January 31, 2024 (Wednesday)** 5:00 pm deadline to submit candidate application.
 - **Feb 15 2024 (Thursday)** 4:45pm Candidate Meet and Greet; 5:15 PM Regular meeting of the Board of Directors.
 - **March 21, 2024 (Thursday)** 4:45pm Candidate Meet and Greet; 5:15 PM Regular meeting of the Board of Directors
 - **April 18, 2024 (Thursday)** General Owners Meeting. Election of new board candidates.
- ★ May 9, 2024 5:15 pm (Thursday) New Board Director(s) Orientation Meeting.
- ★ May 16, 2024 5:15 pm (Thursday) First Board meeting with new board directors.

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 elected by the Owners to serve a term of three years and represent the values of the Ownership at large rather than any individual or subgroup.

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 to the General Manager, and monitoring compliance with written policies. The Board's sole official connection to the operations of the cooperative is through the General Manager. This form of board leadership is generally referred to as policy governance. You can learn more about Oryana Board Policies [here](#).

This type of leadership style allows the Board of Oryana to 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 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. 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 include:

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 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 31, 2024. 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.

The board has three jobs in Policy Governance:

1. Connect with owners to learn about their values, the ends that are desired and the means which would be unacceptable.
2. Develop policy for the board and organization using those values as guidance.
3. Monitor the organization's performance to ensure reasonable progress towards the desired ends and compliance with policies.

When Policy Governance is performed well it governs with:

1. A clear distinction between board and CEO roles. (The board does not get involved in day-to-day and operational matters.)
2. Strategic leadership.
3. Outward and future orientation.
4. Proactivity rather than reactivity.
5. Embracing diverse viewpoints.
6. Collective rather than individual decisions.

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. Key benefits of Policy Governance include:

- a. The Board stays focused on governance—the big picture—more attention to external vision than internal detail.
- b. Adds value by clearly setting the vision and direction of Oryana through its Ends Policies
- c. Makes best use of valuable board time by focusing on the most important issues.
- d. Creates freedom for creative thinking.
- e. Board work and CEO/General Manager work is more clearly defined.
- f. Promotes teamwork between the Board and CEO/General Manager.
- g. Provides greater policy direction to the CEO/General Manager.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our Owners, that the organization performs as it should. You can read all our policies online: [Oryana Board Policies](#)

The Policy Governance methodology was developed by John Carver as a means 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