



BOARD OF DIRECTORS Application Packet 2019

Northampton Community Cooperative Market Inc.
doing business as River Valley Co-op

Rev. 7/30/2019

THANK YOU for your interest in becoming a member of the Board of Directors! If you choose to seek a position on the Board and are elected to serve, you will garner both personal and professional rewards via leadership of a unique, progressive cooperative that uses an innovative governing system. River Valley Co-op aspires to have a diverse group of directors to best represent our ownership and the larger community.

APPLYING FOR A BOARD NOMINATION INVOLVES TWO STEPS

STEP 1: Learn more about the co-op, the Board, its system of governing, and the qualities and commitment necessary to be an effective Board member. This packet is designed to provide you with basic information. You are also strongly encouraged to attend Board meetings and talk with current Board members. Learning more will help you decide whether you are both willing and able to serve the co-op in this way, and whether this will be a productive experience for you.

In order to learn more about the co-op, you will find the following information in this application packet:

- Background information on the co-op and the Board;
- Further resources for you to get more information;
- List of current Board members and the Board meeting schedule;
- Candidate application process and election timeline.

STEP 2: Complete and submit the enclosed Application for Nomination form, so that in turn, the co-op owner voters will know more about you and how your skills would enhance your ability to be an effective Board member. The River Valley Co-op Board of Directors nominates candidates (indicated on the ballot form) who meet a minimum set of qualifications. This nomination process helps both candidates and the Board by ensuring that candidates understand the Board's work before committing to serve. To apply for nomination from the Board of Directors you must:

- Provide two professional and/or volunteer commitment references who can verify personal statement facts;
- Agree to abide by the Board Member's Code of Ethical Conduct (see page 4), if elected to serve on the Board;
- Submit your candidate application, including a picture of yourself (1200 x 1800 pixels, head and shoulders) and a resume or job summary, by 5:00 PM, AUGUST 31, 2019;
- Participate in an in-person interview by the Board Elections Committee;
- Attend the co-op's annual meeting in early December.

If you have any questions about anything included in this application packet, or if you need any further information, contact the Board Elections Committee Chair Gary Schaefer at gschaefer@rivervalley.coop.

BOARD STRUCTURE AND RESPONSIBILITIES

The co-op is governed by a nine-person Board of Directors elected by the co-op owners. The Board is directly accountable to the owners for the activities and accomplishments of the cooperative. Specifically, it is responsible for:

- Interacting with the co-op owners to understand their values and visions for the store;
- Developing, monitoring, and revising a body of policies that guide the General Manager and the Board to achieve outcomes that are consistent with the co-op owners' values and vision;
- Ensuring, through consistent monitoring mechanisms, that management achieves the goals set by the Board and that the Board operates according to its own established processes.

The Board fulfills its responsibilities through a system of governance called Policy Governance. (See <http://rivervalley.coop/ownership/policies-processes> to learn more about Policy Governance.)

ELIGIBILITY *(See Article 4.3 of the co-op bylaws on the website)*

Each year three positions on the Board of Directors are open for election by the co-op owners. Any co-op owner in good standing can apply to be nominated by the Board.

BOARD MEMBER QUALITIES, COMMITMENT AND REWARDS

The co-op is seeking Board candidates who:

- Are dedicated to the cooperative, its owners, and its mission;
- Understand and are willing to contribute to the task of governance;
- Prefer to think in terms of systems and context;
- Are honest and have independent judgment, courage, and good faith;
- Are able and eager to deal with values, vision and the long term;
- Are able and willing to participate assertively in discussions and abide by Board decisions and the intent of established policies;
- Are willing to operate in a group decision-making environment, to share power in group process, and to delegate areas of decision making to others;
- Are knowledgeable about cooperatives and food retailing.

The co-op seeks Board members who can contribute to its diversity, represent or have experience in areas related to the cooperative project, such as business or farming; and have a dedicated interest in locally based, sustainable economic development.

Without question, governing an organization effectively is a serious commitment. Board members are expected to prepare for and actively participate in monthly meetings, committee work between meetings, an annual retreat, the co-op's annual meeting, membership events, and occasional training sessions. While this may seem daunting, the Board is a team, sharing responsibilities in a way that makes its work a manageable part of members' lives. The monthly time commitment averages about 10-15 hours, and a term on the Board lasts for three years. The co-op's by-laws impose a limit of five consecutive terms for Board members.

In return, Board members receive training in Policy Governance and other areas as needed, build their skills in group dynamics and group process, and have the opportunity to ensure the success of their community-owned cooperative. In the future, they may also receive an in-store discount and/or an honorarium. Please also see the "Give and Get" document on our website <http://rivervalley.coop/main-nav/ownership/board-elections-2019>.

PROSPECTIVE CANDIDATE PREPARATION:

Aside from reading the material in this Application Packet, prospective candidates are asked to review some Board records and attend a Board meeting and/or speak with Board members personally. The co-op bylaws, a summary of the co-op governing policies, and the 2018 Annual Report are posted on the co-op's website: www.rivervalley.coop

You are encouraged to attend a Board meeting (we currently meet every fourth Wednesday of the month from 6:30–9:00 pm, more often when necessary).

Current Board Members

President	Steve Bruner	sbruner@rivervalley.coop
VP & Treasurer	Dorian Gregory	dgregory@rivervalley.coop
Clerk	Jacque Fraser	jfraser@rivervalley.coop
	Alex Risley Schroeder	arisleyschroeder@rivervalley.coop
	Jade Barker	jbarker@rivervalley.coop
	Gary Schaefer	gschaefer@rivervalley.coop
	Emily Laine	elaine@rivervalley.coop
	Mark Devlin	mdevlin@rivervalley.coop

APPLICATION PROCESS AND BOARD ELECTION TIMELINE

Any co-op owner in good standing may seek to be nominated as a candidate for the Board by completing the following Application for Nomination on page 5. We strive for contested elections. In the event that more than two candidates apply for any vacant seat, the Board will appoint a nominations committee to select no more than three candidates for each open seat. If a owner is not selected for candidacy by the nominations committee, they may still be added to the ballot by petition upon obtaining the signature of 50 other owners in good standing. A petition form may be obtained by contacting elections@rivervalley.coop.

The co-op mails an annual report and ballot to every owner 30 days in advance of the annual meeting so that every owner has the opportunity to participate in an informed manner in the Board Election process. The report includes a candidate statement from all candidates and a mail-in ballot. We need your completed application well in advance of the mailing deadline to allow time to prepare and print these materials, and have them delivered in the mail on time.

Timeline

- Return completed Application for Nomination form to the Board Elections Committee at elections@rivervalley.coop or leave it at the Customer Service desk at the co-op by **5:00 PM, AUGUST 31, 2019**.
- Contact Gary or any other Board member about attending an upcoming Board meeting.
- Attend the co-op annual meeting and election in early December.

RIVER VALLEY CO-OP BOARD MEMBERS' CODE OF ETHICAL CONDUCT

As a Board member, I make the following commitments to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as a Board member.

- I shall discharge my duties in good faith in a manner which is in the best interests of the co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- I will uphold the interests of the ownership as my primary focus: in the event that issues arise that may conflict with my other responsibilities or interests, I will communicate that to the Board and withhold comments if necessary. I recognize that my personal interests as a River Valley Co-op consumer are secondary to the overall ownership's interests.
- I shall avoid any conflict of interest with respect to fiduciary responsibility.
- During my term of office, I shall not be a party to a contract for profit with the co-op differing in any way from the business relations accorded each member, nor upon terms differing from those generally current among members.
- I shall not use my position to obtain for myself, family members, or close associates employment within the organization or a business relationship with the co-op.
- I shall not attempt to exercise individual authority over the co-op except for representation of the Board or the co-op as explicitly set forth in Board policies.
- My interaction with the General Manager or with staff shall recognize the lack of authority in any individual director or group of Board members except as noted above.
- I shall not interact with the public, press or other entities in speaking for the Board, unless designated to do so by the Board or General Manager.
- I shall make no judgments of the General Manager or staff performance except as that performance is assessed against explicit Board policies through official processes.
- I shall not speak for the board except as specifically authorized by a board policy that was established within the formal policy governance process.
- I shall maintain confidentiality as needed to protect the co-op's interests and financial viability.
- I shall not discuss disputed or confidential corporate actions, policies, or issues with co-op owners, employees, or the general public unless the board decided that such information is no longer confidential.
- I recognize that all issues related to personnel, real estate, business strategies and goals, pending litigation, and details of the co-op's financial status shall be considered sensitive issues subject to confidentiality unless the Board approves full disclosure.
- I shall contribute productively to the Board's work; I agree to:
 - Regularly attend and actively participate in the Board's meetings, training sessions and retreats;
 - Come to Board meetings prepared to participate responsibly by having read all meeting materials;
 - Be responsible for expressing my own opinion;
 - Respect the rights of others to communicate their ideas free from interruption and without intimidation;
 - Listen respectfully to the opinions of others and to honor divergent opinions;
 - Accept group decisions as legitimate;
 - Share responsibility for group behavior and productivity;
 - Not dominate Board meeting time, nor expect the Board to deal with topics that are not appropriate;
 - Support the Board Chair on Board discipline and Board accountability.
- Check and respond to phone and e-mail messages in a timely fashion, at least weekly
- I may disagree with a policy approved by or action taken by the majority of the Board, but once action is taken, I shall support that policy or action.
- I have the right to present further evidence and argument to the Board for further consideration, and I have a right to have the Board reconsider its actions in a manner consistent with Board practices.
- I understand that if a majority vote of the Board finds that I do not follow Board conduct policies, I shall resign from the Board.
- This agreement is signed at the first Board meeting following the annual meeting and remains in effect for one year, after which it will be re-affirmed and signed.

**RIVER VALLEY CO-OP BOARD OF DIRECTORS
APPLICATION FOR NOMINATION 2019**

Name _____
 Address _____
 Telephone/Day _____ Eve/Weekend _____ (Please circle preference)
 E-mail _____ Owner Number _____

PLEASE RESPOND TO QUESTIONS 1 THRU 6 in the form of a Candidate Statement, 350 words or less, that will be printed in the 2019 Annual Report and distributed to our ownership before board elections. To see sample statements from past candidates: <http://rivervalley.coop/our-co-op/newsletters-annual-reports>.

Your answer to question #7 can be kept separate from the Candidate Statement. If submitting your Candidate Statement via e-mail, please use MS Word, save as an RTF document, or simply paste into the body of the e-mail. Please also send us a high quality head and shoulders photo of yourself that will be printed alongside your candidate statement.

1. Briefly summarize the following about yourself:
 - a) Current and previous employment
 - b) Current and previous community involvement
2. What inspired you to consider service on the Board of the co-op?
3. Briefly describe any experience you have had with consumer cooperatives, other cooperatives, or with a natural foods or other relevant business?
4. In your personal life or when working with organizations, especially ones you discussed in #3 above, what strategies have you used to bring about understanding and agreement when dealing with complex issues?
5. Briefly describe any experiences you have had with the following:
 - a) Value-based policy development
 - b) Planning
 - c) Organizational evaluation
6. Include anything else about yourself that you would like others to know.
7. Would your election or appointment to the Board create any current or potential conflicts of interest? If so, please explain.

References

Provide two (2) **professional** and/or **volunteer** commitment references that can verify the facts in your candidate statement. This is one requirement of being nominated by the Board.

Reference Name _____	Reference Name _____
Title _____	Title _____
Relationship to candidate _____	Relationship to candidate _____
Phone _____	Phone _____
Email _____	Email _____

_____ PLEASE CHECK HERE to indicate that you are willing to sign the Code of Ethical Conduct (page 4) if elected.

Return Completed Application

E-MAIL to: elections@rivervalley.coop
 MAIL to: Board of Directors Applications, 330 North King Street, Northampton, MA 01060
 or DROP OFF at the co-op's Customer Service desk by 5:00 pm, August 31, 2019.
 Mailed applications must be postmarked by 5:00 pm, August 31, 2019.

Thank you for your interest in serving on the Board of River Valley Co-op!

Important

The Commonwealth of Massachusetts considers River Valley Co-op Directors to represent the ownership of our liquor license for the store. This means each individual River Valley Co-op Director is required to meet all the requirements for liquor license ownership which include: US Citizenship, satisfactorily passing a CORI criminal background evaluation, and not exceeding the limit of "a beneficial interest" in more than two other MA liquor licenses.

_____ PLEASE INITIAL that you read and understood the above.

_____ PLEASE INITIAL that you understand that depending upon the outcome of the State's CORI criminal background review you may be deemed by the State to be ineligible to be a River Valley Co-op Board Director.

(The State's focus is on violent crimes, felonies and serious alcohol and drug offenses, and offenses that reflect on an individual's character.)

