

## **Board of Directors Nomination Packet**

We appreciate your interest in running for a seat on Co+opportunity's Board of Directors! Our Board is comprised of owner-volunteers that serve because of their passion for, and belief in, the cooperative business model.

This packet contains information you'll need to run for a seat on Co+opportunity's Board of Directors. Significant sections of our Bylaws, Administration Code and Board Governance Policy are included.

Three board members are elected each year for a three-year term. Candidates for the Board of Directors will be nominated by the Nominating Committee of the Board.

### **Board Member Responsibilities**

The Board's primary responsibilities are to ensure the financial security of the organization, hire, monitor and evaluate the General Manager and to assist in setting the long-term strategic vision for Co+opportunity. The Board does not participate in the day-to-day management and operational details of the store (product selection, pricing, hiring, etc.).

Board Directors must prepare for and attend bi-monthly meetings, the annual ownership meeting, at least one Board retreat and other training and development sessions throughout the year. Directors may also be asked to participate on committees.

### **Board Member Eligibility**

To serve as a Board Director a candidate (a) must be and have been a co-op owner in good standing nine months immediately prior to the last day of the nomination period and (b) be at least 21 years old.

### **The following persons are ineligible to run for a seat on the Co-op Board:**

(a) a Co+opportunity employee, (b) a person discharged with cause from employment or removed as a Director by Co+opportunity and (c) a person whose employment is a conflict of interest with Co+opportunity.

### **How to Submit Your Nomination Form**

Complete the four-page application found in this packet and sign nomination form #4, indicating that you have read and agree to the terms detailed in the packet. Submit the four-part application, any additional forms, your resume and a recent photo to: [ownership@coopportunity.com](mailto:ownership@coopportunity.com). You may also submit the forms to the Ownership desk at Co+opportunity.

The candidate's ownership record will be validated according to the Bylaws, added to your application and given to the Board Nominating Committee.

### **Application Requirements and Timeline:**

All Board candidates interested in running for a seat on the Board **must attend the July Board meeting**. For the Board meeting schedule visit the Board page on coopportunity.com. You may use this link: <https://www.coopportunity.com/our-coop/board-of-directors>

Please give notice when planning to attend a meeting by emailing [board@coopportunity.com](mailto:board@coopportunity.com)

**Board candidates are also required to deliver a short campaign speech at the Annual Owner's Meeting on Sunday, October 13, 2019.**

**The application deadline is June 22, 2019.**

Once you have submitted your application, a representative of the Nominating Committee will acknowledge the application by email or phone and will schedule an interview shortly after.

### **Questions:**

Applicants with questions or concerns about the Board election process may email: [ownership@coopportunity.com](mailto:ownership@coopportunity.com)

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CO+OPPORTUNITY'S BOARD OF DIRECTORS  
APPLICATION & NOMINATION FORM  
PART #1

Applicant Name \_\_\_\_\_

Member Number \_\_\_\_\_

Joined Date \_\_\_\_\_

Mailing Address \_\_\_\_\_

\_\_\_\_\_

Email \_\_\_\_\_

Daytime Phone \_\_\_\_\_ Evening \_\_\_\_\_

Present Occupation \_\_\_\_\_

Where did you learn about this opportunity? \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

As detailed in **GP4.10** (Board Members Code of Conduct/ Governance Policies; included in this packet) do you have any known or potential conflicts of interest with service on the Co+op Board? \_\_\_\_\_

**If yes, please give details on the reverse side of this page or if necessary, attach an additional sheet of paper titled: "Nom Form #1-Possible conflicts" and include it in the return packet.**

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CO+OPPORTUNITY'S BOARD OF DIRECTORS  
APPLICATION & NOMINATION FORM  
PART #2

Applicant Name \_\_\_\_\_

In addition to the information on your application, please answer the following questions to help us learn more about you as a potential Board Candidate. Please provide experience. Any context is welcome and not limited to professional or work-related.

- ❖ Why are you applying for a position on a Board?
  
- ❖ What is important to you about serving on the Co-op Board?
  
- ❖ What experience do you have working in a collaborative setting?
  
- ❖ Have you served on other Boards? If so, please describe your experience.
  
- ❖ What are your passions/hobbies outside of your daily work?
  
- ❖ Describe any other volunteer activities you've been involved with.
  
- ❖ Describe your experience in a) management b) oversight of a business c) in making business decisions.
  
- ❖ Describe your experience with a) profit and loss statements b) balance sheets c) cash flow statements and other financial reports, if any.

**If necessary, please attach your answers on a separate sheet of paper titled: "Nom Form #2- Q's" and include with return packet.**

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CO+OPPORTUNITY'S BOARD OF DIRECTORS  
APPLICATION & NOMINATION FORM  
PART #3

Applicant Name \_\_\_\_\_

**References**

Please list your references, at least two professional (you may include volunteer organizations) and one personal, who can speak to your qualifications in relation to service on the board.

Name \_\_\_\_\_

Email \_\_\_\_\_

Phone \_\_\_\_\_ Evening \_\_\_\_\_

How long and in what context has this person known you?

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Name \_\_\_\_\_

Email \_\_\_\_\_

Phone \_\_\_\_\_ Evening \_\_\_\_\_

How long and in what context has this person known you?

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Name \_\_\_\_\_

Email \_\_\_\_\_

Phone \_\_\_\_\_ Evening \_\_\_\_\_

How long and in what context has this person known you?

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CO+OPPORTUNITY'S BOARD OF DIRECTORS  
APPLICATION & NOMINATION FORM  
PART #4

Applicant Name \_\_\_\_\_

I have read and understand the contents of this Nomination Packet including the Board Policy Governance Process and the Bylaw section on nominations. I agree to these rules and regulations. I certify that the information I have given is true and correct to the best of my knowledge and authorize verification of all statements made in this packet and on my resume.

\_\_\_\_\_  
Signature of Applicant

\_\_\_\_\_  
Date

## **CO+OPPORTUNITY'S BYLAWS**

### **Nominating Committee**

The Board President, subject to the approval of the Board, shall appoint a Nominating Committee comprised of three members in good standing. The nomination and election process shall be run according to the procedures outlined in the Administrative Code.

## **CO+OPPORTUNITY'S ADMINISTRATIVE CODE**

### **SECTION: BOARD OF DIRECTORS**

Nominations and Elections of Directors

#### **Nominations**

The Board of Directors (BOD) should actively cultivate candidates for future elections. At least one hour of each annual retreat shall include a discussion of potential candidates for the board and how to engage them in Co+opportunity governance.

The Board President shall appoint the Nominating Committee by the March board meeting annually. The Nominating Committee shall be comprised of three members, at least two of whom are Directors, plus the Membership Director. The Chair of the Nominating Committee shall be a Director.

The application deadline for BOD candidates shall be established by the board at the May meeting. The Nominating Committee will review all applications and decide which, if any, applicants will be endorsed by the Board. The Nominating Committee will conduct interviews with those candidates it is considering for endorsement. Any member of the board is invited to participate in candidate interviews. There will be a minimum of three board members at each interview.

#### **Campaigning:**

Candidates for the Board of Directors who wish to campaign must adhere to the following campaign guidelines:

- Campaign materials/ fliers may be prepared and distributed in person by the Candidate outside of the store or can be placed on the membership counter (only), inside the store. Materials to be placed on the membership counter can be no larger than 8x5 - 5x5 double sided fliers.
- To make the campaign process fair and equal for all candidates, campaigning in-person is limited to weekends. If complaints of harassment by a candidate are received by members or customers, the candidate will be eliminated from the nominating process.

#### **Election**

The Secretary shall ensure ballots are mailed (or emailed) to all members in good standing not less than 10 or more than 50 days prior to the election. The first day of the election shall coincide with the annual membership meeting. All candidates on the ballot shall be introduced at the annual meeting and are required to speak for no more than 2 minutes about why they would make a great candidate.

The ballot will include a statement from each candidate. Each candidate shall furnish their own statement however the Nominating Committee has the right and responsibility to establish the format and length of each submission. The Nominating Committee may edit statements for inaccurate or misleading information. The Nominating Committee has the right and responsibility to submit additional information to the members regarding the nomination and election procedure.

The directors shall be elected by a plurality vote. The three candidates receiving the most votes will be the Directors Elect. Their terms begin January 1.

In the case of a tie vote, the outcome shall be determined by form and procedure determined by the Board or a designee of the board and supervised by the Board Secretary.

To be counted, ballots must be received by Co+opportunity on or before the return date stated on the ballot. The return date will be established by the Nominating Committee at the May board meeting. The date should allow adequate time for counting the ballots and certification of the election before directors assume office January 1.

The Secretary or board's designee, at the discretion of the board, is the election referee. The referee is responsible for establishing a procedure for mailing, receiving, and counting the ballots in a manner that ensures the integrity of the balloting process and election. The secretary shall certify the results of the election, determine if a procedure to decide a tie is necessary, notify the board, notify all candidates of the results of the balloting, and post results in store, on website, and in newsletter.

In a year when the Board Secretary is nominated for election, the board shall appoint an Inspector of Election to fulfill the Secretary's legal election responsibilities.

Candidates should address any questions or concerns about the Board election process to the Nominating Committee. If there are disputes regarding the election, the Secretary of the Board of Directors will make a recommendation to the board presidents for a final determination. When the Secretary is on the ballot, the board president will appoint another Board member as the Election Inspector.

**POLICY TYPE: GOVERNANCE PROCESS**

**POLICY TITLE: GP4.10. BOARD MEMBERS' CODE OF CONDUCT**

**ADOPTED: MARCH 21, 2007**

**LAST REVISED: MARCH 17, 2010**

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*The Board commits itself and its individual Board members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.*

Accordingly:

1. Board members must represent loyalty without conflict to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

2. Board members must disclose and address conflicts of interest with respect to their fiduciary responsibilities to the cooperative.

2.1— A Board member has a conflict of interest within the meaning of this policy when s/he or a family member has a material financial interest in an issue or matter pending for discussion or decision by the Board and Management.

For purposes of this policy:

2.1.1— A “family member” is a Board member’s spouse, domestic partner, or child, as well as the spouse of a Board member’s child or other relative of a Board member, whether living in the same household or not, as the Board member.

2.1.2— A “material financial interest” is:

- (1) an ownership or investment interest in an entity whose transactions, arrangements, potential transactions or potential arrangements with the Cooperative are before the Board or Management,
- (2) a compensation arrangement, including an employment relationship, with any such entity,
- (3) fiduciary duties, as a Board member or otherwise, or executive level management authority at any such entity, or
- (4) direct personal participation (other than as a Board member) in a pending matter before the Board.

A Board Member or family member who owns shares in a mutual fund does not have a “material financial interest” as to any of the fund’s holdings unless the Board or family member directs or advises the fund in connection with portfolio transactions.