



## Board of Directors Information & Candidate Application

Thank you for your interest in serving as a member of the Concord Food Co-op's Board of Directors. This is an exciting time to be involved in the Co-op! With the leadership of our General Manager, outstanding staff, and over 8,000 member-owners, the Co-op is a thriving, important part of our community.

The Board of Directors plays a critical role in ensuring the continued success and health of the organization. The Board represents the Co-op's member-owners and is responsible for the overall administration of the Co-op. However, the Board is engaged primarily in developing the vision and long-term viability of the Co-op. The Co-op's General Manager, not the Board, runs the store, and is responsible for direct control over its daily operations.

The member-owners of the Co-op elect board members during the Co-op's Annual Meeting in the fall of each year. Candidates must be fully-invested members in good standing.

In this packet you will find:

- Frequently asked questions
- A list of board member responsibilities and expectations
- Overview of the Policy Governance model
- A candidate application form to be submitted by June 30th

Please read over the enclosed information carefully before filling out the application. Please feel free to contact us with any questions that you may have; we look forward to working with you!

You may contact the Nominating Committee of the board via email:  
[nominating@concordfoodcoop.coop](mailto:nominating@concordfoodcoop.coop)

The Co-op Board has adopted a policy to officially certify one or more candidates who meet a minimum set of qualifications. This certification process helps both candidates and the Board by ensuring that the candidates understand the board's work before committing to serve.

To receive a certification from the Board of Directors:

1. Attend at least one regular monthly meeting of the Board of Directors before the September election. Board meetings are typically the third Tuesday of the month from 5:00-7:00 pm.
2. Agree to attend the Board's annual retreat to be held on a Saturday in October (if elected).
3. Agree to abide by the Director's Code of Conduct. Candidates must not have a conflict of interest (self-identified, or as identified by the Nominating Committee) that would prevent the candidate from full participation in important board discussions and voting.
4. Current Co-op employees and their immediate family members may not serve on the Board of Directors.
5. Former Co-op employees (and their immediate family members) who reported to the Co-op's current General Manager are excluded from serving on the Board of Directors until such time as the General Manager has vacated the position.
6. Submit the completed candidate application (page 8 of this packet) including a photo of yourself to the Nominating Committee by 5:00 pm on June 30th in one of the following ways:

Via US Mail:  
Attention: Nominating Committee  
Concord Food Cooperative, Inc.  
24 South Main Street  
Concord, NH 03301

Via Email:  
[nominating@concordfoodcoop.coop](mailto:nominating@concordfoodcoop.coop)

A Co-op member may run for a Board position **without a Board certification**.

To run for a seat without Board certification:

1. Submit a petition by 5:00 pm on June 30th signed by at least 25 fully vested Co-op member-owners in good standing.
2. Submit the completed candidate application (page 8 of this packet) including a photo of yourself to the Nominating Committee by 5:00 pm on June 30th in one of the ways set forth above.

Notwithstanding the above, any candidate who has submitted a completed application within the previous 3 years need not submit a new application and shall instead submit a statement setting forth any changes from the prior application by 5:00 pm on June 30th, so that the candidate's information and interest is complete and up-to-date.

## Frequently Asked Questions for Prospective Candidates

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

The Board of Directors is the governing body representing the member-owners of Concord Food Cooperative Inc. It is composed of nine member-owners, elected by member-owners. All Directors represent the ownership at large rather than any special subgroup. Terms for Directors are for three years.

The Board is responsible for ensuring organizational performance of our cooperative on behalf of all Co-op member-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.

By devoting time to focus on the big-picture vision of the Co-op, the Board will ensure that we adequately position our organization for the maximum benefit of our member-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. The Board is involved in strategic planning, financial oversight 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 the day-to-day activities or decisions regarding the operation of the Co-op's stores in Concord and New London. The Board's sole official connection to operations is through the General Manager.

### **What are the requirements for running?**

Directors must be member-owners of Concord Food Cooperative, Inc. in good standing, with the required number of shares, without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the Co-op. Once elected, Directors must publicly disclose any potential conflicts of interest. As for personal qualifications, governance experience is helpful, but not a prerequisite for Directorship. More important are: willingness to work closely and cooperatively with the other Directors; commitment to providing the time and energy necessary to accomplish the Board's objectives and fulfill the required term; enthusiastic support for the Co-op.

### **How much time would I need to put into serving?**

The Board holds one regular meeting for up to 2 hours each month, at which attendance is expected. Beyond this regular meeting, the time commitment typically averages out to an additional 1-2+ hours per week (more for Officers), including preparation for regular monthly meetings as well as specially called board meetings, and participation on committees. Attendance at major events and functions is also expected. Each new board member is strongly encouraged to attend a daylong orientation on Policy Governance for food cooperatives, typically offered mid-winter in Keene, NH, at no cost to the board member.

### **What compensation is there for serving?**

Board members are volunteers, but each Director receives a 20% store discount (excludes beer, wine, sushi, buying club, membership shares, and gift cards). The Co-op pays for board training. In addition, board members are covered by the Co-op's Officers' and Directors' liability insurance policy.

### **What if I believe I may have a conflict of interest?**

Candidates are encouraged to contact the Nominating Committee to discuss potential conflicts (both actual and perceived). Such conflicts may include owners of businesses that offer similar products for sale as the Co-op.

### **How else can I make up my mind whether or not to run?**

You may obtain additional information about serving on the Board of Directors by talking to a member of the Nominating Committee or any of the current directors to get a personal perspective of what service on the Board of Directors is all about. Additionally, the board meeting agendas and minutes are posted on the Co-op's web site.

We ask that board candidates attend a meeting of the Board of Directors on the third Tuesday of most months at 5:00 pm. You can see how the board functions and meet the current Directors. You may gain useful perspectives on the issues currently facing the Co-op.

### **When will elections be held?**

The annual meeting will be held in September on a date to be determined. Voting occurs up to thirty days prior and concludes at the annual meeting.

## Director Responsibilities and Expectations

Please read carefully and thoughtfully. Your signature on this application indicates that you are willing to meet these responsibilities and expectations while executing your board duties.

In general, members of a co-op Board of Directors have the same duties as the Directors of any business. Directors must be able to:

- Uphold fiduciary duty on behalf of Member-Owners
- Exercise due diligence in monitoring the Co-op's financial condition
- Maintain confidentiality when required
- Faithfully honor all legal obligations that come with Directorship
- Meet a Duty of Care (make informed decisions in good faith, act as a prudent person, use a good process for decision making, be honest, ensure adequate record keeping)
- Meet a Duty of Loyalty (always act in the best interest of the cooperative, disclose and avoid conflicts of interest, engage in no self-dealing, maintain confidentiality)
- Meet a Duty of Attention/Diligence (attend meetings, participate in discussions, be prepared, review materials, ask questions, adhere to state laws and co-op bylaws, support board decisions and policies, honor contracts, ensure payment of all tax obligations)

In addition, Co-op Board Members are expected to:

- Commit to serving a solid three-year term on the Board
- Shop regularly at the Co-op
- Attend board training sessions, the annual board retreat and the Annual Meeting
- Actively participate in the Board's meetings, committee work and training sessions
- Be able to generally understand financial statements
- Have a willingness to take responsibility for board duties and work together with understanding, mutual support, and respect to make decisions that will enhance the viability of the Co-op

## Cooperative Principles & Values

Please read carefully and thoughtfully; your signature on this application indicates that you are willing to follow these principles and values while executing your board duties.

### Cooperative Principles

**Voluntary and Open Membership** - Cooperatives 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** - Cooperatives are democratic organizations; people serving as elected representatives are accountable to the membership.

**Member Economic Participation** - Member-Owners contribute equitably to the capital of their co-operative. At least part of that capital is usually the common property of the cooperative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Surpluses may be allocated for developing the co-operative, possibly by setting up reserves or to benefit members in proportion to their transactions with the co-operative.

**Autonomy and Independence** - Cooperatives are autonomous, self-help organizations controlled by their member-owners. 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 and Training** - Cooperatives provide education and training for their member-owners, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives.

**Co-operation Among Cooperatives** - Cooperatives serve their member-owners 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-owner needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.

### Cooperative Values

Basic cooperative values are general norms that members, leaders and staff should share; the values should determine their way of thinking and acting.

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

## Policy Governance

The Co-op 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. The Board maintains written documentation of expectations for ourselves, the organization, and the General Manager - our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

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.
- By deciding on the larger issues, the Board can maintain meaningful control of the organization, while allowing the General Manager to decide on operational issues.
- The Board and the General Manager know what is required of them because expectations are clearly articulated.

The Board Policy Register is available on the Co-op's website. We have four general categories of policies that express our expectations:

### **A – Ends Policies**

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.

### **B – Executive Limitations Policies.**

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 General Manager 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 may conclude that the policy needs to be revised.

### **C – Board Process Policies**

These policies describe how the Board is organized and conducts its work.

### **D – Board-General Manager Relationship Policies.**

These policies describe how the Board delegates to our sole employee, the General Manager.

# Board Candidate Application

## Part 1: Contact information

Name:

Address:

Daytime Telephone:

Evening Telephone:

Email address:

Present Occupation:

Education (include degrees earned, institution and specialization):

## Part 2: Qualifications

Please answer the following questions by email, separate attachment, or on paper, while keeping your answers to 400 words or less in total. Your answers will be published on the Co-op's website and in the election packet mailed to members.

1. Why are you interested in serving on the Board of Directors?
2. What experience and expertise would you bring to the Board?
3. Please describe skills you have that would directly contribute to achieving the overall mission of the Co-op.
4. What do you see as the most important issues facing the Co-op in the coming five years?
5. Why do you believe member-owners should choose you to represent them?

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As a candidate for the Concord Food Cooperative Board of Directors:

I agree to meet "Director Responsibilities and Expectations" as described in the candidate application package. I agree to operate according to "Cooperative Principles and Values" as described in the candidate application package.

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Signature

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Date