

OZARK NATURAL FOODS

POLICY GOVERNANCE

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CATEGORY A: ENDS STATEMENT

Adopted: 07.29.08

Last Revised: 10.29.2024

Ozark Natural Foods is the heart of Northwest Arkansas where a well nourished community empowered through cooperation has:

- A thriving ecosystem of local suppliers
- A place staff, members and customers want to be
- An incubator of ownership, talent development, and leadership
- Food security and environmental stewardship
- A growing, healthy, and transparent business

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CATEGORY B: GENERAL MANAGER LIMITATIONS

Adopted: 07.29.08

Last revised: 07.29.08

Global Policy: The General Manager (GM) has an obligation to develop and implement programs that will realize Ozark Natural Foods' (ONF) stated Ends, working within the context of members' values and Board policies. The GM shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

GENERAL MANAGER LIMITATIONS: B

Policy #1: Staff Relations, Compensation, and Benefits

Adopted: 07.29.08

Last revised: 01.27.26

The GM may not cause or allow conditions which are unfair, unsafe, unclear, disrespectful or undignified.

A. The GM will not:

- a. Cause or allow discrimination among employees and potential employees based on other than business related criteria, individual performance, and qualifications.
- b. Cause or allow harassment in the workplace.
- c. Operate without written personnel policies that:
 - i. Clarify rules for staff.
 - ii. Provide for effective handling of grievances.
 - iii. Protect against nepotism.
 - iv. Are accessible to all employees.
 - v. Inform staff that employment is neither permanent nor guaranteed.
- d. Cause or allow personnel policies to be inconsistently applied.
- e. Fail to provide for appropriate documentation, security and retention of personnel records and all personnel related decisions.

B. Further, the GM may not fail to:

- a. Follow the cooperative's currently approved Personnel Manual.
- b. Enable the staff to earn a living wage that is supported by data from a reputable source (examples: the MIT Living Wage site: <http://livingwage.mit.edu/> or NCG-CDS Livable Wage Benefit Model)
- c. Strive to give staff a cost-of-living adjustment no less than every other year.
- d. Evaluate staff annually for merit raises.
- e. Assure staff members are adequately trained in basic safety procedures.
- f. Using contracted professional(s), assess employee attitudes and job satisfaction at least every other year.

This policy shall be monitored annually in March.

GENERAL MANAGER LIMITATIONS: B

Policy #2: Business Planning and Budgeting

Adopted: 07.29.08

Last revised: 01.27.26

The General Manager shall not cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a written business plan with at least a 3-5 year horizon. The business plan will take into account national and local economic, market and category expectations and describe the co-operative's strategies for navigating these trends.

The GM will not cause or allow plans that:

- A. Risk incurring those situations or conditions described as unacceptable in Board policies B3: Financial Condition and B4: Asset Protection
- B. Omit credible projection of revenues and expenses, member investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- C. Fail to monitor operational performance against budgets and plans.
- D. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or cause the insolvency of the cooperative.
- E. Have not been tested for feasibility.
- F. Provide less for board prerogatives during the year than is set forth in the Governance Investment Policy D11.
- G. Leave the Co-op unprepared for loss of key management personnel.

This policy shall be monitored annually in January and November

GENERAL MANAGER LIMITATIONS: B

Policy #3: Financial Condition

Adopted: 07.29.08

Last revised: 01.27.26

With respect to operating the cooperative in a sound and prudent manner, the GM may not jeopardize the long-term financial strength of the cooperative.

Accordingly, the GM may not:

- A. Fail to minimize exposure to liability or claims to liability.
- B. Fail to ensure adequate liquidity.
- C. Allow operations to generate an inadequate net income.
- D. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- E. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Account Practices.

This policy shall be monitored quarterly in February, May, August, and November.

GENERAL MANAGER LIMITATIONS: B

Policy #4: Asset Protection

Adopted: 07.29.08

Last revised: 01.27.26

The GM must prevent disrepair, excessive risk, untraceable transactions, or conflict of interest in the management of the cooperative's resources.

Accordingly, the GM may not:

- A. Make major, non-emergency or unbudgeted expenditures.
- B. Cause the cooperative to incur long-term indebtedness and/or collateralized debt and/or asset-secured debt without Board approval.
- C. Deposit the cooperative's funds in institutions where they are not fully protected. Returns must be optimized and costs minimized.
- D. Allow abuse or misuse of the cooperative's assets. Cooperative property will be inventoried and a secure system will be in place to ensure adequate safeguards to prevent loss, damage or theft of property.
- E. Allow insurance coverage of stock, building, furniture and equipment to fall below 90% of the replacement value.
- F. Fail to conduct a full financial audit no less than every third year or more frequently when circumstances warrant.
- G. Allow damage to the co-op's good will, its public image, its credibility, or its ability to accomplish ends.
- H. Fail to perform an annual review of the co-op's disaster recovery and business continuity program, including making appropriate modifications as necessary.

This policy shall be monitored annually in April.

GENERAL MANAGER LIMITATIONS: B

Policy #5: Communication and Counsel to the Board

Adopted: 07.29.08

Last revised: 01.27.26

The GM may not cause or allow the Board to be uninformed or unsupported in its work.

Accordingly, the GM may not fail to:

- A. Make the Board aware of relevant trends and events.
- B. Advise the Board if the Board or one of its members is not in compliance with the Board's policies on Board Process or Board/Management Relations.

The GM will not:

- C. Neglect to submit monitoring data verbally and in writing required by the board (see policy on monitoring GM performance) in a timely, accurate, and understandable fashion, directly addressing the provisions of board policies being monitored.
- D. Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the board.

This policy shall be monitored annually in July.

GENERAL MANAGER LIMITATIONS: B

Policy #6: Management Continuity

Adopted: 07.29.08

Last revised: 01.27.26

To protect the Board from sudden loss of GM services, the GM shall not permit there to be fewer than two other managers sufficiently familiar with board and GM issues and processes to enable either to take over with reasonable proficiency as an interim successor.

This policy shall be monitored annually in July.

GENERAL MANAGER LIMITATIONS: B

Policy #7: Customer Service, Value, and Food Education

Adopted: 07.29.08

Last revised: 01.27.26

The GM may not fail to ensure that our members and our customers receive high value in our products and services. Accordingly, the GM will not:

- A. Fail to offer a range of products and services that meet our customers' needs.
- B. Allow an unsafe or unpleasant shopping experience for our customers.
- C. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
- D. Fail to create and monitor strategies and programs that educate shoppers about the co-op business model and healthful living.

This policy shall be monitored annually in June.

GENERAL MANAGER LIMITATIONS: B

Policy #8: Membership

Adopted: 07.29.08

Last revised: 01.23.18

The GM shall not fail to establish, maintain, and promote a vital membership program, which builds a sense of ownership among members.

Accordingly, the GM shall not fail to:

- A.** Ensure accurate and current member records including name, address, equity payments, and eligibility for benefits and voting.
 - a.** The GM shall not allow unauthorized use of the membership information.
 - b.** The GM may not change the membership equity requirement or the membership benefits.
- B.** Ensure that adequate membership information and application materials are readily available.
- C.** Ensure that membership outreach programs are conducted at least annually.
- D.** Ensure regular communications with members informing them of cooperative, nutritional, consumer and environmental issues; and timely information relating to cooperative policy formulation and decision-making.
- E.** Ensure that members are aware of Board actions, meetings, activities and events.
- F.** Provide information relating to cooperative store business and products.
- G.** Provide and promote avenues for members to express compliments, complaints or opposing views related to cooperative issues.

This policy shall be monitored annually in September.

GENERAL MANAGER LIMITATIONS: B

Policy #9: Sustainability Policy

Adopted: 07.29.08

Last revised: 01.27.26

In keeping with ONF's overarching principles, the GM shall utilize all current and feasible means to realize the principles of sustainability as ongoing programs.

Accordingly, GM will not fail to:

- A.** Consider the environmental impact and principles of sustainability and environmental stewardship in decision making.

This policy shall be monitored annually in October.

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CATEGORY C: BOARD/MANAGEMENT DELEGATION

Adopted: 07.29.08

Last Revised: 07.29.08

The Board's sole official connection to the operational organization, its achievements, and its conduct will be through the General Manager.

BOARD/MANAGEMENT DELEGATION: C

Policy #1: Unity of Control

Adopted: 07.29.08

Last revised: 07.29.08

Only officially passed motions of the Board are binding on the GM.

Accordingly:

- A. Decisions or instructions of individual board members, officers or committees are not binding on the GM except in rare instances when the board has specifically authorized such exercise of authority.
- B. In the case of Board members or committees requesting information or assistance without Board authorization, the GM can refuse such requests that require, in the GM's opinion, a material amount of staff time or funds or is disruptive.
- C. Unified decisions will be recognized by voting and communicated in writing.

This policy shall be monitored annually in May.

BOARD/MANAGEMENT DELEGATION: C

Policy #2: Accountability of the GM

Adopted: 07.29.08

Last revised: 03.24.10

The GM is the Board's only link to operational achievement and conduct. All authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the GM.

Further, as the sole official link to operational organization, the performance and accountability of the organization shall be considered the performance and accountability of the GM:

Accordingly:

- A. The Board will never give instructions to persons who report directly or indirectly to the GM.
- B. The Board will not evaluate, either formally or informally, any staff other than the GM.
- C. The GM will be evaluated strictly based on the success of the cooperative so that organizational accomplishment of Board-stated Ends and avoidance of Board-prescribed Means will be viewed as successful GM performance.
- D. While the GM may delegate authority, they remain solely responsible for the cooperative's performance.

This policy shall be monitored annually in June.

BOARD/MANAGEMENT DELEGATION: C

Policy #3: Delegation to the GM

Adopted: 07.29.08

Last revised: 01.23.18

- A. The board delegates authority to the GM through written Ends and Executive Limitations policies.
 - a. As long as the GM uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the GM is authorized to establish all further operational policies, practices, and plans for the cooperative.
- B. The board will never prescribe organizational means delegated to the GM.
- C. The board will respect and support the GM's choices as long as those choices are based on reasonable interpretations of board policies.
- D. If the board changes an Ends or Executive Limitations policy, the date for compliance will be stated. Until that date the existing policy will stand.

This policy shall be monitored annually in June.

BOARD/MANAGEMENT DELEGATION: C

Policy #4: Monitoring GM Performance

Adopted: 07.29.08

Last revised: 08.26.25

The Board will track GM performance by monitoring in such a way as to have assurance of policy compliance. Systematic and rigorous monitoring of the GM will be solely against the expected GM job outputs: organizational accomplishment of Board policies on Ends and operation within Board policies on General Manager Limitations.

- A.** Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.
- B.** The Board will monitor by one or more of three methods:
 - a.** By Internal report, in which the GM discloses interpretations and compliance information to the Board.
 - b.** By External report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
 - c.** By Direct Inspection by the Board, in which a designated Director or Directors assess compliance with the appropriate policy criteria.
- C.** In every case, the Board will judge (a) the reasonableness of the GM's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
- D.** Monitoring reports require establishment of (1) a baseline or history for comparison (2) a reliable measurement technique, and / or (3) if out of compliance, a short term—up to twelve month-- plan of remediation.
- E.** In every case, the standard for compliance shall be any reasonable GM interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favored by Board members or by the Board as a whole.
- F.** All policies that instruct the GM will be monitored at a frequency and by a method chosen by the board. The Board can monitor any policy at any time by any method but will ordinarily follow the schedule outlined in the Board Annual Calendar.
- G.** The GM may suggest changes in policy; however, performance will be compared to existing policy, not proposed policy.
- H.** The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from October 1st to September 30th, will be completed within 45 days following the 3rd Quarter financial reports. The Board will make its decisions concerning the evaluation, the employment contract, and compensation adjustment no later than December 15th. Compensation adjustments will take effect January 1st.

This policy shall be monitored in August.

OZARK NATURAL FOODS
CATEGORY D: BOARD PROCESS

Adopted: 07.29.08

Last revised: 07.29.08

Global Policy: The purpose of the Board, on behalf of our members, is to ensure that our cooperative (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies) and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

BOARD PROCESS: D

Policy #1: Governing Style

Adopted: 07.29.08

Last revised: 06.27.17

- A.** The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:
 - a.** Outward vision rather than an internal preoccupation
 - b.** Encouragement of diversity in viewpoints
 - c.** Strategic leadership more than administrative detail
 - d.** Clear distinction of Board and chief executive roles
 - e.** Collective rather than individual decisions
 - f.** Future rather than past or present
 - g.** Proactivity rather than reactivity
- B.** Accordingly,
 - a.** The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives, focusing on the intended long-term impacts.
 - b.** The Board will regularly monitor and discuss the Board's process and performance.
 - c.** Maintain group discipline, authority and responsibility.
 - d.** Faithfully represent the members' best interests.

This policy shall be monitored annually in May.

BOARD PROCESS: D

Policy #2: Board Job Descriptions

Adopted: 07.29.08

Last revised: 06.27.17

In order to govern successfully, the Board will:

- A.** Create and sustain a meaningful linkage with members.
 - a.** The Board's fundamental accountability to the members includes fiduciary and legal responsibility.
 - b.** The Board will communicate regularly to the members on its role, its activities and its decisions.
- B.** Hire, compensate, delegate responsibility to, and hold accountable a General Manager (GM). (See Board-Manager Delegation (C) Policies)
- C.** Write governing policies that realistically address the broadest levels of all organizational decisions and situations. The Board will write these policies in the form of Ends (A policies), Executive Limitations (B policies), Board-Manager Delegation (C policies), and Board Process (D policies) as described in the Policy Governance principles.
 - a.** Oversee the development and maintenance of guidance documents to support these governing policies. These documents will include the GM grievance procedure and the Procedures for Board Recruitment, Orientation and Training.
 - b.** Continue to lead into the future through regular and systematic recruitment training, and ongoing Professional development activities, including monitoring and self-evaluation.
- D.** Obey all laws and ensure that Bylaws are current, complied with and meet the needs of Ozark Natural Foods. As needed, the Board will propose Bylaw amendments to the members for approval.
- E.** The board will ensure that a capital reserve fund is maintained at an appropriate level.

This policy shall be monitored annually in April.

BOARD PROCESS: D

Policy #3: Governance Cycle

Adopted: 07.29.08

Last revised: 01.23.18

To accomplish its job with a governance style consistent with Board policies, the Board will follow a governing cycle that completes a re-exploration of Ends policies annually and continuously improves board performance through board education and enriched input and deliberation.

- A.** The Board will follow an annual governance cycle that focuses its attention outward and to the future. The annual governance cycle will run from January to December.
- B.** The Board will create, and modify as necessary, an annual calendar, consistent with the governance cycle, that includes the items required to accomplish the Board's job.
- C.** Governance education and education related to Ends determination (presentations by futurists, demographers, advocacy groups, staff, and so on) will be conducted on an ongoing basis.
- D.** The Board will limit the amount of meeting time taken up by monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.

This policy shall be monitored annually in October.

BOARD PROCESS: D

Policy #4: Board Meetings

Adopted: 07.29.08

Last Revised: 01.23.18

Board meetings are for the single task of getting the Board's job done.

Therefore, the Board shall not fail to:

- A. Set the agenda in consultation with the General Manager. Any Board members may add, delete or rearrange the order of items on the agenda with the board president's approval.
- B. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
- C. Ensure that the agenda shall be developed and shared with Board members one week before each meeting.
- D. Ensure that the Board Secretary prepares or oversees preparation of the Board minutes, either personally or through delegation to the Board Scribe. Draft meeting minutes shall be distributed to all Board members and the GM no later than one week from the board meeting. If appropriate, recipients may suggest changes to ensure minutes' accuracy.
- E. Ensure that the Board calendar shall be the primary reference in establishing the agenda. The calendar shall reflect all recurring actions that the Board must take based on the Bylaws and policies.
- F. Ensure that members are permitted to attend all Board meetings except closed sessions. Up to fifteen minutes at the beginning of each meeting shall be reserved as a comment period to allow for member remarks. Following the comment period, members shall refrain from interrupting Board proceedings.
- G. Provide a virtual attendance option for every board meeting and ensure the content of the meeting is accessible to all participants. Meetings should be recorded and recordings should be made available to members at their request.

Best practices for meeting participants include:

- Speakers introduce themselves and talk slowly.
 - All attendees mute when they are not speaking so there is no excess noise.
 - Utilize the video function so faces can be clearly seen.
 - One person speaks at a time.
 - Visuals should be described when shared with the group.
 - Chat comments should be read aloud by a meeting host.
 - Meeting recordings should be stored for a minimum of three months.
- H. Adhere to guidelines for meetings when public health directives are in effect.
 - I. Hold open meetings, unless a closed session is called. Closed sessions may be used when

the subject matter is related to litigation, personnel, real estate transactions, or any other matter deemed to be similarly sensitive by the Board.

- J. Directors or the General Manager may request a closed session but:
 - a. The purpose of the session must be stated.
 - b. The Board may include no one else or anyone else it chooses.
 - c. Authority to declare the session is the President's unless overridden by a simple majority.
- K. When possible, announcement of the closed session should be on the published agenda.
- L. Minutes of closed sessions shall be kept by the president or vice president. Only the outcome of closed sessions shall be reported in the regular Board minutes.
- M. Set a date for the next board meeting before adjournment.

This policy shall be monitored annually in July.

BOARD PROCESS: D

Policy #5: Board Monitoring

Adopted: 07.29.08

Last revised: 07.29.08

The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board- Management Delegation categories.

This policy shall be monitored annually in February.

BOARD PROCESS: D

Policy #6: Board President's Role

Adopted: 07.29.08

Last revised: 01.23.18

The Board President ensures the integrity of the Board's process and occasionally represents the Board to outside parties.

Accordingly, the Board shall not fail to agree that:

- A.** The Board President's job is to ensure the Board behaves consistently according to its own policy and those rules legitimately imposed upon it from outside the organization.
- B.** The Board President has no authority to unilaterally interpret Board policies on Ends or General Manager Limitations. Therefore, the Board President does not have authority to unilaterally supervise or direct the General Manager.
- C.** In particular, the Board President has the responsibility to ensure the accomplishment of the following:
 - a.** Develop an agenda, maintain an annual Board calendar, assure continuing Board education, and preside over the annual members meeting, as required by Board Process policies.
 - b.** Plan for the implementation and monitoring of Board Process policies.
 - c.** Provide for effective communication and distribution of information to Board members between monthly meetings.
 - d.** Coordinate tasks as assigned by the Board and follow up on their completion with the appropriate persons.
 - e.** Facilitate (or appoint a facilitator for) Board meetings with all the commonly accepted powers of that position (e.g.: ruling, recognizing).
 - f.** Represent the Board to outside parties in articulation of Board-stated positions.
 - g.** Approve in advance Board-related expenditures.
- D.** The Board President may delegate these responsibilities but remains accountable for their fulfillment.
- E.** Ensure that other Board officers and directors carry out their duties.

This policy shall be monitored annually in November.

BOARD PROCESS: D

Policy #7: Vice President's Role

Adopted: 07.29.08

Last revised: 03.24.10

Accordingly:

- A.** The Vice-President will ensure that the election and referendum process follows the Board's policies.
- B.** The Vice-President will be the liaison between the Board and the GM to ensure that Board members are informed of the structure of the Annual Members Meeting and all other special meetings in order for the Board to constructively participate.
- C.** In accordance with our bylaws, the Vice-President will perform the duties of the President in their absence.
- D.** Keep minutes of the executive session.

This policy shall be monitored annually in December.

BOARD PROCESS: D

Policy #8: Secretary's Role

Adopted: 07.29.08

Last revised: 01.23.18

The Secretary's role is to ensure the integrity of the Board's documents.

Accordingly,

- A. The Secretary will ensure that all Board documents and filings are timely and accurate.
- B. The Secretary will act as the Board's liaison with the Board Administrator by:
 - a. assuring that all meeting minutes are accurate and well-formatted; and
 - b. delivering approved meeting minutes to designated ONF staff after the board meeting in which they were approved and once received from scribe.
 - c. assuring that all Board documents (electronic and paper) are safely archived and managed for an appropriate length of time.
- C. The Secretary will ensure that the policy register is updated to reflect changes approved by the board of directors, that policies are coherent and adhere to the Policy Governance model, and that the latest electronic version is distributed to the directors and GM.
- D. (In accordance with our bylaws) The Secretary will certify by their signature the results of voting in all elections and referenda put to the membership of the Co-op.
- E. The authority of the Secretary is to oversee access to accuracy of board documents.

This policy shall be monitored annually in December.

BOARD PROCESS: D

Policy #9: Treasurer's Role

Adopted: 02.24.26

Last revised: 02.24.26

The treasurer's role is to support the Board in all finance-related Board work.

Accordingly,

- A. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
- B. The treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
- C. The treasurer will chair the finance committee and lead development of proposals and recommendations from committee to the Board as a whole.

This policy shall be monitored annually in December.

BOARD PROCESS: D

Policy #10: Board Member Code of Conduct

Adopted: 07.26.08

Last revised: 01.23.18

The Board commits itself and its members to ethical, responsible and business-like conduct, including the proper use of authority and appropriate decorum when acting as directors. Directors are legally responsible for discharging their duties in good faith and in a manner reasonably believed to be in the best interest of the cooperative.

Accordingly, each Director shall not fail to:

- A.** Conduct themselves as a Board Director rather than as an individual member while conducting Board business.
- B.** Represent the interests of members.
 - a.** This supersedes any conflicting loyalty including, but not limited to, advocacy or interest groups, membership on any other Boards or staffs, or acting as an individual employee or consumer of the cooperative's services.
- C.** Follow the cooperative's Bylaws, including the avoidance of conflict of interest.
 - a.** All conduct of private business or personal services between any Director and the cooperative shall be disclosed to the board and controlled to assure openness, competitive opportunity, and equal access to "inside information."
 - b.** Directors have an affirmative obligation to state any possible conflict of interest of their own as well as that of any other Director.
 - c.** Directors shall not use their positions to obtain for themselves, family members, or close associates employment or business with the cooperative.
 - d.** Directors shall disclose any business or personal associations with current or prospective staff, contractors or suppliers.
- D.** Be aware of and follow the cooperative's policies.
- E.** Bring complete honesty and personal integrity to the Board.
- F.** Openly and impartially consider all issues and matters, researching issues and seeking additional expertise where needed.
- G.** Be properly prepared for Board deliberation.
- H.** Attend all Board meetings or notify the Board president when an absence is unavoidable.
- I.** Participate actively in Board proceedings and communications between meetings and shall equitably share the work of the Board.
- J.** Respect the confidentiality appropriate to issues of a sensitive nature.
 - a.** All personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues subject to the director's good faith and discretion unless or until made public by Board action.

- K.** Project a positive image and conduct themselves in a professional manner.
 - a.** All Directors will respect the rights of other Directors, staff and members to communicate their ideas, and will communicate with honesty and respect.
- L.** Ensure that when an individual Director and/or Directors disagree with a policy or action developed by the majority of the Board, the dissenting Director shall have the right to present evidence and arguments to the Board in a manner consistent with Board's policies.
- M.** Not attempt to exercise individual authority over the organization.
- N.** Support the legitimacy and authority of the Board's decision on any matter, regardless of the member's personal position on the issue.

This policy shall be monitored annually in January.

BOARD PROCESS: D

Policy #11: Board Committee Principles

Adopted: 07.29.08

Last Revised: 4.22.14

Board committees will be assigned to help complete the Board's job and shall not interfere with delegation from the Board to the GM.

Accordingly, the Board shall not fail to ensure that:

- A. Committee work is limited to those tasks specifically delegated to them by the Board.
- B. Board committees may assist the Board by preparing policy alternatives and issues for Board deliberation. Board committees do not make final decisions.
- C. Committees will produce written reports and/or other documentation which will be distributed to the full Board prior to any committee-suggested Board decision.
- D. Board committees may not speak or act for the Board except when given such authority at a regular Board meeting for specific and time-limited purposes.
- E. Board committees are established and conducted according to rules outlined in specific policy or in a written committee charter approved by the Board at a regular Board meeting. Board committees report solely to the Board.
- F. Committee charters will include at least the following: committee composition, chair selection and duties, committee function and expected outcome, frequency of reports to the Board, and expiration date of the committee.

This policy shall be monitored annually in September.

BOARD PROCESS: D

Policy #12: Governance Investment

Adopted: 07.29.08

Last revised: 07.29.08

The Board will continually improve its ability to govern by providing adequate resources for training, monitoring, and linkage with members. Costs will be prudently incurred but not so restrictive as to hinder Board development or functioning.

This policy shall be monitored annually in October.

BOARD PROCESS: D

Policy #13: Board Perpetuation

Adopted: 07.29.08

Last revised: 03.24.10

The Board is responsible for its own perpetuation through recruitment, election, and education of skilled and committed members.

Accordingly,

- A.** The Board shall maintain a Perpetuation committee with a permanent charter but with members appointed on an ad hoc basis.
- B.** The Perpetuation Committee shall ensure new Directors receive orientation and a Board reference manual within three (3) months of being seated. The topics shall include but not be limited to Recent Board History, Policy Governance Manual, Finances, and cooperative Bylaws.

This policy shall be monitored annually in September.

BOARD PROCESS: D

Policy #14: Records Policy

Adopted: 07.29.08

Last revised: 01.23.18

Board records will be maintained in a secure and accessible manner so as to perpetuate the organizational memory of cooperative decision-making. Records will, to the extent possible, remain open to member inspection. The approved minutes of each Board meeting will be prominently posted.

Accordingly,

- A.** The Board Secretary will maintain an archive of all approved minutes of Board, committee, and membership meetings.
 - a.** Documents related to personnel and strategic development issues as well as all minutes from Board Executive Sessions will be considered confidential.
- B.** All confidential documents, both electronic and hard copies, will be maintained in secured files with access limited to current Board members through the Board Secretary.
- C.** Physical and/or electronic documents requiring confidentiality will be archived at a location that provides primary access for the Secretary and will be backed up securely.

This policy shall be monitored annually in November.

BOARD PROCESS: D

Policy #15: Board Benefits Policy

Adopted: 02.03.09

Last revised: 04.03.17

The Board will review and discuss their benefits yearly, taking into consideration transparency to membership, and the best interest of the Co-op. The Board will ensure that any benefit changes take into consideration cost to members, Co-op by-laws, and any other appropriate laws, rules, and regulations.

This policy shall be monitored annually in March.