



# Board of Directors

Application Packet

# Thank you for your interest in becoming a director on the Ozark Natural Foods Board of Directors!

We recommend following these three steps to better acquaint you with the Board's work and to understand the application process that will be conducted by the Perpetuation Committee.

## **Step 1:**

### **Learn more about the Board and its system of governing.**

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This packet is designed to provide you with basic information regarding the Board's work and system of governance. If you would like additional information related to the Board's work, you are encouraged to attend board meetings on the fourth Tuesday of each month. To RSVP contact Cannon McNair at Cannon@onfboard.com or at 870.317.7841. Learning more

about the Co-Op Board will help you decide what level of commitment is necessary, and whether this will be a productive and rewarding experience for you.

### **Materials available for Step 1:**

Background information on the Co-Op and the Board are available on the Co-Op's website through the following link and at the bottom of the website under Resources:

<https://onf.coop/about#what-is-a-coop>

- Board Meeting Minutes
- Current Board Members
- Ozark Natural Foods' Bylaws & Articles of Incorporation
- Ozark Natural Foods' Policy Governance

You can also get more information about cooperatives and boards through these websites:

- <https://www.ncg.coop/>
- <https://www.grocer.coop/>

## **Step 2:** **Complete and submit the enclosed application and nomination form.**

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The Perpetuation Committee will need to know more about you and your skills, and how your skills would enhance your ability to be an effective director. The deadline for submitting an application is **May 10<sup>th</sup> at Midnight**. The Perpetuation committee will review your application. We will then formulate questions for an in person interview. We use a standard scoring matrix that is the same for everyone. The matrix is based on the Director qualifications as determined by the Board.

After this process, the Perpetuation Committee will make their recommendations to the Co-Op Board at their May board meeting.

### **Materials available for Step 2:**

- Application Form (attached)
- Conflict of Interest Form (must be completed by all applicants)

## **Step 3:** **Meet with the Perpetuation Committee for a short interview.**

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The Perpetuation Committee will set up interviews with each candidate for **May 17<sup>th</sup> from 6:30 to 9:30pm**. These interview times are first-come, first-served.

You will be notified by **May 28<sup>th</sup>** if your application is accepted.

If you have any questions about the documents included in this application packet, or if you need any further information about being a Co-Op Board Member, please contact the Perpetuation Committee Chair, Cannon McNair (870.317.7841).

## 2023 ONF Co-Op Election Schedule

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- |           |                  |   |  |
|-----------|------------------|---|--|
| March     | 4 <sup>th</sup>  | - | Call for nominations   |
| April     | 27 <sup>th</sup> | - | Applicant information session and Happy Hour with the Board from 5-7pm |
| May       | 10 <sup>th</sup> | - | Deadline for applications  |
| May       | 15 <sup>th</sup> | - | Candidate interviews   |
| May       | 28 <sup>th</sup> | - | Slate of candidates submitted to Co-Op Board                           |
| May       | 28 <sup>th</sup> | - | Board approval of candidates and slate                                 |
| July      | 1 <sup>st</sup>  | - | Board candidate statements listed in Eblast                            |
| September | 15 <sup>th</sup> | - | Voting opens at Annual Members Meeting                                 |
| September | 30 <sup>th</sup> | - | Deadlines for all ballots cast at annual meeting                       |
| October   | 1 <sup>st</sup>  | - | Seating of newly elected board members                                 |

## **Board Structure And Responsibilities**

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The Co-Op is governed by a Board of Directors that is elected by the Co-Op's ownership. The Board is directly accountable to the membership for the activities and accomplishments of the Co-Op.

Specifically, it is responsible for:

- Interacting with members to understand their needs, values, and visions for the Co-Op.
- Developing, monitoring, and revising a body of policies that guide the GM and Board to achieve outcomes that are consistent with our owners' values and vision.
- Ensuring, through consistent monitoring mechanisms, that the GM achieves the goals set by the Board and that the Board operates according to its established processes.

## **Application Process**

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The Perpetuation Committee consists of at least two Board members, one member and one staff member. The committee reviews applications, conducts individual candidate interviews, and presents a slate of candidates to the Board of Directors. The Co-Op has a goal of multiple candidates applying for a limited number of spots. This allows the members to have a real say in who sits on the Board.

## **Eligibility, Desired Attributes, and Qualifications**

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### Eligibility (per the Bylaws):

1. You must be an active member of Ozark Natural Foods Co-Op, 21 years old or older, in good standing for at least six months prior to the application due date. Article V, Section 1 of the Bylaws states: "Directors must be active members of the Co-Op, in good standing, and agree to uphold the Articles of Incorporation (as amended) and the Bylaws (as amended) of this Co-Op." Good standing is defined as: Projecting a positive image, conducting oneself in a professional manner, respecting the rights of other directors, staff and owners to express their ideas; and communicating with honesty and respect.

2. You must agree to uphold the Articles of Incorporation and the Bylaws of the Co-Op.
3. All Directors are elected to represent the good of the membership as a whole and not the interest of a particular constituency.
4. Directors cannot own, run or be employed in a business that is in direct competition with this Co-Op.
5. Dependents or members of the household of any Director cannot earn more than \$500.00 per year as employees of this Co-Op.

**Desired attributes:**

- By far, the most important attribute for Board service is commitment of your time and energy to the Board's work. Our Board has only nine members. It is vital that every director accepts responsibility to contribute and honors that commitment.
- Understanding of food cooperatives and retailing.

**Potential Board candidates should possess these qualifications:**

- Show dedication to cooperative principles and values, and to the success of the Co-Op.
- Understand the Board's approach to governance and willingness to learn and embrace Policy Governance.
- Attend and participate in meetings, engage in email discussions, take part in ongoing training and be involved in 2 committees.
- Join in the debate of Board-level issues, with no reluctance to express dissent. Commit time to official external functions, such as membership focus groups and committee work.
- Stand behind policies of the Board regardless of personal stance taken prior to the vote.
- Understand the Board's role in defining values, vision and long-term viability of the Co-Op.
- Support the GM when he or she has acted in compliance with Board policies.

Without question, governing an organization effectively is a serious commitment. Board members are expected to prepare for and actively participate in every monthly meeting, committee work between the

meetings, training sessions, and Co-Op's Annual Members' Meeting and other membership events. The Board is a team, sharing responsibilities in a way to make its work a manageable part of members' lives. The time commitment as a Board member ranges from 15-25 hours per month, and includes the monthly meetings, committee work, emailing, and in- and out-of-store activities. The term of a Director lasts up to 3 years.

## **Compensation**

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- Satisfaction from supporting a locally owned cooperative business.
- Experience and training as a Board member.
- 22% off most purchases at the register.
- An additional 20% off supplements.
- An additional 10% off of kitchen meals consumed on premises.

## **Candidate Statement**

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Please respond to the following questions in the form of a brief candidate statement; 150 words or less. If you are nominated as a candidate, your statement will be distributed to our membership in the election mailing. It is important that you follow this format in writing your statement:

- A. Current employment and work experience
- B. Previous Board experience
- C. What skills would you bring to the Board of Directors for ONF (including training, education, or experience that qualifies you to sit on the Board)?
- D. Why would you like to serve on the Co-Op's Board of Directors?
- E. What is your vision for the Co-Op 10 years down the road and what role would you play to achieve that vision?
- F. What improvements would you make to our Co-Op?

**Separate from your statement, answer the following questions:**

1. Can you make a three-year commitment to the responsibilities outlined in the candidates' packet?

2. Please include a current photograph of yourself. A head shot is preferred. It is also preferable to receive this electronically, if possible.
3. Please complete the attached conflict of interest statement as part of your application and sign the code of conduct.

**Return completed application by email no later than May 10<sup>th</sup> at Midnight to:**

Cannon McNair (Cannon@onfboard.com)

Thank you for your interest in serving on the Co-Op Board of Directors!



# Application For Nomination

Name: \_\_\_\_\_

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

\_\_\_\_\_

Phone: ( ) \_\_\_\_\_ Cellphone: ( ) \_\_\_\_\_

Email: \_\_\_\_\_

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

## References

*Please list one business and one personal*

Name: \_\_\_\_\_

Relationship: \_\_\_\_\_

Phone: ( ) \_\_\_\_\_ Cellphone: ( ) \_\_\_\_\_

Email: \_\_\_\_\_

Name: \_\_\_\_\_

Relationship: \_\_\_\_\_

Phone: ( ) \_\_\_\_\_ Cellphone: ( ) \_\_\_\_\_

Email: \_\_\_\_\_

## **Conflict of Interest Statement and Disclosure Form**

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I have read Policy D9: Board Member Code of Conduct (next page). To the best of my knowledge and belief, except as disclosed below, I am not engaged in any transaction or activity which may represent a competing or conflicting interest with that of Ozark Natural Foods. I understand and agree that any conflict of interest will be immediately disclosed to the Board Chair.

I also understand and agree that I will not participate in final deliberation or vote on any matter before the Board in which I have, or may be perceived to have, a direct or indirect conflict of interest.

I affirm that the following are all of my business, financial, and organizational interests which could be construed to be related to the mission, vision, values, or operations of ONF.

### **Business Interests:**

### **Financial Interests:**

### **Organizational interests, affiliations, and/or positions held:**

Applicant Name (please print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# Board Member Code of Conduct

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 herself/himself as a Board member/member rather than as an individual member while conducting Board business.
- B. Represent the interests of members. This supersedes any conflicting loyalty including, but not limited to, advocacy or interest groups, member/ownership 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.
  - C.1 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"
  - C.2 Directors have an affirmative obligation to state any possible conflict of interest of their own as well as that of any other Director.
  - C.3 Directors shall not use their positions to obtain for themselves, family members/owners, or close associates employment or business with the cooperative.
  - C.4 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. Members shall be properly prepared for Board deliberation.
- H. Members shall attend all Board meetings or notify the Board president when an absence is unavoidable.
- I. Members shall 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. All personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues subject to directors good faith and discretion unless or until made public by Board action.
- K. Project a positive image and conduct herself /himself in a professional manner. 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. Board members may not attempt to exercise individual authority over the organization.
- N. Members will support the legitimacy and authority of the Board's decision on any matter, regardless of the member's personal position on the issue.

This Board Member Code of Conduct is contained in Ozark Natural Food's Policy Governance Document, at Board Process: D, Policy #9.

If elected as a Director of Ozark Natural Foods, I recognize that I am bound to uphold, and am willing and able to abide by, each of the following mentioned documents during my tenure as a Director of Ozark Natural Foods: Arkansas Cooperative Association Act (Ark. Code §§ 4-30-101 et. seq.),

Ozark Natural Food's Policy Governance Document, and all Ozark Natural Food's Bylaws, as amended, Ozark Natural Food's store policies that require Board Action, specifically Ozark Natural Food's Ownership Policy Manual.

Applicant Name (please print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Co  
OP**

## **Ozark Natural Foods**

**FAYETTEVILLE, ARKANSAS**

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