



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.

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 contact any of our current Board members listed on the Co-Op's website (see link below) or attend our applicant information dinner on **April 14th at 6:30PM**. To RSVP contact Joshua Youngblood, Joshua@onfboard.com. 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: <http://onf.coop/co-op/board-of-directors/>

- 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:

- www.cgin.coop
- www.ncba.org
- <http://cooperativegrocer.coop/coops>
- policygovernance.com

STEP 2: Complete and submit the enclosed application and nomination form. 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 April 30th, 2020 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.

The Perpetuation Committee will set up interviews with each candidate for May 12th from 6:30 to 9:30PM. These interview times are first-come, first-served. Interview times are held in the order that the applications were received.

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 Perpetuation Committee Chair Danielle Dotson 870.421.5504.

BOARD STRUCTURE AND RESPONSIBILITIES

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 ownership for the activities and accomplishments of the Co-Op.

Specifically, it is responsible for:

- Interacting with owners 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.

ELIGIBILITY, DESIRED ATTRIBUTES, & QUALIFICATIONS

Eligibility (per the Bylaws):

1. You must be an active owner 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 ownership 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 seven 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 ownership 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, Co-Op's Annual Owners' Meeting and other ownership events, and occasional training sessions. The Board is a team, sharing responsibilities in a way to make its work a manageable part of owners' 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 for 3 years.

COMPENSATION

- Satisfaction that you are supporting a locally owned cooperative business.
- Experience and training as a Board member.
- 22% off all purchases at the register.
- An additional 20% off supplements.

APPLICATION PROCESS AND BOARD ELECTION TIMELINE

The Perpetuation Committee consists of at least two Board members, one owner, 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 owners to have a real say in who sits on the Board. **You will be notified by May 26th, 2020 if your application was accepted** by the Co-Op Board of Directors.

Election Schedule –2020 Co-Op Elections

Event	Deadline
Call for nominations	March 1st
Applicant information dinner	April 14th
Deadline for applications	April 30th
Interview with each candidate	May 12th
Slate of candidates submitted to Co-Op Board	May 19th
Board approval of candidates & slate	May 26th
Board candidate statements listed in Co-Op News	July 1st

Board candidate Q & A forum at Board Dinner	August 4th
Voting opens at Annual Owners' Meeting	September 13th
Deadlines for all ballots cast at annual meeting	September 27th
Seating of newly elected Board members	October 6th

Candidate Statement: Please respond to the following questions in the form of a brief candidate statement; 250 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?
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 at all 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 e-mail no later than April 30th to:
 Danielle Dotson
 Danielle@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: _____

Owner 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

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/owner rather than as an individual member/owner while conducting Board business.
- B. Represent the interests of member/owners. 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 member/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 member/owners 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: _____