MOSCOW FOOD CO+OP

Board of Directors
Election Packet

We appreciate your interest in guiding the Co-op through service on our Board of Directors. For the 2020 election, there are three seats available. We recommend acquainting yourself with the Board's work so you can better understand the application process and Board purpose. This packet is designed to provide you with basic information regarding the work the Board does for the Co-op and the Board's system of governance. Learning more about the Board will help you decide whether serving as a Board member would be a productive and rewarding experience for you!

(208) 882-8537
121 East 5th Street and
on Campus at 822 Elm Street
www.moscowfood.coop

STEP ONE:
LEARN MORE ABOUT THE BOARD AND ITS SYSTEM OF GOVERNING.

1. Read this packet, which includes information about our governance framework, foundational "Cooperative Principles," and history.
2. Read the Board policies & bylaws, which are posted on the Co-op website and located in the Board binder at the Customer Service Desk.
3. Browse old Board meeting minutes. These are also posted on the website and can be found in the binder at the Customer Service Desk.
4. Read through current Board member bios. These can be found on the website and on the Board bulletin board near the Customer Service Desk.
5. Browse through the Board's web pages. These can be found online at www.moscowfood.coop by hovering over the "Board of Directors" tab on the right-hand side of the website.
6. We recommend attending two board meetings. Meeting time and place is listed on the Board bulletin board near the Customer Service Desk, and are posted on the website.

If you would like additional information related to the Board's work, you are encouraged to contact our current directors at board@moscowfood.coop. Please contact the Board's Assistant for more information or with general questions at: boardadmin@moscowfood.coop.

STEP TWO:
COMPLETE AND SUBMIT THE ENCLOSED APPLICATION MATERIALS NO LATER THAN 9 P.M. ON FRIDAY JANUARY 31, 2020.

The application will help the Nominations & Elections Committee learn about you and how your skills would enhance your ability to be an effective Director. They also need to know if there are any conflicts of interest that will render you ineligible to serve as a Director.

If you are eligible to serve as a Director, the committee will schedule an in-person orientation with you and the other candidates. After this process, the committee will present the Co-op's ownership with the qualified candidates for election or re-election and the voting process will begin.

There is also a candidate forum in which directors will have the opportunity to speak with Co-op owners about their opinions, plans, and goals for the Co-op. During this forum, candidates will introduce themselves, be asked questions, and will have a meet-and-greet with audience members.

BOARD PURPOSE:

The Board of Directors is composed of and elected by Co-op owners. The nine Board members act as trustees for the Co-op and its owners and provides direction and oversight regarding the Co-op's financial well-being and long-term goals. The Board also supervises the General Manager.

APPLICATION PROCESS & BOARD ELECTION TIMELINE

The Nominations & Elections Committee consists of Board members who are not currently running for re-election, as well as non-Board Co-op owners. The Committee reviews applications, conducts candidate orientations, and presents the candidates to the ownership.

WEDNESDAY, OCTOBER 09, 2019	Candidacy packets available at the Co-op and online
FRIDAY, JANUARY 31, 2020	Deadline for candidate applications and statements to be submitted
MONDAY, FEBRUARY 03, 2020	Board recognizes eligible candidates
WEDNESDAY, FEBRUARY 12, 2020	Candidate orientations from 6-8 p.m.
FRIDAY, FEBRUARY 14, 2019	Deadline to drop out of the election process and be removed from ballot
TUESDAY, FEBRUARY 18, 2020	Candidate statements published
MONDAY, MARCH 23, 2020	Candidate Forum at 7 p.m.
SUNDAY, MARCH 15 TO SATURDAY, MARCH 28, 2020	Elections period. Begins at 8 a.m. March 15 and ends at 9 p.m. March 28.
MONDAY, MARCH 30, 2020	Election results announced
TO BE DETERMINED	New Board member orientation
TO BE DETERMINED	Spring Retreat
MONDAY, APRIL 6, 2020	New Board members seated at Board meeting
TO BE DETERMINED	Annual Meeting

Moscow Food Co-op Board of Directors Application

SUBMISSION INSTRUCTIONS

You may submit your application via email to boardelections@moscowfood.coop or in hard copy to the Moscow Food Co-op downtown (121 East 5th Street in Moscow.)

All materials must be received by Friday, January 31, 2020 at 9 p.m.

Applicants who submit incomplete applications will not be considered.

Please email boardelections@moscowfood.coop with any questions.

PART I. APPLICATION CONTACT INFORMATION

Please provide the following information. If you submit your application by email, please provide Part 1 in the text of your email. Please note items 2-6 are for Committee use only and will not be publicized to Co-op owners.

1. Name
2. E-mail
3. Co-op owner number
4. Address
5. City and state
6. Phone number

PART II. CANDIDATE STATEMENT

Please respond to the following questions in the form of a candidate statement. This statement will be reviewed by the Nominations & Elections Committee and ultimately the Board for acceptance of your application. Your answers to the first two questions must together be no more than 400 words and will be published in the Voter's Guide for owners to review during the election.

1. Please describe what personal skills and experience you have that will help you be an effective Director. Examples might include any skills obtained from working with a non-profit or for-profit business, management experience, and/or leadership experience.

2. Please describe why you would like to serve on the Moscow Food Co-op Board of Directors.

The following answers will be seen by the Board only:

1. Please describe how you have a.) demonstrated an ability to operate in a group decision-making environment, b.) shared power in a group process, and c.) delegated areas of decision making to others.
2. Can you make a three-year commitment to the responsibilities outlined in the candidate's packet? Do you agree to abide by the campaigning and electioneering guidelines established by the Nominations and Elections Committee?
3. Is there anything else you would like to add?

PART III. RESUME OR C.V.

Although including a resume or c.v. is optional, we recommend attaching one to this application packet when you submit it.

PART IV. CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM

This form is attached at the back of this packet. Please remove it, fill it out, sign it, and include it with your application.

CAMPAIGN GUIDELINES

Board candidates are expected to act in accordance with Board Policy C5: Directors' Code of Conduct during the election process.

1. Election and campaign materials may be posted on the public bulletin board outside on the Co-op patio. Campaign materials and literature may not be posted inside the Co-op. The Nominations & Elections Committee may post election-related materials inside the Co-op, including official candidates' statements, but other candidate-specific material may not be posted in the store.

2. Candidates (or anyone acting on behalf of a candidate) shall not actively approach shoppers or employees for campaigning purposes either at the entrances to the Co-op, on the sidewalks or patio outside the Co-op, in the parking lot, or inside the store. This is to avoid owners feeling "cornered" or "pressured" by candidates while shopping. This does not restrict the right of candidates when approached on Co-op property to discuss election issues, to identify themselves as candidates, or to answer questions about their candidacy and election issues. This does not restrict the right of employees to discuss election issues and/or express preferences or campaign for particular candidates on their own time.

3. The use of Co-op-funded resources for electioneering or campaigning purposes (i.e. Co-op email addresses, staff logbooks, staff time, Co-op web pages, newsletter, and social media sites, etc.), except as provided for by the Nominations & Elections Committee, is strictly forbidden. This does not restrict anyone's right to freely discuss elections issues or campaign on their own time using their own resources. This does not restrict the use of Co-op-funded resources to generally encourage voter participation.

4. Any questions or complaints about candidate behavior, or about the behavior of someone acting on behalf of a candidate, shall be addressed, in writing, providing as much factual detail as possible, to the Nominations & Elections Committee, at boardelections@moscowfood.coop. Decisions made by the Nominations & Elections Committee regarding any questions or complaints are final, as provided for in Policy C9.

FOUNDATIONAL VALUES:

Governance of the Co-op is shaped by our identity as a cooperative and the values that define cooperatives. As noted by the International Co-operative Alliance, "Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others."

BOARD RESPONSIBILITIES AND VALUES

The Moscow Food Co-op's Board is composed of nine Directors. The Board elects its own officers — President, Vice President, and Secretary/Treasurer — from among those nine Directors.

Job Description:

The primary responsibility of the Board is to act as trustees of the Co-op ownership by providing leadership to ensure the Co-op's future. Specific responsibilities for individual Board members are:

1. Prepare for and attend all monthly Board meetings.
2. Research issues thoroughly to be informed about Co-op operations and issues.
3. Serve on committee(s) and attend committee meetings.
4. Know and follow the Co-op's bylaws, policies, and procedures.
5. Bring complete honesty and personal integrity to the Co-op's Board.
6. Provide leadership for the Co-op and its management.
7. Attend Board trainings and two annual weekend retreats.

Policy C2: The Board's Job

The Board's job is to:

1. Keep owners informed of Board matters and encourage owner engagement.
2. Create and update a Vision Statement and Global Ends Policy.
3. Hire, delegate responsibility to, and hold accountable a General Manager.
4. Elect Board officers and assign other roles as needed.
5. Annually monitor compliance with each policy.
6. Perpetuate the Board's leadership capacity using ongoing education and training for Directors; recruitment, qualification and nomination of candidates; fair elections; and appointment of owners to Board committees.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

Our Cooperative Values

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise. The Moscow Food Co-op supports the International Cooperative Principles that encourage collaboration among cooperatives. As stated by the General Assembly of the International Cooperative Alliance (ICA), cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others. The ICA's 7 Principles are listed on the following page.

THE SEVEN COOPERATIVE PRINCIPLES

1: 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.

2: Democratic Member Control

Cooperatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.

3: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. 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. Members allocate surpluses for any of all of the following purposes: developing the cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

4: Autonomy and Independence

Cooperatives are autonomous, self-help organizations controlled by their members. 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 cooperative autonomy.

5: Education, Training and Information

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public -- particularly young people and opinion leaders -- about the nature and benefits of cooperation.

6: Cooperation among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures.

7: Concern for Community

Cooperatives work for the sustainable development of their communities through policies accepted by their members.

COOPERATIVE PRINCIPLES:

These principles were developed by the Rochdale Pioneers in 1844, and were updated and adopted by the International Cooperative Alliance on September 23, 1995 on the Alliance's Centenary. The Statement was the product of a lengthy process of consultation involving thousands of cooperatives around the world.

BOARD GOVERNANCE

Policy Governance

The Board uses the "Policy Governance" approach to ensure that our practices express our core values, while giving the General Manager authority to effectively manage the Co-op. This governance framework, developed by John Carver, is used by many cooperatives. More information about the approach can be accessed at www.carvergovernance.com.

Through Policy Governance, the Board creates and maintains policies for the store that help us put our values and vision into practice. The policies shape things such as our wage range ratio, our sustainability goals, and the standards for protecting our assets. The Board's focus is generally broader than operational specifics – for example, the Board doesn't determine which brands of milk we sell, but a policy about sustainability could shape what our buyers put on the shelves. Another characteristic of policy governance is that Directors have limits. Individual Directors do not have power; only the Board of Directors as a whole has the ability to make decisions.

The policies exert their influence through an accountability process. Many policies place their expectations upon the General Manager, and so it's through the GM's accountability to the Board at its monthly meetings that we ensure we're on track or are prompted to adjust.

BOARD ORIENTATION AND LEADERSHIP TRAINING

New Board members participate in an orientation that includes leadership training and a Co-op Directors' resource binder. These opportunities provide new Board members with background about the Co-op's management, current Board issues, and how the Board governs. The goal is to assist new Board members in becoming effective participants right away.

LEGAL RESPONSIBILITY AND INSURANCE COVERAGE

The Board is legally responsible for running the Co-op. Board members must be informed, think carefully, and act appropriately to achieve what they determine is in the best interest of the Co-op. The Co-op purchases a Directors and Officers Liability Insurance Policy on an annual basis.

TIME COMMITMENT AND COMPENSATION

Without question, governing an organization effectively is a serious commitment. The Board operates as a team, sharing responsibilities to make its work a manageable part of Directors' lives. Board members are some of the hardest-working volunteers at the Co-op. Each Board member is expected to spend the time needed to complete assignments and attend meetings, averaging 8-12 hours a month. They are required to prepare for and actively participate in Board meetings every month and to serve on committees that meet as arranged by committee members. Each year Board members participate in a Board training/leadership meeting as well as two weekend Board retreats. The term of a Director lasts for three years. Board members receive an 18% volunteer discount on all Co-op purchases.

COMMITTEES OF THE BOARD OF DIRECTORS

Executive Committee: The committee is charged with identifying the education and developmental needs of directors and providing educational resources and experiences to fill those needs.

Policy & Bylaw: The committee is charged with refining and updating bylaws and governance policies to meet current and emerging needs of the Moscow Food Co-op.

Nominations & Elections: The committee is charged with identifying and recruiting nominees for elected and appointed Board positions. The committee also assures elections are held on time and in accordance with our bylaws, and provides oversight to assure fairness and accuracy.

Owner Engagement: The committee is charged with deepening the connection between the Co-op's Board and Co-op owners.

Strategic Visioning Committee: The committee is charged with short and long-term visioning for the Co-op.

DESIRED DIRECTOR QUALIFICATIONS

The Moscow Food Co-op Board is seeking candidates who, ideally:

1. Are dedicated to the cooperative principles and values, a thriving cooperative food system, and the success of the Moscow Food Co-op.
2. Understand or are in the process of educating themselves about the Policy Governance system.
3. Are knowledgeable about the Moscow Food Co-op.
4. Understand the Board's role in defining values, vision, and long-term viability of the Moscow Food Co-op.
5. Have willingness and demonstrated ability to participate actively in discussions and abide by Board decisions.
6. Demonstrate the ability to reach out to others, cross 'party lines,' and build coalitions.
7. Have willingness and demonstrated ability to operate in a group decision-making environment, to share power in a group process, and to delegate areas of decision-making to others.
8. Represent or have experience in areas related to Moscow Food Co-op's business (retailing, farming, organic and natural foods, legal expertise, business expertise, financial expertise, public health and nutrition, food systems, etc.).
9. Have no overriding conflict of interest, expressed or known, which will interfere with their ability to participate and govern.
10. Are committed to prepare for and attend meetings, and willing to participate in committee work, planning and training.
11. Have the demonstrated ability to listen carefully to the ownership and convey the needs of the ownership to the full Board and to the General Manager.
12. Can commit to the time necessary to be an effective Board member.

STRATEGIC PLAN:

In mid-2014, the Board adopted a new Strategic Plan to guide the store's direction for 2015-2020. The Strategic Plan's priorities and goals help shape what makes our Co-op different from traditional grocery stores.

POLICY THAT GOVERNS CANDIDATE ELIGIBILITY & THE ELECTIONS PROCESS

Policy C9: Board Member Nominating and Election Process

To ensure continuation of effective leadership and governance, the Board commits itself to recruiting high-quality candidates for open Board positions. To this end we will:

1. Establish and maintain a Nomination/Election Committee(s) comprised of no fewer than two Board members who are not running in the next Board election. The committee(s) will be responsible for overseeing the nomination/election and appointment processes, including but not limited to:
    a. Coordinating the recruitment of qualified candidates and maintaining a list of potential Board candidates;
    b. Assuring the eligibility of candidates by following these Board-determined criteria:
        i. The candidate must be current on equity payments.
        ii. The candidate must have patronized the Co-op in the past year.
        iii. The candidate must not be an employee of the Co-op.
        iv. The candidate may not have any legal violations or convictions that would jeopardize the Co-op's state licenses or permits.
        v. The candidate must have no overriding conflicts of interest. An overriding conflict of interest includes but is not limited to the following:
            1. Engagement in activities that will put the Co-op in legal or financial jeopardy.
            2. An ongoing financial or legal dispute with the Co-op.
            3. Financial dependence on a Co-op competitor.
            4. Having applied for or left a management position at the Moscow Food Co-op within one year before application for or appointment to the Board.
    c. Presenting a list of eligible and ineligible candidates for each election at the first Board meeting following the filing deadline. The goal is to present at least two candidates more than the number of positions to be voted on.
    d. Preparing informational packets for candidates that detail the Board Code of Conduct, eligibility information, time commitments, duties and responsibilities, campaigning guidelines, and other pertinent information.
    e. Conducting an in-person Board candidate orientation that covers information provided in the candidate packet and provides candidates with a question and answer opportunity.
2. Require a simple majority of the Board to accept the eligible and ineligible candidate lists.
3. Charge the Nomination/Election Committee(s) with overseeing the election process, including but not limited to:
    a. Finalizing elections procedures before the start of the filing period;
    b. Working with support staff to carry out the election process;
    c. Assuring that all notices pertinent to the election process are posted in a timely manner according to the bylaws;
    d. Creating and enforcing campaigning/electioneering guidelines, including discouraging aggressive campaigning and/or leafleting;
    e. Overseeing the election outcome, including verifying results with the Co-op's IT department and the online voting source and making results available to the general membership. All election results shall be securely stored for three years.
4. Charge the Nomination/Election Committee with overseeing appointment processes in a manner that is fair, open, transparent, and timely.
5. Charge the Nomination/Election Committee with overseeing special membership meetings/elections in a manner that is fair, open, transparent, timely, and in accordance with Moscow Food Co-op bylaws.

POLICY THAT GOVERNS DIRECTOR CODE OF CONDUCT

Policy C5: Director's Code of Conduct

We each commit ourselves to ethical, professional, and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

2. Directors shall act in the interests of the entire Cooperative. *This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.*

   a. Any conduct of private business or personal services between any director and the Cooperative shall be controlled to assure openness and preserve competitive opportunity.

   b. At a new director's first board meeting, they shall complete the "Conflict of Interest Disclosure" form, sign the Statement of Agreement, and verbally report to the whole board any potential conflicts.

   c. Any subsequent potential conflicts shall be reported to the whole board immediately.

   d. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.

   e. A director who applies for a position that reports directly to the General Manager must first resign from the Board.

3. Directors may not attempt to exercise individual authority over the organization when interacting with the GM or employees.

4. When interacting with the public, the press, or other entities, directors must recognize the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

5. Directors shall maintain confidentiality as to issues that come before the Board in Executive Session.

6. Directors shall continue to maintain confidentiality as to those issues after leaving Board service.

7. Directors shall participate fully in Board meetings and trainings.

8. Directors shall support the Board's decisions on all matters that come before it, irrespective of their personal positions on such issues.

9. Any director who does not follow the code of conduct policy can be removed from the Board by a majority plus one vote of the seated Board.

Statement of Agreement

As a Co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority plus one of Co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the Board immediately and shall not seek to cause disruptions to the Co-op Board for that action. I agree that if I have resigned for Code of Conduct violations, I will not seek to serve, or serve, on the Co-op Board for five years from the date of the resignation. The choice to not sign will result in immediate removal from the Board of Directors.

ONE QUICK NOTE:

The above Statement of Agreement is an example only and does not need to be signed or turned in during this application process.

CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM

I have read Policy C5, Board Member's Code of Conduct, and attest that if elected, I will sign it. I attest that I am not engaged in any transaction or activity that may represent a competing or conflicting interest with that of the Moscow Food Co-op. I attest that I am not engaged in nor do I intend to be in engaged in any activity that puts the Co-op in legal or financial jeopardy. I understand that if I am engaged in any transaction or activity that may represent a competing or conflicting interest or that puts the Co-op in legal or financial jeopardy, that I will not be eligible to run for the Board nor serve on the Board.

The Moscow Food Co-op Board has established these specific criteria for eligible board candidates. I certify that I fulfill all these requirements:

- I have paid all current Co-op membership dues,
- I have patronized the Co-op in the last year,
- I am not an employee of the Co-op, either part-time, full-time, or a substitute,
- I have no overriding conflicts of interest with the Co-op. An overriding conflict of interest includes but is not limited to the following:
    - I am not engaged in any activities that would put the Co-op in legal or financial jeopardy.
    - I am not engaged in an ongoing financial or legal dispute with the Co-op.
    - I do not have financial dependence on a Co-op competitor. (Competitors are defined as retail establishments with product lines similar to the Co-op's. Local collaborators who supply the Co-op with products or operate Growers' Market booths are eligible board candidates).
- I understand that any owner who applied for or left a management position at Moscow Food Co-op must wait one year before application for or appointment to a Board seat,
- I understand and agree that any conflict of interest that arises after I sign this form will be immediately disclosed to the Elections and Nomination committee, and to the Board,
- 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.

Alcohol-related & felony disclosures: Certain issues may be considered a conflict of interest because of how they may be viewed by the State of Idaho with respect to our beer and wine license:

- We cannot appoint or elect anyone who has had a felony or has a pending felony (of any kind) in the past five years OR certain alcohol-related misdemeanors or has a pending misdemeanor in the last three years. These timelines include any efforts to complete requirements of such convictions, such as probation. A DUI misdemeanor is not a disqualifying crime, and we do not need to know about it; however, a felony DUI in the last five years is disqualifying.
- We need to know if a prospective Board member has had a business interest in or been on the Board of a business during a time in which its alcohol license was denied, suspended, or revoked. Whether it is a problem depends upon circumstances. If you have had a business interest in or served on the Board of a business during a time in which its alcohol license was denied, suspended, or revoked please indicate which business and all applicable dates below.
- Also, we need to inform the State if a Board member has an interest in another business, besides the Co-op, that has a license to sell alcohol. This information has no bearing on someone's ability to be a Board member; we just need to provide the information to the State.

I affirm that the following are all of my business, financial, and organizational interests that could be construed to be related to the mission, vision, values, or operations of Moscow Food Co-op. I understand that this information (but not the felony or alcohol-related information) may be made available to owners.

Business Interests:

Financial Interests:

Organizational interests, affiliations, and/or positions held:

I understand that all membership information I have provided will be checked for accuracy.

I understand that upon handing in my application, a record search will be conducted to check for violations or pending cases that would jeopardize Co-op licenses/and or permits.

I understand that IF I am elected to the Board, I will be required to submit fingerprints as required by the State of Idaho for businesses licensed to sell beer and wine.

Applicant: _____

Signature: _____

Date: _____