



Board of Directors PROCEDURES MANUAL

BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.

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I. Board of Directors

Director of the Board Job Description

The Board of Directors is committed to carrying out the Mission of BriarPatch as stated in the Articles of Incorporation and Policy Register. The Board provides collective leadership to the General Manager on behalf of owners.

Duties:

1. Prior to each board meeting, prepare by reading committee reports, financial statements, and other materials distributed in the board packet.
2. Attend all regular and special board meetings, participate in the proceedings, and follow the agenda.
3. Serve on at least one committee and actively participate in meetings of the committee.
4. Maintain knowledge of current corporate policies, procedures and the objectives of the corporation.
5. Financially support BriarPatch by being an active owner and shopper.
6. Actively recruit BriarPatch owners to serve on the Board and on committees.
7. Share expertise and talents with BriarPatch as appropriate.
8. Serve as an advocate of the corporation to the community.
9. Be accessible to the General Manager and other Directors as needed.
10. Fulfill commitments within the agreed upon deadlines.
11. Hold in confidence any sensitive information. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial status (owner loans, bank loans, General Manager salary, etc.) will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
12. Read and comprehend the Bylaws, Articles of Incorporation, the Policy Register and Procedures Manual of the BriarPatch Board.
13. All Directors should be open to assuming an officer role if the need arises.

Compensation:

15% discount for all shopping in the store

Monthly Stipend (*Taxable – will be reported annual on Form 1099*):

\$200.00	Director
\$250.00	Secretary, Treasurer, Vice President
\$250.00	Committee Chair
\$350.00	President

Board Election Procedures

Introduction

The BriarPatch Bylaws and California corporate law require that elections be held annually to elect the Board of Directors. The Bylaws and the law also define how elections must be run, including Notice requirements and other rules.

There are three possible scenarios for conducting the BriarPatch election: (1) Hold elections during the Annual Owners' Meeting, (2) Hold the elections prior to the Annual Owners' Meeting, with ballots closing at beginning of the Annual Meeting (NCG does this), and (3) Hold elections outside of the Annual Owners' Meeting. Historically, BriarPatch has elected the third scenario and held elections in early May, so these Procedures follow that approach.

Parameters

There are three key dates that must be set according to the Bylaws:

Election Date ("Meeting date")	Typically, ballots open May 1 st and close May 15 th . For purposes of Bylaws and legal compliance, the date that ballots open is considered the "meeting date".
Meeting Notice Mailing Date	<u>This is the date that the meeting notice is mailed and/or emailed. Must occur 30-90 days prior to the Annual Meeting Date) or no later than end of March.</u>
Record Date – Only owners on record as of the Record Date are eligible to vote in the election. According to the Bylaws, an owner must meet all three of these conditions in order to vote in the election: <ol style="list-style-type: none">1. On record as of the Record Date2. Membership payments are current as of the Record Date (current is defined in the Bylaws as no more than 3 months past due)3. Owner shopped in the store within the 24 months prior to the Record Date.	No more than 10 days prior to the Notice mailing date

Timeline

The timeline for an election held in May, outside of the Annual Meeting, follows:

#		Date/Timeframe	Process
1	Set Election Parameters	August	<p><u>Set election Parameters</u> GM approves and informs Board of the election parameters and election timeline.</p> <p><u>Bylaws requirement:</u> Board approves election (“meeting”) date.</p>
2	Recruit Candidates	October through January (Candidate Applications are typically made available to the public on October 1 st)	<p>BDC updates Candidate Handbook and Candidate Application (if needed). Board actively recruits candidates. A candidate “mixer” is typically held in January.</p> <p>No Bylaws requirement</p>
3	Nominate Slate of Candidates	February (Board must approve slate by end of February to provide time for mailing meeting Notice in March)	<p>Candidate Application Deadline is typically late January or early February. BDC “vets” applications and immediately notifies any rejected candidates. Board nominates a slate of candidates for Board approval at February regular Board meeting.</p> <p><u>Bylaws requirement:</u> Board nominates (approves) slate of candidates. Any rejected candidates can circumvent nomination process by presenting a petition containing signatures of at least 5% of owners no later than 45 days prior to election date.</p>
4	Candidate Orientation and Candidate Interviews	March	<p>Board conducts candidate orientation and candidate interviews</p> <p>No Bylaws requirement.</p>
5	Record Date and Mailing of Meeting Notice	March	<p>Co-op staff create voter list on Record Date and mail Meeting Notice to owners of record. No Board action is required.</p> <p><u>Bylaws requirement:</u> Meeting Notice mailing date and contents are specified in Bylaws.</p>

6	Candidates Campaign / Candidate Forum	Last 2 weeks of April	BDC coordinates Candidate Forum with assistance from Co-op staff. Candidates are allowed to campaign in accordance with guidelines set forth in the Candidate Handbook.
7	Conduct Election	Early May	No Board action required. See Bylaws for various requirements regarding conducting the election.
8	Ratify Election Results and Onboard New Board Members	Late May (at Regular Board meeting immediately following election)	No Bylaws requirement.

1. Set Election Parameters

The General Manager presents election Parameters to the Board of Directors in August for the election to be held the following year. The Parameters will include the election (“special meeting”) date, Record Date and Meeting Notice mailing date. The election date must be approved by the Board, in accordance with the Bylaws. The Governance Committee reviews the Parameters for any necessary updates to these Board procedures.

2. Recruit Candidates

The Administrative Assistant coordinates with the BDC to review and update the candidate application packet, which includes the Candidate Application and the Candidate Handbook. The updated packet must be finalized by mid-September for release to the public in early October. Once the new packet is finalized, the candidate application period is publicized by Co-op staff. The Board begins actively recruiting candidates, typically starting with a board recruitment exercise conducted at the August board meeting.

During this time the Board Development Committee actively reaches out to prospective candidates and works to ensure a full slate of candidates. Desired skills needed by the Board are determined at this time by the Board Development Committee. The Board Development Committee holds a mixer for potential candidates, with coordination assistance from Co-op staff.

3. Nominate Slate of Candidates

The candidate application deadline is typically late January or early February. According to the Bylaws, the Board must nominate a slate of candidates to appear on the election ballot. Time is of the essence after the application deadline, because

the slate must be finalized by late February in order for Co-op staff to have adequate time to mail the Meeting Notice in March.

Immediately following the Candidate Application deadline in late January or early February, the Board Development Committee and Election Team "vet" the candidates. Co-op staff verify that the owner is eligible to run and the BDC performs additional steps to determine if a candidate meets the criteria for inclusion on the ballot.

In accordance with the Bylaws, these criteria must all be met in order for a candidate to be eligible to run for election to the Board of Directors:

- i. Have been an active owner (be fully paid owner or current on ownership payments – and – have shopped in the store in the past 24 months) for at least six months prior to the commencement of the election;
- ii. Be at least 18 years old;
- iii. Be unwaveringly committed to the best interests of the Co-op;
- iv. Not have any overriding conflict of interest with the Co-op;
- v. No two or more related persons may be directors at any one time. If any election would otherwise result in two or more related persons being directors at any one time, then only that person receiving the greatest number of votes in the election will be elected as a director. The term "related person" means the spouse, child, grandchild, sibling or parent of the person, and any individual sharing the household of the person; and,
- vi. Satisfy any other reasonable eligibility requirements set by the Board.

In addition to the above Bylaws qualifications, the Board Development Committee will determine desired professional qualifications needed by the Board and recruit and look for these qualifications in potential candidates.

The BDC vetting process is as follows:

- ✓ Call all references to verify endorsement intent.
- ✓ Review applications to ensure that candidates have qualifications that are relevant to Board business, with a preference toward candidates that have prior Board experience.
- ✓ Assess/understand any conflicts of interest that may exist. A conflict of interest is a situation in which a candidate has personal or professional interests or loyalties that might compete with the best interests of the Co-op. Candidates are required to disclose potential conflicts on the candidate application.

Any Board Development Committee members who are running for re-election are excluded from participating in the vetting process.

Following the vetting process, no later than mid-February, the BDC recommends a slate of candidates to appear on the ballot. The recommended slate is communicated to Co-op staff so that design of promotional materials can begin.

The full Board ratifies the slate at the February Board meeting. Candidates are notified by Co-op staff.

Candidates not nominated by the Board must be notified in a timely manner. Any rejected candidates may self-nominate by submitting by the deadline all required application documents and obtaining signatures of at least 5% of active owners. The deadline for self-nomination is specified in the bylaws.

Once candidates are deemed eligible by the Board Development Committee, the applications are scanned and archived in SharePoint™.

4. Candidate Orientation and Candidate Interviews

BDC hosts an Orientation for all eligible Candidates, asking individual interview questions and educating Candidates on our Co-op, the role of the Board, the Board Election Process and Campaigning Rules.

5. Record Date and Mailing of Meeting Notice

Co-op staff create voter list on Record Date and mail Meeting Notice to owners of record. Note that candidates' names must be included on the Notice, so this is typically the first time that candidates' names are made public. Co-op staff will notify candidates that the Notice will include their names. No Board action is required.

6. Candidates Campaign and Candidate Forum is Held

BDC coordinates Candidate Forum with assistance from Co-op staff. Candidates are allowed to campaign in accordance with guidelines set forth in the Candidate Handbook.

7. Conduct Election

The election is conducted by Co-op staff using third party online voting system. Certified election results are immediately (automatically) emailed from third party to Board members upon close of ballots. Co-op staff publicize election results to staff, owners and customers.

8. Ratify Election Results and Onboard New Board Members

At the Board meeting immediately following the election, the Board ratifies the certified election results and welcomes new members.

The Board Development Committee conducts orientation for newly elected Directors and follows up with non-elected candidates to thank them for running and to invite them to attend future Board committee meetings.

Board Vacancies

If a board seat becomes vacant, the Board will follow the procedures outlined below. The Board may take these steps whether or not a quorum exists.

1. All discussions regarding Director replacements occur in closed session.
2. The main objective is to appoint and fill the open position. There are three possible paths to take to accomplish the appointment:
 - a. The Board may choose to hear and consider nominations from Directors. Occasionally, there is a vetted list left over from an election or an appointment to a committee that is generally drawn on to make an appointment. In this case a motion is made and voted on.
 - b. The Board can choose to put the open position up for a challenge amongst interested Co-op owners. It is the purview of the Board Development Committee to administer this process. The procedure is as follows:
 - b1. The open position interviews will be announced to the ownership by posting on the main bulletin board inside the market, email, and social media announcements.
 - b2. Candidates will submit either a resume or board candidate application to Customer Service within time frame specified by the Board Development Committee.
 - b3. The Board Development Committee will vet the applications, interview the candidates and form a list.
 - b4. From the list, the Board Development Committee will come up with a recommendation to present at the Board's next monthly meeting. The Board will discuss and vote on the recommendation.
 - b5. The Board Development Committee will inform all candidates on the list of the selection result the following morning.
 - c. The Board may choose not to fill the position and wait for the next election. As stated above, the preference is to fill an open position.
3. Reference Elections Procedures in the bylaws and the Procedures Manual for succeeding steps to this process.

President, Board of Directors, Job Description

Job Title: President
Department: Board of Directors

Purpose

The President is responsible for coordinating the activities of the Board, assuring the orderly conduct of all meetings, maintaining effective communication with the general manager, and presenting a report of board activities at the annual meeting of owners. The president must be a director elected by the owners and may not be the chief executive officer. (*BriarPatch bylaws section: 4.6(b)*)

Duties and Responsibilities

1. Represents the Board of Directors to the owners and the public.
2. Prepare agendas for owners, Executive Committee, and board meetings. Board meeting agendas shall be done one week in advance.
3. Preside over all Board, Executive Committee, and owners' meetings. In the President's absence, the Vice President fills the President's role. If the Vice President is unavailable, the Secretary is next in line to preside over these meetings.
4. The President assumes the responsibility of keeping the Vice President current with all procedures and responsibilities in the event that the Vice President assumes the presidency.
5. Sign, with other appropriate officers, corporate and legal documents.
6. Act as the primary liaison with the General Manager.
7. Maintain current knowledge of Co-op related programs and activities.
8. Ensure that all motions and votes are recorded.
9. Supervise standing committee chairpersons.
10. Ensure Board follow-through on all assigned tasks.
11. Facilitate communication between the Board and owners.
12. Assist in orientation of new Directors.
13. Participate in the recruitment, training, and supervision of the board Administrative Assistant.
14. Agrees to a 2 – 3-year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:

- d1. Knowledge of current organizational activities, procedures, and issues,
 - d2. Knowledge of corporate documents such as the bylaws and policies,
 - d3. Knowledge of and skills in planning and BriarPatch management,
 - d4. Knowledge of community and constituencies.
2. Good listening skills.

Note: The President may be subject to background checks for legal reasons.

Vice President, Board of Directors, Job Description

Job Title: Vice President
Department: Board of Directors

Purpose

The Vice President is responsible for performing the duties of the President in his or her absence or disability and, as requested, assisting other Directors in the performance of their duties. (*BriarPatch bylaws section: 4.6(c)*)

Duties and Responsibilities

1. Preside over Board, Executive Committee and owner meetings in the absence of the President.
2. Perform duties assigned by the current President when called upon.
3. Attend and participate in Executive Committee meetings.
4. Assist in orientation of new Directors.
5. In the event of the President leaving office, the Vice President will become the President until the next election of board leadership positions.
6. Agrees to a 2 – 3 year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of current organizational activities, procedures and issues,
 - d2. Knowledge of corporate documents such as the bylaws and Policies,
 - d3. Knowledge of and skills in planning and BriarPatch management,
 - d4. Knowledge of community and constituencies.
2. Good listening skills.

Note: The Vice President may be subject to background checks for legal reasons.

Treasurer, Board of Directors, Job Description

Job Title: Treasurer
Department: Board of Directors

Purpose

The Treasurer is responsible for overseeing the maintenance of financial records, issuing financial reports and filing of required reports and returns. (*BriarPatch bylaws section: 4.6(e)*)

Duties and Responsibilities

1. Assure that regular periodic financial reports required in the Policy Register of the corporation are submitted to the Board.
2. Assist in contracting with an independent CPA to conduct a board directed financial review/audit.
3. Chairs the Finance/Audit Committee.
4. Attend and participate in the Executive Committee.
5. Agrees to a 2–3-year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements,
 - c3. Analyze and present financial statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of corporate documents such as the bylaws and policies,
 - d2. Knowledge of the corporation's accounting systems and internal controls,
 - d3. Knowledge of financial reporting requirements,
 - d4. Knowledge of financial planning.
2. Good listening skills.

Note: The Treasurer may be subject to background checks for legal reasons.

Secretary, Board of Directors, Job Description

Job Title: Secretary
Department: Board of Directors

Purpose

The Secretary is responsible for the recording and keeping of adequate minutes of all meetings of the Board and of owners, overseeing the issuance of notices required under these bylaws, and authenticating records of the co-op. (*BriarPatch bylaws section: 4.6(d)*)

Duties and Responsibilities

1. Oversee the recording of the minutes of the meetings of the Board and the owners.
2. Sign the minutes of the meetings of the Board and the owners as approved by the Board of Directors.
3. Oversee the maintenance of document records of the minutes of standing committees.
4. Assure that minutes are distributed and filed in the approved document storage.
5. Oversee the sending of notices in accordance with the provisions of the bylaws or as required by law.
6. Oversee the maintenance of the directory list of Directors including names, addresses, phone numbers, email addresses and current position.
7. Monitor parliamentary procedure of the Board and owner meetings.
8. Oversee the maintenance of corporate records in an orderly and accessible fashion in the approved document storage. Ensure that the records are protected for long term safekeeping.
9. Sign official corporate correspondence as appropriate.
10. Attend and participate in Executive and Governance Committees.
11. Assist in orientation of new Directors as needed.
12. Participate in the recruitment, training and supervision of the board Administrative Assistant.
13. Commits to 2 – 3 years when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility.
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of current laws pertaining to co-op corporations,
 - d2. Knowledge of corporate documents such as the bylaws and policies,
 - d3. Knowledge of parliamentary procedure,

- d4. Knowledge of community and constituencies.
- 2. Good listening skills.

Note: The Secretary may be subject to background checks for legal reasons.

Board Leadership Position Nominations & Election Guidelines

Introduction

Within a well-functioning democracy, the process by which the BriarPatch board chooses its leaders is as important as the leaders who are chosen. The quality of the conversation had about elections, board culture, and leadership qualifications matters as much as the election itself.

The BriarPatch Board is made up of nine Directors, four of which are board leadership positions that are elected annually at the Board meeting following the election. Board leadership positions are: President, Vice President, Treasurer, and Secretary.

In the CDS article on *Board Officer Elections*, Michael Healy and Nina Johnson layout key attributes of a successful board leadership election. Some of these attributes are:

1. It is a plan based on the expectation that over time the Board will have turnover of leadership.
2. All directors have confidence in the outcome. If there is trust in the legitimacy of the process, then the board can more easily accept the legitimacy of the leadership positions' authority to make decisions.
3. All directors know what to expect. The process is consistent and transparent from year to year, so that each director understands their role in (and duty to) the process.
4. Every director gets to participate equally; each person's voice is heard and incorporated throughout the process.
5. This part of the board's annual work cycle is relatively easy and straightforward, so it can get back to the board's primary role of leading the cooperative on behalf of BriarPatch owners.

Laying the Foundation for a Good Process

1. Positive group dynamics
2. Good existing leadership
3. An expectation that all directors will take leadership in some fashion
4. A shared understanding of the leadership positions roles referenced in the board leadership job descriptions located in the Procedures Manual

Timeline

Under the BriarPatch Board's current governance system, board leadership nominations begin in March and remain open through the annual board election. Once the election is complete there is a final opportunity to nominate candidates for board leadership at the next board meeting.

Informal Conversations

Directors are encouraged to have informal conversations with one another about their interest in board leadership positions and may discuss their interest with the whole Board at any time.

January –

- Poll of interest for Board candidacy and Leadership Positions by Administrative Assistant. Results will be shared at the January Board meeting in open session.

March –

- Review of board leadership job descriptions and related policies. During this review, the board will assess both the effectiveness of the policy and the current leader's performance.
- Board will give appreciation for directors currently in leadership positions for the work they have done over the last year.
- Hold discussion on leadership positions succession and find out who is interested in the positions.
 - Discuss qualifications and desired attributes for each leadership position
 - Discuss who might best fill the roles
 - Review and prepare for the actual decision-making mechanisms as described in the election process below
- Conduct preliminary board leadership position nominations (for self or others).

April –

- Preliminary board leadership position nominations continued (for self or others).

May –

- Board President will pass facilitation of the board meeting to the GM at the start of the board leadership election process.
- Final board leadership position nominations take place (for self or others).
- GM will close nominations and iterate nominees for each board leadership position individually in the order of President, Vice President, Secretary, and Treasurer.
 - Candidates will be asked to provide a brief statement with opportunity for board to ask questions and offer reactions.
 - Board will vote on each leadership position individually and Chief Financial Officer/Finance Manager and one additional staff member will count the votes for each leadership position and then have results verified by the GM.
 - Contested board leadership positions by vote of written/secret ballots
 - Non-contested board leadership positions by appointment of consensus or voice vote
- When all board leadership positions have been voted on, GM to call for a motion to ratify the results.
 - Affirm and record decisions

- Thank everyone who ran for a board leadership position but was not elected and appreciate those who have agreed to serve.
- Conduct a brief evaluation of board leadership positions election process.
- GM to pass facilitation of the board meeting over to the newly seated President.

June –

- Review and debrief on process of board leadership positions election

Ballot

Each contested board leadership position will receive its own ballot.

20XX Board Leadership Election Ballot

Board Leadership Position:

Candidate Name

Candidate Name

Resources

- CDS Consulting Field Guide: Board Officer Elections by Michael Healy & Nina Johnson

Meeting and Owner Forum Policy

1. Fifteen minutes is allotted for the owner forum at board meetings. Time can be extended by the Board.
2. Five minutes total will be given for owners to present on a single item. If a group of owners come to the meeting to address one subject, they can appoint a spokesperson. If more than one owner wants to speak on the same subject, they can have three minutes each, as long as the owner forum does not exceed fifteen minutes, and each owner has something new to present.
3. There will be no dialogue with the Board during the owner forum, other than the Board asking clarifying questions. Owners may be offered a meeting with the General Manager and/or a representative of the Executive Committee for a concern that needs a response.
4. Rules for owner forums are posted in store with the monthly board meeting notice and agenda.
5. In respect for the privacy interest of all our owners and Directors, meetings may be recorded only by the board administrator for the co-op's official record. No other recordings will be allowed.

Closed Sessions

Closed sessions are meetings of the Board closed to BriarPatch staff and the general public. Sessions of a meeting may be closed as to matters of a confidential or sensitive nature. Examples of these matters include labor relations or personnel issues, negotiations of contracts, discussions of strategic goals or business plans, and discussions of matters that may, by law or contract, be considered confidential (*BriarPatch bylaws section: 5.7*). The Board will not allow closed sessions to interfere with open sessions and/or put unreasonable demands on guests or staff.

II. Board Committees

General Committee Guidelines

1. Each committee has a charter that states its purpose and is approved by the Board.
2. Any committee exercising any authority of the Board must consist exclusively of Directors and is to follow procedures applicable to board meetings. The appointment of any committee will not relieve the Board of its responsibilities in the oversight of the co-op (*BriarPatch bylaws section: 4.1D*).
3. Each member of the committee must be a current co-op owner.
4. Each owner volunteer of the committee is required to attend 75% of committee meetings each year.
5. Each owner volunteer of the committee will receive a one-time use 10% discount voucher for each meeting they attend.
6. Meetings are open to visitors at the discretion of the committee chair.
7. A minimum of one Director is to be on each committee (*BriarPatch bylaws section: 4.1D*).
 - a. BriarPatch bylaws require at least one Director, however, the Board's practice is to have two Directors on each committee.
8. With the exception of the Governance and Finance Committees (see individual Committee charters) the committee chair shall be appointed by the Board following the recommendation of the President.
9. The Board sets the guidelines for requirements of committee members.
10. The chairperson recruits and selects committee members annually, or on an interim basis when a vacancy occurs, and brings their names to the Board for review and approval.
11. Chairpersons are encouraged to show preference for prospective candidates for future board elections.
12. Volunteer committee members receive an appropriate discount.
13. All committee members will sign a code of conduct and confidentiality agreement for board committee membership annually.

Board Development Committee Charter

Purpose:

The Board Development Committee's primary concerns are with matters of the board budget, education, perpetuation, self-evaluation surveys as well as other board internal matters.

Duties & Responsibilities:

1. Oversees educational opportunities for the Board:
 - a. Facilitates new Director orientation and development/leadership training.
 - b. Plans and executes opportunities for board education in all areas.
2. Provides duty and oversight to board perpetuation:
 - a. Recruits candidates.
 - a1. Appointments – The Board Development Committee will execute the procedure outlined in the board appointments section of this document when appointments of a Director are needed.
 - a2. Elections - Annually starting in August of the prior year, the committee works to recruit candidates for board elections to take place in May of the following year. Also, the committee is active at locating possible candidates for election at all times.
 - b. Board Election:
 - b1. Performs vetting of applications by matching candidates' qualifications to qualifications presented in the board election procedures.
 - b2. Conducts candidate orientation to introduce policy governance and candidate campaigning rules to those running for office.
 - b3. Conducts candidate forums to introduce candidates to owners.
 - b4. Receives scheduled reports from the staff elections team.
3. Conducts regular board performance monitoring surveys, reviews results, and recommends to Board as appropriate.
4. Provides for other internal matters:
 - a. Conducts exit interviews for departing Directors in a timely way.
 - b. Thank You's and recognition for exiting Directors.

Membership:

1. The Board Development Committee is a three to five-member committee.
2. A minimum of two Directors shall be members of the Committee.
3. The President of the Board will recommend the committee chair to the Board.

Executive Committee Charter

Purpose:

The Executive Committee exists consisting of the board leadership positions of the Board of Directors. The General Manager may be part of the committee as a nonvoting member. The Executive Committee shall meet on an as-need basis as determined by the President or the General Manager.

Duties & Responsibilities:

1. The Executive Committee is empowered to make “time-sensitive” decisions between board meetings by a majority vote with a minimum quorum of three leadership positions. The Executive Committee shall have no authority with respect to:
 - a. The filling of vacancies on the Board or on any committee.
 - b. The amendment or repeal of bylaws or the adoption of new bylaws.
 - c. The amendment or repeal of any resolution of the Board.
 - d. Making financial decisions outside of those stipulated in the policies B-1.5 and B-1.6.
2. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the full Board at the next scheduled meeting of the Board.
3. Directors may be notified of Executive Committee meetings 24 hours in advance if either the President or General Manager who called the meeting feels it is necessary.

Membership:

The Executive Committee consists of the Board President, Vice President, Secretary and Treasurer. The General Manager is not a member but often is an integral part of the committee meetings.

Finance/Audit Committee Charter

Purpose:

The Finance Committee shall oversee:

1. The financial management of BriarPatch for the purpose of advising the Board.
2. The Board's relationship with the auditor.
3. Meetings on an as-need basis as determined by the Treasurer.

Duties & Responsibilities:

1. Advise management regarding the financial training it provides to the Board.
2. Review special projects proposed by the GM that require capital investment, financing, or the commitment of capital reserves, or are major deviations from the annual financial plan.
3. Work with management to recommend an auditing firm when the Board determines BriarPatch is to have an audit and/or review.
4. Review the financial statements of BriarPatch and report regularly to the Board on the progress of BriarPatch relative to the annual budget.
5. Review management's monitoring reports for Board policies B-1, B-2, and B-3 and recommend Board action on reports.
6. Establish the timetable for the preparation of the annual budget and review the annual budget as prepared by the GM.
7. Liaise with the auditor on matters relating to the audit and the Board.

Membership

1. The Finance Committee shall consist of no fewer than three and no more than six members. At least two Directors shall serve on the committee.
2. The Treasurer who shall serve as the chair.
3. The General Manager/CEO and Finance Manager/CFO shall participate in Finance Committee meetings.

Governance Committee Charter

Purpose:

Develop, manage, and recommend to the Board matters pertaining to governing documents.

Duties & Responsibilities:

1. Manage all governing documents including the legal documents, the articles of incorporation, and the bylaws, as well as the Policies Register and Procedures Manual of BriarPatch.
2. Provide leadership for the Board's ongoing review of the Policy Register.
 - a. In October of every year when the General Manager presents the update to the elections policies and timeline, incorporate all changes into the procedures document.

Membership:

1. The Governance Committee shall consist of no fewer than one Director, as recommended and approved by the Board.
2. The Secretary shall serve as the chair.

Owner Engagement Committee Charter

Purpose:

To ensure that the Board optimally represents the interests, concerns, and enthusiasm of the owners.

Duties and Responsibilities:

1. Act as a Board/committee representative in BriarPatch sponsored and other relevant community organizations and events.
2. Provide opportunities for communicating both Board activities to owners and owner interests to the Board. This includes, but is not limited to, forums, surveys, newsletters, and annual meetings.
3. Maintain a healthy, strong, participatory relationship between the Board and the ownership.
4. Actively communicate the Board's activities and consistently ask for input from owners, inviting owners into meaningful dialogue that can create positive mutual impact.
5. Support outreach activities initiated and implemented by the BriarPatch management team.
6. Promote annual election process with a table event during voting activity.

Membership:

1. The Owner Engagement Committee shall consist of no fewer than one Director, and no fewer than one owner volunteer with current ownership status in good standing. The committee chair will determine the owner volunteer membership on the committee and bring their names to the Board for review and approval.
2. The Owner Relations Coordinator or the Marketing Manager will attend committee meetings.
3. The President of the Board will recommend the committee chair to the Board.

III. Board – Management Relationship

General Manager Evaluation Procedure

Introduction

One of the fundamental roles that the BriarPatch Board must fulfill is evaluating the General Manager. A meaningful evaluation comes from a Board that can succinctly and effectively comment on the GM's performance as per the job description. The relationship between the Board and GM is laid out clearly in the board's policy register under the "D" policies.

In addition to the job description, GM Performance expectations are articulated in the board's Ends policies and in Executive Limitations or "A" and "B" policies respectively. The GM's performance is directly linked to the co-op's performance and should be viewed as such.

In their article on GM evaluation, Mark Goehring and Carolee Colter layout key attributes of a successful evaluation. They are:

1. Speak with one voice
2. No surprises
3. Make the rules at the beginning, not at the evaluation.
4. The GM's performance is the organization's performance
5. Give positive reinforcement

Under our current governance system, GM evaluation is undertaken all year long as the Board receives and reviews policy monitoring reports from the GM. When issues arise, the Board has the opportunity to hear from the GM and give input on the plan to resolve them effectively.

Timeline

Ongoing- The Board has an ongoing, effective, complete and thorough process for monitoring GM compliance with board policies. The BriarPatch Board monitors these policies on a calendar year cycle. The monitoring schedule is included in the board's annual calendar. A Monitoring Table is maintained by the Board assistant and documents board action on each monitoring report as it is delivered to the Board. The Ends report culminates this monitoring and is generally delivered in March or April of the following year.

January- The Board reviews the previous year's monitoring table, provided by the Board assistant, and previews the whole evaluation process as laid out in policy and this document. The Board affirms the results of this summary and clarifies any outstanding

concerns. The Board delegates responsibility for summarizing and documenting its evaluation to a director or committee. The Board offers the GM an opportunity to submit a self-evaluation and timeframe for submitting it.

February- The Board holds a closed session to collect individual directors' reflections on GM performance including any opportunities for improvement or professional development. The Board only passes along comments and suggestions to which a majority of directors agree. A draft memo to the GM is drafted.

March- The Board receives and reviews the Annual Ends Report, completing the monitoring year. The draft memo to the GM is reviewed and approved.

April- The Director or committee to whom the evaluation process has been delegated deliver the evaluation memo to the GM and offer any clarifying comments as needed. A signed copy of the memo is delivered to the co-op's Human Resources Department for inclusion in the GM's personnel file. The director or committee affirms that this has been done to the whole Board.

Template

[TEMPLATE]: General Manager Evaluation Memo for [DATE (YEAR)]

DATE: [DATE (DAY)]

TO: Chris Maher, General Manager

FROM: BriarPatch Board of Directors

SUBJECT: General Manager Evaluation for [DATE (YEAR)]

Dear **[NAME OF GM]**:

This memo documents fulfillment of our obligation to “systematically and rigorously monitor and evaluate the GM’s job performance” as described in our *Policy Governance Register*.

Section D-2: Accountability of the GM – “The Board will view GM performance as identical to organizational performance so that the Cooperative’s accomplishment of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful GM performance.”

Section D-4: Monitoring GM Performance – “The standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the Board policy being monitored. . . . The GM is compliant with a policy if he/she presents

a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.”

At our Board meeting on [DATE (DAY)], during closed session, the Board [BOARD ACTION (SAMPLE: concurred unanimously)] that the *Annual Monitoring Table* [DATE (YEAR)] documenting compliance with all Executive Limitations policies [BOARD ACTION (SAMPLE: demonstrates successful)] GM performance regarding avoidance of Board–proscribed means.

At our Board meeting on [DATE (DAY)], during closed session, the Board [BOARD ACTION (SAMPLE: concurred unanimously)] that the [DATE (YEAR)] *Global Ends Report* [BOARD ACTION (SAMPLE: demonstrates successful)] GM performance regarding progress toward accomplishment of Board-stated Ends.

In addition to our formal evaluation of GM performance, we offered you a non-binding request to present us with a self-evaluation report, which you have/have not provided.

In addition to this memo, we have chosen to include informal comments from individual directors, which are not part of our formal evaluation, but are included to provide more personal observations about your performance.

[CLOSING PARAGRAPH (SAMPLE: BriarPatch is extraordinarily fortunate to benefit from your exceptional leadership, and we feel so privileged to collaborate with you in our co-operative endeavors. We sincerely thank you for all you do.)]

On behalf of the *BriarPatch* Board of Directors,

[BOARD PRESIDENT], President

GM Evaluation -- comments from Directors

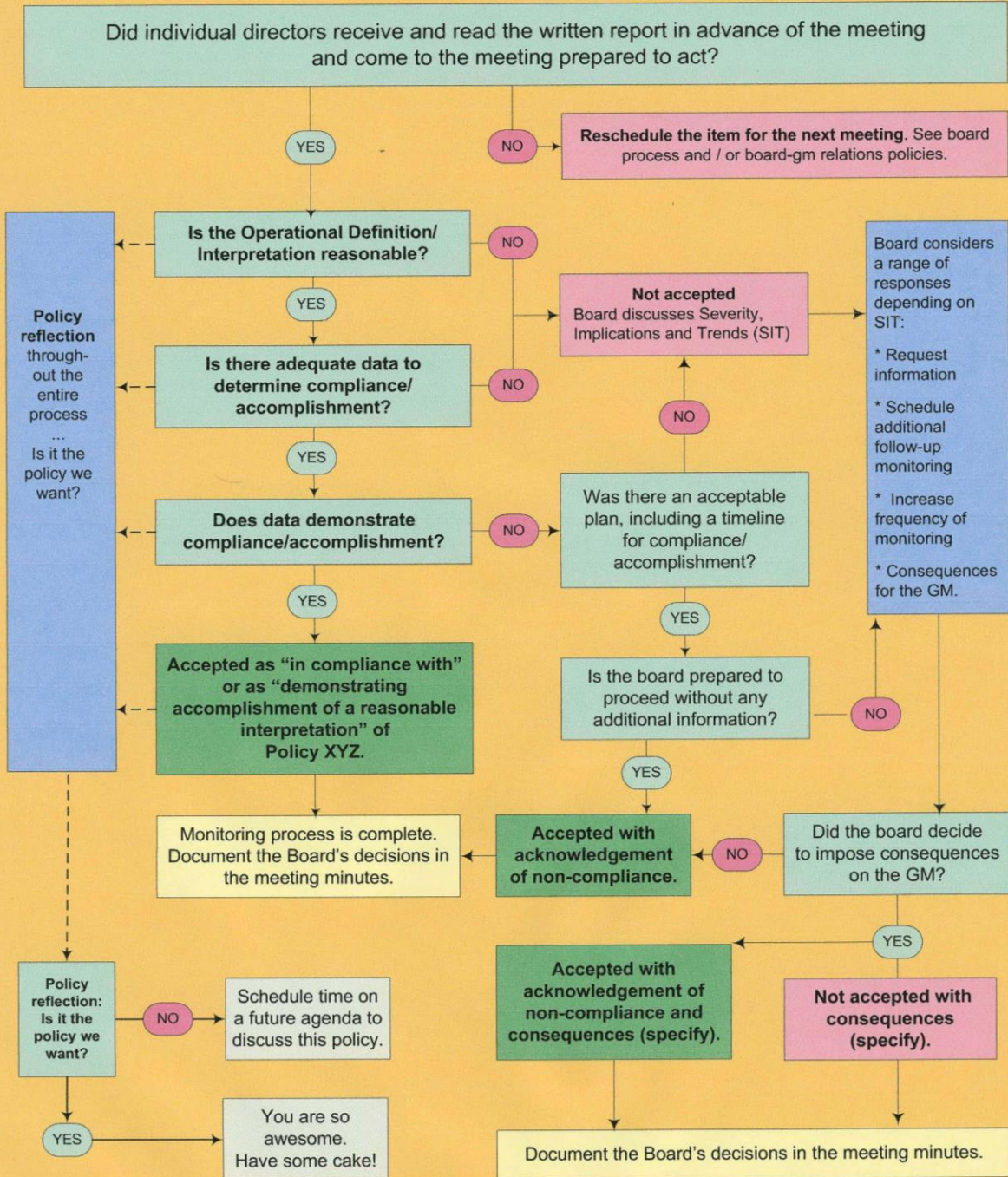
Resources

IV. Appendix

A-1: Monitoring Report Decision Tree

This decision tree is used to guide the Board in accepting/not accepting the monthly Monitoring Reports presented by the General Manager.

Decision Tree for Acting on Internal Monitoring Reports from the General Manager

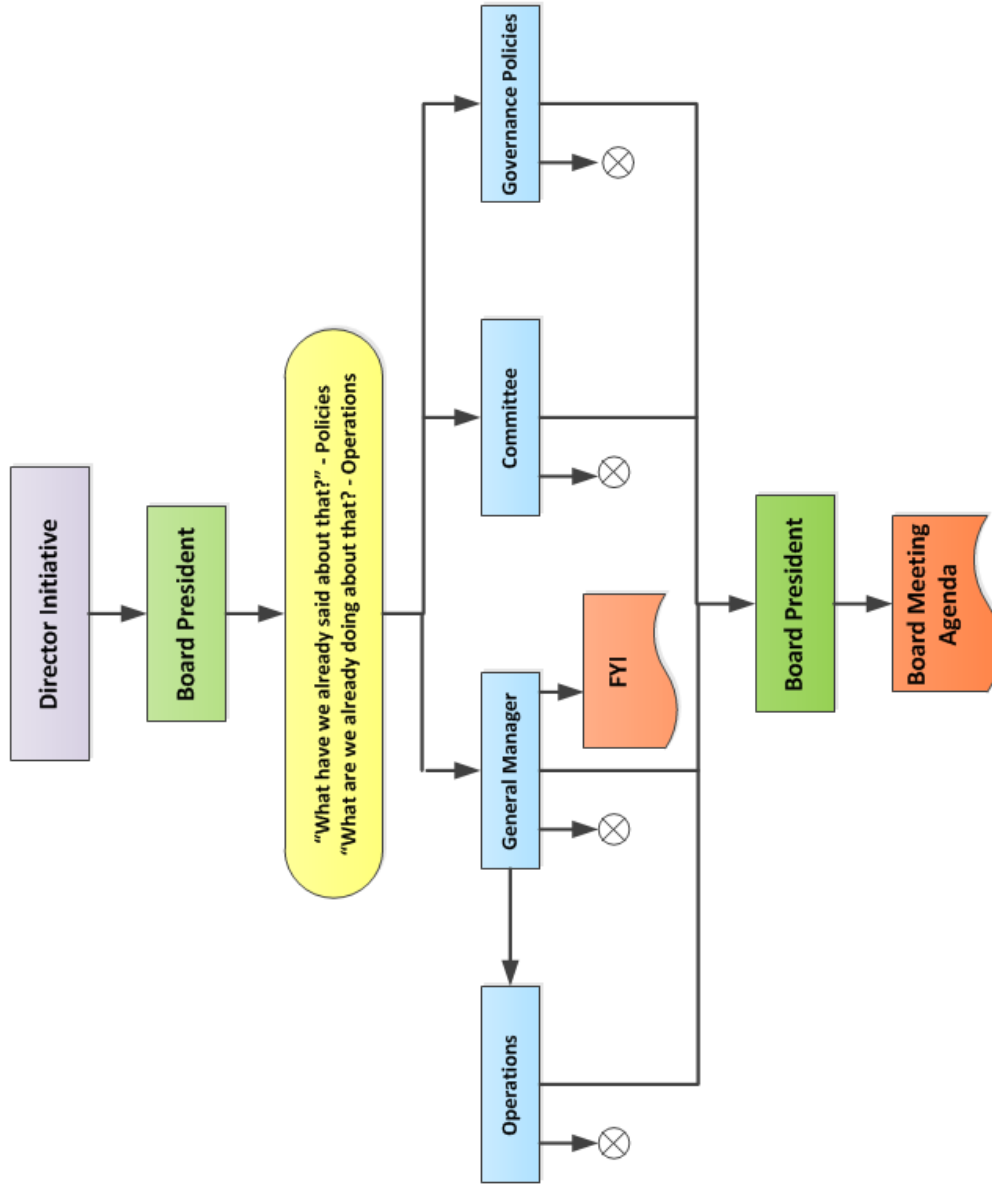


Monitoring Decision Tree Version 1.5, 9/06/07 Feedback welcome on this chart!
 Briar Patch Co-op retreat pack@briarpatch.org cdsfood.coop Fax: 802-246-2882

A-2: Decision Tree for “Accountable Empowerment” for Individual Director Initiatives

Directors are encouraged to bring forth their own ideas for policies, programs, and procedures, provided that our commitments to board holism and the prerogatives of management are respected. This decision trees guides individual Director initiatives through a process that helps ideas get appropriate consideration.

Decision Tree for “Accountable Empowerment” for Individual Director Initiatives



A-3: Code of Conduct and Conflict of Interest Agreement for Board Committee Membership

I have read the *General Committee Guidelines* and the appropriate *Committee Charter*, and I agree to support the rules, goals, and objectives as stated in these documents.

I understand that my term on the Committee is for one year, with the Chair recommending to the entire Board a roster each year beginning in June of each year, following the board elections.

I agree to support the Committee Chair's efficient management of Committee meetings by studying pertinent materials in advance, adhering to agenda topics and time constraints, and refraining from abusing committee time to promote personal agendas or causes.

I agree to resign from the Committee if, upon recommendation of the Committee Chair, the Board requests my removal.

I have an affirmative duty to disclose my actual and potential conflicts of interests. These are listed below. I understand that I have a duty to disclose any additional conflicts that may arise and to abide by board policy regarding participation in matters under consideration by the Board.

Note: This form is to be completed by all committee members annually, within one month following board elections.

Signature

Date

Printed Name