BRIARPATCH FOOD CO-OP

Handbook

Board of Directors 2027 Election

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For information about the election process, please contact by email:

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Letter

To Candidates

Thank you for your interest in board candidacy. Elections for Board Directors are held each year in May. This handbook is provided to guide candidates through the election process.

BriarPatch has two store locations in Grass Valley and Auburn. The Co-op retains one Board of Directors who oversees the CEO, who is responsible for managing the two stores.

The Board of Directors serves a critical role in overseeing and guiding our Co-op. Directors attend Board meetings and the meetings of at least one committee. We encourage BriarPatch owners to explore this opportunity for service and to contact us with any questions.

We encourage you to visit the BriarPatch website at briarpatch.coop to review news and activities and to become acquainted with the bylaws and other Board governance documents at briarpatch.coop/get-involved/governance. Finally, we encourage you to attend Board meetings that are typically scheduled for the last Tuesday of each month. Three positions on the Board, each for three-year terms, become available at every annual election.

The annual election schedule is as follows:

October 21, 2026	Candidate application period opens
February 4, 2027	Deadline for candidate applications
February to March 2027	Candidate interviews and orientation
March 25, 2027	Notice mailed to Owners / Candidate Names announced to public
April 1-30, 2027	Campaigning and candidate events
May 3, 2027	Election begins
May 17, 2027	Election ends
May 17, 2027	Election results posted
May 25, 2027 Board Meeting	Seat new Board and elect Leadership Positions

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 CEO 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. *(1-2 hours/month).*
2. Attend all regular and special Board meetings, participate in the proceedings, and follow the agenda. *(2-3 hours/month).* Meetings are held in either Grass Valley or Auburn store locations.
3. Serve on at least one committee and actively participate in meetings of the committee. *(1-2 hours/month).*
4. Attend at least one annual retreat, various outreach events and special trainings. *(hours vary).*
5. Maintain knowledge of current corporate policies, procedures and the objectives of the cooperative.
6. Financially support BriarPatch by being an active owner and shopper.
7. Actively recruit BriarPatch owners to serve on the Board and on committees.
8. Share expertise and talents with BriarPatch as appropriate.
9. Serve as an advocate to the community.
10. Be accessible to the CEO and other Directors as needed.
11. Fulfill commitments within the agreed-upon deadlines.
12. 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, CEO salary, etc.) will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
13. Read and comprehend the bylaws, articles of incorporation, the policy register and procedures manual of the BriarPatch Board of Directors.
14. All Directors should be open to assuming a leadership position role if the need arises.

Compensation:

15% discount for all shopping in the store

Monthly Stipend (taxable – will be reported annually on Form 1099):

$200.00 - Director

$250.00 - Secretary, Treasurer, Vice President

$250.00 - Committee Chair

$350.00 - President

Requirements

Candidate requirements as paraphrased from the BriarPatch bylaws section: 4.2:

To be qualified as a Director, a person must:

1. 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 of Directors;
2. Be at least 18 years old;
3. Be unwaveringly committed to the best interests of the Co-op;
4. Not have any overriding conflict of interest with the Co-op;
5. Satisfy any other reasonable eligibility requirements set by the Board;

   NOTE: In addition to the eligibility requirements stated above, a person is only eligible to serve as a director if his or her service as a director would not result in two or more related persons being 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.

Furthermore, 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. After the candidate interview and vetting process, the Board will approve a slate of candidates to be included on the ballot. **It is strongly recommended that interested parties attend at least one Board meeting prior to the election**.

Eligibility Requirements	To Run for the Board	To Vote In Election
Must be the primary owner *or a member of a household* on a co-op ownership account	✔	
Must be the primary owner on a co-op ownership account (household member do not have voting rights)		✔
Ownership account status must be "active" (either fully paid or current on payments -*and*- have shopped in the store in the past 24 months)	✔	✔
Candidate application *must be complete* in all respects and must be submitted by the deadline	✔	

Carrot Stamps

Candidate profiles on election materials will include a carrot symbol representing up to five key opportunities that candidates can take advantage of to demonstrate their qualifications for board directorship. These Carrot Stamps will offer a quick visual indicator for voters to help inform their decision. One Carrot Stamp will be assigned for the following attributes:

The candidate has

1. **Attended one or more BriarPatch board meetings**
2. **Served as director and/or officer on a previous board**
3. **Reviewed the Policy Governance materials**
4. **Interviewed a current BriarPatch Board Director about board work**
5. **Attended a board candidate event: Jump-on-Board Mixer, Candidate Orientation and/or Candidate Forum**

Carrot Stamps will be confirmed as acquired by the staff Election Team. They will be updated on the online candidate profiles, up until April 30th. The election runs from May 3rd to May 17th.

Candidates: Be sure to indicate in your written profile if you already have any of the Carrot Stamp qualifications. Election staff administrator will be in contact throughout the election cycle, confirming your current number of Carrot Stamps.

Candidate Campaigning Rules

BriarPatch will assist Board of Director candidates in campaigning and encourage owners to participate in the elections by:

1. Hosting, advertising, and sponsoring one or more candidate events prior to the election. Participation by candidates is optional.
2. Posting approved information and photographs of candidates in BriarPatch within two weeks of the acceptance of the candidate list. Candidate statements will be available for customers to help owners make informed decisions.
3. Publishing notices about upcoming elections and approved candidate statements and photographs in BriarPatch marketing materials.
4. Posting approved information and photographs of candidates on BriarPatch website.
5. Additional notices may be published in BriarPatch e-newsletter and on social media reminding owners about voting procedures and policies.

Candidates for BriarPatch Board of Directors are expected to campaign in a professional, appropriate manner, that reflects positively on BriarPatch. Candidates will campaign fairly and focus on the issues of importance to the interests of owners.

1. Candidates are encouraged to talk about themselves, their experience, leadership ability, business/jobs and policy position on issues relevant to the cooperative.
2. BriarPatch requires candidates to follow BriarPatch Board of Directors' Code of Conduct in Section C-5 of the Policy Manual at all times.
3. Use of BriarPatch logo is prohibited in campaign materials, except for those provided by BriarPatch.
4. Campaigning inside the store is prohibited, with the exception of tabling allowed in the Auburn store cafe area and on the Grass Valley store patio. When tabling, candidates must not restrict the ingress and egress, nor disturb customers. Candidate must contact Election Admin, Mary Hunter, to make tabling arrangements for either store.

All candidates and their representatives desiring to campaign by the entrance to BriarPatch must review the candidate handbook. Candidates shall agree to abide by all these requirements as indicated by signing the application.

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Candidate Campaigning Rules Continued

Management is responsible for ensuring that all campaigning rules are being followed:

1. Use of proprietary co-op information by candidates, including but not limited to the owner mailing list or BriarPatch logo, is prohibited.
2. All campaign mailings shall clearly state the names of the persons providing the mailing and shall follow the ethical guidelines listed above.
3. Each candidate generates his/her own materials with his/her own personal resources. BriarPatch resources may not be used.
4. Employees of BriarPatch are prohibited from actively campaigning for a candidate on co-op premises when on duty.
5. BriarPatch employees shall not use their position or BriarPatch resources to influence the election.

Campaigning that violates this policy will be brought to the President of the Board. The President may initiate removal of a candidate from the ballot subject to approval by the majority vote of the Board.

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Code of Conduct for Candidates

To avoid any conflicts during the election season, this code sets the guidelines, as follows:

1. Incumbent and new candidates will not participate in election discussions at Board or Committee meetings. Examples are: candidate questions, discussions of eligibility, content of applications. During closed session election discussions, candidates will leave the meeting.
2. Incumbent candidates need to be removed from email lists to Directors when involving discussions about elections business or passing documents such as copies of applications or a list of forum questions.
3. Incumbent and new candidates are not entitled to see other candidate applications.
4. Incumbent or new candidates on the Board Development Committee will not participate in meetings and event planning from declaration of candidacy through election completion.

All applicants will be considered without attention to race, color, religion, sex, sexual orientation, gender identity, national origin, veteran or disability status.

Please contact elections@briarpatch.coop if you have questions.

BriarPatch Food Co-op Ends Policies

BriarPatch Co-op exists so that members of the communities in which we live, work, and serve will benefit in ever-increasing ways from:

1. Vibrant and sustainable organic and natural foods grocery stores.
2. An inclusive and resilient regional food system.
3. An equitable and expanding cooperative economy.

What are "Ends"?

Ends are statements that describe the purpose of our organization and why we exist. Ends define the results of our work, who benefits from it and what the value is for them.