



Running for the Hanover Co-op Board of Directors



“Serving on the Board means helping to guide a \$70 million enterprise, which operates multiple sites, staffed by 400 employees and owned by 21,000 members. Pretty amazing. There’s lots of challenging board work to do, and it’s rewarding to know that—all together—we have such a good impact on the local economy.” ~Harrison Drinkwater

“You get what you give.” ~Victoria Fullerton

“Along with our fiduciary responsibilities, I like to think that ambassadorship is another responsibility that we have to our Co-op.” ~Thomas Battles



Hanover Consumer Cooperative Society, Inc., 82nd Board of Directors

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Welcome!

Thank you for your interest in serving on the Hanover Consumer Cooperative Society Board of Directors.

This is an exciting time to be involved with our Co-op. As you know, the Co-op is much more than a group of grocery stores. Our over 20,000 members and 400 employees are building a dynamic community of healthy individuals, sustainable local food systems, and thriving cooperative commerce. The Co-op not only provides an outstanding selection of foods, we are also committed to education and outreach and to supporting other organizations throughout the Upper Valley.

Participating on the Co-op Board is a meaningful way to serve your Co-op community. Board members learn about the cooperative business model, network with other co-ops from around the country, and have the opportunity to learn and serve with smart and dedicated people who are also committed to the Co-op.

The Board plays a critical role in ensuring the continued success and health of this vital organization. We represent all the member-owners in developing and maintaining the vision and long-term viability of the Co-op. The Co-op's recently stated vision is:

“A well-nourished community cultivated through cooperation.”

The Board does not run the stores, nor do we have direct control over the daily operation of them; that is the role of Management. Instead, the Board monitors the operations of the stores via Policy Governance[®], a system of oversight and accountability that emphasizes values, vision, and the empowerment of both Board and staff, while clearly delineating the roles and responsibilities of each. More information about Policy Governance is included in this packet.

A strong and successful cooperative depends on a highly functional and effective board. In addition to reading the materials in this orientation packet, you are required to attend at least one monthly Board meeting and urged to speak with current and past Board members in order to learn more about what it's like to be a Hanover Co-op Board member. Board meetings are usually held on the fourth Wednesday of each month at 6:00 p.m. Please check the Board web page for the

agenda, meeting updates, or venue changes: www.coopfoodstore.coop/board.

We look forward to meeting you in person, seeing you at the next Board meeting, and helping you to move forward in the nomination process. If you have any questions, please feel free to contact the Election Committee by emailing elections@coopfoodstore.com.

In cooperation,

The Election Committee

Kevin Birdsey, Chair

Bill Craig

Brendan D'Angelo

Tricia Groff

April Harkness

Ann Shriver Sargent

Lynn Schad



Board Members at the 2017 Producer's Fair

Board Expectations

In 2018, twelve members will serve on the Board. As of this writing, four three-year seats will be open in this year's election.

>> Responsibilities of the Board

The governance of the Co-op is vested in the Board of Directors.

The purpose of the Board, acting on behalf of the Co-op's members, is to

- set strategic long-range direction,
- hire and supervise the General Manager, and
- monitor organizational performance.

Specific responsibilities include:

- Representing all Co-op members in determining and demanding appropriate organizational performance.

- Ensuring adequate communication between members and the organization, including working mechanisms to determine member needs.
- Monitoring and revising written governing policies that, at the broadest levels, address each category of organizational decision.
- Evaluating General Manager performance against Ends and Executive Limitations policies on a regular basis.
- Monitoring Board performance and providing effective leadership.

>> Responsibilities of a Director

Directors are fiduciaries of the cooperative and shall at all times conduct themselves in a manner consistent with the cooperative values and principles.

Each Director must:

- Inform himself or herself so as to be able to carry out the foregoing responsibilities.
- Be committed to perfect or near-perfect attendance at Board meetings.
- Be willing to serve on at least one Board subcommittee.
- Be familiar with the Co-op's bylaws and governing policies.
- Be willing and able to prepare for, and actively participate in, monthly Board meetings.
- Be able to attend Board training sessions, the annual retreat, and the annual member meeting.
- Be able to understand financial statements (training provided).
- Be willing to work with others with understanding, mutual support, and respect.

>> Eligibility, Expectations, and Qualifications of Board Members

- Be a Co-op member in good standing, owning at least ten shares, and be at least 18 years of age.
- Express any conflict of interest and excuse yourself from voting on related matter.

- Act in the interests of the whole membership, not a specific constituency.
- Have access to the internet and availability to respond to regular Board-work-related online communications.
- Keep information and materials confidential.
- Provide the State of Vermont and the State of New Hampshire Departments of Liquor Control with personal information needed to conduct criminal background checks required for Board members of organizations with liquor licenses.

>> Serving on the Co-op Board: Expected Commitment

- Regular monthly meeting preparation, including policy monitoring: 3-5 hours
- Meeting: 3-5 hours
- Committee work: 2-5 hours
- Estimated number of hours per month: 15-20 hours

>> Board Compensation

Board members and their spouses/partners receive a 20 percent discount on Co-op purchases (except alcoholic beverages and gasoline) during their terms in office.

>> Characteristics of Effective Board Members

- Be dedicated to the Co-op, its members, its values, and its vision.
- Be able to communicate effectively with a wide range of people and to listen and respond respectfully to others' viewpoints.
- Be able to abide by Board decisions and the intent of established policies.
- Be able to operate in a group decision-making environment, to share power in group process, and to represent all collective decisions wholeheartedly.
- Be willing to delegate areas of decision-making to others and hold them accountable for results.

- Be able to put the interests of the whole Board above the interests of a few.

>> Self-Reflection

As you consider whether to run for the Board, it can be helpful to reflect on how your interests, experiences, and motivations align with the characteristics of effective Board members. You will not be asked to write about or share your responses to this section. These questions are designed only to help you determine if serving on the Board would be a good fit for you.

- Are you a passionate, enthusiastic member/shopper at the Co-op?
- Are you interested in learning about and supporting the cooperative values and principles?
- Are you comfortable with thinking about big-picture planning, and developing systems and visions for the Co-op's future?
- How comfortable are you with participating actively in discussions?
- How comfortable are you with working in a team environment that makes decisions by consensus and speaks with one voice thereafter?
- How comfortable are you with delegating areas of decision-making to others and holding them accountable for results?
- Are you willing to set aside any personal interests to honor the needs and the diversity of member perspectives?
- Are you prepared to take on the legal responsibilities, i.e., fiduciary responsibilities, the duty of care, the duty of loyalty, and the duty of diligence?



Board Members at the Producers Fair

>> Thank you for your interest in serving on the Hanover Co-op Board of Directors.

The following documents may be helpful to orient you to the Co-op:

- Cooperative Principles
www.coopfoodstore.coop/7-cooperative-principles
- Hanover Co-op Bylaws
www.coopfoodstore.coop/bylaws2017
- Hanover Co-op Policy Notebook
www.coopfoodstore.coop/co-op-ends
- Business Reports and Financial Statements
www.coopfoodstore.coop/business-reports

The Board monitors the operations of the Co-op stores using the Policy Governance system. We hope you'll find the following introduction to Policy Governance useful, and we welcome your questions.

Policy Governance Model

Based on the Carver model

Board leadership requires, above all, that the board provide vision. To do so, the Board must first have an adequate vision of its own job. That role is best conceived neither as volunteer-helper nor as watch-dog but as trustee-owner. Policy Governance is an approach to the job of governing that emphasizes values, vision, empowerment of both Board and staff, and the strategic ability to lead leaders.

Observing the principles of the Policy Governance model, a Board crafts its values into policies of the four types below. Policies written this way enable the board to focus its wisdom into one central, brief, document.

ENDS. The Board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the Board's part of long-range planning.

EXECUTIVE LIMITATIONS. The Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to ends.

BOARD-EXECUTIVE LINKAGE. The Board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.

BOARD PROCESS. The Board determines its philosophy, its accountability, and specifics of its own job.

Board Leadership: Policy Governance in Action, John Carver ed., No. 52

>> Relevant Policies

Co-op policies relevant to candidacy and elections, including **GP 4, Board Members' Code of Conduct, and GP 6—Board Member Election Process**, are available for download from our website at www.coopfoodstore.coop/co-op-ends

Declaration of Candidacy (Application)

To be considered for Board candidacy, please visit our website to find application and submission details.

www.coopfoodstore.coop/election2018

These materials must be received by close of business on January 8, 2018, for you to be considered for candidacy by the Election Committee.

All candidates on the ballot will have the opportunity to submit candidate statements to be distributed in the stores, mailed to voting members, and published online. Candidate statements will consist of answers to questions provided to all candidates no later than February 5, 2018. Candidates will also be asked to make an appointment for a photo to be taken by Co-op staff. The Election Committee will present candidate forums, panels, and other opportunities for interaction with membership.

Candidate statements and the official photo will be due no later than the close of business on February 9, 2018.

Candidates will be introduced at the Annual Meeting on April 7, 2018.

Important Dates in 2017 and 2018

- November 15** Board of Directors Meeting
- Nov/Dec** Candidate Information Sessions
- December 20** Board of Directors Meeting
- January 8** **Deadline for receiving completed applications**
- January 24** Board of Directors Meeting–
All candidates encouraged to attend!
- February 9** **List of candidates announced**
- February 9** Candidate statements and photos for publication due
- February 28** Board of Directors Meeting; candidates presented to Board and membership
- March 2** Election Mailing sent to all voting members
- April 1** Voting begins
- April 7** Annual Member Meeting
- April 30** Voting closes at close of business

**www.coopfoodstore.coop/board
elections@coopfoodstore.com**



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