

ORC Policy Register Table of Contents

A. Ends

- A. Global End
-

B. Executive Limitations

- B. Global Executive Constraint
 - B1. Staff Treatment, Compensation and Benefits
 - B2. Budgeting and Financial Planning
 - B3. Asset Protection
 - B4. Financial Condition
 - B5. Communication and Counsel to the Board
 - B6. Emergency General Manager Succession
 - B7. Customer Service and Value
 - B8. Board Elections
 - B9. Membership
 - B10. Communication Support for the Board
 - B11. Subsidiary Business
-

C. Board—General Manager Relationship

- C1. Delegation to the General Manager
 - C2. General Manager Job Contribution
 - C3. Monitoring Management Performance
-

D. Governance Process

- D1. Governing Style
 - D2. The Board's Job
 - D3. Board Officer Elections and Roles
 - D4. Board Members' Code of Conduct
 - D5. Committee Principles
 - D6. Board Meetings
 - D7. Trusteeship and Relationship to Members
 - D8. Cost of Governance
 - D9. Board Terms of Office
 - D10. Community Service Award
 - D11. Board Perpetuation
-

Appendices

- 1. Bylaws
- 2. Board Annual Calendar
- 3. Committee Charters
- 4. Four Pillars of Cooperative Governance

Policy Type:	Ends
Policy Title:	A – Global End
Adopted:	(before 12/2003)
Last Adopted:	01/22/2007

The Onion River Co-op will be central to a thriving and healthy community, where:

- Consumers have local access to progressive environmental, social, and healthful choices;
- Residents enjoy an enhanced quality of life;
- The local food system is strengthened;
- The Cooperative model is supported; and,
- Our owners have a sense of pride in their Cooperative.

Policy Type: Executive Limitations
Policy Title: B – Global Executive Constraint
Adopted: (before 12/2003)
Last Adopted: 07/28/2008

The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

Policy Type: Executive Limitations
Policy Title: B1 – Staff Treatment, Compensation and Benefits
Adopted: (before 12/2003)
Last Adopted: 10/26/2009

The General Manager (GM) will not treat staff in any way that is unfair, unsafe, or unclear.

The GM will not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of grievances.
 - c. Are accessible to all employees.
 - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Establish benefits that do not include access to employer sponsored health insurance.
6. Change the GM's own compensation and benefits, except as their benefits are consistent with a package for all other employees.

Policy Type: Executive Limitations
Policy Title: B2 – Budgeting and Financial Planning
Adopted: (before 12/2003)
Last Adopted: 03/24/2008

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The General Manager will not allow plans that:

1. Risk incurring those situations or conditions described as unacceptable in the Board policy B4 Financial Condition.
2. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 - a. Contain insufficient details to support assumptions.
3. Are not updated at least annually.

Policy Type: Executive Limitations
Policy Title: B3 – Asset Protection
Adopted: (before 12/2003)
Last Adopted: 07/26/2010

The General Manager (GM) will not cause or allow the Cooperative's assets to be unprotected, inadequately maintained or unnecessarily risked.

The GM will not:

1. Fail to insure adequately against theft and casualty losses and against liability losses to Board Members, staff and the Cooperative itself.
2. Fail to protect data, intellectual property, information or files.
3. Receive, process, or disburse funds under insufficient controls.
4. Unnecessarily expose the Cooperative, the Board or the staff to claims of liability.
5. Subject plant and equipment to improper wear and tear or insufficient maintenance.
6. Allow purchasing to be uncontrolled or subject to conflicts of interest.
7. Deposit the Cooperative's funds in institutions where they are not insured, except where necessary to facilitate operational transactions.
8. Endanger the Cooperative's public image, credibility, or its ability to accomplish the Global Ends.
9. Fail to exercise due diligence in contracts and real estate acquisitions.
10. Invest the Cooperative's funds except in order to further the Global Ends, and only if the risk of such investment is reasonable.

Policy Type: Executive Limitations
Policy Title: B4 – Financial Condition
Adopted: 04/26/2010
LAST ADOPTED: 12/18/2017

With respect to the actual, ongoing financial conditions and activities, the General Manager (GM) shall not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, allow key operational indicators to be below average for the industry or material deviation of actual expenditures from Board priorities established in Ends policies.

The GM will not:

1. Allow operations to generate an inadequate net income.
2. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
3. Allow sales to be inadequate.
4. Allow solvency, or the relationship of debt to Member-Owners' equity, to be insufficient.
5. Allow growth in ownership or owner paid-in equity to be insufficient.
6. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
 - a. The limitations on incurring debt also apply to changing the terms of existing debt.
7. Acquire, encumber or dispose of real estate.
8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
9. Allow late payment of contracts, payroll, loans or other financial obligations.
10. Default on any terms that are part of the Cooperative's loans.
11. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

Policy Type: Executive Limitations
Policy Title: B5 – Communication and Counsel to the Board
Adopted: (before 12/2003)
Last Adopted: 02/18/2019

With respect to providing information and counsel to the Board, the General Manager (GM) may not cause or allow the Board to be uninformed or misinformed.

Accordingly, the GM may not fail to:

1. Make the Board aware of relevant trends, public events of the organization, actual or potential actions and decisions related to public policy, or internal and external changes which affect the assumptions upon which Board policy has previously been submitted.
2. Keep the Board informed about all relevant financial, legal, and operational issues.
3. Submit timely, accurate, and understandable monitoring data required by Board policy under “Monitoring Management Performance.” Content of monitoring reports shall include the following:
 - a. Policy criteria repeated in the report.
 - b. An explanation of the GM’s interpretation of the policy.
 - c. Data that address the policy criteria.
 - d. Data should focus on results rather than activities, and should demonstrate whether actual situation is a reasonable interpretation of policy.
 - e. No excessive information.
 - f. An explanation and a plan to move toward compliance, if the report indicates an out-of-compliance situation.

Policy Type: Executive Limitations
Policy Title: B6 – Emergency General Manager Succession
Adopted: (before 12/2003)
Last Adopted: 02/26/2018

In order to protect the Cooperative from sudden loss of the General Manager's (GM) services, the GM will have one or more other managers sufficiently familiar with the Board and GM issues and processes to enable either to take over with reasonable proficiency as an interim successor.

1. The GM shall not fail to notify the Board should a change in the emergency succession plan occur.

Policy Type: Executive Limitations
Policy Title: B7 – Customer Service and Value
Adopted: (before 12/2003)
Last Adopted: 05/19/2008

The General Manager (GM) will not fail to ensure that the Cooperative's customers receive high value in its products and services.

The GM will not:

1. Allow an unsafe shopping environment for the Cooperative's customers.
2. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

Policy Type: Executive Limitations

Policy Title: B8 – Board Elections

Adopted: 06/22/2009

Last Adopted: 06/22/2009

The General Manager may not fail to institute and implement a Board election process in accordance with the Cooperative's Articles of Incorporation, bylaws and any other relevant Board policies.

Policy Type: Executive Limitations
Policy Title: B9 – Membership
Adopted: (before 12/2003)
Last Adopted: 09/23/2019

In order to maintain and promote a vital Membership program that builds a sense of ownership, the General Manager shall not fail to:

1. Ensure maintenance of accurate and current Member records, including name, address, equity payments, and eligibility for benefits and voting.
 - a. Allow only authorized use of the Membership and Board Member information.
2. Engage Members in the Cooperative.
3. Ensure regular recruitment of new Members to increase Membership.
4. Recruit a diverse Membership which reflects the diversity of the community.
5. Establish a benefits program for Members that adds value to their Membership.
6. Implement a Membership equity program, following all applicable laws, bylaws and Cooperative Principles, such that:
 - a. A full equity share is \$200.
 - b. Members may pay their equity in installments.
 - c. Equity payments may be exempted in whole or in part for reason of financial hardship.
 - d. Members are informed that equity investments are a) at risk, and b) returnable only upon a determination that the equity is no longer necessary for the reasonable capital needs of the Cooperative.
 - e. Undistributed patronage dividends will not be subject to redemption by a member unless and until there is a determination by the Board that the retained amounts are no longer needed for the capital purposes of the Cooperative.
7. Implement a patronage refund system, following all applicable laws, bylaws and Cooperative Principles, such that:
 - a. The Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be allocated and distributed to Members.
 - b. Members will receive the refund due them in a timely manner.

Policy Type: Executive Limitations
Policy Title: B10 – Communication Support for the Board
Adopted: (before 12/2003)
Last Adopted: 05/20/2013

In order to support the Board in fulfilling its duties and responsibilities, the General Manager shall not fail to:

1. Inform Cooperative Members of Board actions, meetings, activities or events:
 - a. Maintain a list of Board Members in a prominent location within City Market.
 - b. Ensure that a notice of Member meetings, including time and place, is prominently displayed within City Market, and communicated to the Members, at least four (4) weeks prior to the date of the meeting.
 - c. Ensure that a notice of Board meetings shall be issued to Members no less than nine (9) days prior to the date of the meeting.
 - d. Ensure that a set of Board meeting minutes, without the attachments, from the last 12 months on a rolling basis is available at the Customer Service desk and in a prominent City Market location.
 - e. Maintain an updated and current copy of the Board Policy Register at the same desk and on-line for viewing by Members.
 - f. Ensure that notice of Board elections and Member votes are posted in a conspicuous place at City Market and communicated to the Members not less than four (4) weeks prior to the end of the election period.
 - g. Maintain copies of items described in a through f above, in addition to the Bylaws, on the Cooperative's website.
2. Provide newly elected or appointed Board Members an updated copy of the Policy Register, the Bylaws and recent minutes before the first Board meeting that they attend. Make a location and time available for their orientation to the Board.
3. Provide a place for mail, messages from Members, and the public to be left for the Board President.
4. Provide support for board meetings, retreats, Member/annual or special meetings
 - a. Arrange for a meeting location sufficient to comfortably and safely accommodate these meetings. Inform the Board President of this location not less than 3 weeks prior to the date of the meeting.
 - b. Prepare and provide a copy of the Board meeting packet to all Board Members and Board Associates.

- c. Ensure that a regular minute taker is present at each Board meeting.
 - d. Arrange for a light meal to be available 30 minutes before the start of each regularly scheduled Board meeting.
5. Solicit nominations for the Don Schramm Community Service Award no later than August of each year, and provide the nominations to the Board no later than the September board meeting each year.
 6. Assure that all official Board records are safely archived for a period consistent with legal requirements.

Policy Type: Executive Limitations
Policy Title: B11 – Subsidiary Business
Adopted: 11/23/2015
Last Adopted: 11/23/2015

The General Manager must not create or dissolve any subsidiary business or separate business unit.

Policy Type: Board—General Manager Relationship
Policy Title: C1 – Delegation to the General Manager
Adopted: (before 12/2003)
Last Adopted: 02/24/2014

1. The Board’s sole official connection to the operations of the Cooperative will be through the General Manager (GM).
2. The Board delegates authority to the GM through written Ends and Executive Limitations policies.
 - a. As long as the GM uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the GM is authorized to establish all further operational policies, practices and plans for the Cooperative.
 - b. The Board will respect and accept the GM’s choices as long as those choices are based on reasonable interpretations of Board policies.
 - c. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.
3. No individual Board Member, Officer, or Committee has authority over the GM. Information may be requested, but if such request, in the GM’s judgment, requires a material amount of staff time, it may be refused. All requests for information will be made to the GM and not to the staff.

Policy Type: Board—General Manager Relationship
Policy Title: C2 – General Manager Job Contribution
Adopted: (before 12/2003)
Last Adopted: 01/23/2006

1. As the Board's single official link to the operating organization, the General Manager (GM) is accountable for organizational performance and exercises all authority transmitted into the organization by the Board.
2. The GM's job contributions can be stated as performance in only two areas:
 - a. Accomplishment of the Board policies on Ends.
 - b. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

Policy Type: Board-General Manager Relationship
Policy Title: C3 – Monitoring Management Performance
Last Revised: 06/27/2022

The Board will systematically and rigorously monitor and evaluate the General Manager’s job performance.

Monitoring is how the Board determines the degree to which the General Manager is following Board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.

1. The Board will acquire monitoring information by one or more of three methods:
 - a. By internal report, in which the General Manager discloses interpretations and compliance information to the Board;
 - b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or
 - c. By direct Board inspection, in which a designated director or committee assesses compliance with the policy criteria.
2. In every case, the standard for compliance will be any reasonable General Manager interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favored by individual directors or by the Board as a whole.
3. The General Manager is compliant with a policy if they presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
4. The Board will monitor all policies that instruct the General Manager. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
5. The Board’s annual evaluation of the General Manager, based on a summary of monitoring reports received during the fiscal year (July through June), will be completed no later than the end of September. As applicable, the Board will also make decisions concerning the employment contract no later than September.

Policy Type: Governance Process
Policy Title: D1 – Governing Style
Adopted: (before 12/2003)
Last Adopted: 7/25/2022

The Board will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, and Democracy).¹ To do this, we will:

1. Be a strategic leader by developing a vision for the cooperative and setting direction for movement toward that vision in alignment with cooperative values and principles.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
3. Use Policy Governance® as our operating system, guiding the work of the board and the General Manager through written policies.
4. Work as a team to maintain discipline, embrace responsibility, and exercise group authority.
5. Practice the habits of a successful democracy.
6. Advance a commitment to justice, diversity, equity, and inclusion.
7. Seek, encourage, and actively listen to diverse perspectives.
8. Obey all relevant laws and bylaws.

¹ Scholl, Marilyn, and Art Sherwood. "Four Pillars of Cooperative Governance: A new model grounded in the cooperative difference." Cooperative Grocer, January–February 2014.
www.citymarket.coop/sites/default/files/files/Four%20Pillars%20of%20Cooperative%20Governance.pdf

Policy Type: Governance Process
Policy Title: D2 – The Board’s Job
Adopted: 07/22/2013
Last Adopted: 09/22/2014

In order to govern successfully, the Board will:

1. Create and sustain a meaningful relationship with Members.
2. Hire, set the compensation for, delegate responsibility to, and hold accountable a General Manager (GM).
 - a. Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. The Board will write these policies in the form of Ends, Executive Limitations, Board Process, and Board Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors its commitment to empowerment and clear distinction of roles.
5. Monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

Policy Type:	Governance Process
Policy Title:	D3 – Board Officer Elections and Roles
Adopted:	11/25/2013
Last Adopted:	12/14/2020

The Board will elect officers in order to help it do its job: President, Vice President, Treasurer, and Secretary. Officers may delegate their authority, but they remain accountable for its use.

1. Officers are chosen by the Board through a majority vote in February each year for a one-year term, to begin at that meeting.
 - a. An executive officer whose Board term is ending and who is not re-elected in the fall, will have to step down from the executive office in December. In that case the President will propose an interim officer, subject to approval by the Board, for the remaining two months of the officer's term. If the officer in question is the President, the Vice President will propose the interim officer.
2. Duties of the President:
 - a. The President ensures the Board acts consistently with Board policies.
 - b. The President is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
 - c. The President chairs and sets the agenda for the Board meetings.
 - d. The President plans for leadership (officer) perpetuation.
 - e. The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions within the area delegated to the President.
3. The Vice-President performs the duties of the President in their absence. The Vice-President may also be called upon to assist the President in the discharge of their duties.
4. The Treasurer leads the Board's process for creating and monitoring the Board's (not the Cooperative's) budget and facilitates the Board's understanding of the financial condition of the Cooperative.
5. Duties of the Secretary:
 - a. The Secretary makes sure the Board's documents are accurate, up to date, and appropriately maintained.
 - b. The Secretary reviews paper ballots cast and certifies the results of voting in all elections and referenda put to the Membership. If the Secretary is on the election ballot, another Board Member who is not on the ballot shall be designated to review paper ballots and certify election results.

6. Any Board Member, who is also a paid employee, may not serve as the President, Vice-President, or Treasurer of the Board while so employed.

Policy Type: Governance Process
Policy Title: D4 – Board Members’ Code of Conduct
Adopted: (before 12/2003)
Last Adopted: 12/14/2020

Board Members each commit themselves to ethical, businesslike and lawful conduct.

1. Every Board Member 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. Board Members must demonstrate loyalty to the interests of the Cooperative’s owners. 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 Board Member acting as an individual consumer or Member.
 - a. There will be no self-dealing or any conduct of private business or personal services between any Board Member and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - b. Every year, every Board Member will complete the Code of Conduct Agreement form and will verbally report to the whole Board all actual and potential conflicts. Every Board Member will immediately report any subsequent actual or potential conflicts to the whole Board.
 - c. When the Board is to decide on an issue about which a Board Member has an unavoidable conflict of interest, that Board Member shall recuse themselves from the conversation, including any discussion of the issue or any related information, and from the vote on that subject, unless otherwise determined by the Board.
 - d. A Board Member who applies for employment at the Cooperative must first resign from the Board.
 - e. Any Board Member who is also a paid employee has the same duties and responsibilities as any other Board Member, and has the additional duty of clearly segregating staff and Board responsibilities.
 - i. Any Board Member who is also a paid employee carries certain unavoidable conflicts of interest. They will recuse themselves from conversations, information and votes related to topics including, but not limited to labor relations activities or negotiations, and personnel matters related to any paid staff member of the Cooperative.
 1. Labor relations activities shall include, but are not limited to: topics pertaining to negotiations with any Union representing its employees; the administration of any collective bargaining unit agreement; the handling of grievances or claims of unfair labor practices; and any potential organizational and operational changes that may impact the co-op’s relationship or agreements with any bargaining unit.

2. Personnel matters include, but are not limited to: compensation for any staff members including the GM; performance evaluations; actual or contemplated disciplinary issues; or other issues relating to the hiring, firing, or managing the performance of employees.
 - ii. Any Board Member who is also a paid employee may not simultaneously serve in an elected or leadership role in the Union.
 - iii. Any Board Member who is also a paid employee will resign from the Board if and when their employment ends.
3. Board Members may not attempt to exercise individual authority over the organization.
 - a. When interacting with the General Manager or employees, Board Members must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, Board Members must recognize the same limitation and the inability of any Board Member to speak for the Board except to repeat explicitly stated Board decisions.
4. Board Members will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board services.
5. Board Members will prepare for and attend all Board meetings and trainings.
6. Board Members will support the legitimacy and authority of the Board's decision on any matter, irrespective of the Board Member's personal position on the issue.
7. Any Board Member who does not follow the code of conduct policy can be removed from the Board by a 2/3-majority vote of the remaining Board.

Policy Type: Governance Process
Policy Title: D5 – Committee Principles
Adopted: (before 12/2003)
Last Adopted: 09/24/2012

1. Committees will reinforce and support the wholeness of the Board.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written charters.
 - a. The Board will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the General Manager.

Policy Type: Governance Process
Policy Title: D6 – Board Meetings
Adopted: 6/23/2014
Last Adopted: 11/16/2020 (formatting update 7/25/2022)

Board meetings are for the task of getting the Board’s job done.

1. The Board will use Board meeting time only for work that is the whole Board’s responsibility. It will avoid committee issues, operational matters and personal concerns.
2. Meetings will be open to the Membership, except when executive session is officially called.
 - a. The Board may use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
 - b. Non-Members are welcome to meetings only by Board invitation.
3. The meeting agenda will be determined by the Board President, and may be modified at the meeting by a majority vote of the Board.
4. Diverse viewpoints are allowed to be presented at Board meetings and all Board Members are free to present their views to the Board.
5. As a thoughtful and deliberative body, the Board will seek consensus through discussion. The Board will then finalize and document decisions using the 2/3rd majority vote.

Policy Type: Governance Process
Policy Title: D7 – Trusteeship and Relationship to Members
Adopted: (before 12/2003)
Last Adopted: 11/23/2015

1. The Board obtains its authority from and represents the Members. The relationship with Members is the Board's primary relationship and the Board is responsible for linkage with Members.
2. The Board has fiduciary and legal responsibility to the Members.
3. The Board shall always act in the best interest of the Cooperative.
4. The Board shall use the annual Member Meeting to report on the Cooperative's primary activities, decisions, and any other pertinent issues that affect the Cooperative.

Policy Type: Governance Process
Policy Title: D8 – Cost of Governance
Adopted: (before 12/2003)
Last Adopted: 07/27/2015

The Board will invest in its governance capacity.

1. The Board will make sure that Board skills, methods and supports are sufficient to allow it to govern with excellence.
2. The Board will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. The Board will use training and retraining liberally to orient new Board Members and candidates for the Board, as well as to maintain and increase existing Board Members' skills and understanding.
 - b. The Board will arrange outside monitoring assistance as necessary so that it can exercise confident control over organizational performance.
 - c. The Board will use outreach mechanisms as needed to ensure its ability to listen to owner viewpoints and values.
 - d. The Board will use professional and administrative support.
3. The Board will develop its annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will the Board complete this work later than May.

Policy Type: Governance Process
Policy Title: D9 – Board Terms of Office
Adopted: (before 12/2003)
Last Adopted: 12/14/2020

To clarify and to be consistent with the Bylaws of the Cooperative, the following shall apply:

1. Each Board Member's position shall be recognized as a seat on the Board and each seat shall be designated for a three-year term. Each October, one third of the Board's seats shall be up for election by the Membership.
2. If a vacancy on the Board occurs within any seat's three-year term, the Board may: leave the seat vacant until the seat's term expires or fill the seat by appointment from the Membership.
 - a. If the Board fills the seat by appointment, the new Board Member shall serve until the end of the calendar year following the next election.
3. No Board Member may serve for more than nine (9) consecutive years.
4. Any paid employee of the Cooperative who is either directly supervised by the General Manager or serves on the Senior Management Team may not simultaneously run for a Board position or serve on the Board in any capacity.
5. A seat's term on the Board begins on January 1 and ends on December 31.
6. One Board officer will certify the elections process and results.
 - a. Board officers who are on the ballot shall not participate in ballot certification. If necessary, Board Members who are not officers shall be designated to participate in the certification of ballots.
7. In the case of a disputed ballot or results, or of a tie, the Board as a body shall be the final authority in determining a resolution.
8. Outgoing Board Members retain all fiduciary duties and responsibilities as Members of the Board until all balloting disputes have been resolved.

Policy Type: Governance Process
Policy Title: D10 – Community Service Award
Adopted: 09/20/2004
Last Adopted: 05/23/2022

The Board will annually consider presenting the Community Service Award, presented in honor of Don Schramm.

1. Individuals who show outstanding commitment to Cooperative Principles, visionary leadership or service to the community may be selected for the award.
2. Solicitation of nominations is delegated to the General Manager.

Policy Type: Governance Process
Policy Title: D11 – Board Perpetuation
Adopted: 08/22/2005
Last Adopted: 9/23/2021

1. The Board will ensure perpetuation of a governing body that provides effective leadership over time and irrespective of individual Board Members. The Board accomplishes self-perpetuation through recruitment, election and development of skilled, committed and motivated Members.
2. The Board will identify and recruit qualified, skilled candidates for future Board positions.
3. The Board will seek candidates who are:
 - a. Dedicated to the Cooperative
 - b. Reliable and committed to participating in all of the Board’s work
 - c. Willing and able to participate fully in Board discussions
 - d. Committed to diversity, equity and inclusion within the Board and the Cooperative as a whole
 - e. Willing and able to operate as a member of a team, and to participate in group decision-making in a thoughtful, respectful and deliberative manner
 - f. Able to understand and use data as part of due diligence in decision-making
 - g. Willing to abide by our Code of Conduct, and who are not limited by any overarching conflict of interest
 - h. Honest, kind, empathetic, straightforward, and who assume positive intent in others
4. The Board will present a group of such candidates to the Members and provide opportunities for Members to learn about the candidates.
5. The Board will provide an excellent orientation to prospective Board Members before elections, and to newly elected Board Members before their first Board meeting. For the Board, this orientation will lead to: a stable and sustainable Board, seamless transitions, increased productivity, and ensuring a good fit between the Board culture and the new Board Member. For the new/prospective Board Member, the orientations will lead to: clarity about whether they really want to serve on this Board, an understanding of expectations, and readiness to contribute at their first meeting.