

**CONFIDENTIAL**

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Updated: April 2019



## **Board of Directors Candidate Application Packet**

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The Merc Co+op will be a thriving consumer-owned food cooperative in our region that is on the forefront of:

- Providing access to healthy, local, organic food and products;
- Transforming and nourishing the health of our community;
- Creating a robust, sustainable local food economy; and
- Building a community based on hospitality, generosity and care for the environment.

Dear Co-op Owner and potential Board of Directors candidate,

We are pleased that you are interested in running for The Merc Co+op's Board of Directors. In this packet, you will find helpful information to guide you through the election process. Please note, board candidate applications are due August 16, 2019; elections will be held September 9–October 20. During our Annual Co-op Meeting on November 1, 2019, we will announce the election results.

Three of the nine board positions are open for this year's election. All of these open positions are for full three-year terms.

We require that candidates come to a board meeting held in The Merc Co+op's Community Classroom so that you can see how our board operates. The 2019 dates are June 3, July 1, and August 5 at 6:00 pm. There will be time set aside during the July meeting for candidate questions. If you need accommodations related to transportation, childcare or another reason to attend the board meeting, please contact us at: [board@themerccoop](mailto:board@themerccoop)

Sincerely,

Judy Dutton, Chair, Election Committee

The Merc Co+op's 2019 Board of Directors:

Anthony Lang, President  
 Kelly Barth, Vice President  
 Barbara Clark, Secretary  
 Mark Sprague, Treasurer  
 Deborah Altus  
 Dustin Brown

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## BACKGROUND AND INSTRUCTIONS

Thank you for your interest in becoming a director! Serving on the board is a rewarding experience as it offers directors an opportunity to participate in their consumer-owned food co-op in a more meaningful way. It is also a great way to learn more about the co-op's community impact while playing a key leadership role in ensuring that we thrive for many years to come.

We recommend following these two steps to better acquaint you with the board's work and to understand the application process that will be conducted.

### **STEP 1: Learn more about the board and its system of governing.**

This packet is designed to provide you with basic information regarding the board's work and system of governance. If you would like additional information related to the board's work, you are encouraged to contact our board members at [Board@TheMerc.Coop](mailto:Board@TheMerc.Coop). Learning more about the board will help you decide what level of commitment is necessary and whether this will be a productive and rewarding experience for you.

#### Materials available for Step One

Background information on the co-op and the Board are available on our website:

- Board meeting minutes
- Current board members

### **STEP 2: Complete and submit the enclosed Application Form.**

We need to know more about you and your skills, and how your skills would enhance your ability to be an effective director. The deadline for submitting an application is August 16th, 2019. The board will review your application and be available to answer questions by contacting Judy Dutton, [Board@TheMerc.Coop](mailto:Board@TheMerc.Coop).

#### Materials available for Step Two

- Application Form (see page 6)
- Conflict of Interest Form (must be completed by all applicants)

## BOARD STRUCTURE AND RESPONSIBILITIES

The Merc Co+op is governed by a Board of Directors that is elected by member-owners of the co-op. The board is directly accountable to the ownership for the activities and accomplishments of the cooperative. Specifically, it is responsible for:

- Interacting with owners to understand their needs, values and visions for The Merc Co+op.
- Developing, monitoring and revising a body of policies that guide the General Manager and board to achieve outcomes that are consistent with our owners' values and vision.
- Ensuring, through consistent monitoring mechanisms, that management achieves the goals set by the board and that the board operates according to its established processes.

The board fulfills its responsibilities through a system of governance called Policy Governance as originally developed by John Carver. Learn more about Policy Governance at [www.carvergovernance.com](http://www.carvergovernance.com).

## ELIGIBILITY AND EXPECTATIONS

Eligibility, expectations and qualifications of board membership include:

- Being an owner in good standing and being at least 18 years of age.
- Stating all potential conflicts of interest on application and not having an overriding conflict of interest.
- A commitment to the board for the length of your term.
- Familiarity with and adherence to The Merc Co+op's Bylaws, Policy Governance and Code of Conduct.
- Preparation for and active participation in monthly board meetings.
- Attendance at board training sessions and the Annual Co-op Meeting.
- Ability to understand financial statements with training.
- Access to the Internet and availability to respond to frequent board work-related online communications.
- A willingness to take responsibility for board duties and to work together with understanding, mutual support and respect.
- An ability to keep information and materials confidential.
- Integrity, flexibility and common sense.
- Elected board members who wish to serve as board officers must undergo a background check.
- Co-op staff members are not eligible to serve on the board.

## DIRECTOR QUALIFICATIONS AND REQUIRED COMMITMENT

The Merc Co+op is seeking board candidates who are:

- Interested in learning about and supporting cooperative values and principles.
- Willing to participate actively in discussions.
- Good at working in a team environment that prefers to make decisions by consensus.
- Willing to delegate areas of decision making to others and hold them accountable for results.
- Willing to set aside any personal agendas to honor the diversity of owner perspectives.
- Willing to take on a “servant-leader” role and serve The Merc Co+op through active engagement.

Without question, governing an organization effectively is a serious commitment. Board members are expected to prepare for and actively participate in board meetings and stay engaged between board meetings, owner events and occasional training sessions. The board is a team, sharing responsibilities in a way to make its work a manageable part of members-owners' lives. The term of a director lasts for three years.

### Serving on The Merc Co+op's Board of Directors: What to Expect

- Meetings are normally held on the first Monday of each month at one of the Merc Co+op locations. Dinner is provided before the meeting, which starts at 6 p.m. and ends between 8:30 and 9 p.m.
- Directors need to check their email at least twice a week and respond to board electronic communications. This should be done daily the few days leading up to a meeting.
- New directors attend a one-day orientation that may require out-of-state travel and at least one overnight stay.
- All directors attend an annual board retreat that is typically one whole day.
- Attendance at owner events is expected.

Below is an example of the time you can expect to spend in a given month:

- Meeting preparation – about 2 hours
- Monthly board meeting – 2.5 to 3 hours
- Committee work – 0 to 1 hour
- Misc. (writing for Owner Co+nnnection blogs/newsletters, email communication, professional development, tabling at owner events, retreat preparation) – 1.5 to 6 hours monthly

**= Total hours of work: 6–12 hours monthly**

## BOARD ELECTION TIMELINE

The co-op conducts elections using electronic and written voting. If possible, we need your completed application in advance of the deadline to allow time to prepare the electronic materials.

- **Saturday, April 20** – Applications available online and at customer service. Board members available during Owner Appreciation Days or via email for questions regarding board roles and responsibilities.
- **Monday, June 3, July 1, or August 5**– Candidates required to attend ONE board meeting at 6 p.m.
- **Friday, August 16**– Application deadline. Application packets must be completed and received by this date. They are to be sent to Judy Dutton, Board@TheMerc.Coop, to be published.
- **Monday, September 2** – Date of Record. (Owners as of this date can vote in the election and attend the Annual Owner Meeting.)
- **Monday, September 9 - Sunday, October 20** – Elections. Ballots accepted in-store and online.
- **Friday, November 1** – Annual Co-op Meeting with announcement of successful candidates.



## Candidate Application & Checklist

### APPLICANT INFORMATION

NAME		OWNER NUMBER	
ADDRESS	CITY	STATE	ZIP
PHONE	EMAIL		

### APPLICATION CHECKLIST

- Candidate Statement.** In a typed document, please respond to the following questions in the form of a brief (750 words or less) candidate statement that will be shared with owners via the website. It is important that you follow this format in writing your statement:
  1. Relevant work experience, e.g. employment, volunteer work, etc.
  2. Previous experience with other groups.
  3. What would you bring to The Merc Co+op's Board of Directors?
  4. Why would you like to serve on The Merc Co+op's Board of Directors?
- Candidate Commitment.** Can you make a three-year commitment to the responsibilities outlined in the candidate's packet?
  - Yes       No
- Image.** Please include a current photograph of yourself. A digitally submitted head shot is preferred. Please avoid "selfies."
  - Image included.
  - Image not included. I will contact Valerie Taylor at [marketingmanager@TheMerc.Coop](mailto:marketingmanager@TheMerc.Coop) for assistance.
- Signed Documents.** Please complete the attached Conflict of Interest Statement and Disclosure Form as part of your application.
- Submission Deadline: August 16, 2019** Return this completed application and required documents by email to:

Judy Dutton, Chair, Election Committee  
 Board@TheMerc.Coop

Thank you for your interest in serving The Merc Co+op!



## Candidate Conflict of Interest Statement and Disclosure Form

I have read Policy B5, Directors Code of Conduct (see page 8). To the best of my knowledge and belief, except as disclosed below, I am not engaged in any transaction or activity which may represent a competing or conflicting interest with that of The Merc Co+op. I understand and agree that any conflict of interest will be immediately disclosed to the board.

I also understand and agree that I will not participate in final deliberation or vote on any matter before the board in which I have, or may be perceived to have, a direct or indirect conflict of interest.

I affirm that the following are all of my business, financial and organizational interests which could be construed to be related to the mission, vision, values or operations of The Merc Co+op.

BUSINESS INTERESTS

FINANCIAL INTERESTS

ORGANIZATIONAL INTERESTS, AFFILIATIONS AND/OR POSITIONS HELD

**X**

APPLICANT SIGNATURE

APPLICANT PRINTED NAME

DATE

**POLICY B5: DIRECTORS CODE OF CONDUCT**

The board commits itself and its directors to ethical and responsible conduct.

1. Directors have the following responsibilities:
  - a. Base decisions on the interest of the owners as a whole and the cooperative's policies and by-laws.
  - b. Avoid conflicts of interest. If a conflict of interest occurs, the board member should not participate in or be present for related decisions or votes.
  - c. Perform board duties with integrity and prudence.
  - d. Prepare for and attend all board meetings; notify the board present when an absence is unavoidable.
  - e. Promote deliberations that are civil, fair, open, and thorough, but also timely, orderly, and to the point.
2. Directors may not exercise individual authority over the cooperative:
  - a. Other than restating board decisions and policies, directors may not speak for the board to owners, the general public, the press or others.
  - b. Directors will not voice negative judgements of the General Manager, staff or the board.
  - c. Directors will refer owners and the general public, who have comments or concerns with the operational issues, to the General Manager.
3. Directors will maintain confidentiality appropriate to sensitive issues such as financial, personnel and others as defined by the board.