



Board Candidacy Packet

THANK YOU for your interest in becoming a member of the Board of Directors! If you choose to seek a position on the Board and are elected to serve, you will garner both personal and professional rewards via leadership of a unique, progressive cooperative that uses an innovative governing system. PFC aspires to have a diverse group of directors to best represent our ownership and the larger community.

APPLYING FOR A BOARD NOMINATION INVOLVES TWO STEPS

STEP 1: Learn more about the co-op, the Board, its system of governing, and the qualities and commitment necessary to be an effective Board member. This packet is designed to provide you with basic information. You are also strongly encouraged to attend a Board meeting. **Our next meeting is Monday, June 3rd from 5:30 - 7:30pm.** Learning more will help you decide whether you are both willing and able to serve the co-op in this way, and whether this will be a productive experience for you. In order to learn more about the co-op, you will find the following information in this application packet:

- Background information on the co-op and the Board;
- List of current Board members;
- Candidate application

STEP 2: Complete and submit the enclosed Application for Nomination form by returning to the store, Attn: Chris Dilley, or emailing gm@pfckalamazoo.coop. Our goal is for the co-op owner voters to know more about you and how your skills would enhance your ability to be an effective Board member. This nomination process helps both candidates and the Board by ensuring that candidates understand the Board's work before committing to serve. To apply for nomination from the Board of Directors you must:

- Agree to abide by the Board Member's Code of Conduct (attached), if elected to serve on the Board;
- Submit your candidate application, including a picture of yourself by June 15, 2019.
- Attend the co-op's annual meeting on July 14th.

BOARD STRUCTURE AND RESPONSIBILITIES

The co-op is governed by a nine-person Board of Directors elected by the co-op owners. The Board is directly accountable to the owners for the activities and accomplishments of the cooperative. Specifically, it is responsible for:

- Interacting with the co-op owners to understand their values and visions for the store;
- Developing, monitoring, and revising a body of policies that guide the General Manager and the Board to achieve outcomes that are consistent with the co-op 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 own established processes. The Board fulfills its responsibilities through a system of governance called Policy Governance.

(See the link below to learn more about Policy Governance.)

https://docs.google.com/document/d/1qcOY-WJ-pa8QiqsCR4Rm0Rp9tS6l-0A1F07_RY1n4xQ/edit?usp=sharing

Additional readings on Policy Governance, a system to run boards of companies or non-profit organizations created by John Carver. From the shortest to the longest:

- <http://www.carvergovernance.com/model.htm>
- <http://archive.uua.org/ga/ga00/217.html>
- <http://www.carvergovernance.com/pg-np.htm>

ELIGIBILITY:

Each year three positions on the Board of Directors are open for election by the co-op owners. Any co-op owner in good standing can apply to be nominated by the Board.

PROSPECTIVE CANDIDATE PREPARATION:

Aside from reading the material in this Application Packet, prospective candidates are asked to attend the Board meeting on Monday, June 3 from 5:30 - 7:30pm and/or speak with Board members personally.

Current Board Members

President: **Hether Jonna Frayer** - hether@freshfoodisfun.com

Vice President: **Torrie Condet** - TLHCondet@gmail.com

Secretary: **Max Hospadaruk** - mhospada@gmail.com

Abra Steppes - abrastepes@gmail.com

Ben Brown - humanhumus@hotmail.com

Bob Haffner

Casey Crooks - caseylcrooks@gmail.com

Ragan Savara

BOARD MEMBER COMMITMENT

The co-op is seeking Board candidates who:

- Support the Co-op by being an active Owner
- Are loyal to the cooperative, its owners, and its mission
- Actively recruit new Co-op Owners and encourage their participation in PFC
- Are accessible to communicate with Ownership, Staff, and/or other Board Directors as needed
- Can contribute to its diversity, and have a dedicated interest in locally based, sustainable economic development.
- Read, understand, and support PFC policies and by-laws
- Hold in confidence any information so designated
- Disclose conflicts of interest immediately
- Are willing to operate in a group decision-making environment, to share power in group process, and to delegate areas of decision making to others
- Attend all regular and special Board meetings
- Attend all official meetings of the ownership that require board action or involvement
- Attend the annual board retreat and the annual board-staff team building event
- Prepare for each Board meeting by reading material distributed prior to the meeting and being ready for discussion
- Keep Board materials up to date either in written or electronic form and bring these materials to all official board meetings
- Participate assertively in discussion; share viewpoints; support the majority decision.
- Participate in board work appropriate to each director's expertise, needs, and available volunteer hours
- Fulfill commitments within agreed-upon deadlines
- Pledge to work in the PFC tradition of cooperative decision making
- Understand that board leadership is a serious commitment, averaging about 3-8 hours per month, with a term on the Board lasting three years

Policy Type: Board Process
Policy Title: C5 – Directors’ Code of Conduct
Last Revised: **May 6, 2019**

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes 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. Directors must demonstrate unconflicted 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 director 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 director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - b. At a new director’s first board meeting, he/she will complete the “Conflict of Interest Disclosure” form, and will verbally report to the whole board the potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately.
 - c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - d. A director who applies for employment must first resign from the Board.
 - e. Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends.
3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for attend, and participate fully in all Board meetings and trainings.



Board Candidate Application

PFC Natural Grocery & Deli | Farmers' Markets

Please initial and sign below to state that you've read and understand the Board Candidacy Packet.

____ I declare that I am a candidate for the Kalamazoo PFC Board of Directors.

____ I qualify to serve as a Director, in that I am an Owner in good standing.

____ I understand that I am committing to a three-year term.

____ I agree to abide by the Board Member Commitment.

____ I agree to abide by the Directors' Code of Conduct.

____ I have included/attached a Statement of Candidacy (300 words or less) including a clear statement of what I feel I would bring to the Board, and my vision for the future of PFC.

____ I have included a picture of myself, head and shoulders.

Signature _____ Date _____

Name (please print) _____

Address _____

Email _____

Phone _____

If you have any questions, contact Hether Frayer: 269.598.6857 | hether@freshfoodisfun.com

Once completed, please drop at the store, Attn: Chris Dilley, GM, or email to gm@pfckalamazoo.coop