

**Food Conspiracy Cooperative, Inc.**  
**Board Candidate Application Packet**

Terms Beginning March 2018

Dear Prospective Board Candidate,

Thank you for your interest in serving on the Food Conspiracy Co-op Board of Directors. Please read over the enclosed information carefully before filling out the application.

Each seat serves a three year term, unless there are vacated seats with partial terms remaining.

The Owners of Food Conspiracy elect Board members during an election season in the early spring of each year around the time of our Annual General Meeting of owners in March. As put forth in Article IV, Section 2. of the Bylaws, to be qualified as a director, a person must be over the age of 18, be a primary or secondary Owner of the Co-op for 6 months prior to the election, and have no conflict of interest with the Co-op.

The Food Conspiracy Board will officially endorse up to nine candidates. Board endorsements are limited to two candidates per vacancy plus one. For example, if there are three vacancies, the Board may endorse up to seven candidates; if there are four or more vacancies, the Board may endorse up to nine candidates. The endorsement process is organized in an effort to ensure that candidates have an opportunity to understand the Board's work before committing to serve. To receive an endorsement from the Board of Directors you must meet the below minimum requirements:

1. Attend at least two regular meetings of the Board of Directors in the previous year before elections. Board meetings are held on the fourth Wednesday of every month from 6:30pm-8:30pm. There is no meeting in the month of July.
2. Attend an Orientation for Prospective Board Candidates sessions scheduled throughout the year, if available.
3. Agree to abide by the Director's Code of Ethics and Code of Conduct as presented below, if elected to serve on the Board.
4. Submit your candidate application, two references, and a picture of yourself, to the Elections Committee before 5 p.m. on January 31, 2018, in electronic format.

Each candidate may be interviewed by an interview committee (to include 2 Board Members and 2 non Board Members). Interviews may be held prior to the nomination and election process, as necessary. Subsequent to any interviews, the Board Perpetuation committee will make recommendations to the Board about which candidates should be endorsed.

Member owners may also nominate themselves or other Members for a seat on the Board

by submitting a petition signed by 100 Owners or one percent of the total number of Owners in good standing, whichever is greater (Bylaws, Article IV.3). Petitions must be submitted by January 31st, 2018, to be eligible.

While nomination by petition is acceptable, the Elections committee strongly encourages interested Owners to simply participate in our organization and satisfy the endorsement requirements.

Candidates will have opportunities to present themselves to their fellow Member Owners at various “meet the candidates” events in the months prior to the election, and through individual Candidate Statements published, optionally but ideally, in the Co-op Newsletter.

Please review our core principles and values which we hold in solidarity with the International Co-Operative Alliance .

<https://ica.coop/en/whats-co-op/co-operative-identity-values-principles>

## **Frequently Asked Questions**

*What is the Board of Directors and what does it do?*

The Board of Directors is the governing body for the Owners of Food Conspiracy. It is composed of nine people, all Owners of Food Conspiracy, elected by Owners. Terms for Directors may range from one to three years as needed to ensure no more than three terms are scheduled to expire every year.

The Board is responsible for ensuring organizational performance on behalf of all of Food Conspiracy’s Owners. This work includes developing clearly stated expectations through written policies; delegating responsibility for, and authority over, the achievement of stated objectives; and monitoring compliance with written policies.

In its ideal incarnation the Board of Directors is a strategic and visionary body with a view toward the future of our cooperative. By devoting time to focus on the big-picture vision of Food Conspiracy, the Board hopes to ensure that we adequately position our organization to most completely realize our mission and create the maximum benefit to our Member-Owners.

Additionally, and crucially to the realization of the Cooperative’s mission, the Board is involved in strategic planning, financial oversight, owner empowerment and engagement, as well as in community outreach.

*What are the requirements for running?*

Directors must be Members of Food Conspiracy in good standing for at least 6 months prior to the election, without a substantial conflict of interest resulting from an affiliation

with any enterprise that is in competition with the Co-op (Bylaws, Article IV.7). Once elected, Directors must sign a Statement of Agreement and publicly disclose any potential conflicts of interest.

Candidates may not receive an endorsement from the Board unless they attend at least two meetings by the end of any election cycle.

Understanding of Policy Governance, prior board experience, and familiarity with reading financial statements are all helpful, but not prerequisites for Directorship. More important personal qualifications are: willingness to work closely and cooperatively with current directors; commitment to providing the time and energy necessary to accomplish the Board's objectives as detailed in the Board Work Plan; an ability to fulfill the required term; and good organizational skills.

*Where can I read the Bylaws?*

<http://www.foodconspiracy.coop/about-us/co-op-bylaws/>

*How much time would I need to put into serving?*

Approximately 12-18 hours/month. The Board holds one regular meeting for two hours each month, at which attendance is expected.

Beyond the regular meeting, the time commitment for a Director typically averages out to a minimum of two to four hours per week, including preparation for regular monthly meetings, email correspondence, committee work and executive responsibilities. By the nature of the representation it is important for Board Members to interact with Co-Op Members regularly. Elected Directors will be expected to attend special Co-op events such as First Fridays, other sales, and other community events hosted by the Co-op throughout the year.

These are great opportunities for Directors to be accessible and visible to owners, as well as support the staff of the Co-op in their endeavors. In addition, the Board conducts a mandatory orientation for new directors soon after the elections, providing basic training plus giving Directors a chance to relax and get to know each other better.

*What compensation is there for serving?*

In recognition of service spent for the benefit of our community, each Director receives a 15% store discount as well as a \$50 monthly stipend. The Board President receives a \$75 monthly stipend. The stipend is distributed by Co-op gift-card or check, according to each Director's wishes.

*Can anyone attend Board Meetings?*

Owners are always welcome to attend the meetings of the Board of Directors on the *fourth Wednesday of each month at 6:30 PM, preceded by dinner provided by the Board at 6pm.* You can see how the Board functions and meet the current Directors while

gaining current perspectives on any issues under development for our Cooperative. Board meeting minutes are posted on Food Conspiracy's website.

## **Policy Governance**

The Food Conspiracy Board currently applies a Policy Governance model, which was originally developed to allow Boards to maintain organizational performance while focusing on providing visionary leadership around our mission. This methodology was developed by John Carver as a means to structure Board process to allow for accountability and to empower any Board to lead from a high level. Carver's website: <http://www.carvergovernance.com/>

With the recognition that delegation is a significant component of our accountability, the Board maintains written documentation of expectations for ourselves, the organization, and our General Manager -- our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

We have four formal categorizations of policy which represent our expectations for achievement and realization of our organizational objectives:

### *Ends*

Ends policies broadly state the desired organizational outcomes. They describe the ongoing priorities of what should be achieved and for whom. The General Manager is responsible for reporting on compliance with these policies once a year.

### *Board Process*

The Board process policies describe how the Board is organized and its process and products. The Board evaluates its compliance with these policies throughout the year.

### *Governance-Management Connection*

These Board-GM policies describe how the Board delegates to our sole employee, the General Manager. The Board evaluates its compliance with these policies throughout the year.

### *Executive Limitations*

Our Executive Limitations policies delineate job expectations and acceptable constraints within which the general manager may act. The General Manager develops a written report for the Board on each of these policies on a regular basis throughout the year. The Board evaluates whether the presented interpretation was reasonable, and makes conclusions about whether the GM is in compliance.

You can read all of our policies online at:

<http://foodconspiracy.coop/membership/board-of-directors/board-policy-governance>

## **Board Candidate Application**

Any Food Conspiracy Owner who has been fully vested for more than 6 months is able to run for a seat on the Board of Directors. In order to run with the distinction of being endorsed by the Board, you need to fill out this application form.

This application gives voters information about your background and expertise, what you can offer to the Food Conspiracy Co-op, and what interests you about serving on the Board. An Elections Committee member may call you for further information, but generally, these answers will be your way of communicating to other Co-op Owners why you should be a Board member.

***All materials MUST be submitted electronically to [board@foodconspiracy.coop](mailto:board@foodconspiracy.coop) and be received by 5 p.m. on January 31, 2018. Incomplete materials will disqualify you from the endorsement process.***

### **A complete application will include:**

1. Relevant portions of this packet, fully completed. The Elections Committee will ask you to revise and shorten any responses over the stated word limit.
2. Two references (personal or professional - not related to you), including phone number, street address, and email address.
3. A digital photograph of yourself, ideally 150 dpi or better, in png, or other regular format.
4. Affirmation by initial for each Responsibility and Expectation below.
5. A signed Statement of Agreement, and completed Conflict of Interest disclosure.

### **Two clauses in the Bylaws state explicitly what kinds of conflicts of interest need to be disclosed:**

*Article IV, Section 2., Number and Qualifications:*

*The Board shall consist of nine individuals. To be qualified as a director, a person shall be of the age of eighteen or more years, shall have been a primary or designated secondary owner for six months prior to the commencement of the election of directors, and shall not have any overriding conflict of interest with the Co-op. Two members of the same household shall not be eligible to simultaneously serve as directors. No employee shall be eligible to serve as a director.*

*Article IV, Section 7., Conflicts of Interest:*

*Directors are under affirmative obligation to disclose their actual, potential conflicts of interest in any matter under consideration by the Board, and such interest shall be made a matter of record in the minutes of the meeting. Directors having such an interest shall be permitted to make a statement with regard to the matter and shall then be required to leave the meeting room. A transaction in which a director has an interest shall be prohibited unless the transaction is fair to the Co-op and is approved by no less than a two-thirds majority of all disinterested directors.*

Your application statement may be included in the Election Issue of our newsletter, on the Food Conspiracy website, or in various other communications publicizing your candidacy and encouraging Owners to vote.

Name:

Address:

How many years have you lived in Tucson?  
Your Member Owner number:

Phone #:

E-mail:

Employer:  
Position/Title:

### **Responsibilities of Board Members**

Please read carefully and thoughtfully; initial each item to indicate that you are willing to take on these responsibilities. In general, members of a Co-op Board of Directors have the same duties as the Directors of any business. Please be aware that all Directors must to balance individual interests, business interests, and member interests when making decisions. To do this, Directors must be able to:

\_\_\_\_\_ Uphold fiduciary duty on behalf of Food Conspiracy's Owners (note: Directors are covered by management liability insurance by the Co-op).

\_\_\_\_\_ Exercise due diligence in monitoring Food Conspiracy's financial health.

\_\_\_\_\_ Abide by the Statement of Agreement, which includes our Code of Ethics, Code of Conduct, and Conflict of Interest policy.

\_\_\_\_\_ Maintain confidentiality of the Cooperatives information and interests at all times.

Faithfully honor all legal obligations that come with Directorship, which include the following duties:

\_\_\_\_\_ Duty of care (make informed decisions in good faith; act as a prudent person; use a good process for decision making; be honest; ensure adequate record keeping).

\_\_\_\_\_ Duty of loyalty (always act in the best interest of the cooperative; disclose and avoid conflicts of interest; engage in no self dealing; maintain confidentiality).

\_\_\_\_\_ Duty of Attention/Diligence (attend meetings; participate in discussions; be prepared; review materials; ask questions; know and adhere to state laws and Co-op bylaws; support decisions and policies; honor contracts; ensure payment of all Board tax obligations).

### **Expectations of Board Members**

Please read carefully and thoughtfully; initial each item to indicate that you are willing to meet the expectation.

\_\_\_\_\_ Shop regularly at the Co-op.

\_\_\_\_\_ Be prepared for meetings, including reading--carefully and thoughtfully--the agenda packet in advance of every Board meeting.

\_\_\_\_\_ Participate fully in Board meetings. Attend all monthly meetings, as well as any meetings of committees you may serve on. Special projects may require more time commitment.

\_\_\_\_\_ Actively participate in Board discussion via Board website, e-mail or phone between meetings as necessary.

\_\_\_\_\_ Attend the mandatory post-election Board Orientation.

\_\_\_\_\_ Attend some Owner Gatherings, Owner Appreciation Days, and other special events.

\_\_\_\_\_ Actively participate in the annual election by spending time in the store or other get-out-the-vote activities to remind Member-Owners to vote.

### **Application Questions**

Please provide us with a personal statement (150 word limit) discussing your personal story and what connects you to Food Conspiracy and Tucson.

Also, please answer the following four questions. Please keep your responses to each question to 50 words or less. The Elections Committee will ask you to truncate any responses over their word limit.

- What motivates you to run for the board?
  
  
  
  
  
  
  
  
  
  
- What strengths, skills, or expertise would you bring to the board?

- If you can find healthy, organic food at another grocery store, why choose Food Conspiracy?
  
- Which of the 10 cooperative values resonate with you the most (see page 3) and why?

Please provide the names, phone numbers and email addresses of two References.

## **Statement of Agreement**

### *I. Code of Ethics*

The Board of Directors of the Food Conspiracy Food Cooperative adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the Board of the individual Directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between Directors and among Directors, management, and employees.

To that end, we the Directors of the Food Conspiracy Food Co-op agree that:

1. The Board's authority is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the Board and work with management to set the future direction of the Co-op. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
2. Each Director's authority is equal only to the rights and authority of any individual owner of the cooperative except when the Board is in formal meeting. No individual Director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the Board, and no individual Director has any particular rights to information not made available to all Directors.

3. The authority of the manager, as approved by the Board in the General Manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the Board.
4. While Directors may disagree with a policy approved by or action taken by the majority of the Board, they will support that policy or action as being the considered judgment of the Board. An individual Director shall have the right to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its actions appropriately.
5. All Directors will maintain confidentiality as needed to protect the Co-op's interests and financial viability. This means that all Directors shall not discuss disputed or confidential corporate actions, policies, or issues with the Co-op's Owners, employees or the general public unless all Directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the Co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
6. Directors serve as representatives of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the Co-op, its Owners, and its staff. We respect the rights of others - Directors, staff and Owners - to communicate their ideas free from interruption and without intimidation.

## *II. Code of Conduct*

As a Co-op Director, I pledge to do my best for the Food Conspiracy Cooperative and will:

1. Devote the time needed to fulfill the responsibilities of the position;
2. Attend and actively participate in the Board's training sessions and annual planning retreat to enhance Board understanding and cohesiveness;
3. Consider the business of the Co-op and its Owners to be confidential in nature;
4. Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
5. Be honest, helpful, diligent, and respectful in my dealings with the Co-op, with other Directors, and with the Co-op's management, staff and Owners;
6. Work for continued and increased effectiveness in the Co-op's ability to serve its Owners;
7. Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion;
8. Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the Co-op to employees, Owners, shoppers, and the general public;
9. Refrain from asking for special privileges as a Board member and from interfering with management's authority;

10. Work to ensure that the Co-op is controlled in a democratic fashion by its Owners and that all elections are open, fair, and encourage the participation of all Owners;
11. Strive at all times to keep Owners informed of the Co-op's status and plans, and of the Board's work, as appropriate;
12. Continually seek to learn more about the Co-op and its operations and about my responsibilities as a Board member by pursuing educational opportunities.

*III. Conflict of Interest*

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Food Conspiracy Co-op or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Food Conspiracy Co-op, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Conflict Disclosure:  
(Continue on other side, as needed)

As a Co-op Director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of a majority of Board Directors, I violate the letter or spirit of this agreement I shall then resign from the Board immediately.

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Printed Name of Co-op Director Candidate

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Signature of Co-op Director Candidate

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Date