



What to Know About Willimantic Co-op Board Service

Structure of the Board

- Nine Directors; from 5 to 11 permitted by bylaws.
 - Seven to eight “consumer” directors: elected by members from the membership; must be members in good standing. Serve **3-year terms** with a staggered election cycle.
 - One management employee: selected by the General Manager.
 - One non-management employee: elected by non-management staff. Two-year term.
- Officers: Chair, Vice-chair, Treasurer and Secretary, chosen annually by the Board itself from among the directors.
- Board supervises and evaluates: the General Manager *only*; no other employees.

Serving on the Board: What to Expect

All directors routinely spend from 8-12 hours per month on Co-op work:

- Monthly 2-hour meeting;
- Committee participation: 1- 3 hours/month, depending on committee and time of year;
- Review of meeting materials: 2-3 hours/month;
- Directors serving on more than one committee or as an officer will spend proportionally more time – typically 10-12 hours/month in total.

Directors are required to:

- Attend each monthly board meeting, normally on the 1st Thursday of the month from 7:00-9:00pm. We are rigorous about holding to the time limit (hence the next item). Occasionally an additional meeting is scheduled, e.g. to rehearse for the annual meeting or address an emerging situation.
- Come prepared to each meeting having read and considered advance materials, ready to focus on substantive discussion, evaluation and decisions. *Be prepared to ask questions, give feedback and make decisions.*
- Serve as an officer of the board or on *at least one* committee. Committees typically meet 1-2 times/month for 1-2 hours (depending on activity), and recommend actions to the board.
- Attend *Cooperative Board Leadership 101* (as a new director), a 3-1/2-hour weekend online orientation offered quarterly by our consulting support organization.
- Participate in the annual Board Working Retreat, typically in August or September from 8:30-3:30 on a weekend. (Occasionally there are additional retreats.)

The Board is committed to ongoing development of its skills and continued engagement with members. **In addition to monthly requirements, directors are expected to:**

- Attend and participate in delivery of content at the member Annual Meeting in the spring.

- Attend trainings or conferences several times/year. These may include orientation for new directors and virtual or in-person workshops such as Columinate Consulting board training, “Cooperative Café” collaborative opportunities, the CCMA conference, and Neighboring Food Co-op Alliance (NFCA) events, each from 1-1/2 hours to a full day (or even multiple days) in duration.
Expect to dedicate 2 to 4 days/year to these activities, particularly as a new director during the first year of service. The Co-op Board budget covers enrollment and travel costs for directors for approved training.
- Be available to talk with current and prospective members at the Co-op booth at the Downtown Country Fair in September for 2 hours; at the Co-op Birthday Party in February; and at other Co-op events and member engagement, education and feedback opportunities.

In acknowledgement of the commitment made by directors, the Co-op provides a **10% “working member” discount** under the same purchasing terms as apply to other working member roles.

Code of Conduct, Legal and Fiduciary Responsibilities

The Co-op maintains liability coverage for the Board of Directors.

Directors have a *duty of care*, a *duty of loyalty*, and a *fiduciary duty*. Directors must:

- Work for the benefit of the Co-op, not themselves or other persons or organizations;
- Disclose any personal affiliations or involvements that could be perceived as conflicting with the interests of the members and the Co-op, and recuse themselves from relevant discussions and decisions;
- Maintain confidentiality concerning personnel and strategic information;
- Act with reasonable prudence in making decisions and in managing or overseeing the assets of the organization.

The Co-op’s bylaws provide the legal foundation for the board’s responsibilities.

Bylaws are available on the Co-op’s website at: <https://www.willimanticfood.coop/about-the-co-op/our-board/>

Understanding the Board Role and Process

The bylaws of the Willimantic Food Co-op assign the board the duty and authority to ensure the Co-op achieves the purposes for which it was founded: to operate a retail food cooperative for the benefit of the members. Those bylaws also establish the *Cooperative Principles* as the core values guiding the organization.

Within that context, the Board of Directors has two primary responsibilities:

- Establishing policies to guide the General Manager (GM) in running the Co-op and holding the GM accountable for performance (compliance with those policies); and
- Engaging the members in a meaningful dialogue of values, making sure that members' values are represented properly in the policies that guide the organization.

The Board of Directors does *not* make decisions about or become involved with the day-to-day activities regarding the operation of the Co-op. The Board’s sole official connection to the operations of the cooperative is through oversight of the General Manager.

The WFC Board has adopted “Policy Governance” as its model for how to oversee the Co-op.

*The Policy Governance Model**

Policy Governance is an “operating system” for boards of directors. It provides a framework for board decisions and activities, highlighting the kinds of decisions a board should make.

These decisions include agreements about how the board will work together, how the board will empower and hold accountable the cooperative’s management, how the board will articulate the cooperative’s purpose and set up the cooperative for movement in that direction, and how the board understands the role of member-owners and others in the governance of the cooperative.

Some key principles underlie this model:

- Directors are trustees, governing on behalf of and answerable to the owners – the members. The Board is a link in the co-op chain of empowerment and accountability between the members and the management.
- The Board speaks with *one voice* – while individual directors are encouraged to have and express diverse viewpoints and opinions during the Board’s work, once the Board has made a decision all directors must accept and support that decision as well as honoring any delegation to others of the responsibility for implementation.

The most important Co-op values are written in policy. That policy is the way the board guides the General Manager in running the co-op and holds the GM accountable for overall organizational performance while delegating day-to-day decisions to the GM. This allows the board to focus on understanding the world in which the co-op operates and on shaping its long-term direction.

Policies are written at the broadest level, and are defined in further detail only to the point needed for clear delegation of responsibility and the ability to evaluate what constitutes a “reasonable interpretation”. Those responsible for carrying out the policies are empowered to decide on the specific interpretation and their subsequent actions.

The Board is then responsible for monitoring to determine compliance with the policies. This is accomplished on an annual schedule, with two to three policies typically being monitored each month. The board judges the GM’s interpretation and operational definition for reasonableness, and judges whether the data demonstrates accomplishment of that interpretation and operational definition. The board evaluates its own compliance with the stated board “means” policies.

Willimantic Food Co-op’s policies are grouped in four primary categories, with a fifth that applies under specific circumstances.

- “Ends” policies: tell the GM the desired outcomes, describing the end result of everything the organization does – the impact of the Co-op’s work. These policies should capture the members’ values and objectives for the Co-op. They define *what benefit* is to result, *for whom*, and at *what cost or relative priority*. The Ends policies do not specify how to reach the outcomes – that is up to the GM. The GM reports to the board on compliance.
- “Executive Limitations” policies: say that the GM must not do anything illegal, unethical and imprudent on the way to achieving the Ends. Rather than telling the GM how to do their job (which makes it harder to hold them accountable), the board sets limits, gets out of the way, and monitors. It is a lot simpler and provides more freedom for action to list the small number of things the GM *cannot* do than it is to list the many things they can or should do. The GM reports to the board on compliance.

- “Board – General Manager Relationship” (board “means”) policies: express how the board should delegate to and carry out its oversight of the GM. The board evaluates its own compliance.
- “Board Process” (board “means”) policies: describe how the board is organized and functions, and its obligations in acting as trustees on behalf of the members. The board evaluates its own compliance.
- “Expansion” policies: define what the GM should and should not do specifically when the Co-op is in the process of expanding co-op facilities. The GM reports on compliance.

WFC Global Ends Policy (March, 2019)

The Willimantic Food Cooperative strives to provide its members, shoppers and the greater community a retail food store which:

- Supports and increases sustainable agriculture, locally, regionally and globally, with a strong emphasis on local and regional agriculture and food processing.
- Works towards reducing our environmental impact. This includes showcasing our co-op as a model of sustainability in the retail food world, with aspirations for zero waste.
- Ensures inclusivity and represents our diverse community.
- Demonstrates the economic and social value of the cooperative model by maintaining financial sustainability and viability.

The complete Policy Register is available on the Co-op’s website at <https://www.willimanticfood.coop/about-the-co-op/our-board/>

*Policy Governance is a registered service mark of John Carver.

The Cooperative Principles

The principles and values developed by the International Cooperative Alliance (ICA) guide the goals of the Co-op and the work of the Board. Periodically the Board discusses these to deepen our understanding and reflect on alignment with our Ends. See <https://ica.coop/en/whats-co-op/co-operative-identity-values-principles> to learn more.

The Characteristics of Effective Directors: Self-reflection

Board directorship is just one of a variety of ways Willimantic Food Co-op members can contribute and participate in the Co-op’s direction. While directors are not expected to have specific prior training or experience in running a business or managing a grocery store, there are some characteristics that effective directors share in common.

As you consider whether or not to run for the Board of Directors, it can be helpful to reflect on how your interests, experience, and motivations align with the characteristics of effective directors. These questions are intended to give you an additional set of tools for determining if serving on the Board would be a good fit for you.

- Are you a passionate and enthusiastic owner-shopper at the Co-op?
- Are you committed to advancing the Willimantic Food Co-op’s success?
- Are you interested in learning about and supporting the cooperative values and principles?
- Do you have a working knowledge of, or commitment to learn, Policy Governance, the Co-op policies and Co-op bylaws?

- Do you have basic financial skills or a commitment to learn about the fundamentals of business finance?
- Do you like to think about big-picture planning and developing visions for the Co-op's future?
- Are you able to be constructive, fair, and open-minded in conversation?
- Are you willing to participate actively in discussions?
- Are you good at working in a team environment that makes decisions by consensus?
- Are you willing to delegate areas of decision-making to others and hold them accountable for results?
- Are you willing to set aside any personal agendas to honor the diversity of owner perspectives?
- Are you willing to take on a "servant-leader" role and serve the Co-op through your participation and active engagement?

If you decide that board service is for you, please plan to attend an information session, observe one or more Board meetings, and submit a candidate application.

Email nominations@willimanticfood.coop