

# BOARD CANDIDATE PACKET

## 2022 Election



## Join our Board of Directors!



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# Welcome

Thank you for your interest in becoming a member of our Board of Directors! We're thrilled that you are interested in joining us. This candidate packet provides some information about the board's role and the work we do, and contains all the materials you need to apply for the UVFC Board.

## There are three basic steps involved in running for our Board of Directors:

1. **Learn more** about the co-op, our board and the benefits of serving on the board by reading through this **packet** and speaking with someone from the **nominating committee**.
2. Complete and submit the enclosed **Board Candidate Application by July 15, 2022**. Please find submission instructions on the enclosed application.

Candidates are highly encouraged to attend at least **one Board meeting** prior to the election, if possible. Our meetings are generally held on the fourth Tuesday of each month (with some variation around the holidays) from 6 to 8 pm. You are invited to attend any of these three meetings: July 26, August 23, or September 27. Please let us know which of these dates you plan to attend so that we can prepare a packet for you to follow. We have been meeting via Zoom and may resume meeting in person in the second floor classroom at the Co-op in the future.

3. Attend the Co-op's **Annual Meeting in October (October 1st, 2022)**, from **5 pm to 9 pm**. You will be introduced as a candidate before the election is held. *Attendance at the annual meeting is not required, but it is highly encouraged.*

Please let us know if you have any questions or if you would like to discuss anything about serving on the Board of Directors. We look forward to hearing more from you and receiving your application!

**Best regards,**  
**The 2022 UVFC Board Nominating Committee**

Cat Buxton  
Sam Cronin  
Zea Luce



# Current Board Roster

Name	Position	Join Date	Term Ends	Status
Tina Barney	President	2019	2022	running for re-election
Cat Buxton	Co VP	2015	2022	ending term
Samantha Cronin		2022	2024	continuing
Debbie Diegoli	Co VP/Treasurer	2011	2023	continuing
Elizabeth Feinberg	Clerk	2013	2022	ending term
Carrie Kocik		2019	2022	ending term
Zea Luce		2017	2023	continuing
Pamela Perkins		2021	2024	continuing
Rio Pires		2011	2023	continuing
Kate Rohdenburg		2021	2024	continuing
Kerry Rosenthal		2014	2023	continuing
<i>Open seat</i>				

**The Co-op bylaws allow our board to consist of up to twelve members at any given time.**

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## Qualifications and Responsibilities

### Purpose & Responsibilities

The Upper Valley Food Co-op is governed by a Board of Directors, elected by our member-owners. The Board of Directors has three primary modes in which it operates: **fiduciary** (making sure the co-op is doing well and is on safe financial footing), **strategic** (future planning through policy), and **generative** (asking ourselves, have we considered everything?)

The board is directly accountable to the owners for the activities and accomplishments of the store. Specifically, the board is responsible for:

- Ensuring that management achieves the goals set by the board and that the board operates according to its established processes.
- Developing, monitoring and revising a body of policies that guide the store to achieving outcomes that are consistent with the owners' values and vision.
- Interacting with the member owners to understand their values and vision for the store.

### Qualifications for UVFC Board

The Co-op is seeking board candidates who are:

- Dedicated to the cooperative, its member owners, and its mission,
- Willing to learn and contribute to governance using the [Policy Governance](#) model,
- Able and eager to deal with values, vision and the long term,
- Able and willing to participate actively in discussions and abide by board decisions and the intent of established policies,
- Willing to operate in a group decision-making environment, to share responsibility in a group process, and to delegate areas of decision-making to others,
- Knowledgeable about cooperatives, natural foods, retail, and/or other areas important to the Upper Valley Food Co-op,
- Able to access a computer, internet/email, video conferencing/telephone,
- Able to attend at least 10 of our 12 meetings each year.



# Commitments and Benefits

This summary is intended to provide a general idea of the commitments expected of directors, and the benefits you may expect in return. You are encouraged to discuss specifics with the nominating committee and/or any other current board members.

## Commitments

In short, board members are expected to prepare for and actively participate in monthly board meetings, committee and/or policy work between meetings when applicable, the co-op's annual meeting, an annual retreat (if we have one), membership events when possible, and occasional board trainings.

While this may seem daunting, the board is a team, sharing responsibilities in a way that makes board work a manageable part of members' lives. The average time commitment is approximately 5 to 10 hours per month. The term is three years, and the term ends at the Annual Meeting of the third year.

## Board members are expected to do the following:

- I. Prepare for, attend, and actively participate in **monthly board meetings**, which typically includes:
  - Reviewing any policies to be monitored and preparing comments,
  - Providing feedback about previous month's work, minutes, etc.,
  - Providing feedback about upcoming month's agenda,
  - Reviewing background materials for agenda topics and preparing for discussion,
  - Reviewing reports from the General Management Team, including verbal and financial reports.
- II. Participate on **committees**, when applicable, which typically includes:
  - Serving as a member or chairperson of particular committees,
  - Preparing for committee meetings (scheduling, setting agenda, etc.),
  - Recording committee meeting notes,
  - Reporting on activities or recommendations to the Board of Directors.

## Benefits

In return for their service, board members enjoy:

- The opportunity to ensure the success of their community-owned cooperative,
- A **20% discount** on all in-store purchases,
- **Training** in policy governance and other areas as needed,
- **Meals** from the co-op at monthly in-person board meetings and selected trainings,
- The opportunity to attend conferences, such as the annual three-day Consumer Cooperative Management Association (CCMA) **conference** in June.

**Thank you again for your interest in joining the UVFC Board of Directors**



# Board of Directors' Code of Ethics and Code of Conduct

## I. Code of Ethics

The Board of Directors of the Upper Valley Food Co-op adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the board or individual directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between directors as well as among directors, management, and employees.

To that end, we, the directors of the Upper Valley Food Co-op agree that:

- 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.
- Each **director's authority** is equal only to the rights and authority of any individual member 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.
- 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.
- While an individual director may **disagree** with a policy approved by—or action taken by—the majority of the board, that director 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.
- 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 co-op members, 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.
- A director serves as a **representative** of the cooperative. In this role directors shall conduct themselves in a professional manner that reflects positively on the co-op, its members and staff. This includes treating other directors, staff and members respectfully, allowing for open communication of ideas and suggestions, without interruption and/or intimidation. This fosters confidence in the cooperative as a whole. Directors shall be forthcoming about any current financial relationships with the coop, such as being a vendor or consultant, with the sole purpose of clarifying any potential conflicts with the UVFC. These relationships shall not in any way affect or enter into an individual's role on the board of directors.



## II. Code of Conduct

As a co-op director, I pledge to do my best for the Upper Valley Food Co-op and will:

- Devote the time needed to fulfill the responsibilities of the position;
- Attend all regular and special board and committee meetings;
- Be prompt, attentive, and prepared for all board and committee meetings;
- Contribute to and encourage open, respectful, and thorough discussions by the board;
- Attend and actively participate in the board's training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- Consider the business of the co-op and its members to be confidential in nature;
- Disclose any personal organizational conflicts of interest that I may have, and refrain from discussing or voting on any issues related to that conflicts;
- 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 members;
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the co-op's interests;
- Work for continued and increased effectiveness in the co-op's ability to serve its members/owners;
- Be a team player and agree to abide by the majority action of the board, even if it is not my own personal opinion;
- Present the agreed-upon view of the board of directors, rather than my own, when I speak for the co-op to employees, members, shoppers and the general public;
- Refrain from asking for special privileges as a board member and from interfering with management's authority;
- Work to ensure that the co-op is controlled in a democratic fashion by its members and that all elections are open and fair, and encourage the participation of all members;
- Strive at all times to keep members informed of the co-op's status and plans, and of the board's work, as appropriate;
- Continually seek to learn more about the co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.

*As a co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the board immediately and shall not seek to cause continued disruption to the co-op and the co-op board for that action.*

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Signature of UVFC director

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Date



# Board Candidate Application

The Nominating Committee would like information on your expertise and background, what you feel you can offer the co-op, and what interests you about serving on the board. Optional: include a resume.

**Once completed, please email your application to [board@uppervalleyfood.coop](mailto:board@uppervalleyfood.coop). Please include a digital (.jpeg or .png) photo of yourself to be used on the ballot and other election materials. The deadline to be included on the ballot is Friday, July 15, 2022.**

Name \_\_\_\_\_

Home # \_\_\_\_\_

Address \_\_\_\_\_

Mobile # \_\_\_\_\_

City, State, Zip \_\_\_\_\_

Email \_\_\_\_\_

Co-op member since \_\_\_\_\_

Occupation \_\_\_\_\_

Why are you interested in serving on the UVFC Board of Directors?

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To give us an idea of your professional or community organizing experience, briefly list and describe any paid and/or volunteer positions you have held.

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What experience, skills, or other relevant background would you bring to the board?  
(e.g. education, certifications, degrees earned...)

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Special interests or other relevant things to share not mentioned above:

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Please provide a brief biography of yourself for the ballot form, telling the membership about yourself and why you are interested in serving on the board of directors. Aim for 3 to 4 sentences.

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**Please send us a digital photo of yourself to include in voting information and the ballot.**