



# Board Candidate Application

updated January 2023

Please complete all sections.

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Email the completed form as an attachment to:  
[directors@greentopgrocery.com](mailto:directors@greentopgrocery.com)



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## Candidate Biographical Information:

Name: \_\_\_\_\_

Pronouns: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Place of employment: \_\_\_\_\_

Position/title: \_\_\_\_\_

Education (degree, major, etc.): \_\_\_\_\_

How many years have you lived in Bloomington-Normal? \_\_\_\_

How long have you been an owner of GTG? \_\_\_\_\_



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## Candidate Qualifications:

Why do you want to serve on the Board of Directors of Green Top Grocery?

What are you passionate about?

Describe an experience where you worked on a team. What did you offer the team?

How did you compromise for the team's benefit?

Is there anything else you'd like to tell us?



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# Responsibilities of Board Members

*Please read carefully and thoughtfully; check 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. In addition, co-op Boards must act on behalf of GTG's Owners (as fiduciaries), meaning that individual Directors must 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 GTG's Owners
- Exercise due diligence in monitoring GTG's financial condition
- Abide by all items contained in the Statement of Agreement, which includes the Code of Ethics, Code of Conduct, and Conflict of Interest policy
- Maintain confidentiality when required
- Faithfully honor all legal obligations that come with Directorship, which include the:
  - 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 Board decisions and policies; honor contracts; ensure payment of all tax obligations)



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## Expectations of Board Members

*Please read carefully and thoughtfully; check 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 (2–5 hours a month). Special projects may require a larger time commitment.
- Actively participate in Board discussion via email or phone between meetings as necessary.
- Attend the one-day annual Board Retreat.
- Attend Owner Gatherings 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 Owners to vote.



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## Statement of Agreement

### I. Code of Ethics

The Board of Directors of the GTG 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 GTG 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. 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 owner of the cooperative except when the Board is in formal meeting. No individual Director may act on behalf of the cooperative alone unless explicitly delegated that authority by action of the Board, and no individual Director has any 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 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.

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



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status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.

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

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

1. Every director is always responsible 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 owner.
  - 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 with the co-op must first resign from the Board.
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.



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- 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. If unable to attend, board members will give adequate notice to board leadership.
6. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.





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**III. Conflict of Interest Disclosure**

I agree to abide by Board Policy C5 Code of Conduct and any subsequent changes the board makes to that policy. I understand that if, in the opinion of 2/3 of co-op directors, I have violated the letter or spirit of the Code of Conduct, the board can vote to remove me from the board in accordance with policy C5.

According to Policy C5 I have an affirmative duty to disclose my actual and potential conflicts of interests, including relationships (such as with associations, organizations of which our co-op is a member, co-op employees and vendors) which may pose a conflict of interest in whole or in part with respect to my service on the board. These are listed below. I understand that I have a duty to disclose any additional actual or potential conflicts that may arise and to abide by board policy regarding participation in matters under consideration by the board.

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*Printed Name of Candidate / Director*

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*Signature of co-op Candidate / Director*

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*Date*



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#### **IV. Working Agreement**

I, \_\_\_\_\_ understand that as a member of the board of directors of Green Top Grocery, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its ends. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

**As part of my responsibilities as a director:**

1. I will comply with the requirements of directors as outlined in the Green Top Grocery bylaws.
2. I will interpret Green Top's work and values to the community, represent it in a professional manner, and act as a spokesperson.
3. In turn, I will interpret our owners' needs and values to the board, speak out for their interests, and on their behalf, and hold the board of directors accountable.
4. I will actively participate in 3–5 events scheduled by the Green Top outreach committee per year, including Coffee with the Board, Outreach events, Annual Meeting of Owners, etc.
5. I will actively participate in the day-to-day responsibilities and tasks of the Green Top board.
6. I will stay informed about what's going on in the organization. I will ask questions and request information in a positive and constructive manner. I will come prepared to board meetings by reading the agenda and supporting documentation ahead of time. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
7. Directors are encouraged to participate in professional development opportunities within the cooperative community. They are also obligated to participate in internal board development programs, such as internal board retreats.
8. I will work in good faith with staff and other directors as partners toward achievement of our goals.
9. If I don't fulfill the responsibilities as stated herein, I will expect the board president to discuss my responsibilities with me. I understand that if I am not meeting these responsibilities, I may be asked to resign from the board of directors.



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**In turn, the organization will be responsible to me in the following ways:**

1. The board president will send a meeting agenda, with supporting documentation and pre-reading, in advance of each board meeting.
2. Opportunities will be available to me to participate in the development of the Green Top Grocery business and vision; additionally, I can request or suggest such opportunities.
3. All directors and staff will have a voice and an opportunity to provide feedback, suggestions, and ideas for improvement.
4. Directors and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and ethical responsibilities to this organization. Directors and staff will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president to discuss the organization's responsibilities to me.

Signed by:

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Date

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President of the Board of Directors

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Date