



Board Candidate Information

updated December 2022

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Dear Prospective Board Candidate,

Thank you for your interest in serving on the Green Top Grocery (GTG) Co-op Board of Directors. We ask that you read over the enclosed information carefully before filling out the application. Please feel free to contact us with any questions that you may have; we look forward to meeting you!

The Owners of GTG elect Board members during an election season (see Bylaws, available at <http://greentopgrocery.com/bylaws>). All candidates must be Owners in good standing. The GTG Board officially endorses candidates who meet a minimum set of qualifications. This endorsement process helps both candidates and the Board by ensuring that candidates understand the Board's work before committing to serve. To receive an endorsement from the Board of Directors you must:

- (1) Attend at least one regular meeting of the Board of Directors which are currently held on the last Tuesday of each month at 6:00pm.
- (2) Agree to abide by the Director's Code of Ethics and Code of Conduct (see application) if elected to serve on the Board.
- (3) Submit your candidate application, including a .jpg photo of yourself, to the Board of Directors (directors@greentopgrocery.com).

Candidates are also strongly encouraged to attend the Annual Ownership Meeting, typically held in March. At the gathering, candidates can introduce themselves to their fellow Owners. Please refer to the GTG website (greentopgrocery.com) for the date of the Annual Ownership Meeting.

Cooperatively yours,

Members of the Board of Directors



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Frequently Asked Questions

What does the Board of Directors do?

The Board of Directors is the governing body for the Owners of GTG. It is composed of nine Owners, elected to represent the Ownership at large. Directors serve staggered three-year terms to ensure no more than $\frac{1}{3}$ of Directors' terms expire each year.

The Board is responsible for ensuring organizational performance on behalf of all GTG's Owners, through a system called **Policy Governance**. 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.

The Board of GTG should be strategic and visionary with its view toward the future of our cooperative, rather than focusing solely on the short-term. The Board should also focus on three big questions:

- How can GTG benefit our community?
- What is the significance of the cooperative economy?
- How can GTG promote the transformation of society?

By devoting time to focus on the big picture vision of GTG, the Board will ensure that we adequately position our organization for the maximum benefit of our Owners, as well as anticipate trends and values which may have a critical impact on our relevance and survival.

The Board governs the organization and delegates all operational duties to one employee, the General Manager (GM). We are now, and will continue to be, involved in strategic planning, financial oversight, Ownership linkage, and community outreach.

What does the Board of Directors NOT do?

The Board of Directors does not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of Green Top Grocery. The Board's sole official connection to the operations of the cooperative is through the GM.



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What are the requirements for running?

Directors must be Owners of GTG in good standing without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the Co-op (See Green Top's Bylaws at our website, greentopgrocery.com/bylaws). Directors shall have been an owner for at least three months prior to the commencement of the election of directors. Once elected, Directors must sign a Statement of Agreement and publicly disclose any potential conflicts of interest. As for personal qualifications, Board experience is helpful, but not a prerequisite for Directorship. More important are willingness to work closely and cooperatively with the other Directors; commitment to providing the time and energy necessary to accomplish the Board's objectives and fulfill the required term; the ability to learn quickly; and organizational skills.

What is the time commitment for Board members?

The Board holds one regular meeting for approximately two hours each month, at which attendance is expected. Beyond this regular meeting, the time commitment for a Director varies but typically averages out to at least one hour per week, including preparation for regular monthly meetings as well as specially-called Board meetings, and participation on committees. In addition, there is a Board Retreat each year which provides basic training, strategy and visioning sessions, plus gives Directors a chance to work together and get to know each other better.

Directors are expected to communicate with the Board via email in a timely manner and may be asked to communicate via other electronic means, as well.

What compensation is there for serving?

Currently, there is no compensation. This policy may be revisited in the future.

I'm sure I have the time to commit, and I want to serve GTG; how else can I make up my mind whether or not to run?

You may obtain additional information about serving on the Board of Directors by talking to a member of the current Board of Directors to get a personal perspective of what service on the GTG Board of Directors is all about.

Owners are always welcome to attend the meetings of the Board of Directors



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(currently held on Zoom and in person on the last Tuesday of each month at 6:00pm). You can see how the Board functions and meet the current Directors. You may gain useful perspectives on the issues currently facing GTG. Additionally, the Board meeting minutes are available to all Owners upon request at the cashier. Candidates cannot receive an endorsement from the Board unless they attend at least one meeting prior to the election.

OK, I've decided to run — now what?

To help the Ownership make an informed decision regarding the Directors they elect, we ask you to fill out the Board Candidate Application separate from this packet. **Please email your completed application, along with a high-resolution .jpg headshot, to the Board of Directors at directors@greentopgrocery.com.** The answers to the essay questions, along with your photograph, may be published in the GTG newsletter and other places to help Owners make an informed decision when voting.

Any GTG Owner in good standing can 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 Green Top Grocery, and what interests you about serving on the Board. Selected portions of applications may be published on the GTG website and in the Newsletter and displayed in the store for Owners during the voting period.



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Appendices



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Appendix 1: Green Top Grocery's 'Ends'

The board defines which needs are to be met by the organization, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody the board's vision and the organization's reason for being.

Because Green Top Grocery exists...

The community is committed to interests consistent with cooperative missions and values, and directly supports the local economy through informed decisions and selections.

The community understands the impact of their food choices, has access to healthy food, and has information on how to make the best food choices.

Farmers and producers benefit from a thriving local agricultural economy.

Employees benefit from our employment practices which serve as a model for the creation of good jobs everywhere.



Appendix 2: Cooperative Principles

Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. People serving as elected representatives are accountable to the membership. Members have equal voting rights (one member, one vote).

Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

Education, Training, and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public — particularly



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young people and opinion leaders — about the nature and benefits of co-operation.

Cooperation Among Cooperatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional, and international structures.

Concern for Community

While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.



Appendix 3: Cooperative Values

Basic cooperative values are general norms that cooperators, cooperative leaders, and cooperative staff should share; the values should determine their way of thinking and acting. This list of ten values was proclaimed by the International Co-operative Alliance in 1995.

1. Self-help
2. Self-responsibility
3. Democracy
4. Equality
5. Equity
6. Solidarity
7. Honesty
8. Openness
9. Social Responsibility
10. Caring for others



Appendix 4:

Basic Principles of Policy Governance

Policy Governance is a fundamental redesign of the role of a board, emphasizing values, vision and the empowerment of both board and staff. It is built on ten principles:

1. The Trust in Trusteeship

Boards exist within an organization acting on behalf of some identifiable ownership to which they are answerable. Simply put, a board governs on behalf of persons who are not seated at the table.

The primary relationship the board must establish, maintain, clarify, and protect is its relationship with its owners, keeping in contact with them, and hearing their voices.

2. The Board Speaks with One Voice or Not at All

A board is a corporate entity entrusted by its owners with the authority to govern and lead the organization. If the board is to lead, then on each given issue it must speak with a single voice. The strength of this voice arises from the diversity of viewpoints and intentions its members bring to the board, as well as from the way the board focuses on these two components. This one-voice principle doesn't require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the ownership. Differences among trustees are not only respected, but also encouraged. Rarely will a vote be unanimous. Those board members who lose a vote, however, must accept that the board has spoken and that its decision is now to be implemented. No board should present conflicting messages to its ownership or its staff.

The principle of one voice can be undermined by charging board officers with roles of management, and by creating committees with mandates related to areas of staff responsibility. A board chair who supervises the chief executive, or a committee set up to instruct staff, must inevitably violate the one-voice principle in order to function.



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The principle of one voice can also be undermined by individual board members who, thinking they are being helpful, go directly to staff with instruction or guidance. Unless a board masters the art of speaking as a group, it has little power to lead. A board speaks with one voice... or it doesn't speak at all.

3. Board Decisions Are Predominantly Policy Decisions

Policy is defined as the value or perspective that underlies action. Board policies express the board's soul; embody the board's beliefs, commitments, values, and visions; and express its wisdom. Board policies should be generated by the board itself, not brought to it from other sources. Policies develop out of the board's struggle with values, from the stage of initial musing to crafting a written document. The board decides what to have policies about, and to what level of detail it will develop them.

In this model of governance, board policies fit into four categories:

Executive Limitations

The board establishes the boundaries of acceptability within which staff procedures and activities can responsibly be left to staff. These policies limit how Ends shall be achieved.

Board-Staff Linkage

The board clarifies the way it delegates authority and how it evaluates performance relative to Ends and Limitations.

Governance Process

The board determines its philosophy, its accountability, and the specifics of its own job.

Except for what belongs in bylaws, these categories of board policy contain everything the board has to say about values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals.

4. The Board Formulates Policy by Determining the Broadest Values Before Progressing to More Narrow Ones

Values come in sizes; large values contain ranges within which smaller ones occur, like a nested set. A board establishes control over large issues with broad policies, and subsequently decides how much further to detail them.



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Then it delegates further definition to someone else, fully empowering them to do so, and accepting any reasonable interpretation of its policies. Ends and Limitations policies are delegated to staff whereas Governance and Linkage policies are under the purview of the Board President.

The board may develop policy to whatever detail it wishes, so long as it does so from broad to narrow, and does not skip levels in the process. (When they approach policy-making this way, Boards can exercise leadership and maintain effective control without micromanaging.)

5.The Board Defines and Delegates, Rather than Reacting and Ratifying

Boards are accustomed to approving plans brought to them by staff. Predictable problems arise: The very act of approving forces boards to become entangled in trivia. To avoid feeling like rubber stamps, boards may nit-pick. Approvals are usually issued without clarifying the criteria used in giving approval. Further, approving staff plans freezes into place details, which cannot then be changed without board re-approval. This obstructs staff creativity and agility (a severe disadvantage to the organization) and weighs down the board with detail (diverting time from deciding the very policies that would make such role confusion unnecessary). Having board policies in place ahead of time allows board and staff alike to know whether a staff plan is approvable, since all the criteria by which approval is given are clearly stated for all to see.

The board does need to be assured that staff plans are true to the applicable board policies and that reassurance is gained by policy-focused monitoring. This also reinforces the one-voice principle, because the board has already stated its criteria for approval and board members are not thrown back onto diverse personal criteria.

6.Ends Determination is the Pivotal Duty of Governance

The justification for any body lies in what difference it can make. The not-for-profit organization exists so that its world can be a better place. The kind of thinking needed in order to make a difference requires a sense of the whole; an overview, a high vantage point. The board will become more of a think tank for vision than a reviewer of staff decisions and activities. It will focus on outcomes; focus on the reasons for which the organization exists at all.



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An issue is an Ends issue if, and only if, it directly describes what good, for whom, and at what cost. If not, it is not an Ends issue — no matter how important, no matter who decides it, no matter how closely related it is to goals, strategies, mission, or perceived board work. Ends language is never about what the organization will be doing; it is always about what will be different for those it serves. Distinguishing ends from means enables the board to free itself from trivia, to delegate clearly and powerfully, and to turn its attention to large issues.

7. The Board Controls Staff Means by Limiting Rather than Prescribing

The organization's conduct, activities, methods, and practices are its "means" rather than its ends. Board means relate to how the board will organize, structure, and conduct itself in order to accomplish its job. Staff means are the various arrangements and actions needed to accomplish the ends or to safeguard the operations that produce them. The board must resist the temptation to prescribe staff means (i.e., the board does not tell staff how to do its job).

The board's role is one of boundary-setting — specifying in writing which staff means would be unacceptable, or off limits. Beginning with broad prohibitions, advancing thoughtfully toward more detailed ones, the broader statements act as a safety net. Producing a "don't do it" list sounds negative, but in outcome is not. It allows a secure freedom, the boundaries of which need not be guessed, and within which staff creativity and action are encouraged. This key method of means constraint enables a board to govern with fewer pages of pronouncements, less dabbling in details of implementation, and greater accountability.

8. The Board Explicitly Designs Its Own Products and Process

The board states what it expects of itself, its code of conduct, the way it will plan and control its agenda, and the nature of its linkage with the ownership. And the board treats its own governance policies as iron-clad commitments. In developing its governance policies, the board again follows a broad-to-narrow approach, beginning with the broadest form of the question, "What is our job?"

The board may create committees to help get its own job done, but not to help staff with theirs.



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9. The Board Forges a Linkage with Management That is Empowering and Safe

Board and GM constitute a leadership team. Clear differentiation in their roles and responsibilities enable them to fulfill and excel in them, mutually support each other, and influence each other toward ever greater integrity and capability for leadership.

The board has the right to expect performance, honesty, and straightforwardness from its GM. Boards may be understanding about performance but should never bend an inch on integrity. In turn, the GM rightfully expects the board to be clear about the rules and then play by them, to fulfill its own job, and to speak with one voice.

10. Performance is Monitored Rigorously, but Only Against Policy Criteria

In Policy Governance, monitoring is conducted only against criteria currently stated in Ends and Limitations policies. When a board adopts the discipline of monitoring only what it has already addressed in policy, it should be driven to develop all the policies needed. The board will require information that directly addresses existing criteria and will receive relevant monitoring data. This should enable the board to maintain a focus on important issues and to avoid becoming mired in minutiae.