



Board Candidate

Orientation and Questionnaire

Littleton Consumer Cooperative Society, Inc.

43 Bethlehem Road,
Littleton, NH, 03561.

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More Info

Information about the Littleton Food Co-op, how our Board of Directors is structured and the responsibilities of Board Members can be found in our by-laws. Available on our website @ www.littletoncoop.com/membership/bylaws/ Please call the administrative line (603) 444-1430 or email Minnie Cushing (mcushing@littletoncoop.org) if you have any further questions.

Being a Co-Op Board member – what’s it all about? (in the words of a former Board Member)

First, our Co-Op management and staff provide knowledge and data that is thorough, extensive and exactly what the Board needs for a clear picture of the current state of the Co-Op. The Board gets weekly sales reports, monthly financial summaries, and frequent marketing updates. Ed King, our General Manager, also reports on highlights from the numerous Cooperative association meetings he leads or attends in our region and nationally. Staff members join our Board meetings and offer helpful background on the challenges and successes of day-to-day business. Net, net – transparency reigns, and no Board time is wasted chasing information on operations.

Second, there is serious guidance available to Cooperative Boards to help them govern as best as possible. Being new to the world of Cooperatives, the principles and process of democratic, member-owned governance were completely foreign. Thankfully, organizations like CDS Consulting, itself a Cooperative, offer programs and information resources on Governance and Strategic Planning specifically for Cooperatives, making learning on-the-fly that much easier. In addition, CDS sponsors events where Cooperative Boards from our region can meet face-to-face to learn from each other.

Third, our Board’s diverse range of background experiences contributes to a stronger ability to govern holistically. The Co-Op isn’t simply about making a profit; it’s about local employment, local and healthy food, sustainability, and community involvement. The backgrounds of our current Board include health and wellness, organic food distribution, local farming, construction and facilities, engineering, business financials, marketing and the law. It’s a testament to the democratic process that you, our Co-Op voting members, have elected a group with the wide range of backgrounds to match our Co-Op’s mission. For me, it’s been reassuring to see how Board members with different experiences have weighed in on key questions and offered good counsel on different aspects of Co-Op governance.

Finally, the world of Cooperatives is diversified, global, and full of rich history. *(You can read more about the history in our Chairperson’s article in this same issue.)* From the 1844 opening of the first cooperative in the Dickensian world of Rochdale, England to the established world of well-known Cooperatives like State Farm Insurance and Land O’Lakes today, the democratic cooperative model has succeeded across the globe. The International Co-operative Alliance (ICA) reports that the top 300 Cooperatives around the globe exceeded \$2trillion in revenue. Who knew that a cooperative model of operation could have such significant financial success?

One postscript – Board meetings are fun! I look forward to every Board meeting for the humor and camaraderie. But don’t just take my word for it - our Board meetings are open, and anyone can attend. If I’ve peaked your interest, or you think you may want to contribute your time to the Board down the road, there’s nothing better than seeing how it works. Come join us!

Cooperative Principles

All cooperative businesses adhere to the following seven guiding principles:

1. **Voluntary and Open Membership** -- Cooperatives 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.
2. **Democratic Member Control** -- Cooperatives are democratic organizations controlled by their members, who actively participate in setting policies and making decisions. The elected representatives are accountable to the membership. In primary cooperatives, members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.
3. **Members' Economic Participation** -- Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members 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 cooperative; and supporting other activities approved by the membership.
4. **Autonomy and Independence** -- Cooperatives 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 cooperative autonomy.
5. **Education, Training, and Information** -- Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their cooperatives. They inform the general public, particularly young people and opinion leaders, about the nature and benefits of cooperation.
6. **Cooperation Among Cooperatives** -- Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.
7. **Concern for Community** -- While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.

Mission Statement

To provide a community-owned marketplace that supports local and promotes healthy choices for people and planet.

Our Vision

Our Co-op is a catalyst for cultivating a vibrant community and regional economy.

New Director Orientation:

Purpose of the Board

The purpose of the board is oversight, setting policy and strategic planning. We help each other out by reminding ourselves that meeting time should not be taken up with discussion of operational issues, which are the purview of the GM and staff. All board members represent the entire membership; there is no factional representation. In particular, employee directors do not represent the staff; like other directors, they represent all members.

Legal Liability

Directors are legally liable. The co-op carries directors and officers (D&O) insurance on the directors. Directors hold the organizational assets in trust for the membership, who own the co-op; they have a fiduciary responsibility.

Email

All board members are expected to have and use e-mail. It is a critical way for us to maintain contact between meetings; to agree on the agenda; and to receive the board packet.

Meeting Schedules

The board will meet the first Monday following the 15th of the month from 4:00-6:00 p.m. In addition, committees and special purpose meetings will be scheduled as needed.

Agenda/Board Packet

The agenda is assembled the Friday prior to the meetings. You are required to submit a description of issues you want to address with an estimate of importance and time to the Board President by Friday morning the week before the meeting. The board packet contains the agenda, minutes for the last meeting, and items needed for the meeting or for general information.

Article VII of the Littleton Consumer Cooperative Society, Inc. By-laws:

ARTICLE VII. Board of Directors

Section 1. Composition of the Board and Election of Officers. Only Voting Members (4 shares) of the Co-op may serve on the Board of Directors. The administration of the Co-op shall be vested in a Board of Directors, consisting of up to nine (9) members whose three year terms shall be staggered so as to provide continuity. Directors shall be elected by the membership during the Annual Meeting of the Co-op. After the conclusion of the voting by the membership for the Board of Directors, the Directors shall elect the officers. The officers shall be the President, Vice President, Secretary, and Treasurer. Directors and officers shall serve until their successor is elected and qualified, as provided by law, these Bylaws, or the Certificate of Organization.

Section 2. Employees as Directors. Employees of the Co-op who are members of the Co-op, except those who report to the Board or directly to the General Manager, may run for and serve on the Board but shall not be eligible to serve as an officer of the Board. Employee Directors shall have the same responsibilities, term, and voting privileges as the other Directors with the exception that employee Directors shall not participate directly in evaluation of the General Manager or in determination of his/her compensation. Employee Directors may participate in executive sessions at the discretion of a majority of the non-employee Directors present and voting. No more than two employees shall serve on the Board at any one time.

Section 3. Responsibilities of the Directors and Disqualification of Directors. Directors of the Co-op shall take care to properly discharge their responsibilities to the Co-op. If, in the opinion of a majority of the full Board, there is a reasonable demonstration that any Director is not properly discharging his or her responsibilities to the Co-op, that Director may be removed from the Board of Directors by a vote of three-quarters of the full Board. Alternatively, a majority of the full Board may call a special meeting of the members to consider and decide whether that Director should be removed from the Board.

Section 4. Vacancies. The Board of Directors may fill by appointment any vacancy in an elective office. Such an appointee shall hold office only until the next Annual Meeting, when the position shall be filled by election.

Section 5. Duties. The Board of Directors shall administer all business carried on by or on account of the Co-op. Regular meetings of the Board, on the call of the President and with due notice to the Directors and members, shall be held at least quarterly. A majority of Directors shall form a quorum. The Directors may arrange themselves into committees. Any member of the Co-op may attend any meeting of the Board of Directors or of a committee as an observer, and may upon invitation of the Chair participate in its discussions, except that closed executive sessions, solely for discussion of a specified

subject, may be ordered by a two-thirds vote of a quorum. All binding decisions of the Board and its committees shall be made by recorded votes in open sessions.

The Board shall convene the membership meetings of the Co-op. The President or any four (4) Directors may call a special Board meeting by giving two days' written notice to the Secretary, specifying the object thereof. Any or all directors may participate in and/or vote at a meeting of the board of directors, or a committee of the board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

The Board shall act for the Co-op and be responsible for:

- a. Engaging a General Manager of its business and determining his or her duties, responsibilities and compensation.
- b. Providing suitable accommodations, machinery, and plant to conduct the business of the Co-op.
- c. Insuring that the business is conducted in accordance with these Bylaws.
- d. Controlling all investments.
- e. Securing the soundness of the business of the Co-op by providing that all officers and employees having custody of the funds or goods shall each give sufficient bond with corporate surety.
- f. Providing the best possible conditions of employment in the service of the Co-op, and for requiring efficiency, faithfulness, and diligence on the part of the staff.
- g. Maintaining a direct and vital connection with other cooperative organizations.
- h. Fostering a spirit of enthusiasm for cooperative effort, in the staff and among the members of the Co-op, and for encouraging them to identify themselves with every good feature of cooperative endeavor.
- i. Determining special committees of the Co-op and designating their chairpersons, who shall select the additional members of such committees, subject to the approval of the Board of Directors. Such committees of the Co-op shall serve for one year unless otherwise specified.

Section 6. Executive Committee. Ordinarily, the President, the Vice-President, the Treasurer, and the Secretary shall constitute the Executive Committee of the Board of Directors. Whenever necessary, however, other members of the Board may be elected or appointed to this committee in their stead. The Executive Committee shall meet as

required to act on current business between regular meetings of the Board. The decisions of the Executive Committee shall be reported to the next Board meeting and shall be subject to the approval of the Board as a whole.

Section 7. Indemnification. The Co-op shall indemnify or reimburse its current and former directors for all claims and liabilities including reasonable expenses and attorney's fees, to which they may be subject by reason of their positions with the Co-op or by reason of service as a Director or officer of another corporation at the request of the Co-op. Indemnification or reimbursement shall not, however, be made if it is determined that such persons did not act in good faith or in the reasonable belief that their actions were in the best interest of the Co-op. If this determination is not made in a legal proceeding related to the claim, it may be made by a quorum of disinterested Directors. If not made or able to be made by either, the determination shall be made by independent legal counsel.

Littleton Food Co-op Board Candidate Questionnaire

Name _____

Address _____

Phone _____

E-Mail _____

Membership # (Full Membership Required) _____

What is your professional background?

Do you have any Co-op or Board experience?

Do you have any other experience or job knowledge that would contribute to our Board?

Why would you like to serve on our Board?

Do you have any business or personal interests that might be a conflict of interest? If so, what are they?

Short Personal Biography or Other Notes

How many hours a month are you able to commit to the Co-op? _____

Signature _____

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