

# BOARD of DIRECTORS

BELFAST COMMUNITY CO-OP

December 2022

## Thank you for your interest in running for the Belfast Community Co-op Board of Directors in 2023!

Since 1976 the Co-op has been integral in Belfast and Waldo County: serving the community, expanding its outreach, responding to the shifting natural foods landscape, and highlighting local vendors and producers. The Belfast Community Co-op is the culmination of hard work and a deep sense of purpose sprung out of the grassroots effort by 1970s-era back-to-the-landers seeking access to good food at a fair price: a unifying story among food co-ops across the country. We are proud to be an anchor of downtown Belfast for over 45 years and with your help we will thrive here for 45 more.

Our Co-op serves more than 4,800 co-op owners and provides secure employment for 70+ dedicated local workers. Local farmers and producers in Waldo County rely on us as a year-round storefront to sell their fresh produce, local cheeses, fresh meats, and more. Our Co-op, along with 5,000 other food co-ops across the country, have been successfully adapting to the ever changing landscape of the natural food market. With the strong leadership of our General Manager and dedication of our workers, we continue to keep our shelves stocked by featuring local producers and widening our net of distribution companies. Although our world continues to change in unforeseeable ways, our financial situation is strong and we remain a vital anchor for downtown Belfast, Waldo County, and our local and regional food systems.

Join us as a steward of the Co-op and its mission, keeping the Co-op at the heart of the greater Belfast Community. The Board of Directors plays a critical role in ensuring the continued success of the Co-op by setting the standards and policies for the Co-op's performance and promoting the Co-op's values and vision. Serving on the Board is challenging, rewarding, and offers valuable benefits to our greater Belfast Community.

Our dedicated owners are at the heart of our business- our Co-op is a democratically governed and community owned business that strives to be an inclusive cooperative enterprise. The Board, representing the owners, continues to work with the General Manager in assessing our ongoing needs and projects, including the renovation project for the store and corresponding plan for a capital campaign.

This year, **four** seats are up for election. The Co-op's Board is elected to represent the owners. We hope to find candidates that reflect diverse experiences and talents, and look forward to the new ideas and perspectives they will bring to our conversations and decision-making.

The attached candidate package includes the application form and information to help you better understand the role of a Board member. **Applications are due February 16, 2023.** Other important dates are listed on the next page.

Thank you again for your interest. We look forward to hearing from you!

Cooperatively yours,

Belfast Community Co-op Board of Directors

[bdcomm@belfast.coop](mailto:bdcomm@belfast.coop)

# 2023 Nomination Packet

## 2023 Director Seats and Nomination Process

The Board is seeking to fill **four** seats in 2023.

The nomination period will run until **February 16, 2023**. The election begins at the Annual Meeting at the end of February.

Candidates nominate themselves by submitting the application form included in this packet (or through Google Forms: [Board Nomination Form 2023](#)) by **February 16, 2023**. Candidate statements will be circulated to owners prior to the election. Candidates are expected to introduce themselves at the annual meeting.

## Important Election Dates

✓ **Q & A sessions** for interested candidates: [Jan 10](#) & [Feb 6](#) at 6pm via Zoom. Click the date to register for the session or email [board@belfast.coop](mailto:board@belfast.coop) for more information.

✓ **Director Nomination Application Deadline:** Thursday, **February 16, 2023**

### ✓ **Board Meetings**

We strongly encourage candidates to attend a regular monthly Board meeting prior to the Annual Meeting. Meetings are from 6:00 - 8:30 pm, on Zoom or in-person at the Co-op's Administrative Office, 137 High Street (2nd floor). To see the meeting agenda and register to attend please visit [Board Of Directors – Belfast Co-op](#). Upcoming meetings: **Jan 25, 2023**, and **Feb 22, 2023**.

### ✓ **Committee Meetings**

We strongly encourage you to attend a committee meeting, particularly if you can't attend a Board meeting. Please email the addresses below to confirm meeting dates, and to get more information about what each committee does.

- Owner Engagement: [ownercomm@belfast.coop](mailto:ownercomm@belfast.coop)
- Finance: [fincomm@belfast.coop](mailto:fincomm@belfast.coop)
- Board Development: [bdcomm@belfast.coop](mailto:bdcomm@belfast.coop)

✓ **Annual Meeting Sunday, February 26, 2023**, at the Hutchinson Center as well as on Zoom, details TBA.

The election begins at the Annual Meeting and ends on March 19 – voting will be extended until 10% of owners have cast their ballots.

✓ **Seating of New Directors**, the next regularly scheduled Board meeting following the election.

✓ **New Director Orientation**, April 2023, TBD.

## Additional Information

### Board's Role

The BOD has fiduciary responsibility for the Co-op and is directly accountable to the owners. The BOD's essential role is to set and monitor policy that guide the Co-op's management and to ensure that all decisions are ethical and in accordance with the Co-op's bylaws and ends, and with cooperative principles.

The Board governs the organization and delegates all operational duties to the General Manager. The Board is involved in:

- Strategic planning
- Financial and legal oversight
- Member-owner linkage
- Community outreach

The Board of Directors does not make decisions regarding the operation of the Belfast Community Co-op store. The Board's sole official connection to the operations of the Co-op is through the General Manager.

### Policy Governance

The Belfast Community Co-op Board operates using a Policy Governance model which sets up guidelines, called policies, within which the General Manager and the Board maintain accountability for operational performance and provide visionary leadership towards our shared mission. These policies are the primary way the Board conveys its expectations and the policies are monitored and reviewed on a regular basis. The General Manager is responsible for the day-to-day operations of the store, and the Board determines the purpose, vision, and goals for the organization's future based on Owner input. Policy Governance more clearly defines and focuses Board work on long-range policy decisions, and not operational responsibilities. This system of governance requires attention, training and practice.

### Ends Statement

The Co-op's Ends statement clarifies the mission and directs the actions of the co-op.

*The Belfast Co-op exists so that our member-owners and our community will have:*

- A thriving, just, and sustainable local food economy
- A source of healthy, nutritious, affordable food, and water
- An efficiently managed, democratically governed, inclusive cooperative enterprise
- A greater understanding of health, food systems, cooperatives, and economic & environmental sustainability
- An invested, engaged, and empowered staff that thrive in a safe, respectful, inclusive, and equitable workplace.

### What Makes a Co-op, a Co-op?

**Definition:** A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically-controlled enterprise.

**Values:** Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

**Principles:**

- 1 - Voluntary and Open Membership
- 2 - Democratic Member Control
- 3 - Member Economic Participation
- 4 - Autonomy and Independence
- 5 - Education, Training, and Information
- 6 - Cooperation among Cooperatives
- 7 - Concern for Community

**Modified Consensus Decision Making**

The Board uses modified consensus decision making in its meetings. This process considers the input from all directors and aims to develop as much agreement as possible, while respecting dissenting opinions. This helps generate a cooperative, collaborative group atmosphere to foster greater group cohesion and interpersonal connection. If consensus cannot be reached, the Board uses a supermajority of two-thirds to break any impasse on important or time sensitive issues. Once the Board makes a decision, all directors must support that decision.

**Meetings and Events**

- **Board Meetings.** The Board meets once a month, usually the 4th Wednesday of the month, 6 pm to 8:30 pm. The Board meetings are held through Zoom, with the option to join in person at the Co-op's administrative offices, 137 High St (2nd floor). One to two hours of reading is required to prepare for each meeting, generally in a combination of emails and a board packet provided prior to the meeting.
- **Committee Meetings.** The Board has three (3) standing committees: Finance, Owner Engagement, and Board Development. Directors must serve on at least one committee. Committees generally meet once a month.
- **Annual Retreat.** A one-day training retreat is held each year after the election. Directors are expected to attend. The date for the 2023 retreat is TBA.
- **Training Events.** Directors are supported to attend co-op national and regional conferences and educational workshops throughout the year.

To review the Belfast Community Co-op's Bylaws and Policy Register, or to read past Board of Directors meeting minutes, visit our website at [Board Of Directors – Belfast Co-op](#).

## Director (Board Member) Job Description

### Summary:

The Belfast Community Co-op's Board of Directors consists of 9-13 members elected by the owners. The Board has fiduciary responsibility for the Co-op and is directly accountable to the owners. It ensures that all business is conducted legally, prudently, ethically, and in accordance with the Co-op's bylaws and ends, and with cooperative principles.<sup>1</sup> The Board carries out its responsibilities by establishing broad policy guidelines and by monitoring the General Manager's adherence to these guidelines.

### Board Responsibilities and Commitments:

- Interacting with owners to understand their needs, values, and visions for the Co-op
- Developing, monitoring, and revising a body of policies to guide the Board and the General Manager to achieve outcomes that are consistent with our owner's values and vision.<sup>2</sup>
- Hiring, evaluating, and working effectively with the General Manager.
- Attend all Board and appropriate Committee meetings and arrive prepared to contribute to discussions and decision-making, including carefully reading the board packet in advance of every monthly meeting. Devote the time needed to do this work well, approximately 10-15 hours/month for meetings, emails, ongoing training, preparation, and other activities.
- Monitor the Co-op's financial status and plan to position the Co-op for ongoing success.
- Planning for the Co-op's future, recruiting new board members, and setting long-range goals.
- Keep informed of cooperative/democratic organizations and learn about natural foods industry trends through trainings and other educational opportunities.
- Adhere to the Board's Code of Conduct, policy C5 - Code of Conduct of the Policy Register<sup>2</sup>.

The board is **not** involved in the daily operations of the store.

### Bylaw Requirements for Director Candidates:

- A candidate must be a member-owner in good standing (up-to-date on annual equity payments).
- Members of the management team of the Co-op (the General Manager and those reporting directly to the General Manager) are NOT eligible to be a director.

### Qualifications and Helpful Experience:

- Excellent communication skills including the ability to listen actively, speak honestly and openly in group discussion, while also being able to abide by decisions arrived at by the Board
- Ability to work closely with other Directors as a cohesive team, make decisions by consensus, and delegate authority and empower others
- A vision and commitment to make decisions for the long-term success of the Co-op
- Ability to synthesize complex information and share understanding of this information
- Comfortable talking and working with owners and other groups
- Commitment to making Board work and responsibilities a priority
- Experience serving on a board of directors or other organizational committees

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<sup>1</sup> Bylaws @ <https://belfast.coop/wp-content/uploads/2022/09/Belfast-Cooperative-Bylaws-24Sept2020.pdf>, Ends, p. 4 of the Policy Register @ <https://belfast.coop/wp-content/uploads/2022/11/Policy-Register-Revised-2022-10-26.pdf>, Cooperative principles @ <https://www.ica.coop/en/cooperatives/cooperative-identity>

<sup>2</sup> These policies are in the Policy Register @ <https://belfast.coop/wp-content/uploads/2022/11/Policy-Register-Revised-2022-10-26.pdf>

- Background in business or community outreach
- Experience with cooperatives, and their values and principles
- Ability to read financial reports (or commitment to learning how to do so)

**Benefits:**

- Opportunity to provide meaningful service to the local community and economy
- Leadership, professional and personal development opportunities
- A small monthly stipend of \$40 in the form of a Co-op gift card
- Opportunity to work with a committed, principled, capable, and fun group of people

**Thank you for your interest in serving on the Board of the Belfast Community Co-op!**

## Director Nomination Application Form

Name \_\_\_\_\_ Owner # \_\_\_\_\_

Address \_\_\_\_\_ Town \_\_\_\_\_ Zip \_\_\_\_\_

E-mail \_\_\_\_\_ Current occupation \_\_\_\_\_

Phone #(s) \_\_\_\_\_

This application gives us information about your background and expertise, what you can offer to the Belfast Community Co-op, and what interests you about serving on the Board. The information you provide will communicate to others why you should be a director.

Please contact the board development committee with any questions, and feel free to talk to any director to get personal perspectives on what service on the Belfast Community Co-op Board of Directors is all about.

Please provide the following:

**Candidate Statement.** In a typed document, please respond to the following questions in the form of a brief (450 words or less) candidate statement that will be shared with owners. It is important that you include responses to these questions when writing your statement:

1. The Co-op's renovation project is addressing many needs -- worker safety, energy efficiency, more retail space, a new deli and cafe, stewardship of our building, and more. What aspects are most important to you for our future growth and service to our community?
2. The Co-op has a mission to provide wholesome, good quality food for all. How might the Co-op fill any gaps in that mission?
3. Co-operatives are based on the values of responsibility, democracy, equality, equity, solidarity, honesty, openness, social responsibility and caring for others. What are your thoughts about how the Co-op can further act on our values?
4. One of our Seven Cooperative Principles is Concern for Community. How do you see our Co-op advancing the development of our community?
5. The Co-op has a calling to welcome and respect everyone. What measures might we take to put Diversity, Equity and Inclusion front and center?
6. The Belfast Co-op Board makes decisions through modified consensus, and uses a careful governance process to make sure decisions are made wisely by empowering our General Manager to make most decisions about the operation of our business. What experience do you have serving on a board or otherwise working inside a formal decision making structure?

**Candidate Commitment.** Can you make a three-year commitment to the responsibilities outlined in the candidate packet?

- Yes       No

- **Image.** Please include a current photograph of yourself. A digitally submitted headshot is preferred. Please avoid “selfies”.
  - Image included.
  - Image not included. I will contact Alessandra Martinelli at [alessandra@belfast.coop](mailto:alessandra@belfast.coop) for assistance.

**The deadline for completed application is February 16, 2023:**

- By email to [bdcomm@belfast.coop](mailto:bdcomm@belfast.coop)
- Through filling out the Google Form at: [Board Nomination Form 2023](#)
- In person to Customer Service at the store, OR
- By snail mail to: Belfast Community Co-op 123 High St, Belfast, ME 04915, Attn: BOD Nominations