



Declaration of Candidacy for SNFC Board of Directors

Candidates who have been nominated by the Board of Directors and candidates who have collected signatures from 3% of active members must submit this completed form by **July 20** for the 2019 General Election.

I certify that, to the best of my knowledge, I meet the following eligibility requirements:

- As of Election Day, I will have been an active member of SNFC (as defined in SNFC Bylaws section 2.02) for at least 6 months. [Membership status will be verified by the Co-op.]
- I am not a member of the household (as defined in SNFC Bylaws Section 2.09) or immediate family of a continuing member of the Board.
- I am not a member of the household (as defined in SNFC Bylaws Section 2.09) or immediate family member of a candidate for the Board certified or nominated to run in the upcoming election.
- I have read, understand, and agree to abide by the Director’s Code of Conduct, and understand that any breach of the Code of Conduct could lead to dismissal from Board service.
- I understand that information is available to me upon request, if I have not already received it, including information on Board service, the SNFC Bylaws, the Election Code and the Board of Director’s Policies.
- I understand that I will be required to submit a candidate statement and have a photo taken for the Ballot Packet. I may also have the opportunity to film a candidate video.
- I agree to submit to a criminal background check.

Having read and understood the above, I hereby declare my candidacy for the Board of Directors of the Sacramento Natural Foods Co-op in the General Election.

Signature of candidate: _____ Date: _____

Printed Name: _____ Member Number: _____

Phone Number: _____ Email Address: _____

To be completed by the Board Administrator:

- | | | |
|---|------------------------------|-----------------------------|
| Applicant recommended by the BCDNC | YES <input type="checkbox"/> | NO <input type="checkbox"/> |
| Applicant nominated by the Board | YES <input type="checkbox"/> | NO <input type="checkbox"/> |
| Applicant Submitted 3% active member signatures | YES <input type="checkbox"/> | NO <input type="checkbox"/> |

Policy Type: Board Process

Policy Title: C5 – Directors' Code of Conduct

Adopted/Revised: April 1, 2011/ March 4, 2014/ September 15, 2018

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

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe 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 members. 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 member.
 - 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. Every year (once the new Board is seated), every director will sign the Code of Conduct Agreement form and will verbally report to the whole board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole board. At the same time, all Board members will submit to a background check to verify suitability for Board service. Such background checks to include the following disqualifying checks:
 - i. Bankruptcies more recent than 10 years (only to preclude the director from holding a position with signing authority)
 - ii. Felony convictions
 - iii. Misdemeanor convictions involving financial issues or dishonesty
 - iv. Other convictions or pleas involving crimes that would cause issues (for example: sexual assault.) The full board to vote on the particular conviction, should a dispute arise¹.
 - 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 at the Cooperative must first resign from the Board.

¹ Given the impossibility of listing every potential violation, the Board must take a good-faith decision as such matters arise.

- e. Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends².
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.
 - 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.
 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. Board members shall not campaign against Board-sponsored measures.
 7. Any director who does not follow the code of conduct policy shall resign from the Board if requested to do so by a 2/3 majority vote of the remaining Board.

I have read, understood and agree to abide by the Directors Code of Conduct. I understand that should I, at any time, break the Code of Conduct I may be removed from the SNFC Board.

Signature: _____ Date: _____

² This is intended to remove possibility of post-employment mischief. The Board may decide by majority vote to waive this requirement in a particular instance, if the Board is satisfied that this protection is not needed.