



Board of Directors Governance Policies

Last Revised: January 2020

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Policy Type: Ends

Policy Title: A – Global End

Adopted/ Revised: February 7, 2012/ March 7, 2017

The Sacramento Natural Foods Cooperative

1. is the destination of choice in the Sacramento area for high quality, healthy foods, with an emphasis on locally-grown and regionally-produced, organic, and ecologically sound products,
2. is a financially sustainable operation that supports and yields economic, social and environmental returns to its members and the community at large,
3. works to engage consumers in higher levels of participation in the cooperative,
4. supports the community by:
 - a. being a leader among local businesses & cooperatives nationally,
 - b. educating its consumer base about food, food related issues, health and the environment,
 - c. supporting the greater network of local farmers & regional production systems that emphasize seasonal availability,
 - d. being a superior and highly sought-out workplace that promotes excellence and fosters opportunities for participation, empowerment and growth.

Policy Type: Executive Limitations
Policy Title: B – Global Executive Constraint
Adopted: April 1, 2011

The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles or the SNFC Strategic Plan.

Policy Type: Executive Limitations

Policy Title: B1 – Financial Conditions and Activities

Adopted/ Revised: April 1, 2011/June 22, 2018

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or material deviation of actual expenditures from board priorities established in the Ends policies.

With respect to the above the GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in membership and member paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's financial obligations.
7. Allow late payment of contracts, payroll, loans or other financial obligations (this includes allowing trade payables to be out more than 90 days.)
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business, without board approval.
9. Acquire, encumber or dispose of real estate or enter into long-term real estate leases without board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).

Policy Type: Executive Limitations

Policy Title: B2 – Business Planning and Financial Budgeting
Adopted: April 1, 2011

The General Manager shall not cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

The GM will not cause or allow plans that:

1. Risk incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
2. Omit or obscure credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or lead to the insolvency of the cooperative.
4. Provide less for board prerogatives during the year than is set forth in the Governance Investment Policy.

Policy Type: Executive Limitations
Policy Title: B3 – Asset Protection
Adopted: April 1, 2011

The General Manager shall not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The GM will not allow:

1. Equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Inadequate security of premises and property.
4. Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Improper usage of members' and customers' personal information.
5. Uncontrolled purchasing or purchasing subject to conflicts of interest.
6. Lack of due diligence in contracts and real estate acquisitions.
7. Damage to the co-op's public image.

Policy Type: Executive Limitations

Policy Title: B4 – Membership Rights and Responsibilities

Adopted/Revised: April 1, 2011/ October 15, 2018

The General Manager will not allow members to be uninformed or misinformed of their rights and responsibilities.

The GM will not:

1. Create or implement a member equity system without the following qualities:
 - a. The required member equity, or fair share, is determined by the board.
 - b. Members are informed that equity investments are at risk. While they are generally refundable, the board retains the right to withhold refunds when necessary to protect the co-op's financial viability.
 - c. Equity will not be refunded if such a refund would lead to a net decrease in total member paid-in equity, or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
2. Implement a patronage dividend system that does not:
 - a. Comply with IRS regulations.
 - b. Allow the board to examine a range of options and implications, and make a timely determination each year concerning how much, if any, of the co-op's net profit will be allocated and distributed to members.
3. Fail to forward to the board any application for a member previously terminated by the Board of Directors by a super majority vote and shall not reinstate such member until the board votes to reinstate with a majority vote.

Policy Type: Executive Limitations
Policy Title: B5 – Treatment of Consumers
Adopted: April 1, 2011

The General Manager will not be unresponsive to customer needs.

The GM will not:

1. Operate without a system for soliciting, addressing and responding to customer opinion regarding preferences, product requests, complaints and suggestions.
2. Allow an unsafe and unpleasant shopping experience for our customers.
3. Operate without a system that directs staff to provide quality customer service.

Policy Type: Executive Limitations

Policy Title: B6 – Staff Treatment and Compensation

Adopted/Revised: April 1, 2011/ June 10, 2019

The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

The GM will not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff
 - b. Provide for fair and thorough handling of grievances
 - c. Are accessible to all employees
 - d. Inform staff that employment is neither permanent nor guaranteed
 - e. Are in compliance with any union agreements
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
6. Allow the Co-op to operate without a program that encourages staff to become members of the cooperative.

Policy Type: Executive Limitations
Policy Title: B7 – Communication to the Board
Adopted/Revised: April 1, 2011/ February 4, 2014

The General Manager shall not cause or allow the board to be uninformed or unsupported in its work.

The GM will not:

1. Submit monitoring data that is untimely, inaccurate, or hard to understand.
2. Report any actual or anticipated noncompliance with any board policies in an untimely manner.
3. Allow the board to be unaware of relevant trends, internal and external changes which affect the assumptions upon which board policy has previously been submitted.
4. Allow the board to be unaware in advance of public and private events, petitions, and sponsorships supported by the co-op, except in cases where such advance notice is not possible.
5. Withhold his/her opinion if the GM believes the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the GM.
6. Deal with the Board in a way that favors or privileges certain board members over others except when:
 - a. fulfilling individual requests for information or
 - b. responding to officers or committees duly charged by the board.
7. Fail to supply for the board's consent agenda all decisions delegated to the GM yet required by law, regulation, or contract to be board approved.
8. Take leave without assigning a person responsible to report to the board.

Policy Type: Executive Limitations
Policy Title: B8 – Board Logistical Support
Adopted: April 1, 2011

The General Manager will not allow the Board to have inadequate logistical support. The GM will not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
2. Allow the board to be without a workable mechanism for official board, officer or committee communications.
3. Provide inadequate information and notice to Co-op members concerning Board actions, meetings, activities and events.

Policy Type: Executive Limitations

Policy Title: B9 – GM Succession

Adopted/Revised: April 1, 2011/ October 8, 2013

To protect the board from sudden loss of GM services, the GM shall not have less than one other manager sufficiently familiar with board and GM issues and Processes, including any special projects for which the GM is the lead manager, to enable her/him to take over with reasonable proficiency as an interim successor and shall inform the board of that person.

Policy Type: Executive Limitations
Policy Title: B – 10 Endorsements of Public Policy
Adopted: February 4, 2014

The GM will not fail to perform due diligence in advance of taking a position on public policies and review these positions in advance with the board.

Policy Type: Board Process

Policy Title: C – Global Governance Commitment

Adopted: April 1, 2011/ Amended September 15, 2018

Acting on behalf of our members, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

Policy Type: Board Process
Policy Title: C1 – Governing Style
Adopted: April 1, 2011

We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision outward and toward the future
2. Observe the 10 Policy Governance principles
3. Maintain group discipline, authority and responsibility
4. Clearly distinguish board and general manager roles
5. Encourage diverse viewpoints
6. Obey all relevant laws and bylaws.

Policy Type: Board Process
Policy Title: C2 – The Board's Job
Adopted: April 1, 2011

In order to govern successfully, we will:

1. Create and sustain a transparent and accountable relationship with member- owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See D. Board GM Relationship Policies) and a Board Administrator.
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors our commitment to empowerment, and provides clear distinction of roles.
5. Regularly monitor operational performance in the areas of Ends and Executive Limitations, and board performance in the areas of Board Process and Board- Management Relationship.
6. Perpetuate the board s leadership capacity using ongoing education, training and recruitment.

Policy Type: Board Process
Policy Title: C3 – Agenda Planning
Adopted: April 1, 2011

We will follow an annual agenda that focuses our attention upward and outward.

1. Our annual governance cycle will start when new directors are seated (the first Tuesday in October).
2. We will create, and modify as necessary, an annual calendar that includes the items mentioned in this policy, membership meetings, our annual election cycle, board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
3. Throughout the year, we will attend to consent agenda items as expeditiously as possible.
4. We will limit the amount of meeting time taken up by monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.

Policy Type: Board Process
Policy Title: C4 – Board Meetings
Adopted: April 1, 2011

Board meetings are for the task of getting the Board's job done.

1. We will use board meeting time only for work that is the whole board's responsibility. We will avoid operational matters and personal concerns.
2. Meetings will be open except when executive session is officially called.
 - a. We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
3. We will use a relaxed version of Robert's Rules of Order.
4. The meeting agenda will be drafted by the board president and executive committee, and may be modified at the meeting by a majority vote of the board.

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.

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.

Policy Type: Board Process
Policy Title: C6 – Officers' Roles
Adopted: April 1, 2011

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The president ensures the board acts consistently with board policies.
 - a. The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board- Management Relationship policies.
 - b. The president will chair and with consultation with the executive committee set the agenda for board meetings.
 - c. The president plans for leadership (officer) perpetuation,
 - d. The president may represent the board to outside parties.
4. A vice-president will perform the duties of the president in her/his absence.
5. The treasurer will lead the process for creating and monitoring the board's (not the co-ops) budget
6. The secretary will make sure the board's documents are accurate, up to date, and appropriately maintained.
 - a. In addition, the secretary will oversee the work of the Board Administrator.

Note: Please see appendix for job descriptions.

Policy Type: Board Process
Policy Title: C7 – Board Committee Principles
Adopted: April 1, 2011

We will use board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the board.
 - a. In particular, committees help the whole board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

Policy Type: Board Process
Policy Title: C8 – Governance Investment
Adopted: April 1, 2011

We will invest in the board's governance capacity.

1. We will make sure that board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing members' skills and understandings.
 - b. We will arrange outside monitoring assistance as necessary so that the board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
 - d. We will use professional and administrative support.
3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than August 31.

Policy Type: Board Process
Policy Title: C9 – Board Director Compensation
Adopted: January 13, 2020

We will support the board's governance capacity by providing a stipend and discount on SNFC purchases to board members.

1. Stipends and store discount provide minimal compensation for Board service. In addition, a stipend and discount are factors in attracting quality candidates to the Board who might otherwise not be able to afford to serve.
2. Board members, particularly those on the Executive Committee, volunteer many hours per month beyond monthly board meetings and events.
3. Quarterly stipend for service is as follows effective October 1, 2019: \$650 for the Board President, \$525 for Board Vice President(s); \$525 for Board Secretary; and \$400 for other Board members.
4. On July 1 of every year thereafter, the SNFC Treasurer will determine the San Francisco area Consumer Price Index as published by the Bureau of Labor Statistics for the most recent 12-month period and the amount of Board stipends for the upcoming year shall be adjusted by this Index.
5. As part of its annual Governance Budget review and decision making and based on the financial condition of SNFC, the Board may decide to not approve adjustment of the annual stipend.
6. In addition, Board directors shall receive a store discount of 15% that will be reviewed at the August 2020 Board of Directors Meeting.

Policy Type: Board-Management Relationship
Policy Title: D – Global Board-Management Connection
Adopted: April 1, 2011

The board's sole connection to the operations of the cooperative will be through the General Manager.

Policy Type: Board-Management Relationship

Policy Title: D1 – Unity of Control

Adopted: April 1, 2011

Only officially passed motions of the board are binding on the GM.

1. Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without board authorization, the GM may refuse any requests.

Policy Type: Board-Management Relationship

Policy Title: D2 – Accountability of the GM

Adopted: April 1, 2011

The General Manager is the boards only link to operational achievement and conduct.

1. The board will view GM performance as identical to organizational performance so that the co-op's accomplishment of board-stated ends and avoidance of board-proscribed means will be viewed as successful GM performance.
2. The board will not instruct or evaluate any employee other than the GM.

Policy Type: Board-Management Relationship

Policy Title: D3 – Delegation to the GM

Adopted: April 1, 2011

The board delegates authority to the GM through written Ends and Executive Limitations policies.

1. As long as the GM uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the cooperative.
2. The board will respect and support the GM's choices as long as those choices are based on reasonable interpretations of board policies.
3. If we change an Ends or Executive Limitations policy, the change only applies in as specified for a date in the future.

Policy Type: Board-Management Relationship
Policy Title: D4 – Monitoring GM Performance
Adopted: April 1, 2011

The board will systematically and diligently monitor and evaluate the GM's job performance.

1. Monitoring is how the board determines the degree to which the GM is following board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.
2. The board will acquire monitoring information by one or more of three methods:
 - a. by internal report, in which the GM discloses interpretations and compliance information to the board;
 - b. by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies; or
 - c. by direct board inspection, in which a designated director or committee assesses compliance with the policy criteria.
3. In every case, the standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge with a reasonable person test rather than with interpretations favored by individual directors or by the board as a whole.
4. The GM is compliant with a policy if s/he presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
5. The board will monitor all policies that instruct the GM. The board can monitor any policy at any time by any method but will ordinarily follow the schedule outlined in the Board Annual Calendar.
6. The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from October through September will be completed by November 1. The Board will make its decisions concerning the evaluation and the employment contract no later than November 1.
7. The board will complete the GM compensation process no later than November 1.

Co-operative identity, values & principles

Definition

A co-operative 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

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Principles

The co-operative principles are guidelines by which co-operatives put their values into practice.

1. 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.

2. Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organized in a democratic manner.

3. 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. 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 their co-operative, 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.

4. 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.

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

6. Co-operation among Co-operatives

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

7. Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.



Charter

Board Candidate Development and Nominating Committee

Type

Annual Committee convened prior to Annual Election or ad hoc committee formed for the purpose of filling vacant seats.

Accountability

The Board Candidate Development and Nominating Committee (BCDNC) serves at the request and under the direction of the SNFC board. The committee has no independent authority to direct the general manager or any co-op staff, or to commit any of the Co-op's resources.

Purpose

Provide support to the board on perpetuating a strong, stable, and well-informed board of directors by recruiting and educating candidates for the board and assisting in recruitment for board committees. The establishment of a nominating committee is mandated by section 13.02 of the SNFC Bylaws.

Specific Duties

1. Establish and maintain a recruiting plan to develop and attract strong candidates for the Board and its committees.
2. Establish and maintain a nominations procedure that ensures fair consideration of candidate skills and background, and is open to all qualified members.
3. Nominate a slate of qualified candidates for the annual election of Board Directors per SNFC Bylaws section 9.03.b.
4. Recommend candidates for appointment to Board vacancies.
5. Establish and maintain a candidate education program.
6. Coordinate and conduct communications with candidates and potential candidates.
7. Assist in recruiting members to serve on board committees (see SNFC Bylaws section 9.03.b).

Chair

A sitting Board member appointed annually by the SNFC Board of Directors.

Committee Make-Up

Two board members who are not running in the upcoming election and up to 3 additional members. The Board administrator shall also serve as a non-voting staff member on the committee.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board of Directors.



Charter Member Engagement and Education Committee

Type

Standing committee

Accountability

The committee serves at the request and under the direction of the SNFC Board of Directors. The committee has no independent authority to direct the General Manager or any SNFC staff, to commit any of SNFC's resources, or to take any formal action without approval by the Board.

Purpose

This committee is mandated by the SNFC Bylaws section 13.02(c), to be responsible for member and non-member education. The committee's purpose will be to support the Board's strategic plan by

1. Creating a plan to educate members on the value of membership and cooperatives
2. Establish a plan for member dialog using a variety of venues
3. Draft an annual plan for member engagement

Committee Composition

The committee will consist of a Chair(s) who will be sitting Board members, a second Board member (if not the co-chair), and up to four (4) other members, directors or not.

By the President's request, the Committee Chair will provide a brief written or verbal report to the Board.

Budget

Included in the budget established for the Board of Directors.



Charter Election Committee

Type

Section 13.02. Mandated Committees per the Co-op's Bylaws: a) the election committee (pursuant to Section 9.03 a).

Accountability

The Election Committee serves under the general direction of the Board of Directors. The committee has no independent authority to direct the general manager or any Co-op staff or to commit any of the Co-op's resources.

Purpose

The committee shall fairly, impartially, timely and honestly conduct elections in accordance with the Co-op's bylaws.

Specific Duties

1. Annual update of the election timeline.
2. Update of the election code, if necessary.
3. Annual update of the Election Committee Charter, as necessary.
4. Annual update of the Election Information Packet
5. Review candidate statements.
6. Review proposed amendments and pro/con statements.

Chair

Appointed by the Board of Directors. No chair shall serve for more than three (3) consecutive years.

Committee Make-Up

The Election Committee shall be appointed by the Board of Directors to administer elections. The Election Committee shall be composed of no fewer than three (3) members, two (2) of which must be Board Directors. The Board administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in election administration and the Election Code. At the request of the committee, the Board may appoint additional members if necessary.

Committee members may not be running for board election while serving on the Election Committee.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board of Directors.



Charter Executive Committee

Accountability

The Executive Committee serves at the request and under the direction of the SNFC board. The committee has no independent authority to direct the general manager or any co-op staff, or to commit any of the Co-op's resources, with the exception of routine business between meetings of the full Board.

Specific Duties

The committee shall: set the agenda for regular and special meetings of the Board; coordinate General Manager personnel activities to include, but not be limited to, candidate searches, hiring, negotiation of employment agreements, evaluations, and terminations; maintain the Board of Directors and Membership Meeting master calendar; and meet between Board meetings to act on behalf of the Board on routine business.

Chair

The President of the SNFC Board of Directors will serve as Chair.

Committee Make-Up

The Executive Committee of the Sacramento Natural Foods Cooperative (SFNC) Board of Directors shall be composed of the President, Vice President, and Secretary of the Board, and the General Manager.

Meetings

The committee will meet monthly.

Budget

Included with the budget established for the Board of Directors.



Charter Finance Committee

Type

Standing committee governed by Sacramento Natural Foods Cooperative (SNFC) Committee Policy.

Accountability

As with any committee, the Finance Committee serves at the request and under the direction of the SNFC Board. The committee has no independent authority to direct the general manager or any co-op staff, or to commit any of the Co-op's resources.

Purpose

Advise and support the Board by reviewing SNFC's financial position and making recommendations as requested by the SNFC Board.

Specific Duties

In consultation with the Cooperator-in-Chief and Treasurer, advise the SNFC Board on financial matters related to:

1. The SNFC capital structure and any material changes to debt, equity and/or liquidity
2. Real estate and/or leasing activities of the SNFC
3. The SNFC capital budgeting process for any new projects materially outside the scope of normal operations with a focus including but not limited to:
 - a. Cost of capital calculation
 - b. Business expansion planning and budgeting
 - c. Capital structuring
4. Review and advise on financial reporting including but not limited to:
 - a. Audited annual financial statements
 - b. Quarterly financial reports and relevant ratios
5. Recommend to the Board the selection of an auditor for annual audit
6. Review the annual SNFC financial position for the purpose of recommending a patronage refund
7. Provide a recommendation to the Board on the payment of the Preferred Shares dividend
8. Such other duties and responsibilities as directed by the SNFC Board of Directors

Chair

An SNFC Board Member as appointed by the SNFC Board of Directors.

Committee Composition

The committee chair, an additional board member and between 2 and 4 other members. The Co-op's GM and Finance Controller shall serve as non-voting members of the committee.

Meetings

The committee shall meet as often as necessary to fulfill its responsibilities, but not less than once per quarter.

Budget

Included in the SNFC budget as approved by the Board of Directors.



Charter Policy Committee

Type

Standing Committee Required by Bylaws and governed by Sacramento Natural Foods Cooperative (SNFC) Board policy.

Accountability

The Policy Committee serves at the request and under the direction of the SNFC board. The committee has no independent authority to direct the general manager or any co-op staff, or to commit any of the Co-op's resources.

Purpose

This committee is mandated by the SNFC Bylaws, section 13.02(d) to be responsible for the Bylaws and Board policy as required by Bylaws section 10.05(b) and 8.06, respectively. The committee's primary responsibility is to provide recommendations to the Board on policies or changes to existing policies and the Bylaws.

Specific Duties

The committee has specific duties in the areas of Bylaws, Board policies, and elections, as well as other duties as determined by the Board. The Policy Committee will meet on an ad hoc basis as directed by the Board.

Bylaws

1. If Bylaws changes are recommended, perform tasks as outlined in Bylaws section 10.05b.

Policies

1. Develop policy recommendations at the request of the Board.

Chair

An SNFC Board Member as appointed by the SNFC Board of Directors.

Committee Make-Up

The committee chair, a second board member and up to four (4) additional members, directors or not. All members shall be appointed to the committee by the SNFC Board annually and as needed to fill vacancies. In addition, the Board administrator shall serve as a non-voting member on the committee.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board of Directors.

Job Description Board President



The Board president is elected by the Board to act as the senior officer of the cooperative for purposes of signing legal documents, performing cooperative leadership, and coordinating and organizing functions outlined below. The Board president is liaison with the General Manager (and the rest of the management team), supervises/oversees governance affairs of the Co-op and is a primary communications link between the Board and membership, the local community, and government. The president is part of the executive committee, which also includes the Board secretary and vice president and the general manager.

An effective Board president shows leadership, impartiality, persistence, patience, respect, decisiveness, and forethought. S/he coordinates with others to induce discussions and decisions. The president should be familiar with the co-op's goals and coordinate leadership in accomplishing those goals with the general manager.

Individual Duties (in coordination with other Directors)

- Attend executive committee meetings and take responsibility for setting the Board meeting agenda. Understand and sign legal corporate documents as required. Organize an effective Board of Directors:
 - Set the tone for constructive communication, provide leadership, manage Board business, planning, and member communication.
 - Determine the make-up of Board Committees as needed.
 - Organize Board administrative matters, including Board training and retreats, annual calendar preparation and activities, record keeping and documentation.
- Provide for perpetuation of a strong Board of Directors: Manage ongoing recruitment of qualified candidates. Plan for and coordinate new Board member orientation.
- Know the personalities, prejudices, limitations and strengths of other directors and delegate based on strengths.
- Preside over and conduct productive Board Meetings:
 - Use parliamentary procedure (sparingly) to keep meetings on track, suppress irrelevant discussion, or handle difficult members.
 - Encourage directors to speak, ensure presented material is adequate, encourage brainstorming and new ideas, know agenda subject matter.
 - Avoid influencing by waiting to express opinions until after other directors have spoken.
 - Strive for strong majority votes through pre-meeting discussion and/or waiting to hold vote until issues have been fully explored.
- Manage election-related tasks as needed.
- Maintain an effective relationship with the General Manager, including time outside the Board meetings to discuss operational and strategic issues. Apprise other Directors about issues that come up in meetings with the GM.

In cooperation with the General Manager

- If appropriate, respond to customer comments that are received.
- Speak for SNFC representing the members. Explain plans, policies, programs, and actions at member meetings, meetings with other Co-ops and community events.



Job Description

Board Vice-President

The Board vice-president is elected by the Board to act as backup to the President of the Cooperative for purposes of signing legal documents, performing cooperative leadership, and coordinating and organizing functions as detailed below and on the president's job description. The primary role is to assist the Board president and be ready to take on the responsibilities of that position. The vice-president is part of the executive committee, which also includes the Board secretary, president and the general manager.

Individual Duties

- Attend Executive Committee meetings, assist with setting agenda, and communicate Executive Committee discussions with remainder of Board.
- Chair Board meeting at least once every quarter or when President is not available. Manage new Board Member Orientation process. Coordinate and manage retreats for Board and staff.
- Manage election related tasks as needed.
- Understand and sign legal corporate documents as required.
- Be prepared to take over all duties of the President as necessary.

In Cooperation with the General Manager

- If appropriate, respond to customer comments that are received.
- Speak for SNFC representing the members. Explain plans, policies, programs and actions at member meetings, meetings with other co-ops, and community events.



Job Description Board Secretary

The Board secretary is elected by the Board to act as corporate secretary of the Sacramento Natural Foods Cooperative (SNFC) for such purposes as signing legal documents, as well as to manage a variety of record-keeping functions outlined below. The secretary serves on the executive committee, which also includes the Board president and vice president, and the general manager. Because of the secretary's record-keeping role, s/he should become especially familiar with the SNFC bylaws and other policy documents.

Duties

- Attend executive committee meetings and assist with agenda planning.
- Understand and sign legal documents as required.
- Submit Board meeting summaries for publication in the Co-op Member Quarterly.
- Ensure that minutes are taken at Board meetings, executive sessions, and retreats.
- Help to ensure that appropriate documents/records are available at meetings for reference.
- Review Board Binders annually for content and organization (and existing binders updated accordingly), and ensure binders are prepared for new directors before they take their seats.
- Ensure that Board policies are up to date and available to the membership upon request as stated in the Bylaws section 8.06.
- Assist with keeping other records as needed to facilitate smooth functioning of the Board of Directors (assignments, forms, contact lists, etc.)
- Acts as the Boards auditor to ensure copies of all pertinent documents (particularly Board meeting records) are kept as part of the corporate record and are well organized and accessible to the Board and General Manager.
- Ensures other pertinent materials are filed and maintained for an appropriate period of time. Such material may include, but is not limited to correspondence, proposals, reports, planning documents, etc.
- Manage election-related tasks as needed.