



**YPSILANTI
FOOD CO-OP**

2020 Board Application Packet

312 N River Street

Ypsilanti, MI 48198

Dear Prospective Board Candidate, Thank you for your interest in serving on the Ypsilanti Food Co-op Board of Directors.

We ask that you read over the enclosed information carefully before filling out the application. This election will fill four (4) seats. All will serve two (2) year terms, The member owners of the Ypsilanti Food Co-op elect board members during an election season in the May of each year [See Bylaws, Article 4.1 <https://ypsifoodcoop.org/content/bylaws/>]. All candidates must be active member owners (membership dues paid for 2020 as of the deadline for applying to run) or fully-invested (Gold Card) Owners in good standing. Because of the Covid-19 pandemic, we are behind with the various elections issues, and are unclear of the ability to hold an Annual Meeting because of the stay in place and distancing concerns. The facility where the meeting would be held is closed at this time.

The Ypsilanti Food Co-op Nominations and Election Committee will accept applications from candidates who submit a complete application. A complete application includes the following:

- 1) Attendance at the Info Session for Prospective Board Candidates: "What does being on the board entail?" This session will be held via phone with the Board President after submitting your application and prior to May 13th. You will learn about the responsibilities and expectations of the board commitment.
- 2) Agree to abide by the Director's Policies: Code of Ethics and Code of Conduct, if elected to serve on the Board.
- 3) Submit your candidate application, your bio and a picture of yourself, to the Nominations Committee by 5 pm on **Saturday, May 9**, in electronic format to board@ypsifoodcoop.org.

Member owners will not be nominated from the floor at the General Membership Meeting, as we anticipate conducting the election prior to the Annual Meeting, and the possibility of an in person meeting are unclear at this time.

Candidate's info will be available in the coop and on our website to learn more about each person prior to voting.

All communications regarding your application can be sent to: board@ypsifoodcoop.org

The Seven Principles of Cooperation & Values

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. People 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 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. 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 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

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

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.

Self-help	Self-responsibility	Democracy
Equality	Equity	Openness
Solidarity	Honesty	Caring for other
Social Responsibility		

Frequently asked questions for prospective candidates

What is the Board of Directors and what does it do?

The Board of Directors is the governing body for the Owners of the Ypsilanti Food Co-op. It is composed of seven people, all Owners of the Ypsilanti Food Co-op, elected by Owners. All Directors represent the Ownership at large rather than any special subgroup. Terms for Directors are two years, unless a seat is vacated early and a new candidate is elected.

The Board is responsible for ensuring organizational performance on behalf of all of the Ypsilanti Food Co-op's Owners. 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.

As Will Rogers said, "Even though you are on the right track - you will get run over if you just sit there." The Board of the Ypsilanti Food Co-op should be strategic and visionary with its view toward the future of our cooperative, rather than focusing solely on the short-term. The current Board has been focusing on three big questions, which reflect our current "Ends Policies" (see page 6):

- How can the Ypsilanti Food Co-op create a community centered on hospitality, kindness and generosity?
- How can the Ypsilanti Food Co-op support a robust cooperative economy?
- How can the Ypsilanti Food Co-op facilitate Ypsilanti's access to sustainable, healthy food?

By devoting time to focus on the big-picture vision of the Ypsilanti Food Co-op, 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, currently Corinne Sikorski. We are 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 the Ypsilanti Food Co-op. The Board's sole official connection to the operations of the cooperative is through the General Manager.

What are the requirements for running?

Directors must be Owners of the Ypsilanti Food Co-op in good standing. They should not have any substantial conflict of interest resulting from an affiliation with any person, organization or enterprise that is in opposition or competition with the Co-op. To apply, 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.

How much time would I need to put into serving?

The Board holds one regular meeting for 2 1/2 hours each month, at which attendance is expected. Beyond this regular meeting, the time commitment for a Director typically averages out to an additional two to three hours per week, including preparation for regular monthly meetings as well as specially-called Board meetings, and participation on committees. In addition, the Board holds a mandatory orientation session prior to elections, providing basic training and giving Directors a chance to get to know each other better and form working relationships.

What compensation is there for serving?

Each Director receives a 12% store discount.

I'm sure I have the time to commit, and I want to serve the Ypsilanti Food Co-op; 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 Nominations Committee or any of the current Directors to get a personal perspective of what service on the Ypsilanti Food Co-op Board of Directors is all

about.

Owners are always welcome to attend the meetings of the Board of Directors, which are once per month. You can see how the Board functions and meet the current Directors. You may gain useful perspectives on the issues currently facing the Ypsilanti Food Co-op. Additionally, the Board meeting minutes are available in our Governance Binder which is available at the check-out counter. Meetings have not occurred during the pandemic, but will be posted on the store bulletin board as they resume.

When will elections be held?

Typically, the annual election begins in the spring after the Board calls for a Co-op Vote. This year voting will last from **May 23** and the last day of voting will be **June 5th, 2020**.

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 included in this packet. **Please email your completed application back to the Nominations Committee at board@ypsifoodcoop.org by Saturday, May 9th at 5 pm.** Your personal statement/bio, answers to the essay questions (see page 9), and a photograph of yourself will be published online, and through other avenues.

It sounds like a big step!

And worthwhile! As a cooperative, YFC is only as strong as its Ownership. The Board traditionally has been a diverse group of people with a wide range of skills who have brought the store to where it is today – 45 years serving the Ypsilanti community as a vibrant organization that benefits our Owners!

Policy Governance

The Ypsilanti Food Co-op Board operates using the Policy Governance model, which was developed to allow Boards to maintain accountability for organizational performance while focusing on providing visionary leadership around our 'big-picture' mission. With the recognition that delegation is a significant component of our accountability, the Board maintains written documentation of expectations for us, our organization, and our General Manager. Our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

The relevance of this methodology stems from (1) the fact that a significant volume of information is required to fulfill our fiduciary duties; (2) the need to delegate authority in order to accomplish our organizational purpose; (3) the desire to ensure that our Owners and stakeholders are well-served by organizational accomplishments.

The Policy Governance model is designed to allow the Board to delegate with great clarity by completing three steps:

1. Expressing the expectations of the job being delegated.
2. Assigning the expectations with no ambiguity to the party who is to be held accountable for meeting them.
3. Checking that expectations were met.

We have four general categories of policies that express our expectations for ends to be achieved and the acceptable means by which to achieve them:

A – Ends

Our Ends Statement broadly state the desired organizational outcomes. They describe the ongoing priorities of what should be achieved and for whom. The GM is responsible for reporting on compliance with these policies once a year.

B – Board Process

The 'B' policies describe how the Board is organized and its process and products. The Board evaluates its compliance with these policies throughout the year.

C – Governance-Management Connection

These Board-GM policies describe how the Board delegates to our sole employee, the GM. The Board evaluates its compliance with these policies throughout the year.

D – Executive Limitations

The Executive Limitations delineate job expectations and acceptable constraints within which the GM can act. The GM develops a written report for the Board on each of these policies on a regular basis throughout the year, and the Board evaluates whether the interpretation was reasonable, and makes conclusions about whether the GM is in compliance. If it is determined that we are not in compliance with our policies, the Board discusses the reasons for this result and establishes parameters and expectations for achieving compliance within a set time frame. The Board may require additional monitoring of the policy (on a more frequent basis) or even conclude that the policy needs to be revised.

Our approach to crafting policies is to begin with broad statements regarding allowable and prohibited behavior, and make increasingly specific policies. For example, a policy that prohibits the GM from violating the law provides a concise statement of expectation (and is a lot easier than trying to think of and then write down a list of all the illegal actions which could be undertaken!). A more specific policy might require that a certain level of insurance be carried to protect the Ypsilanti Food Co-op's property. We limit the level of detail in our written policies to that which is required for the Board to accept any reasonable interpretation of those policies. This approach allows for the maximum flexibility and creativity within clearly established boundaries and provides a system for delegation and accountability. (It helps also to have a manageable amount of policies – it would be much more difficult to monitor 200 pages of detailed policies! Furthermore, it keeps us out of the micromanaging realm so that we can focus on the big picture questions like 'how can the Ypsilanti Food Co-op promote the transformation of society?')

The advantages of using the Policy Governance model are:

- It enables the Board to focus on the future, and provide high-level organizational leadership rather than focusing on day-to-day operational issues. (After all, if the Board does not provide this type of leadership, who else could?)
- By deciding on the larger issues about ends and means the Board can maintain meaningful control of the organization while allowing others to decide on smaller issues.
- The Board can delegate genuine authority to others without failing in its own accountability – the parameters of delegated authority are clearly established by the Board, allowing for decisive leadership by others.
- Regular assessment of compliance with policy provides a systematic method for evaluating organizational performance because the Board knows what to look for.
- The Board and its subordinates (e.g. its committees, the GM) know what is required of them because expectations are clearly articulated. Since the design of jobs has already been decided, the Board can distinguish the proper course of action when confronted by questions without having to spend time defining the nature of governance itself.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our (legal and moral) Owners, that the organization performs as it should. We must constantly evaluate our purpose -- what transformation we want to occur for people and even the world outside of our organization -- and our Ends -- the accomplishments which justify our existence. This brings us to the most important question: what difference does having the Ypsilanti Food Co-op in the world make to you?

The Policy Governance methodology was developed by John Carver as a means to structure Board process to allow for Board accountability on a meaningful level and empower the Board to lead their organizations at the highest level. The term Policy Governance is registered and protected and is often referred to as PG. Carver's website address is: www.carvergovernance.com

The Following policies from the YFC Policy Governance policies are specific to some of the expectations of board members.

Policy Type: Ends
Policy Title: A – Global End
Last Revised: **22 June 2013**

The Ypsilanti Food Co-op exists so that:

Ypsilanti is a resilient, inclusive, thriving and healthy community.

The entire community has access to healthy food and products that are locally produced, organic, and non-GMO.

Ypsilanti has a strong, vibrant local economy.

Our community is knowledgeable about sustainability, local economy, good food, and cooperative economy.

Our community has a model for sustainable environmental and cooperative business practices.

Our member-owners, workers, and the public are part of a democratic cooperative community.

Ypsilanti has a thriving sense of community with a culture of openness, accessibility and diversity.

Policy Type: Board Process

Policy Title: C – Global Governance Commitment

Last Revised: **22 June 2013**

Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations.

Policy Type: Board Process

Policy Title: C2 – The Board’s Job

Last Revised: **22 June 2013**

In order to govern successfully, we will:

1. Create and sustain a meaningful relationship with member-owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See D. Board GM Relationship Policies)
 - a. Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
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 clear distinction of roles.
5. Rigorously 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.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

Policy Type: Board Process

Policy Title: C5 – Directors’ Code of Conduct

Last Revised: **26 September 2013**

We each commit ourselves to ethical, businesslike 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 owners. 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. 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.
 - c. A director who applies for employment in the coop must first resign from the Board.
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 and attend 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.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board if the procedures in §6.9 of the By-laws are followed.

You can read all of our policies online at:

<https://ypsifoodcoop.org/files/YFC%20Policy%20Register-2016.pdf>

ByLaw Section referring to the Board Election

Any Member of the Ypsilanti Food Co-op Owner in good standing is able to run for a seat on the Board of Directors. The qualifications for candidates as stated in our bylaws is as followed:

6.4. To qualify, each nominee to the Board shall:

- a) Be a member owner of the co-op in good standing according to Article 3 of these By-laws.
- b) Support the principles of consumer cooperation and the role of consumer cooperatives as alternative economic, political, and social institutions, which may be shown by the nominee participating in general membership meetings, volunteering in the store or on co-op committees, and shopping at the co-op on a regular basis.

- c) Fill out a nominee questionnaire, answering questions about participation in the co-op and intent as a Director.
- d) Understand basic accounting principles and the financial structure of the co-op and be willing to attend and participate in educational sessions throughout his or her Board term, in order to better understand the role and responsibility of a Director.
- e) Be committed to attend regular and special Board meetings as deemed necessary by the Board.
- f) Be committed to attend special events of the co-op as well as local, regional, state and national cooperative conferences and workshops.

6.5. No person employed by the co-op as a staff member shall serve on the Board. Employees and spouses or domestic partners of employees may not serve as Directors. A person with a conflict of interest so continuing and pervasive that they are unable to effectively fulfill the responsibilities of a director with the co-op shall not be qualified to serve as a director. Previous employees must wait one year from their termination to run. Employees who were terminated for cause may not run for the board.

Board Candidate Application Process

Our Application process is intended to give voters information about your background and expertise, what you can offer to the Ypsilanti Food Co-op, and what interests you about serving on the Board. A Nominations Committee member may call you for further information, but generally, these answers will be your way of communicating to other Ypsilanti Food Co-op Owners why you should be a Board member. Feel free to contact the nominations committee if any questions arise at board@ypsifoodcoop.org. All materials **MUST** be submitted electronically to board@ypsifoodcoop.org and be received by 5 pm on Saturday, **May 9, 2020**. Incomplete materials will disqualify you from the nomination process. You MUST be an active Ypsi Food Co-op Member by this deadline.



I declare that I am a candidate for the Ypsilanti Food Cooperative Board of Directors for the term beginning June 2020 through June 2022.

Name _____

Address _____

How many years have you lived in the Ypsilanti area? _____

Phone # _____

Email _____

Place of employment _____

Position/Title _____

5. What is your past experience with the Ypsilanti Food Co-op and cooperatives in general (working, volunteering, shopping, etc.)?

Include what you have done to improve and support the Ypsilanti Food Co-op.

6. What has the Ypsilanti Food Co-op done for you?

7. What skills and strengths would you contribute to the Board

Statement of Agreements

Responsibilities of Board Members

*Please read carefully and thoughtfully; **check each item** to indicate that you are willing to take on these responsibilities. In general, members of a co-op Board of Directors have the same duties as the Directors of any business. In addition, co-op Boards must act on behalf of Ypsilanti Food Co-op (as fiduciaries), meaning that individual Directors have to balance individual interests, business interests, and member interests when making decisions. To do this, Directors must be able to:*

_____ Faithfully honor all legal obligations that come with Directorship, which include the:

_____ Duty of care (make informed decisions in good faith; act as a prudent person; use a good process for decision making; be honest; ensure adequate record keeping)

_____ Duty of loyalty (always act in the best interest of the cooperative; disclose and avoid conflicts of interest; engage in no self-dealing; maintain confidentiality)

_____ Duty of Attention/Diligence (attend meetings; participate in discussions; be prepared; review materials; ask questions; know and adhere to state laws and the co-op's Bylaws; support Board decisions and policies; honor contracts; ensure payment of all tax obligations)

_____ Act on behalf of our member owners ensuring that our cooperative produces benefit and value.

_____ Create and sustain a meaningful relationship with our member owners.

_____ Work with the general manager who has been delegated the responsibility of running the Ypsilanti Food Cooperative.

Expectations of Board Members

As a Board member I will participate in the following. Please read carefully and thoughtfully; check each item to indicate that you are willing to meet the expectation:

- _____ Shop regularly at the Co-op.
- _____ Be prepared for meetings, including reading – carefully and thoughtfully – the agenda packet in advance of every Board meeting.
- _____ Participate fully in Board meetings by attending all monthly meetings, as well as any meetings of committees you may serve on (2-5 hours a month). Special projects may require more commitment.
- _____ Actively participate in Board discussion via email or phone between meetings as necessary.
- _____ Attend the June Board Orientation (this is mandatory!).
- _____ Attend Owner Gatherings, the Annual General Membership Meeting, Community Outreach and other special events.
- _____ Actively participate in the annual election by spending time in the store (or other get-out-the-vote activities).
- _____ Become familiar with Policy Governance, and the Co-op’s bylaws, policies, and financial statements.
- _____ I qualify to serve as a Director in that I am a member-owner, either full-share or current with partial share payments.

I also agree to abide by all Code of Conduct Policies of the Ypsilanti Food Coop

Please check each item to agree to your adherence of all policies:

- _____ Work for continued and increased effectiveness in the co-op’s ability to serve its Owners
- _____ Disclose any personal or organizational conflict of interest that I may have and Will refrain from discussing or voting on any issues related to that conflict
- _____ Refrain from asking for special privileges as a Board member and from interfering with management’s authority
- _____ Be honest, helpful, diligent, and respectful in my dealings with the co-op, with other Directors, and with the co-op’s management, staff and Owners
- _____ Realize that I do not have individual authority over the organization or staff, and will act carefully when interacting with staff and member owners.
- _____ Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the co-op to employees, Owners, shoppers, and the general public
- _____ Consider the business of the co-op and its Owners to be confidential in nature
- _____ Devote the time needed to fulfill the responsibilities of the position
- _____ Attend and actively participate in the Board’s training sessions and annual planning retreat to enhance Board understanding and cohesiveness
- _____ Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion
- _____ Strive at all times to keep Owners informed of the co-op’s status and plans, and of the Board’s work, as appropriate

Your signature of agreement to all of the above

Conflict of Interest

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of the Ypsilanti Food Co-op or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from the Ypsilanti Food Co-op, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Conflict Disclosure:

As a co-op Director, I agree to abide by this Statement of Agreement, and that I have no Conflict of Interest pervasive enough to prevent my ability to serve on the board. I agree that if, in the opinion of the majority of co-op Directors, I have violated the letter or spirit of this agreement that I shall resign my position on the Board immediately.

Printed Name of co-op Director

Signature of co-op Director

Date

A complete application will include:

- Pages 8 – 12 of this packet, fully completed. The Nominations Committee will ask you to revise and shorten any responses over the stated word limit.
- Two references (personal or professional – not related to the candidate), with phone and email
- The signed Statement of Agreement, with your conflict of interest disclosure.
- A bio of 150 words or less
- A digital photograph of yourself, 150 dpi or better, in jpeg or similar format.

A portion or all of your application may be posted in the newsletter, online or in the store.