



**FEATHER** **CO-OP**  
**RIVER FOOD** **SINCE 1978**

# Board of Directors ELECTION HANDBOOK

Feather River Food Cooperative  
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[featherriver.coop](http://featherriver.coop)

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## Letter to Candidates

Elections for the Feather River Food Cooperative (FRFC) Board of Directors are held each year in March. This packet of information is compiled for prospective board candidates.

The board of directors serves a critical role in overseeing and guiding our co-op. Board members attend monthly board meetings and meetings of at least two board committees, as necessary.

We encourage you to become acquainted with the FRFC website:

<https://featherriver.coop>

You can review co-op news, mission statement, annual report, bylaws, the strategic plan, and other important documents at <https://featherriver.coop/about-us/>

Each year two or three board of director positions are up for election. Being a board member is a great way to support and guide your co-op.

The annual election schedule is as follows:

- January 1<sup>st</sup>- 31<sup>st</sup> Interested candidates are identified
- January 31<sup>st</sup> Deadline for submitting candidate declaration and photo
- February Board review candidates and bios
- March 1<sup>st</sup> – 31<sup>st</sup> Election month

For more information about the election process contact:

Board of Directors  
Board@featherriver.coop

Amber Hughes, Outreach Coordinator  
AHughes@featherriver.coop

Thank you for your interest!

## **Feather River Food Cooperative**

### **Job Description**

**Title:** Board of Directors

**Reports To:** Co-op Members

**Supervises:** General Manager

**General Statement:** The Board of Directors is an elected body responsible for overseeing the affairs of the co-op on behalf of the co-op's owners (its members). The board's authority extends only to decisions made by the board as a whole; individual board members have no authority outside of a board meeting, except as delegated by the board as a whole. Only members in good standing may serve as directors of a cooperative. Directors will not be provided any special privileges beyond those extended to all co-op members.

**Primary Function:** To be legally accountable for the actions of the cooperative. To ensure the long-range security and viability of the co-op by overseeing the operations and planning for its future. To make decisions in the best interest of the co-op and its entire membership.

#### **Specific Responsibilities:**

1. Work with management to establish the co-op's long-term purpose and direction; approve annual and long-term objectives, goals, and performance targets. Monitor progress toward goals and objectives.
2. Define the General Manager's responsibilities and goals. Hire and evaluate the GM. Approve the GM's compensation package.
3. Approve capital and operating budgets. Ensure adequate capitalization and profitable operations. Approve major changes in assets. Monitor financial positions, indicators, and resources.
4. Set major corporate (non-operational) policies and performance standards. Monitor compliance with policies.
5. Establish key indicators for membership and monitor performance. Ensure two-way communication with members; at least annually, report to members. Approve member benefits that offer a balance between value to members and fiscal viability for the co-op.
6. Select and retain outside auditors, legal counsel, and other advisors, as needed.
7. Contribute to a positive public image for the co-op. Represent the co-op to its business community and in legal actions.
8. Make sure that the co-op adheres to all relevant laws, including its Articles of Incorporation and bylaws. Prepare and approve bylaw changes as needed.
9. Perpetuate a strong board through recruitment, contested elections, training, and ongoing professional development. Appoint directors to fill vacancies and select board advisors.
10. Set up board committees and ensure efficient, effective board operations/systems.
11. Willingness to participate in Board Member training opportunities.
12. Authorize other items as required-e.g., banking arrangements, employee benefits plans, insurance coverage, etc.

13. Perform all other responsibilities of a director.

## **FEATHER RIVER FOOD COOPERATIVE**

### **Declaration of Interest**

#### **Our Mission Statement**

**Feather River Food** Cooperative is a consumer-owned business that adheres to the Seven Cooperative Principles and provides our communities with quality, affordable foods and products while promoting organic agriculture, health awareness and sustainability.

#### **Board of Directors' Responsibilities**

Collectively, the seven-member board of directors assumes legal, fiscal, and philosophical responsibility for all activities of FRFC (Feather River Food Cooperative). The board of directors oversees the general manager and is responsible to the member-owners. The board establishes policy, approves the annual budget, and works on standing committees.

Board members serve a 3-year term. Each board member receives a quarterly stipend. The board meets monthly, usually on the third Monday of the month from 5 until about 7 p.m. (approx. 2hrs). Generally, there are no board meetings in August or December. The board calendar is set in April and November for the following six months. Board members can expect an average commitment of 6-10 hours a month.

In addition to board meetings, duties include:

- Working on one or more committees
- Attending FRFC functions
- Evaluating the general manager including contract and salary negotiation
- Preparing the FRFC Annual Meeting and other cooperative functions
- Board member training opportunities

**Board candidate eligibility requires that a person shall be a member/owner for at least six months prior to the March 1<sup>st</sup> commencement of the election and shall not have any overriding conflicts of interest with the Co-op. No employee shall be eligible to serve as a director.**

**Candidates must attend one of the January candidate pre-orientations (dates to be announced) and it is strongly recommended to attend one board meeting prior to**

**commencement of the election.**

If you wish to be a board candidate, please submit a Declaration of Interest, a signed copy of the Board Candidate Campaigning Policy and a photograph by January 31st to AHughes@featherriver.coop

The Declaration should include the following information: Name; Co-op member number; address; email address; phone number(s); and a brief biography describing your background; skills; and experience that would make you a good board member. Please also include any Co-op issues that are of particular interest to you. Please keep bio to 275 words or less.

This information, along with a photo\*, will be published in the Co-op newsletter and displayed in each store after review and approval by the Board.

For more information about the FRFC Board of Directors please contact AHughes@featherriver.coop

\*Please email a current photograph of yourself to: AHughes@featherriver.coop

**Feather River Food Cooperative**

**Board Candidate Agreement**

I, \_\_\_\_\_, agree to follow the rules and policies of the Co-op and Board of Directors throughout the board election period. I understand that failure to follow these policies and rules may disqualify me from running for office.

Policies and Bylaws are available to review at: <https://featherriver.coop/about-us/>

Signed \_\_\_\_\_ Date \_\_\_\_\_

Print name \_\_\_\_\_

## Board Election Procedures

Elections for directors are held annually. Additional requirements for board elections may be found in the bylaws and the California Cooperative Corporation law.

- Multiple options for casting ballots will be provided for member-owners including paper ballots in the stores.
- Two board development committee members who are not running for office will be responsible for counting the ballots at the conclusion of the voting period. If this is not possible, any two board members who are not running for a board position may count the ballots.
- When ballots are being counted, a list of current membership numbers will be made available to check legitimacy of each ballot.
- If two candidates are within 5 votes of one another, an immediate recount will be conducted. ● In case of a tie between two candidates, an immediate recount will be conducted. If a tie is validated, the candidates will be contacted and informed of the situation. A coin toss will be used to determine the winner unless one of the candidates' volunteers to bow out of the race. ● In a non-contested election, the board may choose to include a yes/no option for each candidate on the ballot. If any candidate receives more 'no' than 'yes' votes, the board may choose to appoint another person for that position.
- The board development committee will retain ballots until the newly elected board members are officially seated.
- To ensure a smooth election process, the FRFC Outreach Coordinator Team Leader should attend a board development meeting prior to the election to communicate the process, including details of election and Scoop newsletter publication deadlines.
- FRFC bylaws require votes from a minimum of 5% of all owners or one hundred owners, whichever is lesser, for a valid election.

## Timeline

January 1st – January 31st is open for candidates to show interest and fill out paperwork to become a candidate for the open seats.

February 1st – February 28th is the candidate information period, where the candidate bios and pictures will be available to member-owners to learn more about their candidates.

March 1st- March 31st is the election month, where member-owners vote for the best-suited candidate.

## Responsibilities

### General Manager Responsibilities:

- The general manager will be responsible for ensuring that all ballots are gathered, consolidated and delivered to the board development chairperson (or designee) within 3 days after close of voting. Outreach Coordinator Responsibilities:
- Print out Candidate Declaration of Interest forms for both stores.
- Make an informational flyer to hang at both stores.

- Use constant contact to make an email blast to members on being a board member, and to update members on the “who, what, when, why, how” questions.
  - Obtain a folder to use at Front End to accept candidate interest forms.
  - Update website, social media and other promotional outlets on candidate info and election. ●
- Make promotional posters for candidates after Jan 31st to show members their candidates at both stores.
- Send all candidate information to the Board Development Chair.
  - Work with the board development committee to edit candidate interest forms and other election materials.

#### **Board Responsibilities:**

- Work with the Outreach Coordinator to edit all Board election materials prior to January 1st to ensure accuracy and consistency.
- Work with Outreach Coordinator to obtain completed candidate interest forms.
- Work with the Outreach Coordinator to edit all candidate and election materials.
- Handle all inquiries about running for the Board in a timely manner.
- Adhere to candidate and election timelines to ensure information gets out to the members accurately.
- Tally all votes to ensure a prompt election result.
- The board president or designee will notify all candidates within 7 days after election closes and then the results may be posted in stores. Current bios of the candidates should be kept in the Board’s Google Drive so that the president has contact information for all candidates.
- Send information to the Outreach Coordinator so the vote can be announced via social media, the website and store flyers.
- Conduct orientation for newly elected Directors and follow up with non-elected candidates to thank them for running and to invite them to attend future Board committee meetings.

## Candidate Campaigning

For the efficient and fair operation of the FRFC board of director’s annual election and to create a comfortable shopping experience for all customers and to offer a level playing field for all candidates, the following parameters will apply to candidate campaigning:

- There is no campaigning allowed inside the stores as directed in the FRFC Employee Handbook.
- No materials will be allowed to be posted on the co-ops’ premises besides the official bio submitted to the Outreach Coordinator.
- Campaigning and discussion with staff pertaining to the election beyond simple procedures is prohibited.
- No campaigning will be allowed on any of the co-ops’ premises unless following the stores’ policy.

~ *Campaigning is when someone comes to any FRFC premises for the purpose of starting discussions and*

*persuading people to vote a certain way. ~*

## Board Code of Conduct, Ethics, and Conflict of Interest Agreement Procedure

### Overview and Purpose

The Board of Directors adopts the following Code of Conduct, Ethics and Conflict of Interest Agreement to clarify any uncertainty regarding the authority and the essential role of the board or individual board members. They also define the level of confidentiality and expected behavior conduct of FRFC Board members.

### Procedure

At the time of new Board member orientation, each newly elected member will be given a copy of this agreement. All Board of Directors will read, agree to, and sign the following Code of Conduct, Ethics, and Conflict of Interest Agreement at the board meeting following the board member election each year, when new board members are seated. The board president will collect the signed documents from all directors and keep it in a locked file for board documents that will be located at the White House.

### Policy C5 – Directors’ Code of Conduct

#### Code of Ethics

*As director of Feather River Food Cooperative, I agree that:*

- The **board’s authority** is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the board and work with management to set the future direction of the coop. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- Each **director’s authority** is equal only to the rights and authority of any individual member of the cooperative except when the board is in formal meeting. No individual director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the board, and no individual director has any particular rights to information not made available to all directors.
- The **authority of the manager**, as approved by the board in the general manager’s job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the board.
- While an individual **director may disagree** with a policy approved by or action taken by the majority of the board, s/he will support that policy or action as being the considered judgment of the board. An individual director shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board’s practices. The board shall have the duty to reconsider its actions appropriately.
- All directors will **maintain confidentiality** as needed to protect the co-op’s interests and financial viability. This means that all directors shall not discuss disputed or confidential corporate actions, policies, or issues with co-op members, employees, or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation and details of the co-op’s financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the board as a

whole.

- Directors **serve as representatives** of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the co-op, its members, and its staff. We respect the rights of other directors, staff and members to communicate their ideas free from interruption and without intimidation. All directors shall affirmatively and, at all times, disclose any and all **conflicts of interest**.

## Code of Conduct

*As a co-op director, I pledge to do my best for Feather River Food Cooperative, and will:*

- Devote the time needed to fulfill the responsibilities of the position;
- Attend all regular and special board and committee meetings;
- Be prompt, attentive, and prepared for all board and committee meetings;
- Contribute to and encourage open, respectful, and thorough discussions by the board; • Attend and actively participate in the board's training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- Consider the business of the co-op and its members to be confidential in nature; • Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
- 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 members;
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the co-op's interest;
- Work for continued and increased effectiveness in the co-op's ability to serve its member/owners;
- Be a team player and agree to abide by the majority action of the board, even if it is not my own personal opinion;
  - Present the agreed-upon view of the board of directors, rather than my own, when I speak for the co-op to employees, members, shoppers, and the general public;
- Refrain from asking for special privileges as a board member and from interfering with management's authority;
- Work to ensure that the co-op is controlled in a democratic fashion by its members and that all elections are open, fair, and encourage the participation of all members: • Strive at all times to keep members informed of the co-op's status and plans, and of the board's work, as appropriate;
  - Continually seek to learn more about the co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.