

FEATHER RIVER FOOD CO-OP
SINCE 1978

Board of Directors Election Handbook

Revised October 28, 2026
by Kendrah Fredricksen

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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 our Co-op news, mission statement, annual report, bylaws, the strategic plan, and other important documents at www.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 our Co-op.

The annual election schedule is as follows:

- January 1st – 31st - Interested candidates are identified.
- February 26th - Deadline for submitting candidate declaration and photo.
- February 26th – 28th - Board review of candidates and bios
- March 1st – 31st - Election month

For more information about the election process, please contact:

Board of Directors: Board@featherriver.coop

Kendrah Fredricksen, Outreach Coordinator: KFredricksen@featherriver.coop

Thank you for your interest!

Feather River Food Co-op 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 the 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 on behalf of membership and monitor Co-op 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 Board Directors to fill vacancies and select Board advisors.
10. Set up Board committees and ensure efficient, effective Board operations/systems.
11. Participate in Board Director training opportunities.
12. Authorize other items as required-e.g., banking arrangements, employee benefits plans, insurance coverage, etc.
13. Participate in at least two committees, including the expectation that new board members serve on the Finance Committee during their first year.
14. Perform all other responsibilities of a Board Director.

Board Election Procedures

1. Elections or directors are held annually. Additional requirements for Board elections may be found in the Co-op bylaws and the California Cooperative Corporation law.
2. Multiple options for casting ballots will be provided for member-owners including paper ballots in the stores and online voting.
3. 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.
4. When ballots are being counted, a list of current membership numbers will be made available to check the legitimacy of each ballot.
5. If two candidates are within 5 votes of one another, an immediate recount will be conducted.
6. 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.
7. 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.
8. The Board Development committee will retain ballots until the newly elected board members are officially seated.
9. To ensure a smooth election process, the FRFC Outreach Coordinator should attend a Board Development Committee meeting prior to the election to communicate the process, including details of election and Scoop newsletter publication deadlines.
10. FRFC bylaws require votes from a minimum of 5% of all owners or one hundred owners, whichever is lesser, for a valid election.

11. Timeline:
    - January 1st – 31st - Interested candidates are identified.
    - February 26th - Deadline for submitting candidate declaration and photo.
    - February 26th – 28th - Board review of candidates and bios.
    - March 1st – 31st - Election month.

Responsibilities:

General Manager:

1. The general manager will be responsible for ensuring that all ballots from both stores are gathered, consolidated, and delivered to the Board Development Committee chairperson (or designee) within 3 days after close of voting.

Outreach Coordinator:

1. Print out Candidate Declaration of Interest forms for both stores.
2. Make an informational flier to hang at both stores.
3. 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.
4. Disseminate Election Handbooks and Declarations of Interest to the Board of Directors binder at the front of each store location beginning in December.
5. Inform staff that the election cycle is open and paper ballots are accepted in either of the two stores. Set up ballot boxes for collection of paper ballots.
6. Update website, social media and other promotional outlets on candidate info and election link to online voting.
7. Make promotional posters for candidates after Jan 31st to show members their candidates at both stores.
8. Send all candidate information to the Board Development Chair.
9. Work with the Board Development Committee to edit candidate interest forms and other election materials.

Board:

1. Work with the Outreach Coordinator to edit all Board election materials prior to January 1st to ensure accuracy and consistency.
2. Work with Outreach Coordinator to obtain completed candidate interest forms.
3. Handle all inquiries about running for the Board in a timely manner.
4. Adhere to candidate and election timelines to ensure information gets out to the members accurately.
5. Tally all votes to ensure a prompt election result.
6. 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.
7. Send information to the Outreach Coordinator so the vote can be announced via social media, the website and store flyers.
8. 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.

Board 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 Tabling Policy.
- No materials will be allowed to be posted on the Co-ops' premises except 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, expected behavior, and 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 (administrative building).

***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 Co-op. 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. Directors shall conduct themselves in a professional manner that fosters confidence and reflects positively on the Co-op, its members, and its staff. Directors will 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.

Further information about FRFC Policies and Bylaws is available to review at: Bylaws & Policies

Board Director Expectations

Our Mission Statement: As a food co-operative, we strive to uphold a sustainable, democratic and equitable food system that offers wholesome, nutritious, and high-quality products to our community while supporting local farms, businesses and nonprofits.

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. Directors serve a 3-year term. Each Board Director receives a quarterly stipend of $241.75.

The Board meets monthly, usually on the fourth 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 October for the following six months.

Board Directors can expect an average commitment of 6-10 hours a month. In addition to Board meetings, duties include:

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

Declaration of Interest

To be qualified as a director, a person shall be an active owner prior to the commencement of the election of directors and shall not have any overriding conflict of interest with the Co-op. The commencement of the election period is January 1, therefore the candidate must be an active member as of December 31. No employee shall be eligible to serve as a director.

It is strongly recommended that potential candidates attend the orientation immediately preceding the January Board meeting at the Co-op administration office in Quincy. Following the orientation, the Board will have its regular monthly Board meeting. It is also strongly recommended that potential candidates attend this Board meeting, as it will be a good opportunity to observe the Board at work.

If you wish to be a Board candidate, please submit a Declaration of Interest, along with a recent photograph, by February 26th to Kfredricksen@featherriver.coop.

The Declaration should include the following information:

- Name
- Co-op member number
- Address
- Email address
- Phone number(s)
- 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 your 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 Kendrah Fredricksen KFredricksen@featherriver.coop or Board@featherriver.coop.

On or before February 26, please also sign and submit the Board Candidate Agreement. You can submit a paper copy to the election folder at either store, or you can submit a scan of the signed agreement to KFredricksen@feather.coop .

Policy Governance vs. Working Boards

Feather River Food Co-op's Governance Model

In 2021, the Feather River Food Co-op Board of Directors adopted Policy Governance as its governing system. Policy Governance is a structured approach to board leadership that helps organizations maintain clear roles, accountability, and strategic direction. It is used by many food cooperatives and other nonprofit organizations.

What Is Policy Governance?

Policy Governance, also known as the Carver Model, is a comprehensive system for board leadership developed by Dr. John Carver. It separates the board's responsibility for setting organizational direction and establishing policies from the General Manager's responsibility for managing day-to-day operations.

Under this model, the Board of Directors establishes the organization's goals, defines expectations, and provides fiduciary oversight. The General Manager is responsible for carrying out those goals, managing staff, and overseeing daily operations within the boundaries established by the board.

The board monitors the General Manager's performance through a structured reporting system to ensure compliance with board policies and progress toward organizational goals.

What Is the Difference Between a Working Board and a Policy Governance Board?

Working Boards

Working boards are often a good fit for startups, grassroots organizations, and small nonprofits with limited budgets and few or no paid staff. Board members take an active role in both governance and operations, frequently rolling up their sleeves to complete tasks, manage projects, and carry out the organization's work.

In this model, board members may have direct involvement in daily activities because the organization relies on their time and labor to function.

Policy Governance Boards

Policy Governance boards focus on leading the organization rather than managing its daily operations. The board acts as a collective body, making decisions and speaking with one voice through formally adopted policies.

The Board of Directors establishes strategic goals, sets organizational policies, hires and evaluates the General Manager, and maintains fiduciary oversight. The General Manager is delegated responsibility for operations, including staffing, implementation, and day-to-day decision-making.

The board monitors the General Manager's performance through regular reports that demonstrate compliance with board policies and progress toward established goals. Individual board members do not direct staff or independently make operational decisions outside the authority granted by the board.

Why This Distinction Matters at Feather River Food Co-op

Policy Governance allows the Feather River Food Co-op Board of Directors to focus on the long-term health, sustainability, and success of the cooperative while empowering the General Manager to lead daily operations.

This clear division of responsibilities supports accountability, consistent decision-making, and effective leadership. It also helps the board fulfill its fiduciary responsibilities while ensuring that operational decisions remain with the person entrusted to manage the organization.

In short: The board determines the direction and expectations; the General Manager leads the work to achieve them.

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FRFC Board Candidate Agreement

I, _____, agree to follow the rules and procedures contained in the Election Handbook, and of the Co-op and Board of Directors, throughout the Board election period.*

I understand that failure to follow these rules and procedures may disqualify me from running for office.

Signature _____

Print name _____

Date _____

*Further information about FRFC Policies and Bylaws is available to review at: Bylaws & Policies (located on the FRFC website https://featherriver.coop/about-us/bylaws | featherriver.coop > About Us > Board of Directors > Policies, Bylaws & Reports) -or- paper copy available upon request at either FRFC store.