

**BRIARPATCH CO-OP BOARD OF DIRECTORS  
POLICY MANUAL 2008  
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## MISSION STATEMENT

The BriarPatch Community Market is a cooperatively owned business committed to supporting our community by:

Welcoming everyone  
Selling healthful, earth-friendly, affordable products  
Providing a quality work experience  
Offering excellent customer service and consumer education  
Building our local economy  
Serving as a resource center for conscious living  
Enhancing and improving the cooperative business model

Being a co-op owner provides you with an opportunity to:

Have a voice in decisions that shape the co-op's future  
Receive a discount that increases with volunteer work  
Support the cooperative ideal and share in its benefits

## **BriarPatch Co-op Vision Statement**

As the leading natural food store in Nevada County,  
we also seek to be a vibrant, important community hub for gathering  
as well as for dialogue and learning about healthful food.

~

We seek to be a leader in social, environmental,  
as well as fiscal business responsibility,  
among both local businesses and food co-ops nationally.

~

As we model community-mindedness and cooperative principles,  
we hope to inspire and teach others to do the same,  
and in so doing contribute to peace and prosperity for all within our reach.

## ELECTION POLICY

The election shall be conducted by the *Nominations/Election Committee*, including ballot preparation, information for elections and procedure for voting secretly. Nominations shall begin at the Annual Owners meeting. The candidates' information and qualifications will be listed in the newsletter and posted on the store bulletin board. The election shall be held the second half of January. The ballot shall state the number of Board seats open and the number of years for each seat. Candidates receiving the most votes shall be full term directors. ***To become a Director of the BriarPatch Board, candidates must receive at least 25% of the votes cast in the election.***

One non-running Board member and the *General Manager and/or the Operations Manager* will be appointed by the Board of Directors at a meeting prior to an election or balloting as inspectors. The inspectors shall:

1. Count the ballots within 2 days *of the election*.
2. Report the results to the Secretary of the Board
3. Keep the ballots until the new years' election or balloting in the filing cabinet at the store.
4. ***May appoint 3<sup>rd</sup> party monitors for ballot counting and vote tally.***

## **BriarPatch Community Market Director Application**

I declare that I am a candidate for the BriarPatch Community Market Board of Directors. I recognize that as a Director I will have fiduciary responsibility to the owners to act in an informed and prudent manner. I recognize that as a Director I will have a duty to represent the owners at large and to act in their best interests (not those of any faction thereof). I understand that serving as a Director is a job which requires that I:

1. Prepare for and attend Board and Owners Meetings regularly.
2. Attend Board training sessions.
3. Serve on at least one committee.
4. Become familiar with the Co-op's Bylaws, policies and financial statements.
5. Be an owner in good standing.

### **What we expect from Directors:**

1. A genuine interest in Co-op issues and our community.
2. A solid two year commitment to the Board.
3. A willingness to take responsibility for Board duties and work together with understanding, mutual support, and respect to make decisions that will enhance the viability of the co-op.

PLEASE PRINT:

NAME

ADDRESS

PHONE NUMBER

EMAIL

SKILLS/EXPERIENCE

YEARS IN OUR COMMUNITY

CO-OP ISSUES YOU HAVE A PARTICULAR INTEREST IN

ADDITIONAL INFORMATION ABOUT YOURSELF

I have read and agree to the three attached documents; the BP Board of Directors Job Description, Standards of Conduct and the Responsibilities.

SIGNATURE

DATE

## **BRIARPATCH BOARD RESPONSIBILITIES**

1. The Board of Directors holds the cooperative corporation in trust for the owner-members, and is legally responsible for the corporation.
2. The Board of Directors creates and evaluates our self-governing policy manual.
3. The Board of Directors leads the strategic planning process. The Board of Directors creates objectives and policies based on its vision; and give those policies and objectives to the General Manager for implementation.
4. The Board of Directors updates its legal governing documents (i.e, the Articles of Incorporation and the By-Laws).
5. The Board of Directors hires and evaluates the General Manager.
6. The Board of Directors schedules and facilitates an annual owner/member meeting.
7. Any other activity of The Board of Directors shall concur with our governing documents.

## **Director of the Board Job Description**

The Board of Directors are committed to carrying out the Mission of the BriarPatch Co-op as stated in our Mission Statement and in our Articles of Incorporation (section II B (1)). The Board of Directors is responsible for reviewing and approving the budget; fiscal stability, vision, long range planning, and corporate policies. We provide collective leadership, advice, and objectives to the General Manager of the BriarPatch Community Market on behalf of owner/members.

### **Duties and Responsibilities**

Prepare for each Board of Directors meeting by reading committee reports, financial statements, and other materials distributed one week prior to the meeting.

Attend all regular and special Board meetings, participate in the proceedings, and follow the agenda.

Serve on at least one committee and actively participate in meetings of the committee.

Maintain knowledge of current corporate policies and the objectives of the corporation.

Financially support the Co-op by being an active owner and shopping there regularly.

Actively recruit new Co-op owners, and encourage them to serve on the Board, on standing committees, or to volunteer their time in the store.

Share expertise and talents with the co-op as appropriate.

Serve as an advocate of the corporation to the community.

Be accessible to the GM and other Board Members as needed.

Contribute at least six (6) hours per month in working for the corporation.

Fulfill commitments within the agreed-upon deadlines.

Hold in confidence any sensitive information, for example, disputed or confidential corporate actions, policies, or issues with co-op members, employees, or the general public unless all Directors agree to do so. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial status (member loans, bank loans, GM salary, etc.) will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.

Read and comprehend the Bylaws, Articles of Incorporation, and the Policy Manual of the BriarPatch Board of Directors.

Members of the Board of Directors who wish to table in front of the store (at times other than during the approved election campaigning period) shall submit a written request to the General Manager for approval. The recommended policy shall include the following condition: In the event the request is denied, the director will have the option of submitting the request to the Board and the issue shall be placed on the next regular Board meeting agenda.

## **BriarPatch Co-op President, Board of Directors Job Description**

### Goal

To provide leadership and direction to the owners and the governing Board of Directors of the BriarPatch Co-op, through ensuring that all Directors understand the exercise of their responsibilities in regard to sound programmatic and fiscal management of the cooperative.

### Duties and Responsibilities

- Act as principal executive officer of the corporation
- Prepare agendas for owners meetings
- Prepare agenda for Board meeting one week in advance
- Preside over all regular and special owners meetings
- Sign, with other appropriate officers, corporate and legal documents
- Maintain current knowledge of programs and activities
- Act as principal spokesperson for the BriarPatch
- Prepare agenda for Executive Session
- President of the Board of Directors shall have the discretion to refer a Director's written request to discuss a policy related issue to an appropriate Board committee or place the issue on the next regular Board meeting agenda. The recommended policy shall include the following condition: In the event the request is referred to a committee and the Board member does not believe the issue was addressed adequately by the committee (communicated in writing to the Board President), the issue shall be placed on the next regular Board meeting agenda.
- Insure that there will be a form that records each motion and vote
- Preside over Executive Sessions
- Supervise standing committee chairpersons
- Facilitate communication between the Board and owners
- Ensure Board follow-through on all assigned tasks
- Assist in orientation of new Board members
- Act as a liaison with the General Manager

## Qualifications

- Accessibility, ability to devote approximately 10 to 20 hours per month to organizational activities
- Excellent communication skills in verbal and written self expression
- Proven leadership ability
- Knowledge of and skills in planning and co-op management, ability to integrate vision with reality
- Meeting facilitation skills
- Commitment to the purpose and programs of the BriarPatch Co-op and knowledge of current organizational activities and procedures
- Ability to work in a team and delegate responsibility
- Knowledge of issues, community and constituencies
- Intestinal fortitude, patience, creativity and vision.

## **Vice President, Board of Directors Job Description**

### **Goal**

To ensure continuity in the leadership of the Briar Patch Community Market by supporting and assisting the President.

### **Duties and Responsibilities**

Preside over owners meetings in the absence of the President.

Preside over Board *meetings in* the absence of the President.

Support the current President.

*Become oriented to* all duties and responsibilities of the President.

Attend and participate in Executive Session meetings.

Chair a standing committee and fulfill committee chairperson position description.

Assist in orientation of new Directors and owners.

Perform other duties as assigned by the President.

### **Qualifications**

Excellent communications skills in verbal and written self-expression.

Proven leadership ability.

Knowledge of and skills in planning.

Meeting facilitation skills.

Knowledge of and commitment to the purpose and program of the Briar Patch Community Market.

Ability to work in a team and to delegate responsibility.

Intestinal fortitude, patience, creativity and vision.

Most have different term of office than President.

## **Treasurer, Board of Directors Job Description**

### **Goal**

To provide financial management and fiscal controls for the corporation.

### **Duties and Responsibilities**

Monitor receipt of all securities and moneys due to and held by Briar Patch Community Market. Ensure that all funds are properly deposited and disbursed in a timely manner.

Render monthly, quarterly and annual financial reports of the corporation to the Board of Directors.

Ensure that all Federal, State and local and other required financial reports are filed on a timely basis.

Oversee the preparation of the annual budget and monitor its implementation.

Oversee the design and implementation of an appropriate bookkeeping and accounting system.

Contract with an independent CPA to conduct an annual financial review.

Sign fiscal forms and instruments as necessary.

Attend and participate in Executive Sessions of the Board.

Attend and participate in Finance Committee meetings.

### **Qualifications**

Knowledge of fund accounting systems and internal controls. Ability to analyze and clearly present financial statements. Knowledge of financial reporting requirements.

Ability to work in a team and to delegate responsibility.

Ability to produce financial budgets and projections.

Ability to develop methods of maintaining positive cash flow.

Knowledge of and commitment to the purpose and programs of the Briar Patch Community Market.

Knowledge of and skills in financial planning.

## **Secretary, Board of Directors Job Description**

### **Goal**

To oversee the record keeping and correspondence: of the owners and the governing board of the corporation, ensuring compliance with relevant provisions of the bylaws, California Cooperative and Corporate law, and IRS regulations.

### **Duties and Responsibilities**

- Record and sign the minutes of the meetings of the owners.
  - Record and sign the minutes of the meetings of the Board
  - Maintain records of the minutes of standing committees.
  - Send notices in accordance with the provisions of the bylaws or as required by law.
  - Ensure that corporate records are protected for long-term safekeeping.
- Maintain directory of members of the Board, including names, addresses and phone numbers and current position within the corporation.
- Sign appropriate organizational documents, as needed.
- Monitor parliamentary procedure, as needed.
- Maintain corporate records in an orderly and accessible fashion at the location of business.
- Sign official corporate correspondence.
- Update bylaws, as needed when relevant Board resolutions are adopted.
- Attend and participate in Executive Sessions,
- Attend and participate in Governance Committee.

### **Qualifications**

Knowledge of laws pertaining to coop corporations.

Knowledge of parliamentary procedure.

Good listening skills

Ability to summarize details into concise statements.

Knowledge of and commitment to the purpose and programs of the BriarPatch Community Market.

Ability to work in a team and to delegate responsibility.

Ability to coordinate many details.

Filing knowledge and skills.

Ability to take minutes-type-copy and distribute same.

## **BriarPatch Board of Directors Standards of Conduct (This section added 6/06/2006)**

### **1) Act in Good Faith**

I understand that every Board Member is making a statement of faith about every other Board Member. We trust each other to carry out policies and goals of the co-op to the best of our ability, each in our own way, with knowledge, approval and support of all. I know that if I fail to act in good faith, I should resign.

### **2) Exercise Due Care**

I understand that at all times I am a representative of the BriarPatch Co-op and shall conduct myself in a professional manner which will reflect positively on the Cooperative, its owners, and its staff. Directors will maintain confidentiality as needed to protect the co-ops interests and financial viability. Directors will not discuss Executive Sessions, or other items as listed in the Board of Directors Job Description. I also understand that I have the right to disagree with a policy or action adopted by the majority of the Board, but should support said policy or action as being the considered judgment of the Board. I also have the right and duty to present further evidence and argument to the Board for further consideration and appropriate action.

### **3) Work and Act in the Best Interests of the Co-op**

I am fiscally responsible, with the other Board Members, for this organization. It is my duty to comprehend the co-ops budget and to take an active part in planning the budget and ensuring that it is met. I will familiarize myself with all financial statements and policies of this business.

### **4) I will adhere to the Board of Directors Job Description in the Policy Manual**

## **Campaigning, Nominations, and Elections Policy**

**The BriarPatch Co-op will assist Board of Director candidates in campaigning and promote Owner-Members to participate in the elections by:**

- 1) Hosting, advertising, and sponsoring two or more Candidate Forums prior to the election, one in early December and one in January. Participation for candidates is optional.
- 2) Posting approved information and photographs of candidates in the Briar Patch starting December 1. Printed candidate statements will be available for customers to take home to help owner-members make informed voting decisions.
- 3) Publishing articles about upcoming elections and approved candidate statements and photographs in the December/January edition of the Briar Patch newsletter.
- 4) Sending a postcard mailing to the membership list reminding owner-members to vote at least seven days before the scheduled opening date for elections.
- 5) Posting approved information and photographs of candidates on the Briar Patch website starting December 1.
- 6) Additional articles may be published in the December/January edition of the Briar Patch newsletter reminding members about voting procedures and policies.
- 7) The Board of Directors shall set a goal for percentage of owner-members desired to participate in the election (at least 25%) through the opportunities listed above.

**Candidates for the Briar Patch Board of Directors may engage in campaigning activities in a professional, appropriate manner, that reflects positively on the BriarPatch. The Briar Patch encourages candidates to exhibit fair play in their campaigns and solely discuss issues.**

- 1) Candidates are encouraged to talk about themselves, their experience, leadership ability, business/jobs, and policy position on issues relevant to the cooperative.
- 2) The Briar Patch requires candidates to follow the Briar Patch Board of Directors Standards of Conduct at all times.
- 3) Campaigning inside the store is prohibited.
- 4) Use of the Briar Patch logo is prohibited in campaigning materials, excepting those provided by the Briar Patch, as listed in the preceding section.
- 5) Campaigning outside of the BriarPatch shall be allowed provided ingress and egress to the store are not restricted and candidates are not disturbing customers? The policy shall include the following conditions:
  - a. The campaigning period shall commence a maximum of thirty (30) days prior to the start of an election and must cease at the close of business on the day prior to the election beginning;

- b. No campaigning is permitted at any time during the voting period;
- c. Tables may only be placed between the store entrance and exit doors, on the east (under the roof) and/or west side of the planter;
- d. All persons (candidates or their representatives) desiring to campaign by the entrance to the BriarPatch must review the documents contained in the Campaigning Notebook (these include: Board of Directors Application, Board of Directors Standards of Conduct, Board of Directors Responsibilities and Job Description, and the BriarPatch Campaigning Policy) and agree to abide by these as indicated by signing the Campaigning Agreement before they may be permitted to campaign. The Notebook shall be maintained at the customer service counter inside the store.

The management will do the policing to make sure all the rules are being followed. The Board of Directors will not be concerned unless it is called to their attention.

- 6) Use of the owner mailing list is prohibited by candidates.
- 7) All campaign mailings shall clearly state the names of the persons providing the mailing and shall follow the ethical guidelines listed above.
- 8) Each candidate generates his/her own materials with his/her own personal resources, Briar Patch resources may not be used, excepting photocopying for in-store approved candidate statements.
- 9) Employees of the Briar Patch are prohibited from giving candidate endorsements inside the store and during scheduled work hours.
- 10) BriarPatch employees shall not use their position or BriarPatch resources to influence the election.

**Campaigning that is questionable will be brought before the President of the Board of Directors. The President may ask for removal of a candidate from the ballot of elections, which will take effect upon a majority vote of the Board of Directors.**

## Conflict of Interest Policy

### 1. Definition of Conflict of Interest

Regarding board members (directors) for the BriarPatch Co-op, a conflict of interest situation is one in which a board member has competing professional or personal interests. Such competing interests can make it difficult to fulfill his or her duties impartially. **Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to act properly in his/her position.** More generally, conflict of interest can be defined as any situation in which a director is in a position to exploit a professional or official capacity in some way for personal benefit.

### 2. Purpose

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a manager or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable co-operative corporations.

### 3. Further Definitions

#### 3.1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 3.2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### 4. Procedures

#### 4.1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 4.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 4.3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but

after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement cannot be achieved under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4.4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **5. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **6. Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

### **7. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

**a.** Has received a copy of the conflicts of interest policy,

**b.** Has read and understands the policy,

**c.** Has agreed to comply with the policy.

### **8. Periodic Reviews**

To ensure the Organization operates in a manner consistent with these policies, they shall be reviewed by the Board of Directors annually. When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Board Member Dispute Resolution**

When a dispute arises among two or more directors during a Board Meeting, the President shall resolve the situation, encourage the disputing directors to remain after the meeting and resolve it themselves, or call for a meeting of the Executive Committee to resolve the situation within five days. The directors may request the services of a mediator or arbitrator at my time.

## **Filling a Board Vacancy**

Co-op owners in good standing interested in applying for a Board position vacated before the end of the term are asked to:

- attend at least one Board meeting prior to applying
- submit an application using our standard form

Applications will be posted in the store. The Board will place the application on the agenda and consider it at the next regular meeting. If a personnel or legal matter is involved the Board may call an Executive Session to consider the application. At the Executive Session only issues pertinent to the application and the applicant's qualification for the Board position will be discussed. Directors appointed in this manner must run for election at the next regularly scheduled general election.

## **Executive Sessions**

Executive sessions are meetings of the Board closed to the BriarPatch staff and the general public. Executive sessions are for discussions of owner grievances and/or **personal** matters. When holding Executive Session the Board will only engage in discussion and "straw votes." Final action will be taken in open session. The Board will not allow Executive Sessions to interfere with open sessions and/or put unreasonable demands on guests or staff.

## BriarPatch Community Market Legal Consultation Agreement

Owner Name  
Address  
Phone  
Date

Review Date

### Agreement

This is an agreement between owners offering professional services and the BriarPatch Community Market.

\_\_\_\_\_, a current owner of the BriarPatch Co-op, shall receive a 15% discount as a working owner in exchange for providing legal consultation and assistance from time to time.

This document shall be reviewed at least every two years and may be terminated at any time by either party.

---

\_\_\_\_\_  
BriarPatch Board President Consultant

### BriarPatch Co-op Service Agreement Proposed 03/28/06 (never approved)

This is an agreement between person(s) offering services and the BriarPatch Co-op. \_\_\_\_\_, shall receive a \_\_\_\_\_% discount in exchange for providing consultation, assistance and/or other services at times to be determined. This document will be reviewed at least every two years and may be terminated by written notice at any time by either party.

BriarPatch Board President \_\_\_\_\_

Name of Service Provider \_\_\_\_\_

Address \_\_\_\_\_

Phone \_\_\_\_\_

Email \_\_\_\_\_

Date \_\_\_\_\_

Review Date \_\_\_\_\_

Dates and times of service offered \_\_\_\_\_

## **Staff Liaison to the Board**

This position was created to facilitate an open line of communication between the staff and the board of directors. The staff is encouraged to select responsible individuals that they feel would adequately represent them to the Board. The rights and responsibilities of the liaison are as follows.

The staff may choose two people from amongst themselves to represent the staff at the Board meetings.

At least one liaison will attend all Board meetings, and other meetings as deemed necessary by the Board. On the average, this would amount to one meeting per month, and rarely more than two.

There will be a fifteen-dollar payment for each meeting attended by a liaison. Only one payment per meeting will be allotted. If both liaisons attend they may split it.

The main duty of the liaison will be to relay information to the Board from the staff and vice versa.

This communication to the staff will be at the staff meeting.

The liaison may act as a full participant at the Board meetings, lacking the right to move or second motions, or vote.

The President will allow a five-minute time space at any given meeting, for the liaison. If more time is needed, the President should be contacted at least one week prior to the meeting, to be sure the items make it onto the agenda.

The liaison should see that the staff issues go through the proper channels before coming to the Board

The Board will decide on a case by case basis if the liaison may attend an executive session.

The liaison may ask for an executive session to resolve an issue a week before the Board meeting.

## **BRIARPATCH CO-OP BOARD OF DIRECTORS ANNUAL PLAN 2007**

### **JANUARY**

Board Election

### **FEBRUARY**

Seat New Directors

In House Board Training

Review By-Laws, Policy Manual, Articles of Incorporation, Insurance

Elect Board Officers

Expanded Financial Training

### **MARCH**

Board Training with Elizabeth Martin

Consider Board Policy Retreat

### **APRIL**

Committee Assignments

Review Insurance Policies

### **MAY**

New Store opens

### **JUNE**

Review Vision Statement/Goals

Grand Opening

### **JULY**

Newsletter and Web Page Review

### **AUGUST**

Review Merchandising Policy

Begin GM Evaluation

Set Recruitment Goals for Upcoming Election

### **SEPTEMBER**

### **OCTOBER**

Annual Ownership Meeting

### **NOVEMBER**

2008 Budget

Create 2008 Annual Plan

Complete and Present Manager's Evaluation

## **Committee Guidelines**

1. Each committee has a charter that states its purpose and is approved by the BOD.
2. Each member of the committee must be a current BriarPatch owner.
3. Meetings are open to owners. Non-owners may attend by invitation.
4. A Board member is to be on each committee. However, a Board member does not have to chair the committee.
5. The committee chair is to be approved by the Board of Directors. The chairperson recruits and selects committee members and brings their names to the Board.
6. The committee chair submits a monthly written report to the BOD, one week prior to the regular BOD meeting. (See form attached.)
7. The committee chair submits an annual written committee self-evaluation to the BOD each June. (See "Committee Evaluation Procedure".)
8. The committee chair sets the guidelines for requirements of committee members.
9. The committee members receive an appropriate discount, confirmed by the chairperson
10. Committee members must fulfill their hourly requirement per month in order to receive the appropriate discount. (See discount policy for current values.)

## BriarPatch Board Committee Report

NAME OF COMMITTEE

DATE

THOSE PRESENT

AGENDA

ACTION ITEMS

RECOMMENDATIONS

DATE OF NEXT MEETING  
MEETING

PLACE OF NEXT

## **Committee Evaluation Procedure**

All BriarPatch committees must evaluate themselves once a year. The committee chair will submit this written evaluation to the BOD each June. The committee will review their committee guidelines and charter, and then will write the evaluation based on how their committee has performed with respect to the guidelines and charter.

## **Owners Committee Charter**

### **Purpose**

To organize and facilitate events and activities that create awareness and enhance owner participation.

### **Activities**

1. Annual BriarPatch Owners meeting
2. Newsletter articles
3. Owner services and events
4. Review owner education materials, literature, orientation, and classes.
5. Welcome new owners
6. New owner outreach
7. Formation of Owners Policy - What it is

### **Membership**

Open to all BriarPatch owners in good standing.

### **Meetings**

The committee shall meet once a month or as needed.

### **Finances**

The committee's activities will be funded by and responsible for the owner functions line item in the budget.

## **Owners Committee Job Description**

### **GOAL**

To further the purpose of the Owners Committee as directed by the Board, "to recruit, sustain and educate owners and act as their liaison to the Board."

### **MAJOR RESPONSIBILITIES:**

A. To recruit committee members to assist with

1. Maintaining owner files, owner lists, mailing lists and phone tree.
2. Organizing and implementing annual ownership drive.
3. Assist staff with new owner orientations and during semi-annual ownership renewals.
4. Seeking ways to expand benefits to owners including maintenance of co-op saver card program.

B. To plan for the future of the co-op owners by

1. Developing an aggressive plan to involve owners as volunteer workers.
2. Developing an owner skills bank.
3. Assisting with outreach and providing articles for the Board to develop cooperative relationships.
4. Assisting with price comparisons and surveys.
5. Participating in and generating fund raising events and owners meetings/gatherings.

### **Time and length of Commitment**

3-6 hours per month: minimum 1 yr.

### **Work Location**

Your home and/or the BriarPatch store.

### **BENEFITS**

Earn working owner discount; network with co-op owners and Board and staff, enhancement of organization and communication skills, personally and for the co-op.

### **SUPERVISION**

Reports verbally and with written reports to the Board of Directors, especially the President, also works with the General Manager.

## **Governance Committee Charter**

### **Purpose:**

To act as the Board's oversight body in matters relating to governing documents and policies.

### **Duties:**

1. Review all governing documents including Articles of Incorporation, Bylaws and policies of the BriarPatch Co-op.
2. Maintain and update all legal documents and distribute appropriately.
3. Recommend changes in documents and policies to Board of Directors.
4. Negotiate agreements with consultants, lawyers and mediators.

### **Chair:**

President of the Board

### **Membership:**

To include the Secretary to the Board. Other membership requirements to follow Guidelines as stated in section FV A, page 300

### **Budget:**

\$200 to cover expenses for copying and collating materials for Board distribution.

## **Finance Committee Charter**

### **Purpose**

The Finance committee reviews and analyzes all financial information, which is presented to the Board. The committee reviews most, if not all, financial motions before they are presented to the Board. Later, the committee sees to it that required motions are made at the Board meeting.

### **Duties**

1. Review summaries of the quarterly and yearly financial statements prior to presenting them to the Board within 30 days of the end of my given period.
2. Work closely with the general manager and the finance manager.
3. Review annual operational and capital budgets. These budgets will be reviewed in O&Dbawing normalized figures for the year. The Board will approve the budgets in November for implementation on the first of the year.
4. The Budget shall be reviewed and revised as necessary.

### **Chair:**

The treasurer of the Board shall chair the Finance Committee

### **Membership:**

The Finance Committee shall consist of the Treasurer of the Board and at least two other members of the BriarPatch Co-op.

## Nominations/Elections Committee Charter

### Purpose:

To recruit candidates for the position of Board of Directors, to oversee all duties concerning the election of the Board of Directors.

### Duties:

1. *Inform newsletter editor of openings for elected positions to the BOD in the Newsletter*
2. *Collect candidate statements and photographs for in the store and newsletter prior to the election.*
3. *Prepare ballot for elections, refer to the elections policy*
4. *Assist the Board by finding appointees and reviewing Board responsibilities with them, including the Letter of Application, Board Responsibilities, Standards of Conduct, and the Board of Directors Job Description.*
5. *Assist individual Board Directors in finding appointees to "replace" themselves if they must terminate their position at a "non-election" time.*

### Chair:

To be elected-

### Membership:

The nomination committee is a three to five member committee of the Board of Directors formed to serve throughout the year.

**Budget:** \$50

## Strategic Planning Committee Charter

### Purpose

To promote the continued operation of the BriarPatch Co-op in the future by defining the challenges it faces and proposing strategies from which the Board of Directors can make decisions.

### Activities

- 1) *Annual review of the Vision, Mission and Principles*
- 2) *Annual analysis of the strengths, weaknesses, opportunities, and threats*
- 3) *Annual strategic goal setting with feasibility projections*
- 4) *Regular input from representatives of the board, employees and members about the future direction of the co-op. (7/17/2006)*

### Membership

The composition of the committee will consist of the Operations Manager, General Manager, the Finance Manager, one or two Board members, another staff person and one or more owners.

### Meetings

Monthly (regular time to be determined) or as directed by the board.

### Finances

*Directed by the Board and General Manager with regards to specific goals tied to the Vision. Goals will be tied to annual budget cycle or as needed with Board approval. (7/16/2006)*

## **GM Job Description**

### **BriarPatch Co-op**

#### **Purpose:**

The General Manager (GM) is responsible for the effective management of all the affairs of the Briarpatch Co-op. The GM plans, directs and coordinates the programs and activities of the Co-op to attain the objectives established by the Board of Directors. The GM reports directly to the Board. The GM is available to the staff and Board as necessary. The GM interacts with members at meetings and in the store and encourages their participation.

#### **Responsibilities:**

Within the limits of the articles of incorporation, the bylaws, and the policies established by the Board, the GM is responsible for and has the authority to accomplish the duties listed below. The Board may assign other tasks as deemed necessary. S/he may delegate portions of her/his responsibilities consistent with sound operations and authorized policies and procedures, together with proportionate authority for their fulfillment, but s/he may not delegate nor relinquish any portion of her/his accountability for results.

#### Planning

1. Coordinate preparation of annual business plan with operating, capital and cash budgets, for Board approval.
2. Participate with Board in development of long-range plans.
3. With Board President, set Board meeting agendas.
4. Set measurable objectives for all departments, and review department reports with managers periodically.
5. Plan and implement changes in store layout to enhance sales and staff efficiency.
6. Participate in regional and national co-op and industry organizations.
7. Keep current on cooperative philosophy, natural food products, competitors' prices, and business trends in the natural foods industry.
8. Provide the Board with forecasts and plans as necessary to assure that all cooperative operations are equipped to meet members' needs.
9. Advise and assist the Board in formulating whatever objectives and policies are required for effective management of the cooperative.

### Finance

1. Report monthly to Board on financial performance of co-op.
2. Prepare annual operating budget for Board approval.
3. Monitor deviations from budget, take corrective action and report to Board on actions taken.
4. Approve capital expenditures within budget. Submit requests to Board for emergency and/or unbudgeted expenditures. Make recommendations to Board on sale of assets over \$7,500.00.
5. Obtain financing as directed by the Board. Represent the co-op in negotiating loans and contracts.

### Operations

1. Ensure compliance with all applicable laws: business licenses, permits, health regulations, labor laws, etc.
2. Ensure prompt, friendly, knowledgeable customer service from staff.
3. Interpret and administer policies established by the Board, and issues instructions about such policies to employees to assure uniform interpretation.
4. Ensure adequate insurance for co-op, and maintain security of building, equipment, inventory, staff and customers.
5. Ensure cleanliness, safety and maintenance of co-op's physical plant.
6. Oversee all expansion, remodeling and major repair and maintenance projects.
7. Keep the Board regularly informed of the progress and results of cooperative operations for conformity with established objectives, budgets and policies.

### Marketing and Member Services

1. Develop marketing plan for inclusion in annual business plan.
2. Oversee advertising programs.
3. Work with Board and staff to implement and maintain capital share program.
4. Make presentations at membership meetings and write GM report for newsletter, to keep members informed of the affairs of the cooperative.
5. Oversee working members' work credit program.
6. Coordinate promotions and special events.
7. Oversee Merchandising Policy to ensure coherent in-store image.
8. Maintain and enhance the co-op's relationship with the community.

### Human Resources

1. Direct and generally supervise immediate subordinates in the performance of their assigned duties; render advice, assistance and guidance to subordinates.
2. Ensure development of cost-effective and legal personnel policies and practices.
3. Hire staff and conduct evaluations based on written job descriptions and performance standards.
4. Maintain familiarity with staff's job descriptions and update as needed.
5. Take disciplinary action as needed following established policies.
6. Plan for staff development to retain and promote qualified employees.
7. Ensure orientation and on-the-job staff training.
8. Create and coordinate staff schedules and payroll
9. Approve pay increases for employees.
10. Regularly conduct staff meetings.

### Professional Development

GM attends conferences, confers with consultants, visits other Co-ops, reads related literature to keep abreast of ideas relation to co-op management, food products, etc.

## Appropriate Consultation Guidelines Policy

### Purpose

The purpose of the Appropriate Consultation Guidelines Policy is to give the GM a list of guidelines to be adhered to when considering any changes to the operations and/or structure of the store, any purchases, and any decisions that should be made in consultation with the Board of Directors.

### The Guidelines

Issues and areas Board considers important (Board shall inform General Manager of those areas each Board member considers important).

Any significant changes in the design of the store as already approved.

Changes that impact BriarPatch's commitment to green construction and LEED certification

Major changes that will affect the cost of tenant improvements

Changes made to any contract the Board has previously approved.

Any capital purchasing decision involving over \$10,000 that has not previously been budgeted or approved by the Board

In the event a change or purchasing decision (that falls within the guidelines noted above) is deemed necessary by the General Manager, prior to the next scheduled Board meeting, the President and Vice-President of the Board shall consult with the General Manager, and have the power to authorize taking action (i.e., change or purchase). Any resulting actions will be reported to the entire Board at the next scheduled Board meeting.

These guidelines will be reviewed on a regular basis (at least every two years)

## **Operations Manager Job Description**

### **Hours**

Full time exempt from overtime regulations, schedule - flexible.

### **Salary**

Start dependent on experience. Increases dependent on job performance.

### **Summary**

The BriarPatch Community Market is a co-operative. The Operations Manager must have a comprehensive understanding of co-operative philosophy and the ability to implement that philosophy. The operations manager is co-manager with the Finance Manager and together they are responsible for leadership of the co-op, financial success of the business, implementation of the -policies of the Board, and enhancement of the co-operative nature of the business for owners, employees, and customers.

The Operations Manager (OM) is responsible for the operating of the store. The OM must communicate with, and work effectively with: the Finance Manager, the Board, the staff owner and non-owner customers, and the community.

The OM is responsible to the Board and must work with the Board, its committees and other individuals as directed by the Job Description, The Board and Co-op Policies. It is expected that the OM will delegate and/or share responsibilities and duties wherever appropriate in order to maximize efficiency. The OM must have a working knowledge of the financial procedures. The Finance Manager is responsible for and must cross train with OM for the contingency of absence. It is expected that the OM will fulfill all of these responsibilities and duties while maintaining a cordial relationship with all other persons in the co-op and the community.

### **Duties**

#### **Operations**

1. Enforce, and/or develop and implement policies and procedures required to achieve co-op objectives.
2. Maintain professional standards in all aspects of the operation of the store.
3. Direct and supervise key personnel. Responsible for productivity and efficiency of policies and staffing. Develop new positions and eliminate current ones as needed.
4. Review achievement of overall performance and service goals of the store.
5. Maintain all physical assets and research needed additions.
6. Establish advertising and promotion strategy.

7. Act as the head merchandiser; have thorough product knowledge and know where to locate product information.
8. Oversee purchasing, receiving and pricing and stocking and maintenance of proper inventory levels by department heads.
9. Insure a high level of cleanliness and a professional appearance of the interior and exterior of the store.
10. Co-ordinate with the Finance Manager on contract negotiations for insurance, lease, and rentals, etc.
11. Maintain store and office supplies.
12. Hold regular staff and core-group meetings (minimum monthly).
13. Know proper procedures for handling unruly customers, shoplifting and robbery.
14. Ensure that the co-op meets local, state and federal regulations.
15. Process all paperwork in a timely and efficient manner. Maintain all necessary files.

### **Personnel**

1. Scrupulously follow personnel policies.
2. Develop new policies as needed with Board approval.
3. Responsible for timely selection, employment, training, setting of compensation, evaluation, termination and discipline of staff. Maintain written job descriptions for all positions. Ensure that staff maintains professional attitudes and standards.
4. Keep employee files up to date and confidential.
5. Responsible for owner-worker program.
6. Schedule staffing including shift co-ordination, daily floor management, front-end management and closing.
7. Together with the Finance Manager and the Board, determine the pay and benefits program-
8. Establish a safety program.
9. Maintain a harmonious relationship with the staff. Invite employee input and be accessible.

### **Finances**

1. Work closely with the Finance Manager to maintain and improve the financial status of the store.
2. Help the Finance Manager and the Board develop the yearly Operating and Capital Budgets and other financial information as requested by the Board or as needed for the achievement of co-op objectives.
3. Responsible for pricing structure, margin calculations, margin analysis, and inventory control.
4. Have a thorough knowledge of cash register use, procedures, and performance including financial tracking.
5. With the Finance Manager enforce the cash handling procedures and make changes when necessary.

**Board Relations**

1. Attend all regular Board meetings and other meetings as directed by the Board.
2. Develop basic objectives, policies and operating plans and submit them to the Board for review and approval if necessary,
3. Provide the Board with monthly operations reports one week before the monthly meeting. Advise and inform the Board of current operations, potential problem and opportunities. Provide necessary technical information.
4. Oversee and coordinate implementation of Board policies.
5. Attend and report to Owners meetings.
6. Help the Board develop and/or update a merchandising policy.

**Owner and Community Relations**

1. Direct and sustain the business as a cooperative.
2. Obtain and respond to input from customers and owners about co-op issues, products and services.
3. Sustain healthy owner relations.
4. Encourage an ongoing cooperative philosophy and consumer goods education program
5. Maintain a positive image in the local and cooperative communities.
6. Take an active part in the strategic planning process.
7. Work with other co-op organizations.

## **Finance Manager Job Description**

### **Hours**

Full time (exempt from overtime regulations) with flexible schedule.

### **Summary**

The Finance Manager is responsible primarily for the accurate recording of past and present financial information of the BriarPatch Co-op, to enable accurate analysis of this data for future projections. The Financial Manager is responsible for coordinating and working cooperatively with the Operations Manager and the Board of Directors to ensure the overall operation of the Co-op is performed in an efficient manner.

### **RESPONSIBILITIES**

Maintains cash disbursements, cash receipts and general journals.

Prepares weekly payroll.

Prepares Financial statements.

Evaluates bookkeeping procedures and makes changes when necessary to improve the overall efficiency of the system

Provides information to and assists the Operations Manager and the Board of Directors in preparing budgets and financial projections.

Deals with suppliers concerning terms of payment, credits, discounts and my contract negotiations.

Is a member of the Co-op Strategic Planning Committee and advises concerning future capitalization strategies

Provides special reports as requested by the Operations Manner or the Board of Directors. Also provides financial analysis and planning for the Board of Directors as required.

Meets monthly with the Finance Committee and attends the Board of Directors meeting to present financial reports.

Accounts Payable: check invoices for accuracy before payment, take vendor discounts when authorized, post all purchases to the proper department, research and correct problem accounts, coordinate my large purchases with the Operations Manager as concerns cash flow before order is placed.

Record and collect on returned checks.

Process and calculate quarterly inventories.

Must have a working knowledge of the operations procedures overseen by the Operations Manager and must cross train with him/her for the contingency of his/her absence.

Maintain owner records and accounting.

Cross train with operations manager.

### **WEEKLY**

Post cash receipts and cash disbursements in journals and prepare weekly payroll for employees. Prepare sales reports for staff to review.

### **MONTHLY**

Post totals from journals to the General Ledger.

Compute the monthly payroll tax liability and deposit by the due date.

Reconcile the monthly bank statement with book balance and made necessary corrections.

Prepare Sales Tax return.

Prepare interim financial statements for those months between quarters.

Prepare Workmen's Compensation report.

### **QUARTERLY**

Post all adjustments necessary to the General Ledger in order to prepare a quarterly financial report.

Financial report (Balance Sheet and Income Statement) shall be prepared and presented to the Board of Directors in final form by the 24<sup>th</sup> of the month following the end of the quarter.

Prepare necessary Federal and State Payroll tax reports.

### **YEARLY**

Prepare all year-end payroll tax reports and payroll forms as required by the Federal and State governments for the preceding year.

Close the accounting reports for the year and prepare Federal and State Corporation tax returns and file prior to the due dates.

### **OTHER**

Prepare necessary correspondence as necessary to government agencies, vendors or other persons or groups concerning financial matters.

Assist with financial audits when necessary.

**SECURITY**

Confidentiality of all financial records is safeguarded by prior approval from the Board of Directors before releasing such information.

**AUTHORITY AND ACCOUNTABILITY**

The Board of Directors is ultimately responsible for the management of the Co-op.

The Finance Manager is responsible to the Board of Directors and will work with the Board President, committees and other Co-op policies that are in effect.

It is expected that the Finance Manager will delegate specific tasks to other staff in accordance with their job descriptions.

The Finance Manager will act as Operations Manager during any temporary absence of the Operations Manager.

**PAY**

As determined by the Board of Directors.

## Separation of General Manager and Finance Manager

The Management of the Co-op will be restructured to replace the General Manager with an Operations Manager and a Finance Manager to share the management as equal co-managers.

## **Staff Spending Limit**

The staff spending limit is to be determined by the Board of Directors. The staff may spend up to this limit without Board approval upon agreement of the Operations Manager and the Finance Manager.

## Discount Policy

The following discounts apply:

- 2% Non-owner Seniors every day
- 5% Non-working owner households
- 7% Seniors who are owners
- 10% All Seniors on Wednesdays
- 10% Committee members
- 15% Owner households who work 6 hours per adult per month
- 15% Staff, even if not an owner
- 15% Board members and their households

Committee members must fulfill their hourly requirement per month in order to receive the appropriate discount. People who we appointed to fulfill special functions may receive up to a 15% discount as determined by the Board or management. If a household splits up, the determination of the ownership of any BriarPatch ownership shares is a matter for the courts, as is the case for any jointly owned property. If two households merge, the new household can choose to keep both ownership shares, or alternatively, sell one or both ownership shares back to the BriarPatch.

I

## The Volunteer Program

To enhance the overall efficiency of the Co-op there are several openings available for those owners who are willing to voluntarily give their time and effort to supplement the Briar Patch work force. In return for their volunteer work, owners will be eligible for additional discounts on purchases as outlined below.

### Responsibilities

The Operations Manager is ultimately responsible for the overall supervision and scheduling of owner volunteers. The store Front End Manager will act as liaison between department heads and owner volunteers to insure proper scheduling and duty assignments for volunteers. The Finance Manager will perform the administrative/accounting functions for the overall program.

### Policies

- A. The purpose of the volunteer system is to make real contributions to the Co-op. The primary goal is effective volunteers rather than large numbers of volunteers.
- B. Volunteer jobs should be necessary tasks that would be done by paid staff if owner-workers were not available.
- C. Owner volunteers will be assigned only to positions for which they are qualified. They will be trained, when necessary, before being assigned to a job. Supervision and assistance will be provided. Volunteers will be assigned duties within a department and are expected to comply with that schedule. If unable to meet a schedule, volunteers should notify department supervisors as soon as possible. **ALWAYS CALL THE STORE IF YOU KNOW THAT YOU WILL BE LATE.**
- D. Customer service is fast and foremost. While a volunteer worker you should help customers if possible. If unable to help you should obtain help from a qualified staff member. Volunteers should have a positive and friendly attitude towards Co-op staff and customers.
- E. In general, the relationship between the staff personnel and owner volunteers is harmonious. However, if a problem arises that cannot be resolved between a staff member and a volunteer, the problem should be brought to the attention of the Operations Manager.
- F. Owner volunteers are expected to wear appropriate attire when reporting for work. If in doubt, check with department supervisor beforehand. Close-toed shoes are a mandatory requirement.
- G. Owner volunteers we determine as adult members of a household (18 years of age or older) who are willing to work the required number of hours to receive a discount for the entire household, The discount should be used for purchases that are made only for household members and should not be used for purchases for future members or friends who are not members of the household. H. The opportunity for underage volunteers generally cannot be offered for all volunteer positions. However, each such request will be given individual consideration to determine if it is a mutually productive arrangement, meeting both the store's needs and those of the volunteer. 1. You may bring a child with you for your shift ONLY WITH THE APPROVAL THE OPERATIONS MANAGER AND DEPARTMENT SUPERVISOR- Children must remain under the volunteer's supervision at all times and are not allowed to roam the store during your shift or to affect

our customer service. They must abide by the same standards that we require of our volunteers.

- J. Volunteer must complete the required number of hours before receiving his/her 30 day discount card e.g. If you complete the required number of hours by October 15 you would be issued a discount card that is good through November 15.

### **Owner Discounts**

Discount levels for the Co-op are as follows:

Current Owners 5%

Current Senior Owners (Age 62 and over) 7%

Current Owners who volunteer to work for 6 hours per month per adult per household 15%

Current Senior Owners who volunteer to work for 3 hours per month per adult per household 15%

Current owner is defined as a fully paid owner or an owner who has renewed his/her ownership for the current 6-month cycle.

If you are interested in the owner volunteer program please pick up an application from the front counter or from my of our staff personnel.

## Working Owner Program Application

Discount levels for the Co-op are as follows:

Current Owners 5%

Current Senior Owners (Age 62 and over) 7%

Current Owners who volunteer to work for 6 hours per month per adult per household 15%

Current Senior Owners who volunteer to work for 3 hours per month per adult per household 15%

To qualify as a volunteer you must meet the following requirements:

1. Be interviewed concerning your qualifications
2. Be willing to be trained for a position before commencing volunteer program
3. Be prepared to work with a schedule which will satisfy the requirements of the coop
4. You must be a current owner

If you are interested in participating in our Co-op volunteer program, please complete the following:

NAME

TELEPHONE

TYPE OF WORK DESIRED

NUMBER OF HOURS DESIRED

TIME OF DAY AVAILABLE

DAYS AVAILABLE

REGULAR OWNER

SENIOR OWNER

NAMES OF ADULT MEMBERS OF HOUSEHOLD

I have read and understand the BRIARPATCH CO-OP OWNER VOLUNTEER POLICIES AND PROCEDURES and agree to comply with the requirements of the policies and procedures.

SIGNATURE

DATE

## **Newsletter Policy**

### **Purpose**

The purpose of the newsletter is to inform and educate BriarPatch Co-op owners and the community about the BriarPatch Community. The newsletter will promote internal Co-op communication, and advance the cooperative economic system.

The Operations Manager has overall responsibility for the newsletter. This includes hiring and overseeing a managing editor, and reviewing the newsletter prior to printing.

The Newsletter will present facts objectively and opinions fairly. The Editor will exercise good judgment in what is published, determining what is good by whether its publication would further the purposes of the BriarPatch as expressed in the Articles of Incorporation, the By-laws, the Mission Statement, and the aims, objectives and goals defined by the Board of Directors.

The Newsletter Editor is responsible for the accuracy of statements of facts. Statements of official BriarPatch policy must be approved by the Board of Directors. Items of a political nature must be reviewed by the Operations Manager, must be restricted to the editorial section of the newsletter and must be clearly labeled as such. An editorial section or page consists of 1.) The Editor expressing opinions, 2.) Letters to the Editor expressing opinions, and 3.) Other writers expressing opinions.

### **Newsletter Contents**

The Editor may include in the newsletter articles written by advertisers if such articles meet the criteria that they further the purposes of the BriarPatch as expressed in the Articles of Incorporation, Bylaws, Mission Statement, and the aims, objectives and goals as defined by the Board of Directors, one of which is (as stated in II.G. of this policy), "Articles on subjects interesting to our owners." The editor, under review of the Manager, will exercise good judgment on whether such articles are of general interest to our owners. Purchasing advertising in the newsletter does not imply the right to have an article published in the newsletter. Articles that mention specific products or services provided by the author will be informative rather than promotional, and provide a balanced view of the subject matter. Articles that could be perceived as an ad will not be published. All articles by advertisers will include a byline and a postscript noting the author's credentials and connection to the subject.

#### A. A colophon that includes

1. The name, address, phone and fax numbers of the store
2. A list of the Board of Directors with officer titles next to the names
3. The name of the executive editor, managing editor, graphic designer, etc.

4. A statement e.g. "The BriarPatch is a for-profit cooperative business operating under federal and state laws #..."
  5. The Mission Statement
  6. The months when the newsletter is published
  7. The dates of the editorial and ad deadlines
  8. Disclaimers regarding the text and the advertisements
- B. Staff profiles
- C. Volunteer profiles
- D. A description of cooperative economic system (i.e. what is a co-op)
- E. Classifieds: small ads from people who want to buy, sell, or trade something.
- F. A column of the most interesting questions and answers from our suggestion box
- G. Articles on subjects interesting to our owners
- H. Editorials, letters to the editor
- L. Surveys regarding the newsletter, the store, co-op issues, etc. Something interactive, something the readers could return
- J. Other co-op material, national and regional co-op news, surveys, etc.
- K. Summary of Board issues and actions
- L. Summary of Board Committee activities
- M. Dates, times, and locations of Board and Committee meetings
- N. Information on store operations, reports from department heads
- O. General Manager's column
- P. How to become an owner, what ownership means
- Q. How to become a volunteer, what volunteer work is currently available, training for volunteers, etc.

### **BriarPatch Election Coverage**

The Editor will publish a balanced view of any controversial BriarPatch election issues in the newsletter (although not necessarily in each article.) The Newsletter published during, or immediately before, a BriarPatch election shall be reviewed by the Board of Directors or Election Committee before production. If a disagreement arises between the Election committee and the Editor the Board President will decide the issue.

### **Advertising Guidelines**

#### A- Space Allotments

1. No more than one-fourth of the newsletter shall be devoted to ads, with the exception of the BriarPatch's own ads under special circumstances.
2. Ads are run at the discretion of the Editor. If an ad is submitted camera-ready and paid for before printing, the Editor may guarantee that it will appear in a particular issue. Place

## Display Guidelines

1. All ads must have a border.

### B. Guidelines: Types of Ads

1. The newsletter Editor has the right to reject my ad that does not conform to the newsletter's purpose as being unsuitable for publication.
2. No hard liquor or tobacco ads.
3. No ads from a commercial business which directly competes with the BriarPatch
4. No political ads.
5. Issue-oriented ads that demonstrate active promotion of the cooperative movement and are endorsed by the Board of Directors are permitted.

### D. Ad Pricing

1. All ads will be priced competitively with other like publications-
2. Classified ads will be priced to be no more expensive than display ads.
3. All ads must be paid in full in advance unless special arrangements me made with the Editor.

## Newsletter Announcements

- A. . Free announcements are to inform the owners about upcoming BriarPatch events and the need for owner labor or donations
- B. Free announcements are also given to promote other co-operatives, non-profit organizations and other like-minded organizations by listing their meetings and events when space is available.
- C. Other non-cooperative and/or for-profit organizations shall be promoted through paid advertising.

## **Newsletter Editor Job Description**

### **Hours**

Schedule is flexible

### **Pay**

\$5.00-\$8.00 per hour depending on experience, staying within budgeted guidelines.

### **Responsibilities**

The co-op newsletter editor ensures the quality and publication of the co-op newsletter, which has the following purposes:

To inform and educate co-op owners and the community at large about the BriarPatch Co-op, food and nutrition and the politics of food.

To promote internal co-op communication.

To advance the cooperative economic system.

The Editor is responsible for presenting the facts objectively and opinions fairly and for exercising good judgement in what is published. The Editor is responsible for the accuracy of statements of fact and statements of official co-op policy presented as such in the co-op newsletter.

The Editor works closely with the Department Heads, Assistant Manager, General Manager, Committee Heads, and Board of Directors to achieve these goals.

### **Specific Tasks**

1. Edit, produce, and distribute the co-op newsletter according to Board policy guidelines.
2. Provide coverage in the co-op newsletter of co-op Board and committee issues and actions and store operations.
3. Develop and use owner contributions in writing and production of the co-op newsletter to the greatest extent possible, providing supervision to ensure a high quality product.
4. Environmental

## **Briar Patch Merchandising Policy**

*"We strive to offer high quality, healthful products at fair prices. We emphasize foods that are nutritious, minimally processed, organically grown, and free of artificial additives. Whenever possible we stock food and other household goods that are grown and/or manufactured in ways that support good health for people and the environment."*

*- BriarPatch Marketing Plan "Product Offering"*

*BriarPatch Co-op Community Market strives to provide high quality produce and merchandise for our owner-members and customers at all times. The following guidelines represent criteria for choosing and retaining product inventory that meet the standards set by the Merchandising Policy (Revised 1/15/2007), approved by the General Manager and the Board of Directors and in accordance with the Mission Statement of the BriarPatch Co-op.*

*The Merchandising Policy is a general guide for decisions regarding product selection for sale at BriarPatch. Product selection, purchasing and display will be conducted by department managers and staff as directed by the General Manager.*

### **PART 1: PREFERRED CRITERIA**

### **PART 2: PRODUCTS THAT MAY BE SOLD AT BRIARPATCH UNTIL BETTER ALTERNATIVES ARE FOUND OR MADE AVAILABLE**

*\* Note: BriarPatch currently offers some products that reflect customer preference including several popular processed, convenience, and snack foods that may be less healthful but possibly a better choice than brands offered in general supermarkets.*

### **PART 3: PRODUCTS TO BE AVOIDED**

### **PART 4: PRODUCTS NEEDING MORE RESEARCH**

**1) Preferred Criteria:** *Ideally all products on the BriarPatch shelves would meet these standards. Products that fall into one or more of these categories may be highlighted by promotional display, signage or shelf location – as determined by department managers – to emphasize BriarPatch product preference. Sale price promotions (ongoing or temporary) may be initiated to emphasize products meeting “preferred criteria” – as determined by General Manager and/or department managers. Products meeting “preferred criteria” may also be featured in special promotions (listed below).*

- a. Produce and products produced using sustainable practices including organic agriculture
- b. Products produced from ecologically responsible processes
- c. Products that are locally produced and/or locally grown
- d. Products of small independent companies
- e. Products with minimal, recycled or recyclable packaging
- f. Products from companies that are socially responsible, including those that treat their employees fairly
- g. Products from collectively or cooperatively-owned businesses
- h. Products from countries with good human rights records
- i. Foods that are whole
- j. Foods that are sold in bulk
- k. Foods that are 100% organic including both certified organic and functionally organic
- l. Foods that are minimally processed
- m. Foods that have few or no artificial additives
- n. Foods that are healthy alternatives to mainstream products

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*Promotions to be developed through a cooperative process including department managers, Merchandising Committee and Marketing staff, with approval of the General Manager to emphasize “preferred” products may include:*

- 1) These items may be marked as preferred items on the shelf
- 2) Pricing at a lower markup than more undesirable products
- 3) Giving samples of the product
- 4) Promoting the item by featuring it in advertising and the newsletter
- 5) Carrying several sizes, brands, or varieties of the product
- 6) Arranging volume discounts and other discounts from suppliers when possible

- 7) Providing information about the product and ways to use it
  - 8) End cap displays
  - 9) Items meeting several “preferred criteria” may be added to the “BriarPatch Preferred Items” list/brochure, which may be made available to BriarPatch shoppers.
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**2) Products that may be sold at BriarPatch until better alternatives are found or made available:**

*Products falling into these categories are considered to have undesirable qualities and will be reviewed periodically by department managers or by the Merchandising Committee with the cooperation of department managers or general manager, and may be replaced by more desirable products if available. Products with “undesirable qualities” may be sold by BriarPatch under the following circumstances: customer demand, staple item with no desirable alternative currently available on the market, seasonal replacement for more desirable product, temporary vendor promotional item, substantial pricing difference when more desirable product is only available at a high price.*

*The Merchandising Committee and Marketing staff may provide ongoing education for customers about possible health or environmental benefits from reducing consumption or using alternative ingredients.*

*Customer education coordinated by department managers, the Merchandising Committee and the Marketing staff will be provided if changes in availability result in removing a current item from the shelves.*

- a. Products in non-recyclable packaging
- b. Items that are produced under situations with questionable human rights records
- c. Products with genetically modified or engineered material listed as minor ingredients
  - or GMO status unavailable for minor ingredients
- d. Items from companies in transition to “no-GMO” status
- e. Non-organic foods
- f. Products made with refined white sugar or white flour

**3) Products to be avoided:** *These products are considered undesirable and BriarPatch will make every effort to avoid products with these criteria. As labeling and ingredient standards and certifications change, BriarPatch will continue to actively screen products with the intent of providing only the best available selection for our customers.*

- a. Products with shelf-packaging made from styrofoam (shipping packaging materials are an exception when no alternative is available)
- b. Items that are produced under situations that violate human rights (determined on individual case basis)
- c. Products from companies that use animals for testing
- d. Products from companies that have been determined to raise or treat animals inhumanely (determined on individual case basis)
- e. Products containing genetically modified or engineered material listed as a main ingredient
- f. High fructose corn syrup
- g. Products containing artificial flavors, colors, sweeteners or other artificial ingredients
- h. Products containing nitrates
- i. Irradiated products
- j. Processed tobacco products
- k. Dairy products containing rBGH
- l. Meat products treated with hormones or antibiotics
- m. Products containing trans fats/partially hydrogenated oils

**4) Products needing more research:** *Ongoing research on these products will be conducted by the Merchandising Committee and reported to the General Manager. Educational materials and/or a change in policy related to these items may result from research findings. Products containing these ingredients are currently on the shelves at BriarPatch.*

- a. Fractionated oils
- b. “Natural” flavors / colors

*This policy is a fluid document. Periodic review by the Merchandising Committee and store management is advised to keep the policy current.*

## **Poster Policy**

All non-Briar Patch posters inside Briar Patch market shall be exclusively for events for which the Briar Patch sells tickets. Any materials posted outside the store may be removed by the Briar Patch management at their discretion.

### **Standardizing Documents**

Documents shall be standardized as to location of date and specific group of approval, Board, Owners, Managers, etc... Documents will include proposed date and adopted date and revision date.

The proposed date shall be on the top left side of the first page of the document. Each page of a document shall have the adoption and revision date, if any, at the bottom left.