



PROCEDURES MANUAL

BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.

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I. Board of Directors

Director of the Board Job Description

The Board of Directors is committed to carrying out the Mission of BriarPatch as stated in the Articles of Incorporation and Policy Register. The Board provides collective leadership to the General Manager on behalf of owner-members.

Duties

1. Prior to each Board meeting, prepare by reading committee reports, financial statements, and other materials distributed in the Board packet.
2. Attend all regular and special Board meetings, participate in the proceedings, and follow the agenda.
3. Serve on at least one committee and actively participate in meetings of the committee.
4. Maintain knowledge of current corporate policies, procedures and the objectives of the corporation.
5. Financially support BriarPatch by being an active owner and shopper.
6. Actively recruit BriarPatch owners to serve on the Board and on committees.
7. Share expertise and talents with BriarPatch as appropriate.
8. Serve as an advocate of the corporation to the community.
9. Be accessible to the General Manager and other Board Members as needed.
10. Fulfill commitments within the agreed upon deadlines.
11. Hold in confidence any sensitive information. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial status (member loans, bank loans, General Manager salary, etc.) will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
12. Read and comprehend the Bylaws, Articles of Incorporation, the Policy Register and Procedures Manual of the BriarPatch Board of Directors.
13. All Board members should be open to assuming an officer role if the need arises.

Compensation:

15% discount shopping in the store

Monthly Stipend:

\$200.00	Board Member
\$250.00	Secretary, Treasurer, Vice President
\$350.00	President

Board Election Procedures

Introduction

The procedure outlined comes from requirements stated in the California Corporations Code (the “Code” at §20 and 21), California’s Consumer Cooperative Corporation Law (the “Cal. Corp Code” at §12200 et seq., referred to as the “Co-op Law”) and the BriarPatch Bylaws. Derived from a study that took place November 2015 of these three documented codes comes the following procedure outline for elections.

The laws define Special Notice requirements. This means that a notice is sent to all eligible voting owner households prior to the election.

There are three scenarios for running an election: (1) Divorced from the annual meeting, (2) Ending the day before the annual meeting to be announced at the meeting the next day, and (3) Run the election through the annual meeting, compile results and announce at the annual meeting. Currently, BriarPatch falls into the first category. Our situation is called “voting in lieu of the meeting” since our meeting is in October while the election is in May. Therefore, the election start date becomes the “Meeting Date”. There are three dates going in descending order below to be concerned about when creating the elections timeline:

The Meeting Date	Always May 1 st
The Mail Date for Consent	(Minus 30-90 days from the Meeting Date) or no later than the 31 st of March
The Record Date – Owner file is frozen on this date meaning that owner records are pulled to form the voting database and that determines the owner households that are eligible to vote in the upcoming May election. Criteria for creating this file is that the household is (1) an Owner, (2) have made purchases within the prior 24 months, and (3) are current on membership. Any new owner activity that takes place after the records are pulled in order to create an owner-voter file becomes eligible to vote in subsequent election.	(Minus 10 days from the Mail Date) or no later than the 20 th of March

The exact dates for the Mail Date and Record Date may be impacted if either falls on a weekend when staff is not in the office to work on the election deadlines.

The hierarchy of communication for the Notice of Consent from top to bottom is as follows:

1. Email.
2. U.S. Postal Service.
3. In-store Communication and the Vine newsletter.

Beyond this initial explanation of the date format according to laws mentioned above, we also want to make reference to the CO-OP ELECTIONS POLICIES AND PROCEDURES MANUAL (for internal use by co-op staff). The tasks listed in this document outlines the elections procedures work for 6 departments: CFO/Accounting, Marketing, Administration, Board of Directors, Information Systems and the Front End.

Timeline

Timeline Key Processes for BriarPatch Elections:

#	Date/Timeframe	Process
1	August - 7-8 months prior to elections	Update Election Parameters and Election Timeline
2	August - 7-8 months prior to elections	Candidate recruitment/brainstorm exercise
3	6-7 months prior to election – for May elections, start in October	Solicit Updated Voter Email Addresses/Board Candidates.
4	2-4 months prior to election – for May elections, start in January	Receive and Process Board Candidate Applications.
5	2-4 months prior to election – for May elections, start in January	Create Voter List
6	1-2 months prior to election – for May elections, begin in early February	Prepare for Voting
7	30-90 days prior to start of election – for May 1-15 elections, must be sent before April 1st	Email/Mail Official “Notice” to Owners
8	1-2 months prior to election – for May election, plan in February or March, complete in April	Communicate/Train.
9	Period during which ballots are accepted – historically May 1-15	Conduct Election
10	Within two weeks after end of election	De-brief/Plan for Next Year.

1. Update Election Parameters and Election Timeline

Starting in the month of August, the CFO will update the Table of Parameters for next year’s election. The Table will include the newly calculated dates for the Record and Mailing dates. A timeline will be drawn up. The new Table will be circulated in the stakeholder departments and submitted to the General Manager for approval. The General Manager will present the new timeline plan to the Board of Directors. If there is any change in policy, the Governance Committee will provide any needed changes to the Board documents. Concurrently, the Board Development Committee will review the new Table of Policies and submit any thoughts to the Governance Committee for any tuning of the Board Procedures. The new Table will be placed into the Procedures document Appendix. A copy of the Table is in the Appendix A-4 of this document.

2. Solicit Candidate Applications

The Administrative Assistant will coordinate with the Board Development Committee and the Marketing Manager to review and update candidate application packet. The packet is then forwarded to the Finance Manager for review. The packet is to be made ready by the Annual Meeting in October. Once the new packet is agreed to, it is time to publicize through notice in The Vine newsletter, email blasts, and signage. The annual Board Recruitment exercise is conducted at the August Board meeting.

3. Solicit Updated Voter Email Addresses/Board Candidates

In this phase, the outreach campaign is designed. The Marketing and Finance team will make an effort to update and gather new email addresses. There are three databases to be concerned about: (1) the Catapult or point-of-sale database, (2) the Excel owner database and (3) the InfusionSoft email database. Owner contact information in the Catapult and Excel database are both maintained by the Finance Department, so there is a high level of consistency between these two databases. This is the contact information that is used for contacting owners during the online election cycle. InfusionSoft, on the other hand, is maintained by the Marketing Department. Updates to/from Catapult and this database occur through the routing of owner contact information updates between departments. In addition, Infusionsoft includes non-owner contact information. Therefore, there is a concern that this could result in an owner receiving Marketing emails, but not election emails, or vice versa. For a diagram of the relationships between these databases, see Appendix A-5.

During this time the Board Development Committee will actively reach out for candidates and work to ensure a challenged election. Desired skills needed by the Board are determined at this time by the Board Development Committee. The Board Development Committee will plan and hold a mixer for potential candidates.

4. Receive and Process Board Candidate Applications

Customer Service will be checked daily to track applications coming in. The Board Development Committee and Finance Department will vet the applications and confirm that applicants meet eligibility requirements. First, here are the requirements for Board applicants as stated in the By-Laws:

To be qualified as a Director, a person:

1. Shall have been an owner for at least six months prior to the commencement of the election of Directors and shall be current on ownership payments.
2. Shall be committed to the best interests of the Co-op.
3. Shall not have any conflict of interest with the Co-op.
4. Any card holding adult member of a household ownership unit shall be eligible to serve as Director.
5. No employee shall be eligible to serve as Director.

Only one member per household can serve.

In addition to the above By-Laws stated qualifications, the Board Development Committee will determine desired professional qualifications needed by the Board and recruit and look for these qualifications in potential candidates.

The vetting process is as follows:

- ✓ Finance will perform database lookup to discover that each applicant has owner status.
- ✓ Finance will perform database lookup to discover if the applicant ownership payments are current as of the application date. Applicant must have shopped in the store within the past 24 months prior to the application date.
- ✓ Finance will perform database lookup to check the ownership status of candidates' endorsements and supporters.
- ✓ Board Development Committee will call all endorsements to verify endorsement intent.
- ✓ Board Development Committee will assure candidates have qualifications that are relevant to Board business and it is desirable that the candidate has prior Board experience.
- ✓ Board Development Committee should assess/understand any conflicts of interest on the part of the candidates. A conflict of interest is a situation in which an individual has competing interests or loyalties. Another way of saying it is a situation in which a person has a duty to more than one person or organization, but cannot do justice to the actual or potentially adverse interests of both parties. Candidates will state declaration on the Board application.

Any Board Development Committee members who are running for re-election are excluded from participating in the vetting process. Once candidates are deemed eligible by the Board Development Committee, the applications are scanned and archived in SharePoint. The Board Development Committee gathers candidates' profiles, statements and photos and submits them to Marketing for placement in The Vine and on the Ballot.

5. Create Voter List

On the Record Date the Pricing Department downloads the owner records reduced by eligibility criteria from the Catapult database. The Catapult database is the point of sale system. The download is reduced to owner records that comply with sales during previous 24 months and are current on their membership payments. Once this data is extracted, the "opt outs" (voters who opted out of receiving online notification) have their records set so they receive USPS notifications. Email address updates continue as new information comes in. The final voter statistics are forwarded to Marketing Manager.

6. Prepare for Voting

Marketing uploads candidate profiles, statements and photos to the online ballot. The ballot introductions are designed and uploaded. Notice of Election and login communication text for email and letters are designed and approved by staff departments Administration, Finance and Marketing. The final voter file is uploaded to the online system. Staff tests voting software to

ensure that the voter experience is efficient and effective. Plans are made for voting booth and Customer Service tablet installation.

7. Email/Mail Official “Notice” to Owners

Mail hardcopy and email to owners with addresses the Notice of Election on the Mail Date. Send same day as postmark on hard copy letters mailed. Notify Board and election candidates that mailing will go out with the candidate names listed on the Notice.

8. Communicate/Train

The Front-End divisions and Accounting staff are trained in their duties in preparation for the start of the election. Update to Board Development Committee regarding the status of election preparations. The Board Development Committee arranges for and presents the candidate orientation. Owner Engagement Committee provides for a table to promote Elections awareness. Board Development Committee plans for and holds Candidate Forum.

9. Conduct Election

Elections set up occurs close to the start of the 15-day election from May 1 through May 15. The public voting booth is set up and tested. Mailings both email and USPS are sent out to owners with instructions and links to enter the system and vote. A process for changing forgotten passwords into the voting system is in place through customer service. Owners will vote from home using the link in their email/USPS. Owners come into the store to use the available voting booth with support from Customer Service if needed. At election midpoint and two to three days prior to close of election, voters that have not voted yet are sent email reminders to vote. At close of the election the night of May 15th, certified election results are received from the online web vendor.

10. Debrief/Plan for Next Year

A post-election meeting is scheduled with staff departments and a Board representative (Secretary or Board Development Committee member). At the meeting, the team will discuss aspects of election process that worked well and those that need to be improved. Ways to improve the process for next year are noted. Necessary updates to this Election documentation takes place. Board Development Committee delivers New Member Orientation to newly elected Board members.

Board Schedule for Elections

The schedule outlined below is for Board committee purpose. All staff arena duties have been eliminated from this schedule. This is here to assist with the timing and execution of Board tasks only.

Date/Timeframe	Process
August - 7-8 months prior to elections	Board Development Committee works with Marketing to update the candidate application for presentation at the Annual Owner's Meeting. Board Development Committee starts recruiting candidates for the election. The Board Recruitment exercise is conducted at the August Board Meeting.
September – 6-7 months prior to elections	<p>Governance Committee makes any necessary changes to the Board documents after the election Parameters are introduced to the Board by the General Manager at the September Board meeting.</p> <p>Board Development Committee determines desired skills for application vetting. Board Development Committee plans for Candidate Mixer in early January and invites guests.</p>
January - 2-4 months prior to election – start in January	Board Development Committee along with Finance receives and processes Board Candidate Applications by checking that candidates are qualified. Candidates, Endorsements and Supporters are verified in the owner database. Endorsement's intentions are verified by phone. Profiles and resumes are checked for qualifications and conflict of interest. Once complete, the profile information is passed to Marketing for setting up the election and publication in The Vine.
March - 2 months prior to election – for May elections	<p>Board Development Committee receives the first report from the staff elections team. *</p> <p>Board Development Committee conducts candidate orientation.</p>
April - 1 month prior to election – for May elections	Board Development Committee receives second report from staff elections team. *

	Board Development Committee arranges for candidate forum. Owner Engagement Committee plans tabling for Elections awareness.
May 1 through 15	Conduct Election
June – 1 month post-election	Board Development Committee receives third report from the staff elections team. * Board Development Committee gives New Board Member Orientation.

* Reports from staff elections team are found in Appendix A-6

Board Appointments

If a sitting Board member resigns from the Board, the Board will follow the procedures outlined below:

1. All discussions regarding Board member replacements occur in Closed Session.
2. The main objective is to appoint and fill the open position. There are three possible paths to take to accomplish the appointment:
 - a. The Board may choose to hear and consider nominations from Directors. Occasionally, there is a vetted list left over from an election or an appointment to a committee that is generally drawn on to make an appointment. In this case a motion is made and voted on.
 - b. The Board can choose to put the open position up for a challenge amongst interested Co-op owners. It is the purview of the Board Development Committee to administer this process. The procedure is as follows:
 - b1. The open position interviews will be announced to the ownership by posting on the main bulletin board inside the market, email, and social media announcements.
 - b2. Candidates will submit either a resume or Board Candidate Application to Customer Service within time frame specified by the Board Development Committee.
 - b3. The Board Development Committee will vet the applications, interview the candidates and form a list.
 - b4. From the list, the Board Development Committee will come up with a recommendation to present at the Board's next monthly meeting. The Board will discuss and vote on the recommendation.
 - b5. The Board Development Committee will inform all candidates on the list of the selection result the following morning.
 - c. The Board may choose not to fill the position and wait for the next election. As stated above, the preference is to fill an open position.
3. Reference Elections Procedures in the By-Laws and the Procedures Manual for succeeding steps to this process.

President, Board of Directors, Job Description

Job Title: President
Department: Board of Directors

Purpose

To provide leadership and direction to the governing Board of Directors on behalf of the Owners through ensuring that all Directors understand their responsibilities in regard to sound programmatic and fiscal management of the Coop.

Duties and Responsibilities

1. Act as principal executive officer of the corporation.
2. Represents the Board of Directors to the Owners and the Public.
3. Prepare agendas for Owners', Executive Committee and Board meetings. Board meeting agendas shall be done one week in advance.
4. Preside over all Board, Executive Committee and Owners' meetings. In the President's absence, the Vice President fills the President's role. If the Vice President is unavailable, the Secretary is next in line to preside over these meetings.
5. The President assumes the responsibility of keeping the Vice President current with all procedures and responsibilities in the event that the Vice President assumes the Presidency.
6. Sign, with other appropriate officers, corporate and legal documents.
7. Act as the primary liaison with the General Manager.
8. Maintain current knowledge of Coop related programs and activities.
9. Ensure that all motions and votes are recorded.
10. Supervise standing committee Chairpersons.
11. Ensure Board follow-through on all assigned tasks.
12. Facilitate communication between the Board and Owners.
13. Assist in orientation of new Board members.
14. Participate in the recruitment, training and supervision of the Board Administrative Assistant.
15. Agrees to a 2 – 3 year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of current organizational activities, procedures and issues,
 - d2. Knowledge of corporate documents such as the By-Laws and Policies,
 - d3. Knowledge of and skills in planning and BriarPatch management,
 - d4. Knowledge of community and constituencies.
2. Good listening skills.

Note: The President may be subject to background checks for legal reasons.

Vice President, Board of Directors, Job Description

Job Title: Vice President

Department: Board of Directors

Purpose

To ensure continuity in the leadership of BriarPatch Board of Directors by assisting the President.

Duties and Responsibilities

1. Preside over Board, Executive Committee and Owners' meetings in the absence of the President.
2. Perform duties assigned by the current President when called upon.
3. Attend and participate in Executive Committee meetings.
4. Assist in orientation of new Directors and Owners.
5. In the event of the President leaving office, the Vice President will become the President until the next election of officers.
6. Agrees to a 2 – 3 year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of current organizational activities, procedures and issues,
 - d2. Knowledge of corporate documents such as the By-Laws and Policies,
 - d3. Knowledge of and skills in planning and BriarPatch management,
 - d4. Knowledge of community and constituencies.
2. Good listening skills.

Note: The Vice President may be subject to background checks for legal reasons.

Treasurer, Board of Directors, Job Description

Job Title: Treasurer
Department: Board of Directors

Purpose

As Chair of the Finance Committee, the Treasurer oversees the financial management of BriarPatch for the purpose of advising the Board of Directors.

Duties and Responsibilities

1. Assure that regular periodic financial reports required in the Policy Register of the Corporation are submitted to the Board of Directors.
2. Assist in contracting with an independent CPA to conduct a Board directed financial review/audit as directed by the Board.
3. Chairs the Finance/Audit Committee.
4. Attend and participate in the Executive Committee.
5. Agrees to a 2–3 year commitment when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility,
 - c2. Summarize details into concise statements,
 - c3. Analyze and present financial statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of corporate documents such as the By-Laws and Policies,
 - d2. Knowledge of the Corporation's accounting systems and internal controls,
 - d3. Knowledge of financial reporting requirements,
 - d4. Knowledge of financial planning.
2. Good listening skills.

Note: The Treasurer may be subject to background checks for legal reasons.

Secretary, Board of Directors, Job Description

Job Title: Secretary
Department: Board of Directors

Purpose

The Secretary's focus is to oversee the record keeping and correspondence of the Board of Directors and the Owners, assuring compliance with relevant provisions of the Bylaws and Policies, California Cooperative and Corporate law and IRS regulations.

Duties and Responsibilities

1. Oversee the recording of the minutes of the meetings of the Board and the Owners.
2. Sign the minutes of the meetings of the Board and the Owners as approved by the Board of Directors.
3. Oversee the maintenance of document records of the minutes of standing committees.
4. Assure that minutes are distributed and filed in the approved document storage.
5. Oversee the sending of notices in accordance with the provisions of the Bylaws or as required by law.
6. Oversee the maintenance of the directory list of Board members including names, addresses, phone numbers, email addresses and current position.
7. Monitor parliamentary procedure of the Board and Owners meetings.
8. Oversee the maintenance of corporate records in an orderly and accessible fashion in the approved document storage. Ensure that the records are protected for long term safekeeping.
9. Sign official corporate correspondence as appropriate.
10. Attend and participate in Executive and Governance Committees.
11. Assist in orientation of new Board members as needed.
12. Participate in the recruitment, training and supervision of the Board Administrative Assistant.
13. Commits to 2 – 3 years when assuming this role.

Desired Qualifications

1. Leadership ability:
 - a. Meeting facilitation skills.
 - b. Communication skills in verbal and written self-expression.
 - c. Ability to:
 - c1. Work with teams and delegate responsibility.
 - c2. Summarize details into concise statements.
 - d. Commitment to the purpose and programs of BriarPatch with:
 - d1. Knowledge of current laws pertaining to Coop corporations,
 - d2. Knowledge of corporate documents such as the By-Laws and Policies,
 - d3. Knowledge of parliamentary procedure,
 - d4. Knowledge of community and constituencies.
2. Good listening skills.

Note: The Secretary may be subject to background checks for legal reasons.

Board Officer Election Guidelines

1. Informal Conversations

Board members are encouraged to have informal conversations with one another about their interest in officer positions, and may discuss their interest with the whole board at any time.

2. Polling of Interest

In January each year the Administrative Assistant, or other appropriate staff person, will poll all current Board members about their potential interest in either serving as an officer, and/or chairing a Board committee. There will be a re-polling each February. The results of each of these polls will be shared in open session at the January and February Board meetings.

3. Officer Nominations & Elections

At the first Board meeting following the Election (May meeting) and after the new Board members are 'seated', there shall be nominations and an election of officers for the succeeding year term. A nomination can be made by any Board member. A Board member may nominate him or herself for any office. At the Board meeting, a nominee will all have the opportunity to express his/her reasons for wanting to serve in a Board officer position. If an officer position is contested, the Board Administrative Assistant or other appropriate staff member shall administer the secret ballot process and deliver to the current President the results of the balloting. Otherwise, a motion and vote can take place for a proposed slate of officers. The President shall report the results of the election to the Board, and the elected officers shall assume their seats at that time. In the case of a "tie" vote, a second ballot will be administered.

4. Officer Term Expectations

Officers are encouraged to make a 2-3 year commitment in assuming an officer position. However, the term of each officer is one year and officer elections take place every year.

5. Board President Succession

The President shall indicate to the Board the intention to continue as Board Chair, to change to another role or not serve as an officer during the next term on or before the January Board meeting. The president is responsible for the succession and transfer of knowledge and experience during the succession of his/her term.

Meeting and Owner Forum Policy

1. Fifteen minutes is allotted for the owner forum at Board meetings. Time can be extended by the Board.
2. Five minutes total will be given for owners to present on a single item. If a group of owners come to the meeting to address one subject, they can appoint a spokesperson. If more than one owner wants to speak on the same subject, they can have three minutes each, as long as the owner forum does not exceed fifteen minutes, and each owner has something new to present.
3. There will be no dialogue with the Board during the owner forum, other than the Board asking clarifying questions. Owners may be offered a meeting with the General Manager and/or a representative of the Executive Committee for a concern that needs a response.
4. Rules for owner forums are posted on the bulletin board at the front of the Co-op.
5. In respect for the privacy interest of all our owners and directors, meetings may be recorded only by the Board Administrator for the Co-op's official record. No other recordings will be allowed.

Closed Sessions

Closed sessions are meetings of the Board closed to BriarPatch staff and the general public. Closed sessions are for discussions of owner grievances, personnel, legal, and proprietary financial matters. Final action and voting will be taken in open session. The Board will not allow closed sessions to interfere with open sessions and/or put unreasonable demands on guests or staff.

II. Board Committees

General Committee Guidelines

1. Each committee has a charter that states its purpose and is approved by the Board of Directors.
2. Each member of the committee must be a current coop owner.
3. Meetings are open to visitors at the discretion of the committee chair.
4. A minimum of two Board members are to be on each committee.
5. With the exception of the Executive and Finance Committees (see individual Committee charters) the committee chair shall be appointed by the Board following the recommendation of the President.
6. The Board sets the guidelines for requirements of committee members.
7. The chairperson recruits and selects committee members and brings their names to the Board for review and approval.
8. Volunteer committee members receive an appropriate discount.
9. All committee members will sign confidentiality forms.

Board Development Committee Charter

Purpose:

The Board Development Committee's primary concerns are with matters of the Board Budget, Education, Perpetuation, Self-Evaluation surveys as well as other Board internal matters.

Duties & Responsibilities:

1. Reviews yearly Board Budget provided by Chief Finance Officer in July of each year prior to recommendation to the Finance Committee for budget analysis.
2. Oversees educational opportunities for the Board:
 - a. Facilitates new Board member orientation and development/leadership training.
 - b. Plans and executes opportunities for Board education in all areas.
3. Provides duty and oversight to Board Perpetuation:
 - a. Recruits candidates.
 - a1. Appointments – The Board Development Committee will execute the procedure outlined in the Board Appointments section of this document when appointments of a Director are needed.
 - a2. Elections - Annually starting in August of the prior year, the Committee works to recruit candidates for Board elections to take place in May of the following year. Also, the Committee is active at locating possible candidates for election at all times.
 - b. Board Elections:
 - b1. Performs vetting of applications by matching candidates' qualifications to qualifications presented in Section 4 of the Board Election Procedures.
 - b2. Conducts candidate orientation to introduce Policy Governance and candidate campaigning rules to those running for office.
 - b3. Conducts Candidate Forums to introduce candidates to owners.
 - b4. Receives scheduled reports from the staff elections team.
4. Conducts regular Board self-evaluation surveys, reviews results, and recommends to Board as appropriate.
5. Provides for other internal matters:
 - a. Conducts exit interviews for departing Board members in a timely way.
 - b. Thank You's and recognition for exiting Directors.

Membership:

1. The Board Development Committee is a three to five member committee of the Board of Directors.
2. A minimum of two Board members shall be members of the Committee.
3. The President of the Board will recommend the committee Chair to the Board.

Executive Committee Charter

Purpose:

The Executive Committee exists consisting of the Officers of the Board of Directors. The General Manager may be part of the committee as a nonvoting member. The Executive Committee shall meet on an as-need basis as determined by the President or the General Manager.

Duties & Responsibilities:

1. The Executive Committee is empowered to make “time-sensitive” decisions between Board meetings by a majority vote with a minimum quorum of three officers. The Executive Committee shall have no authority with respect to:
 - a. The filling of vacancies on the Board or on any committee.
 - b. The amendment or repeal of Bylaws or the adoption of new Bylaws.
 - c. The amendment or repeal of any resolution of the Board.
 - d. Making financial decisions outside of those stipulated in the Policies B-1 #5 and #6.
2. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the full Board at the next scheduled meeting of the Board.
3. Board members may be notified of Executive Committee meetings 24 hours in advance if either the President or General Manager who called the meeting feels it is necessary.

Membership:

The Executive Committee consists of the Board President, Vice President, Secretary and Treasurer. The General Manager is not a member but often is an integral part of the committee meetings.

Finance/Audit Committee Charter

Purpose:

The Finance Committee shall oversee:

1. The financial management of BriarPatch for the purpose of advising the Board of Directors.
2. The Board's relationship with the Auditor.
3. Meetings on an as-needed basis as determined by the Treasurer.

Duties & Responsibilities:

1. Advise management regarding the financial training it provides to the Board of Directors.
2. Review special projects proposed by the GM that require capital investment, financing, or the commitment of capital reserves, or are major deviations from the annual financial plan.
3. Recommend an auditing firm when the Board determines BriarPatch is to have an audit and/or review.
4. Review the financial statements of BriarPatch and report regularly to the Board on the progress of BriarPatch relative to the annual budget.
5. Establish the timetable for the preparation of the annual budget and review the annual budget as prepared by the GM.
6. Liaise with the Auditor on matters relating to the audit and the Board.

Membership

1. The Finance Committee shall consist of no fewer than three and no more than five members. At least two members of the Board of Directors shall serve on the committee.
2. The Treasurer who shall serve as the chair.
3. The General Manager and Director of Finance shall participate in Finance Committee meetings.

Governance Committee Charter

Purpose:

Develop, manage, and recommend to the Board matters pertaining to governing documents.

Duties & Responsibilities:

1. Manage all governing documents including the legal documents the Articles of Incorporation and the Bylaws as well as the Policies Register and Procedures Manual of BriarPatch.
2. Provide leadership for the Board's ongoing review of the Policy Register.
 - a. In October of every year when the General Manager presents the FYI for the Elections Policies and Timeline, incorporate all changes into the Procedures document.

Membership:

1. The Governance Committee shall consist of no fewer than three members, as recommended and approved by the Board. There shall be a minimum of two Board members that are members of the Committee.
2. The President of the Board will recommend the Committee Chair to the Board.

Owner Engagement Committee Charter

Purpose:

To ensure that the Board of Directors optimally represents the interests, concerns, and enthusiasm of the Owners.

Duties and Responsibilities:

1. Act as a Board/Committee representative in BriarPatch sponsored and other relevant community events.
2. Provide opportunities for communicating both Board of Director's activities to Owners and Owner interests to the Board. This includes, but is not limited to, forums, surveys, newsletters, and annual meetings.
3. Maintain a healthy, strong, participatory relationship between Board of Directors and the Ownership.
4. Actively communicate the Board's activities and consistently ask for input from Owners
5. Keep the communication lines open between the Board and the Ownership.
6. Invite Owners into meaningful dialogue that can create positive mutual impact.
7. Support outreach activities initiated and implemented by the BriarPatch management team.
8. Promote annual elections process with a table event during voting activity.

Membership:

1. The Ownership Committee shall consist of no fewer than three members of the Board, and a maximum of four Owner Volunteers with current ownership status in good standing. The committee members who are from the Board will determine the Owner Volunteer membership on the committee.
2. The Owner Services Coordinator or the Marketing Manager will attend committee meetings.
3. The President of the Board will recommend the committee Chair to the Board.

III. Appendix

A-1. Board Candidate Packet & Candidate Handbook

This is the packet that is issued to Board candidates to apply to run in a Board election. Candidates fill this out and submit by February 13th of the election year.

Board of Directors Application Form



PLEASE PRINT:

NAME: _____

ADDRESS: _____

PHONE NUMBER(S): _____

EMAIL: _____

BRIARPATCH OWNER #: _____ YEAR OWNERSHIP BEGAN: _____

SIGNATURE: _____ DATE: _____

Completed applications must be submitted no later than Tuesday, February 13th, as required by our Bylaws. Electronic submissions can be sent to elections@briarpatch.coop. Paper applications can be delivered to the Customer Service counter in the store. If you have questions or would like to receive this application as a Word document, contact elections@briarpatch.coop.

PERSONAL PROFILE AND SUMMARY OF QUALIFICATIONS*:

In addition to this application, please provide a Personal Profile and a resume/summary of qualifications, preferably in Microsoft Word format.

Personal Profile - Below is a list of topics for your Personal Profile. Please keep the text to 300 words or less. We recommend a minimum of 200 words.

- *What do you love about BriarPatch Food Co-op?*
- *Why are you running for the BriarPatch Food Co-op Board?*
- *Why will you make a good Board Director?*

Summary of Qualifications – Please include your current occupation, educational background, business experience, and any prior Board or other community leadership experience.

PHOTOGRAPH*:

We also require a current photograph. Digital photos are preferred and must be a full-color JPG 300 dpi/ppi, at least 5" wide, and submitted via email as an attachment (not embedded in a Word document or the body of an email). Print photos must be color and at least 5"x7". You may arrange for a photo to be taken by emailing elections@briarpatch.coop.

**Your Personal Profile, Photo and excerpts from your Summary of Qualifications will be displayed in the store and will appear in The Vine newsletter and on our website during March-May.*

SUPPORTERS: As required under our Bylaws, please submit at least 25 signatures from current BriarPatch Food Co-op **Owner-Members** who support your candidacy. We have provided enough spaces for 30 signatures. It is a good idea to get extras in case we are unable to verify one or more Supporters' current ownership status. All fields are required for each supporter. Incomplete applications will be disqualified.

<u>Owner # (Required)</u>	<u>Printed Name</u>	<u>Signature</u>	<u>Phone Number</u>
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____
9.	_____	_____	_____
10.	_____	_____	_____
11.	_____	_____	_____
12.	_____	_____	_____
13.	_____	_____	_____
14.	_____	_____	_____

Owner # (Required)

Printed Name

Signature

Phone Number

15. _____

16. _____

17. _____

18. _____

19. _____

20. _____

21. _____

22. _____

23. _____

24. _____

25. _____

26. _____

27. _____

28. _____

29. _____

30. _____

Thank you for supporting BriarPatch Food Co-op!

CANDIDATE ELECTIONS HANDBOOK

BRIARPATCH CO-OP BOARD OF DIRECTORS

2018 ELECTION

Table of Contents

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Letter to Candidates:

Elections for Board Directors are held each year in May. This packet of information is compiled for prospective Board Director candidates.

The Board of Directors serves a critical role in overseeing and guiding our Co-op. Board members attend Board meetings and at least one Committee meeting. We encourage BriarPatch owners to explore this possibility for service and to contact us with any questions. We encourage you to visit the BriarPatch website at www.briarpatch.coop to review news and activities and to become acquainted with the Bylaws and other Board governance documents at <http://www.briarpatch.coop/join-the-co-op/co-op-governance/>. Finally, we encourage you to attend Board meetings that are scheduled for the last Tuesday of each month starting at 6:00 p.m. All meetings take place in the Community Room located at the market.

Each year three positions on the Board, each for three-year terms, become available at each annual election.

The annual election schedule is as follows:

February 13, 2018	Deadline for Candidate Applications
Late February to Early March 2018	Candidate Interviews and Orientation
April 15-30, 2018	Tabling and Candidate Forum(s)
May 1-15, 2018	Balloting
May 29, 2018 Board Meeting	Seat new Board and Elect Officers for 2018-2019

For information about the Board of Directors and the election process, please contact by email or phone:

Kwong Chew, Chairperson
Board Development Committee
kwongc@board.briarpatch.coop

Director of the Board Job Description

The Board of Directors is committed to carrying out the Mission of BriarPatch as stated in the Articles of Incorporation and Policy Register. The Board provides collective leadership to the General Manager on behalf of owner-members.

Duties

1. Prior to each Board meeting, prepare by reading committee reports, financial statements, and other materials distributed in the Board packet.
2. Attend all regular and special Board meetings, participate in the proceedings, and follow the agenda.
3. Serve on at least one committee and actively participate in meetings of the committee.
4. Maintain knowledge of current corporate policies, procedures and the objectives of the corporation.
5. Financially support BriarPatch by being an active owner and shopper.
6. Actively recruit BriarPatch owners to serve on the Board and on committees.
7. Share expertise and talents with BriarPatch as appropriate.
8. Serve as an advocate of the corporation to the community.
9. Be accessible to the General Manager and other Board Members as needed.
10. Fulfill commitments within the agreed-upon deadlines.
11. Hold in confidence any sensitive information. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial status (member loans, bank loans, General Manager salary, etc.) will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
12. Read and comprehend the Bylaws, Articles of Incorporation, the Policy Register and Procedures Manual of the BriarPatch Board of Directors.
13. All Board members should be open to assuming an officer role if the need arises.

Compensation:

15% discount shopping in the store

Monthly Stipend:

\$200.00 Board Member

\$250.00 Secretary, Treasurer, Vice President

\$350.00 President

BriarPatch Co-op Ends Policies:

1. A successful and vibrant cooperatively-owned business that acts as a leader among local businesses and food co-ops nationally, and contributes to environmental stewardship through its business practices.
2. Access to high quality, healthy products, especially local and organic food.
3. A community center where people experience a sense of connectedness, ownership and fellowship.
4. A stronger local food system.
5. A major local employer that provides a healthy, fair, and considerate workplace for employees.
6. Access to education about food and consumer issues that encourages customers to make healthier food choices.

Requirements:

Candidate Requirements as paraphrased from the By-Laws:

To be qualified as a Director, a candidate:

1. Shall have been an owner for at least six months prior to the commencement of the election of Directors and shall be current on ownership payments.
2. Shall be committed to the best interests of the Co-op.
3. Shall not have any conflict of interest with the Co-op.
4. Any card-holding adult member of a household ownership unit shall be eligible to serve as Director.
5. No employee shall be eligible to serve as Director.

Only one member per household can serve.

In addition to the above By-Laws stated qualifications, the Board Development Committee will determine desired professional qualifications needed by the Board and recruit and look for these qualifications in potential candidates.

Candidate Campaigning Rules

BriarPatch will assist Board of Director candidates in campaigning and encourage owners to participate in the elections by:

1. Hosting, advertising, and sponsoring one or more Candidate Forums prior to the election. Participation by candidates is optional.
2. Posting approved information and photographs of candidates in BriarPatch within two weeks of the acceptance of the candidate list. 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 BriarPatch newsletter.
4. Posting approved information and photographs of candidates on BriarPatch website.
5. Additional articles may be published in BriarPatch newsletter reminding members about voting procedures and policies.

Candidates for BriarPatch Board of Directors are expected to campaign in a professional, appropriate manner, that reflects positively on BriarPatch. Candidates will campaign fairly and focus on the issues of importance to the interests of owners.

1. Candidates are encouraged to talk about themselves, their experience, leadership ability, business/jobs and policy position on issues relevant to the cooperative.
2. BriarPatch requires candidates to follow BriarPatch Board of Directors' Code of Conduct in Section C-5 of the Policy Manual at all times.
3. Campaigning inside the store is prohibited.
4. Use of BriarPatch logo is prohibited in campaign materials, except for those provided by BriarPatch.
5. Campaigning outside of BriarPatch shall be allowed provided ingress and egress to the store are not restricted and candidates are not disturbing customers. Candidate must contact the Front-End Manager or Customer Service prior to tabling to make tabling arrangements.

All candidates and their representatives desiring to campaign by the entrance to BriarPatch must review the documents contained in the Board Application. These include the Application, the Board of Directors' Job Description and other documents from the Procedures Manual. Also, referenced in the Application are links to the Bylaws and the Policy Manual. Candidates shall agree to abide by all these documents as indicated by signing the agreement at the bottom of page 5 in the Application. Copies of the Board Application packet shall be available at the Customer Service counter inside the store.

Management will do the policing to make sure all rules are being followed:

1. Use of proprietary corporate information, including but not limited to the owner mailing list is prohibited by candidates.
2. All campaign mailings shall clearly state the names of the persons providing the mailing and shall follow the ethical guidelines listed above.
3. Each candidate generates his/her own materials with his/her own personal resources. BriarPatch resources may not be used.
4. Employees of BriarPatch are prohibited from actively campaigning for a candidate on the premises when on duty.
5. BriarPatch employees shall not use their position or BriarPatch resources to influence the election.

Campaigning that violates the campaign policy will be brought to the President of the Board of Directors. The President may ask for a removal of the candidate from the ballot of the election which will take effect upon a majority vote of the Board of Directors.

Code of Conduct for Candidates:

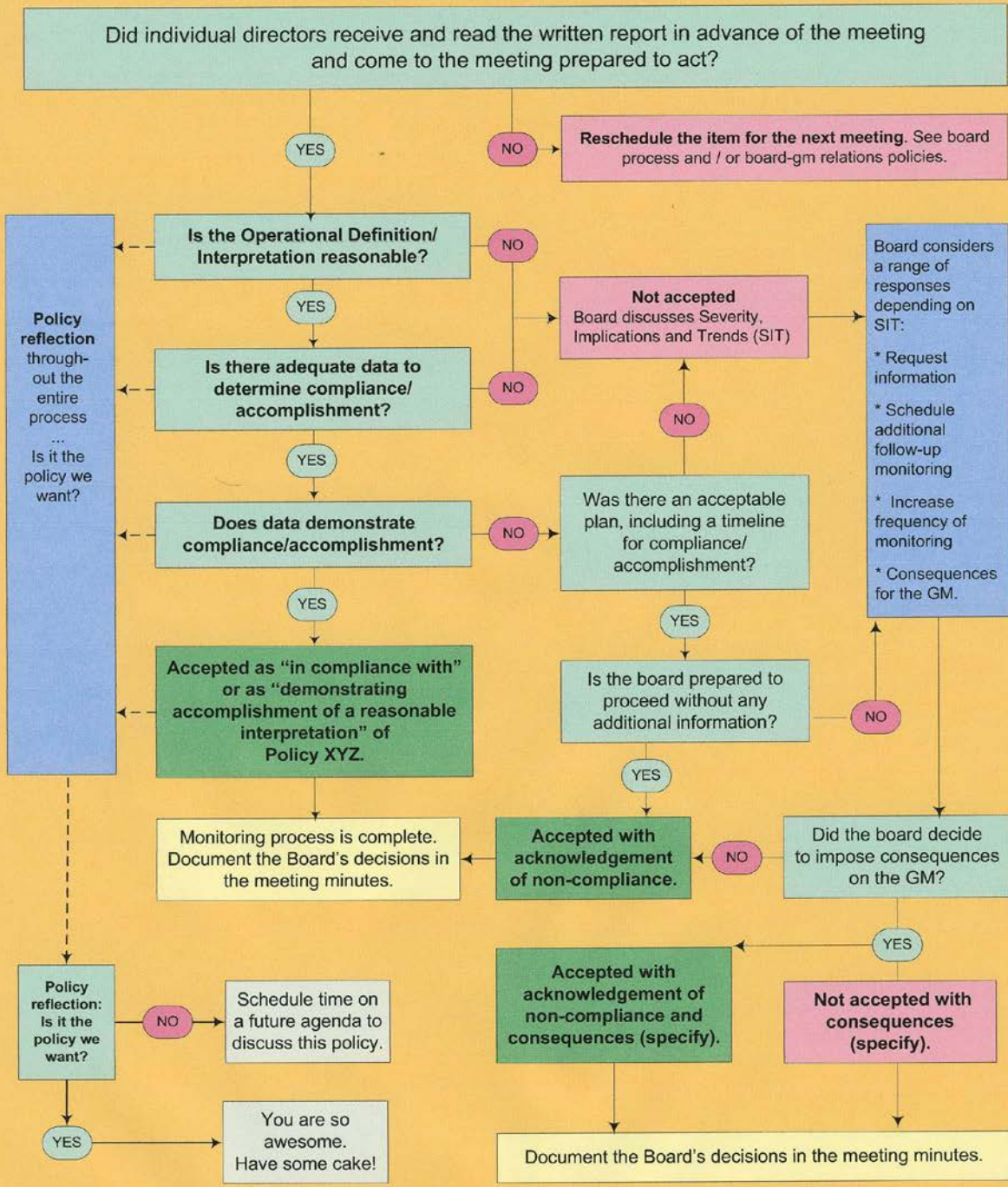
To avoid any conflicts during the election season, the following code sets the following guidelines:

1. **Incumbent and New candidates will not participate in election discussions at Board or Committee meetings. Examples are: candidate questions, discussions of eligibility, content of applications. During closed session election discussions, candidates will leave the room.**
2. **Board incumbent candidates need to be redacted from email lists to Board members when involving discussions about elections business or passing documents such as copies of applications or a list of forum questions.**
3. **Incumbent and New candidates are not entitled to see other candidate applications.**
4. **Incumbent or New candidates on the Board Development Committee will not participate in meetings and event planning from declaration of candidacy through election completion.**

A-2: Monitoring Report Decision Tree

This decision tree is used to guide the Board in accepting/not accepting the monthly Monitoring Reports presented by the General Manager.

Decision Tree for Acting on Internal Monitoring Reports from the General Manager

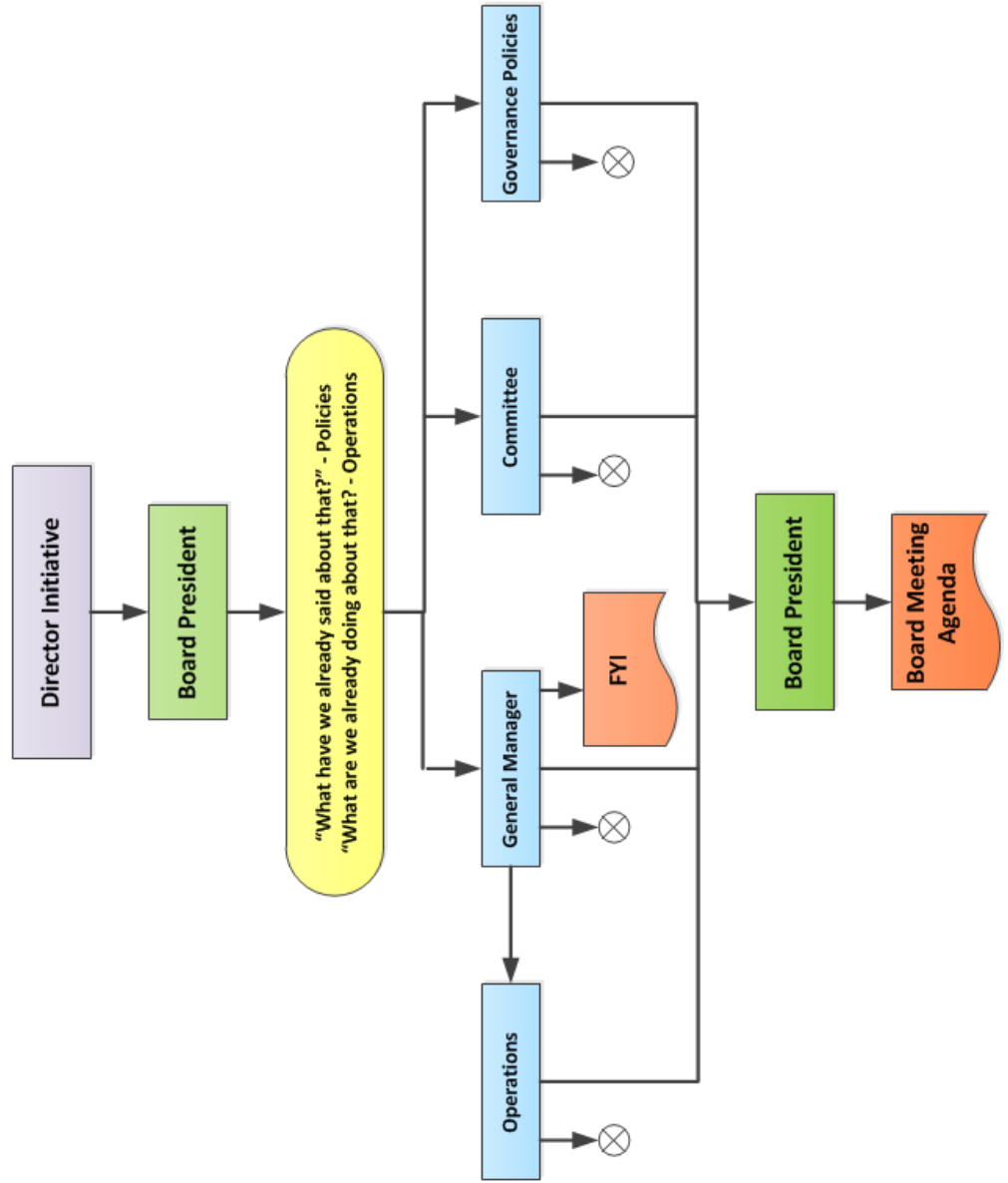


Monitoring Decision Tree Version 1.5, 9/06/07 Feedback welcome on this chart!
 Brian Patch Co-op retreat packet, brian@brianpatch.com
 CDS Consulting Co-op, info@cdsfood.coop Fax: 802-246-2889

A-3: Decision Tree for “Accountable Empowerment” for Individual Director Initiatives

Directors are encouraged to bring forth their own ideas for policies, programs, and procedures, provided that our commitments to Board holism and the prerogatives of Management are respected. This decision trees guides individual director initiatives through a process that helps ideas get appropriate consideration.

Decision Tree for “Accountable Empowerment” for Individual Director Initiatives



A-4: Table of Elections Parameters 2018

As described in Step 1 in the Elections Procedures, Update Election Parameters and Election Timeline, the Election Parameters and Timeline are reviewed and changed annually in August by the Co-op's CFO. The CFO meets with the General Manager regarding any alterations to the Policy for the election in May of the following year. The timeline is altered to match the date sequences in the upcoming year. Once the CFO and General Manager agree on the changes, the General Manager presents the Policy and Timeline to the Board in September of the prior year to the election.

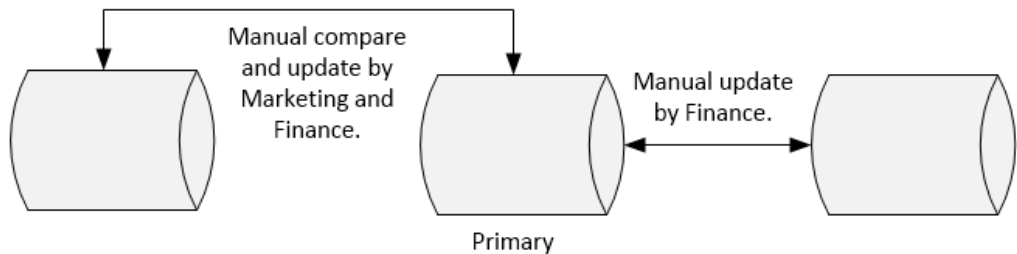
PARAMETER	REGULATIONS/ALTERNATIVES	2017 ELECTION	2018 ELECTION
Annual elections	No alternatives. Elections must be held in accordance with corporate bylaws.	Held annual elections in accordance with Bylaws.	Same
Election with or without a meeting	<ol style="list-style-type: none"> 1. At, or in conjunction with, the Annual Meeting each Fall 2. Immediately prior to Annual Meeting, report results at Annual Meeting 3. Not in conjunction with Annual Meeting, results announced without a meeting 	Alternative #3. Held elections without a meeting. "Notice" was provided to owners in accordance with special meeting rules in the Corporate Bylaws.	Same
Election Method	<ol style="list-style-type: none"> 1. Manually (ballots/notice is sent via regular mail, owners vote on paper ballots, ballots are tabulated manually) 2. Electronically (ballots/notice is sent electronically, owners vote online, ballots are tabulated electronically.) 	Alternative #2. Conducted elections entirely electronically. Owners voted online and results were tabulated electronically (and independently) by Simply Voting, 3 rd party software vendor.	Same (no paper ballots)
Meeting (Election) Date	Meeting may be set at any time during the year, provided that the notice and other Bylaws requirements for "special meetings" are followed.	Elections were held May 1-15. For purposes of Notice and other Bylaws requirements, the "meeting date" was May 1 st .	Same, but close ballots at 5pm on May 15 th rather than at midnight
Notice to Owners	No alternatives. Notice must be mailed to owners no less than 30 days and no more than 90 days prior to meeting date, in accordance with Corporate Bylaws.	Notice was provided on March 25, 2016.	Notice to be provided March 26, 2018
Record Date	No alternatives. According to the Bylaws, the Record Date must be 10 days prior to the date that Notice is mailed/emailed. Only owners on record as of the Record Date are eligible to vote in the election.	Notice was mailed/emailed on March 27 th . Therefore, the Record date was March 17, 2016.	Record Date is March 16, 2017 (10 days prior to notice e/ mailing)

Eligible Owners	According to our bylaws, to be eligible to vote in the election, an owner must meet all three of these conditions: 1. On record as of the Record Date 2. Membership payments are current as of the Record Date 3. Owner shopped in the store within the 24 months prior to the Record Date.	Eligibility to vote was determined in accordance with the bylaws. Only owners who were eligible as of the Record Date were allowed to vote.	Same, but reflect 3-month grace period for membership payments in accordance with bylaws.
Candidate Application Deadline	According to our bylaws, <u><i>candidates must submit applications no later than 11 weeks prior to the election.</i></u>	February 17 th	No later than February 13, 2018 (Tuesday)
Election Team	This team of Co-op staff administers the election. No applicable regulations.	Team consisted of Finance Manager, Marketing Manager, IT Manager, Admin Assistant, and one member of Board Development Committee.	Same – Board member to be appointed by Kwong Chew, BDC Chair

A-5: Owner Database Structure Diagram

Below is a diagram that shows the owner data files and which are used in this process. Many believe that accounting has their contact information because of Infusionsoft and the ability of the email record to be edited for Unsubscribe, etc. A special effort has to be made to make the Infusionsoft and Owner/Catapult files to match data.

BriarPatch Owner Database Structure



InfusionSoft

Maintained by Marketing and clients in the database. Data is controlled by Marketing.

Manual Integration with Owner/Catapult databases.

Microsoft SQL.

Owner Database

Maintained by Finance to keep informational records on BriarPatch owners. Primary owner database.

Manual integration with Catapult Point of Sale.

Microsoft Excel.

Catapult Point of Sale Database

Maintained by Finance. Contains all point of sale transactions.

Manual integration with Owner Database.

Microsoft SQL.

A-6: Elections Reports

The report templates that follow form the communication between the staff elections team and the Board Development Committee. Each report designates the month in which they are submitted.



Date: March
To: Board Development Committee
From: Chief Finance Officer
Subject: Staff Elections Report #1

Status <input checked="" type="checkbox"/>	Event	Comments
	Preliminary Voter List and Statistics to Marketing	
	Call for email addresses	
	Record Date - Final Voter List	
	Simply Voting Ballot/Notice/Login preparation	
	Email/USPS Notice of Election	

Problems/Concerns?

Solutions/Mitigations

Other Reporting



Date: April
To: Board Development Committee
From: Chief Finance Officer
Subject: Staff Elections Report #2

Status <input checked="" type="checkbox"/>	Event	Comments
	Call for email addresses	
	Final Ballot preparation	
	Elections media communication: Email, posting in store, The Vine	
	Staff training	
	Voting login email/USPS to voters	
	Voting booth/Customer Service tablet preparation	

Problems/Concerns?

Solutions/Mitigations

Other Reporting



Date: June
To: Board Development Committee
From: Chief Finance Officer
Subject: Staff Elections Report #3

Status <input checked="" type="checkbox"/>	Event	Comments
	Elections results media communication: Email, posting in store, The Vine	
	Debrief Meeting	
	Updates to documents	

Problems/Concerns?

Worked well?

Improvements?

Other Notations