

Kootenay Country Store Cooperative Board of Directors Potential Candidate Package

Thank you for your interest in serving on the Kootenay Co-op Board of Directors. This packet is designed to provide you with valuable information to help you make a decision about standing for election to our Board. It will also help us gather information about potential candidates.

All eligible Co-op members may stand as nominees for the Board of Directors. Potential candidates must consider that election to the Kootenay Co-op Board of Directors is a two-year commitment. The Board may develop a set of criteria to guide the nominations committee in seeking out specific skill sets to round out those of the existing Board. The following is a list of some of the skill sets that may be sought out (in no particular order):

- A commitment to the mission and vision of Kootenay Co-op;
- Previous Board experience;
- Understanding of the Cooperative Principles, movement and philosophy;
- Ability to read and comprehend financial statements;
- Excellent communication and group process skills;
- Ability to respectfully participate in group decision making processes;
- Ability to support group decisions regardless of personal opinions;
- Ability to maintain confidentiality;
- Skills and experience in: retail or wholesale grocery business, natural foods, nutrition, real estate, business law, finance/accounting, marketing, organic food production, structural engineering.

Election Timeline & Process

- The Nominations Committee solicits nominations throughout the year to develop a slate of candidates. The committee obtains candidate information and meets with each candidate.
- All potential candidates must formally declare their willingness to stand for election and return their questionnaires before April 30.
- The Board will confirm candidate eligibility by May 31 and request a head-shot to be included on the ballot.
- Candidate information and Ballots will be made available in the August newsletter. Pre-AGM ballots may be cast at the customer service counter. Ballots will also be available at the Annual General Meeting in September. All ballots will be counted at the AGM and the election results will be announced.

- If the Board of Directors deems you ineligible for nomination, you may challenge this ruling by petition. Submit your petition, signed by at least 50 fully-subscribed Co-op members, before June 30.

Director Requirements

- All Board candidates must be a fully-subscribed member in good standing of Kootenay Co-op at least 30 calendar days prior to the nomination. Candidates must be at least 16 years of age as of September 1 of the election year.
- All potential candidates must formally declare their willingness to stand for election and return their questionnaires before April 30.
- Must state all potential conflicts/confluences of interest on the candidate application.
- Must commit to at least one two-year term.
- Ability and willingness to abide by all Board policies.

All potential candidates are encouraged to attend at least one Board meeting prior to the election in order to see how our Board conducts business. Please contact the Board President via email, board@kootenay.coop or the General Manager at the store 250-354-4077, to arrange for your attendance at a meeting. Attendance at a Board meeting may require signing of a non-disclosure agreement.

The Role of the Board of Directors

The Kootenay Co-op Board of Directors is democratically elected to use and protect the resources members have entrusted to it. The Board is accountable for all cooperative activities: successful store operations, personnel, finance and planning of the organization. Members can expect from their Board:

1. Linkages to the member owners;
2. Comprehensive Board governance policies;
3. Assurance of financial performance;
4. Long range planning and perpetuation of the Co-op.

Board members are ambassadors in the community for the store and its vision / mission. They must act in a competent manner at all times with respect to issues of confidentiality, store competitiveness and conflict/confluence of interest.

While an individual Director may disagree with a decision made by the majority of the Board, they must support that policy or action as being the considered judgment of the Board. An individual Director always

has the right to present further evidence and argument to the Board for further consideration.

Directors only have authority when acting as a Board. At all other times, Directors have the same authority as other member-owners of the cooperative.

Board Member Job Description

This job description, in combination with other documents in the Board manual, sets a minimum standard of performance which all Directors are expected to achieve. Contributions to the Co-op beyond those listed below are always welcome.

Specific Responsibilities:

1. Work with management to establish long-term purpose and goals; approve annual and long-term objectives, goals and performance targets. Monitor progress toward goals and objectives.
2. Define the General Manager's responsibilities and goals. Hire and evaluate the General Manager and approve the manager's contract and compensation package.
3. Approve capital and operating budgets. Monitor financial position, indicators and resources.
4. Perpetuate a strong Board through recruitment, contested elections, training and professional development. Appoint Directors to fill Board vacancies.
5. Select and retain outside auditors, legal counsel and other advisors as necessary.
6. Contribute to a positive public image for the Co-op.
7. Ensure the Co-op adheres to all relevant laws, including its Rules of Association. Prepare and recommend changes to the Rules as required.
8. Ensure adequate communication to the membership regarding Co-op plans. Report to the membership at least annually.
9. Perform all other responsibilities of a Director as required.

Expectations of All Directors:

- Familiarity with and adherence to the Co-op's Rules of Association and the Board of Directors policies.
- Prepare for and participate in regular monthly Board meetings.
- Prepare for and participate in at least one Board committee.
- Prepare for and participate in board training opportunities.
- Prepare for and participate in annual Board / management strategic planning session (overnight may be required).

- Prepare for and attend the Annual General Meeting in September and any other member meetings as required.
- Regularly participate in email communications (private and secure email address is required).
- Participate in Board recruitment activities.
- Ability to understand financial statements.
- A willingness to work together with your Board colleagues and take responsibility for Board duties.
- Ability to keep information and materials confidential.

Director Code of Conduct

Directors agree to:

- Devote the time and energy required to fulfill the responsibilities of the position
- Be prompt, attentive and prepared in advance for all duties
- Contribute to and encourage open, respectful and thorough discussion
- Be honest, helpful, diligent and respectful in dealing the Co-op, other Directors, management, staff and members
- Refrain from discussing issues related to:
 - Personnel;
 - Real Estate;
 - Market strategy or goals;
 - Pending litigation;
 - Details of the Co-op's financial status;
 - Any other sensitive issues subject to confidentiality, with any other community members, Co-op members or staff, unless or until full disclosure is approved by the Board as a whole
- Refrain from becoming financially involved or associated with any organization whose interest are, or could be perceived to be, in conflict with the Co-ops
- Disclose all potential and/or actual conflict/confluence of interest
- Be a team player and abide by the majority decision of the Board, presenting only agreed-upon views of the Board when speaking for the Co-op in public settings
- Refrain from asking for special privileges as a Director and from interfering with the management's authority
- Continually seek to learn more about the Co-op, its operations, and about Director responsibilities by pursuing formal and informal educational opportunities

Appendices:

Kootenay Country Store Cooperative Rules of Association, Board of Directors section

Kootenay Country Store Cooperative Mission Statement

Kootenay Country Store Cooperative Statement of Principles

The Cooperative Values and Principles
Potential Board Candidate Questionnaire

Kootenay Country Store Cooperative Rules of Association (Abridged)

BOARD OF DIRECTORS

22. Eligibility. Every member in good standing shall have the right to be nominated and elected as a Director of the Cooperative, except that no member who is also an employee of the Cooperative shall be entitled to be nominated, elected or appointed as a Director while so employed, except as otherwise provided in these Rules.

22a. Eligibility of Related Persons. No member who is related to an employee to the extent that they would be a “related person” as defined in the Federal Income Tax Act, shall be eligible for nomination, election and appointment to the Board of Directors.

23. Number. The Board of Directors shall consist of seven members, one seat being reserved for the Employee Director. A majority of the directors of the Cooperative must be individuals ordinarily resident in Canada of whom at least one must be ordinarily resident in British Columbia.

24. Election of directors. All directors shall be elected by members at a general meeting at which all members may participate by voting or by casting a mail ballot if provided. No election or appointment of a person as a director is valid unless that person has consented as required by the Act.

25. Employee Director. The employees of the Cooperative may appoint from among themselves one person to sit as a member of the Board of Directors. This appointment will be made by the employees notifying the Board of Directors as to the name of such appointee on or before the date of each annual general meeting and the term of such appointee will be a two-year term, commencing at such meeting. If an Employee Director resigns or their employment is terminated during their term of office, then the employees shall be entitled to appoint another employee to complete the remainder of that term.

26. Terms. Directors shall serve for a term of two years. No director shall serve on the Board of Directors for more than three consecutive terms.

27. Termination. The office of a director may be terminated in any of the following ways:

a. Voluntarily by the director by delivering a written resignation to all the members of the Board of Directors. The acceptance of any resignation shall not be necessary to make it effective.

b. Automatically upon termination of membership in the Cooperative or missing three Board meetings between successive annual general meetings or becoming otherwise disqualified according to the Act.

c. Involuntarily by special resolution of the membership, with or without cause.

28. Vacancy. A mid-term vacancy on the Board of Directors for whatever reason may be filled by an eligible person by a two-thirds vote of the remaining directors. Any person so appointed shall serve until the next annual general meeting.

29. Officers of the Board. The directors shall elect from their number a President and Vice-president, and may appoint a Secretary and Treasurer, whether from their own body or otherwise, at their discretion, and may prescribe the duties of these Officers and fix their remuneration and from time to time dismiss and replace them. The terms for these offices will be until the conclusion of the next annual general meeting.

30. Directors' responsibility. The directors must manage or supervise the management of the business of the Cooperative and may exercise all the powers of the Cooperative.

31. Records. The directors shall ensure that written records are maintained at its registered office of:

a. all appointments of officers made by them.

b. the names of the directors present at each meeting of the directors or committees of the Board of Directors.

c. minutes of every meeting and resolutions of the Cooperative and the Board of Directors.

The directors shall ensure that a current register of members is maintained at the registered office of the Cooperative, indicating the name, address, and number of membership shares held.

The directors shall ensure that financial records for the Cooperative are prepared and maintained in accordance with generally accepted accounting practices.

The directors shall in all other respects duly comply with the Act with regard to the maintenance or distribution of records of the Cooperative.

32. Compensation for directors. The members of the Cooperative in general meeting may determine from time to time the remuneration of the directors and what generally may be allowed to them for expenses.

33. Board meetings. All meetings of the Board of Directors shall be held in the province at a date and time announced to all directors at least one week before the meeting. Regular meetings of the directors shall be held as needed but no less than quarterly. Special meetings of the directors may be called by the President or, alternatively, the Vice-president.

34. Quorum. The quorum necessary for the transaction of business at any meeting of the Board of Directors shall be a majority of the current directors, present in person or by teleconference or other medium where live communication is possible.

35. Action by the board. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent to the action is signed by all directors and filed with the regular minutes of director's meetings.

36. Avoidance of conflict of interest. The directors and officers of the Cooperative are governed by the disclosure and conflict of interest rules set out in the Act and, in particular, any person who accepts a nomination for election to the Board of Directors will, as soon as feasible but in any event prior to the election, disclose to the membership any personal interest that they may have which might be in conflict with their duty as a director of the Cooperative.

KOOTENAY COUNTRY STORE COOPERATIVE MISSION STATEMENT

To promote community involvement by cultivating a cooperative, sustainable, organic way of life through:

- Providing the highest quality, affordable natural foods and products, and wherever possible organic, in a pleasant, comfortable environment;
- Serving members effectively;
- Encouraging a healthy local economy;
- Community and member education;
- Maintaining the financial health of the Cooperative;
- Promoting community interchange of ideas;
- Providing a workplace that reflects these values.

KOOTENAY COUNTRY STORE COOPERATIVE STATEMENT OF PRINCIPLES

The Kootenay Country Store Cooperative is an association which provides high quality, wholesome food at reasonable prices to residents of Nelson and surrounding areas.

We believe that where possible, such food should be organically produced and that local growers or processors would receive preferential treatment as suppliers.

We believe in the principles of community cooperation and further this principle through educational programs and any other means available.

We believe in building a truly democratic organization with complete member involvement, where the principle of one person, one vote will be adhered to irrespective of the number of shares held by any individual.

The Cooperative Values and Principles

Cooperative Values:

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Cooperative Principles:

1. Open and voluntary membership. Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership without gender, social, racial, political or religious discrimination.
2. Democratic member control. Cooperatives are democratic organizations controlled by their members who actively participate in setting policy and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.
3. Member economic participation. Members contribute equitably to and democratically control the capital of the cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the cooperative (possibly by setting up reserves, part of which at least would be indivisible); distributing to members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.
4. Autonomy and independence. Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with or raise capital from other organizations, including governments or external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.
5. Education, training and information. Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their cooperatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of cooperation.
6. Cooperation among cooperatives. Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

7. Concern for the community. While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.

Kootenay Country Store Cooperative Potential Board Candidate Questionnaire

Please complete the following questions and return it to:

Kootenay Co-op
Board of Directors, Nominations Committee
295 Baker Street
Nelson, BC
V1L 4H4

Name _____ Co-op Member

Mailing Address

Email Address _____

Telephone _____

Present Occupation _____

Why are you interested in standing for election to our Board of Directors?

Describe any personal skills or experience (such as organizational leadership, financial literacy, strategic planning, legal, communications, other board service, etc.) that you would contribute to the activities of our Board.

Describe a leadership situation that exemplifies your ability to exercise good judgment, visionary thinking or collaborative decision-making.
