

January 2012

Dear Candidate,

I am very pleased to learn that you are considering serving on the Board of Directors of the First Alternative Cooperative. First Alternative Cooperative has been an active part of the community since 1975 and now has thousands of active Owners. There is much work to be done, and I believe that you will find this position to be both rewarding and challenging. A three-year term is the minimum commitment for a normal term.

Information from completed applications and interviews and a photo will be included in the insert in the *FA Thymes* in the spring. If you are not already the voting Owner of a First Alternative share, you must become one in order to become a candidate. If you are unsure if you are the voting Owner of your share, contact Customer Service at 541-753-3115.

Application materials and the First Alternative Board of Directors Code of Ethics are enclosed. Copies of recent Board minutes and reports are available in the stores at Customer Service for your review.

Briefly, an approximate schedule of the events leading up to the elections:

March 26th.....Applications due to Customer Service
Late-March..... Candidate Interviews
May 1-21..... Elections
June Board Meeting.....New board members take office

Board members also serve on at least one of the five Board committees, which include Board Recruitment and Elections, Executive, Finance, Policy Governance, and Owner Relations. Committees usually meet once per month.

Please attend at least one Board meeting before making your decision. The Board meets on the third Tuesday of the month at the South Co-op Meeting Room. The meeting begins at **6:30pm**; you are welcome to join us for refreshments at **6:00pm**. Please indicate you will be attending by calling Toni at 541-929-5452.

The Board of Directors has established specific criteria to decide on endorsement of a candidate following application review and personal interview with the Board Recruitment and Elections Committee (BREC). Those criteria are: 1) understanding the division between Board and management roles, 2) willingness to commit time to meetings and preparation, 3) preparation for candidate interview, 4) BREC consensus that a candidate is appropriate for the Board, and 5) willingness to regularly use electronic communication. You will be notified of endorsement after your interview.

Should you fail to receive endorsement from the BREC, you will receive a petition, which you may choose to complete to qualify by receiving twenty-five signatures from First Alternative Owners. This form must be submitted to me by April 12, 2012, which is (17) seventeen days prior to the election date. Another option is a write-in candidacy.

Thank you for your interest in First Alternative. If you have any questions, please feel free to contact Toni Hoyman at hexagon@exchangenet.net or 541-929-5452 or the board scribe at scribe@firstalt.coop.

Toni Hoyman
Chair, Board Recruitment and Elections Committee

First Alternative Board Director

Position Description

Requirements for Board service

- A demonstrated interest in the organization's mission and goals
- Specific experience and/or knowledge in at least one of the key areas described below
- A willingness to expand knowledge and responsibilities through orientation and ongoing training sessions, which may include occasional retreats and workshops scheduled throughout the year
- A willingness to represent First Alternative within community endeavors
- Must be a voting Owner of First Alternative

Expected Time Commitment Involved

10-15 hours per month, depending on your interests, distributed approximately as follows:

- 6-8 hours for Board meetings, the 3rd Tuesday of each month, both attendance and preparation
- 2-4 hours for committee meetings, both attendance and preparation, Executive Committee meets the 2nd Tues
- 1 weekend for the annual strategic planning retreat
- 2-3 hours for attendance at the annual Spring Owner Rendezvous
- Variable – extra time for other owner meetings, special events in store, Owner forum, trainings/workshops, ad-hoc committees, writing articles, etc.

Compensation

Each Board Director will receive a 15% in-store Co-op discount at the register. Training, conference opportunities and related travel expenses are covered.

Responsibilities

The First Alternative Board as a whole has the responsibility for governing the entire organization. The Board operates under guidelines outlined in the Board of Directors Manual and determines policy, sharing leadership roles in the following key areas:

Key Areas:

Human Resources

- Board membership, including recruiting and orienting new Directors, training, evaluating and recognizing existing Directors
- Providing Board Directors with opportunities to grow and develop as leaders
- Selecting, hiring and supporting the FA General Manager (GM), including providing regular reviews of GM performance and providing ongoing assistance as requested
- Owner-worker involvement, including policy development with regard to how the organization treats, recognizes and celebrates its Owner-workers.

Planning

- With assistance from the GM, review and develop the organization's mission and goals on an annual basis
- Plan for the organization's future on a long-term and short-term basis
- Decide and plan which projects and programs the organization will provide
- Evaluate the organization's programs and operations on a regular basis

Finance

- Ensure financial accountability of the organization
- Oversee an ongoing process of budget development, approval and review
- Manage and maintain properties and investments, which the organization possesses

Community Relations

- Promote the organization to the general public, including serving as an emissary to the community.

- Promote cooperative action with other organizations, including participation in activities and occasions when the organization should take part in coalitions, fund-raising, etc.

Oversight

- Ensure that Board operations, organizational and legal structures are adequate and appropriate.
- Ensure that the organization and its Directors meet all applicable legal requirements.

Board Support Resources

- The Board wishes to encourage a broad range of participants from our Owners to add depth to its perspective. To this end the Board may offer computer equipment and training, childcare, or other amenities.
- WI-FI connectivity is available at First Alternative Cooperative. Board members are expected to read emails and correspond on a regular basis.

Policy Governance: Delineation of Board Roles and Responsibilities

The First Alternative Board of Directors operates under the policy governance model because it is an effective way to run an organization: the board focuses on long-term planning and visioning for the Co-op, as expressed through our policies, while the management focuses on the day-to-day operations. Understanding and respecting the distinction between Board and Management roles is crucial to the success of the organization. Each Board Director must take personal responsibility for knowing the specific limits of her/his role.

The Board of Directors does not have any involvement in operational decisions. All decisions relating to the day-to-day operation of the retail business are made by management and are not subject to Board approval. Alternatively, the General Manager is not involved in making board policy decisions. The Board makes policies to guide and limit management’s actions, and regularly evaluates the management’s performance with respect to those policies.

Board of Directors

Management

Linked with and accountable to Owners.

Accountable to the board.

Determine overall goals. Concerned with long-term, big picture decisions. Future focused.

Concerned with present operations and short-term decisions to implement board’s goals for the organization.

Create policies and limits on the GM.

Implements policies within limitations set by Board.

Make general long-range plans committing resources.

Handles intermediate and short-term commitment of resources, organization and controls.

Evaluates GM on previously set goals and limitations.

Evaluates managerial performance on objectives (Managers evaluate employees).

Monitors organizational movement toward outcomes including external audits.

Does internal reviews of organizational performance.

Is a resource to and communicates with members or owners.

Is a resource to the Board. Keeps board informed via monitoring reports, assessments and measures.

Example:

The First Alternative Board decides to donate a percentage of annual profits to charitable groups. The Board articulates and approves this policy and sets the percentage amount but, at this point, its involvement will cease. Management has responsibility for implementation, including the determination of which groups will receive donations, publicizing the donation program, creating the schedule and disbursing donations. Management reports to the Board at regular intervals to provide information about the progress of the program. The Board may then evaluate the Manager on whether the program is a reasonable interpretation and implementation of the Board's goal.

Application for First Alternative Board of Director

Name _____

Address _____

E-mail _____

Phones (note preferences)

Home: _____ Work: _____

Cell: _____ Fax: _____

Please provide some information about yourself in the following areas. Your name, FA owner share number, and any of the following information may be published in *The Thymes*.

First Alternative Owner Card No: _____

Note: You must be the voting Owner of First Alternative to apply for this position.

Education: [Degrees held, schools attended, relevant coursework]

Present Occupation:

Business Experience: [Consider your previous occupations, business training, etc.]

Community Involvement: [Include volunteer service, fund-raising, outreach, etc.]

References

Please list references, one professional and one personal.

Name _____

Address _____

Day Phone _____ Evening Phone _____

E-mail _____

How long and in what context has this person known you?

Name _____

Address _____

Day Phone _____ Evening Phone _____

E-mail _____

How long and in what context has this person known you?

Please return this completed application to Customer Service at the South Store, marked ATTENTION: BREC. If you have a digital copy, please plan to email a copy to the committee chair (see cover page). This is a big help for publishing your candidate statement in *the Thymes*.

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: G7 – DIRECTOR’S CODE OF CONDUCT

The Board commits itself and its directors to ethical and business-like conduct, including proper use of authority and appropriate decorum when acting as directors.

1. Directors have the following responsibilities:
 - a. Represent un-conflicted loyalty to the interests of the Owners as a whole.
 - b. Be aware of and adhere to the organization's bylaws and policies.
 - c. Perform Board duties in good faith, acting in a prudent manner with honesty and personal integrity.
 - d. Openly and impartially consider all issues and matters - preparing for and researching issues, seeking additional expertise where needed.
 - e. Attend all Board meetings or notify the Board president when an absence is unavoidable.
 - f. Have fun!
2. Board Directors must be aware of and avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. Board Directors must formally notify the Board of any actual or potential conflict of interest or the appearance thereof in a timely fashion.
 - b. If the individual director or the Board of Directors should decide that a conflict of interest exists, the Director having conflict shall recuse him/herself from all further discussion of and voting on the issue(s) in which the conflict exists.
 - c. There must be no conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - d. Board members must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
3. Directors do not have individual authority over the organization, the General Manager or the staff, except as explicitly set forth in Board policies or the bylaws.
 - a. In their interactions with the public, press, owners or other entities, directors shall not speak for the Board except to repeat explicitly stated Board decisions.
 - b. Directors will not offer individual judgments nor give voice to individual judgments by others regarding the General Manager or staff performance.
4. Directors who are delegated expenditure authority by the Board shall use that authority solely to achieve the Board’s stated goal as effectively as possible and with the minimum possible expense.
5. Directors who are staff employees may not:
 - a. Participate in discussion in or voting on personnel matters related to the General Manager including the General Manager’s evaluation process.
 - b. Serve on Executive Committee.
6. Staff or spouse of staff may not vote on bonus, gain-share or profit sharing matters.
7. Alleged violations of the Code of Conduct shall be heard by an ad hoc committee, appointed by the Board, which will make a recommendation for resolution to the Board.

Revised 6/1/08

Characteristics of Good Board Director at First Alternative

1. Are most interested in a future vision of the Co-op and less interested in short term operating issues.
2. Are knowledgeable about (or able to learn) and willing to use policy governance (Carver) system for board work.
3. Are good at thinking conceptually and in terms of systems.
4. Have an ability to deal with ambiguity and uncertainty; to work toward ever evolving targets.
5. Have good listening skills and the ability to capture themes and threads from multi-faceted conversations.
6. Appreciate opposing views; can engage in lively debate and work toward successful implementation when they lose.
7. Have high integrity and are unafraid to hold themselves and others accountable for our commitments.
8. Are not overly interested in the nuts and bolts of how the store is running; **the Board does not deal with operational issues.**
9. Are not joining the Board because they have an axe to grind about one or two problems, but want to focus on the big picture and long-haul issues.
10. Have excellent written/oral communication and interpersonal skills. Most Board work uses these modes.
11. Are willing to devote the time required. Have at least 10-15 hours every month to devote to Board responsibilities as listed in the position description. For example, meeting attendance and preparation, annual retreat, Owner outreach opportunities and email/small group conversations.
12. Are willing to use their own time (not the board's) to gather incidental information and/or bring themselves up to speed on issues before board decision-making.