



Board Director - Application Packet

Dear Prospective Board Candidate,

Thank you very much for taking the time to consider serving on the Board of Directors of First Alternative Co-op. First Alternative has been an active part of the community since 1970 and now has more than 10,000 active owners. There is much work to be done, and we believe that you will find this position to be both rewarding and challenging. A three-year term is the normal commitment. Application materials are enclosed. Copies of recent Board minutes and reports are available for your review, please inquire at customer service.

Please consider attending one Board meeting before making your decision to apply. The Board meets on the third Tuesday of the month in the South Co-op meeting room at 6p.m

Notable Dates and Pre-election Process

March 31st

Applications due by e-mail or to Customer Service

Early April

Candidate Interviews

June 1st - June 21st

Elections

July Board Meeting

New board members take office

Specific Criteria Considered for Board Endorsement

- Understanding the division between Board and management roles,
- Willingness to commit time to meetings and preparation,
- Preparation for candidate interview,
- Board Recruitment and Elections Committee (BREC) consensus that a candidate is appropriate for the Board.

You will be notified of endorsement after your interview. Should you not re-

ceive endorsement from BREC, you will receive a petition. You may choose to obtain twenty-five signatures from First Alternative owners to qualify for the ballot. 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 Melissa Hartley, mhfaboard@gmail.com or any board member.

First Alternative Board Director Position Description

Requirements for Board service

- Complete background check (see attached)
- Demonstrated interest in the organization's mission and goals
- Specific experience and/or knowledge in at least one of the key areas described below
- Willingness to expand knowledge and responsibilities through orientation and ongoing training
- Willingness to represent First Alternative with community endeavors
- Must be an Owner of a share with First Alternative
- Must be willing to send and receive electronic communications

Compensation

Each board member will receive a 15% in-store Co-op discount at the register (104 weeks per year of service) as well as dinner before each Board meeting. Training, conference opportunities, and related travel expenses are covered.

Expected Time Commitment

- 10-15 hours per month, depending on your interests, distributed approximately as follows:
 - 6-8 hours for Board meetings, 3rd Tuesday of each month, including attendance at meeting and preparation
 - 2-4 hours for committee meetings, including attendance and preparation. Meeting times are listed in The Thymes. All Board members are expected to serve on at least one of five Board committees, which include Board Recruitment and Elections (BREC), Executive, Finance, Policy Governance, and Owner Relations (ORC).
- Attendance at the Annual Owner Meeting in the summer
- One weekend annual planning retreat, (date varies)
- Variable extra time for other owner meetings, special events, and owner forums, owner/board chats, trainings\workshops, ad hoc committees, writing articles, etc.

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 Member Manual and determines policy, sharing leadership roles in the following key areas:

Human Resources

- Board membership, including recruiting and orienting new Board 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.

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 projects and programs.
- 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.

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.

Policy Governance

Delineation of Board Roles and Responsibilities

The First Alternative Board of Directors operates under the policy governance model. The Board focuses on long-term planning and visioning for the Co-op, as expressed through our policies, while management focuses on 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 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

- Linked with and accountable to owners.
- Determine overall goals. Concerned with long-term, big picture decisions. Future focused.
- Create policies and limits on the GM.
- Make general long-range plans committing resources.
- Evaluates GM on previously set goals and limitations.
- Monitors organizational movement toward outcomes including external audits.
- Is a resource to and communicates with owners.

Management

- Accountable to the Board.
- Concerned with present operations and short-term decisions to implement Board's goals for the organization.
- Implements policies within limitations set by Board.
- Handles intermediate and short-term commitment of resources, organization and controls.
- Evaluates managerial performance on objectives (managers evaluate employees).
- Does internal reviews of organizational performance.
- Is a resource to the Board. Keeps board informed via monitoring reports, assessments and measures.

Directors 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 unconflicted 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 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.**

Characteristics of Good Board Members at First Alternative Co-op

- 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 in the minority.
- 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.

Application for First Alternative Board of Directors

Name _____

Address _____

E-mail _____

I understand that access to the internet is a requirement for Board members ___ Yes

Phone #s (circle preferred contact #)

Home: _____ Work: _____ Cell: _____

Your First Alternative Owner Share #: _____

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

Please provide information about yourself in the areas below. Your name and any of the following may be published in the Thymes.

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

Present Occupation:

Business Experience: [Previous occupations, business training, etc.]

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

Candidate Profile

Please circle all qualities that you feel you could contribute to the Board and to First Alternative:

Public Speaking, Written Communication, Strategic Planning, Legal Issues,
Accounting/Finances, Nonprofit Organizations, Volunteer Programs, Past or Present
Participation on a board of directors, Business/Retail Experience, Group Process and
Decision-making, Group/Meeting Facilitation, IT Skills, Experience with Policy Governance

Other Relevant Qualifications and Experience:

Candidate's Statement: [150 words or fewer.] This will be published in The Co-op Thymes. Please submit an electronic copy via e-mail and/or attach your statement here:

