

Policy Type: Governance Management Connection  
Policy Title: C – Global Governance Commitment  
Last Revised: May 2009

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The board's sole official connection to the operations of the cooperative will be through the General Manager.

*This policy shall be monitored annually in October.*

Policy Type: Governance Management Connection

Policy Title: C1 – Unity of Control

Last Revised: May 2009

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- C.1 Only decisions of the board acting as a body are binding on the GM.
  - C.1.1 Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the board has specifically authorized this power.
  - C.1.2 In the case of directors or committees requesting information or assistance without board authorization, the GM can refuse any requests that, in the GM's opinion, may disrupt operations or that require too much staff time or resources.

*This policy shall be monitored annually in April.*

Policy Type: Governance Management Connection

Policy Title: C2 – Accountability of the GM

Last Revised: May 2009

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C.2 The General Manager is the board's only link to operational achievement and conduct.

C.2.1 The board will view GM performance as identical to organizational performance so that the co-op's accomplishment of board-stated ends and avoidance of board-proscribed means will be viewed as successful GM performance.

C.2.2 The board will not instruct or evaluate any employee other than the GM.

*This policy shall be monitored annually in May.*

Policy Type: Governance Management Connection  
Policy Title: C3 – Delegation to the GM  
Last Revised: May 2009

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- C.3 The board delegates authority to the GM through written Ends and Executive Limitations policies.
  - C.3.1 As long as the GM uses “any reasonable interpretation” of the board’s Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the cooperative.
  - C.3.2 The board will respect and support the GM’s choices as long as those choices are based on reasonable interpretations of board policies.
  - C.3.3 If the board changes an Ends or Executive Limitations policy the date for compliance will be stated. Until that date the existing policy will stand.

*This policy shall be monitored annually in June.*

Policy Type: Governance Management Connection  
Policy Title: C4 – Monitoring GM Performance  
Last Revised: May 2009

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- C.4 The board will systematically and rigorously monitor and evaluate the GM’s job performance.
- C.4.1 Monitoring is how the board determines the degree to which the GM is following board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.
- C.4.2 The board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the GM discloses interpretations and compliance information to the board; (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies; or (c) by direct board inspection, in which a designated director or committee assesses compliance with the policy criteria.
- C.4.3 In every case, the standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favored by individual directors or by the board as a whole.
- C.4.4 The GM is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
- C.4.5 The board will monitor all policies that instruct the GM. The board can monitor any policy at any time by any method but will ordinarily follow the schedule outlined in the Board Annual Calendar.
- C.4.6 The Board’s annual evaluation of the General Manager, based on a summary of monitoring reports received from July 1 through June 30 will be completed by the August board meeting. The Board will make its decisions concerning the evaluation, the employment contract, and compensation at that time.

*This policy shall be monitored annually in August.*