



Board Candidate Application Packet

Terms Beginning January 2023



Dear Prospective Board Candidate,

Thank you for your interest in serving on the Wheatsville Co-op Board of Directors! This packet provides information about, and the application for, running for the Board. Please read the information in the links below before applying. Questions about your application should be sent to nominations@wheatsville.com.

Policy Governance

<https://wheatsville.coop/membership/board-of-directors/board-policy-governance>

The Board operates using the Policy Governance™ model, maintaining policies that express its expectations for ends to be achieved and the means by which to achieve the ends.

The Seven Cooperative Principles and Values

<http://ica.coop/en/whats-co-op/co-operative-identity-values-principles>

The principles and values Wheatsville is all about.

Procedures for Co-op Vote

https://wheatsville.coop/images/uploads/pdfs/Procedures_for_Co-op_Vote_April_2018.pdf

Information about candidate eligibility, application requirements, and election procedures.

Bylaws

<http://wheatsville.coop/membership/board-of-directors/bylaws>

Board Governing Policy

The Board operates using the Policy Governance™ model, which was developed to allow Boards to maintain accountability for organizational performance while focusing on providing visionary leadership around our 'big-picture' mission. Delegation is a significant component of our accountability, and the Board maintains written documentation of expectations for our organization, our General Manager, and ourselves. Our policies are the primary vehicle for recording these expectations, and they are monitored on a regular basis.

Number of Open Seats and Term Durations

The Owners of Wheatsville elect Board members during an annual Fall election (see Bylaws, Article 5.4). This election will fill three seats. Per the Bylaws, those seats will serve three-year terms.

The number of candidates on the ballot will be limited to two candidates per vacancy, plus one additional candidate, with an overall cap of nine total candidates (see Section III of *Procedures for Co-op Vote*). For example, if there are three board places up for election, then up to seven candidates will be placed on the ballot. If there are four or more board places up for election, then up to nine candidates will be placed on the ballot. If the number of applications exceeds the cap, the Nominations Committee will select the most qualified candidates by evaluating each potential candidate against criteria in the *Procedures for Co-op Vote*.

Candidate Criteria to Qualify for the Ballot and Self-Nomination

The Board has established the following criteria to screen candidates for their eligibility, preparation, and commitment to serve on the Board. Each candidate must:

1. Be a fully invested Owner of the Co-op in his or her own name and be in good standing;
2. Attend and participate in a Board Orientation Session for prospective candidates;

3. Submit a current resume and recent photo with the application;
4. Submit two references (personal or professional; name and contact information only) with the application;
5. Attend a regularly scheduled board meeting between May and the end of August;
6. Confirm your ability to abide by the Directors Code of Ethics and Code of Conduct, if elected;
7. Participate in an informal interview, if requested;
8. Agree to abide by any rules for candidates seeking election to the board;
9. Commit to attend Cooperative Board Leadership (CBLD) 101 training, which has historically required travel out of town over a weekend but may be available virtually; and
10. Have access to a computer and email service to perform board work.

An Owner that has not qualified for the ballot through the *Procedures for Co-op Vote* may nominate her or himself for a seat on the Board by submitting a petition as outlined in Bylaws, Article 5.2. A petitioner must be a fully invested Owner of the Co-op in the Owner's own name and in good standing. A petition must include the petitioner's Owner number, the petitioner's signature, and be submitted by August 12, 2022, at 11:59 p.m. to be eligible. The petition may be submitted electronically to nominations@wheatsville.com.

Opportunities to Meet with Owner-Voters

Candidates, including petitioners, will have the opportunity to present themselves to their fellow Owners at the Annual Fall Owner Gathering, scheduled for October. Additionally, candidates may participate in tabling activities at either store location (within Wheatsville COVID-19 guidelines), at which time they encourage Owners to vote in the election and provide general election information. Other opportunities to address the Owners might be scheduled as well.

Optional Candidate Video

You will have the opportunity to record a one-minute candidate video. The videos will be available to Owners on the website and other online media throughout the election. This is optional, but strongly encouraged. Wheatsville staff will coordinate with you about your video statement.

Board Meeting Dates

As noted in the Criteria section above, each candidate must attend a regularly scheduled Board Meeting between June and August. The following is the anticipated Board meeting schedule. Please email nominations@wheatsville.com to indicate when you plan to attend so that we can alert you to any changes in the schedule or times, and admit you to the conference line as the meeting is virtual. Join us at the designated time.

Tuesday, June 28	6:00-9:00 pm	Virtually via conference line
Tuesday, July 26	6:00-9:00 pm	Virtually via conference line
Tuesday, August 23	6:00-9:00 pm	Virtually via conference line

Orientation Sessions Dates

In addition to attending a Board Meeting, candidates must attend one of the following orientation sessions. Please email nominations@wheatsville.com to indicate when you plan to attend so that we can alert you to any changes in the schedule or times, and admit you to the conference line.

Wednesday, June 8	6:00-7:00 pm	Virtually via conference line
Saturday, June 18	1:00-2:00 pm	Virtually via conference line
Sunday, June 26	1:00-2:00 pm	Virtually via conference line

Note: orientation sessions are cancelled if no prospective candidate has arrived within 15 minutes of start time.

Cooperatively Yours,
The Nominations Committee (nominations@wheatsville.com)



Board Candidate Application

This application gives voters information about your background and expertise, what you can offer to the Wheatsville Co-op, and what interests you about serving on the Board. A Nominations Committee member may call you for further information, but generally these answers will be your way of communicating to other Wheatsville Owners why you should be a Board member. Feel free to contact the nominations committee if any questions arise at nominations@wheatsville.com.

All materials MUST be submitted electronically to nominations@wheatsville.com to and be received by 11:59 PM on Friday, July 1, 2022. Incomplete materials may disqualify you. You MUST be a fully invested Owner of Wheatsville in your own name by this deadline as well.

A complete application will include:

- This completed packet, including signed Statement of Agreement and conflict of interest disclosure.
- Personal statement (150 words or less) about you, what connects you to Wheatsville, and what motivated you to run for the Board.
- Your professional resume or CV.
- Two references including phone number and email (personal or professional unrelated to you)
- A digital photograph of yourself, 150 dpi or better, in jpeg or similar format.

Your application will be included in the Election Issue of the *Wheatsville Breeze*, on the Wheatsville website, and in various other communications encouraging Owners to vote in the election.

APPLICATION FOR CANDIDACY FOR THE WHEATSVILLE BOARD OF DIRECTORS

Please answer all questions completely.

Name _____

Address _____

Phone # _____ Email _____

Place of employment and Position/Title _____

How many years have you lived in Austin (cumulative)? _____

Responsibilities of Board Members

Please read carefully and thoughtfully; please place a check mark by each item to indicate that you are willing to take on these responsibilities. In general, members of a co-op Board of Directors have the same duties as the Directors of any business. The Co-op Board must act on behalf of Wheatsville's Owners (as fiduciaries), meaning that individual Directors must balance individual interests, business interests, and member interests when making decisions. To do this, Directors must be able to:

_____ Uphold fiduciary duty on behalf of Wheatsville's Owners

_____ Exercise due diligence in monitoring Wheatsville's financial condition

_____ Abide by all items contained in the Statement of Agreement, which includes the Code of Ethics, Code of Conduct, and Conflict of Interest policy

_____ Maintain confidentiality when required

_____ Faithfully honor all legal obligations that come with Directorship, which include the:

_____ Duty of care (make informed decisions in good faith; act as a prudent person; use a good process for decision making; be honest; ensure adequate record keeping)

_____ Duty of loyalty (always act in the best interest of the cooperative; disclose and avoid conflicts of interest; engage in no self-dealing; maintain confidentiality)

_____ Duty of Attention/Diligence (attend meetings; participate in discussions; be prepared; review materials; ask questions; know and adhere to state laws and the co-op's Bylaws; support Board decisions and policies; honor contracts; ensure payment of all tax obligations)

Expectations of Board Members

Please read carefully and thoughtfully; please place a check mark by each item to indicate that you are willing to meet the expectation.

_____ Shop regularly at the Co-op.

_____ Be prepared for meetings, including reading – carefully and thoughtfully – the agenda packet in advance of every Board meeting.

- _____ Participate fully in Board meetings. Attend all monthly meetings, as well as any meetings of committees you may serve on (2-5 hours a week). Special projects may require more time commitment.
- _____ Actively participate in Board discussion via email or phone between meetings as necessary.
- _____ Attend the December Board Orientation (this is mandatory!).
- _____ Attend the annual Board Retreat (typically one full day, scheduled based on the Board's availability)
- _____ Attend Owner Gatherings, Owner Appreciation Days and other special events.
- _____ Actively participate in the annual election by spending time in the store (or other get-out-the-vote activities) to remind Owners to vote.
- _____ Commit to attend Cooperative Board Leadership (CBLD) 101 training, which could require travel out of _____ town over a weekend.
- _____ Have access to a computer and email service to perform board work.

Short Answer Questions

Please answer the following four questions. *Please keep your responses to each question to 50 words or less.* The Nominations Committee will ask you to shorten any responses over this word limit.

1. What role do you think Wheatsville will play in Austin's future?

2. In what ways are you working to contribute to and improve the Austin community?

3. If you can find healthy, organic food at another grocery store, why choose Wheatsville?

4. Which of the 10 cooperative values resonates with you most and why?

Don't forget to submit your personal statement, resumé, references, and photo to nominations@wheatsville.com!



Statement of Agreement

I. Code of Ethics

The Board of Directors of the Wheatsville Food Cooperative adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the Board of the individual Directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between Directors and among Directors, the General Manager, and employees.

To that end, I, if elected as a Director of the Wheatsville Food Co-op, agree that:

The **Board's authority** is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the Board and work with management to set the future direction of the co-op. We are also responsible for carrying out other duties as provided by the Bylaws or by general or specific corporate laws.

Each **Director's authority** is equal only to the rights and authority of any individual Owner of the cooperative except when the Board is in formal meeting. No individual Director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the Board, and no individual Director has any particular rights to information not made available to all Directors.

The **authority of the manager**, as approved by the Board in the General Manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the Board.

While Directors may **disagree** with a policy approved by or action taken by the majority of the Board, they will support that policy or action as being the considered judgment of the Board. An individual Director shall have the right to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its actions appropriately.

All Directors will maintain **confidentiality** as needed to protect the co-op's interests and financial viability. This means that all Directors shall not discuss disputed or confidential corporate actions, policies, or issues with the co-op's Owners, employees or the general public unless all Directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.

Directors **serve as representatives** of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the co-op, its Owners, and its staff. We respect the rights of others - Directors, staff and Owners - to communicate their ideas free from interruption and without intimidation.

II. Code of Conduct

If elected as a co-op Director, I pledge to do my best for the Wheatsville Food Cooperative and will:

Devote the time needed to fulfill the responsibilities of the position;

Attend and actively participate in the Board's training sessions and annual planning retreat to enhance Board understanding and cohesiveness;

Consider the business of the co-op and its Owners to be confidential in nature;

Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;

Be honest, helpful, diligent, and respectful in my dealings with the co-op, with other Directors, and with the co-op's management, staff and Owners;

Work for continued and increased effectiveness in the co-op's ability to serve its Owners;

Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion;

Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the co-op to employees, Owners, shoppers, and the general public;

Refrain from asking for special privileges as a Board member and from interfering with management's authority;

Work to ensure that the co-op is controlled in a democratic fashion by its Owners and that all elections are open, fair, and encourage the participation of all Owners;

Strive at all times to keep Owners informed of the co-op's status and plans, and of the Board's work, as appropriate;

Continually seek to learn more about the co-op and its operations and about my responsibilities as a Board member by pursuing educational opportunities.

III. Conflict of Interest

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Wheatsville Co-op or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Wheatsville Co-op, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship. For more information, see the Bylaws sections 5.1.1 and 5.13.

Conflict Disclosure:

If elected a co-op Director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of co-op Directors, I have violated the letter or spirit of this agreement that I shall resign my position on the Board immediately.

Printed Name of co-op Director

Signature of co-op Director

Date
