

Procedures for Recruitment, Orientation, and Training

Adopted April 2014 - Pursuant to Board Policy B.2.3.1

I. Recruitment

The perpetual charge of the Nominations Committee is to identify and engage interested and qualified co-op owners to consider running for a seat on the Wheatsville Board of Directors. For the purposes of this document, recruitment will include strategies to attract qualified candidates, methods for communicating the work of the Board to the potential candidates, and screening and endorsement practices.

1. Strategies To Attract Qualified Candidates:

There are many ways to identify and recruit qualified candidates. Some owners will self-select themselves for Board work. For others, Board service may only be a consideration if they specifically asked and/or recruited. Below are a few avenues for engagement of potential candidates.

- **Breeze Articles** – Each year, the Chair of the Nominations Committee should commit to writing at least one article asking owners to consider running for the Board. This can be an opportunity to inform owners what the endorsement requirements are, share the skill sets the Board considers valuable in a Board Member, and to encourage interested parties to attend a Board Information Session for Prospective Candidates and/or one of the monthly Board Meetings. The Breeze is published every other month and the article should generally be published prior to the release of the Candidate application, often in the April issue. This gives owners time to ponder the idea and gather information without the pressure of a looming deadline.
- **Inclusion of Non-Board Members on Committees** - Committee work can be an excellent way for interested owners to contribute time and energy without making the commitment of actual Board service. Committee work allows the owner to get to know Board Members and to see the inner workings of the Board. Non-Board members are often invited to join the Fall Owner Gathering Committee, Review Committee, or the Nominations Committee.
- **Fall Owner Gathering (FOG)** - The FOG provides an opportunity for owners to mingle with Board Members. This can be an informal way for owners to talk to specific Board Members about any aspect of Board service. The FOG occurs during the election, so owners can meet the candidates for that year and to hear their speeches about why they feel they would make good Board Members. Owners who seem particularly inspired by a FOG could be approached in the following year about running for a seat.
- **Strategic Engagement** – Potential Board members may be engaged by targeted invitations to Board Meetings and strategic engagement of owners who participate in like-minded organizations. Most Board meetings will include time for strategic learning sessions. These sessions, in particular, can serve as an “ice breaker” for inviting owners to present and/or attend Board Meetings with strategic learning of a particular area of interest or expertise. Once a potential candidate has been to a meeting, this can serve as a jumping off point for gauging interest in Board work.
- **Wish Lists** - The Board can create a list of potential candidates and use the list as a starting point for targeted engagement. This list can include acquaintances of current

Board Members, community leaders, Board Directors of other Co-ops or Non-Profits, Wheatsville employees, etc.

2. Methods of Communicating the Work of the Board to Prospective Candidates

Information Sessions - An information session for prospective candidates will be conducted bi-monthly in May, June and July. The purpose of these sessions is to ensure that prospective candidates understand what Board work entails to help them to make a more informed decision about whether running for the Board is something that they want to pursue. The Board may advertise these sessions on the store website, in the Breeze, through in store notifications, in weekly owner emails, and through internal staff notification.

Sitting directors will lead the meetings in pairs of two on a rotating schedule. Ideally each Board Member will co-lead at one to two of these sessions each year. Teaching an information session will serve the dual purpose of providing each Board Member an opportunity to interact with prospective candidates and strengthening the Board Member's ability to articulate Board fundamentals in a clear and understandable way.

The information session generally lasts an hour and a half and includes an overview of the below topics:

- Introduction
- What the Board Does and What the Board Does Not Do
- Cooperative Principals
- Co-op Governance
- Overview of Policy Governance
- Wheatsville's BIG Direction
- Board Goals
- Overview of Board Projects
- Basic Requirements for Becoming a Candidate
- Q&A

All candidates will be interviewed informally at the board orientation session they attend. Attendees will be asked to answer two or three questions during the session and their answers to these questions will be given a score after the meeting by the directors who facilitated. This score may be used as part of the criteria to determine endorsement.

The Board maintains a list of Owners who attend the information sessions; this list may be used to contact potential candidates.

Website - The Wheatsville website also provides a link for the Board of Directors page, which includes information about current Directors, outlines what Board work is and what it isn't, and articulates in a brief way why Board work is important to the organization. The site also includes email addresses for the Board as well as for the Nominations Committee should an owner have questions.

3. Endorsement

Though not a requirement to run for a seat on the Board, the endorsement requirements is strongly encouraged for all potential candidates. The endorsement process is designed to provide Owners an opportunity to gain a deeper understanding of Board work and to explore their own reasons for wanting to serve on the Board. The process also allows the current Board to get to know (and in certain circumstances to vet) the candidates. Below are the minimum requirements for candidates to receive Board endorsement:

- Signed Conflict of Interest
- Completed application
- Attendance at one Board Meeting
- Attendance of one Information Session for Prospective Candidates and answering the semi-formal interview questions there
- Candidates provide two references (non-family members)

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The number of candidates allowed on the ballot (through Board endorsement) will be limited to nine candidates. Board endorsements are limited to two candidates per vacancy +one (i.e. if three vacancies, allow seven candidates; if four or more vacancies, allow nine).

If the cap, nine, is not reached, candidates who submit completed applications and meet all endorsement requirements by the submission deadline will be endorsed by the Board and will be placed on the ballot. If more than nine candidates submit applications by the deadline and meet all endorsement requirements candidates will be ranked by a subcommittee of the Nominations Committee. The criteria for the ranking will be the quality of application answers and interview questions. This subcommittee will decide which candidates will be endorsed and included on the ballot.

Candidates who are not endorsed and placed on the ballot by the Board will be referred to the Wheatsville Bylaws which allow members to get on the ballot via a petition signed by at least 100 or 1% of the total numbers of owners in good standing (whichever is greater). Non-endorsed candidates will be encouraged to engage with the Board through committee work or other avenues as a way to contribute, learn more about Board work, and increase chances for endorsement should they decide to run for a position in subsequent elections.

II. Board Orientation

The Board Orientation is a three- to six-hour meeting of returning Board Members, Board Members-elect, the Board Administrator, the Chief Executive Grocer and other key staff. No official Board business is conducted at this meeting. The meeting should be scheduled on a date after the election has been completed but before the first Board meeting at which new directors are seated—typically in early to mid-January. Returning Board Members should select a date for the meeting *prior* to the end of the election and should notify all candidates of the date and their required attendance should they be elected.

At the orientation, the following topics are covered:

1. Business Plan & Co-op Finances

The Chief Executive Grocer should present some historical information about the cooperative movement, food co-ops in Austin, Wheatsville's history and its plans for the future. The Chief Executive Grocer typically presents the current business plan and other financial planning documents at the orientation meeting and answers questions about them.

2. Overview of Bylaws, and Policy Governance®

One or more returning Board Members should be selected to present highlights of Wheatsville's governing documents. Topics covered should include the hierarchy of state law, the Co-op's bylaws, and Board policies; the methods for revising bylaws and policies, and Board and operations' responsibilities for monitoring policies.

Of note: A copy of *The Policy Governance Model and the Role of the Board Member* by John and Miriam Carver will be provided to each new Board Member. In addition, new Board Members may, upon request, be given a copy of *Robert's Rules of Order for Dummies* to orient them to the etiquette and protocol for Board meetings.

3. Confidentiality, Conflicts of Interest, Statement of Agreement

All returning Board Members and Board Members–elect should bring a signed copy of the Statement of Agreement to the orientation meeting, or plan to sign their statement of agreement before the end of the orientation meeting. The Board President or designated returning Board Member should review the Board's practices around handling conflicts of interest and maintaining confidentiality, including a review of relevant sections of the Bylaws (Section 5.13).

4. Governance Calendar & Meeting Protocol

The orientation meeting should cover the Board's annual governance calendar and the process for agenda creation. The Board President or designated returning Board Member should explain typical meeting sections and time allotments (open time, agenda review, consent agenda, committee reports, governance, executive session, etc.).

Board members–elect should be given an overview of the following:

- The Board's process for discussing agenda items;
- The Board's desire to "speak with one voice" on decisions it makes;
- The process for making motions;
- The difference between approving and accepting items under consideration;
- The Board's use of quorum and other voting procedures (including what types of votes require unanimous consent, such as endorsements).

Expectations about regular email communication will be discussed at the orientation, as well as the Board's internal communication strategy (currently Backpack). The Board's monthly meeting schedule (e.g. last Tuesday of the month or other) is also determined at this meeting. Finally, new Board members should be assigned mentors at this meeting (see section on Mentors in Training Procedures).

III. Training Procedures

The following training options are available – and recommended – for newly elected Board Members:

1. CBL 101 Training

It is expected that new directors attend the Cooperative Board Leadership 101 class, offered by Cooperative Development Services (CDS) as soon as is practical. This class will cover topics such as the cooperative principles, Board roles & responsibilities, and financial topics, among others and should give new directors a foundation for understanding Board work more deeply.

2. Board Mentors

New directors should be encouraged to ask for assistance from their colleagues. Although all directors should feel free to contact any other director for help or guidance throughout their time on the Board, a mentor may, upon request, be assigned to each new director for more in-depth one-on-one discussions. The mentor will have been on the Board for at least one year and will be assigned to the new director by mutual consent. It is expected that the mentor will make themselves available for offline discussions on Board roles, policy, or any other topics deemed appropriate.

3. Policy Review

Special session(s) covering Wheatsville’s policies may be conducted within 3—4 months of new directors being seated. Although the Board Orientation session covers Policy Governance® in general, this session is unique in that it is intended to address our specific policies and prepare directors to work under these governance documents.

4. Finance Training

Financial oversight is an essential part of a functional Board of directors. To help new directors understand our financial documents, a training session will occur soon after directors are seated. Typically, the Treasurer and the Chief Executive Grocer will co-lead the training, and will include topics such as thorough walk-through of the balance sheet, income statement, cash flow and oversight of tax payments.

5. New Director Q&A with Board President

A special meeting with the Board President will be scheduled after directors have returned from CBL 101. This is a great opportunity to discuss questions remaining from training as well as items related to how meetings are organized, how agendas are set and how they can be changed, and also procedural questions related to voting, etc. This session is also an opportunity for the Board President to discuss new member’s goals for serving on the Board and any special projects they might be interested in taking on.

6. Participation on Calls with CDS Consultant

Phone calls with Wheatsville’s consultants at CDS may be a good way to get new directors up to speed quickly on the Board. Calls are scheduled monthly, last about an hour, and follow an agenda determined ahead of time. It is expected that a director participate in at least one phone call with a CDS consultant within the first six months of their term.

7. Wheatcast Attendance

The Wheatscast is Wheatsville's weekly open-book finance meeting at which staff and department managers share financial projections, forecasts, and sales figures. Wheatcast sessions are open to all Board members at any time, and new members should be encouraged to attend a session to get a sense of how open-book finance works for our staff.

8. BIG Direction Education

The BIG (Business is Good) Direction is a fundamental part of Wheatsville's future planning and organizational growth. Reviewing the presentation by Chief Executive Grocer, Dan Gillotte, which was recorded at our 2011 Fall Owner Gathering, is a recommended training activity. The video is available on Wheatsville's YouTube page.