

Policy Type: Board Process
Policy Title: B1 – Governing Style
Last Revised: October 27, 2015

- B.1. The Board will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, the Board will:
- B.1.1 Be a strategic leader by focusing its vision outward and toward the future;
 - B.1.2 Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
 - B1.2.1 Observe the 10 Policy Governance principles (Ends Policies, Ownership, Board Process Policies, Board Holism, Board-Management Relationship Policies, Governance Position, Limitations Policies, Policies/Decisions Come in Sizes, Any Reasonable Interpretation, Monitoring)
 - B.1.3 Maintain group discipline, authority and responsibility;
 - B.1.4 Practice, protect, promote and perpetuate a healthy democracy for our cooperative:
 - B1.4.1 While actively encouraging and listening to diverse viewpoints;
 - B1.4.2 Through active and informed participation; and
 - B1.4.3 By faithfully representing the Owners' best interests
 - B.1.5 Anticipate issues and engage opportunities proactively;

This policy shall be monitored annually in January.

Policy Type: Board Process
Policy Title: B2 – The Board’s Job
Last Revised: January 26th, 2021

B.2 In order to govern successfully, the Board shall:

- B.2.1 Communicate regularly with the Owners on its role, its activities and its decisions
 - B.2.1.1 The Board’s fundamental accountability to the Owners includes fiduciary and legal responsibility.
- B.2.2 Hire, compensate, delegate responsibility to, and hold accountable a General Manager (GM). (See Board-Management Relationship (C) Policies)
 - B.2.2.1 Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
- B.2.3 Have written governing policies that adhere to the principles of Policy Governance.
 - B.2.3.1 Oversee the development and maintenance of guidance documents to support these governing policies. These documents will include the Ownership Administration Guidelines; the Procedures for Co-op Votes; and Procedures for Recruitment, Orientation and Training.
- B.2.4 Regularly monitor operational performance in the areas of Ends (A) and Executive Limitations (D), and Board performance in the areas of Board Process (B) and Board-Management Relationship (C).
 - B.2.4.1 In addition, the Board will appoint external monitors including the financial auditor or reviewer and receive the report directly. A financial audit will be conducted every year.
- B.2.5 Perpetuate the Board’s leadership capacity using ongoing education and training, a robust recruitment, qualification and nomination process and fair elections.
- B.2.6 Perform other duties as required by the By-laws and consistent with the ‘Amended and Restated Certificate of Formation, Wheatsville Co-op, Austin, Texas’ executed January 1, 2009; or because of limitations on GM authority.

This policy shall be monitored annually in February

Policy Type: Board Process
Policy Title: B3 – Agenda Planning
Last Revised: October 27, 2015

- B.3 The Board will follow a strategic multi-year work plan and annual agenda that focuses its attention toward the future.
- B.3.1 The Board will follow an annual governance cycle that will run from January to December.
 - B.3.2 The Board will create, and modify as necessary, an annual calendar, consistent with the governance cycle; and that includes tasks and events related to the Board's multi-year work plan and the items required to accomplish the Board's job as outlined in Board Policy B.2

This policy shall be monitored annually in March.

Policy Type: Board Process
Policy Title: B4 – Board Meetings
Last Revised: October 27, 2015

- B.4 Board meetings are for the task of getting the Board's job done.
- B.4.1 The Board will use Board meeting time only for work that is the whole Board's responsibility. The Board will avoid committee work, operational matters and personal concerns.
 - B.4.2 Meetings will be open to the Owners except when executive session is officially called.
 - B.4.2.1 Executive session may be used to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session will be on the published agenda.
 - B.4.2.2 The Board may include or exclude anyone it chooses from executive session.
 - B.4.3 The Board will seek consensus through discussion and has the option to use a version of Robert's Rules of Order as noted in Article 5.3 of the Bylaws. The Board will then finalize and document decisions through the use of motions, seconds and majority vote.
 - B.4.4 The meeting agenda will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.
 - B.4.4.1 Directors are responsible for submitting agenda items in advance.

This policy shall be monitored annually in April.

Policy Type: Board Process
Policy Title: B5 – Directors’ Code of Conduct
Last Revised: January 26th, 2021

- B.5 Directors commit to ethical, businesslike and lawful conduct.
- B.5.1 Board Directors are required, annually, to sign a Statement of Agreement that includes three sections: Code of Ethics, Code of Conduct, and Conflict of Interest Disclosure.
- B.5.2 Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- B.5.3 Directors must demonstrate accountability to the interests of the Co-op’s Owners that supersedes any conflicting loyalty, such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or Owner.
- B.5.3.1 All Directors have a duty to disclose, in writing, any potential or perceived conflict of interest and must provide all material facts to the Board of Directors. Any subsequent potential conflicts will be reported to the whole board immediately. The Board shall determine the process for participation by the Director.
- B.5.3.2 There will be no self-dealing or any conduct of private business or personal services between any director and the Co-op except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
- B.5.3.3 When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall recuse themselves from the discussion and the vote, pursuant to Bylaw 5.13.,
- B.5.4 Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities.
- B.5.4.1 If a director who is also a paid employee becomes subject to disciplinary action as an employee, the board president has the discretion to require that the director take a leave of absence from the board. If the job performance results in termination of employment at Wheatsville, the board director will be removed from office.
- B.5.4.2 As per Bylaws 5.1.2, no more than two directors shall be on the staff of the coop.
- B.5.5 Directors may not attempt to exercise individual authority over the organization.
- B.5.5.1 When interacting with the General Manager (GM) or employees, directors must respectfully recognize their lack of authority.
- B.5.5.2 When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

Policy Type: Board Process

Policy Title: B5 – Directors’ Code of Conduct (cont.)

Last Revised: January 26th, 2021

- B.5.6 Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
- B.5.7 Directors will prepare for, attend, and participate fully in all Board meetings and trainings.
- B.5.8 Directors will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the director’s personal position on the issue.
- B.5.9 Any director who does not follow the code of conduct policy shall resign from the Board if requested to do so by a 2/3 majority vote of the remaining Board.
- B.5.10 Board directors will report their adherence to this policy in each annual report.

This policy shall be monitored annually in May.

Policy Type: Board Process
Policy Title: B6 – Officers’ Roles
Last Revised: September 28th, 2021

- B.6 Officers are elected in order to help accomplish the Board’s job.
- B.6.1 No officer has any authority to supervise or direct the General Manager (GM).
 - B.6.2 Officers may delegate their authority but remain accountable for its use.
 - B.6.3 The president ensures the Board acts consistently with Board policies.
 - B.6.3.1 The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board’s functioning.
 - B.6.3.2 The president will chair and set the agenda for Board meetings.
 - B.6.3.3 The president plans for leadership (officer) perpetuation.
 - B.6.3.4 The president may represent the Board to outside parties.
 - B.6.3.5 The president will select a fellow director to perform duties in his/her absence.
 - B.6.4 The treasurer will lead the Board’s financial oversight, and process for creating and monitoring the Board’s (not the Co-op’s) budget.
 - B.6.4.1 The treasurer will ensure directors are oriented with regard to the finances of the Co-op as needed to fulfill their duties.
 - B.6.4.2 The treasurer will oversee the appointment and activities of the Review Committee as required in Bylaw 4.3 and the Texas Business Organizations Code (TBOC) and ensure that documentation of the process is kept.
 - B.6.4.3 The treasurer will ensure that a direct inspection of documentation pertaining to Co-op tax payments is done semi-annually. One inspection shall be done by an outside auditor as part of the Board’s annual review of Co-op finances and one inspection shall be done by the treasurer or other Board member directed to do so by the Board.
 - B.6.5 The secretary will make sure the Board’s documents are accurate, up to date, and appropriately maintained.
 - B.6.5.1 In addition, the secretary will oversee the Co-op Vote process as described in the Procedures for Co-op Votes.

This policy shall be monitored annually in July.

Policy Type: Board Process
Policy Title: B7 – Board Committee Principles
Last Revised: January 26th, 2021

- B.7 Board committees are used only to help accomplish the board's job.
 - B.7.1 Board action is required to form a board committee.
 - B.7.1.1 The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - B.7.1.2 The Board will carefully state committee expectations, authority and resources to make sure they do not conflict with authority delegated to the General Manager.
 - B.7.2 Board committees may include Owners who are not members of the Board.
 - B.7.3 Committees will reinforce and support board holism.
 - B.7.3.1 In particular, committees help the whole board move forward when they research alternatives and bring back options and information.
 - B.7.4 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

This policy shall be monitored annually in July.

Policy Type: Board Process
Policy Title: B8 – Governance Investment
Last Revised: October 27, 2015

B.8 The Board will invest in its governance capacity.

- B.8.1 The Board will make sure that board skills, methods and supports are sufficient to allow excellent governance.
- B.8.2 The Board will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - B.8.2.1 The Board will use training and retraining liberally to orient new directors and candidates for board service, as well as to maintain and increase existing directors' skills and understandings.
 - B.8.2.2 The Board will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - B.8.2.3 The Board will use outreach mechanisms as needed to ensure its ability to listen to Owner viewpoints and values.
 - B.8.2.4 The Board will use professional and administrative support.
- B.8.3 The Board will develop its annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than April.

This policy shall be monitored annually in September.

Policy Type: Board Process
Policy Title: B9 – Endorsements
Last Revised: June 25, 2013

- B.9 The Board will consider only endorsements that are in harmony with Wheatsville's Mission Statement and respect Wheatsville Owners' diversity of viewpoints.
- B.9.1 Management is responsible for any endorsements that are product related.
 - B.9.2 The Board will not consider any endorsements of political candidates.
 - B.9.3 The Board will consider other endorsements requested by Co-op Owners that are in harmony with Wheatsville's Ends policies, Principles and Values.
 - B.9.3.1 Endorsement is understood to mean overall support for an initiative or organization based on a thorough review. An endorsement by the Wheatsville Board implies that the Board agrees with the information being communicated.
 - B.9.4 Endorsement recommendations shall be sponsored by any current Board member and presented as a proposal. The proposal will:
 - Outline the issue or initiative brought forth by a Co-op Owner;
 - Present balanced information on the issue/initiative including opposing views;
 - Indicate how the issue/initiative supports Wheatsville's Ends, Principles and Values;
 - Recommend how the Board's support should be manifested.
 - B.9.5 The Board will take action on the endorsement after a reasonable amount of time is given for deliberation.
 - B.9.6 Endorsements must be approved by a unanimous vote of the Board, with no directors standing aside.

This policy shall be monitored annually in October.