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Maple City Market Governance Policies

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Policy Type: Organizational Ends
Policy Title: E.1 Organizational Ends

Adopted: April 24, 2012
Modified: April 18, 2017

Ends Statements, answering 1) What result; 2) For whom; 3) At what cost

Global Ends: Health

1. **People health**
 - 1.1. Because of MCM, owner-members and customers in the Michiana region will be healthier
 - 1.1.1. People will consume healthy food and adopt healthful eating practices
 - 1.1.2. Healthy food and products will be accessible and affordable for everyone

2. **Planet health**
 - 2.1. Because of MCM, there will be a local, sustainable food system in Michiana
 - 2.1.1. There will be organic / natural farm practices
 - 2.1.2. There will be more locally-produced food
 - 2.2. Because of MCM, the local environment & resources will be responsibly shared, protected and restored

3. **Commerce health**
 - 3.1. Because of MCM, there will be a locally-owned cooperative business
 - 3.1.1. There will be equity between owner-members, staff and suppliers
 - 3.1.2. There will be products and services delivered at or below others' triple-bottom-line price (balancing the importance of people, profit and the planet)
 - 3.2. Because of MCM, there will be a thriving model that inspires other businesses in the Great Lakes region

Policy Type: Board/General Manager Relations

Global Definition of Relationship

The Board's sole official connection to the operation of the cooperative will be through the General Manager, who is its only employee.

Policy Title: R.1 Unity of Control

Adopted: November 15, 2010

Modified: October 24, 2016

1. Only the Board as a whole has authority over the General Manager, except in rare instances in which the Board authorizes an individual director, officer, or committee for a specific purpose.
2. The General Manager is authorized to establish all operational policies, take all actions, and develop all administrative activities that are true to the Board Policies, MCM Ends, Strategic Planning, and Executive Limitations Policies.
3. The General Manager may refuse requests of unauthorized Board officers or committees that, in his/her opinion may disrupt operations or require too much staff time or resources.

Policy Title: R.2 Accountability of the General Manager

Adopted: November 15, 2010

Modified: November 2013

1. The GM is the only employee accountable to the Board. The Board will not instruct or evaluate any employee other than the General Manager.
2. The GM is the Board's only link to operational achievement and conduct and is thus, wholly responsible for MCM's organizational performance.
3. In the Board's view:
 - a. GM performance = organizational performance
 - b. Successful GM performance = MCM's accomplishment of Ends + respect of Executive Limitations

Policy Title: R.3 Delegation to the General Manager

Adopted: November 15, 2010

Modified:

1. The Board delegates authority to the GM through the written Ends and Executive Limitations Policies. Based on these, the GM is authorized to establish all further policies, practices, and plans for the cooperative.
2. The Board will respect and support the GM's choices as long as they are based on reasonable interpretations of Board Policies.
3. If the Board changes an Ends or Executive Limitation Policy, the change applies only in the future.

Policy Title: R.4 Monitoring Management Performance

Adopted: November 15, 2010

Modified: January 15, 2017

1. Global Definition of Management Monitoring: Careful vigilance to determine to what degree, under the GM's management, the performance of the Coop is fulfilling and respecting Board Policies, Ends and Executive Limitations. The Board may monitor any policy at any time by any method.
2. Purpose and Responsibility: The Board, who is responsible for making sure the organization progresses and for detecting when it is moving away from its motives, uses Management Monitoring (selecting frequency and methods applied) as a tool to determine the degree of fulfillment of Board policies by the manager, and then informs the Manager of compliance or any deviations discovered. The Manager has the authority to use findings and translate them into corrective actions. The Board will monitor all policies that instruct the GM, ordinarily following a schedule outlined in the Board Annual Calendar.
3. The Standard for & Assessment of Compliance: The General Manager is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation. The Board is the final arbiter of reasonableness but will always judge with a "reasonable person" parameter rather than with interpretations favored by individual directors or even the Board as a whole. Assessment of the GM monitoring will be one of the following:
 - full compliance
 - partial compliance, with specific plans and timelines for correction
 - non-compliance, with specific plans and timelines for correctionA GM monitoring report can be accepted with the above assessments.
4. Three methods to monitor policy:
 - Internal Report: The General Manager informs the Board via interpretation and compliance information.
 - External Report: The Board chooses an external, disinterested party (external auditor, inspector, judge) to assess compliance with Board Policies.
 - Direct Inspection by Board: The Board as a whole, a member, or a Board committee, inspects documents, activities, or circumstances to assess compliance with policy criteria.
5. GM's Annual Evaluation: The Board's annual evaluation of the GM will occur based on date of hire in the GM position. The evaluation is developed from a summary of monitoring reports received over the previous 12 months. The evaluation will be completed within 2 months after the anniversary date.
6. GM's Compensation Process: The Board will complete the compensation process no later than 3 months after the evaluation completion.

Executive Policy Monitoring Frequency & Method

<u>Policy Name:</u>	<u>Frequency:</u>	<u>Method:</u>
E.1 Organizational Ends	Annually	Internal
X. Global Executive Constraint	Annually	Internal
X.1 Financial Condition & Activities	Annually	External
X.1 Financial Condition & Activities	Quarterly	Internal
X.2 Business Planning & Financial Budgeting	Annually	Internal
X.3 Asset Protection	Annually	Internal
X.4 Ownership Rights and Responsibilities	Annually	Internal
X.5 Treatment of Customers	Annually	Internal
X.5 Treatment of Customers	Bi-Annually	External
X.6 Staff Treatment	Annually	Internal
X.6 Staff Treatment	Bi-Annually	External
X.7 Staff Compensation	Annually	Internal
X.8 Communication to the Board	Annually	Internal
X.9 Board Logistical Support	Annually	Internal
X.10 Emergency GM Succession	Annually	Internal

Policy Type: Executive Limitations

Policy Title: X Global Executive Constraint

Adopted: July 2011

Modified:

The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles. The General Manager shall not cease to focus all activity for the achievement of Board policies on Ends.

Policy Type: Executive Limitations

Policy Title: X.1 Financial Condition and Activities

Adopted: July 2011

Modified: January 2014

With respect to the actual, ongoing financial conditions and activities, the General Manager shall not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from board priorities established in Ends policies.

The GM will not:

1. Allow sales to decline or be stagnant.
2. Allow operations to generate an inadequate net income.
3. Allow Total Labor % of Sales to rise above 27%.
4. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
5. Allow solvency, or the relationship of debt to Owner-members' equity, to be insufficient.
6. Incur debt (without Board approval) other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
8. Allow late payment of contracts, payroll, loans or other financial obligations.
9. Use restricted funds for any purpose other than that required by the restriction.
10. Allow financial record keeping systems to be inadequate or out of conformity with OCBOA.
11. Make a single purchase, outside of inventory purchases and budgeted capital expenses, of greater than \$4000, without Board approval.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.2 Business Planning and Financial Budgeting

Adopted: July 2011

Modified:

The General Manager shall not cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

The GM will not cause or allow plans that:

1. Risk incurring those situations or conditions described as unacceptable in the Financial Condition and Activities policy. (policy X.1)
2. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or cause the insolvency of the cooperative.
4. Have not been tested for feasibility.
5. Provide insufficient resources for the Board than is set forth in the Governance Investment policy. (policy G.7)
6. Are provided with insufficient time for review by the Board.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.3 Asset Protection

Adopted: July 2011

Modified: February 2016

The General Manager shall not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The GM will not allow:

1. Equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Liability insurance coverage for Directors to be less than \$1,000,000 (aggregate & per occurrence).
4. Inadequate security of premises and property.
5. Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Improper usage of Owner-members' and Customers' personal information.
6. Uncontrolled purchasing or purchasing subject to conflicts of interest.
 - a. Any capital expenditure of over \$4,000 without obtaining comparative prices.
7. Lack of due diligence in contracts and real estate acquisitions.
8. Damage to the Co-op's public image.
9. Investment of or holding capital in insecure instruments.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.4 Ownership Rights and Responsibilities

Adopted: July 2011

Modified:

The General Manager will not allow Owners to be uninformed or misinformed of their rights and responsibilities.

The GM will not:

1. Create or implement an Owner equity system without the following qualities:
 - a. The required Owner equity, or fair share, is determined by the Board.
 - b. Owners are informed that equity investments are at risk. While they are generally refundable, the Board retains the right to withhold refunds when necessary to protect the Co-op's financial viability.

2. Implement a patronage dividend system that does not
 - a. Comply with IRS regulations.
 - b. Allow the Board to examine a range of options and implications, and make a timely determination each year concerning how much, if any, of the Co-op's net profit will be allocated and distributed to Owners.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.5 Treatment of Customers

Adopted: July 2011

Modified: May 2013

The General Manager will not be unresponsive to customer needs.

The GM will not:

1. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
2. Allow an unsafe, undignified or unwelcoming shopping experience for our customers.
3. Operate without attention to exceptional value and service to our customers.
4. Neglect maintenance of a current database of owners.
5. Discourage volunteer opportunities for owners.
6. Fail to provide a sufficient visible presence in the store as means for customers to have interaction with the GM and GM with customers

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.6 Staff Treatment

Adopted: July 2011

Modified: May 2013

The General Manager will not treat staff in any way that is unfair, unsafe, undignified or unclear.

The GM will not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff
 - b. Provide easily understandable steps for fair and thorough handling of grievances
 - c. Are accessible to all employees
 - d. Inform staff that employment is neither permanent nor guaranteed.
2. Be unclear in written descriptions regarding:
 - a. Job responsibilities & training.
 - b. Opportunities to apply for open positions at Maple City Market.
3. Cause or allow personnel policies to be inconsistently applied.
4. Provide inadequate documentation, security and retention of personnel records and all personnel related decisions.
5. Neglect to encourage employees to make a long-term commitment to Maple City Market.
6. Neglect to utilize and promote appropriate participatory decision-making at all levels.
7. Fail to conduct a staff survey monitored by a third party. Contract with CDS Consulting every 3 years (next being 2016).
 - a. That focuses on Staff Treatment and the Staff's perception of their workplace environment.
 - b. That is conducted at least annually.
8. Fail to provide a sufficient visible presence in the store for staff.
 - a. Being available to staff, creating a strong mentoring environment that helps all staff members achieve their performance goals.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.7 Staff Compensation

Adopted: July 2011

Modified:

The General Manager will not utilize practices that jeopardize fiscal integrity or public image.

The GM will not:

1. Establish compensation and benefits that are internally or externally inequitable.
 - a. Without considering such data from comparable natural food co-ops, for like skill levels
2. Change the Board-approved GM compensation and benefits package.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.8 Communication to the Board

Adopted: July 2011

Modified: April 2016

The General Manager shall not cause or allow the board to be uninformed or unsupported in its work.

The GM will not:

1. Submit monitoring data that is untimely, inaccurate, or hard to understand.
2. Report any actual or anticipated noncompliance with any policy of the board in an untimely manner.
3. Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes which may affect Board policy.
4. Withhold his/her opinion if the GM believes the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the Board and the GM.
5. Deal with the Board in a way that favors or privileges certain Board Members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
6. Fail to supply for the Board's agenda all decisions delegated to the GM yet required by law, regulation, or contract to be board-approved.
7. Fail to supply the board with regular financial statements that are readily understandable and useful for its strategic leadership, governance responsibility and fiduciary role.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.9 Board Logistical Support

Adopted: July 2011

Modified: May 2013

The General Manager will not allow the Board to have inadequate logistical support.

The GM will not:

1. Provide the Board with insufficient administrative support for governance activities and Board communication.
2. Allow the Board to be without a workable mechanism for official Board, Officer or Committee communications.
3. Provide inadequate support for communication to Owner-members concerning Board actions, meetings, activities and events.
4. Fail to comply fully and in a timely manner with a Board request for a survey of the ownership.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Executive Limitations

Policy Title: X.10 Emergency GM Succession

Adopted: July 2011

Modified: January 19, 2015

To protect the Board from sudden loss of General Manager services, the General Manager shall not have less than one other staff member sufficiently familiar with Board and GM issues and processes to enable her/him to take over with reasonable proficiency as a temporary manager.

The GM will not:

1. Fail to ensure said person to attend at least one board meeting per quarter.

The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.

Policy Type: Board Governance Process

Policy Title: G.1 Governing Style

Adopted: 01-17-12

Modified:

Global Governance Commitment: Acting on behalf of our owners, the board ensures that our cooperative produces benefit and value, and in accordance with our policies, avoids unacceptable actions and situations.

In order to govern in a way that emphasizes empowerment and clear accountability, we will:

1. Focus our vision outward and toward the future.
2. Maintain group discipline, authority, and responsibility.
3. Clearly distinguish board and general manager roles.
4. Encourage diverse viewpoints.
5. Obey all relevant laws and bylaws.
6. Observe the 10 Policy Governance principles

(Jon Carver and Miriam Mayhew Carver, Guide #1, published by Jossey-Bass, 1996)

1. Trust in trusteeship – the board governs on behalf of others. The board must establish, maintain, clarify, and protect its relationship with owners
2. The board speaks with one voice – the power of the board is not as individuals but as a group. To ensure one voice, establish written policy and assess performance only against board-established criteria.
3. Board decisions should predominately be policy decisions – policies are values and perspectives that underlie all action. The board’s wisdom and leadership are reflected in its policy.
4. Boards formulate policy by determining the broadest values before progressing to more narrow ones – policies may be about large important issues or smaller, less important issues. Settle the larger issues first. When the board reaches sufficient level of policy detail it delegates all further definition to someone else and agrees to accept any reasonable interpretation.
5. A board should define and delegate rather than react and ratify – board policies tell the board and manager what plans are “approvable”, freeing the board from unnecessary detail and allowing the manager creativity to carry out board policy.
6. Ends determination is the pivotal duty of governance – “ends” describes what good is to be done for whom at what cost. A board focuses on outcomes, why an organization exists at all.
7. The board’s best control over staff means is to limit, not prescribe – set clear boundaries of acceptable activity rather than tell staff how to do its job. Means are actions and arrangements needed to accomplish ends or to safeguard the operations that produce ends. Setting constraints allows greater control with less dabbling into details and provides greater accountability.
8. A board must explicitly design its own products and process – the board states what it expects of itself, who it serves, and how it does its job.

9. A board must forge a linkage with management that is both empowering and safe – establishing and maintaining an effective relationship between the board and the manager is critical for effective governance and management.
10. Performance of the manager must be monitored rigorously, but only against policy criteria – Good monitoring is essential for the board to govern by policy. Pre-established criteria are set in board policies on ends and executive limitations and are the only management activity that the board monitors.

Policy Type: Board Governance Process

Policy Title: G.2 The Board's Job

Adopted: August 2011

Modified: October 2013

G.2.1 Specific Governance Actions

In order to govern successfully, we will:

1. Create and sustain a meaningful relationship with member-owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager, (See: "R. Board GM Relationship Policies")
3. Write and implement governing policies that realistically address the broadest levels of all organizational decisions and situations, in the form of: Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
4. Regularly monitor:
 - a. Operational performance in: Ends and Executive Limitations
 - b. Board performance in: Board Process and Board-Management Relationship
5. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
6. Perpetuate the board's leadership capacity using on-going education, training, and recruitment.

G.2.2 Directors' Duties and Responsibilities

In order to govern efficiently, we will:

1. Attend all Board meetings (regular and special and training) having previously read all relevant information and answered e-mails in a timely fashion, to contribute to efficient meeting time, as well as taking up-dated copies of documents to each meeting.
2. Be accessible by phone and e-mail, to General Manager and Board Members
3. Fulfill commitments within agreed deadlines.
4. Take an active role in committees and meetings enabling equal work division among directors.

G.2.3 Directors' Code of Conduct

We each commit ourselves to ethical, businesslike and lawful conduct.

1. 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 Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability 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 member.

- a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - b. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - c. A director who applies for employment must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
 - b. 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.
 4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
 5. 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.
 6. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.

Policy Type: Board Governance Process

Policy Title: G.3 Officers' Roles

Adopted: November 2011

Modified: July 25, 2016

In order to accomplish all the Board's functions we will elect three officers:

- Chair
- Vice-Chair
- Secretary

All officers:

- May delegate their authority but remain accountable for its use.
- May not supervise or direct the GM.
- Will serve for a one year period.
- Will adhere to current Bylaws: Article V. Officers.

In order to serve the Board effectively:

The Chair will:

1. Assure the integrity and fulfillment of the Board's process.
2. Assure that the Board's behavior is consistent with its own rules and those legitimately imposed on it from outside MCM, with the authority to apply any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship Policies.
3. Occasionally represent the Board to outside parties, announcing Board-stated positions, Chair decisions, and interpretations within the area delegated to the Chair.
4. Exert the authority in making decisions, within reasonable interpretation, in areas specified by the Policies titled: *Governance Process* and *Board-General Manager Relations*, except where the Board delegates portions of this authority to others.
5. Establish the agenda for each Board meeting and lead each one.
6. Plan for leadership (officer) perpetuation.
 - may: delegate authority, but remains accountable for its use.
 - will not: supervise or direct the General Manager or make decisions about *Ends* and *Executive Limitations* policies.

The Vice Chair will: perform the duties of the Chair in his/her absence, support the Chair in the leadership of the board, lead the Board's process for creating and monitoring the Board's (not the co-op's) budget, and report to the board quarterly.

The Secretary will: ensure all the Board's documents, including the following, are accurate, up to date, and appropriately maintained in the Board file:

1. Up-dated Policy Register
2. Board Meeting Minutes Register

Policy Type: Board Governance Process

Policy Title: G.4 Board Committees

Adopted: May 2012

Modified: August 22, 2016

Committee Global Commitment: Acting in support of the Board, a committee will help save the Board time by working outside Board Meetings to gather information, options, or alternatives necessary for the Board as a whole to make decisions.

Board Committees will:

- always include at least one Board member.
- be both standing and ad hoc.
- limit their actions to those requested by the Board.

Board Committees will not:

- speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- conflict with authority of the GM.

Policy Type: Board Governance Process

Policy Title: G.5 Agenda Planning

Adopted: July 2011

Modified:

Global Agenda Planning Commitments: We will follow an annual agenda that focuses our attention upward and outward.

1. Our annual governance cycle will run from January through December.
2. We will create, and modify as necessary, an annual calendar that includes the items mentioned in this policy, ownership meetings, Board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
3. Throughout the year, we will attend to consent agenda items as expeditiously as possible.
4. We will limit the amount of meeting time taken up by monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.
5. Governance education and education related to Ends determination (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged.

Policy Type: Board Governance Process

Policy Title: G.6 Board Meetings

Adopted: June 2012

Modified: May 2015

Board meetings are for the task of getting the Board's job done.

1. Meetings will be subject to quorum.
2. We will use board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns. We will maintain a positive and constructive focus.
3. Meetings will be open to the membership except when executive session is officially called.
 - We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
4. We will use a relaxed version of Robert's Rules of Order.
5. The meeting agenda will be determined by the board chair, and may be modified at the meeting by a majority vote of the board.
 - Consent agenda items will be so indicated on the meeting agenda, and no time need be devoted to discussion of said items.
6. Directors will review meeting materials in advance, being prepared to act on the work of the board.
 - The agenda will be made available to the board as a draft one week prior to the meeting, allowing time for any suggestions for revision. The Chair will notify the board when the agenda is final and the meeting material is ready for their review, at a minimum of 3 days in advance of the meeting

Policy Type: Board Governance Process

Policy Title: G.7 Governance Investment

Adopted: October 2011

Modified: May 2013

Global Governance Investment Commitment:

The board will ensure that all its resources are put to the best use by investing wisely in its governance capacity.

- We will make sure that board skills, methods and supports are sufficient and updated to allow us to govern with excellence.
- We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - We will use training and retraining liberally to orient new directors, as well as to maintain and increase existing directors' skills and understandings.
 - We will arrange outside monitoring assistance as necessary so that the board can exercise confident control over organizational performance.
 - We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
 - We will use professional and administrative support.
 - Each director will receive moderate compensation of a monthly in-store gift card.
 - Directors may be reimbursed, by action of the Board, for expenses incurred while attending Board and Committee meetings and Trainings.
- We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget.

Document Revisions

- 7-21-2009 Changed minor formatting. Separated each policy type so they are not on the same page. -BB
- 7-27-2009 Board agreed to remove G.6.3 from the policy register. -BB
- 4-19-2010 Board voted to remove E.3 Maple City Market Mission from the policy register. -BB
- 5-26-2010 Formatting changes, added index. -BB
- 7-12-2010 Changed G.5.5 to read “Committees will be used only as necessary, to support the work of the board.” –BB
- 10-18-2010 Changed G.8.3 to “Directors receive a monthly in-store credit.” -BB
- 11-15-2010 Revised all R policies with contributions from the policy editing committee. -BB
- 03-28-2011 X.7.4 – changed “of over \$2000” to “of over \$4000”.
- 03-28-2011 X.7.4 – added “GM will not fail to notify the board of capitol expenditures of \$2000 or more.”
- 03-28-2011 G.3.2.2 – Removed “with out comment”. -BB
- 06-20-2011 R.4 – Changed the periodic monitoring of Staff Treatment from Direct Inspection to External. –BB
- 07-18-2011 Revision of old Policy Type: Governance Process G.6 Annual Agenda Cycle & Board Calendar to Policy Type: Board Process G.5 – Agenda Planning -PM
- 07-20-2011 All X Policies revised –PM
- 08-15-2011 Revision of old Policy Type: Governance Process G.2 Global Governance Commitment & G.3 Director’s Code of Conduct to Policy Type: Board Process G.2 The Board’s Job - PM
- 09-19-2011 G.9 Board-Ownership Communication was removed with points incorporated into existing G.2.1. and future G.6.3.a and G.7.2.c. - PM
- 10-17-2011 Revision of old Policy Type: Governance Process G.8 Cost of Governance and replaced with new G.7 Governance Investment (note current G.7 Board Meetings will be G.6 when reviewed in 1st Qtr 2012) -PM
- 11-06-2011 Revised all X Policies replacing previous last statement with: “The General Manager will monitor this policy and will update the Board regarding compliance each year as set by the Board Annual Calendar.” - PM
- 11-29-2011 G.4 Chair’s Role (old) was removed. Replaced with (new) G.3 – Officers’ Roles – PM
- 01-17-2012 G.1 Governing Style. Revised. – PM
- 02-27-2012 R1 MCM “Mission” replaced with “Ends”
X10 “other manager” replaced with “staff member” - PM
- 3.19.2012 Old G.3 Director’s Code of Conduct from June 2011 replaced with G.2.3 Directors’ Code of Conduct. Note New G.3 was added in November 2011 (see above) – PM
- 04-24-2012 The revised Ends Statements were added to E.1 Organizational Ends – PM
- 05-21-2012 G.5 Board Committee Principles was replaced / updated with G.4 Board Committees
X.6 Staff Treatment – removed 2.c., modified 1.b and removed the word “for” in # 4 - PM
- 06-21-2012 New G.6 Board Meetings was added. Replaces old G.7 Board Meetings – PM
- 10-21-2012 Revised R.4 – Monitoring Management Performance. Revised the method and frequency of monitoring to correlate to the revised Ends and X policies done earlier. – PM
- 01-21-2013 Revised X.6 Staff Treatment language to add #7 regarding External Survey

- 05-02-2013 Revised X.6 Staff Treatment language to add 7.b & 7.c. Also 8 & 9
- 05-20-2013 - Revised R.4 to add #7 requiring GM monitoring reports to the board 2 weeks prior to board meetings
 - Revised G.7 to add “November” as date in last bullet
 - Revised X.6 to move the nested set for visible presence to for customers. Moved to X5 Treatment of Customers. Also moved #9 to R.2 Accountability of GM
 - X9.1.a Removed: “Including an updated copy of the Policy Register and Bylaws.”
 As this is a function of the board
- 06-17-2013 Revised G.2.3 Directors Code of Conduct. Replaced with revised content.
- 07-15-2013 Removed paragraph G.2.3.2.d. MCM does not allow employees to serve on its board so can be omitted from this policy
- 08-19-2013 R.1 Unity of Control – replaced Vision, Values to Strategic Planning.
- 10-21-2013 G.2 The Board’s Job: G.2.2.1 Added “and training”, changed “hardcopies” to “copies”. Removed G.2.2.5 as is redundant to G.2.3.1. Removed G.2.3.5 as is redundant to G.2.2.1
 G.3 Officers’ Roles: Changed references from “Co-Chair” to “Vice-Chair”. Under “All officers” Added “Will adhere to current Bylaws: Article V. Officers.”
 X.8 Communication to the Board: Removed “consent” from X.8.6
 X.1 Financial Condition and Activities: Added X.1.3 stating “Allow Total Labor % of Sales to not rise above 27%.”
- 11-18-2013 Removed R.2.4: The GM will not fail to accomplish the full time work of the General Manager wherever his location.
- 1-20-2014 Revised X.1.3 Financial Condition and Activities to remove the word “not”. Also revised G.4 to add the word “be” both standing and ad hoc.
- 2-17-2014 Changed verbiage in X.10 Emergency GM Successor in paragraph 1 from “interim successor” to “temporary manager.”
- 5-19-2014 G.7 Governance Investment – removed the requirement of the gift card being issued the day after the board meeting. And the designation of \$25 specifically. Also added “and Trainings” in addition to Committee Meetings
- 6-16-2014 R.4 Monitoring Management Performance – modified 4.5 & 4.6 to remove reference to specific calendar dates changing to anniversary date. Removed 4.7 that specified monitoring reports are to be submitted 2 weeks prior to board meeting. Covered with X.8.1 for timely submission.
- 9-22-2014 X.8 Executive Limitations – added “which may affect Board policy” to end of sentence for X.8.3
- 12-15-2014 G.5.1 Agenda Planning – changed dates from July through June to January through December

G.7 - removed the last line reflecting a hard deadline “In no case will we complete this work later than November.”

- 01-19-2015 G.10 – added requirement for the designated emergency GM to attend at least one board meeting per quarter
- 05-18-2015 G.6 – revisions made to adjust date requirements for agenda and packet materials
- 09-21-2015 X.6.7 – changes made to assure an annual survey is done and monitored by a third party and a CDS Survey is conducted every 3 years
- 01-25-2016 X.1. – changed GAAP to OCBOA. OCBOA is what the market accountant uses
- 02-22-2016 X.3 – changed X.2a to be X.3 and shifted subsequent numbers. X.2a was to be its own bullet and not a nested set of 2. This was a typo from the time the policy was revised in 2011.
- 04-25-2016 X.8 – changed X.8 to add new point 7: Fail to supply the board with regular financial statements that are readily understandable and useful for its strategic leadership, governance responsibility and fiduciary role.
- 07-25-2016 G.3 – changed G.3 to remove the role of treasurer and consolidate the treasurer’s duties with those of the vice chair.
- 08-22-2016 G.4 – removed the final bullet of the policy, which read, “monitor future performance of topic designated for investigation,” because board members did not know the meaning of the phrase (it did not add anything to the policy).
- 10-24-2016 R.1 – replaced the word “management” with “operational” in R.1.2.
- 01-15-2017 R.4.3 – added “even”
- 04-18-2017 Removed 2.1.3 (GMOs in food will be carefully monitored, and generally discouraged) from the Organizational Ends of the Maple City Market.