



July 1, 2020

Thank you for your interest in serving as a member of the Maple City Market (MCM) Board of Directors! As you know, MCM is *so much more* than just a grocery store. MCM's 2,000+ Co-op Member-Owners and 20+ employees are building community. MCM not only provides an outstanding selection of natural, local, and organic foods, but unlike our competition, we are committed to achieving our [Ends](#) and carrying out the [Values and Principles of Co-operation](#).

MCM, along with over 150 [NCG](#) food co-ops, has been adjusting to the new landscape of selling groceries during a pandemic. As community-based organizations, we are well-poised to respond to our shifting community needs. But we're not immune to the competitive grocery landscape within which we operate. MCM not only needs to be an outstanding retailer, we also need to set the example as a viable, community-owned, democratically controlled business.

We currently have an eight-member board of directors. We are looking to expand to nine members this year, with three seats available in the upcoming election. The Co-op seeks a diverse pool of candidates representing different backgrounds and experiences. Many different skills and expertise add value to our board. Most importantly, we are looking for people who are enthusiastic and committed to the Co-op and its work.

The co-op's board represents the co-op's owner-members and is ultimately responsible for directing the co-op's success. We are engaged primarily in developing the vision and long-term viability of MCM. We do not run the store, nor do we have direct control over its daily operations. The board operates under "Policy Governance" – a board governing system that emphasizes values, vision, and empowerment of both board and management.

Please review the enclosed materials. If you would like to submit a request for candidacy, please fill out our [online application](#). The Recruitment Committee will review all applications and present a candidate slate to the board as a whole for approval. Please do not fail to contact us through this same email address if you have any questions. You may also reach out directly to our board at [board@maplecitymarket.com](mailto:board@maplecitymarket.com) with questions.

Thank you again for your interest in serving!

Cooperatively,  
MCM Board of Directors

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<http://www.maplecitymarket.com/> hours: 8-8 Mon-Sat, 11-7 Sun

**Everyone welcome, every day**

## **MCM Board Candidate Packet**

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## **Maple City Market Global Ends Statement**

Because of MCM, there will be a healthy community nourished and educated by:

- Equitable economic practices
- Regenerative environmental impacts
- Inclusive, socially responsible relationships

## **Statement of Co-operative Identity, Values, and Principles**

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically-controlled enterprise. Co-operatives are businesses owned and run by and for their members. Whether the members are the customers, employees or residents they have an equal say in what the business does and a share in the profits.

As businesses driven by values not just profit, co-operatives share internationally agreed principles and act together to build a better world through co-operation. The International Co-operative Alliance is an independent, non-governmental organization established in 1895 to unite, represent and serve co-operatives worldwide. In 1995, the Alliance adopted the revised Statement on the Co-operative Identity which contains the definition of a co-operative, the values of co-operatives, and the seven co-operative principles as described below.

## **Co-operative Values**

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Co-operative Principles

## Co-operative Principles

The co-operative principles are guidelines by which co-operatives put their values into practice.

### 1. Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

### 2. Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organized in a democratic manner.

### 3. Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

### 4. Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

### 5. Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

### 6. Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

### 7. Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

## Characteristics of Effective Directors: A Self Reflection

Board directorship is just one of a variety of ways MCM Owners can contribute and participate in the Coop's direction. While directors are not expected to have specific prior training or experience in running a business or managing a grocery store, there are some characteristics that effective directors share in common.

As you consider whether or not to run for the Board of Directors, it can be helpful to reflect on how your interests, experience, and motivations align with the characteristics of effective directors. You will not be asked to write about or share your responses to this section – these questions are only designed to give you an additional set of tools for determining if serving on the Board would be a good fit for you.

- Are you an Owner – shopper at MCM?
- Are you interested in learning about and supporting the cooperative values and principles?
- Do you like to think about big-picture planning and developing systems and visions for MCM's future?
- Are you willing to participate actively in discussions?
- Are you good at working in a team environment that makes decisions by consensus?
- Are you willing to delegate areas of decision-making to others and hold them accountable for results?
- Are you willing to set aside any personal agendas to honor the diversity of Owner perspectives?
- Are you willing to take on a “servant-leader” role and serve MCM through your participation and active engagement?

### **Role and Responsibilities of the MCM Board of Directors:**

- Legal representative of the Owner / Members and is responsible for the overall wellbeing of MCM
- Create and sustain a meaningful relationship with Owners
- Hire, compensate, delegate responsibility to, and hold accountable a General Manager
- Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decision and situations.
- Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles
- Regularly assess operational performance by monitoring our written governing policies
- Perpetuate the board's leadership capacity using ongoing education, training, and recruitment
- Ensure that the cooperative remains financially secure and that owners receive a reasonable value on their equity in accordance with cooperative principles
- All Directors re-commit to a agreed upon Code of Conduct

The board is **not** involved with the daily operations of the store.

The Board Directors have a duty to represent the Owners at large and not a particular constituency, and to act in the Owners' best interests. Directors are compensated during their term of office with a small monthly stipend.

### **Eligibility, Expectations, and Qualifications of Board Membership include:**

- Must be an Owner / Member of MCM in good standing
- Must be 18 years old or older
- Must state all potential conflicts of interest on application and must not have an overriding conflict of interest
- A three-year commitment to serving on the Board
- Familiarity with and adherence to the Coop's Bylaws and Policy Governance
- Preparation for, and active participation at, monthly Board Meetings & any ad hoc / emergency meetings.
- Attendance at Board training sessions, the annual retreat, and the annual Owner meeting
- Ability to understand financial statements provided by the General Manager (training provided!)
- Access to the Internet and availability to respond to frequent Board work-related online communications including Email, access to Dropbox (where Board documentation resides) & phone.
- A willingness to take responsibility for Board duties and to work together with understanding, mutual support and respect
- An ability to keep information and materials confidential
- Integrity, flexibility, and common sense

### **Serving on the MCM Board of Directors: What to Expect**

- Meetings are on the 3<sup>rd</sup> Tuesday of each month. Dinner is provided by the MCM Deli before the meeting (5:00), with the official meeting beginning at 5:30 and ending by 7:30pm.
- Additionally, directors serve on at least 1 Board Committee. This will involve additional meeting time and activity. This could be 3-6 meetings per year and will vary according to the Committee's purpose.
- Directors need to routinely check and respond to board communications. Especially the week prior to board meetings as there is always a flurry of activity that precedes meetings!
- New Directors participate in a new Board Member Orientation that will take place in June and July.
- Terms are 3 years with a 3 term limit (consecutive terms)
- All Directors participate in a 1-2 day Retreat each year.
- There are additional education opportunities including CBLD 101 – Training for new Directors, Board Leadership, Coop Café provided by our Board Consultants CDS Consulting.
- A \$25 store credit is given each month to each board member, and a slightly higher amount for Board Officers.

## **BASIC PRINCIPLES OF POLICY GOVERNANCE**

Policy Governance is a fundamental redesign of the role of a board, emphasizing values, vision and the empowerment of both board and staff. It is built on ten principles:

### **The Trust in Trusteeship**

Boards exist to own an organization on behalf of some identifiable ownership to which they are answerable. Simply put, a board governs on behalf of persons who aren't seated at the table.

The primary relationship the board must establish, maintain, clarify, and protect is its relationship with its owners, keeping in contact with them, and hearing their voices.

### **The Board Speaks with One Voice or Not at All**

A board is a corporate entity entrusted by its owners with the authority to govern and lead the organization. If the board is to lead, then on each given issue it must speak with a single voice. The strength of this voice arises from the diversity of viewpoints and intentions its members bring to the board, as well as from the way the board focuses this multiplicity into unity. This one-voice principle doesn't require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the ownership.

Differences among trustees are not only respected, but encouraged. Rarely will a vote be unanimous. Those board members who lose a vote, however, must accept that the board has spoken and that its decision is now to be implemented. No board should present conflicting messages to its ownership or its staff.

The principle of one voice can be undermined by charging board officers with roles of management, and by creating committees with mandates related to areas of staff responsibility. A board chair who supervises the chief executive, or a committee set up to instruct staff, must inevitably violate the one-voice principle in order to function.

Board committees are legitimate when they help with tasks that belong to the board. They are not when they help with tasks that have been delegated to others. Staff spend as much time almost making decisions, which then must be approved by the board or passed through committees, as they would spend actually making the decisions.

The principle of one voice can also be broken by individual board members who, thinking they are being helpful, go directly to staff with instruction or guidance. Unless a board masters the art of speaking as a group, it has little power to lead. A board speaks with one voice...or it doesn't speak at all.

## **Board Decisions Are Predominantly Policy Decisions**

Policy is here defined as the value or perspective that underlies action. Board policies express the a board's soul, embody the board's beliefs, commitments, values, and visions, and express its wisdom. Board policies should be generated by the board itself, not brought to it from other sources. Policies develop out of the board's struggle with values, from the stage of initial musing to crafting a written document. The board decides what to have policies about, and to what level of detail it will develop them.

In this model of governance, board policies fit into four categories:

**ENDS** The board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody the board's vision and the organization's reason for being.

**EXECUTIVE LIMITATIONS** The board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These policies limit the means by which Ends shall be achieved.

**BOARD-STAFF LINKAGE** The board clarifies the manner in which it delegates authority and how it evaluates performance relative to Ends and limitations.

**GOVERNANCE PROCESS** The board determines its philosophy, its accountability, and the specifics of its own job.

Except for what belongs in bylaws, these categories of board policy contain everything the board has to say about values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals.

### **The Board Formulates Policy by Determining the Broadest Values Before Progressing to More Narrow Ones**

Values come in sizes; large values contain ranges within which smaller ones occur, like a nested set. A board establishes control over large issues with broad policies, and subsequently decides how much further to detail them. Then it delegates further definition to someone else, fully empowering them to do so, and accepting any reasonable interpretation of its policies. With Ends and Limitations policies that someone is staff; with Governance and Linkage it's the board chair.

The board may develop policy to whatever detail it wishes, so long as it does so from broad to narrow, and does not skip levels in the process. (When they approach policymaking this way Boards can exercise leadership and maintain effective control without delving into vast detail.)

### **The Board Defines and Delegates, Rather than Reacting and Ratifying**

Boards are accustomed to approving plans brought to them by staff. Predictable problems arise: The very act of approving forces boards to become entangled in trivia. To avoid feeling like rubber stamps, boards may nit-pick. Approvals are usually issued without clarifying the criteria used in giving approval. Further, approving staff plans freezes into place details which cannot then be changed without board re-approval. This obstructs staff creativity and agility (a severe disadvantage to the organization) and weighs down the board with detail (diverting time from deciding the very policies that would make such role confusion unnecessary). Having board policies in place ahead of time allows board and staff alike to know whether a staff plan is approvable, since all the criteria by which approval is given are clearly stated for all to see.

The board does need to be assured that staff plans are true to the applicable board policies — and that reassurance is gained by policy-focused monitoring. This also reinforces the one-voice principle, because the

board has already stated its criteria for approval and board members aren't thrown back onto diverse personal criteria.

### **Ends Determination is the Pivotal Duty of Governance**

The justification for any body lies in what difference it can make. A nonprofit organization exists so that its world can be a better place. The kind of thinking needed in order to make a difference requires a sense of the whole, an overview, a high vantage point. The board will become more of a think tank for vision than a reviewer of staff decisions and activities. It will focus on outcomes; focus on the reasons for which the organization exists at all.

An issue is an Ends issue if—and only if—it directly describes what good, for whom, or at what cost. If not, it is not an Ends issue—no matter how important, no matter who decides it, no matter how closely related it is to goals, strategies, mission, or perceived board work. Ends language is never about what the organization will be doing; it is always about what will be different for those it serves. Distinguishing ends from means enables the board to free itself from trivia, to delegate clearly and powerfully, and to turn its attention to large issues.

### **The Board Controls Staff Means by Limiting, Rather than Prescribing**

The organization's conduct, activities, methods, and practices are its "means" rather than its ends. Board means relate to how the board will organize, structure, and conduct itself in order to accomplish its job. Staff means are the various arrangements and actions needed to accomplish the ends or to safeguard the operations that produce them. Resist the temptation to prescribe staff means. (The board does not tell staff how to do its job.)

The board's role is one of boundary-setting—specifying in writing which staff means would be unacceptable, unapprovable, or off limits. (In other words, the board says what kind of means it will not put up with.) Beginning with broad prohibitions, advancing thoughtfully toward more detailed ones, the broader statements act as a safety net.

Producing a "don't do it" list sounds negative, but in outcome is not. It allows a secure freedom, the boundaries of which need not be guessed, and within which staff creativity and action are encouraged. This key method of means constraint enables a board to govern with fewer pages of pronouncements, less dabbling in details of implementation, and greater accountability.

### **The Board Explicitly Designs Its Own Products and Process**

The board states what it expects of itself, its code of conduct, the way it will plan and control its agenda, and the nature of its linkage with the ownership. And the board treats its own governance policies as iron-clad commitments.

The board may create committees to help it get its own job done, but not to help staff with theirs.

The board delegates to its Chair the right to make any reasonable interpretation of its words in governance process and board-staff linkage policy areas. The chief executive has parallel authority with respect to topics governed by ends and staff limitations policies. This delegation pattern ensures that the Chair and Executive work closely together, but neither reports to the other.

In developing its governance policies, the board again follows a broad-to-narrow approach, beginning with the broadest form of the question, "What is our job?" It goes into further detail until it is willing to allow its Chair to reasonably interpret its words in implementing board business.

### **The Board Forges a Linkage with Management That is Empowering and Safe**

Board and Executive constitute a leadership team. Clear differentiation in their roles and responsibilities enable them to fulfill and excel in them, mutually support each other, and influence each other toward ever greater integrity and capability for leadership.

The board has the right to expect performance, honesty, and straightforwardness from its staff. Boards may be understanding about performance, but should never bend an inch on integrity. In turn, staff rightfully expect the board to be clear about the rules and then play by them, to fulfill its own job, and to speak with one voice.

### **Performance is Monitored Rigorously, but Only Against Policy Criteria**

In Policy Governance, monitoring is conducted only against criteria currently stated in ends and limitations policies. When a board adopts the discipline of monitoring only what it has already addressed in policy its anxiety will drive it to develop all the policies needed. The board will require information that directly addresses existing criteria, and receive relevant monitoring data without having to digest enormous amounts of unnecessary information.