



Board Manual
2007

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Who We Are

A storefront natural & organic food cooperative begun in 2003 by a group of volunteers motivated to create a healthy grocery option and revitalized sense of community for members & non-members alike.

Our Mission

The mission of our organization is to inspire community through a member owned business, providing natural foods and alternatives for a healthy lifestyle and to foster environmental awareness as well as nurture our local economy.

Values statement

"Fiddleheads Cooperative will offer our community a member owned, full service market. We are dedicated to providing a resource for wholesome natural foods, organic and locally grown fresh produce and products which are cruelty-free, developed through fair trade and with a commitment to preserving our environment. We hope to promote healthier life choices in a service- friendly atmosphere where members and employees will be a valued and essential part of our success."

Fiddleheads will strive to educate the members and patrons about the benefits of organic and whole foods as well as creating a closer connection to food sources. We will be committed to strengthening our community through education, social outreach programs, and food bank donations. We will honor the earth by supporting and promoting environmentally responsible products, business practices and sustainable agriculture."

Legal Structure

Fiddleheads will be organized as a member-owned retail consumer cooperative. Food cooperatives are a subset of grocery stores, differentiated from other grocery stores by their ownership structure. Cooperatives are a form of business incorporated to provide a service for their member-owners to meet an economic or social need. Like other corporations, cooperatives are administered by an elected board of directors, which in turn directs the management of the business. Unlike other corporations, cooperatives are democratically structured so that all member-owners have equal voting rights regardless of how much they have invested in the enterprise. Directors are elected from the membership, and are responsible for leading the organization and acting on behalf of the membership as a whole.

To become a member/owner of Fiddleheads, each person purchases a \$20 Share and makes a \$150 equity investment. Each shareholder has equal rights and privileges in the cooperative, including any member discounts and the right to vote for by-laws changes, board members and member referendums.

In a cooperative, patronage refunds are the accepted way of distributing surplus revenue to the member-owners. After setting aside enough reserves for the business, the board of directors may vote to distribute a percentage of the surplus to the members. These surpluses are distributed in direct proportion to a member's patronage (purchases). Also, unlike other investor-owned corporations, cooperatives are owned, controlled, and used by the same group of people.

Principles of Cooperation

Cooperatives worldwide share a common creed. All co-ops are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others. This basic philosophy has been developed into a list of seven principles that serve as guidelines for how cooperatives do business.

1. **Voluntary and Open Membership** - Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without discrimination.
2. **Member Economic Participation** - Members contribute equitably to, and democratically control the capital of their cooperative. This means that members provide the funds needed to start and operate the co-op and that surplus or profits from the operation are allocated by the membership for purposes such as development of the cooperative, reserves and member benefits.
3. **Democratic Member Control** - All co-op members have equal voting and decision making power in the governing of the business, on the basis of one vote per membership.
4. **Autonomy and Independence** - Cooperatives are independent self help organizations controlled by their members. They limit the influence of outside agencies or business partners to ensure their independence.
5. **Education, Training and Information** - Cooperatives provide education and training for their members and employees so they can contribute effectively to the development of the cooperative. Cooperatives also have an obligation to teach the general public, especially young people and community leaders about the nature and benefits of cooperation.
6. **Concern for Community** - While member needs are their primary concern, cooperatives also work for the sustainable development of their communities
7. **Cooperation Among Cooperatives** - Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international efforts.

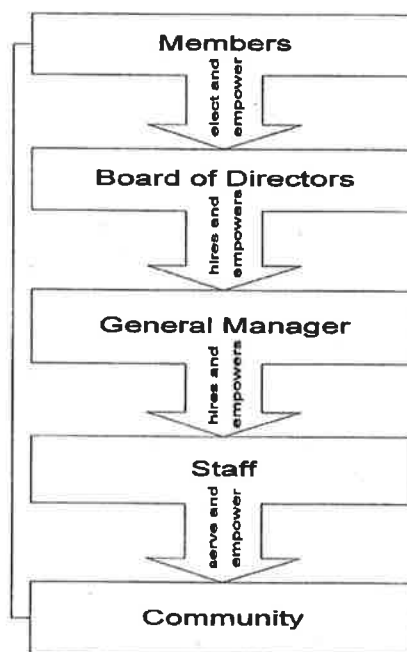
Cooperative Structure

Cooperatives are unique because they are owned by and operated for their members. They don't have outside interests to serve. They exist to serve the needs of their members and of their communities.

Members control how their cooperative operates by electing the Board of Directors. A strong Board ensures that the cooperative will serve the needs of its members and of its community both now and in the future.

When a Cooperative Board takes the time to clearly identify the values that are most important to its members, they

- ⇒ Link with the owner-members,
- ⇒ Clarify the role of the Board, General Manager, Staff, and Owner-Members,
- ⇒ Build their relationship with the General Manager, and
- ⇒ Focus their time on planning for the future and building a shared vision for the cooperative.

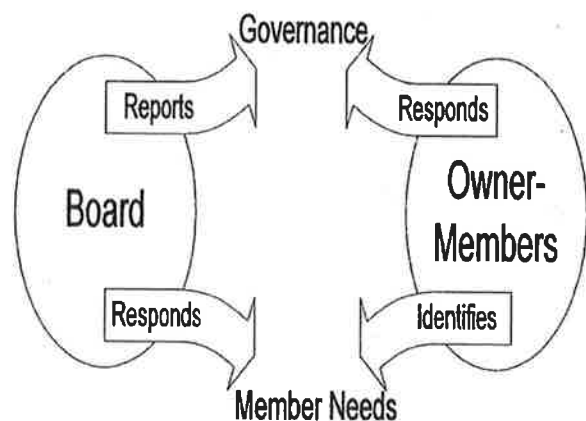


Bill Gessner

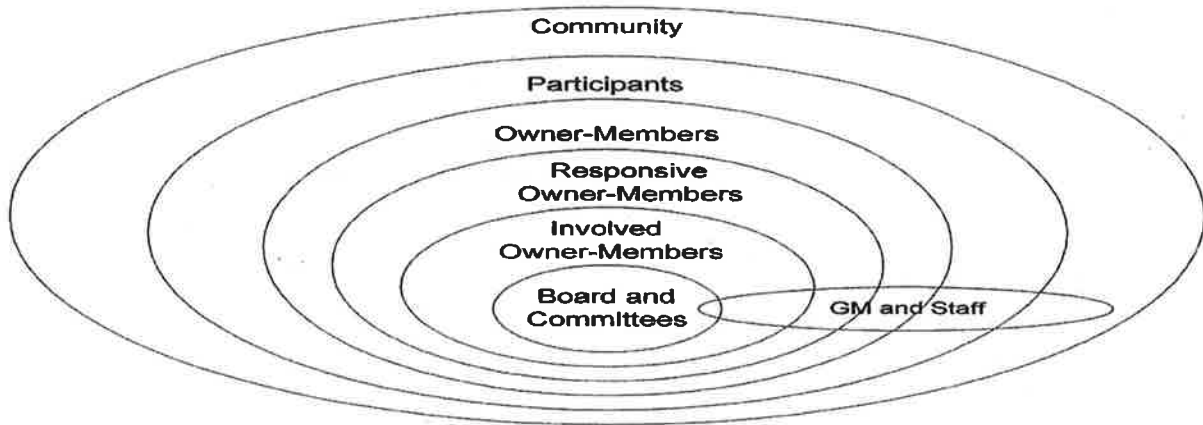
Strong Leadership requires spending time thinking about the big picture. The Board needs to spend time talking with members about where the cooperative has been and where it is going. Who will our members be in the future? What will their needs be? What do we want to contribute to our community? What values do we want to use to guide our decisions?

Linking with Owner-Members

Ann Hoyt, UWCC



Linking with Owner-Members is the Board's most important work. The Board is accountable to the Owner-Members about how it is governing the cooperative and Owner-Members need to be continually identifying what their needs are and how effectively the cooperative is meeting them. In order for this essential communication link to work, Owner-Members need to feel an ownership stake in the co-op.



Levels of Cooperative Ownership and Involvement

One way to increase member involvement in a cooperative is to analyze how people move into your cooperative and how they are supported to become involved as an owner. You may also ask what decisions your owner-members need to make in order to feel they have an ownership stake in the cooperative.

Linkage to Owners

- This is the Board's Most Important Relationship
- Listening is Not Enough
If a Board only listens to a vocal minority, it cannot fairly represent the needs and interests of its owner-members.
- Be Accountable to Owner-Members
Create opportunities for the Board to report back to the Owner-Members about how it is governing the cooperative. Encourage the Owner-Members to hold the Board accountable for how well the cooperative is meeting their collective needs.
- Invite Participation at Many Levels --
Respect each Owner-Member's ability to participate in owning their cooperative AND continue to invite them into increasing leadership roles, as they are ready. Be sure to include each of these levels of participation in your work to link with Owner-Members.
 - Listening and Responding
 - Asking Questions
 - Creating Opportunities for Dialogue
 - Encouraging Owner-Members to generate Questions and Answers

Effective Board Leadership

Effective Boards:

- ◆ **L**ink to members.
- ◆ **E**nact policies.
- ◆ **A**ssure performance.
- ◆ **D**ream the FUTURE.

Gail Sakoloff, ICA Group

In a cooperative, the Board is responsible for linking to members. It is their job to ensure that the cooperative is truly owned by members. . . not just run on their behalf. Linking to members requires creativity and persistence. It takes a great deal of time to figure out what effective member ownership looks like and then to create the structures that support it.

With strong linkages to owner-members, the Board can draw their circle around the other people whose lives are affected by the work of the cooperative . . . the staff and the wider community. Creating a shared vision for the future of the cooperative including all these voices will create the energy and commitment needed to make the future plan a reality.

Creating policy statements and then monitoring to see how well they have guided the cooperative's activities gives the Board an effective way to both guide and control the cooperative's activities.

Key Principles

Effective Leadership requires Boards to think about how they work together and about their relationship to Members, the General Manager, Staff, and the Community. Here are some key principles that can help build the kinds of relationships that will strengthen your cooperative.

SETTING THE STAGE

- **Working Together Cooperatively** - People who join cooperatives are saying that the work we can do together is more effective than the work we can do alone. Agree to work together in a way that produces better ideas than one person can create alone. Support the wisdom of the group to emerge in your discussions.
- **Learning Together** - Commit to ongoing education, to learning from mistakes, to seeking and sharing new information about common work, to valuing the best thinking of everyone in your cooperative -- board, members, staff, General Manager. Create an environment that welcomes hard questions, supports shared leadership, encourages creative thinking, and seeks out new ways to look at old ideas.
- **Sharing Leadership** - Create a leader-full cooperative where each person's leadership potential is developed and supported.

Board Code of Conduct

The board commits itself and its members to ethical, cooperative, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Board members must represent the interests of the total ownership. This accountability supercedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supercedes the personal interest of any board member as a consumer of the cooperative's services.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member 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 upon an issue about which a board member has an unavoidable conflict of interest, that board member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a board member desire employment, he or she must first resign from the board.
 - d. Board members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
1. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Board members' interaction with the General Manager or with staff must recognize the lack of authority vested in an individual except when explicitly board-authorized.
 - b. Board members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Board members will give no consequence or voice to individual judgments of General manager or staff performance.
Board members will respect the confidentiality appropriate to issues of a sensitive nature.

Statement of Agreement

I. Code of Ethics

The Board of Directors of Fiddleheads Co-op adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the board or individual directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between directors, and among directors, management, and employees.

As a co-op director, I pledge to do my best for Fiddleheads Co-op and will:

- ⇒ Devote the time needed to fulfill the responsibilities of the position;
- ⇒ Attend all regular and special board and committee meetings;
- ⇒ Be prompt, attentive, and prepared for all board and committee meetings;
- ⇒ Contribute to and encourage open, respectful, and thorough discussions by the board;
- ⇒ 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 members 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 members;
- ⇒ Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict the co-op's;
- ⇒ Work for continued and increased effectiveness in the co-op's ability to serve its member/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, members, 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 members and that all elections are open, fair, and encourage the participation of all members;
- ⇒ Strive at all times to keep members 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.

As 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, I shall resign my position on the board immediately and shall not seek to cause continued disruption to the co-op and the co-op board for that action.

II. Code of Conduct

To that end, we, the directors of Fiddleheads 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 member 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 an individual director may **disagree** with a policy approved by or action taken by the majority of the board, s/he 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 co-op members, 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 which fosters confidence and reflects positively on the co-op, its members, and its staff. We respect the rights of others -- directors, staff and members -- to communicate their ideas free from interruption and without intimidation. All directors shall affirmatively and, at all times, disclose any/all economic conflicts of interest.

signature of co-op director

date

Written by Karen Zimelman

Board Committees

Board committees, when used, will be assigned to reinforce the wholeness of the board's job and never to interfere with delegation from board to General Manager.

Accordingly,

1. Committees will be used sparingly and ordinarily in an ad hoc capacity.
2. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the General Manager.
3. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealing with current staff operations.
4. Board committees may not speak or act for the board except when formally given such authority for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the General Manager.
5. Board committees cannot exercise authority over staff. Because the General Manager works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
6. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.

Cost of Governance

The board budget will include board training and education, outside monitoring assistance, outreach mechanisms, board meetings, and administrative support to the board. Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new board members and board candidates, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over cooperative performance. This includes but is not limited to fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.

1. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - a. Up to \$ _____ in fiscal year _____ for training, including attendance at conferences and workshops.
 - b. Up to \$ _____ in fiscal year _____ for audit and other third party monitoring of cooperative performance.
 - c. Up to \$ _____ in fiscal year _____ for surveys, focus groups, opinion analyses, and meeting costs, including the annual membership meeting.
 - d. Up to \$ _____ in fiscal year _____ for board meetings.
 - e. Up to \$ _____ in fiscal year _____ for administrative support to the board.

Oversight of General Manager

Board-General Manager Linkage

The board's sole official connection to the operational aspects of the cooperative, its achievements, and conduct will be through the General Manager.

Only decisions of the board acting as a body are binding on the General Manager.

Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the General manager except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the General Manager can refuse such requests that require, in their opinion, a material amount of staff time or funds, or are disruptive.

General Manager Accountability

The CEO has a fiduciary responsibility to the vision, the values, the goals, and preferences of the Board of Directors. S/he is the means by which the Board achieves its intents and purposes for the Cooperative. Between sessions of the Board, the CEO is a surrogate for the Board. This implies broad, but never independent, powers.

In exercising these powers, the CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics, or contravenes our cooperative's values and principles.

Accordingly, s/he may not:

1. Provide other than exceptional value and service to member-owners.
2. Deal with staff and volunteers in other than a humane, fair, and forthright manner.
3. Maintain compensation and benefits that are unreflective of the current market and/or do not adhere to board policies.
4. Operate without a plan to ensure emergency CEO succession.
5. Cause or allow a financial plan that contains inadequate detail or undisclosed assumptions.
6. Maintain any financial condition that incurs fiscal jeopardy or compromises board RESULTS priorities.
7. Purchase goods and/or services for the cooperative based on other than maximum overall value per dollar spent or which incurs real or arguable conflict of interest.
8. Risk or inadequately maintain assets.
9. Provide information to the board that is untimely, incomplete, or inaccurate.

Delegation to General Manager

The board will instruct the CEO through written policies that prescribe the organizational Results to be achieved and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly,

1. The board will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest; most general level to more defined levels, and will be called Results policies.
2. The board will develop policies that limit the latitude the General Manager may exercise in choosing the operational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the General manager uses any reasonable interpretation of the board's Results and Executive Limitations policies, the General Manager is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The board may change its Results and Executive Limitations policies, thereby shifting the boundary between board and General Management domains. By doing so, the board changes the latitude of choice given to the General Manager. But as long as any particular delegation is in place, the board will respect and support the General Manager's choices.

The General Manager is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the General Manager.

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the General Manager.
2. The board will refrain from evaluation, either formally or informally, of any staff other than the General Manager.
3. The board will view the General Manager's performance as identical to the performance of the cooperative, so that accomplishment of board-stated Results and avoidance of board-prescribed Executive Limitations will be viewed as successful management performance.

Monitoring General Management Performance

Systematic and rigorous monitoring of General Management job performance will be solely against the only expected General Management job outputs: the cooperative's accomplishment of board policies on Results and operational activities within boundaries established in board policies on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods:
 - a. Internal Report, in which the General Manager discloses compliance information to the board
 - b. External Report, in which an external, disinterested third party selected by the board assesses compliance with board policies
 - c. Direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
1. In every case, the standard for compliance shall be any reasonable General Management interpretation of the board policy being monitored.
2. All policies that instruct the General Manager will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Governing by Policy

⇒ Leverage and Efficiency

By handling the most fundamental issues, the board can affect many issues with less effort.

⇒ Expertise

Focusing on policies uses the board's expertise in governing the organization and uses management's expertise in operating the organization.

⇒ Perpetuation

Boards that focus on policies address issues of more enduring importance.

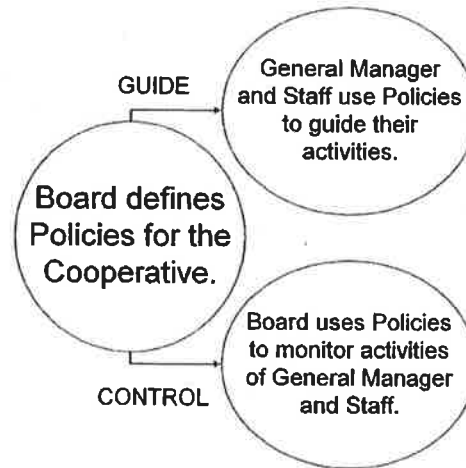
⇒ Vision and Inspiration

Dreaming is permissible and obligatory for leaders. Routinizing policy development and monitoring leaves time for Boards to focus on the future.

Based on John Carver's Boards that Make a Difference

Enacting Policies

Policy Governance provides Boards with a structure for guiding and governing the activities of their cooperative, both for the future and for the day-to-day work. Once policies are written down, they are used by the General Manager and staff to guide the activities of the cooperative. The Board then controls the activities of the cooperative by monitoring to see how well those activities conform to the policies the Board has created.



Ann Hoyt, UWCC

Organizing Your Policies

In order to provide effective governance of the co-op, policies need to be written down, organized, and agreed to by the whole Board.

There are four areas where the Board defines Values for the cooperative:

- Board Leadership
- Relationship to General Manager
- Boundaries on Cooperative's Activities
- Goals for Cooperative's Activities

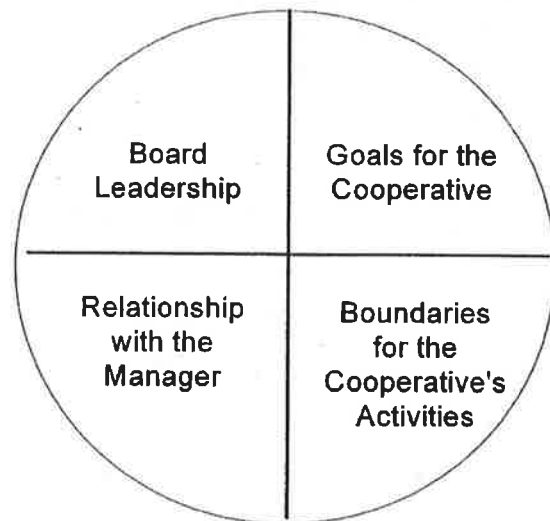
The **Board Leadership Values** describe how the Board provides leadership for the cooperative. How does it link with the owner-members? How does it get its work done?

The **Board's Relationship with the General Manager** describes how the Board hires, supports, guides, and evaluates the work of the General Manager.

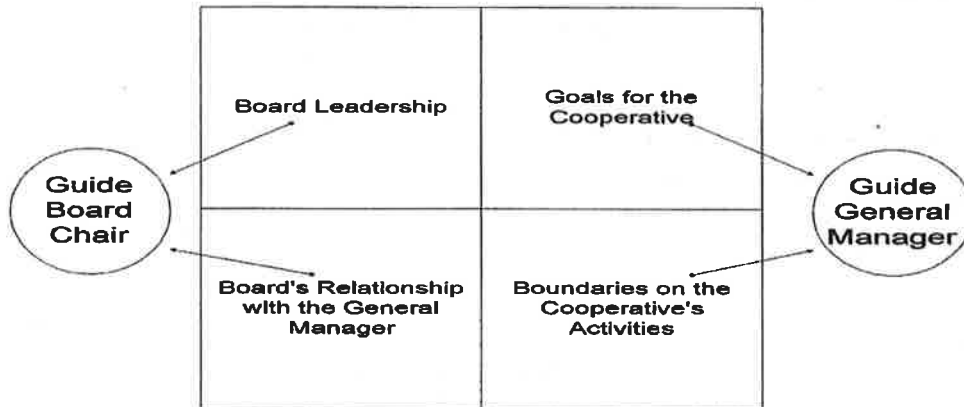
The **Boundaries on the Cooperative's Activities** describes what the General Manager and Staff cannot do. (Describing what they cannot do gives them lots more room for their own creativity in figuring out what to do!)

The **Goals for the Cooperative's Activities** describes what the activities of the cooperative will accomplish.

Policy Quadrant



Creating clear policies in each of these areas provides the structure for a board to guide the activities of the cooperative. The Board Chair uses the Policies on Board Leadership and GENERAL MANAGER Relationship to guide the activities of the Board. The General Manager uses the policies on Boundaries and Goals for Cooperative Activities to guide the activities of the staff. The Board controls these activities by regularly monitoring to see how well the policies were used to guide the activities of the Board and Staff.



Writing Policy Statements

Policy statements begin as broadly as possible, providing guidance to as many activities as possible. The Board then continues expressing more specific policies until it is satisfied that any actions taken within those policies would be acceptable to them. Once the Board stops speaking, the General Manager and Board Chair are then free to work within the stated policies to provide the most creative and powerful leadership they can. Leave as much room as possible for the GENERAL MANAGER and Board Chair to work in!

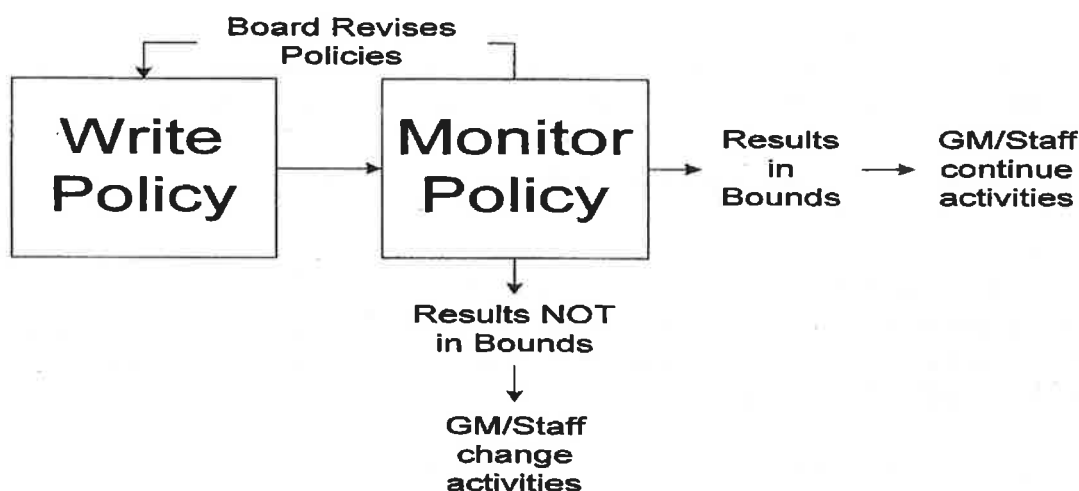
Sample Categories of Board Policies on Boundaries

- Financial Planning
- Financial Condition
- Asset Protection: insurance, bonding, physical plant
- Capital Planning and Acquisition
- Loans and Leases
- Treatment of Employees
- Compensation and Benefits
- Executive Succession
- Communication with and Counsel to Board
- Customer Service and Communication
- Community and Political Activity, Affiliation, and Alliances
- Social Responsibility

Developing Policies

- Write broad policy statements first to address as many situations as possible. This is the most efficient use of board time and creates a clear structure for the work of the co-op.
- Prioritize Values when they may conflict with each other.
- Value the Idealists and the Business People in your Cooperative - In order to thrive, cooperatives need to merge the best thinking of their idealists and their business people. Idealists focus on meeting the needs of members, of staff, and of the community. Business people focus on operating a successful, healthy business. Cooperatives need to be strong businesses that meet the needs of members, staff, and the community.
- Respect Other's Roles - Members, General Manager, Staff - Agree not to micromanage - disrespecting the General Manager's role of running the cooperative on a day-to-day basis. Agree not to make decisions that belong to owner-members.
- Speak with One Voice - When Board members or committees give the General Manager different, and often conflicting instructions, the General Manager is left having to decide which Board members s/he has to listen to and which ones s/he can ignore . . . or s/he just gets frustrated and decides not to listen at all. In any case, the cooperative suffers. When the Board agrees to speak only as a whole, with one voice, the General Manager can use that voice to guide the activities of the cooperative.
- Support the Decision of the Board - When the Board makes a decision, everyone on the Board needs to agree to support the decision, whether they personally agree with it or not.
- Give the General Manager guidance - The Board continues writing policy until any activity within the policy is acceptable to the Board. Once the Board stops writing policy in an area, the General Manager is then free to create operational policy and make decisions. The more specific the Board's policies, the less ability the General Manager has to take advantage of new opportunities, to take risks, to enroll the staff's creativity and spirit. Vague policies don't focus the cooperative's activities and don't provide the guidance the Board is obligated to provide to the cooperative. Agree to leave as much leeway as possible for the General Manager to operate and to give enough guidance to ensure the cooperative is operating to effectively meet member needs now and in the future.

Performance Monitoring



Ann Hoyt and Marilyn Scholl, UWCC

Monitoring gives the Board an opportunity to see how effective its policies are and to see how effectively they have been implemented. If the monitoring report shows the results are within the boundaries established by the Board and are working to accomplish the goals, the Board has nothing more to say to the General Manager about those activities. If the Board is not satisfied with the activities even though they satisfy these criteria, the Board probably needs to create new policies or revise the existing ones.

Types of Monitoring Reports

Internal Reports: General Manager or staff produces the report.

External Report: Outside consultant produces the report.

Direct Inspection: Board members produce the report. (Beware of meddling.)

Marilyn Scholl, UWCC

Key Principles: ASSURE PERFORMANCE

- Monitoring allows Boards to control the Cooperative's activities without micromanaging.
- Complete Policies need Monitoring Plans - It's not enough to say what you want to see happen. You also need to check in to see if it did. Whenever you create a new policy, decide how you will monitor it, who will prepare the information for the Board, when they will do it, and what criteria you will use to evaluate the results.

DREAM THE FUTURE

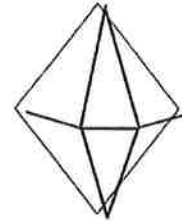
Invite all stakeholders
to share their
personal visions for
the future of the
organization



Identify common
themes and
explore key
questions



Create
shared
vision



- **Creating Shared Vision for the Cooperative's Future** - Creating visions with input from everyone who has a stake in the future builds on the best of everyone's thinking and generates the energy and commitment needed to make those visions reality. Find meaningful ways to include the General Manager, Staff, and folks from the Community in your future planning.
- **Building Community** - Let your sense of community guide your decisions. Provide the leadership for your cooperative that creates bridges between people and groups, that listens closely to what is being said and searches for solutions that meet everyone's needs, that values diversity of opinion, of backgrounds, and interests.

Jenn Gutschall (CDI) and Lynn Benander (Coop-Power)

Meeting Minutes

Miscellaneous

Monitoring Reports