



## **BOARD OF DIRECTORS**

122 N. Buchanan St. | Cambridge, MN  
763.689.4640 | [www.citycentermarket.coop](http://www.citycentermarket.coop)

## THANK YOU FOR YOUR INTEREST!

Dear Co-op Owner:

**Thank you for your interest in running for a position on the City Center Market Food Co-op's (CCM) Board of Directors.** As we envision our future, we need Co-op owners committed to serving our Co-op. Here's what you need to know about our Board and being a Board Member.

### **WHAT IS A BOARD?**

All co-ops have a Board of Directors elected from and by the Owners to make decisions on their behalf. Directors discuss matters that affect the co-op and prepare information for owners to decide on what's needed. These decisions must be balanced to benefit both the business and the owners. The Board sets strategic direction and creates policies in alignment with fulfilling these goals. In particular, board owners have a fiduciary responsibility to make good financial decisions, make sure the co-op is financially healthy and following its mission, and set up the co-op for future success.

### **WHAT DOES THE BOARD DO?**

Our Board serves its owners by providing leadership based on our mission (our ENDS Statement) and strategic governance in collaboration with our General Manager, who is responsible for the day-to-day operations. As advocates and ambassadors, we give our Co-op a voice in our community. We are a diverse group of ordinary people working together to plan our Co-op's journey into the future and we welcome your participation.

### **SERVING ON THE BOARD**

Serving on the CCM Board is a very rewarding experience. Time commitments vary from as little as 2 to as much as 15 hours per month. Directors are expected to attend:

- All regular Board meetings (second Monday of each month at 7:00 pm, online for now)
- Committee meetings (ongoing, also online for now)
- The Annual Owner Meeting in October
- Special Board Workdays (retreats) when scheduled
- Occasional events

## BOARD BENEFITS

In the form of store credit as follows:

- \$50/month for Board Members
- \$60/month for Board Officers
- \$75/month for Board President

## BOARD ELECTION

Four Director seats will be voted on by the owners during the October 2022 Annual Owner Meeting. Enclosed are documents for you to review and a candidate application for you to complete should you choose to run. Applications for nominations to the ballot are reviewed by the Nominations Committee and will be presented for approval at the regular August Board Meeting. To be considered for nomination in this year's election, all candidates must complete the following by August 1<sup>st</sup>:

- Be an Owner in good standing as specified in the CCM bylaws.
- Attend at least one regular Board meeting on June 13<sup>th</sup> (preferred) or July 11<sup>th</sup> at 7:00 pm online (link will be provided) to introduce yourself and see your Board in action.
- Fill out the enclosed application and return it to the Co-op no later than August 1, 2022. Note: If you need help to get a headshot picture for your application, you may contact Kayla, Marketing Coordinator at [kayla@citycentermarket.coop](mailto:kayla@citycentermarket.coop) and she will gladly arrange to have your photo taken at the Co-op.
- Attend a Virtual CBL 101 - Foundations for Board Governance session (dates offered and link will be provided).

The annual General Election for Directors will be held in September/October 2022, closing at the Annual Owner Meeting. Results will be announced at that meeting and new terms commence January 1, 2023. CCM Director terms are three years. New Board Member orientation will begin following the Annual Meeting. We welcome any questions you might have about how to proceed through the nominations process.

*Cooperatively yours,*

Nominations Committee

*Have questions? Get in touch with the Nominations Committee by emailing [theboard@citycentermarket.coop](mailto:theboard@citycentermarket.coop).*



## **BOARD CANDIDATE APPLICATION**

Terms Beginning January 2023

**BECAUSE OF CITY CENTER MARKET, OUR COMMUNITY ENJOYS ENHANCED PHYSICAL, ECONOMIC, AND SOCIAL WELL-BEING.**

- Our community has a trusted source of products and services that support healthy living.
- Our local economy benefits from mutually supportive relationships between our co-op and its owners, employees, producers, and suppliers.
- Our owners have a genuine sense of pride in our values-based business.
- Our community has a welcoming and inclusive place to gather.

*Application Deadline August 1, 2022*

## **CO-OPERATIVE PRINCIPLES AND VALUES**

### **Voluntary and Open Ownership**

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of ownership, without any discrimination.

### **Democratic Owner Control**

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

### **Owner Economic Participation**

Owners 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. Receiving limited compensation, if any, on capital subscribed may be a condition of ownership. Owners allocate surpluses for some or all of the following purposes: setting up reserves, part of which may be indivisible; while other parts may benefit owners in proportion to their transactions with the co-operative; developing the co-operative; and supporting other activities approved by the ownership.

### **Autonomy and Independence**

Co-operatives are autonomous, self-help organizations controlled by their owners. 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 owners and maintain their co-operative autonomy.

### **Education, Training, and Information**

Co-operatives provide education and training for their owners, 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.

### **Co-operation Among Co-operatives**

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

### **Concern for Community**

While focusing on owner needs, co-operatives work for the sustainable development of their communities through policies accepted by their owners.

## WHAT IS POLICY GOVERNANCE®?

Our Board uses the Policy Governance® model, “a comprehensive set of integrated principles that, when consistently applied, allows governing boards to realize owner-accountable organizations.” Its relevance stems from (1) the fact that a significant volume of information is required to fulfill our fiduciary duties, (2) the need to delegate authority in order to accomplish our organizational purpose, and (3) the desire to ensure that our Owners and stakeholders are well-served by organizational accomplishments.

***It allows our Board to maintain accountability for organizational performance while focusing on providing visionary leadership around our ‘big picture’ mission.***

Delegation is a significant component of accountability, so the Board maintains written documentation of expectations for ourselves, our organization, and our General Manager (GM). Our policies are the primary vehicle for recording them, and they are monitored on a regular basis. Delegation is very clear by:

1. Expressing expectations of the job being delegated.
2. Assigning the expectations with no ambiguity to the party who is accountable for meeting them.
3. Checking that expectations were met.

## ADVANTAGES OF POLICY GOVERNANCE®

The Board focuses on the future and high-level leadership instead of day-to-day operations, yet maintains meaningful control through clear delegation and accountability.

The Board, and its subordinates (e.g., its committees and the GM), know what is required of them as expectations are clearly stated, allowing for decisive leadership by all.

Regular policy compliance assessment provides a systematic method for evaluating organizational performance—the Board knows what to look for.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our Owners, that the organization performs as it should. We must constantly evaluate our purpose and our Ends; these accomplishments are what justify our existence.

*The Policy Governance® methodology was developed by John Carver as a means to structure Board process to allow for Board accountability on a meaningful level, and to empower Boards to lead their organizations at the highest level.*

### POLICY TYPES

#### Ends Policies

These broadly state the desired organizational outcome- the ongoing priorities of what should be achieved and for whom. The GM reports on compliance with these policies once a year.

#### Governance Process Policies

These describe how the Board is organized and its processes and products. The Board evaluates its compliance with these policies throughout the year.

#### Governance Management Connection Policies

These describe how the Board delegates to our sole employee, the GM. The Board evaluates its compliance with these policies throughout the year.

#### Executive Limitations Policies

These delineate job expectations and acceptable constraints within which the GM can act. The GM develops a written report for the Board on each of these policies on a regular basis throughout the year; the Board evaluates whether the interpretation was reasonable and whether the GM is in compliance.

## FAQ'S

### Tell me about our co-op

When we first became a co-op, we went by MOMS Food Co-op which stands for *Minnesota Organic Merchandise Store*. We changed our name to City Center Market when we made the move to the location we are currently in. MOMS Food Co-op operates the City Center Market retail grocery store and City Center Coffee Shop in Cambridge. We are a thriving community-based provider of organic and locally grown foods. Today, in our 43rd year, we have more than 3,800 Owners, about 35 employees, and are governed by a nine-member Board of Directors that meets monthly.

Directors are elected from the rank of the Owners at our Annual Owner Meeting and serve a three-year term. Terms are staggered so that three positions are up for election each year. The only employee of the Board of Directors is the General Manager (GM) because, like most food co-operatives, we are a Policy Governance® board.

#### POLICY GOVERNANCE® SIMPLIFIED

1. Set Clear Policies (write them down)
2. Assign Authority
3. Monitor

### Why Policy Governance®?

With so many Owners it wouldn't be workable to try to run the business operations via committee, so the Board hires a GM to handle all of our day-to-day operations. The Board uses the authority given to it by Owners to set our strategic direction, ensure organizational accountability, and maintain a healthy, sustainable co-op for the future. In 2017, our Board updated our "Ends" goals, shown on the title page.

Accountability is achieved by setting specific policies governing the operation of the store and associated business activities, by setting expectations for the GM, and setting limits on how the Board operates. Put another way, we establish that the GM will manage our business operations in a fiscally sound manner while being fair and equitable to both employees and Owners. We as a Board diligently monitor our Co-op's financial condition and the GM's job performance, while acting collectively in the best interests of our Co-op.

### What does the Board of Directors do?

#### Focuses on the Big Picture

We create "Ends" goals for the maximum benefit of our Owners and anticipate trends and values that may have a critical impact on our relevance and survival.

#### Provides Operational Oversight

We ensure operational performance through written policies that clearly state expectations and delegation of responsibility, and we monitor compliance.

#### Represents Owners

We serve by being a diverse group of Owners who facilitate our Co-op to thrive and grow

through thoughtful strategic planning, accountability, and engagement with both our Owners and our community.

### **What do our Directors NOT do?**

We do not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of the Co-op. The Board's sole official connection to our Co-op's operations is through our General Manager.

### **Are there requirements to be elected?**

Directors must be Owners of City Center Market (MOMS Co-op) in good standing without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the Co-op. Once elected, Directors must sign a Statement of Agreement and publicly disclose any potential conflicts of interest. The personal qualifications we are looking for in a candidate include business experience, enthusiasm for the Co-op business model, a desire to learn, and the ability to actively present and discuss ideas.

### **What is the time commitment?**

Attending the regular meeting for about 2 hours each month plus prep time is expected, plus rarely an additional Special Board Meeting when called. We also encourage you to participate in either the Committee Engagement or Board Development Committee; this typically averages out to about an additional couple of hours per month, but it can vary. Board Members also assist with writing newsletter articles, Board promotion events, and learning from each other.

### **Are there benefits to being a member of the Board?**

Yes! Each Board Member receives benefits in the form of store credit as follows:

- \$50/month for Board Members
- \$60/month for Board Officers
- \$75/month for Board President

### **OK, I'm interested. Now what?**

To help our Owners make an informed decision regarding the Directors they elect, **please fill out the Board Candidate Application (found at the end of this document) and return it with a headshot photo by August 1, 2022**; they will be posted at the Co-op and on our website in September and October. Voting will be held in September/October and the new members will be announced at the Annual Owner Meeting.

### **SEND YOUR COMPLETED APPLICATION VIA:**

Email: [theboard@citycentermarket.coop](mailto:theboard@citycentermarket.coop)

Mail: City Center Market, ATTN: Nominations Committee 122 N. Buchanan St, Cambridge, MN 55008

Drop off: At City Center Market at the front checkout area (Please note we are open until 8:00pm on August, 1 2022.