



RUN FOR THE BOARD!

Dear Bloomingfoods Owner-Member,

Thank you for your interest in running for the Board of Directors of Bloomington Cooperative Services! Serving on the Board is an exciting way to be involved in visioning the future of our cooperative business. The Board uses a combination of policy governance and strategic planning to guide the co-op towards a sustainable future for our community.

This year there are three open board positions. The Board Perpetuation Committee is charged with recommending a slate of candidates that can provide leadership for the Co-op. Our Board and owner-members base their choices on the answers you provide to the questions you will find included in this packet. Additionally, the Committee will request a brief interview with each candidate.

This packet includes a number of items for you to read, fill out, and return to us. These include:

1. Statement of Agreement (page 7)
2. Candidate Contact Sheet & Potential Conflict of Interest Disclosure (page 8)
3. Candidate Statement (page 9)
4. A recent photo

The election process requires that all applications and documents be submitted or postmarked by **Friday, June 1st, 2024**

Because there are materials in the packet that require your signature, only signed and scanned packets can be returned via email. Hard copy completed packets should be submitted to Customer Service at any of our locations and digital copies can be submitted to info@bloomingfoods.coop by close of business on Friday June 1st.

If you are submitting packet materials by mail, please mail them to:

Attn: Board Perpetuation Committee
Bloomington Cooperative Services
316 W Sixth Street
Bloomington, Indiana 47404

More info...

The Board Perpetuation Committee will recommend qualified applicants to the full board for approval. Any applicant who is not accepted by the Board but who still desires to run for election may do so by filing a petition that includes the names of at least 70 BCS owner-members who have been active for at least 60 days. The deadline for filing petitions to the committee is August 1, 2024.

Please note that candidates who are elected are required to attend the October 30 board meeting. All candidates are strongly encouraged to attend board meetings prior to the election so you can be aware of current issues (schedule is available at www.bloomingfoods.coop). The perpetuation committee will share candidate emails with the owner-members for Q&A, with permission, and be invited to any **board events**.

Candidate statements will appear on the website and in the Special Edition Voters' Guide. Voting will take place in September and October. The close of the election is at the Annual Meeting in October. The new slate of directors will be announced within a week of the election. Election winners begin their terms of office in November. In appreciation for their work on the Board, directors currently receive a quarterly stipend of \$500 in the form of a Bloomingfoods gift card.

We appreciate your interest and enthusiasm for serving on the Bloomington Cooperative Services Board.

In cooperation,
the Board Perpetuation Committee 2024

Bobbi Boos, Perpetuation Chair
bobbi@bloomingfoods.coop

TIMELINE

April 5 Packets available at all store locations & online

June 1 Deadline for submission of completed packets

June 1 - 25 Board Perpetuation Committee reviews packets and interviews candidates

June 26 Slate of candidates are presented by the Perpetuation Committee to the Board

August 1 Petitions for candidacy due by 5pm (if your original application was not accepted by the board)

September 1 Candidate statements published in the Special Edition Voters' Guide & online

September (Mid) Voting is opened up to BCS owner-membership **September/October** Invite candidates to board events.

October Annual Meeting Voting ends at midnight. All ballots will be counted and election results will be available within one week and printed in the next Owner News.

We ask that each candidate include a recent photo with their submission. They will appear in the Special Edition Voters' Guide, in stores, and online.

We prefer high-resolution digital images (send a large or full-size version of your jpg file) but a high-resolution print will work, too.

You can email the photo to info@bloomingfoods.coop with your full name in the subject line. If you are sending a print, include it with your submission when you drop your completed packet off at the store.

If you do not have a recent photo, we are happy to help! Contact info@bloomingfoods.coop and we will schedule a time to take a few photos and select one to publish.

Board of Directors Job Description

The Board of Directors is committed to carrying out the Mission of Bloomingfoods (Bloomington Cooperative

Services) as stated in the Articles of Incorporation, Bylaws, and Policy Register. The Board provides collective leadership to the General Manager on behalf of owner-members, establishes a vision for the future, and develops long range plans.

Duties:

- Prepare for each Board of Directors meeting by reading committee reports, financial statements, and other materials distributed in the board packet prior to the meeting.
- Attend all regular and special Board meetings, participate in the proceedings, and follow the agenda. Annually attend a fall training and late winter retreat.
- Chair at least one committee and actively participate in meetings of the committee.
- Maintain knowledge of current policies and the objectives of the cooperative.
- Financially support Bloomingfoods by being an active owner and shopper.
- Actively recruit Bloomingfoods owners to serve on the Board and on committees.
- Share expertise and talents with Bloomingfoods as appropriate.
- Serve as an advocate of the cooperative to the community.
- Be accessible to the General Manager and other Board Members as needed.
- Fulfill commitments within the agreed-upon deadlines.
- Hold in confidence any sensitive information. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial details (owner-member loans, bank loans, General Manager salary, etc.) will be considered sensitive issues subject to confidentiality unless or until the Board as a whole approves full disclosure.
- Read and comprehend the Bylaws, Articles of Incorporation, and the Policy Register and procedures of the Board of Directors.
- Read, comprehend and adhere to the principles of Policy Governance (see Policy Register Appendix C). Amend or add policies as deemed necessary by the board.
- Rigorously monitor and oversee the General Manager's interpretation and compliance to the Policy Register.
- All board members should be open to assume an officer role if the need arises.

Time commitment:

- One 2-3 hour meeting per month, time and place determined by the board, generally between 6-9:30pm. Expect a minimum of 3-4 hours of reading to prepare for each meeting. *Meetings or time may increase depending on necessity*
- Board Training and the November board meeting (1 day) are the first or second weekend of November.
- Board Retreat (2 weekend days) is in February or March.
- Committee work, self-monitoring, and special projects will vary each month ranging from 2-10 hours.

Stipend: Bloomingfoods gift card of \$500 every three months (Jan, Apr, Aug, & Oct).

Bloomingfoods Ends Statement

Because of BCS, people in Bloomington & South Central Indiana will have:

- A market for local, fair and healthful products, produced with care for the land, animals, and future generations.
- A democratic cooperative-ownership model that provides meaningful employment and strengthens the community.
- A robust and sustainable local food economy with fair prices for producers and all member-owners.
- Access to education on food systems, cooperative values, and the interconnectedness of food, health, and the environment.

Board Governance

The Board of Directors for Bloomington Cooperative Services uses a policy governance model to define our goals and provide limitations on how the General Manager is permitted to achieve those goals. See <http://library.cdsconsulting.coop/policy-governance-quick-guide/> for more information.

The Board does not participate in operations of the stores such as selecting products to sell, managing staff, or reconciling bank accounts. The Board hires the General Manager, establishes broad policies, and monitors the General Manager's compliance with these policies. The General Manager hires and supervises staff who oversee the day-to-day operations. The General Manager and staff develop and execute a strategic plan for achieving the Ends established by the Board.

The Board educates itself to understand the strategic directions presented by the General Manager and how they relate to Bloomingfoods goals.

Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value and conducts business according to the "Seven International Cooperative Principles" (see appendix A), while avoiding unacceptable actions and situations.

"Co-ops are acts of the imagination, designed to help create a society that better provides for the needs and aspirations of individuals. This is the sense in which co-ops are agents of social autonomy. They exist to put dreams into practice."

– Brett Fairbairn, Cohesion, Consumerism, and Co-operatives: Looking Ahead for the Co operative Retail System

Policy Governance: Board Process Policies

Policy Type: Board Process

Policy Title: C1 – Governing Style

Last Revised: April 23, 2020

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

1. Focus our vision outward and toward the future as designated in our Ends Policy
2. Observe the “10 Policy Governance Principles” (see appendix C)
3. Maintain group discipline, authority and responsibility
4. Clearly distinguish Board and General Manager roles
5. Encourage diverse viewpoints
6. Obey all relevant laws and bylaws

Policy Type: Board Process

Policy Title: C2 – The Board’s Job

Last Revised: January 31, 2019

In order to govern successfully, we will:

1. Articulate the vision of the cooperative in our Ends Policy, communicate this vision to the owner members, and provide opportunities for owner input. Therefore, the board will:
 - a. At least annually, disseminate a statement of its values and a report of the organization’s financial resources and obligations (the balance sheet) and how those resources have been translated into services (the income statement).
 - b. Communicate at least quarterly with the membership through printed and/or electronic media.
 - c. Provide opportunities for owner-member input through comment periods at board meetings and having board members available for discussion at stores or special events.
 - d. Post documents such as the bylaws, board agendas, and approved meeting minutes on the website. Paper copies of these documents are also available through the co-op’s primary business office to owner-members upon request. (See Appendix D)
 - e. Requests for information other than the bylaws, agendas, minutes, and newsletters by owner-members will be considered in accordance with guidelines set in Indiana Statute, IC 23-17-27-2 (See Appendix C) and the Shareholder Access to Information Protocol.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager (see section D. Board Management Relationship policies).

(cont'd...)

Policy Governance: Board Process Policies cont'd

3. Have written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of:
 - a. Ends that reflect the owner-member's values (what, for whom, and at what value)
 - b. Executive Limitations (binding, prudent and ethical limitations) as described in the Policy Governance principles.
 - c. Board Process (how the board carries out its tasks)
 - d. Board and General Manager relationship (how power is delegated and its proper use monitored)
4. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board- Management Relationship.
5. Perpetuate the Board's leadership capacity using ongoing education, training and recruitment.

Policy Type: Board Process

Policy Title: C5 – Directors' Code of Conduct

Last Revised: June 28, 2018

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 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 confidential 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.
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.

(cont'd...)

Policy Governance: Board Process Policies cont'd

- 5. Directors will prepare for and attend all trainings and Board meetings as specified in the bylaws.
- 6. 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.
- 7. Any director who does not follow the code of conduct policy shall resign from the Board if requested to do so by a 2/3 majority vote of the remaining Board

As a member of the Board of Directors, I will abide by this Directors’ Code of Conduct, as enumerated above. I agree that if, in the opinion of the majority of the board, I have violated the letter or spirit of this Agreement, I shall resign my position on the board immediately.

Signature of Candidate **Date**



Candidate Contact Sheet & Potential Conflict Disclosure

Bloomington Cooperative Services, Inc. requires that all board members are active owner members of the co-op. I verify that I am an active owner-member.

Indiana law requires that board members are at least 18 years of age. I verify that I am at least 18 years of age.

Legal Name (printed): _____

Preferred Name in Publications: _____

City: _____ **State:** _____ **Zip:** _____ **Phone:**

_____ **E-mail:** _____

Please disclose any real or potential conflicts of interest. A conflict of interest includes any personal, professional, or financial relationship that may or could be perceived to influence the BOD candidate's judgment, compromise his/her ability to carry out BOD responsibilities, or could be a detriment to the BOD integrity. Acknowledging Conflicts of Interest is intended to increase transparency, not limit participation. Most of us have them.

Signature: _____

Owner-Member Number: _____ **Date:** _____



Board Candidate Statement

Your answers to the questions below will be published both in our Special-Edition Voters' Guide and with the ballot. This is your way to communicate to co-op owner-members your interest and qualifications for serving on the board.

The Board Perpetuation Committee must receive your completed candidate application, including answers to the following questions, no later than Friday, June 1, 2024.

Please submit your answers to the following questions. Responses are limited to 50 words each. Longer responses will be cut-off at the 50 word limit.

1. What inspires you to serve on the board of Bloomington Cooperative Services?
2. What experience or involvement have you had with Bloomingfoods and/or other cooperatives?
3. What has been your experience in working cooperatively with small groups of people (such as: being a member of a committee, team sports, or volunteer as part of a group for any organization)?
4. Please share any professional, volunteer, or life experience that will provide insight when serving on the BCS Board of Directors. Include knowledge, skills, formal training, and education that will contribute to the mission of our co-op.
5. How do your values and lifestyle align with the values and mission of the co-op (see Ends Statement, page 6)?
6. Given the stated Ends of BCS, what do you see as the primary role of BCS in the community?
7. What are opportunities and challenges for BCS in the future expression of the Ends?
8. Please share any other brief statement that you feel is particularly important regarding your potential service as a member of the board.