

# BOARD OF DIRECTORS POLICY REGISTER



**THREE RIVERS**  
**MARKET**  
the co-op

*As of December 10, 2020*

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## **BOARD POLICY #A: GLOBAL ENDS**

Three Rivers Market, a cooperative center of sustainable commerce, exists to benefit its members by creating and nourishing a healthier environment, healthier people, and a healthier community.

- A cooperative is a business owned and democratically controlled by the community and follows values and principles set forth by the International Cooperative Association's "Statement on the Cooperative Identity".

*Adopted April 1, 2005*

*Amended & Approved June 12, 2005*

*Amended & Approved July 10, 2005*

*Amended & Approved June 8, 2006*

*Amended & Approved July 13, 2006*

*Amended & Approved October 11, 2007*

*Amended & Approved October 9, 2008*

*Amended & Approved July 8, 2010*

## **BOARD POLICY # B: EXECUTIVE LIMITATIONS - Global Executive Constraint**

The General Manager shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles. The General Manager shall not place the interests of him/herself, staff, vendors, special interest groups, or any one individual above the interests of the TRM as a whole.

*Adopted April 1, 2005*

*Amended & Approved June 10, 2010*

*Amended & Approved September 9, 2010*

## **BOARD POLICY #B1: EXECUTIVE LIMITATIONS – Employee Treatment**

The General Manager will not cause or allow employees to be treated in any way that is unfair, unsafe, or unclear.

The General Manager will not:

1. Operate without written policies that:
  - a. Clarify rules for employees.
  - b. Provide for fair and thorough handling of grievances.
  - c. Are accessible to all employees.
  - d. Inform employees that employment is neither permanent nor guaranteed.
  - e. Consider employee financial, physical, and emotional well-being.
  - f. Are updated annually.
2. Cause or allow policies to be inconsistently applied.
3. Fail to provide for adequate documentation, security and retention of employee records and all employee-related decisions.
4. Establish compensation that is:
  - a. Internally inequitable.
  - b. Not comparable to the local market and comparable co-ops.
5. Establish a minimum wage that is inconsistent with a reliable living wage calculator.
6. Establish benefits to supplement compensation that are internally inequitable.
7. Make changes to employee policies and procedures documented in the Employee Manual without providing justification to the Board.<sup>1</sup>
8. Fail to inform employees of the Ends Policy and the Cooperative Principles and Values.

<sup>1</sup> On July 11, 2019, the Board affirmed the policies and procedures outlined in the July 2019 Employee Manual and recommends that future Boards of Directors of Three Rivers Market initially use the July 2019 Employee Manual as the reference for any changes to employee policies and procedures.

*Adopted April 1, 2005*

*Amended & Approved September 14, 2006*

*Amended & Approved October 12, 2006*

*Amended & Approved November 20, 2010*

*Amended & Approved August 8, 2019*

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<sup>1</sup> On July 11, 2019, the Board affirmed the policies and procedures outlined in the July 2019 Employee Manual and recommends that future Boards of Directors of Three Rivers Market initially use the July 2019 Employee Manual as the reference for any changes to employee policies and procedures.

## **BOARD POLICY #B3: EXECUTIVE LIMITATIONS - Budgeting/Financial Planning**

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Further, without limiting the scope of the foregoing by the following, he or she shall not plan in a manner that:

1. Risks the organization incurring those situations or conditions described as unacceptable in Board Policy B4 Executive Limitations – Financial Condition.
2. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance policy.
4. That fails to include sufficient, professional planning and research on all aspects of an expansion/relocation project; including financial assumptions, market data and location analysis.

*Adopted April 1, 2005*

*Amended & Approved July 10, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved April 9, 2009*

## **BOARD POLICY #B4: EXECUTIVE LIMITATIONS - Financial Condition**

With respect to the actual, ongoing financial condition and activities, the General Manager shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board Ends policies.

Further, without limiting the scope of the foregoing by the following, he or she shall not:

1. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
2. Allow solvency, or the relationship of debt to equity, to be insufficient.
3. Use restricted funds for any purpose other than that required by the restriction.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Fail to exercise due diligence in contracts and real estate acquisitions.
7. Fail to aggressively pursue receivables after a reasonable grace period.
8. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

*Adopted April 1, 2005*

*Amended & Approved May 22, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved August 10, 2006*

*Amended & Approved October 11, 2007*

*Amended & Approved August 14, 2008*

*Amended & Approved August 13, 2009*

*Amended & Approved September 9, 2010*



## **BOARD POLICY #B5: EXECUTIVE LIMITATIONS - Asset Protection**

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

Further, without limiting the scope of the foregoing by the following, he or she shall not:

1. Allow equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Allow inappropriate personnel access to material amounts of funds.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board or staff to claims of liability or lack of insurance protection from claims of liability.
5. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) without having obtained comparative prices and quality, (c) without a stringent method of assuring the balance of long term cost and quality.
6. Fail to protect intellectual property, information and prudent records from loss or significant damage.
7. Receive, process, or disburse funds under controls which are insufficient to meet the Board appointed auditor's standards.
8. Invest or hold operating capital in financial institutions that do not maintain acceptable financial health or have a well-established record of financial health so that it is reasonable to assume it will not fail under normal circumstances.
9. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.
10. Fail to establish Product Standards.
11. Change the organization's name or Product Standards Policy or otherwise substantially alter its identity in the community without providing justification to the Board.
12. Create or purchase any subsidiary corporation, or fail to maintain the legal status of Three Rivers Market as a *For-profit Corporation – Foreign* in Tennessee and a *Cooperative Association* in Minnesota.
13. Fail to provide adequate security of premises and property.
14. Allow endorsement or implied endorsement of political candidates.

*Adopted April 1, 2005*

*Amended & Approved August 10, 2006*

*Amended & Approved September 14, 2006*

*Amended & Approved May 14, 2009*

*Amended & Approved January 13, 2011*

*Amended & Approved January 12, 2012*

*Amended & Approved November 14, 2013*

*Amended & Approved March 14, 2019*

*Amended & Approved December 10, 2020*

## **BOARD POLICY #B6: EXECUTIVE LIMITATIONS – Communication to the Board**

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

The General Manager must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the Board to be unaware of advocacy, relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold his/her opinion if the General Manager believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the General Manager.
5. Deal with the Board in a way that favors or privileges certain Directors over others except when responding to officers or committees duly charged by the Board.
6. Fail to supply for the Board's consent agenda all decisions delegated to the General Manager yet required by law, regulation, or contract to be Board-approved.

*Adopted April 1, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved July 13, 2006*

*Amended & Approved August 10, 2006*

*Amended & Approved March 13, 2008*

*Amended & Approved March 12, 2009*

*Amended & Approved July 9, 2009*

*Amended & Approved June 13, 2013*

*Amended & Approved November 13, 2014*

*Amended & Approved March 10, 2016*

## **BOARD POLICY #B7: EXECUTIVE LIMITATIONS - Emergency General Manager Succession**

The General Manager will not fail to have a written plan of succession and operation. The General Manager may have no fewer than two other members of the management team familiar with Board and General Manager issues and processes.

*Adopted April 1, 2005*

## **BOARD POLICY #B8: EXECUTIVE LIMITATIONS – Treatment of Customers**

Regarding customers (owners and non-owners), the General Manager shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, inaccessible, unnecessarily intrusive, or to be unresponsive to their needs.

The General Manager will not:

1. Allow an unsafe shopping experience for our customers.
2. Fail to treat all customers with dignity.
3. Fail to operate facilities with appropriate accessibility.
4. Use methods of collecting, reviewing, or storing customer information that: fail to protect against improper access to the information elicited, and for which there is no clear necessity.
5. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

*Adopted April 2005*

*Amended & Approved April 10, 2005*

*Amended & Approved May 22, 2005*

*Approved July 10, 2005*

*Amended & Approved June 3, 2007*

*Amended & Approved May 14, 2009*

*Amended & Approved June 11, 2009*

*Amended & Approved September 9, 2010*

## **BOARD POLICY #B9: EXECUTIVE LIMITATIONS – Annual Meeting Planning and Preparation**

The General Manager shall not fail to plan, prepare and execute the Annual Members' Meeting. The Annual Members' Meeting shall not fail to include:

1. Reporting to members on the following topics for the previous fiscal year:
  - a. the condition of the cooperative;
  - b. accomplishment of Ends;
  - c. costs and benefits of governance (Board);
  - d. a statement of Board values (Board);
  - e. Bylaws Changes (Board).
  
2. The election of Directors for the next Board term.

The General Manager shall not fail to inform the Board in a timely manner of any input or support needed from the Board in this effort.

*Adopted July 13, 2006*

*Amended & Approved February 12, 2009*

*Amended & Approved February 10, 2011*

*Amended & Approved May 9, 2013*

## **BOARD POLICY #B10: EXECUTIVE LIMITATIONS – Membership Rights and Responsibilities**

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

1. Create and implement a member equity system without the following qualities:
  - a. The required member equity of ten (10) \$25 Patron Membership Interests (\$250).
    - (i) Members may purchase a minimum of one (1) \$25 Patron Membership Interest per year until the member equity requirement is reached.
  - b. Members are informed that equity investments are at risk. While they are generally refundable, the Board retains the right to withhold refunds when necessary to protect the co-op's financial viability.
  - c. Board will be provided information to determine whether an equity repurchase would lead to a net decrease in total member paid-in equity, or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
  - d. Redemption of retained allocated equity will be determined by the Board.
2. Implement a patronage dividend system that does not:
  - a. Comply with IRS regulations.
  - b. Allow the Board to examine a range of options and implications, and make a timely determination each year concerning how much, if any, of the co-op's net profit will be distributed to members.
  - c. Inform the Board of nominal refund amounts which do not justify the expense of distribution.

Note 1: B10 is former B11. Former B9 (Community Education, Information and Outreach) deleted at September 10, 2009 TRM Board meeting.

Note 2: This required membership equity was established by the Board at the June 12, 2014 Board Meeting and became effective as of July 1, 2014.

*Adopted July 9, 2009*

*Policy Reviewed by Board – March 11, 2010*

*Amended & Approved – August 12, 2010*

*Amended & Approved – April 14, 2011*

*Amended & Approved – March 14, 2013*

*Amended & Approved – August 14, 2014*

*Policy Reviewed by Board – May 10, 2018*

*Adopted – May 10, 2018*

## **BOARD POLICY # B12: EXECUTIVE LIMITATIONS – Smoke-Free Policy**

For the health of the Three Rivers Market community and its employees, the General Manager shall not fail to create and enforce a policy prohibiting smoking on all properties owned or leased by Three Rivers Market.

*Adopted June 9, 2011*

## **BOARD POLICY #B13: EXECUTIVE LIMITATIONS – Logistical Support to the Board**

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

The General Manager must not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
2. Allow the Board to be without a workable mechanism for official Board, officer or committee communications.
3. Allow Directors to be without an updated copy of the Policy Register and the Bylaws.
4. Provide inadequate information and notice to members concerning Board actions, meetings, activities and events.
5. Allow insufficient archiving of Board documents.

*Adopted March 10, 2016*



## **BOARD POLICY #C: BOARD-GENERAL MANAGER LINKAGE**

The Board's sole official connection to the business operations and administration of the cooperative will be through the General Manager.

*Approved March 12, 2009*

*Approved July 11, 2019*

## **BOARD POLICY #C1: BOARD-GENERAL MANAGER LINKAGE - Delegation to the General Manager**

The Board delegates authority to the General Manager through written Ends and Executive Limitations policies.

1. As long as the General Manager uses *any reasonable interpretation* of the Board's Ends 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. Such decision of the General Manager shall have full force and authority as if decided by the Board.
2. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.
3. No individual Board member, officer or committee has authority over the General Manager.
  - a. In the case of Directors, officers, or committees requesting information or assistance without Board authorization, if such request, in the General Manager's judgement, requires a material amount of staff time, it may be refused.

*Adopted April 1, 2005*

*Amended & Approved April 9, 2009*

*Amended & Approved May 12, 2016*

## **BOARD POLICY #C2: BOARD-GENERAL MANAGER LINKAGE – Accountability of the General Manager**

The General Manager is the Board's only link to operational achievement and conduct.

1. The Board will view General Manager performance as identical to organizational performance so that organizational accomplishment of Ends and organizational operation within Executive Limitations will be viewed as successful General Manager performance.
2. The Board will not instruct or evaluate any employee other than the General Manager.

*Adopted April 1, 2005*

*Amended & Approved July 13, 2006*

*Amended & Approved August 11, 2016*

## **BOARD POLICY #C4 – BOARD-GENERAL MANAGER LINKAGE – General Manager Evaluation of Performance**

The Board will systematically and rigorously monitor and evaluate the General Manager's job performance compared to expectations set forth in Board policies.

1. The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the General Manager discloses policy interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated Director or committee assesses compliance with the policy.
2. In every case, the Board's standard for compliance will be any reasonable General Manager interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but we will always judge with a "reasonable person" test rather than with interpretations favored by individual Directors or by the Board as a whole.
3. The Board will accept that the General Manager is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
4. The Board will monitor all policies that instruct the General Manager. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Policy Monitoring Calendar.
5. The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from July through June, will be completed by the Secretary/Treasurer and provided to the Board by September 1. The Chair will acknowledge the results of the evaluation with a letter for the General Manager's personnel file no later than November 30.

*Adopted July 13, 2006*

*Amended & Approved July 12, 2007*

*Amended & Approved July 8, 2010*

*Amended & Approved November 8, 2012*

*Amended & Approved August 14, 2014*

*Amended & Approved March 10, 2016*

*Amended & Approved November 12, 2020*

## **POLICY #C5: BOARD-GENERAL MANAGER LINKAGE – General Manager Treatment**

The Board will not cause or allow the General Manager to be treated in any way that is unfair, unsafe, or unclear.

The Board will not fail to have an Employment Agreement with the General Manager that

1. Establishes compensation and benefits that are internally and externally equitable.
2. Provides for fair and thorough handling of grievances.
3. Is reviewed as part of monitoring this policy.

*Adopted July 11, 2019*

## **BOARD POLICY #D: GOVERNANCE PROCESS**

The Board obtains its authority from and represents the Members. Governance of the Cooperative in the Membership's best interest is the Board's primary responsibility.

As representatives of the Membership, the Board must avoid individual Board members' interests and must speak with one voice or not at all.

*Adopted April 1, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved March 8, 2007*

*Amended & Approved January 13, 2011*

## **BOARD POLICY #D1: GOVERNANCE PROCESS - Governing Style**

The Board will approach its task with a style which emphasizes strategic leadership more than administrative detail, a clear distinction between the Board and Staff roles, a focus on the future rather than the past or present, empowerment and clear accountability and being proactive rather than reactive.

In this spirit, the Board will:

1. Focus chiefly on intended long-term impacts (Ends), not on the administrative or operational means of attaining those Ends.
2. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's interpretation of members' values.
3. Perpetuate the leadership within Three Rivers Market and its Board which includes but is not limited to orientation of new Directors in the Board's governance process and recurring discussion of process improvement through policy self-monitoring.
4. Maintain group discipline, authority and responsibility
5. Encourage diverse viewpoints
6. Obey all relevant laws and bylaws.

*Adopted April 1, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved July 13, 2006*

*Amended & Approved April 12, 2007*

*Amended & Approved July 10, 2008*

*Amended & Approved August 13, 2009*

*Amended & Approved July 8, 2010*

*Amended & Approved September 9, 2010*

*Amended & Approved July 14, 2011*

## **BOARD POLICY #D2: GOVERNANCE PROCESS - Board Job Products**

The job of the Board is to function as the members' trustee, determining proper governance and management and promoting fiscal soundness to ensure that the organization's desired performance occurs.

Specific job products of the Board include:

1. The systematic link between the cooperative and its members, as delineated in Policy D8.
  - A. Since the Board represents the members, it shall educate itself regarding the values held by the members and shall act always under the influence of those values.
  - B. The Board shall report periodically to the members on its activities and decisions. At least annually, the Board shall disseminate a statement of its values and a report of its financial resources and how those resources have been translated into services.
2. Written governing policies which, at the broadest levels, address:
  - A. Ends: Organizational products, impacts, benefits, outcomes (what good for whom at what cost).
  - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. Board – General Manager Linkage: How authority is delegated and its proper use monitored.
  - D. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
3. Hiring, compensating, delegating responsibility to, and holding accountable a General Manager.

*Adopted April 1, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved February 8, 2007*

*Amended & Approved March 12, 2009*

*Amended & Approved June 11, 2009*

*Amended & Approved April 8, 2010*

*Amended & Approved March 10, 2011*

*Amended & Approved April 14, 2011*

*Amended & Approved April 12, 2012*



## **BOARD POLICY #D3: GOVERNANCE PROCESS – Board Officers’ Roles**

Officers will be elected on a yearly basis by the Board in order to help us accomplish our job by maintaining the integrity of the Board’s governance process.

1. All officers may delegate their authority but remain accountable for its use.
2. The Chairperson ensures the Board acts consistently with Board policies
  - a. The Chairperson is authorized to use any reasonable interpretation of the provisions in our Board policies.
  - b. The Chairperson will set the agenda for and chair Board meetings, as well as other meetings of the membership and Board of Directors (e.g. the annual meeting). The Chair will welcome input from the Executive Committee, GM and Directors in development of meeting agendas.
    - i. Meeting discussion content will stay within the boundaries of governance.
    - ii. Robert’s Rules will be observed when the interaction of the Board is not adequate or appropriate.
  - c. The Chairperson plans for leadership (officer) perpetuation.
  - d. The Chairperson may represent the Board to outside parties.
    - i. Only with prior Board consent, the Chair, with the Secretary, may sign notes, deeds and other conveyances of real estate.
3. It is the responsibility of the Vice Chair, to perform the duties of the Chair in the event of the absence or disability of the Chair.
4. It is the responsibility of the Secretary/Treasurer to:
  - a. Act as records officer to ensure that a complete record of the meetings of the members and the Board of Directors is kept.
  - b. Ensure the safekeeping of the archived records of TRM’s previous Board and member meetings.
  - c. Only with prior Board consent, the Secretary/Treasurer will sign, with the Chair, all notes, deeds and other conveyances of real estate.
  - d. The Secretary/Treasurer will ensure that an accurate official record related to General Manager performance evaluation is maintained. All monitoring reports will be included in the record regardless of the type of report (internal, external, direct inspection).

*Adopted April 1, 2005*

*Amended & Approved March 9, 2006*

*Amended & Approved April 8, 2007*

*Amended & Approved March 12, 2009*

*Amended & Approved September 10, 2009*

*Amended & Approved December 10, 2009*

*Amended & Approved March 11, 2010*

*Amended & Approved March 10, 2011*

*Amended & Approved March 8, 2012*

*Amended & Approved April 11, 2013*

*Amended & Approved March 12, 2015*

*Amended & Approved February 14, 2019*

# BOARD POLICY #D4: GOVERNANCE PROCESS - Board Members' Code of Conduct

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

1. Every Director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any Director acting as an individual consumer or member.
  - a. There will be no self-dealing or any conduct of private business or personal services between any Director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - b. When the Board is to decide on an issue about which a Director has an unavoidable conflict of interest, that Director shall abstain from the conversation and the vote.
  - c. A Director cannot be employed by the Cooperative.
  - d. Directors have an affirmative obligation to state any existing and possible conflict of interest of their own as well as that of another Director.
3. Directors may not attempt to exercise individual authority over the organization.
  - a. When interacting with the General Manager or employees, Directors must carefully and openly recognize their lack of authority.
  - b. When interacting with the public, the press, or other entities, Directors must recognize the same limitation and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors have an affirmative obligation to report any violation of policy or bylaws.
6. Directors will prepare for, attend, and participate fully in all Board meetings and trainings.
7. 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.
8. Any Director who does not follow the code of conduct policy can be removed from the Board by following the procedure in the Bylaws.

## Three Rivers Market Director's Statement of Agreement

As a Three Rivers Market Director, I agree to conduct myself according to the Board's Code of Conduct Policy

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Adopted April 1, 2005 - TRM  
Amended & Approved January 8, 2006  
Amended & Approved April 13, 2006  
Amended & Approved March 13, 2008  
Amended & Approved June 12, 2008  
Amended & Approved February 12, 2009*

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Amended & Approved October 13, 2011  
Amended & Approved December 13, 2012  
Amended & Approved December 12, 2013  
Amended & Approved November 10, 2016*

## **BOARD POLICY #D5: GOVERNANCE PROCESS – Board Committee Principles**

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the Board.
  - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.
  - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the General Manager.
4. A Board member must chair the committee. All committee members must be members of the cooperative.

*Adopted April 1, 2005*

*Amended & Approved October 11, 2007*

*Amended & Approved March 13, 2008*

*Amended & Approved September 11, 2008*

*Amended & Approved August 13, 2009*

*Amended & Approved October 8, 2009*

*Amended & Approved October 28, 2018*

Note: Policy D5.1 – Committee Principles-Structure was deleted 10/8/09

## **BOARD POLICY #D6: GOVERNANCE PROCESS - Annual Agenda Planning**

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda. Board priorities and goals for the year will be determined in the last quarter of each fiscal year, to be fulfilled during the subsequent fiscal year. The Board may amend the annual agenda during the year as needed.

*Adopted April 1, 2005*

*Amended & Approved December 4, 2005*

*Amended & Approved March 8, 2007*

*Amended & Approved May 14, 2009*

*Amended & Approved November 14, 2019*

## **BOARD POLICY #D7: GOVERNANCE PROCESS - Cost of Governance**

We will invest in the Board's governance capacity.

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
  - a. We will use training and retraining liberally to orient new Directors and Board candidates, as well as to maintain and increase existing Directors' skills and understanding.
  - b. We will arrange outside monitoring as necessary so that the Board can exercise confident control over organizational performance.
  - c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
  - d. We will use professional and administrative support.
3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than May.

*Adopted April 1, 2005*

*Amended (2A-C dates only) June 12, 2005*

*Amended & Approved July 10, 2005*

*Amended & Approved June 8, 2006*

*Amended & Approved February 8, 2007*

*Amended & Approved July 10, 2008*

*Amended & Approved March 11, 2010*

*Amended & Approved April 14, 2011*

*Amended & Approved August 8, 2013*

*Amended & Approved November 10, 2016*

## **BOARD POLICY #D8: GOVERNANCE PROCESS - Member Linkage**

As the representative of member interest, the Board will maintain a credible and continuing link between itself and the members to provide for accountability and to inform its policies.

Accordingly, the Board will

1. Maintain such link using methods of linkage which:
  - a. Are fair and accessible with respect to all owners;
  - b. Provide mutual information exchange;
  - c. Respect the Board's visionary role;
  - d. Occur regularly;
  - e. Are achievable and measurable; and
  - f. Are transparent and accurate
2. Incorporate members' values concerning what the cooperative should achieve.
3. Inform members about the Board's governance work and educate members on their role as members.
4. Account to the members about the accomplishment of Ends within acceptable means.
5. Have an active linkage plan revised at least annually and an effective process to accomplish the plan.

*Adopted June 8, 2006*

*Amended & Approved December 9, 2010*

## **BOARD POLICY #D9: GOVERNANCE PROCESS - Elections**

The Board will ensure that the annual elections are held for Board seats during the year the seats' terms expire. The Board will ensure that elections are fair and that the process is transparent. Election schedule and procedures will be consistent with 308B and TRM Bylaws.

1. The Board will form a Board Perpetuation Committee of at least two Board members during the January meeting.
2. No potential candidate for the current Board election may serve on the Board Perpetuation Committee.
3. In order to ensure transparency in the election process, the Committee will create and maintain an Election Code, which will outline electoral procedures.
4. The Committee will ensure that the Election Code is followed during the election process.

*Adopted March 13, 2008*

*Amended & Approved March 12, 2009*

*Amended & Approved November 12, 2009*

*Amended & Approved January 13, 2011*

*Amended & Approved December 13, 2012*

*Amended & Approved May 8, 2014*

*Amended & Approved February 13, 2020*

## **BOARD POLICY #D10: GOVERNANCE PROCESS - Board of Directors' Meetings**

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

1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns.
2. Meetings will be open to the membership except when executive session is officially called.
  - a. We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
3. We will use a relaxed version of Robert's Rules of Order.
4. The meeting agenda will be determined by the Board Chair, and may be modified at the meeting by a majority vote of the Board.
5. We will limit the amount of meeting time taken up by monitoring reports. Routine discussion of monitoring reports prior to the Board meeting is encouraged.

*Adopted July 9, 2009*

*Amended & Approved July 8, 2010*

*Amended & Approved April 14, 2011*