

BOARD OF DIRECTORS POLICY REGISTER



THREE RIVERS
MARKET
the co-op

As of August 11, 2022

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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 unlawful, oppressive, unjust, imprudent, or in violation of commonly accepted cooperative 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

Amended & Approved June 9, 2022

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. Cause or allow discriminatory or inequitable treatment of applicants or employees based upon non-job related factors inconsistent with the Board's Ethics Policy.
2. 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.
 - g. Inform employees of the Board's Ethics Policy.
3. Cause or allow policies to be inconsistently applied.
4. Operate without policies and practices that attract and retain staff that reflect the diversity of our community.
5. Allow staff to be without information on justice and equity in cooperative operations.
6. Fail to provide for adequate documentation, security and retention of employee records and all employee-related decisions.
7. Establish compensation that is:
 - a. Internally inequitable.
 - b. Not comparable to the local market and comparable co-ops.
8. Establish a minimum wage that is inconsistent with a reliable living wage calculator.
9. Establish benefits to supplement compensation that are internally inequitable.
10. Make changes to employee policies and procedures documented in the 2021 Employee Manual without first providing justification to the Board.
11. Negotiate a Collective Bargaining Agreement in a manner that is inconsistent with TRM policy.
12. Discourage or prevent any employee from reporting unethical or illegal activity to the Board, or discriminate or retaliate against any employee for reporting unethical or illegal behavior or activity.
13. Fail to inform employees of the Ends Policy and the Cooperative Principles and Values.
14. Fail to equitably offer educational resources to all employees to develop skills for participation in cooperative business.
15. Fail to conduct periodic third-party staff surveys to learn, document and respond to staff interests and concerns, and share the results with the Board.

*Adopted April 1, 2005
Amended & Approved September 14, 2006
Amended & Approved October 12, 2006
Amended & Approved November 20, 2010
Amended & Approved August 8, 2019
Amended & Approved June 9, 2022*

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, the General Manager shall not plan or budget 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. Omits planning assumptions.
3. Fails to include credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and debt service.
4. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance policy.
5. Fails to include sufficient, professional planning and research on all aspects of an expansion/relocation project; including financial assumptions, market data and location analysis.
6. Does not pursue excellence in business systems and operations.
7. Has not been studied for feasibility.

Adopted April 1, 2005

Amended & Approved July 10, 2005

Amended & Approved March 9, 2006

Amended & Approved April 9, 2009

Amended & Approved May 12, 2022

BOARD POLICY #B4: EXECUTIVE LIMITATIONS - Financial Condition

With respect to the actual, ongoing financial condition and activities, the General Manager shall not:

1. Cause or allow the development of fiscal jeopardy.
2. Cause or allow to develop a material deviation of actual expenditures from Board Ends policies.
3. Cause or allow key operational indicators to be below average for our industry.

Further, without limiting the scope of the foregoing by the following, the General Manager shall not:

4. Allow sales growth to be inadequate.
5. Allow operations to generate an inadequate EBITDAP (earnings before interest, taxes, depreciation, amortization, and patronage rebates), and net income.
6. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient, or fail to have 20 days cash on hand.
7. Allow solvency, or the relationship of debt to equity, to be insufficient or allow total debt to equity ratio to exceed 3:1.
8. Use restricted funds for any purpose other than that required by the restriction.
9. Allow late payment of contracts, payroll, loans, or other financial obligations.
10. Default on any terms that are part of the Cooperative's financial obligations.
11. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
12. Incur debt (other than trade payables or other reasonable or customary liabilities incurred in the ordinary course of doing business), without demonstrating to the Board that the transaction is accounted for in the existing or revised plan/budget, and without demonstrating that the transaction will not result in conditions outside of this Financial Condition policy.
13. Acquire, encumber, or dispose of real estate or enter into long-term real estate leases without formal approval from the Board of Directors.
14. Fail to aggressively pursue receivables after a reasonable grace period.
15. Allow financial record keeping systems and financial controls to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
16. Allow growth in ownership and owner paid-in equity to be insufficient for financial stability and future opportunities.

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

Amended & Adopted May 12, 2022

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 (metrics and benchmarks) 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, store trends, member concerns significant for operations, member relations, TRM identity and reputation, and financial stability; public events of the Cooperative, or internal and external changes.
4. Withhold from the Board relevant information from or about key partners including NCG, including (but not limited to): reports about industry trends, operational audits, risk assessment and joint liability, program participation, and member agreements.
5. 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.
6. 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.
7. 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.
8. Fail to provide the latest edition of any policy manuals to the Board.

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

Amended & Approved May 12, 2022

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 must have no fewer than two other members of the management team sufficiently familiar with GM responsibilities and Board processes to enable them to take over with reasonable proficiency as an interim successor.

Adopted April 1, 2005

Amended & Approved April 14, 2022

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. Allow a customer experience that is not welcoming and inclusive.
3. Fail to treat all customers with dignity.
4. Fail to operate facilities with appropriate accessibility.
5. 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.
6. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions, providing a range of responses.
7. Operate without written policies for handling customer misconduct that include an appropriate range of responses.

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

Amended & Approved June 9, 2022

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 (securing an appropriate location, delivering notice of this regular members' annual meeting as prescribed by law, and providing support staff and amenities).

The Annual Members' Meeting shall not fail to include:

1. Reporting to members on the following topics for the previous fiscal year:
 - a. the financial condition of the cooperative;
 - b. accomplishment of Ends (for example, the sustainable growth of our cooperative as a means for delivering on the Ends);
 - c. costs and benefits of governance - Governance financial report (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 (request assistance from the Board as needed to plan, prepare, and execute the Annual Members' Meeting).

Adopted July 13, 2006

Amended & Approved February 12, 2009

Amended & Approved February 10, 2011

Amended & Approved May 9, 2013

Amended & Approved April 14, 2022

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 fail to ensure accurate and consistent communication (verbal, written, and digital) to all members about their benefits, 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.
3. Fail to provide opportunities for meaningful participation.

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

Amended & Approved May 12, 2022

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 all forms of smoking and use of all tobacco products on all properties owned or leased by Three Rivers Market. Smoking includes but is not limited to e-cigarettes and other “vaping” devices. Use of tobacco includes but is not limited to smoking, chewing, and “dipping” snuff or other smokeless tobacco products and includes the use of marijuana.

Adopted June 9, 2011

Amended & Approved May 12, 2022

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 functioning, reliable and accessible mechanism for official Board, officer, or committee communications.
3. Allow Directors to be without an updated copy of the Policy Register, the Bylaws and Employee Manual.
4. Provide inadequate information or notice to members concerning Board actions, meetings, activities, and events.
5. Allow insufficient or inaccessible archiving of Board documents.

Adopted March 10, 2016

Amended & Approved May 12, 2022

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, or, for assistance with Board communication tasks, through whomever the General Manager designates. In delegating authority to the General Manager, the Board acknowledges the General Manager's expertise, and we will work collaboratively and transparently with the General Manager in addressing any issues as they arise. The Board will cultivate a relationship with the General Manager rooted in equity, respect, and mutual support.

*Approved March 12, 2009
Amended & Approved July 11, 2019
Amended & Approved August 11, 2022*

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 consistent with cooperative principles and with 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.
4. 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

Amended & Approved July 14, 2022

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 consistent with cooperative principles and 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 that is consistent with cooperative principles and adequate data, including clear metrics and benchmarks, that demonstrate accomplishment of that interpretation.
4. In evaluating non-compliance, the Board will consider the severity, implications, and trends, as well as the General Manager’s explanation and plan to achieve compliance.
5. 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.
6. The Board’s policy monitoring process is the foundation of our annual evaluation of the General Manager.
 - a. 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.
 - b. In September of each year the Board will review a summary of the monitoring reports received during the previous 12 months.
 - c. The Board will invite the General Manager into a conversation to share other relevant information and clarifications.
 - d. Based on the review of reports and the conversation, the Board will present an evaluation letter to the General Manager. That letter will constitute our full evaluation, and it will be delivered and placed in 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

Amended & Approved July 14, 2022

BOARD 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, competitive in our market, and sustainable for the cooperative.
2. Provides for fair and thorough handling of grievances.
3. Is reviewed as part of monitoring this policy, using a strategic process to establish the value of the General Manager's compensation. We will complete this process in a timely manner.

Adopted July 11, 2019

Amended & Approved July 14, 2022

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*

*Amended & Approved March 11, 2010
Amended & Approved April 14, 2011
Amended & Approved September 8, 2011
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

THREE RIVERS MARKET ETHICS POLICY

Ends Statement

Three Rivers Market is committed to maintaining a respectful and nourishing environment for everyone. As such, it is the responsibility of all persons and entities associated with Three Rivers Market to act with integrity and the highest ethical standards while complying with all applicable laws. Three Rivers Market recognizes that the Ethics Policy cannot cover every relevant law nor address all possible scenarios and therefore trusts all persons and entities to act accordingly. Three Rivers Market will be in relationships with those who uphold this policy.

Why an Ethics Policy?

Adherence to ethical standards is imperative for supporting Three Rivers Market's operations and values. All persons and entities interacting with Three Rivers Market in varying capacities should be aware and understand the ethical requirements and expectations of the cooperative. This policy formally establishes ethical behavior compliance expectations.

This policy applies to all persons and entities involved with the co-op, including:

- Members/Owners
- Employees
- Vendors/Suppliers
- Service Providers
- Customers and local partners
- Board Members
- Recipients of advertising, sponsorship, and donations

Behavioral Expectations (Including Diversity, Equity, and Inclusion)

[Cooperative Principles](#) of Open and Voluntary Membership (Principle 1) as well as Concern for Community (Principle 7)—combined with cooperative values such as equality, equity, and solidarity—create a mandate for the co-op to promote inclusion and belonging for everyone entering our shared community. All are expected to demonstrate our values by complying with our policies and practices when dealing with coworkers, members, suppliers, public bodies, and all others involved with the cooperative. Human dignity and the personal rights of all are respected. We expect all to interact and cooperate with each other free of prejudice, regardless of race or ethnicity; national origin or citizenship; sex; gender identity or expression; sexual orientation; religion or lack thereof; age; disability; physical or mental illness; body size or shape; union affiliation; marital status or pregnancy; political beliefs; or veteran or military status. Bullying and harassment are not tolerated, even if they take place outside Three Rivers Market or outside working hours. Such harassment includes but is not limited to:

- Intimidation or threats, whether verbal or physical
- Physical assault of any kind
- Unwelcome advances or attention
- Unwanted physical contact
- Hurtful language or inappropriate gesture
- Defamation
- Bullying or stalking
- Unwanted photography, audio, or video recording
- Purposeful destruction of merchandise or property
- Disrespectful comments that go beyond the bounds of civil disagreement

Bribery

All persons or entities affiliated with Three Rivers Market reject bribery in all its forms, including but not limited to the acceptance of gifts, gratuity, donations, hospitality, or other benefits which may be construed as a means of influence in favor of any person or entity.

Corruption

All persons or entities affiliated with Three Rivers Market will remain vigilant in recognizing personal conflicts of interest which may disrupt or damage the abilities of Three Rivers Market to carry out its mission and values. This includes voluntarily reporting known or suspected conflict of interests, and upholding honesty, propriety, and adherence to all policies or laws.

Affected Documents

1. [Employment Application](#)
2. Member Application
3. [Information for New Vendors](#)
4. [Contribution Application](#)
5. [Nourishing Change Application](#)
6. Employee Manual
7. Department Manuals
8. Website (separate page + throughout pages for documents listed here)
9. [Board Policies](#)