



## 2017 HARVEST CO-OP BOARD ELECTION PACKET

Dear Prospective Harvest Board of Directors Candidate:

Thank you for your interest in serving on Harvest Co-op Markets' Board of Directors. Volunteering on the Board is a serious, but tremendously rewarding, commitment. Elected by the co-op members, Directors are responsible for making policy, guiding and safeguarding Harvest's development, delegating responsibility to our General Manager and holding our GM accountable. We take a highly professional approach to our role, and our relationships with each other and management are congenial and respectful.

If you are passionate about co-ops and supporting local, sustainable businesses, we'd love to see you as a candidate!

Key details:

- Board terms are three years, beginning in December.
- This year, 4 out of 9 positions are open, 3 for full three-year terms and 1 for a one-year term.
- All active members<sup>1</sup> who wish to run will be placed on the ballot.

The Board of Directors will be endorsing selected candidates during the election process. Of those candidates, the Board will endorse candidates and recommend them to members. The endorsements will be based on Board consensus of who would:

- Approach Board governance with an open mind, a desire to actively participate, and an ability to meet the time commitment
- Contribute to the diversity of the Board considering a variety of measures, including that they complement the skills possessed by current directors
- Demonstrate a commitment to Harvest's mission & values as a co-op within an increasingly competitive natural foods market
- Help steward Harvest through a period of significant change and expansion
- Show signs that they would contribute to and respect consensus when serving on the Board

We look forward to meeting you and answering any questions you have at Candidate Orientation Sessions preceding the August and September board meetings. If you are interested in running for the Board but cannot attend one of these sessions, or have questions, please contact Election Committee Chair Lydia Peabody at [lpeabody@harvest.coop](mailto:lpeabody@harvest.coop), or reach out to any current director.

In cooperation,  
Election Committee, Harvest Co-op Markets Board of Directors

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<sup>1</sup> Active Member - a member who has paid equity and/or spent a minimum of \$1.00 at Harvest within the last year.



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## Background Information

### Global Ends

Harvest Co-op Markets exists for these ends:

1. **Community:** Create a welcoming shopping experience and a vibrant community for members, customers and staff.
2. **Products:** Offer healthy and sustainable products with an emphasis on organic, fair trade and local at a reasonable price.
3. **Co-op Business:** Members, customers and staff are knowledgeable and excited about the cooperative business model.
4. **Environment:** Demonstrate environmental responsibility.
5. **Employees:** Create a positive work environment for employees while providing a respectful workplace and a living wage

### Mission Statement

Harvest Co-op Markets is committed to building a vibrant community and healthier world by selling natural and organic food and bringing the benefits of cooperatives to our members.

- We offer a full line of products and services sought by our members, with an emphasis on natural and organic foods
- We educate and advocate for our members as consumers.
- We support local, organic, cooperative, and fair labor suppliers.
- We strive to build a democratic and welcoming community that celebrates the diversity of our members.



## Role of the Board: Our Responsibilities as a Policy Governance Board

- See [Principles of Policy Governance](#) or go to <http://library.cdsconsulting.coop/policy-governance-quick-guide/>
- Guide and monitor the cooperative in the best interest of member owners as a whole.
- Seek to understand the needs and values of our diverse membership.
- Communicate with and be accountable to members.
- Articulate mission, vision and expected outcomes.
- Preserve member control, protect member assets and ensure sustainability of the cooperative.
- Ensure avoidance of illegal, unethical and imprudent activities and conditions.
- Delegate company operations to management and ensure accountability.
- Perpetuate an effective Board.

## Statement of Strategy:

- We are in the natural foods industry and will sell a mix of natural, conventional and gourmet groceries that meets, as much as possible, the diverse and changing needs of shopper/members.
- Our marketing focus will derive from products and service, with the “added values” that come from being a co-op: honest, not driven by profit, community friendly, and progressive.
- We will support local, organic, cooperative and fair labor suppliers.
- We will endeavor to have a good price image without “leading with price.”
- We will build membership first by having excellent stores and second by promoting membership in a simple, non-strident manner, based on community values and return on investment.
- We will endeavor to have a supportive workplace, competitive wages and benefits and to build productivity, loyalty and longevity in our staff.
- We will aim to have superior service to shoppers/members.
- We will perform service outside the stores, which contributes to the community and promotes the co-op.
- Through our service and style, we will both welcome diversity into our stores and convey our uniqueness.
- Education will be an integral part of our promotion of the co-op and its products.
- We will endeavor to be as profitable as possible through strong management controls, aggressive promotions, and sales growth, in order to meet our other goals.
- We will grow in size and/or number of stores as rapidly as possible and practical.



## Board of Directors Code of Ethics

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

To that end, we, the directors of Harvest Co-op Markets agree that:

- The Board's authority is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the board, and we work with management to set the future direction of the coop. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- Each director's authority is equal only to the rights and authority of any individual member of the cooperative, except when the board is in formal meeting. No individual director may take action alone on behalf of the cooperative unless explicitly delegated that authority by action of the board, and no individual director has any particular rights to information not made available to all directors.
- The authority of the manager, as approved by the board in the general manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the board.
- While an individual director may disagree with a policy approved by or action taken by the majority of the board, s/he will support that policy or action as being the considered judgment of the board. An individual director shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices. The board shall have the duty to reconsider its actions appropriately.
- All directors will maintain confidentiality as needed to protect the co-op's interests and financial viability. This means that all directors shall not discuss disputed or confidential corporate actions, policies, or issues with co-op members, employees, or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the coop's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
- Directors serve as representatives of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the co-op, its members, and its staff. We respect the rights of others – directors, staff and members – to communicate their ideas free from interruption and without intimidation. All directors shall take the initiative at all times to disclose any and all economic conflicts of interest.



## Board of Directors Code of Conduct

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

- Devote the time needed to fulfill the responsibilities of the position;
- Attend all regular Board meetings and meetings of committees to which I belong;
- Be prompt, attentive, and prepared for all board and committee meetings;
- Contribute to and encourage open, respectful, and thorough discussions by the board;
- Attend and actively participate in the board's training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- Consider the business of the co-op and its members to be confidential in nature;
- Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
- Be honest, helpful, diligent, and respectful in my dealings with the co-op, with other directors, and with the co-op's management, staff, and members;
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the co-op's;
- Work for continued and increased effectiveness in the co-op's ability to serve its member/owners;
- Be a team player and agree to abide by the majority action of the board, even if its is not my own personal opinion;
- Present the agreed-upon view of the board of directors, rather than my own, when I speak for the co-op to employees, members, shoppers, and the general public;
- Refrain from asking for special privileges as a board member and from interfering with management's authority;
- Work to ensure that the co-op is controlled in a democratic fashion by its members and that all elections are open, fair, and encourage the participation of all members. Strive at all times to keep members informed of the co-op's status and plans, and of the board's work, as appropriate;
- Continually seek to learn more about the co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.

### Anticipated time commitment per month (approximate):

- Contribute material or topics for the board packet in a timely fashion.
- Prepare for the meeting by reviewing the packet—1 hr per month
- Participate in Committee work teams or projects—5-10 hrs per month
- Timely response to communication among the board—Ability and willingness to check and respond to Harvest email regularly —1-5 hours per month
- E-mail etiquette: Involve other board members only as necessary



## Board Eligibility, Structure, and Logistics

**ELIGIBILITY:** Any active member <sup>2</sup> of Harvest is eligible to sit on the Board.

**BOARD STRUCTURE:** The Board is made up of nine elected directors. No more than three salaried employees of the co-op may serve at any one time. All directors are elected by Harvest's members on an at-large basis.

**MEETINGS:** The Board meets once a month, typically on a Monday night from 6:30 p.m. until 9:00 p.m., alternating meetings between Cambridge and Jamaica Plain. Snacks are provided by the co-op. Meeting dates are scheduled at the beginning of every year, and Board members are expected to attend all meetings in person, unless notice is given that call-in participation is required. Board decisions are made by majority vote using Robert's Rules of Order.

In addition, the Board expects all directors to serve on one or more Board committees, and to attend three other events each year:

- The Board orientation session (in November);
- The Board's annual planning retreat, typically a full Saturday in January or February
- Harvest's annual meeting (October)

**COMMITTEES:** Each Board member serves on one or more committees, which tend to meet monthly. We currently have four committees: Finance, Election, Member Engagement, and Executive. Each committee (except Executive) has a charter approved by the Board; each committee except for the Executive Committee may have non-Board member participants. The Executive Committee is composed of the officers and coordinates the Board's work.

**COMMUNICATIONS:** The Board depends heavily on e-mail. If you do not have access to a computer, please let us know so we can explore an alternative accommodation.

**TERMS:** Board terms are for three years as provided in the bylaws, and begin at the December Board meeting.

**COMPENSATION:** Directors are reimbursed for expenses incurred while serving in their capacity as directors – such as phone calls, postage, child care, transportation and all other legitimate expenses. In addition, the co-op will cover directors' registration and travel expenses for professional development events approved by the Board. Directors are asked to plan expenses carefully and in advance to include in an annual Board budget and avoid cost overruns. Directors receive a gift certificate for \$100 in-store credit quarterly.

**QUESTIONS:** For further information, please feel free to email Lydia Peabody, Chair, Elections Committee at [lpeabody@harvest.coop](mailto:lpeabody@harvest.coop).

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<sup>2</sup> Active members are current on their annual renewal fee, annual equity contribution, and/or have spent a minimum of \$1 in any Harvest store in the past year.



## Elections Timetable

July	Solicitation for Candidates in Harvest communications and via other channels. Continue until the application deadline.
July 10th 6:00pm	Candidates' Information Session, at CCTV, Cambridge. Meet the current Board; learn about the role of the Board and the elections process. Candidates are encouraged to stay for the public session of Board meeting 6:30-8 p.m.
August 7th 6:00pm	Candidates' Information Session, at Hope Lodge, JP. Description as above
Sept. 11th 6:00pm	Candidates' Information Session, at CCTV, Cambridge. Description as above
Sept. 16th	Candidate applications and all accessory materials (i.e. resume, statement, photo) due to Elections Committee chair, Lydia Peabody at lpeabody@harvest.coop.
Oct. 2nd	Election Committee announces candidates (to Board, GM, Member Services and candidates themselves).
Oct. 5th	Election letter & Member Dinner Invitation sent to all members.
Oct. 15th	Election opens, online voting & ballot boxes placed in all stores.
Oct. 25th	Annual Member Meeting and Dinner with candidate forum.
Oct. 29th	Paper balloting closes. Director of Membership and Community Relations arranges for collection of ballot boxes from the stores and places all the ballots, including those mailed in, together, in a convenient and secure space.
Oct. 30th	Paper ballot vote counting. Observers are welcome.
Nov. 1	Online balloting closes. Successful and unsuccessful candidates notified by board Secretary. Notification emailed to Board, GM and Membership.
Nov. 13th	Board Orientation.
Dec 4th	First Board meeting for new Board members at Hope Lodge, JP.



## Harvest Board Candidate Application

We'd like some basic information on your background, what you feel you can offer the co-op, and what interests you about serving on the Board. If you are not viewing this in an editable form, you are welcome to attach a separate sheet with your responses.

Please submit this application with a current resume, and head-shot photo [lpeabody@harvest.coop](mailto:lpeabody@harvest.coop). Completed applications must be received by September 16, 2017.

### Contact Information

Full Name	
Email	
Phone	

### Harvest Co-op Membership Information

Your Membership Number is the number under the barcode on your membership card.

Membership Number	73021-
Member Since	Member Since:
Membership Name (if different)	

### Board Experience

Please list the organization's name, type of organization (business, non-profit, etc), dates of your participation, and details of your participation (director, committee member, any officer roles held).

Organization	Type of Org	Dates	Details of Participation





## Skills and Experience

Please briefly describe relevant business or volunteer work you have done.

Please rate your skills and/or experience in these areas, using the following scale:

1 = slight, 5 = moderate, 10 = extensive

Financial and investment analysis		Communications / Marketing	
Strategic planning		Personnel/employee relations	
Fundraising		Grocery and/or natural foods	
Participating in Community groups		Consumer issues	
Cooperative governance		Member/public relations	
Board or committee administration		Legal	
Conflict Prevention and Resolution			

Please write your Candidate's Statement (no more than 300 words) in essay form, covering the following questions. Once you are nominated, this statement will be published in the newsletter and posted in the stores.

Why would you like to serve on the Harvest Co-op Board?

What skills and experience do you bring to the Board?

What are the critical issues facing the Co-op in the next few years, and what should be the role of the Board?

What do you see as Harvest's unique advantages as a cooperative?

If you could have any superpower, what would it be and why?

*Please write your candidate's statement of no more than 300 words here*



Please include a biography (no more than 425 words) and a “head shot” photo when you submit your election materials. Photos and biographies of the current Board are online at <http://www.harvest.coop/board/directors.html>.

*Please write your biography of no more than 425 words HERE*

If you have additional comments, we welcome them here:

### **Board Candidate Materials Checklist**

Please ensure you have included all of the following with your submission:

- Resume
- Head shot photo as a separate file
- Page 8, 9 of Election packet completed with your information
- Candidate’s Statement of no more than 300 words
- Biography of no more than 425 words

To submit your application, email these items to [lpeabody@harvest.coop](mailto:lpeabody@harvest.coop). Applications must be received by September 16, 2017.