



Board of Directors Candidate Application Packet

Just Food: Northfield Community Co-op Inc.

516 South Water Street, Northfield, MN 55057

<http://www.justfood.coop>

507-650-0106

Dear Co-op owner and prospective candidate for the Board of Directors,

We are honored by your interest in serving on the Just Food Board of Directors. Just Food practices Policy Governance and seeks a Board whose membership reflects the rich diversity of our ownership in terms of race, ethnicity, gender, religion, age, disability, experience, profession, and income. Having an active and engaged volunteer board is an essential part of the governance and ongoing prosperity of our Co-op, and we believe it can be a very rewarding experience for all concerned.

Three of nine board positions are open in this year's election. Before applying, we ask that you please review the job description, eligibility requirements, and code of conduct policy below and sign the Statement of Agreement. If possible, candidates for the Board are also strongly encouraged to attend one of our monthly meetings as a guest to observe our process in person.

Applications are due July 1 and should include a high-resolution digital photo, candidate statement, and statement of agreement (below). Materials should be submitted electronically to nominations@justfood.coop with the subject line "Application for the Board of Directors" or printed and delivered to the customer service desk. Please note that information submitted with this application may be made public for the Co-op membership before elections and considered by the Board when making Board appointments.

Voting for this year's elections will be held electronically beginning in September and proceeding through the time of the annual meeting, at which time paper ballots may also be submitted. For more information, please contact Michael Pursell, Board President at michaelp@justfoodboard.com or Derek Meyers, Vice President at derekm@justfoodboard.com.

Thank you again for your time and interest.

In cooperation,

Michael Pursell, President
Derek Meyers, Vice President
Tim Braulick, Treasurer

Dick Bodman, Secretary
Helen Forsythe
Patrick Neily

Daniel Dunlap
Nancy Malecha
Page Nelson

I. Just Food Board of Directors Application Form

Applicant Information

Name			Owner Number
Address	City	State	Zip
Email		Phone	

Candidate Statement

In a typed document, please write a brief candidate statement that addresses the following questions:

- Why would you like to serve on the Board of Directors of Just Food Co-op?
- What professional experience, formal training, education, or other board experience have you had that would contribute to the Board’s work and the mission of Just Food Co-op?
- What’s something you’d like to see the co-op Board of Directors focus on in the next five years?

Signature

I hereby affirm that all the information provided in this application is true to the best of my knowledge and agree to have it released to the members of Just Food Co-op as part of the Board of Directors’ election process.

 Printed Name of Just Food Director

 Signature of Just Food Director

 Date

II. Just Food Co-op Board of Directors Job Description

Just Food Co-op is governed by a democratically elected Board of nine directors serving three-year terms. The Board is your voice at the Co-op and uses the principles of policy governance to represent the interests of member-owners and to safeguard the future of the cooperative. Though the Board does not deal directly with the day-to-day operational decisions happening in the store, they play an important role in providing oversight and leadership for the business as a whole.

Eligibility

- Board members must be member-owners in good standing of Just Food Co-op.
- Only one individual per membership is eligible to serve on the Just Food Board of Directors at a time.
- No more than one board member at any given time may be a paid employee of the Co-op. Eligible staff must be a Just Food Co-op member-owner.
- Board members must have strong communication and leadership skills and be willing and able to make decisions in a collaborative environment.

Board Responsibilities

- Ensure sound management of the Co-op by hiring, supervising, and evaluating the Co-op's General Manager.
- Enact governing policies, carry out the directives of Co-op's Articles and Bylaws and update these documents as necessary to ensure the ongoing success of the cooperative.
- Act as trustees of member-owners by providing oversight of the Co-op's finances.
- Provide a vital link between the co-op and member-owners.
- Engage in long-range strategic planning for the Co-op's future.

Expectations

- Assume fiduciary responsibility of the cooperative on behalf of all member-owners.
- Learn and practice the principles of Policy Governance to provide effective policy and leadership for the organization.
- Serve a three-year term unless elected to fill the remainder of another Director's term.
- Prepare for, attend and participate actively in board activities, including but not limited to: monthly meetings, committee work, online discussion, training sessions, and retreats.
- Work cooperatively to reach decisions and accept group decisions as the voice of the board.
- Faithfully represent the Board's interests and positions to the public while maintaining confidentiality as appropriate around protected matters.
- Work to perpetuate and improve the board itself through active recruitment, participation in democratic elections, policy formation, self-monitoring and self-assessment.

- Agree to abide by the Director's Code of Conduct policies, which include avoiding any conflicts of interest with respect to fiduciary responsibility.
- Commit approximately 10-12 hours of time to board work and meetings each month (and more for officers).

Compensation

- Board members receive an annual stipend of \$500, with a small additional stipend for officers.

Further detail regarding the duties and expectations of board members can be found in the Just Food Bylaws and Policy Register documents, which are available for download on the board's web page.

III. Code of Conduct

Directors are expected to 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. Furthermore, Directors are expected to conduct themselves in a professional manner and to understand and observe the limits of the Board's authority.

To that end, we the Directors of the Just Food Co-op agree that:

1. 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 work with management to set the future direction of the co-op. We are also responsible for carrying out other duties as provided by the Bylaws or by general or specific corporate laws.
2. Each Director's authority is equal only to the rights and authority of any individual owner of the cooperative except when the Board is in formal meeting. No individual Director may take action on behalf of the cooperative alone 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.
3. The authority of the manager 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. Directors will not attempt to exercise individual authority over the General Manager or staff and will not make judgments of the General Manager's performance except

4. While Directors may disagree with a policy approved by or action taken by the majority of the Board, they 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.
5. 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 the co-op's Owners, 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 co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
6. Directors will not engage in any 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. Directors will immediately disclose any such conflicts of interest as they arise and, 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.
7. Directors serve as representatives of the cooperative. We shall conduct ourselves with honesty, independent judgement, and courage and in a professional manner that fosters confidence and reflects positively on the co-op, its Owners, and its staff. We respect the rights of others - Directors, staff and Owners - to communicate their ideas free from interruption and without intimidation.

IV. Conflict of Interest Statement & Disclosure

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Just Food Co-op or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below.

I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Just Food Co-op, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without

limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Conflict Disclosure:

V. Statement of Agreement

By signing here I affirm that I am an eligible candidate for the Just Food Board of Directors, that I have read about and understood the board's responsibilities, expectations, and code of conduct, and that if elected I will do my best to fulfill them.

Printed Name of Just Food Director

Signature of Just Food Director

Date