

**Good Foods Co-op Nominating Committee Policies**  
**July 2009**

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## **I. Nominating Committee Process**

The Nominating Committee of Good Foods Co-op is elected by the ownership and operates independently of the Board of Directors. Its duties are to recruit and nominate candidates for the Board of Directors and the Nominating Committee and oversee the election process in accordance with Article IV of the Co-op's Bylaws. These process policies provide a guideline for the Nominating Committee to carry out its duties and the Bylaws supersede these policies.

## **A. Responsibility to Owners**

The Nominating Committee is accountable to the owners and is committed to communication with owners which includes, but is not limited to:

1. Informing the owners on how to serve on the Board of Directors or the Nominating Committee.
2. Periodically reporting to the owners about the Committee's progress throughout the year.
3. Presenting a ballot of qualified candidates to the ownership prior to the annual meeting of owners.
4. Solicit input from owners on the Committee's process, the election process, and general feedback.

## **B. Nominating Committee Job**

The job of the Nominating Committee is to recruit and select qualified candidates for the Board of Directors and the Nominating Committee and oversee the election process. Accordingly, it shall:

1. Insure that candidates are aware of their requirements. These include:
  - a) Attend two Board meetings to acquaint themselves with how the Board operates.
  - b) Attend one Open House in order to ask any questions and learn more about the Board and Nominating Committee.
  - c) Turn their candidate statements into the Nominating Committee before the deadline of February 1<sup>st</sup>.
2. Provide orientation for new Nominating Committee members at the first meeting following the election.
3. Actively recruit potential candidates for the Board of Directors and the Nominating Committee from the ownership.
4. Interview potential candidates, nominate those that are most qualified, and document the justification.
5. Maintain and follow a procedure manual on the election process to include recruitment, interviewing, and balloting.

### **C. Balloting**

The Nominating Committee shall handle balloting in accordance with Bylaws Section 3.7 and with the following provisions:

1. Only the owner of record is eligible to vote.
2. Ballots are not valid unless signed by the owner.
3. Mail-in ballots must be received at the store by the last business day before the Annual Owners' Meeting.
4. In-store balloting is permitted until three hours prior to the Annual Owners' Meeting.

## **D. Committee Meetings**

1. At its first meeting following the annual meeting of owners, the Nominating Committee shall elect a Committee Chair. The Chair shall serve for a term of one year or until no longer serving on the Nominating Committee.
2. The Committee shall attempt to reach consensus in any proposal before it. The facilitator asks for clarifying question, concerns, amendments and objections. After discussion, the facilitator tests for consensus. If no Committee member has a major objection at that time, the proposal is approved. If one or more members have a major objection, the Committee proceeds to vote on the proposal. The proposal is approved if a majority of the Committee members present votes in favor of it.
3. Any Nominating Committee member who is also a paid employee has the same duties and responsibilities as any other Committee member and also has the duty of ensuring segregation of staff and Nominating Committee responsibilities.
  - a) A Committee member who is also a paid employee is responsible to the membership as a whole and does not serve as Nominating Committee representative for staff.
  - b) If a Committee member who is also a paid employee becomes subject to written warnings or probationary status because of inadequate performance of his or her duties at the Co-op, the Nominating Committee has the discretion to require that this Committee member take a leave of absence from the Nominating Committee until his or her performance improves and is no longer subject to written warnings or probationary status.
  - c) If a Committee member who is also a paid employee is terminated for cause, this Committee member will resign from the Nominating Committee effective the date employment at the Co-op terminates.

## **E. Committee Chair's Role**

The role of the Chair is to ensure that the Nominating Committee behaves consistently with the Co-op's bylaws, its own policies, and any legal requirements.

1. The Chair has the responsibility for tracking the Committee's compliance with its policies.
2. The Chair will facilitate Committee meetings. This includes but is not limited to:
  - a) Creating the agenda for meetings.
  - b) Ensuring that minutes of meetings are taken and filed for possible review.
  - c) Honoring time constraints.
  - d) Reserving meeting space through management.
  - e) Ensuring that Committee tasks are completed in a timely manner.
3. The Chair shall submit a progress report to the Board of Directors for their September and January meetings.
4. In April, the Chair shall submit a report on the Committee's compliance with its policies. At the first meeting following the report, the Committee will have a self-evaluating discussion to deal with any issues of non-compliance and make changes as needed.
5. Following the election, the Chair shall ensure that a report is submitted on the election process and the results of the election.

## **F. Annual Agenda Planning**

To accomplish its job more effectively, the Nominating Committee will create and follow an annual agenda. This agenda will include all duties, training, events, and deadlines of the Committee.

1. The annual agenda cycle will begin at the first Committee meeting following the election and will conclude at the Annual Owner Meeting, which includes the election and is usually scheduled for the last Sunday in April.
2. Development of the annual agenda will begin at the first Committee meeting following the election and will be finalized by August with the understanding that the agenda may be revised as needed throughout the year.

## **G. Budgeting**

A modest budget shall cover printing, mailing, Open House refreshment costs, and administrative needs for recruitment and training.

1. The Committee shall assess its needs and create a budget to be submitted to the Board by the October Board meeting.
2. Receipts shall be on file for reimbursement and accountability.

## **H. Nominating Committee Members' Code of Conduct**

The Board and the Nominating Committee expect of the Nominating Committee members ethical and businesslike conduct. This commitment includes proper use of authority, discharging duties in good faith, and appropriate decorum in group and individual behavior when acting as Nominating Committee members.

As a Co-op Nominating Committee member, I pledge to do my best for Good Foods Co-op and will:

- Devote the time needed to fulfill the responsibilities of the position.
- Attend all regular and special Nominating Committee meetings and other meetings as appropriate.
- Be prompt, attentive, and prepared for all meetings.
- Contribute to and encourage open, respectful, and thorough discussions by the Committee.
- Consider the business of the Co-op and its owners to be confidential in nature.
- Disclose any personal or organizational conflicts of interests I may have or acquire, and refrain from discussing any issues related to that conflict.
- Be honest, helpful, diligent, and respectful in my dealing with the Co-op, with other Committee members, and with the Co-op's management, staff, and owners.
- Work for continued and increased effectiveness in the Co-op's ability to serve its owners.
- Be a team player and agree to abide by decisions of the Board and the Nominating Committee, even if it is not my own personal opinion.
- Follow the Process Policies of the Nominating Committee.
- Present the agreed-upon view of the Committee rather than my own, when I speak for the Committee to the Board, staff, owners, shoppers, and the general public.
- Refrain from asking for special privileges as a Nominating Committee member.
- Work to ensure that the Co-op is controlled in a democratic fashion by its owners and that all elections are open and fair and all owners are encouraged to participate.
- Continually seek to learn more about the Co-op's needs as regards board candidates and about responsibilities as a Nominating Committee member.

As a Nominating Committee member, I agree to abide by this Code of Conduct. I agree that if I have violated the letter or spirit of this agreement, board members or other Nominating Committee members may take action to remove me from the Nominating Committee.

At the first Committee meeting following the election, newly elected members will be required to sign this Code of Conduct.