



January 2012

Dear Member-Owner:

Thank you for your interest in running for a seat on the Board of Directors! If you want to know what's going on at the Co-op and have a hand in shaping its future, the board is the place to be.

PFC has a proud forty-one year history of serving the Ann Arbor community. Member-Owners are the core of the organization and serving on the board is one of the most important ways a member can contribute to PFC.

To run for the board you must be a PFC member in good standing. You must submit a Candidate Statement to the PFC business office by 10 p.m. March 8th, 2012. Please email your picture to: **outreach@peoplesfood.coop**. You have two means to put forward your candidacy. You may return the Declaration of Candidacy form by **March 8th, 2012** or if you choose to run by petition, you must return completed petition forms by March 8, 2012 (petition forms are available from the PFC business office during normal business hours

This packet contains:

- pg. 2: Board of Directors Philosophy and Operations
- pg. 3: Board Job Description
- pg. 4: Board Responsibilities
- pg. 5: Application procedure
- pg. 6: Declaration of Candidacy form

Please review these materials carefully. We welcome your questions regarding the election process and/or the duties and responsibilities associated with serving on the board. Candidates should attend at least one board meeting to become familiar with our governance process. Each Candidate Statement and photo will be printed in the upcoming election issue of our newsletter, as well as posted in the store for member review.

Feel free to call any board member. Their contact information appears in every newsletter. You may also call the PFC office and speak with our Interim General Manager, Kevin Sharp.

Once again, thank you for your interest. We look forward to hearing from you and receiving your Declaration of Candidacy and Candidate Statements!

Sincerely,

The PFC Board of Directors



Board of Directors Philosophy and Operations

Board Governance

We work within the policy governance framework. Under this model, in the form developed by John Carver in his book Boards That Make A Difference, the board focuses on the future direction of PFC rather than daily operations. We do so on behalf of its member-owners. We have developed and continually revise policies that define the difference we want PFC to make in the world and that provide guidance to our general manager.

The policy governance approach frees the board to concentrate on the future –the right direction for PFC. Rather than spending our time reviewing detailed reports, our task is to plan a future consistent with the needs and wants of our members and to craft policies that guide PFC in the achievement of that future.

It is important for candidates to understand that the board does not “run the co-op”. That is the general manager’s job. We establish policies in those areas about which we care strongly and carefully monitor the co-op’s performance. The general manager manages store operations and other PFC activities within the policy guidelines set by the board. Management is evaluated only on how well it meets these guidelines and is otherwise free to act as it sees fit. Monitoring reviews only those specific areas defined in the policies. The board defines, delegates and monitors but does not “carry out” the co-op’s work.

The main areas of board activity are:

- Linking with member-owners. As their representatives we seek their input and strive to foster their sense of ownership.
- Enacting policy such that we direct, control and inspire the organization.
- Assure management/organizational performance through regular monitoring.
- Board training and self-evaluation to ensure effective governance.

Board Compensation

The rewards of board service derive from working together with like-minded people to shape the future of the organization we all believe in. There is no monetary compensation, however directors do receive a small quarterly gift certificate for use at PFC and are reimbursed for childcare expenses resulting from participation in board meetings and functions.

Board Structure

The board comprises seven directors serving staggered three-year terms. From its ranks the board elects a president, vice-president, secretary and treasurer each year at its first meeting after the election.



Board of Directors Job Description

The board of directors is responsible to the membership for PFC's performance through all of its activities. It delegates some of this responsibility to the general manager and holds the general manager accountable for organizational performance but ultimate responsibility resides with the board.

Duties and responsibilities include:

- Represent the interests of the membership as a whole.
- Prepare for each board meeting by reading the materials and being ready for discussion.
- Take initiative and provide leadership.
- Participate actively in discussions, share your viewpoint then support the group's decision.
- Learn and apply the policy governance model in board proceedings.
- Read, understand and support PFC policies and by-laws.
- Share equally with other directors in committee and task force work.
- Disclose conflicts of interest immediately.
- Hold in confidence any information so designated.
- Attend all regular and special board meetings.
- Attend all meetings of the membership.
- Be accessible by phone and e-mail to other board members and the membership.
- Fulfill commitments within the agreed upon deadlines.
- Adhere to the commitments set forth in the "Declaration of Candidacy".
- Be loyal to the organization.
- Support the co-op by being an active member-owner and shopping regularly.
- Actively recruit new co-op members and encourage their participation in PFC.
- Serve as an advocate for PFC.
- Be aware of the benefits and programs PFC has to offer.
- Keep your notebook of board policies orderly and up to date.



Board Responsibilities

Training and Planning

Directors meet for planning and/or training periodically (typically 1-2 times per year) to address upcoming board initiatives and improve their knowledge in such areas as financial reporting, market conditions, or governance. These sessions vary in length from 2-8 hours. In some years we hold a more extensive planning retreat to review current PFC goals and focus on the direction PFC will take over the next five to seven years. It generally lasts about twelve hours and is typically spread over a Friday evening and Saturday. In many years PFC has brought in a nationally known expert on cooperative board governance to lead these sessions.

Time Commitment

Directors often spend a total of 4-16 hours per month on various Board related work. There are 10-12 regular Board meetings each year, usually held on a weeknight and lasting for 2-3 hours. Complete pre-reading of agenda materials and full preparation are required and essential for responsible decision-making and efficient time management. Directors must attend all meetings of the Membership. Directors also participate in committee work deemed necessary by the Board and are usually seated on 2-3 committees. Committee meeting dates, time, and work-load distribution are established by the committee. Email is essential for between-meeting information sharing and discussion. Therefore, potential Directors should have regular access to email. Directors are also required to participate in any planning and are highly encouraged to take training sessions recommended by the Board.

Upcoming Training and Planning dates:

- May 19, 2012 – CBL 101 in Mt. Pleasant, MI

Qualifications

- Commitment to the PFC Membership
- Propensity to think in terms of systems and contexts
- Ability and eagerness to deal with values and long-term planning
- Ability to participate assertively (not aggressively) in deliberations
- Willingness to delegate

Directors must be PFC Members in good standing and should be dedicated to the success of the Cooperative. We value diversity and seek candidates with a wide range of backgrounds and viewpoints – people who can work together as a team as well as take initiative on independent projects. Those with backgrounds in social or market research, cooperative ventures, community involvement, business, accounting, law, or organizational development are often particularly well suited to contribute to the Board. But, all that is required is your commitment to the organization and its future.



Application Procedure

PFC members, who would like to run for a seat on the board, must submit a Candidate Statement that answers these questions:

- Why are you interested in serving on the PFC board?
- What do you believe PFC's priorities should be in the coming years and why?
- What knowledge, skills, experience, and energy would you bring to the board?

This statement must be limited to **350 words or less and be as clear and concise as possible**. This will be the primary source of information on which members will base their voting decisions. Sample statements are available upon request. Statements will be edited for length, if necessary, and published in the election issue of the PFC newsletter along with the ballot. **Please provide a current photograph for publication along with your statement.** Your photo should be of sufficient quality and clarity for publication in the newsletter. Digital photos are preferred, but not required. Your Candidate Statement and photo **must be turned in to the PFC business office no later than 10pm on March 8, 2012.**

Additionally, potential candidates have 2 methods of putting forward their candidacy:

1. Members are encouraged to submit to the Nominations Committee a completed Declaration of Candidacy form by March 8, 2012. Members who turn in a Declaration of Candidacy will be notified within 5 business days of the Nominations Committee's intention to proceed.
2. Members who are not selected by the Nominations Committee may also run by petition. Petitions are available at the PFC business office. The Petition of Candidacy must be signed by at least 100 members in good standing. Petitions must be turned in by March 8, 2012

2012 Candidacy and Election Timeline:

- **December 2011 through February 2012:** Candidate recruitment, including signs in the store, newsletter, and direct outreach by members of the board.
- **March 8, 2012:** Deadline for all Declaration of Candidacy and Candidate Statements to be submitted to the PFC business office.
- **March 8, 2012:** If running by petition, all petition forms with member signatures must be submitted to the PFC business office.
- **Late March 2012:** Voting begins with distribution of the PFC newsletter containing the election ballot, Candidate Statements, and photos from all official candidates for the 2012-2014 term on the board. Ballots, statements, etc. are also posted in the store.
- **Tuesday April 24, 2012:** PFC Annual Meeting, close of voting, final tally, and announcement of election results.
- **Following board meeting:** Election results are certified and the newly elected directors installed. Officers are elected.



Declaration of Candidacy for the People's Food Co-op Board of Directors

I declare my candidacy for the People's Food Co-op Board of Directors for the term beginning in April 2012 and running through April 2015.

I recognize that if elected as a Director I will have a fiduciary responsibility to the Member-Owners to act in an informed and prudent manner, and that I may be held personally liable if I do not.

I recognize that if elected as a Director I will have a duty to represent the Member-Owners at large and to act in their best interests (not those of any individual or faction).

I understand that serving as a Director requires that I:

1. Prepare for and attend Board meetings and meetings of the Membership.
2. Attend Board training sessions and retreats. Specifically I am able to attend the CBL 101 training on May 19, 2012 in Mt. Pleasant, MI.
3. Share committee and task-force work equally with the other Directors.
4. Become familiar with and abide by PFC policies and by-laws.
5. Take responsibility for Board duties and work together with the other Directors in a spirit of understanding, respect, and mutual support to make decisions that will enhance the viability of the Co-op.

I qualify to serve as a Director in that I am a PFC Member in good standing.

I have read and understand the Duties and Responsibilities information and other material supplied in the candidate's packet.

PLEASE PRINT

NAME

ADDRESS

PHONE NUMBER

CO-OP ISSUES OF PARTICULAR INTEREST TO ME:

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SIGNATURE

DATE