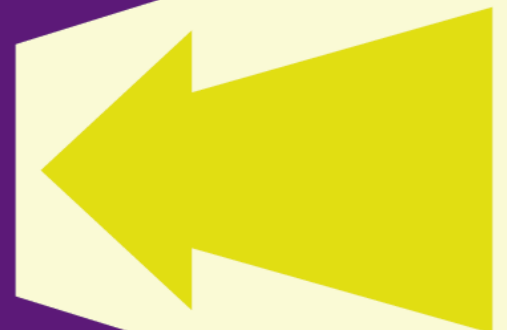
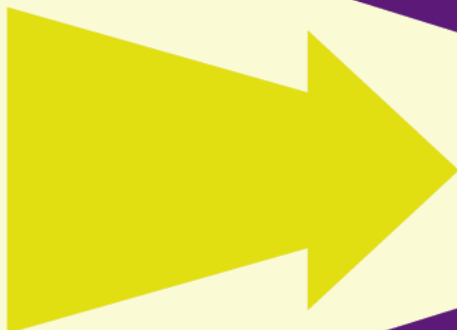


willy street co-op
BOARD OF DIRECTORS
CANDIDATE PACKET

Deadline for applications:
August 29 at 3pm





Information on running for the Willy Street Co-op Board of Directors

Greetings,

Thank you for your interest in running for the Willy Street Co-op Board of Directors.

Willy Street Co-op is a cornerstone of our vibrant community. As an Owner, when you shop at the Co-op, you are supporting local farmers, suppliers, and staff who live and work here. Your Board recognizes the growth and diversity of Dane County and the Co-op creates many new challenges for us. As we respond to them, we are committed to honoring the wide diversity and interests of our Owners, staff, suppliers, and community and ensuring the long-term success of the co-op. Read on to learn how you can help set the strategic direction and contribute to our Co-op's bright future.

The Board of Directors plays a critical role in ensuring the continued success and health of the Co-op. We represent all Owners in setting the standards for the Co-op's performance. We are engaged primarily in developing the vision and long-term viability of the Co-op. The Board uses the Policy Governance Model to oversee the Co-op, a system that emphasizes values, vision, and the empowerment and accountability of both the staff and the Board. More information on Policy Governance can be found later in this packet.

We are seeking a wide variety of skills in Board candidates for this year's three open seats. Please read the following application packet carefully, and feel free to let us know what questions you have by emailing our Board Development Committee at bdc@willystreet.coop.

Thanks again for your interest in serving your Willy Street Co-op.

Yours in cooperation,
The Willy Street Co-op Board of Directors

Mission, Ends, and Cooperative Principles

Mission: Cultivate and empower community, customers, employees, and suppliers through cooperative principles and practices.

Ends: Willy Street Co-op will be at the forefront of a cooperative and just society that:

- has a robust local economy built around equitable relationships;
- nourishes and enriches our community and environment; and
- has a culture of respect, generosity, and authenticity.

Cooperative Principles:

- 1. Voluntary Open Ownership:** Open to all without gender, social, racial, political, or religious discrimination. You may shop, you may join, and you may leave the Co-op at any time.
- 2. Democratic Owner Control:** One Owner, one vote. Your voice will be heard.
- 3. Owner Economic Participation:** Owners contribute equitably to, and democratically control, the capital of the cooperative. The economic benefits of a cooperative operation are returned to the Owners, reinvested in the Co-op, or used to provide Owner services. You control the capital.
- 4. Autonomy and Independence:** Cooperatives are autonomous, self-help organizations controlled by their Owners. Together, you are autonomous.
- 5. Education, Training, and Information:** Cooperatives provide education and training for Owners so they can contribute effectively to the development of their cooperatives. They inform the general public about the nature and benefits of cooperation. You can develop yourself into the consumer you want to be.
- 6. Cooperation Among Cooperatives:** Cooperatives serve their Owners most effectively and strengthen the cooperative movement by working together through local, regional, national, and international structures. You are more successful when you cooperate with others who know how to cooperate.
- 7. Concern for the Community:** While focusing on Owner needs, cooperatives work for the sustainable development of their communities through policies accepted by their Owners. You can do something for the community even as you keep succeeding.

Serving on the Board

What is the Board of Directors and what does it do?

The Co-op is governed by a nine-member Board of Directors that is democratically elected by its Owners. A maximum of two Board Members may be employees of the Co-op. The Board, including any elected employees, represents Ownership at-large (not any subset of Owners) and is directly accountable to Owners for the activities and accomplishments of the Co-op. The Board term is three years.

Each Board Member shall participate as an individual in the Board's:

- Ongoing planning activities to determine the organization's mission and strategic direction.
- Evaluation of the success of the organization's services toward achieving the mission.
- Adoption of policies that further the organization's mission and goals.
- Periodic review of policies to assess their relevance to the organization's changing needs.
- Annual review and adoption of the organization's budget.
- Assessment of the organization's financial performance at least four times per year.

Each Board Member shall help the Board fulfill its obligation to:

- Maintain the financial stability of the organization while ensuring long-term growth.
- Hire, set compensation for, and annually evaluate (using mutually established goals) the General Manager.
- Contribute to the Board's actions to support the General Manager as needed to accomplish the organization's mission and goals.

Each Board Member shall see that the Board:

- Annually monitors internal controls and that a summary of the results of the annual review is provided to the entire Board.
- Assesses periodically the need for insurance coverage relating to the organization's activities.
- Communicates consistently with Owners and seeks their input on the organization's issues.
- Recruits candidates and orients new Board Members.

Expectations:

- Comply with Code of Conduct applicable to the Board.
- Prepare for and attend all Board meetings, usually 10 to 12 per year, lasting 2-3 hours.
- Commit 10-15 hours per month to Co-op business.
- Attend the annual Board retreat and periodic board education events.
- Serve on at least one Board Committee.
- Attend the Annual Membership Meeting.
- Commit to the full term for which the Board Member is elected, usually three years.
- Maintain confidentiality of all matters, as required.
- Write at least two newsletter articles for the Board Report section, or attend at least two community events to represent Willy Street Co-op.

Minimum Qualifications:

- Be an Owner of the Co-op in good standing.¹
- Have proven ability to communicate in a clear, concise manner.
- Have prior experience making decisions in a group setting.
- Be willing to provide personal information for the Board Member (and spouse if applicable) including home address, Social Security Number, phone number, email address, Willy Street Co-op Owner number, or any other information required.
- Have the ability to attend remote meetings
- Be familiar with Google apps including Gmail, Hangouts, and Drive (or being willing to learn some new tech skills!)
- Satisfy other criteria that may be required by the Board.

The Board is committed to doing its work through a governing system called “Policy Governance.” Prospective candidates are advised to carefully read the information on Policy Governance at the end of this packet, as it is integral to the function of the Co-op. The Board governs the organization and delegates all operational duties to one employee, the General Manager, Anya Firszt.

¹Per the Co-op Bylaws, an owner in good standing must have made at least one recent purchase, be current in their equity payments, and have no incidents of inappropriate behavior on co-op property. The co-op offers discounts and support on ownerships to those for whom the cost of membership creates a financial barrier, and we encourage anyone interested in ownership or our governance work to ask about these options. To be eligible for board candidacy, owners should be in good standing and hold a current individual or household account at the time applications are submitted and reviewed. No business account numbers will be eligible. Candidates can be a primary or secondary named on a household account, but only one candidate is allowed per owner number. If a Board Member or candidate should be removed as a secondary Owner on their account, they must contact Willy Street Co-op administrators immediately to inform them of their new account number. Per the Co-op Bylaws, if a Board Member fails to maintain good standing, terminates their Ownership, or if their secondary account member status should be removed prior to creating a new account, their Board Membership will automatically be terminated.

Frequently Asked Questions

What does the Board of Directors delegate?

The Board of Directors delegates decisions regarding the day-to-day operations of the Co-op to the General Manager. The Board sets governance policies for the General Manager, who in turn manages Co-op staff and the operations of the Co-op in accordance with those policies.

What are the desired qualities for running for the Board of Directors?

In addition to meeting the expectations and minimal qualifications cited previously, Board Members will have:

- Interest in serving the Willy Street Co-op and commitment to its mission and values.
- Willingness to work closely and cooperatively with other Board Members.
- Commitment to providing the time and energy necessary to accomplish the Board's objectives and to fulfilling the term required.
- Understanding of, and commitment to, Board requirements for confidentiality.
- Effective communication skills
- Ability to learn quickly.
- Strong organizational skills.

In addition, we are seeking potential Board Members who are able to bring more specialized skills to their service. Specific areas of interest are:

- Strategic planning
- Cooperative business and governance
- Administration and management
- Leadership and group facilitation skills

Individual Board Members must either be free from conflicts of interest *or* be willing to disclose any potential conflicts of interest to all Board members. Board members must also disclose potential conflicts of interest any time that they may arise in conjunction with conducting Board of Directors business. Board Members with conflicts of interest may be asked to recuse themselves from making decisions related to disclosed conflicts.

What is a conflict of interest?

A conflict of interest is a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. Conflicts of interest may arise when a Board Member:

- Has affiliations with organizations that are in competition with the Cooperative.
- Has affiliations with organizations or individuals that may receive a financial benefit from business with the Cooperative.

Board Members who are also employees are subject to unique conflicts of interest. Examples of unique conflicts of interest that may arise are when a Board Member:

- Is an employee and decisions are being made pertaining to their financial well-being.
- Is an employee who directly reports to the General Manager and decisions are being made pertaining to their performance.

- Is an employee represented by the bargaining unit and decisions are being made related to finances or the General Manager's performance pertaining to collective bargaining.

I am a staff member and I would like to run for the Board, what do I need to know?

The Co-op is a consumer cooperative, not a worker cooperative; however, staff who are Owners of the Co-op are eligible to run for the Board of Directors. The Co-op's Bylaws state that up to two employees can serve as Board Members (Section 5.2). Board Members have a duty of loyalty to the Co-op and a fiduciary responsibility to act in the best interests of the Co-op as a whole. These duties and responsibilities apply to all Board Members, including any employee Board Members. Employee Board Members do not represent employees, just like other Board Members, they represent all Owners.

How much time is required by Board Members?

The Board typically meets once monthly from 6:30-9:00 pm either in-person at our Central Office (1457 E. Washington Ave. in Madison) or virtually. Some meetings run longer than scheduled. The Board reviews their annual meeting calendar each year, generally after new board members are seated. Board Members also attend an orientation after being elected, as well as various Owner meetings including the Annual Meeting on October 1, and work on outside projects or proposals such as writing newsletter articles and/or attending community events. Board strategic planning retreats are held at least once a year. Board Members are encouraged to attend national or regional co-op conferences when applicable.

What is the compensation for serving?

The primary reward for serving on the Board is the satisfaction that comes from doing useful work. Board Members are compensated monthly with a check for \$260. The Board Chair and Vice Chair receive \$660 and \$435 per month respectively. In addition, all Board Members receive a 15% discount on Co-op purchases. The Board provides special training for new Board Members and ongoing training for all Board Members. Finally, reimbursement for child care expenses while attending Board meetings, as well as for printing Board materials, is provided.

I'm sure I have time to commit and I want to serve Willy Street Co-op; how else can I make up my mind on whether or not to apply?

Additional information about Board service may be obtained by contacting any member of the current Board of Directors; you can find email addresses for each Board Member on Page 1. This may provide a more personal perspective on Board service. Board meetings are open to all Owners, and you can find our meeting schedule in the Reader and on our website at www.willystreet.coop/events. Finally, approved Board meeting minutes are posted in the Owner Resources Areas at our stores.

I've decided to run, now what?

To prepare for running and to help Owners make an informed decision on who they will vote to represent them, we ask that you complete the Board candidate activities listed below.

Required Board candidate activities include:

- 1. Fulfill the ownership requirements at the time of application.** If an application is submitted by an individual without a valid owner number included in their application packet, their application will not be considered. Candidates may re-submit their application with the owner number once this requirement is met, but it must be received by the deadline below.
- 2. Attend a Board Information Session with a current or former board member.** In this hour-long session, the candidate will meet with seasoned board members and support staff, view a brief presentation, and have the opportunity to ask questions about the experience of board members. Out of respect for the

meeting host's time, we ask potential candidates to confirm their attendance at least 48 hours in advance of the session. If the session times are not conducive to your schedule, you may request an alternate date and time. To do so, potential candidates should reach out to request a meeting no later than **August 19**. To request an information session, please contact BDC@willystreet.coop with three dates and times when you are available.

- Tuesday, June 25 at 6:00 PM via a Virtual Meeting (Look for a link on www.willystreet.coop/run-for-board)
- Tuesday, July 23 at 6:00 PM. (Look for a venue to be announced on www.willystreet.coop/run-for-board)
- Saturday August 17 at Noon at Aubergine (1226 Williamson Street, Madison, WI)

(Please note, any board member that is currently serving will be granted an exemption from this requirement. Owners will be asked to disclose their owner number at or prior to the information session. Requests for alternate session dates will not be considered if received after August 19).

- 3. Submit the application materials listed below via email to the Board Development Committee (bdc@willystreet.coop) no later than **August 29, 2024, 3:00 pm**.** These materials will be published in the October Reader (our newsletter) and/or in other media we use to promote the election.
- a. Candidate name and valid owner number
 - b. A clear, high resolution headshot (Either a resolution of 200 dpi or higher or a file size of at least 1MB). Print photos may also be submitted, but we cannot guarantee return of the photo.
 - c. A summary statement of up to 50-words about you and/or your interest to run.
 - d. Answers to the following questions (up to 450 total word maximum between all three answers):
 - ✓ Why do you believe Owners should choose you to represent them? (Please disclose any potential conflicts of interest.)
 - ✓ Help the co-op's owners get to know you by describing how you have been active in our local community
 - ✓ How will you use your skills and experience to further the mission and vision of the Co-op?
 - e. *Optional:* A website (blog, Facebook page, Twitter handle, etc.).

(Please Note: Applications must be complete and properly formatted at the time of submission. Applications that are incomplete or that do not follow the layout described above will be reformatted and/or printed as submitted with an indication in ballot materials and other media that submissions did not include the requested information. Should an application be largely incomplete or without required information, it will not be submitted and the applicant will be contacted. Cooperative staff will not provide suggestions for revisions. Applicants are welcome to resubmit their applications, but it must be received by the deadline noted.

- 4. Strongly Recommended: Attend at least one board meeting in the six months prior to the application deadline.** You may attend one or more of the Board Meetings. If you do not attend a board meeting, it will be noted in election media and on the ballot. Board Meetings start at 6:30 pm. Information about board meeting dates can be found at: <https://www.willystreet.coop/about-us/co-op-governance>.
- 5. Strongly Recommended: Plan to attend the Annual Meeting on October 1.** Please come prepared to meet Owners during meeting registration, introduce yourself and to make a brief statement to the Owners at the meeting. Information regarding the date, time of day, and details about the meeting will be published at a later time at: www.willystreet.coop/run-for-board.

When will the election be held?

The polls will be open October 1-October 16, 2024. Online and vote-by-phone ballots will be due at 11:59 pm October 15, and all paper ballots must be received by 6:00 pm October 16, 2024, when the Board holds its special meeting to receive a tally of the votes.

Thank you for considering running for the Board of Directors of your Willy Street Co-op! Having a diverse array of qualified candidates helps to shape the strategic direction of the Co-op and ensures our continued success.

Policy Governance

The Willy Street Co-op Board uses the Policy Governance™ model to maintain accountability and to focus our vision regarding the “big-picture.” The model allows our Board to clearly define its expectations of the General Manager; monitor progress toward achieving the expectations; and then verify that the expectations were met. This process provides us with the information we need to fulfill our fiduciary duties, ensure our Owners and stakeholders are well-served, and accomplish our organizational purpose.

Policies are our primary vehicle for reporting accountability, and we monitor compliance with policies on a regular basis. We have four general categories of policies that express our expectations and the acceptable means to meet them:

- A. **Ends Policies** broadly state the desired organizational outcomes and ongoing priorities of what should be achieved and for whom.
- B. **Executive Limitations Policies** delineate job expectations and acceptable boundaries within which the General Manager can act.
- C. **Board Process Policies** describe the Board’s function, process, and products.
- D. **Board-Management Relationship Policies** describe how the Board delegates to our sole employee, the General Manager.

We start crafting policies using broad statements regarding allowable and prohibited behavior and then specify further as needed. We limit the level of detail in our written policies to that which is required for the Board to remain accountable, then delegate the means to achieve compliance to the General Manager. This approach allows for maximum flexibility and creativity within the established boundaries.

The Policy Governance model enables the Board to:

- Focus leadership on the future and larger issues while allowing others to decide on smaller issues and day-to-day operations.
- Delegate genuine authority to others while remaining accountable.
- Assess compliance with policy and evaluate performance regularly.
- Clearly articulate expectations for the Board, General Manager, and committees.

The Board of Directors exists for the sole purpose of ensuring, on behalf of our Owners, that the organization performs as it should. We must constantly evaluate our purpose — the impact we want to create for Owners, our community, and the broader world – that justifies our existence. This brings us to the most important question: What difference does having this Co-op in the world make to you?

Policy Governance was developed by John Carver; the term is registered and protected. Carver’s website address is www.carvergovernance.com.

**Policy Governance information is adapted from Eastside Food Co-op. Used with their permission.*