

POLICY REGISTER

GOVERNANCE POLICIES

United with management, the Board adopted the policies in this policy register. These policies are intended to introduce the philosophy of policy governance as the guiding force underlying all future Board decision-making. In adopting these policies, the Board recognizes that the policies are, in part, aspirational, and may require flexibility in application and refinement based on experience. At the same time, these policies represent the Board's considered determination of the philosophical structure which will best advance the interests of Wild Oats Food Co-op and the community it serves.

DATED: November 17, 1998

LAST REVISED: September 19, 2016

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POLICY TYPE: Ends
POLICY TITLE: E –Wild Oats Food Co-op Mission and Ends
ADOPTED: April 27, 2009
LAST REVISED: July 18, 2016

Ends Global: Mission

While adhering to the Cooperative Principles*, Wild Oats Market exists to provide its member-owners, customers, employees, and our regional community:

- E1. A plentiful selection of fresh, healthful food at reasonable prices, with an emphasis on organically grown and fair-trade products, provided by local farmers and producers and by cooperative businesses when possible;
- E2. A stable and responsive employer that is committed to employee well-being and to promoting and practicing environmental stewardship;
- E3. A welcoming, sustainable, cooperatively-owned full-service business that is inclusive of diverse persons and needs and strengthens the local community;
- E4. Access to relevant information about food, nutrition, the environment, the cooperative business model, and the co-op's long-term vision;
- E5. Excellent customer service from well-trained, respectful, friendly, and knowledgeable staff; and
- E6. An advocate for and supporter of local producers, small farms, and other cooperative businesses.

* Cooperative Principles

1. Voluntary and open membership.
2. Democratic member control.
3. Member economic participation.
4. Autonomy and independence.
5. Education, training and information.
6. Cooperation among cooperatives.
7. Concern for community.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L – Global Executive Constraint
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The General Manager must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles and our Ends.

POLICY TYPE: Executive Limitations POLICY
TITLE: L1 – Treatment of Customers
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The General Manager will not be unresponsive to customer needs. Accordingly, the

General Manager must not:

- L1.1 Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
- L1.2 Allow an unsafe shopping experience for our customers.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L2 – Staff Treatment and Compensation
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

Accordingly, the General Manager must not:

L2.1 Operate without written personnel policies that:

L2.1.1 Clarify rules for staff.

L2.1.2 Provide for fair and thorough handling of grievances.

L2.1.3 Are accessible to all employees.

L2.1.4 Inform staff that employment is neither permanent nor guaranteed.

L2.2 Cause or allow personnel policies to be inconsistently applied.

L2.3 Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.

L2.4 Establish compensation and benefits that are internally or externally inequitable.

L2.5 Change the General Manager's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

This policy will be monitored annually through a written report from the General Manager and as needed.

POLICY TYPE: Executive Limitations
POLICY TITLE: L3 – Financial Condition and Activities
ADOPTED: November 14, 1999
LAST REVISED: May 23, 2016

With respect to the actual, ongoing financial conditions and activities, the General Manager will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the General Manager must not:

- L3.1 Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
- L3.2 Use restricted funds for any purpose other than that required by the restriction.
- L3.3 Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- L3.4 Default on any terms that are part of the Co-op's loans.
 - L3.4.1 Allow late payment of contracts, payroll, loans or other financial obligations.
- L3.5 Allow operations to generate an inadequate net income.
- L3.6 Allow sales to be inadequate.
- L3.7 Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
- L3.8 Allow solvency, or the relationship of debt to equity, to be insufficient, or allow member investment in the Co-op to be insufficient.
- L3.9 Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles.
- L3.10 Acquire, encumber or dispose of real estate.

This policy will be monitored quarterly by internal report and as needed by external report (review, audit or financial analysis).

POLICY TYPE: Executive Limitations
POLICY TITLE: L4 – Business Planning and Financial Budgeting
ADOPTED: November 17, 1998
LAST REVISED: July 18, 2016

The General Manager must not operate without an annual budget and a multi-year plan, which must not deviate materially from the Board's Ends priorities nor risk fiscal jeopardy.

Accordingly, the General Manager must not create plans or budgets that:

- L4.1 Risk incurring those situations or conditions described as unacceptable in the Board policies "Financial Condition and Activities" (L3) or "Asset Protection" (L5).
- L4.2 Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- L4.3 Plan expenditures in any fiscal year that would result in default under any of the Cooperative's financing agreements or cause the insolvency of the Cooperative.
- L4.4 Have not been tested for feasibility.
- L4.5 Provide less for Board prerogatives during the year than is set forth in the Cost of Governance Policy (G7).
- L4.6 Do not address excellence in business systems and operations.
- L4.7 Leave the co-op unprepared for future opportunities.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L5 – Asset Protection
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The General Manager must not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

Accordingly, the General Manager must not allow:

- L5.1 Equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
- L5.2 Unnecessary exposure to liability or lack of insurance protection from claims of liability.
- L5.3 Inadequate security and maintenance of premises and property.
- L5.4 Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - L5.4.1 Improper usage of members' and customers' personal information.
- L5.5 Uncontrolled purchasing or purchasing subject to conflicts of interest.
- L5.6 Lack of due diligence in contracts and real estate acquisitions.
- L5.7 Damage to the Co-op's public image.
- L5.8 Receipt, processing, or disbursement of funds under controls insufficient to meet the Board-appointed auditor's standards.
- L5.9 Failure to establish and require strict compliance with written procedures with respect to the handling of cash.
- L5.10 Deposit of the organization's funds in institutions where they are not fully protected unless specifically approved by the Board.

This policy will be monitored annually by internal report, and by external report (review or audit) as needed, as determined by the Board.

POLICY TYPE: Executive Limitations
POLICY TITLE: L6 – Communication to the Board
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The General Manager must not cause or allow the Board to be uninformed or unsupported in its work.

Accordingly, the General Manager must not:

- L6.1 Submit monitoring data that is untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
- L6.2 Report any actual or anticipated noncompliance with any policy of the Board in an untimely manner, along with a plan for reaching compliance and a proposed schedule regarding follow up reporting.
- L6.3 Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes that affect the assumptions upon which Board policy has previously been submitted.
- L6.4 Withhold his/her opinion if the General Manager believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the General Manager.
- L6.5 Deal with the Board in a way that favors or privileges certain Board members over others except when responding to officers or committees duly charged by the Board.
- L6.6 Fail to supply for the Board's consent all decisions delegated to the General Manager yet required by law, regulation or contract to be Board-approved.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations POLICY
TITLE: L7 – Board Logistical Support
ADOPTED: March 15, 2010
LAST REVISED: May 23, 2016

The General Manager will not allow the Board to have inadequate logistical support.

Accordingly, the General Manager must not:

- L7.1 Provide the Board with insufficient staff administration to support governance activities and Board communication.
- L7.2 Allow the Board to be without a workable mechanism for official Board, officer or committee communications.
- L7.3 Allow the Board members to be without an updated copy of the Policy Register and the Bylaws.
- L7.4 Provide inadequate information and notice to members concerning Board actions, meetings, activities and events.
- L7.5 Allow insufficient archiving of board documents.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L8 – Emergency General Manager Succession
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

To protect the Board from sudden loss of General Manager services, the General Manager must not have less than one other manager sufficiently familiar with Board and General Manager issues and processes to enable her/him to take over with reasonable proficiency as an interim successor.

This policy will be monitored annually by internal report.

POLICY TYPE: Governance Process
POLICY TITLE: G – Global Governance Commitment
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

Acting on behalf of the member-owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

POLICY TYPE: Governance Process
POLICY TITLE: G1 – Governing Style
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The Board will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy, see Appendix). In order to do this, we will: (1) exemplify strategic leadership by focusing our vision outward and toward the future, (2) provide clear distinctions between Board and management roles, and (3) encourage diverse viewpoints but govern with one voice.

Accordingly:

- G1.1 The Board will direct the organization through careful establishment of written policies reflecting the Cooperative’s values, ends to be achieved and means to be avoided, with a focus on intended long-term effects.
- G1.2 The Board will cultivate a sense of group responsibility for excellence in governing, enforcing upon itself whatever discipline is needed in matters such as attendance, preparation, policy-making principles, and respect of roles. The Board will allow no director or committee to hinder or be an excuse for not fulfilling Board commitments or following Board policy.
- G1.3 The Board will monitor and discuss its process and performance regularly including an annual board self-evaluation.
- G1.4 The Board will obey all relevant laws and Bylaws.
- G1.5 Observe the 10 Policy Governance principles (Ends Policies, Ownership, Board Process Policies, Board Holism, Board-Management Relationship Policies, Governance Position, Limitations Policies, Policies/Decisions Come in Sizes, Any Reasonable Interpretation, Monitoring). See Appendix.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process POLICY
TITLE: G2 – Board Job Description
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The job of the Board is to represent the member-owners in determining and requiring appropriate organizational performance within the boundaries presented by the Bylaws.

Accordingly:

- G2.1 The Board will create and sustain a relationship with member-owners
- G2.2 The Board will have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. The Board will write these policies in the form of Ends, Executive Limitations, Governance Process, and Board-General Manager Connection, as described in the Policy Governance policies.
- G2.3 The Board will rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Governance Process and Board-General Manager Connection.
- G2.4 The Board will hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See M, Board-General Manager Connection, policies.)
 - G2.4.1 The Board will use a strategic process to establish GM compensation and complete this process in a timely manner.
- G2.5 The Board will perpetuate its leadership capacity using recruitment, training and ongoing professional development.
- G2.6 The Board will perform other duties as required by the Bylaws or because of limitations on GM authority.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G3 – Agenda Planning
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

To accomplish its job the Board will follow an annual agenda, with a potential multi-year work plan. Accordingly:

- G3.1 The Board will create (and modify as needed) an annual calendar. The calendar will include all Board events such as membership meetings, Board training, monitoring schedule, review of specific policies, and the General Manager evaluation and compensation decisions as outlined in the Board-General Manager Connection policies.
- G3.2 The Board’s current policy discussions and the annual calendar will provide the basis for determining the broad outlines of the next meeting’s agenda. The following process will be used to determine the Board’s agenda:
 - G3.2.1 In the interim before the next meeting, directors should review the designated policy areas scheduled for the next agenda and consider if there are policies that they would like to see added, modified or deleted.
 - G3.2.2 The Board President will produce an agenda a week in advance for the next Board meeting. Urgent items that show up in the interim and require Board attention may also be included.
 - G3.2.3 All reports from the General Manager will be provided to Board members at least four days before the meeting.
 - G3.2.4 The agenda may be modified by the Board and the General Manager at the beginning of the next meeting; voted by a simple majority if needed.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G4 – Officers’ Roles
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

The Board will elect officers to help accomplish its job.

Accordingly:

G4.1 The Board President will ensure the Board acts in accordance with Board policies and with laws imposed from outside the Cooperative.

G4.1.1 Board meetings will cover issues which, according to Board policy, clearly belong to the Board to decide, not the General Manager.

G4.1.2 Deliberation will be fair, open, and thorough but also timely, orderly and kept to the point.

G4.1.2.1 Executive session may be used to deal with confidential matters, as long as the purpose of the session is stated. When possible announcement of the executive session should be on the published agenda.

G4.1.3 The President is authorized to use any reasonable interpretation of Board policies on Governance Process and Board-General Manager Connection, except where the Board specifically designates portions of this authority to others.

G4.1.4 The President, in consultation with the Vice President and the GM, will set the agenda for and will chair board meetings.

G4.1.5 The President will develop the Board budget in consultation with the Treasurer and the General Manager.

G4.1.6 The President whose term is ending shall solicit interested and willing directors to compose an initial slate of officers for the next year. The slate will be presented at the first full Board meeting immediately following the fall annual membership meeting. Should an officer position become vacant at a later time, the Board shall elect a replacement officer.

G4.1.7 The President will acquire necessary monitoring data and create an internal report disclosing Board compliance with policies on Governance Process and Board-General Manager Connection for annual report to the members. The president may delegate this authority.

G4.1.8 The President will occasionally represent the Board to outside parties. The president may delegate this authority.

G4.2 The Vice President will perform the duties of the president in his/her absence and, as requested, assist the president in the performance of his/her duties.

G4.3 The Treasurer will help develop the Board's budget in consultation with the President and the General Manager and will facilitate the Board's understanding of the financial condition of the Cooperative.

G4.4 The Clerk will make sure the Board's documents are accurate, up to date and appropriately maintained.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLCY TITLE: G5 – Directors’ Code of Conduct
ADOPTED: November 17, 1998
LAST REVISED: September 19, 2016

We each commit ourselves to ethical, professional and lawful conduct. Accordingly:

G5.1 Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

G5.1.2 Every director must be aware of and follow the organization’s Bylaws and the Board’s policies, including avoidance of conflict of interest.

G5.1.3 Every director must bring complete honesty and personal integrity to the Board.

G5.1.4 Every director must openly and impartially consider all issues, researching them and seeking additional expertise as required.

G5.2. Directors must 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.

G5.2.1 There will be no 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.

G5.2.2 At a new director’s first board meeting, he/she will complete the “Conflict of Interest Disclosure” form, and will verbally report to the whole board the potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately. All Board members complete “Conflict of Interest Disclosure” forms once a year in November.

G5.2.3 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.

G5.2.4 A director who applies for employment at Wild Oats Market must first resign from the Board.

G5.3. Directors may not attempt to exercise individual authority over the organization.

G5.3.1 When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority except when explicitly Board-authorized.

G5.3.2 When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

G5.4 Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service. Personnel, real estate, marketing, legal, strategic planning, and financial matters may be considered sensitive issues subject to directors' good faith and discretion unless or until made specifically clear by Board action.

G5.5 Directors will prepare for, attend, and participate fully in all Board meetings and trainings and will notify board members by email when an absence is unavoidable.

G5.6 Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.

G5.7 Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G6 – Board Committee Principles
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

We will use Board committees only to help us accomplish our job.

G6.1. Committees will reinforce and support Board holism.

G6.1.1. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.

G6.2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

G6.3. The Board will establish, regularly review and control committee responsibilities in written committee charters.

G6.3.1. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process POLICY
TITLE: G-7 Governance Investment
ADOPTED: November 17, 1998
LAST REVISED: April 30, 2012

Because poor governance can cost more than learning to govern well, the Board will invest in its governance capacity.

Accordingly:

G7.1 The Board will make sure that Board skills, methods and supports are sufficient to allow it to govern with excellence.

G7.1.1 The Board will provide training to orient new directors and to maintain and increase the skills of existing directors.

G7.1.2 The Board will arrange outside monitoring assistance as needed so it can exercise confident control over organizational performance. This includes but is not limited to fiscal review.

G7.1.3 The Board will use outreach mechanisms as needed to make sure that it stays in touch with member-owner viewpoints and values.

G7.1.4 The Board will use professional and administrative support.

G7.2 The Board will develop its annual budget in a timely way so as not to interfere with the development of the Cooperative's annual budget. In no case will the Board complete this work later than May. The Board will incur costs prudently.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Board-General Manager Connection
POLICY TITLE: M – Global Board-General Manager Connection
ADOPTED: August 22, 2016

The Board's sole official connection to the operations of the cooperative will be through the General Manager.

POLICY TYPE: Board-General Manager Connection
POLICY TITLE: M1 – Unity of Control
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

Only decisions of the Board acting as a body are binding on the General Manager.

Accordingly:

- M1.1 Decisions or instructions of individual directors or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercise of authority.
- M1.2 In the case of directors or committees requesting information or assistance without Board authorization, the General Manager can refuse such requests that require, in the General Manager's opinion, a material amount of staff time or funds, or are disruptive.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Board-General Manager Connection
POLICY TITLE: M2 – Accountability of the General Manager
ADOPTED: May 23, 2016

The General Manager is the Board's only link to operational achievement and conduct, so all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the General Manager.

Accordingly:

- M2.1 The Board will never give instructions to persons who report directly or indirectly to the General Manager.
- M2.2 The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager.
- M2.3 The Board will view General Manager performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and compliance with Executive Limitations Policies will be viewed as successful General Manager performance.

This policy will be monitored annually by internal report.

POLICY TYPE: Board-General Manager Connection
POLICY TITLE: M3 – Delegation to the General Manager
ADOPTED: May 23, 2016

The Board delegates authority to the GM through written Ends and Executive Limitations policies.

M.3.1 As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the cooperative.

M3.2 The Board will respect and accept the GM's choices as long as those choices are based on reasonable interpretations of Board policies.

M3.3 If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.

This policy will be monitored annually through Board review.

POLICY TYPE: Board-General Manager Connection
POLICY TITLE: M4 – Monitoring General Manager Performance
ADOPTED: November 17, 1998
LAST REVISED: May 23, 2016

Systematic and rigorous monitoring of General Manager job performance will be solely against organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

- M4.1 Monitoring is simply to determine the degree to which Board policies are being met. Data not meeting this criterion shall not be considered monitoring data.
- M4.2 The Board will acquire monitoring data by one or more of three methods:
- M4.2.1. By internal report, in which the General Manager discloses compliance information to the Board.
- M4.2.2. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
- M4.2.3. By direct Board inspection, in which a designated director or directors assess compliance with the appropriate policy criteria.
- M4.3 In every case, the standard for compliance shall be any reasonable General Manager interpretation of the Board policy being monitored.
- M4.4 All policies that instruct the General Manager will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:
- Policy / Method / Frequency / Date
E – Wild Oats Food Co-op Mission and Ends: Internal/Annually/September L1 –
Treatment of Customers: Internal/Annually/March *[starting 2011]*
L2 – Staff Treatment and Compensation: Internal/Annually/April L3 –
Financial Condition and Activities:
Internal/Quarterly/February, May, August, November
External/Biennially/November
L4 – Business Planning and Financial Budgeting: Internal/Annually/June L5 –
Asset Protection: Internal/Annually/April
External/As Determined by Board L6 –
Communication to the Board: Direct/Annually/August
L7 – Board Logistical Support: Internal/Annually/August *[starting 2011]*
L8 – Emergency General Manager Succession: Internal/Annually/January

M4.5 There are two general ways to measure conformance with Board policies:

M4.5.1 Measuring compliance with requirements is appropriate for policies that require full compliance for effective operation of the organization. These policies are typically financial in nature, and monitoring reporting provides a Yes/No answer with summary information.

M4.5.2 Measuring incremental progress towards long-term outcomes is appropriate for policies that are visionary in nature. These policies are typically Ends policies, and monitoring reporting requires prior establishment of (1) a baseline or history for comparison, (2) a reliable and credible measurement technique, and (3) a short-term (12 month) target.

M4.6 General Manager remuneration will be decided after a review of monitoring reports received by June regarding the prior year.

This policy will be monitored annually through Board review.

Appendix A
Standing Committee Charters
Wild Oats Co-op Board of Directors

Adopted May 24, 2010

Revised May 23, 2016

Board Development Committee

Desired Outcome

- Be sure the board has the training and education it needs.
- Ensure that the next board is at least as good, if not better than, this board.

Responsibilities

- Organize active recruitment of a pool of potential candidates for election.
- Select candidates from pool for upcoming board (ad hoc committee within standing committee of board members not up for re-election).
- Plan annual retreat.
- Plan orientation for new board members.
- Determine additional board training needs; plan and arrange for training.

Related Policies: G2.4, G6 (all), G7.1, G7.1.1, G7.2, G7.2.1, M1.1, M1.2

Member Linkage Committee

Desired Outcome

- Be sure the board is in touch with the values held by members.
- Ensure that members are informed about the board's activities and decisions.

Responsibilities

- Plan and implement outreach activities (such as surveys, forums, focus groups, meetings) that will educate the board about the values held by members.
- Plan and implement communications with members to inform them about board activities and decisions.
- Plan annual membership meeting with GM.
- Assist the GM with communicating the values of membership to the co-op's patrons.

Related Policies: G2.1, G6 (all), G7.1.3, G7.2, G7.2.1, M1.1, M1.2

Appendix B – See Four Pillars of Cooperative Governance by Art Sherwood and Marilyn Scholl

Appendix C – See CBLD Field Guide – 10 Principles of Policy Governance