



## Board of Directors Guidelines

**Our Goal:** A successful retail food cooperative in Maynard, serving the region's needs for healthy and local food.

The Governance of the Cooperative is vested in the Board of Directors. The Board has a fiduciary obligation to the Cooperative and its Members as a whole.

The purpose of the Board, acting on behalf of the Members, is to:

- Hire, Negotiate a contract with, Supervise, and Evaluate the General Manager
- Oversee the financial conditions of the Cooperative
- Ensure good conditions of employment
- Assure that the purposes and principles of the Cooperative are properly carried out

Board members participate on a volunteer basis without compensation.

## Responsibilities of a Director

Directors have a legal and moral obligation to act in good faith and in the best interests of the Cooperative.

There are two broad categories of fiduciary duty. They are:

- The duty of care: show up, be prepared, and protect the Board's process; and
- The duty of loyalty: disclose conflicts, don't compete with the Cooperative, and maintain confidentiality.

## Directors are expected to

1. Become familiar with the Co-op's By-laws and Policies.
2. Become familiar with the use of Policy Governance.

3. Become familiar with the Co-op's Pro Forma financial statements.
4. Be willing and able to spend time preparing for, and actively participate in, bi-monthly Board meetings (on Monday evenings).
5. Be able to attend Board training sessions, a yearly Board retreat, and the Annual Meeting of the Members in April.
6. Serve on a Board committee or volunteer for projects.
7. Be able to consistently participate in electronic communications.
8. Work together with understanding, mutual support, and respect.

## Directors are required to

1. Sign a non-disclosure agreement.
2. Agree to abide by the Board's policies.
3. Disclose any potential conflicts of interest.

## Responsibilities of the Board to its Directors

1. Directors will be sent an agenda and materials prior to the board meeting.
2. An orientation will be provided for new Directors. New Directors will also be able to discuss with the board president the internal programs, goals, activities, and status of the organization.
3. The organization will help Directors perform their duties by keeping them informed about issues addressing financial/ economic challenges, and other challenges within the community and organization.
4. Directors will be offered opportunities for professional development.
5. Board members and staff will respond in a straightforward fashion to questions that Directors feel are necessary to carry out their fiscal, legal and moral responsibilities to this organization.
6. All Directors will work together in good faith towards achievement of our goals.

# Meeting Agenda

## ACM Agenda Template

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### ACM Agenda for <DAY OF WEEK>, <DATE>

#### Meeting Prep:

- <Meeting Prep: this is the list of materials Directors need to review in order to be prepared for this meeting (in addition to reading through the previous meetings' minutes and previewing the agenda) >

#### 7:00-7:10pm Open chit chat

#### 7:10pm call to order

#### 7:10 - 7:15pm Approval of previous meeting minutes - all

- <link(s) for minutes>

#### 7:15-7:45pm Reporting portion of the meeting

- most reports are sent in advance through email
- some could be in person during the meeting
- Directors have an opportunity to bring up items of interest

#### 7:45-8:45pm Discussion time

- clear topic presented on agenda
- clear outcome, if applicable, identified on agenda
- discussion revolves around topic and how to reach the outcome, and next steps
- action items can be identified and assigned as a result of discussion
- all Directors should speak in discussion

#### 8:45-9:00pm New Business

- reminder of when next meeting is
- review of upcoming agenda items
- Directors have an opportunity to suggest future agenda topics

#### 9:00pm Close

# Meeting Expectations

Meetings are typically held for a two hour block (7-9 PM)

7:00pm-7:10pm - Open discussion time.

- this can be a time to discuss Co-op or non-Co-op related items
- a time to socialize and set the tone for the meeting

7:10pm - Call to Order

- all previous conversation ends
- meeting begins officially
- agenda is followed and notes are recorded

All members are focused and engaged on agenda/discussion.

- no side conversations
- no electronics unless specifically in use for the meeting and item being discussed
- respectful and unemotional conversation
- everyone is empowered
- everyone should contribute

If a time limit for a topic has been reached, we stop and evaluate:

- continue discussion now
- continue discussion later in the same meeting
- table the discussion for a future meeting

## Board Policies

Board Policies, including the Board Voting Policy, can be found on the By-laws & Policies page of our website.