

BOARD MEMBER QUALITIES, COMMITMENT AND REWARDS

Weaver Street Market is seeking Board candidates who are dedicated to the cooperative and its mission and who understand and will contribute to the task of governance. Other desirable qualities include:

- Broad understanding of how cooperatives can positively affect their community.
- Propensity to think in terms of systems and context.
- Ability and eagerness to deal with values, vision, and the long term.
- Ability and willingness to participate assertively in deliberation and abide by the intent of established policies.
- Willingness to operate in a consensus decision-making environment, to share power in group process, and to delegate areas of decision-making to staff.

Governing an organization effectively is a serious commitment. Board members are expected to prepare for and actively participate in monthly Board meetings, an annual full day retreat, committee work between meetings, and occasional Board trainings. While this may seem daunting, the Board is a team, sharing responsibilities in such a way as to make Board work a manageable part of members' lives. The monthly time commitment averages 6-12 hours. The Board term is two years with no term limit.

In return, members:

- Receive training in Policy Governance and cooperatives;
- Build skills in group dynamics and group process;
- Receive a \$1,200 annual stipend in the form of store credit, and
- Have the opportunity to ensure the success of their community-owned cooperative in a highly competitive market.

BOARD STRUCTURE AND RESPONSIBILITIES

Weaver Street Market is governed by a seven-member Board of Directors, four of whom are directly elected by the members of their ownership class (2 consumer-owner representatives and 2 worker-owner representatives). Two positions are appointed by the Board itself to fill the need for particular skills or knowledge. The General Manager holds the seventh position.

The Board is directly accountable to the consumer- and worker-owners for the activities and accomplishments of the co-op. Specifically, it is responsible for:

- Interacting with the owners – to understand their values and vision for the store;
- Developing, monitoring, and revising a body of policies that guide the co-op to achieve outcomes that are consistent with the owner's values and vision;
- Ensuring, through consistent monitoring mechanisms, that management achieves the goals set by the Board; and
- Ensuring that the Board operates according to its established processes.

The Board fulfills its responsibilities through a system of governance called Policy Governance. See www.policygovernance.com for more information about Policy Governance.

ELIGIBILITY

Each year, one of the two consumer- and worker-owner positions on Weaver Street Market's Board of Directors is open for election by the shareholders of each group. Any owner in good standing, who has been an owner for at least one year by the date of their application, is eligible to nominate him or herself for election.

PROSPECTIVE CANDIDATE PREPARATION:

Prospective candidates are strongly encouraged to review the Board's documents and attend a Board meeting and/or speak with Board members personally.

- Review copies of the Board Policies on the Weaver Street Market website www.weaverstreetmarket.coop.
- Make arrangements to speak to one of the current Board members (Linda Stier, Ruffin Slater, Robert Short, James Morgan, Jacob Myers, Lori Washington, and David Rizzo) by emailing board@weaverstreetmarket.coop.
- Attend a Board meeting. The next Board meetings are on Wednesday, August 20 and Wednesday, September 17. The August meeting will take place in Weaver Street Market's new administrative offices located at 437 Dimmocks Mill Rd, Hillsborough, and the September meeting will take place in the Community Realty Building (corner of Weaver and N Greensboro Streets in Carrboro); both meetings run from 6:30 until 9:30 PM. If you plan to attend, please contact board@weaverstreetmarket.coop to receive the agenda and background materials.

APPLICATION PROCESS AND BOARD ELECTION TIMELINE

August 20	Board Meeting, 6:30-9:30pm in Hillsborough
September 7	Application due by 9pm
September 17	Board Meeting, 6:30-9:30pm in Carrboro
Early October	Candidates featured in WSM Annual Report,
October 13	Balloting begins
October 15	Board Meeting, 6:30-9:30pm in Carrboro
October 19	Annual Meeting, 5-7pm at the Carrboro Century Center
November 2	Balloting ends
November 4	Winners announced

Applications may be emailed to board@weaverstreetmarket.coop or dropped off at any Weaver Street Market location by 9pm on September 7, 2008.

**APPLICATION FORM
Weaver Street Market
BOARD OF DIRECTORS**

Please email your responses to the following questions to board@weaverstreetmarket.coop. If you don't have access to email, please use separate page(s) and attach to this cover sheet, and drop off your application at the Carrboro store service desk.

- 1) Your contact information:

Name: _____
Address: _____
Email Address: _____
Telephone: (day) _____ (evening) _____ (Please specify preference)
Owner Number: _____

- 2) Briefly summarize the following about yourself:
- a) Current professional work
 - b) Previous professional work
 - c) Current community involvement
 - d) Previous community involvement
- 3) Why would you like to serve on the Board of Directors?
- 4) Briefly, describe any experience you have had with worker or consumer cooperatives or with other small community-minded businesses.
- 5) In your personal life or when working with organizations, especially ones you discussed in #3 above, what strategies have you used to bring about understanding and consensus when dealing with complex issues?
- 6) Briefly describe any experiences you have had with the following:
- a) Value based policy development
 - b) Planning
 - c) Organizational evaluation
- 7) Include anything else about yourself that you may like others to know.

Please return this application by email to board@weaverstreetmarket.coop or drop it off at any Weaver Street Market location by 9pm on September 7, 2008.



WEAVER STREET MARKET'S MISSION

WEAVER STREET MARKET'S MISSION IS A VIBRANT,
SUSTAINABLE COMMERCIAL CENTER FOR THE COMMUNITY
OF OWNERS AND POTENTIAL OWNERS, WHICH IS. . .

Cooperative - control and profits stay within the community

Local - maximizes local resources to meet local needs

Ecological - works in harmony with the environment

Primary - provides for basic community needs

Fair - mutually beneficial and non-exploitative

Inclusive - accessible to the whole community

Interactive - creates opportunity for community interaction

Empowering - enables fulfilling work and customer experiences

Educational - develops an informed community

And is **reliant on community support** - to purchase goods and services, invest in the cooperative, and participate in governance.

The Policy Governance Model

Policy Governance, an integrated board leadership paradigm created by Dr. John Carver, is a groundbreaking model of governance designed to empower boards of directors to fulfill their obligation of accountability for the organizations they govern. As a generic system, it is applicable to the governing body of any enterprise. The model enables the board to focus on the larger issues, to delegate with clarity, to control management's job without meddling, to rigorously evaluate the accomplishment of the organization; to truly lead its organization.

In contrast to the approaches typically used by boards, Policy Governance separates issues of organizational purpose (ENDS) from all other organizational issues (MEANS), placing primary importance on those Ends. Policy Governance boards demand accomplishment of purpose, and only limit the staff's available means to those that do not violate the board's pre-stated standards of prudence and ethics.

The board's own Means are defined in accordance with the roles of the board, its members, the chair and other officers, and any committees the board may need to help it accomplish its job. This includes the necessity to "speak with one voice". Dissent is expressed during the discussion preceding a vote. Once taken, the board's decisions may subsequently be changed, but are never to be undermined. The board's expectations for itself also set out self-imposed rules regarding the delegation of authority to the staff and the method by which board-stated criteria will be used for evaluation. Policy Governance boards delegate with care. There is no confusion about who is responsible to the board or for what board expectations they are responsible. Double delegation (for example, to a board committee as well as to the CEO) is eliminated. Furthermore, boards that decide to utilize a CEO function are able to hold this one position exclusively accountable.

Evaluation, with such carefully stated expectations, is nothing more than seeking an answer to the question, "Have our expectations been met?" The board, having clarified its expectations, can assess performance in that light. This focused approach reduces the mountains of paperwork boards often feel obliged to review. Moreover, those boards which worry that they are only furnished the data management wants to give them find that, in stating their expectations and demanding a relevant and credible accounting of performance, they have effectively taken over control of their major information needs. Their staff no longer has to read their minds.

Policy Governance is a radical and effective change in the way boards conceive of and do their job. It allows greater accountability. Board leadership isn't just rhetoric. It's a reality.

WEAVER STREET MARKET BOARD OF DIRECTORS

June 18, 2008

6:15 – 9:30 PM

Location: Corner Building

AGENDA

<u>Time</u>	<u>Topic</u>	<u>Board Action</u>	<u>Lead</u>
6:15 – 6:30	Gather/ settle/ dinner		
6:30 - 6:40	1. Owner Input (Any interested owner of the Co-op may speak for 3 minutes on any topic.)		
6:40-6:45	2. Preliminaries		
	Agenda	Approve	Andy
	Minutes 5/21/08	Approve	
	GM Report	Clarify (if needed)	
6:45 – 7:45	3. GM Monitoring	Accept	Ruffin
	2-5 Budgeting and Planning		
	2-9 Emergency Management Succession		
	2-10 Treatment of Consumers		
7:45 – 7:55	4. CCMA Leanings	Discuss	Robert
7:55 - 8:05	Break		
8:05 - 8:55	5. Public Communication of Directors		
	Char interpretation of 4-3	Accept	Jacob
	Next Steps	Discuss	Jacob
8:55 – 9:10	6. Calendar/Bin Check-in	Discuss	Jacob
9:10 – 9:15	7. Pay Board Compensation	Get Paid	Lori
8:15 - 8:30	7. Closing		
	1. Review Decisions		Kate
	2. Review Tasks		Kate
	3. Preview July Agenda		Jacob
	4. Inputs into Owner Newsletter		James
	5. Linkage Implications		
	6. Requests for Staff Support		
	7. Evaluation		Andy
	8. Adjourn		Jacob

9:30	Leave - Good Job!		



GOVERNANCE COMMITMENT

The purpose of governance is that the board, on behalf of consumer and worker owners, guarantees the accountability of Weaver Street Market by assuring that it (a) achieves appropriate results for the appropriate persons at an appropriate cost and (b) avoids unacceptable activities, conditions and decisions. In fulfillment of this charge, the board is committed to rigorous, continual improvement of its capability to define values and vision.

GOVERNING STYLE

The board will approach its task with a style that emphasizes the future, strategic leadership, clear distinction of board and staff roles, and proactivity.

The board will:

1. Cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be an initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
2. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended Ends, not on the administrative or programmatic means of attaining those effects.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capability. Continual board development will include orientation of new members in the board's governance process and periodic board discussion of process improvement. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
4. Monitor and discuss the board's process and performance at each meeting. Regular self monitoring is intended to ensure that the board is consistent with its Governance Process and Board-Staff Relations policies
5. Set annual board goals, and evaluate for performance.

BOARD MEMBERS' CODE OF CONDUCT

The board commits itself and its members to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as board members.

1. Members must represent unconflicted loyalty to the interest of Weaver Street Market. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - B. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - C. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
 - D. Members will disclose their involvement with other organizations, with vendors, or any other associations, which might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - A. Members' interactions with the chief executive or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - B. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board.
6. Members will respect the confidentiality appropriate to issues of a sensitive nature.

BOARD MEMBER RESPONSIBILITIES

1. Board members must exercise personal and organizational integrity with regard to the Cooperative's values, visions, and policies as they develop and evolve.

Board members agree to:

- A. Understand and commit to carrying out the job products of the board as defined in these governance policies;
 - B. Understand and commit to the principles of governance as defined in these governance policies;
 - C. Maintain the intent of these governing principles whenever developing or revising governance policies or in any board related work.
2. Board members will assume individual responsibility for sharing the responsibilities of governance.
 - A. Any board member committing to a task will complete it as agreed or take the initiative to secure other resources to get it done. In turn, regardless of who is doing a task, each board member is aware of what needs to be done and will help to expedite the board's work effectively.
 - B. Each board member must be familiar with and stay current on all the facts upon which board members must base their collective opinions and decisions.
 - C. Board members will attend and prepare for all board meetings and any meetings of committees of which they are a member and be fully involved in all deliberations and decisions. If, for some reason, board members are not prepared for board meetings or if they miss a meeting, they will assume responsibility for completing the prep after the meeting, as appropriate, as well as be informed on everything discussed in the meeting.
 - D. In fulfillment of the board's commitment to linking with owners, board members will attend the annual Meeting and other significant linkage events.

LINKAGE WITH OWNERS

As the representative of owner interest, the Board shall maintain a credible and continuing link between itself and the owners to provide for accountability and to inform its policies.

Accordingly, the Board will

1. Maintain such link using methods of linkage which:
 - a) are fair and accessible with respect to all owners;
 - b) provide mutual information exchange;
 - c) respect the Board's visionary role;
 - d) occur regularly;
 - e) are achievable and measurable; and
 - f) are transparent and accurate.
2. Seek owners' values on what Weaver Street Market should achieve and the limitations within which achievement will be accomplished.
3. Inform owners about the Board's governance work and educate owners on their role as owners.
4. Account to the owners about the accomplishment of Ends within acceptable means.
5. Have an active linkage plan revised at least annually and an effective process to accomplish the plan.

JOB PRODUCTS

The Job of the board is to lead the organization toward the desired performance and to assure that it occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

Consequently, the contributions, or job products, of the board shall be:

1. The link between the cooperative and its owners.
2. Written governing policies which, at the broadest levels, address:
 - A. Ends: Organizational products, impacts, benefits, outcomes (what good for whom at what cost).
 - B. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which lies the acceptable arena of executive authority.
 - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task..
 - D. General Manager-Board relationship: How power is delegated and its proper use monitored.
3. Assurance of performance.
 - A. Monitoring General Manager performance (against policies 2A and 2B.)
 - B. Monitoring board performance.

APPLICATION PACKET

Weaver Street Market Board of Directors Election 2008

Thank you for your interest in candidacy for the Weaver Street Market Cooperative's Board of Directors.

Choosing to become a candidate involves two steps:

Step 1 – Prior to filing a nomination form, you are encouraged to learn more about the Board of Directors, its system of governance, and the qualities and commitment necessary to be an effective Board member. This may help you decide whether you are willing and able to serve on the Board and whether it will be a productive experience for you. The Board asks that candidates acquaint themselves with Board governance by reviewing the materials in this packet, attending a Board meeting, and/or discussing his/her candidacy with a Board member.

Step 2 – Complete and submit the enclosed application form so that the shareholder voters from your class of ownership (consumer or worker) will know more about you, your interest in serving on the Board, and how your skills would enable you to be an effective Board member. All applications are due on **September 7, 2008**. The Weaver Street Market Board policies do not allow for write-in candidates after the application deadline.

If you choose to seek a position on the Board, you will have the opportunity to experience both personal and professional rewards in leading a unique, progressive cooperative using an innovative governing system.

If you have questions about anything included in this application packet, or if you need any further information, please contact board@weaverstreetmarket.coop or call Cat Moleski at 919 241-1791.