



732 4th St. North, Virginia, MN 55792 (218) 741-4663

Board of Directors Candidate Application

Greetings!

Thank you for your interest in serving on the Natural Harvest Food Cooperative's Board of Directors. Please read over the enclosed information carefully before filling out the application.

This is an exciting and rewarding time to be involved with our Co-op! Our democratically controlled cooperative is over 4,450 owners strong and still growing. The Board of Directors plays a critical role in ensuring the continued success and health of this important organization.

The Owners of NHFC elect Board members during an election season in the Spring of each year. Elections typically fill open seats for 3-year terms in staggered terms so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than nine consecutive years or three consecutive terms. No employee may run for or serve on the board while employed at the Cooperative and for a period of one (1) year after employment terminates.

The Board seeks owner input on the goals and vision of the organization. It reports periodically to the owners on the Board's activities, decisions, and compliance with board policies. We operate under what is called Policy Governance - a board operating system that emphasizes values, vision, and the empowerment of both board and staff.

The 2025 election process requires submission of a complete application. Please review the enclosed materials and contact us if you have any questions: board@naturalharvest.coop.

The NHFC Board also officially endorses candidates, which will be indicated on the ballot form, who meet a minimum set of qualifications. This endorsement process helps both candidates and the Board by ensuring that candidates understand the Board's work before committing to serve. To receive an endorsement from the Board of Directors you must:

- (1) Attend at least one regular meeting of the Board of Directors which are typically held on the third or fourth Tuesday or Thursday of each month at 5:30 PM. Meeting dates vary.
- (2) Attend a brief Orientation for Prospective Board Candidates session.
- (3) Agree to abide by the Director's Code of Ethics and Code of Conduct (see page 4 of this packet) if elected to serve on the Board.
- (4) Submit your candidate application, including a picture of yourself, to the Perpetuation Committee before the deadline in electronic format.



Candidates are also strongly encouraged to attend the Annual Ownership Meeting, typically held in April. At the gathering, newly elected Board Members will be announced.

The following is the anticipated schedule for upcoming Board meetings and candidate orientation sessions. We ask that you let us know when you plan on attending so we can alert you to any changes in the schedule or times. All communications regarding your application can be sent to board@naturalharvest.coop.

- January 16 (Thursday) Regular meeting of the Board of Directors
- March 14 (Friday) Deadline to submit your application
- February (TBD) Orientation for Prospective Board Candidates
- February 13 (Thursday) Regular meeting of the Board of Directors
- March 27 (Thursday) Regular meeting of the Board of Directors
- April 30 (Wednesday) Annual Owners meeting
- May (TBD) Virtual Board Orientation
- May (TBD) In-person Board Orientation
- May (TBD) Regular meeting of the Board of Directors

Thank you again for your interest in serving the Natural Harvest Food Cooperative community!

In cooperation,

Stephen Levchak, Edie Carr, Mike Nystrom, Jenna Kuitunen, Christina Forsythe, Stephanie Leonard, Dominic Renollet, and Diana Jankovich.

Current Co-op Board Members



Natural Harvest Food Co-op Board of Directors Application

*** Term for election: April 2025 – April 2028**

- Member-owners of the Natural Harvest Food Co-op are eligible to run for the Board of Directors. If the membership is held by a household, only one member from that household may serve on the Board at one time i.e. one household – one vote – one seat on the Board.
 - Information submitted with this application may be published for the Co-op membership before elections and considered by the Board when making interim Board appointments.
 - Please answer the following questions, using complete sentences, as answers may be published without accompanying questions.
 - All candidates are required to submit a digital photo of themselves, preferably a head shot, along with the application.
 - Campaigning is encouraged; however, it is prohibited in the store. The current Board and NHFC staff will actively promote the election.
 - Please return completed application to Natural Harvest or email it to board@naturalharvest.coop
- Deadline for application to the Board of Directors is March 14th, 2025.**

Name _____ Owner # _____

Address _____

Home Phone _____ Cell Phone _____

Email Address _____

Answer the following questions using complete sentences on a separate piece of paper. Your answers will be published in our spring newsletter, in-store, and on our website during the election.

Important Note: The content of your answers to these questions must not exceed a total length of 450 words.

- 1. Why would you like to serve on the Board of Directors of Natural Harvest Food Co-op?**
- 2. Describe any volunteer or paid experiences relevant to your service as a co-op board member. What skills or experience will you bring to the board?**
- 3. What opportunities and challenges do you see in the future of Natural Harvest Food Co-op?**
- 4. Other Comments.**

I hereby affirm that all the information provided in this application is true to the best of my knowledge, and agree to have it released to the members of Natural Harvest Food Co-op as part of the Board of Directors' election process. I further understand that my application as a candidate is not complete until I attend one board meeting as a guest or a Coffee Chat meeting with the perpetuation committee members.

Signature _____ Date _____



Natural Harvest Food Cooperative Code of Conduct for Directors

Purpose:

The Directors of Natural Harvest Food Cooperative shall uphold standards set forth in the code of conduct to ensure the well-being of the Co-operative, and to preserve integrity and collegiality among Directors.

The Board of Directors agree to the following covenants:

1. ***Duty of Care:*** I shall exercise due care and diligence in the performance of my duties as a Director of the Co-operative. I shall attend board meetings, review materials provided to the Directors, ask questions, and make decisions that I feel are in the best interest of the Co-operative. I shall not make decisions or act in a way that is detrimental to the Co-operative.
2. ***Duty of Loyalty:*** In my capacity as a Director of the Co-operative, I shall act in the best interest of the Co-operative rather than my own interests or those of another entity to which I have a fiduciary duty.
3. ***Confidentiality:*** I shall maintain confidentiality of all information obtained in my duties as a Director of the Co-operative. I shall only disclose information from Board meetings, decisions, or materials legally necessary for public disclosure or if deemed appropriate by the Board.
4. ***Conflicts of Interest:*** I shall declare any actual or perceived conflicts of interest and shall not participate in any discussion or decision in which I have a conflict of interest.
5. ***Compliance:*** I shall, to the best of my ability, ensure the Board of Directors and Co-operative are compliant with all applicable laws, regulations, and ethical standards. I shall follow the policies and standards set by the Co-operative's Board.
6. ***Co-op Values:*** I shall uphold the values and principles of the co-operative in my work as a Director.
7. ***Diversity and Inclusion:*** I shall promote openness, diversity and inclusion.
8. ***Fair and Respectful:*** I shall treat all employees, members, Directors, and other stakeholders with respect and fairness and shall not engage in discriminatory behavior, harassment, or unfair practices.
9. ***Accountability:*** I shall hold myself and other Directors accountable ensuring we fulfill our responsibilities as Directors, our duties to the Co-operative, and the standards adopted by the Board.
10. ***Continuous Improvement and Learning:*** I shall participate in learning opportunities available to me as a Director of the Co-operative and will seek out opportunities to enhance my skills as a Director.

I _____ agree to uphold the standards set in this code of conduct, the articles of incorporation, and the bylaws. I agree to fulfill my duties to the best of my ability. I acknowledge that a violation of this code of conduct or failure to uphold the standards reasonably adopted by the Board may result in disciplinary action taken by the Board, including removal from the Board of Directors.

Signature:

Date:



What is the Board's Role?

The Board of Directors is the legal representative of NHFC owners and is responsible for the overall well-being of the Co-op. The Board exercises its authority through its relationship with the General Manager whom it hires and monitors. The Board's expectations and requirements for the General Manager's performance are clearly stated in the Board's written policies. The Board ensures the Co-op's success by verifying that the General Manager remains in compliance with those policies. NHFC maintains director and officer liability insurance coverage.

What the Board Does Not Do.

The Board does not involve itself in operational details. It does not make decisions about the products on store shelves, the specifics of personnel issues or other day-to-day matters. The Board governs by declaring, through its policies the results it wants and the actions it wants the General Manager to avoid while achieving those results.

What are the Board's Policies?

To view the Board's policies and the Co-op's Bylaws, visit the Co-op's website: www.naturalharvest.coop

The Characteristics of Effective Directors: Self-Reflection

As you consider whether or not to run for the Board of Directors, it can be helpful to reflect on how your interests, experience, and motivations align with the characteristics of effective directors. You will not be asked to write about or share your responses to this section – these questions are only designed to give you an additional set of tools for determining if serving on the Board would be a good fit for you -

- Are you a passionate and enthusiastic owner-shopper at the Co-op?
- Are you interested in learning about and supporting cooperative values and principles?
- Do you like to think about big-picture planning and developing systems and visions for the Co-op's future?
- Are you good at working in a team environment that makes decisions by consensus?
- Are you willing to delegate areas of decision making to others and hold them accountable for results?
- Are you willing to set aside any personal agendas to honor the diversity of owner perspectives?
- Are you willing to take on a "servant-leader" role and serve the Co-op through your participation and active engagement?

Expectations and Qualifications of Board Membership Include:

- Must be a Co-op owner in good standing and be at least 18 years of age
- Must state all potential conflicts of interest and must not have an overriding conflict of interest
- A three year commitment to serving on the Board
- Willingness to learn about the Co-op's bylaws and Policy Governance
- Able to access and utilize technology – virtual meetings until further notice, email correspondence, electronic document storage, etc.



- Preparation for, and active participation at, monthly Board meetings and any special meetings/closed meetings
- Serve on one sub-committee (see section below)
- Attendance at Board training sessions, the annual retreat, and the annual owner meeting
- Volunteer at store-based events once or twice a year, if requested
- Ability to understand financial statements (training provided!)
- A willingness to take responsibility for Board duties and to work together with understanding, mutual support, and respect
- An ability to keep certain information and materials confidential
- Integrity, flexibility, and common sense

Serving on the Co-op Board of Directors: What to Expect

DUTIES	TIME COMMITMENT	SUPPORTING INFORMATION
Attend/participate in monthly meetings, focusing on policy & governance, strategic planning/ goal setting in a teamwork environment	2 hrs. per month, sometimes less, rarely more	Meeting usually held on 3rd or 4th Tuesdays of the month, depending on members' schedules and availability
Meeting Prep Time - Read meeting materials in advance of the monthly meeting, jot down questions/comments	1/2 hr. per month	Materials are sent out one week in advance of meeting
Serve on a sub-committee, meet as needed	1 hr. per month during busy season 1/4 hr. per month in non-busy season	GM EVALUATION: Board monitor reports, GM evaluation and contract renewals EDUCATION: Plan Annual Meeting, Board Orientation, Yearly Board Retreat/Training PERPETUATION: Board member recruitment, member/owner engagement
Participate in consulting sessions by phone if scheduled, not required but highly beneficial	1 hr. per month	A professional Board consultant, experienced in Co-op management and board membership, provides up to 1 hour per month of consultant time, as requested. Meetings are scheduled as board members deem it desirable, on topics chosen by the board.
Volunteer with 1 or 2 special store events (such as Customer Appreciation, Owner Appreciation, Anniversary, etc.) per year	6 hrs. per year	One or two members are encouraged to volunteer at each event – no need for all members to attend all events!
Attend Board Orientation	4 hrs. per year	All Board and GM are encouraged to attend this yearly event, as this is where new members meet existing members and a new team is formed!
Attend Board Retreat/Training	6 hrs. per year	Yearly Fall Retreat provides training with a professional consultant. This is team building/training with the GM and is a valuable learning opportunity
Communicate about and address other matters as they occur	1/2 hr. per month	Things pop up from time to time; weekly checking of email keeps board members apprised of any “in-between meetings” issues. Sometimes matters can be addressed via email instead of being placed on a meeting agenda.
TOTAL	4-5 hrs. per month +16 hrs. per year	For regular board work For yearly events, combined



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 which 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.

NHFC ENDS STATEMENT adopted by the Board June 20, 2024

1. A broad region of shoppers is connected to the strengths, inclusiveness, and relationships of our thriving local economy.
2. Community members are aware of personal, local, and environmental health and wellness opportunities.
3. People in our area have access to healthy food, products, and resources.
4. Our area shoppers have access to a network of producers that help sustain a regional food system.