

# **BOARD POLICY MANUAL**

Weavers Way Cooperative Association  
Board of Directors

Containing Policies Adopted through May 2021

## Contents

Summary of most recent changes .....	2
Section 1: Ends .....	3
Section 2: Board-General Manager Linkage .....	4
M1 – Unity of Control.....	4
M2 – Accountability of the General Manager.....	4
M3 – Delegation to the General Manager .....	5
M4 – Monitoring General Manager Performance.....	6
Section 3: Executive Limitations .....	8
L1 – Financial Conditions .....	8
L2 – Asset Protection .....	10
L3 – Planning.....	11
L4 – Customer Relations.....	12
L5 – Treatment of Staff.....	13
L6 – Communication and Support to the Board.....	14
L7 – Conflict of Interest .....	15
L8 – Member Involvement.....	15
Section 4: Governance Process .....	16
G1 – Governing Methods .....	16
G2 – Board Job Description .....	17
G3 – Agenda Planning .....	18
G4 – Board President’s Role.....	19
G5 – Directors’ Code of Conduct .....	20
Conflict of Interest Disclosure Form .....	21
G6 – Board Committees .....	23
G7 – Cost of Governance.....	24
Appendices .....	25
Appendix A. Weavers Way Mission Statement.....	25
Appendix B. Product Philosophy Statement .....	26
Appendix C. International Cooperative Principles.....	27

## Summary of most recent changes

- M3 & M4: Revised (May 2021)
- L2, L6, & L7: Revised (May 2021)
- L1: Revised (May 2020)
- L8.1: Revised (May 2020)

## Section 1: Ends

Adopted 3/2/04, Last Revised 5/1/12

*Weavers Way Cooperative Association exists to provide commercial and community services for the greater good of its members and community, to champion the cooperative model and to strengthen the local economy.*

As a result of all we do:

- E1. There will be a thriving and sustainable local economy providing meaningful jobs, goods and services to our members and the community.
- E2. Our community will have access to high quality, reasonably priced food, with an emphasis on local, minimally processed and ethically produced goods.
- E3. There will be active collaborative relationships with a wide variety of organizations in the community to achieve common goals.
- E4. Members and shoppers will be informed about cooperative principles and values, relevant environmental, food and consumer issues, and the co-op's long-term vision.
- E5. Members and shoppers will actively participate in the life of the co-op and community.
- E6. The local environment will be protected and restored.
- E7. Weavers Way will have a welcoming culture that values diversity, openness, inclusiveness and respect in all that we do.

Progress toward achieving these outcomes will be reported by the General Manager to the board annually in January.

## **Section 2: Board-General Manager Linkage**

Adopted 4/3/01, Last Revised 10/4/11

*The board's sole official connection to the operational organization, its achievements, and conduct will be through the General Manager.*

### **M1 – Unity of Control**

Adopted 10/7/03, Last Revised 5/4/10

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 when the board has specifically authorized such exercise of authority.

Compliance with this policy will be determined annually at the Board meeting in April.

### **M2 – Accountability of the General Manager**

Adopted 5/1/01, Last Revised 5/3/11

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, except when and to the extent that the General Manager has authorized a staff member to assist the Board with a specific function.

M2.2 The board shall refrain from formal evaluation of any staff other than the General Manager, although the Board may submit written comments to be included in the annual evaluation process for any staff assigned to work with the Board.

M2.3 The General Manager is accountable only to the Board and the Board will monitor and evaluate the General Manager based on the provisions in Policy M4.

Compliance with this policy will be determined annually at the Board meeting in April.

## **M3 – Delegation to the General Manager**

Adopted 4/3/01, Last Revised 5/4/21

The board will instruct the General Manager through written policies that describe the organizational Ends to be achieved and prescribe organizational situations and actions to be avoided, allowing the General Manager to use any reasonable interpretation of these policies.

Accordingly:

- M3.1 The board will develop policies instructing the General Manager on the results to be achieved and the populations to be served. These policies can vary from the broadest, most general level to more defined levels, and they will be called board policies on Ends.
- M3.2 The board will develop policies that limit the latitude the General Manager may exercise in choosing the organizational means. These policies can vary from the broadest, most general level to more defined levels, and they will be called board policies on Executive Limitations.
- M3.3 As long as the General Manager uses any reasonable interpretation of the board policies on Ends and Executive Limitations, the General Manager is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. The board will make the final determination regarding the reasonableness of the General Manager's interpretation of board policies.
- M3.4 The board will respect and support the General Manager's choices within the bounds of reasonable interpretation of the Ends and Executive Limitations policies, but reserves the right to revise such policies at any time.

Compliance with this policy will be determined annually at the Board meeting in June.

## **M4 – Monitoring General Manager Performance**

Adopted 10/7/03, Last Revised 5/4/21

Systematic and rigorous monitoring of General Manager job performance will be based solely on General Manager job outputs: organizational accomplishment of board policies on Ends and within the constraints imposed by board policies on Executive Limitations. Evaluation of the General Manager will be based on demonstrated progress toward accomplishing board policies on Ends and compliance with board policies on Executive Limitations.

Accordingly:

- M4.1 The purpose of monitoring is to determine adherence to board policies.
- M4.2 The board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the General Manager discloses interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with Board policies; or (c) by direct inspection, in which a designated director or committee assesses compliance with the policy.
- M4.3 The standard for compliance shall be based on two factors: (a) the reasonableness of the General Manager's interpretation of the policy being monitored, which shall include a description of the measures to be used to demonstrate compliance with limitations policies or progress towards ends policies, and (b) whether the data presented support compliance.
- M4.4 The Board will accept the Monitoring Report if the General Manager presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation or, in the case where there is an unreasonable interpretation and/or inadequate data, a satisfactory remedial plan.
- M4.5 Evaluation of General Manager Performance.
  - M4.5.1 The Board will evaluate the General Manager's performance based strictly on demonstrated progress toward accomplishing board policies on Ends and compliance with board policies on Executive Limitations.
  - M4.5.2 The Board will compile a Yearly Monitoring Report that states:
    - (1) whether monitoring reports were received on the due dates;
    - (2) whether the GM has made satisfactory progress towards the Ends and if not, the nature of the remedial plan and the extent of the remedial progress; and
    - (3) whether the GM was in compliance with the Limitations and if not, the nature of the remedial plan and the extent of remedial progress.This Report will be based upon a review of the Board's Minutes that document Board Actions on the GM's monitoring reports during the evaluation period.

M4.5.3 Once a year, the Board will evaluate the GM's performance based upon the Yearly Monitoring Report.

Compliance with this policy will be determined annually at the Board meeting in June.

## Section 3: Executive Limitations

Adopted 6/6/06, Last Revised 3/6/12

*The General Manager shall not cause or allow any organizational practice, activity, decision, or circumstance which is unlawful, unethical, or in violation of commonly accepted business and professional practices or the Cooperative Principles.*

### L1 – Financial Conditions

Adopted 2/5/02, Last Revised 5/26/20

With respect to the actual, ongoing financial conditions and activities, the General Manager shall not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

Further, the General Manager shall not:

- L1.1 Allow sales growth to be inadequate
- L1.2 Allow operations to generate an an inadequate net income
- L1.3 Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient
- L1.4 Allow solvency (the relationship of debt to equity) to be insufficient
- L1.5 Allow growth in ownership and owner paid-in equity to be insufficient
- L1.6 Allow indebtedness that jeopardizes the ability of the cooperative to repay its current and long-term financial obligations
- L1.7 Allow any requirements of contracts, payroll, loans or other financial obligations to be unmet or overdue
- L1.8 Incur debt or extend credit other than trade payables or other reasonable and customary liabilities incur ordinary course of doing business



L1.9 Acquire, encumber or dispose of real estate, or enter into long-term real estate leases

L1.10 Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed

L1.11 Use restricted funds for any purpose other than that required by the restriction

L1.12 Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP)

This policy will be monitored by Board review of reports from the General Manager four times per year and Board review of the annual report from the independent accountant. During a period of expansion, the Board may require more frequent reporting.

## **L2 – Asset Protection**

Adopted 7/2/02, Last Revised 5/4/21

The General Manager shall not cause or allow the co-op assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, the General Manager shall not cause or allow:

- L2.1 Inadequate security of premises and property.
- L2.2 Uncontrolled purchasing or conflicts of interest in the purchasing process.
- L2.3 The Co-op to enter into any contracts, joint ventures, or real estate transactions without conducting appropriate due diligence. Due diligence shall include review by an attorney representing the interests of the Co-op when the lack of legal review could subject the Co-op to significant financial exposure.
- L2.4 Equipment and facilities to be inadequately insured or unable to be replaced if damaged or destroyed.
- L2.5 Loss due to business interruption to be inadequately insured.
- L2.6 Unnecessary exposure to liability or lack of insurance protection from claims of liability.
- L2.7 Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
- L2.8 Damage to the co-op's good will, its public image, or its credibility.
- L2.9 Improper use, inadequate maintenance or unnecessary risk of (i) facilities, (ii) equipment or (iii) data, intellectual property, or files.

This policy will be monitored by Board review of a report from the General Manager bi-annually in the even fiscal years in January.

## **L3 – Planning & Financial Budgeting**

Adopted 5/7/02, Last Revised 4/7/15

The General Manager shall not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishments along with avoidance of fiscal jeopardy.

Further, the General Manager shall not cause or allow budgets or plans that:

- L3.1 Omit credible projection of revenues, expenses, and cash flows.
- L3.2 Fail to separate capital and operational items.
- L3.3 Fail to disclose planning assumptions.
- L3.4 Are not updated at least annually.
- L3.5 Do not protect the long-term health of the Co-op as described in the Financial Conditions policy.
- L3.6 Have not been tested for feasibility.
- L3.7 Do not address excellence in business systems and operations.
- L3.8 Do not provide for governance development.
- L3.7 Leave the Co-op unprepared for loss of key management personnel.

This policy will be monitored by Board review of a report from the General Manager annually in July.

## **L4 – Customer Relations**

Adopted 6/3/03, Last Revised 12/05/17

With respect to interactions with customers, the GM shall not cause or allow conditions, procedures, or decisions that are unwelcoming, unsafe, undignified, unprofessional, disrespectful, inequitable, or unnecessarily intrusive.

Further, the General Manager shall not:

L4.1 Cause or allow member privacy to be compromised. Therefore, the General Manager shall not cause or allow:

L4.1.1 The name, address, phone number, email address, or any other personal information about any member to be disclosed to any person without the written consent of the member who is the subject of the information, except to the extent necessary or appropriate to operate the co-op, provide services and information about the co-op members, and comply with applicable law.

L4.1.2 Fundraising solicitations to be made to its members except when requested by the General Manager and approved by the Board.

L4.2 Operate without written customer service policies that clearly communicate to staff expectations for staff-customer interactions, outline means for establishing and reinforcing a culture of service, and provide for effective handling of customer grievances.

L4.3 Cause or allow customer service discrimination on the basis of race, national origin, age, sex, sexual orientation, marital/parental status, religion, veteran status, or other lawfully protected class.

This policy will be monitored through a review of a report from the General Manager annually in November.

## **L5 – Treatment of Staff**

Adopted 9/4/01, Last Revised 12/8/11

With respect to the treatment of paid, volunteer, and cooperator staff, the GM shall not cause or allow conditions that are unsafe, unfair, undignified, disorganized, or unclear.

Further, the General Manager shall not:

- L5.1 Operate without written personnel policies that: (a) clarify rules for staff, (b) provide for effective handling of grievances, (c) protect against nepotism, (d) are accessible to all employees, and (e) inform staff that employment is neither permanent nor guaranteed.
- L5.2 Cause or allow discrimination on the basis of race, national origin, age, sex, sexual orientation, marital/parental status, religion, veteran status, or other lawfully protected class.
- L5.3 Fail to develop professional development plans for managers, senior manager, and the general manager.

This policy will be monitored through a review of a report from the General Manager annually in December.

## **L6 – Communication and Support to the Board**

Adopted 8/5/03, Last Revised 5/4/21

The General Manager shall not permit the board to be uninformed or unsupported in its work.

- L6.1 Further, the General Manager shall not fail to report to the Board in a timely manner:
  - L6.1.1 Any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board's monitoring schedule.
  - L6.1.2 Any relevant trends.
  - L6.1.3 Any relevant information, including media coverage, threatened or pending lawsuits and material internal or external changes.
  - L6.1.4 Any relevant information or changes in the rules, procedures and policies of the Member Orientation Programs.
  - L6.1.5 That, in the GM's opinion, the board is not in compliance with its own policies on Governance Process and Board-GM Linkage.
- L6.2 In each monitoring report, the General Manager shall not fail to provide a reasonable interpretation of the policy, adequate data that demonstrates accomplishment of that interpretation, and a remedial plan if the data does not demonstrate full compliance with the policy. Further, in the case of Ends Reports, the General Manager shall not fail to identify key indicators of progress to demonstrate improvement over time.
- L6.3 During a period of expansion, the GM will provide monthly expansion reports which include time-lines, projections, decision points, and potential red flags to achieving the next milestone.

This policy will be monitored by Board review of a report from the General Manager bi-annually in the odd fiscal years in January.

## **L7 – Conflict of Interest**

Adopted 10/2/07, Last Revised 5/4/21

Without the express written consent of the Board, the General Manager shall not allow any business paid for by Weavers Way to be awarded to any Director who is currently serving on the Board or to any company in which a Director or a member of his or her immediate family or household has a financial interest or a compensation arrangement.

This policy will be monitored by Board review of a report from the General Manager bi-annually in the odd fiscal years in January.

## **L8 – Member Involvement**

Adopted 10/4/11, Last Revised 05/05/2020

With respect to encouraging active member involvement in the life of the Co-op, and tapping the creativity and energy of the Co-op membership, the General Manager shall not fail to be responsive to and supportive of member ideas, innovations and initiatives – to the extent practicable – that are in line with the Board-defined Ends.

Accordingly, the General Manager shall not fail to:

- L8.1 Provide for meaningful use of, support for and oversight of historic standing committees: Environment Committee, Food Justice Committee, Weavers Way Wellness Team, Plastic Reductions Task Force, Diversity, Equity and Inclusion Advisory Committee, New Economy Incubator Committee, and Farm Committee.
- L8.2 Encourage member participation in other ad hoc committees formed by the General Manager and his staff to gather information or accomplish specific tasks of value to the Co-op.
- L8.3 Support new member-driven committees that are formed to carry out member-inspired initiatives that contribute to the Co-op's Ends.
- L8.4 Receive and determine requests for endorsements in accordance with a written, published policy, and in accordance with the Co-op's ends.

This policy will be monitored through a review of a report from the General Manager annually in May.

## Section 4: Governance Process

Adopted 3/2/99, Last Revised 5/1/12

*The purpose of the board is to govern and guide the organization on behalf of the members.*

### G1 – Governing Methods

Adopted 12/2/03, Last revised 5/4/21

The board will govern in a way that honors the ideals of our beginning, reflects our current reality and articulates a vision of the future. The board will emphasize the need for initiative and strategic leadership by both management and board, while providing clear distinctions of board and management roles.

Accordingly, the board will:

- G1.1 Direct the organization through establishment of written policies reflecting the co-op's values as established in the mission statement and international cooperative principles.
- G1.2 Cultivate a sense of shared responsibility and self-discipline.
- G1.3 Monitor its compliance with its own policies regularly.
  - G1.3.1 Compliance with each Board Means policy will be determined annually.
  - G1.3.2 Outside monitoring assistance will be utilized as appropriate.

Compliance with this policy will be determined annually at the Board meeting in January.



## **G2 – Board Job Description**

Adopted 12/2/03, Last Revised 1/10/17

The job of the board is to represent the members in defining and monitoring appropriate organizational performance and envisioning the long-range direction of the organization.

Accordingly, the board will:

- G2.1 Seek out members and potential members, listen to and learn about their ideas, opinions, values and principles regarding Weavers Way, and take this member input into account when considering board actions.
  - G2.2. Ensure that opportunities exist at all levels for members to participate in the life of the Co-op, and that member involvement is encouraged and supported.
  - G2.3. Ensure that members and potential members are educated about the Co-op's values, programs, long-term vision, membership benefits, role in the larger community, board decisions, and important organizational issues.
  - G2.4. Enact written policies on organizational ends and means in four areas:
    - G2.4.1. Ends: Long-range organizational goals.
    - G2.4.2. Executive Limitations: Certain types of executive activity that are disallowed.
    - G2.4.3. Board Means: How the board conceives and carries out its own tasks, and governs the organization.
    - G2.4.4. Board-Executive Relationship: How power is delegated, and the Executive role, authority, and accountability.
  - G2.5. Assure organizational performance by monitoring compliance with these policies.
  - G2.6. Renew itself through recruitment, training, and ongoing skills development.
- Compliance with this policy will be determined annually at the Board meeting in January.

## **G3 – Agenda Planning**

Adopted 12/2/03, Last Revised 1/10/17

The board will develop and maintain meeting agendas and a long-term schedule that are consistent with other board policies.

Accordingly:

- G3.1. The board will maintain a long-term schedule that will include all board events such as membership meetings, board training, monitoring schedule, and review of specific policies. The schedule will be reviewed on a regular basis.
- G3.2. The board president will produce an agenda for each board meeting that provides for discussion of issues of importance to the co-op.
  - G3.2.1 Requests for time on the agenda will be made to the president as needed.
- G3.3. Policy monitoring reports will be included on the board meeting agenda.
- G3.4. Agendas may be modified by the board at the beginning of each board meeting.
- G3.5. The board meeting agenda and all written statements and reports will be included in a board packet, which will be distributed to all board members at least two days prior to the board meeting.

Compliance with this policy will be determined annually at the Board meeting in January.

## **G4 – Board President’s Role**

Adopted 12/2/03, Last Revised 1/10/18

The board president assures the integrity of the board’s process and occasionally represents the board to outside parties.

Accordingly, the board president will:

- G4.1. Ensure that the board conducts business in accordance with its own policies and any applicable laws.
- G4.2. Develop board meeting agendas in accordance with Board Policy G3, Agenda Planning.
- G4.3. Chair board meetings, and ensure that deliberation is fair, open, and thorough but also timely, orderly, and to the point.
- G4.4. Ensure that the General Manager Evaluation is accomplished in accordance with Board Policy M4.5.
- G4.5. Report to the members at membership meetings.
- G4.6. Be an ex-officio member of all Board committees.
- G4.7. Be authorized to sign all contractual notes, bonds, other evidences of indebtedness, and other official instruments or documents of the Co-op as provided by the bylaws or resolution of the board.
- G4.8. Be authorized to make decisions falling within board policies on Board Means and Board-Executive Relationship. The board president is authorized to use any reasonable interpretation of the provisions in these policies.
- G4.9. Represent the co-op to outside parties within the limits imposed by any applicable laws, Weavers Way bylaws, and other board policies.
- G4.10. Be authorized to delegate this authority but remain accountable for its use.

Compliance with this policy will be determined annually at the Board meeting in January.

## **G5 – Directors’ Code of Conduct**

Adopted 7/3/01, Last Revised 2/05/19

The board commits itself and each of its directors to ethical and businesslike conduct, including proper use of authority and appropriate decorum when acting as elected directors representing the membership.

Accordingly:

- G5.1 Directors have the following responsibilities:
  - G5.1.1 Represent unconflicted loyalty to the interests of the membership as a whole.
  - G5.1.2 Be aware of and follow the organization’s bylaws, mission, and policies.
  - G5.1.3 Bring complete honesty and personal integrity to the board, including avoidance of conflict of interest.
    - G.5.1.3.1 Each year, at the June Board meeting, all Directors will sign a disclosure statement in a form approved by the Board. Newly appointed Directors will sign a disclosure statement within thirty days of their appointment. The Treasurer will be responsible for obtaining and retaining these disclosure statements and they will be reviewed at the June Board meeting, or when signed by the appointee, with the results recorded in the minutes.
    - G.5.1.3.2 If a Director believes that he or she may have a conflict or potential conflict of interest in connection with any issue being considered by the Board, the Director shall disclose the conflict or potential conflict to the Board before it considers or votes on the issue.
  - G5.1.4 Perform governance and fiduciary duties in good faith and with prudent care.
  - G5.1.5 Openly and impartially consider all issues and matters, researching issues and seeking additional expertise where needed.
  - G5.1.6 Prepare for and attend all board meetings and devote the time needed to complete the work of the Board.
  - G5.1.7 Have fun!
  - G5.1.8 Respect the confidentiality of personnel and other matters identified by the Board as being of a sensitive nature.
  - G5.1.9 Recognize that they project an image as a representative of the organization and conduct themselves in a manner which fosters confidence and reflects positively on the organization, its members, and its staff.
- G5.2 Directors do not have individual authority over the organization except as explicitly set forth in board policies or the bylaws.
  - G5.2.1 Directors’ interactions with the General Manager or staff recognize the lack of authority vested in individual directors except when explicitly Board-authorized.
  - G5.2.2 Directors’ interactions with the public, press, members, or other entities recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

Compliance with this policy will be determined annually at the Board meeting in January.

## Conflict of Interest Disclosure Form

### Weaver's Way Cooperative Association Conflict of Interest Disclosure Statement

Directors of Weavers Way Cooperative Association (the "Co-op") are expected to carry out their duties in a manner that adheres to the governance policies of the Board of Directors including the Director's Code of Conduct as stated in the G5 policy in the Board's Policy Manual. This policy requires Board members to disclose conflicts of interest that may impact upon their fiduciary responsibilities to the Co-op.

Pursuant to Section G5 of the Board's Policy Manual relating to conflict of interest, I hereby submit the following disclosure statement.

I have read and understand the G5 Director's Code of Conduct policy of the Co-op.

To the best of my knowledge, I have no conflict of interest that would impact upon my serving as a member of the Board of Directors of the Co-op except as set forth below. (See note below).

---

I have described above in detail (a) any material financial interest which may give rise to a conflict of interest while I serve as a member of the Board of Directors of the Co-op including, without limitation, a list of businesses of other organizations of which I or any member of my immediate family is a member, employer, or owner, and with which the Coop may reasonably enter into a relationship or transaction, and (b) any other relationship or activity which may give rise to a conflict of interest.

I acknowledge that I have an affirmative obligation to disclose to the board as soon as practicable any conflicts of interest that arises in the future.

Note: For purposes of completing this disclosure statement:

1. a Board member has a conflict of interest when s/he or a family member has a material financial interest in an issue or matter pending for discussion or decision by the Board or management of the Co-op;
2. a "family member" is a Board member's spouse, domestic partner, or child, as well as the spouse of a Board member's child or other relative of a Board member living in the same household as the Board member.\*
3. a "material financial interest" is
  - an ownership or investment interest in an entity whose transactions, arrangements, potential transactions or potential arrangements with the Co-op are before the Board or management of the Co-op;
  - a compensation arrangement, including an employment relationship, with any such entity;
  - fiduciary duties, as a Board member or otherwise, or executive-level management authority at any such entity;

- direct personal participation (other than as a Board member) in a pending matter before the Board.\*\*

A person who owns shares in a mutual fund does not have a “material financial interest” as to any of the fund’s holdings unless the Board or family member directs or advises the fund in connection with portfolio transactions.

Signed by: \_\_\_\_\_ Date: \_\_\_\_\_

Full Name (Print): \_\_\_\_\_

PO Box: \_\_\_\_\_ Street: \_\_\_\_\_

City, State and zip code: \_\_\_\_\_

## **G6 – Board Committees**

Adopted 1/6/04, Last Revised 1/10/17

The board may establish committees for various purposes to help carry out its duties.

Accordingly, board committees will:

- G6.1. Respect the authority of the board and never interfere with delegation from board to General Manager.
- G6.2. Be formed primarily on an ad hoc basis, except for two standing committees:
  - G6.2.1. The Audit Committee oversees external auditors and oversees management's responsibilities to assure that there is an effective system of controls designed to safeguard assets and income and assure integrity of the financial statements.
  - G6.2.2. The Leadership Committee recruits Co-op members to run for the board, conducts annual board elections, and recommends board replacements in the event of vacancies.
- G6.3. Include at least one board member.
- G6.4. Have well-defined purposes and goals, published on the board calendar, that include either an end date or end product for the committee, or a justification for the relevance of ongoing activities.
- G6.5. Report solely to the board.
- G6.6. Be reviewed at the June board meeting each year to determine status and needs. Those leaving the board may be invited to continue to serve on board committees.

Compliance with this policy will be determined annually at the Board meeting in January.

## **G7 – Cost of Governance**

Adopted 1/6/04, Last Revised 1/10/17

Because poor governance costs more than learning to govern well, the board will invest in its governance ability.

Accordingly, the board shall:

G7.1. Incur responsible costs for:

G7.1.1. Education and training to increase skills of directors.

G7.1.2. Board members to meet with their counterparts at other co-ops at conferences and other venues to broaden experience and knowledge.

G7.1.3. Outside monitoring or other assistance as appropriate.

G7.1.4. Outreach to members to insure their viewpoints and values are understood by the board.

G7.2. Approve a plan with budget each April for board expenses during the next fiscal year beginning 7/1 and request that the General Manager incorporate funding in the general operating budget. The President and Treasurer will develop a proposal for this plan and include it in the April board packet.

Compliance with this policy will be determined annually at the Board meeting in January.



## Appendices

### **Appendix A. Weavers Way Mission Statement**

It is the mission of Weavers Way Cooperative Association (WW) to operate a grocery-based consumer organization that is owned and governed by its members; and to build community, both within its membership and in the Northwest Philadelphia area.

We do things cooperatively. We encourage each member to contribute to and participate in all activities we undertake as a cooperative. We follow and promote the International Cooperative Principles, support other co-ops and cooperative efforts, and educate our members and our community about consumer issues and the cooperative movement.

We're committed to each other as members. We maintain a welcoming store which operates in an atmosphere of trust and respect. We provide an equitable and rewarding workplace for our member-employees. We offer products and services, which reflect our members' needs, and which balance quality and cost.

We're committed to the community. We support local businesses, wholesalers, community groups and institutions in ways that strengthen our community and benefit our members. We embrace diversity and seek to reflect that diversity in our membership.

We're committed to the environment. We work to sustain a healthy planet, promote environmentally sound products and practices, encourage and support local and organic farming, and try to act with environmental consciousness in all our endeavors.

## Appendix B. Product Philosophy Statement

Weavers Way Co-op strives to uphold a variety of principles in making decisions about what products to purchase for resale to our members.

Because we are owned and operated by consumer-members, our product philosophy reflects the diversity of our membership. The philosophy which underlies our buying decisions might best be described as one of healthy eclecticism. While we strive to appeal to the broadest demographic base, our decisions about which products to purchase are also informed and guided by our responsibility to maintain a fiscally sound operation. When and where possible, the following guidelines support our buying decisions at Weavers Way:

- We are committed to providing products for which we have full nutrition and source information and to providing this information to our members.
- We purchase products which are cooperatively or collectively produced.
- We buy products which are locally and/or regionally produced and which support the local economy.
- We buy products from independent suppliers and producers and from small business owners.
- We are committed to buying the freshest products available.
- We offer products at cost savings to members.
- We provide choices for our members and offer product alternatives (e.g., organic vs. nonorganic, gourmet/specialty vs. value-priced, bulk vs. packaged/processed).
- We purchase eco-friendly products which do not adversely affect the environment; we avoid purchasing products which have been proven detrimental to human health or the environment.
- We attempt to buy products from businesses which support conditions of shared wealth and which do not exploit workers.

## Appendix C. International Cooperative Principles

The International Cooperative Principles were last revised in 1995 by the International Cooperative Alliance as part of the Statement on the Cooperative Identity. The Statement also includes a definition, “A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise,” and a statement of values, “Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.” The cooperative principles are guidelines by which cooperatives put their values into practice.

1. Voluntary and Open Membership: Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

2. Democratic Member Control: Cooperatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote), and cooperatives at other levels are also organized in a democratic manner.

3. Member Economic Participation: Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

4. Autonomy and Independence: Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

5. Education, Training and Information: Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public – particularly young people and opinion leaders - about the nature and benefits of cooperation.

6. Cooperation Among Cooperatives: Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures.

7. Concern for Community: Cooperatives work for the sustainable development of their communities through policies approved by their members.