

## **BOARD OF DIRECTORS' ROLE**

**TITLE:** Board of Directors

**REPORTS TO:** Members-Owners of Ukiah Natural Foods Co-op

**SUPERVISES:** General Manager

**GENERAL STATEMENT:** The Board of Directors is an elected body responsible for overseeing the affairs of UNF on behalf of member-owners and the community. The Board's authority extends only to decisions made by a quorum of the Board as a whole; individual Board members have no authority outside of a Board meeting, except as delegated by the Board. Only member-owners in good standing may serve as Directors of this Cooperative.

**PRIMARY FUNCTION:** To be legally accountable for the actions of UNF. To oversee operations of UNF and strive for long-range security and viability in planning for the future. To make decisions in the best interests of UNF and its entire membership.

### **SPECIFIC DIRECTOR RESPONSIBILITIES:**

1. Work with management to establish long-term purpose and goals; approve annual and long-term objectives, goals, and performance targets. Monitor progress toward them.
2. Define the General Manager's responsibilities and goals. Hire and evaluate the performance of the GM. Approve the GM's compensation package.
3. Approve budgets. Exercise due diligence to maintain adequate capitalization and profitable operations. Approve major changes in assets. Monitor indicators and resources.
4. Set major corporate (non-operations) policies and performance standards. Monitor compliance with policies.
5. Establish key indicators in membership area and monitor performance. Maintain two-way communications with member-owners; report to member-owners at least annually. Approve member-owner benefits that offer a balance between value to members and fiscal viability of UNF.
6. Contribute to a positive public image for UNF. Represent UNF's interests, as needed and feasible, in the business community and in legal actions.
7. Make sure that UNF adheres to all relevant laws, including its Articles of Incorporation and Bylaws. Prepare recommendations for By-law changes to be voted on by the General Membership as needed.
8. Work to perpetuate a strong Board through recruitment, contested elections, training, and on-going professional development. Appoint Board Directors to fill vacancies.
9. Set up Board committees and maintain efficient, effective Board operations/systems.
10. Maintain confidentiality of closed session activities, i.e.: human resources, real estate negotiations, potential litigation.

## Mutual Agreement on Conduct

As Board directors, we recognize that we represent the Ukiah Natural Foods Cooperative (UNF) and shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the Cooperative, its member-owners, and its staff.

We agree to:

- Respect the rights of others to communicate their ideas;
- Devote the time needed to fulfill the responsibilities of our positions;
- Be prompt, attentive, and prepared for board and committee meetings;
- Encourage open, respectful, and complete discussions by the board;
- Disclose any personal or organizational conflicts of interest and refrain from discussing or voting on any issues related to that conflict;
- Be cooperative and respectful in dealings with other directors, with UNF management, staff, member-owners, and the public;
- Refrain from becoming financially involved with any business or agency that has interests that conflict with UNF;
- Agree to abide by all legal decisions of the board;
- Present the agreed-upon view of the board when speaking for UNF;
- Refrain from asking for special privileges as a board member;
- Work to ensure that UNF is governed in a democratic fashion, that all elections are open and fair, and to encourage the participation of all member-owners;
- Strive to keep member-owners informed of UNF's status and plans, and of the board's work, as appropriate;
- Seek to learn more about UNF, its operations, and my responsibilities as a board director;
- Refrain from interfering with management's areas of responsibilities; and
- Use discretion and judgment in discussing board matters with staff, member-owners, and the public.

If at any time, any member(s) of the Board of Directors believes that any of these agreements have been broken, the Board of Directors shall discuss the matter in an open, honest, and direct manner at their next scheduled board meeting. At this meeting, it is the responsibility of the Board of Directors to come to a suitable resolution that is aligned with the bylaws of UNF. The intent is to prevent unnecessary conflict without stifling productive differences of opinion.

We believe that this Code of Conduct is important enough that it will be read aloud at a board meeting at least annually for the benefit of new and sitting board directors.