



Whitewater Grocery Co. Board Charter

Our Goal: A successful full-service grocery store in Whitewater, owned by and serving the needs of our community.

Board Working Agreements

1. Our job is to create the organization that can investigate, open and own a community owned grocery store.
 - a. We will hire, compensate, delegate responsibility to, and hold accountable a Manager.
 - b. We will have clear, written, expectations of the Manager's performance.
 - c. We will regularly check to make sure the Manager is following the Board's expectations, and to make sure the Board itself is following our own Working Agreements.
2. We will work together in a way that helps us accomplish our goal. Specifically, we will
 - a. research and learn about best practices on starting a grocery store and cooperative governance
 - b. maintain group discipline, authority and responsibility
 - c. follow this set of written agreements, modifying them or adding to them as needed
 - d. carefully distinguish roles
 - e. encourage diverse viewpoints
 - f. obey all relevant laws
 - g. have fun!
3. We will follow meeting agendas designed to help us accomplish our goals.
 - a. We will limit the amount of meeting time taken up by personal concerns, work we have delegated to committees, or topics that aren't related to our goals.
 - b. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.
 - c. The meeting agenda will be determined by the Board President, and may be modified at the meeting by a majority vote of the Board.
 - d. Meetings will be open to the membership except when a 'closed session' is officially called.
 - i. We may occasionally use a closed session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the closed session should be on the published agenda.



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4. Each of us commits ourselves to ethical, businesslike and lawful conduct.
 - a. Every Board member is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the group, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
 - b. Board members must demonstrate loyalty to the interests of the group. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any Board member acting as an individual consumer or owner/member.
 - c. There will 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.
 - d. When the Board is to decide on an issue about which a Board member has an unavoidable conflict of interest, that person shall abstain from the conversation and the vote.
 - e. No Board member has any individual authority unless specifically given that authority by the Board.
 - i. The Board may authorize its members to act on behalf of the organization within a specified scope of work and budget. Such authority is limited and both the Board and member will be accountable for the outcomes.
 - ii. When interacting with the public, the press, or other entities, no Board member may speak for the Board except to repeat explicitly stated Board decisions.
 - f. Board members will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving the Board.
 - g. Board members will prepare for and attend all Board meetings and trainings, unless absence is unavoidable and previously communicated to committee chair.
 - h. Board members will support the legitimacy and authority of the Board's decision on any matter, irrespective of the member's personal position on the issue.
 - i. Any Board member who does not follow these code of conduct agreements can be removed from the Board by a majority vote of the remaining Board.
 - j. A board member who applies for employment with the co-op must first resign from the board.
5. We will elect officers in order to help us accomplish our job.



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- a. Officers may delegate their authority but remain accountable for its use.
The president ensures the Board acts consistently with Board agreements.
 - i. The president will run the meetings and set the agenda
 - ii. The president plans for leadership (officer) perpetuation
 - iii. The president may represent the Board to outside parties
 - b. The vice-president will perform the duties of the president in her/his absence.
 - c. The treasurer will keep track of the Board's funds.
 - i. In addition, the treasurer will facilitate the Board's understanding of financial issues as needed.
 - d. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
6. We will use committees to help us accomplish our goals
- a. Committee members may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
 - b. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - i. Charters will carefully state committee expectations, authority and limitations.
7. We will create a budget for our work.
- a. We will review and modify the budget as needed.
 - b. We will include funds for:
 - i. Business development
 - ii. Board education, training and development
 - iii. Committee work
8. Only officially passed motions of the board are binding on the Manager.
- a. Decisions or instructions of individual board members, officers, or committees are not binding on the Manager except in rare instances when the board has specifically authorized this power.
 - b. In the case of board members or committees requesting information or assistance without board authorization, the Manager can refuse any requests that, in the Manager's opinion, may disrupt development progress or that require too much staff time or resources.