

CONTENTS

Ends	A – Ends
<i>Executive Limitations</i>	<i>B – Global Executive Constraint</i> <i>B1 – Financial Condition and Activities</i> <i>B2 – Planning and Financial Budgeting</i> <i>B3 – Asset Protection</i> <i>B4 – Membership Rights and Responsibilities</i> <i>B5 – Treatment of Customers</i> <i>B6 – Staff Treatment and Compensation</i> <i>B7 – Communication to the Board</i> <i>B8 – Board Logistical Support</i> <i>B9 – Emergency GM Succession</i>
Board Process	C – Global Governance Commitment C1 – Governing Style C2 – The Board’s Job C3 – Agenda Planning C4 – Board Meetings C5 – Directors’ Code of Conduct C6 – Officers’ Roles C7 – Board Committee Principles C8 – Governance Investment C9 – Proprietary Information C10 – Policy and Charter Audit Process C11 - Expense Reimbursement and In-Kind Donation C12 - Board Succession Planning Policy C13 - Special Access Owner Program C14 - Ownership Share Management
<i>Board- Management Relationship</i>	<i>D – Global Board-Management Connection</i> <i>D1– Unity of Control</i> <i>D2 – Accountability of the GM</i> <i>D3 – Delegation to the GM</i> <i>D4 – Evaluating the GM</i>

Whitewater Grocery Cooperative Policy Guide

Policy Type: Ends
Policy Title: A – Global End
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

Until ends policies are developed, the Cooperative's purpose and priorities will remain as previously stated explicitly by the Board or as found implicitly in previously adopted Board documents.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C – Global Governance Commitment
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

Acting on behalf of our owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C1 – Governing Style
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, we will:

1. Be a strategic leader by developing insight and foresight to set direction and facilitate movement in that direction.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
 - a. Observe the 10 Policy Governance principles (Ownership, Position of Board, Board Holism, Board Means Policies, Clarity and Coherence of Delegation, Ends Policies, Executive Limitations Policies, Policy Sizes, Any Reasonable Interpretation, Monitoring)
3. Maintain team discipline, authority and responsibility.
4. Practice the habits of a successful democracy.
5. Obey all relevant laws and bylaws.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C2 – The Board’s Job
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

In order to govern successfully, we will:

1. Practice, protect, promote and perpetuate a healthy democracy for our Cooperative.
2. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager.
 - a. Use a strategic process to establish the value of GM compensation, and complete this process in a timely manner.
3. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
4. Rigorously monitor operational performance in the areas of Ends and Executive Limitations.
5. Regularly evaluate our own Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education and training, a robust recruitment, qualification and nomination process and fair elections.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C3 – Agenda Planning
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

We will follow a strategic multi-year workplan and annual agenda that focuses our attention upward and outward.

1. We will create, and modify as necessary, an annual calendar that includes tasks and events related to our multi-year workplan, membership meetings, Board training schedule, and monitoring schedule.
2. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C4 – Board Meetings
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

Board meetings are for the task of getting the Board's job done.

1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time.
2. Meetings will be open to the membership except when executive session is officially called.
 - a. We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.
4. If we must make a decision outside of a regular meeting, that decision must be unanimous and affirmed in writing by all directors. We will include a record of that decision in the minutes of the next regular meeting.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C5 – Directors’ Code of Conduct
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative’s member-owners. 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 director acting as an individual consumer or member-owner.
 - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - b. Every year, every director will complete the Code of Conduct Agreement form and will verbally report to the whole board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole board.
 - c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - d. A director who applies for employment at the Cooperative must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for, attend, and participate fully in all Board meetings and trainings.
6. Directors will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the director’s personal position on the issue.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.

Whitewater Grocery Cooperative Policy Guide

Policy Type:	Board Process
Policy Title:	C6 – Officers' Roles
Adopted:	November 18, 2017
Reapproved:	February, 11, 2019; July 14, 2020
Last Revised:	July 14, 2020

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The president ensures the Board functions well and in accord with our policy agreements.
 - a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board's functioning.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president, in collaboration with the Board Development Committee, plans for leadership (officer) perpetuation.
 - d. The president may represent the Board to outside parties.
4. The vice-president will perform the duties of the president if the president is unable to do so.
5. The treasurer is responsible for supporting the board in all finance-related board work.
 - a. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
 - b. The treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
6. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
 - a. The secretary will write the draft and final versions of any new policy or committee charter.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C7 – Board Committee Principles
Adopted: December 11, 2017
Reapproved: February, 11, 2019; June 9, 2020
Last Revised:

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support Board holism.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C8 – Governance Investment
Adopted: December 11, 2017
Reapproved: June 3, 2019; June 9, 2020
Last Revised:

We will invest in the Board's governance capacity.

1. We will make sure that Board skills, methods, and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors' skills and understanding.
 - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to member-owner viewpoints and values.
 - d. We will use professional and administrative support.
3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. We will complete this work no later than the January Board Meeting.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C9 – Proprietary Information
Adopted: June 24, 2019
Reapproved: August 11, 2020; August 11, 2021
Last Revised:

We will hold confidential the complete results and specific details of proprietary data and studies.

1. We will speak with one voice regarding the information we make public. We will do this by voting as a board on the summary information that we will share regarding the results of market studies, our pro forma, site analysis, or other proprietary research conducted on behalf of the Cooperative.
2. We will vote as a board before providing confidential information to any party outside of the Board.
 - a. A non-disclosure agreement (NDA) may be required for the party requesting the information, including consultants, officials, and parties hired to help further the development process. A vote will be taken to determine the necessity of an NDA prior to the information being shared. This will not be applied retroactively but may be applied to new information or new parties.
 - b. We will keep accurate records to ensure the security of our data, including: party receiving data, names of those authorized to access it, number of copies provided, purpose for sharing, and Board member contact.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C10 – Policy and Charter Audit Process
Adopted: January 14, 2019
Reapproved: January 27, 2020; January 12, 2021
Last Revised:

We will audit and monitor board policies and charters frequently to abide by good governance practices.

- Monthly, the Board will review at least one policy for accuracy and to ensure it is relevant and still fully understood.
 - The policy/policies to be reviewed will not have been reviewed within the previous six months
 - The president will select the policy/policies to be reviewed, will review them first, and note any recommended updates or edits
 - The directors will review the policy/policies as a part of the Board Packet before the meeting
 - Discussion and (if necessary) adoption of the updated policy/policies will take place at the meeting
 - A new policy could also be introduced as a part of this audit process

- Annually, each committee will review their charter and vote to update it as necessary. The updated charter will be presented to the Board for final approval.

Whitewater Grocery Cooperative Policy Guide

Policy Type:	Board Process
Policy Title:	C11 – Expense Reimbursement and In-Kind Donation Policy
Adopted:	February 11, 2019
Reapproved:	March 11, 2020
Last Revised:	March 11, 2020

It is the policy of Whitewater Grocery Co. to reimburse board members, volunteers, and/or staff for reasonable, necessary, and approved expenses incurred in connection with the Whitewater Grocery Co. Whitewater Grocery Co. strongly encourages the use of travel and lodging discounts when making travel arrangements, and discounts and price matching when making expense purchases.

Those seeking reimbursement should incur the lowest reasonable expenses and exercise care to avoid impropriety or the appearance of impropriety. Reimbursement is allowed only when reimbursement has not been, and will not be, received from other sources. If a circumstance arises that is not specifically covered in this policy, then the most conservative course of action should be taken.

Authorized expenditures may also be in whole or part donated to the Whitewater Grocery Co. with indication of in-kind donation chosen on the [Expense Reimbursement and In-Kind Donation Form](#).

Authorization and responsibility

Expenditures must be authorized by the Whitewater Grocery Co. Board or their appointee. Travel and purchases should be verified that expenditures are eligible for reimbursements before making arrangements. Within 30 days of completion of a trip or purchase, the approved person must submit supporting documentation to obtain reimbursement of expenses or proper donation documentation.

Personal Funds

Reimbursement guidelines should be reviewed before spending personal funds for travel or expenditures to determine if such expenses will be reimbursable. Whitewater Grocery Co. reserves the right to deny reimbursement of expenses for failure to comply with policies and procedures.

Personal funds will not be reimbursed until after the approved trip or expenditure has occurred and proper documentation is submitted.

Travel Expenses/Procedures

Travel Expenses

Conference registration fees or other travel expenses, **whenever possible**, should be prepaid by the Treasurer with a Whitewater Grocery Co credit card or check.

Whitewater Grocery Cooperative Policy Guide

Travel Reimbursements

Requests for reimbursements of travel-related expenses should be submitted using an [Expense Reimbursement and In-Kind Donation Form](#). This form must be accompanied by supporting documentation and submitted to the Treasurer within 30 days after the trip is completed.

Reimbursement of travel expenses is based on documentation of actual expenses supported by the original, itemized receipts. Reimbursements that may be paid by Whitewater Grocery Co. are shown below:

Conference registration fees. If the conference fee was not prepaid, Whitewater Grocery Co. will reimburse pre-approved fees, including business-related banquets or meals that are part of the conference registration. Original receipts to support the payment are required. If the conference does not provide a receipt, then a cancelled check, credit card slip/statement or documentation that the amount was paid is required for reimbursement.

Lodging. The cost of overnight lodging (room rate and tax only) will be reimbursed to the traveler if the authorized travel is *50 miles* or more from the traveler's home, unless otherwise approved by the Board.

Whitewater Grocery Co. will reimburse pre-approved lodging expenses at reasonable, single occupancy or standard business room rates. When the hotel or motel is the conference or convention site, reimbursement will be limited to the conference rate.

Transportation. Transportation costs may be considered for reimbursement, and must be pre-approved by the Board.

General Expense/Procedures

Purchases

Any purchases must be part of an approved Committee or Board budget. Any proposed purchases that are outside of the existing Committee or Board budget must be presented to the Board for approval and amendment of the budget.

Purchase Reimbursements

Requests for reimbursements of expenses should be submitted using an [Expense Reimbursement and In-Kind Donation Form](#). This form must be accompanied by the itemized receipts and submitted to the Treasurer within 30 days after the expense was incurred.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C12 – Board Succession Planning
Adopted: June 9, 2020
Reapproved:
Last Revised:

It is inevitable that board member seats will become vacant periodically. In the interest of board continuity, the Whitewater Grocery Co. establishes this policy to prepare for vacancies on the board, whether they are planned or unplanned. The board of directors shall be the primary group that's responsible for implementing the board succession planning policy and any related procedures.

The board of directors created this policy to ensure that there is adequate time to make sure that future board directors will be qualified, capable, and be a good fit with the mission of the organization and will commit to its vision, values, goals and objectives.

It is the policy of the Whitewater Grocery Co. to develop a diverse roster of board director candidates on a continual basis.

Procedures

- The Board Development Committee should actively seek and vet appropriate candidates for board directorship on a continual basis.
- The Board Development Committee should collect resumes for consideration when appropriate and recruit candidates on a continual basis.
- The Board Development Committee shall not seek the assistance of a third-party consultant for the purpose of recruiting board members without the approval of the board.
- The Board Development Committee shall refer to the board director job description and board member expectations in seeking qualified candidates for board directorships.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C13 - Special Access Owner Program
Adopted: November 10, 2020
Reapproved:
Last Revised:

Because we value community ownership and welcoming everyone, because social responsibility and care for others is part of being a co-op, because any money that comes in will support us (large or small amounts), because we need to adapt to our community, because the more people that have access to our movement, the better (and becoming an owner is a tangible way to do so), and because this is about equity, a new avenue to ownership has been created to encourage inclusiveness and accessibility called the Special Access Owner. Special Access Owners will be treated exactly as any other type of Owner with the same benefits and responsibilities as outlined in the Ownership Agreement and our Bylaws. This program will be governed with the following principles:

1. The Special Access Owner is to pay \$25 with the balance of \$125 to be paid out of donated funds.
2. Program is funded by donations specifically identified for ownership subsidy and may only be granted when said funds are available. In the event that no funds are available, applicants will be given the option of being put on a waiting list.
3. Special Access Owners are capped at no more than 5% of total Owners.

The application is simple and straightforward.

1. Applicant is responsible for paying \$25 as a portion of their share, due upon application approval. This payment will be non-refundable.
2. No proof of need is required, an applicant will be taken at their word.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C14 - Ownership Share Management Policy
Approved: August 23, 2021
Reapproved:

The Board will manage ownership shares as outlined in the ownership agreement form, the Bylaws and guided by the following principles of returning owner equity, exceptions to non-transferability, and what it means to be a Member-Owner in good standing.

Return of Equity

- **Member-Owner requested return of equity:** In cases of financial hardship Member-Owners may apply to receive a refund of an ownership share purchased according to these procedures and terms:
 - The Member-Owner submits a written request for return of equity to the Board for approval. The Board will review the request and vote to approve or deny by simple majority.
 - As soon as practicable following receipt of the request, the Cooperative will notify the Member-Owner of the Board's decision and, if approved, send a check refunding the share the Member-Owner paid. The fees for credit card payments, if any, are not refunded. The Board may postpone refund payments if such payments may cause financial hardship to the Cooperative.
 - A Member-Owner who rejoins after a return of equity will receive a new membership number.
- **Cooperative requested retirement:** The Board may retire a membership because the Member-Owner is not in good standing. If the Board decides to retire a Member-Owner, it follows this procedure:
 - A notice of retirement is mailed to the Member-Owner with an explanation of the reasons for retirement. If the Member-Owner cannot be contacted, the equity is added to the Cooperative's unallocated surplus (retained earnings)
 - If the Member-Owner contacts the Cooperative within 30 days of the date of the notice, equity can be returned to the owner upon discretion of the Board.
 - The Board may postpone refunding share payments if doing so would cause financial hardship to the Cooperative.
 - A Member-Owner who rejoins after retirement will receive a new membership number.

Exceptions to Non-Transferability

- The Board has determined that in the following cases, membership may be transferred, upon request:
 - In the case of death, membership can be transferred to the heir, or if no heir, the Board shall have discretion to transfer a membership to a family member of the deceased.
 - In the case of divorce or domestic separation, membership can be transferred to that individual identified by the separating parties as the owner.
 - In the case of a business-owner, if the business changes ownership the owner share can be transferred with the business and a new authorized voting representative may be declared.
 - In any case when the authorized voting representative changes, the Board shall be notified in writing or verbally, and the change should be noted in the Member-Owner's Nationbuilder record.

Whitewater Grocery Cooperative Policy Guide

Membership in Good Standing

- A Member-Owner who has not made payments towards ownership according to the payment schedule shall lose good standing status and participation rights shall then be suspended. Such an owner may attain good standing upon recommencing payment of financial obligations. A Member-Owner will also not be in good standing for violating any provision of [Bylaws Section 2.6 Termination of Ownership](#). Any Member-Owner not in good standing is subject to termination of Ownership by the Board after the Member-Owner is provided fair notice of the reasons for proposed termination and has an opportunity to respond in person or in writing.