



Central Co-op

2024 Candidate Application Packet

Greetings, and thank you for your interest in becoming a member of Central Co-op's Board of Trustees or Nominating Committee.

Thank you for your support of Central Co-op! Owners such as yourself who are willing to serve in our Co-op's governance are crucial to our continued collective success as a cooperative enterprise.

We hope that you'll find all the information you need to decide whether or not to apply to be a candidate in our 2024 election; but please do let the Nominating Committee know if there is any additional information that would be of use, or questions you might have. You can contact us at: nominatingcommittee@centralboard.coop.

Please read the full candidate application packet carefully before completing your application. Your Candidate Application and résumé will not be made public.

Enclosed, you'll find the following:

- Candidate Requirements p. 2
- Important Dates, p. 3
- FAQ for Prospective Candidates, p. 4
- Responsibilities and Expectations of Nominating Committee members, p. 7
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All communications regarding your application should be sent to the Nominating Committee at nominatingcommittee@centralboard.coop. We look forward to meeting you!

Cooperatively yours,

The NomCom

2024 Election

Each year there are two open seats on the Board of Trustees (one consumer member and one worker member) and two open seats on the Nominating Committee (one consumer member and one worker member) that are up for election. Board terms are for three years and Nominating Committee members serve a one year term. The Nominating Committee considers all applications and identifies up to two qualified candidates to be placed on the ballot for each open seat. The Board approves the official election ballot.

Candidate Requirements

All candidates must be active owners in good standing. An active owner meets the following requirements:

- Is the primary account holder on their membership
- Is either paid in full or has made an equity payment in the previous 30 days
- Consumer Members must have shopped at the Co-op in the previous 12 months
- Worker Members must have worked an average of 20 hours a week or more over the preceding six months.

To be placed on the ballot you must:

- **Attend a Candidate Meet & Greet:** This is an opportunity for you to meet current members of the Nominating Committee and Board of Trustees as well as other potential candidates. You will have an opportunity to ask questions and learn more about the role, and in turn the Nominating Committee will be able to learn more about you and the strengths and vision you could bring to the Co-op.
- **Submit the following to the Nominating Committee by Aug. 15, 2024** in an electronic format. (If you are unable to submit materials digitally please contact the Nominating Committee to make other arrangements). ***We must have all three pieces below to consider your application complete.***

Earlier applications are invited and encouraged.

- **Complete Candidate application**
- **Résumé**, and
- **Candidate statement** (approx. 250 words)

After that, next steps include:

- **Authorizing a background check.**
- **Meeting with the Nominating Committee** to discuss your candidacy.
- **Being nominated by the Nominating Committee.**
- **Having your nomination approved by the Board.**

Dates to remember:

This year's Candidate Meet & Greets will be available to those interested in applying for the Board and Nominating Committee. Please follow Central Co-op on Social Media for events in Seattle and Tacoma. You can also schedule a brief consultation by contacting the Committee at nominatingcommittee@centralboard.coop.

The deadline to submit your candidate application is **Aug. 15, 2024**

- Meetings with the Nominating Committee will take place between **August 15 and September 16, 2024**
- Candidate slate put before the Board of Trustees, **Sept. 23 2024**
- The Annual Election will run in **October 2024**

Frequently Asked Questions for Prospective Candidates

BOARD OF TRUSTEES	NOMINATING COMMITTEE
What They Do	
<p>Elected by the ownership of Central Co-op and serving three-year terms, this governing body appoints, hires, or promotes a CEO who steers operational progress; however, the Board of Trustees remains the legal steward of the cooperative.</p> <p>The Board is responsible for ensuring organizational performance on behalf of all of Central Co-op's owners. This work includes developing clearly stated expectations through written Ends; delegating responsibility for, and authority over, the achievement of stated objectives; and monitoring compliance with written policies.</p>	<p>The Nominating Committee is elected by the ownership of Central Co-op for a one-year term and reports directly to the Board. The Nominating Committee works throughout the year to help recruit qualified candidates for the Board of Trustees and the Nominating Committee, nominate the most qualified candidates for the annual election, and oversee the election process. The Nominating Committee is also expected to maintain an active pool of potential candidates for appointments to the Board or Nominating Committee. In order to fulfill these duties, Nominating Committee members are expected to network at Co-op and community events to help in identifying potential qualified candidates.</p>
What they don't do	
<p>The Board of Trustees does not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of Central Co-op. The Board's sole official connection to the operations of the cooperative is through the CEO.</p>	<p>The Nominating Committee does not choose who is elected or appointed to the Board of Trustees. The Nominating Committee does not make decisions about, become involved with, or take part in any of the day-to-day activities or decisions regarding the operation of Central Co-op.</p>

Is there compensation?	
Consumer Members receive a 15% discount at Central Co-op and a \$200 monthly stipend. Worker Members receive a \$200 monthly stipend. Board officers and committee chairs receive additional compensation depending on roles. <i>(Subject to change.)</i>	Consumer Members receive a 15% discount at Central Co-op and a \$100 monthly stipend. Worker Members receive a \$100 monthly stipend. <i>(Subject to change.)</i>
What are the qualifications for running?	
Trustees must be the primary owner on an active membership of Central Co-op in good standing without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the Co-op. Once elected, Trustees must sign the Board's Code of Conduct and publicly disclose any potential conflicts of interest. As for personal qualifications, prior experience on a Board is helpful, but not a prerequisite for serving on the Co-op board. More important are qualities such as these: willingness to work closely and collaboratively with the other trustees; commitment to providing the time and energy necessary to accomplish the Board's objectives and fulfill the required term; the ability to learn quickly and to consider complex issues with an open and critical mind; and communication and organizational skills.	Nominating Committee members must be the primary owner of an active membership of Central Co-op in good standing without a substantial conflict of interest resulting from an affiliation with any enterprise that is in competition with the Co-op. Willingness to work closely and collaboratively with the other committee members, commitment to providing the time and energy necessary to accomplish the committee's responsibilities and fulfill the required term, a desire and ability to learn about the cooperative model, as well as communication and organizational skills are all important qualities for Nominating Committee members.
How much time would I need to put into service?	

The Board currently holds 6 regular meetings and several additional Board activities per year, at which attendance is expected. The time commitment for a Trustee is approximately 6 hours per month.

The Nominating Committee typically holds a monthly meeting for approximately 1-2 hours at which regular attendance is expected. However, in the weeks leading up to the annual election, there may be more frequent meetings scheduled. Beyond this there are occasional development opportunities to increase knowledge and understanding of the cooperative model, as well as Central Co-op events that committee members may attend to recruit potential board candidates.

FAQs Continued

Does the Co-op carry Directors and Officers (D&O) insurance?

It's very unlikely that Co-op Board members would ever be sued, but like many organizations, the Co-op carries indemnification coverage, currently for \$1 million per year.

I'm sure I have the time to commit, and I want to serve Central Co-op; how else can I make up my mind whether or not to run?

You may obtain additional information about serving on the Board or Nominating Committee by talking to a member of the Nominating Committee or any of the current Trustees to get a personal perspective of what service on the Central Co-op Board is all about.

Owners are always welcome (and encouraged) to attend the Board of Trustees regular meetings which are held on the 4th Monday in March, April, May, June, September, and second Monday in November. You will see how the Board functions, meet the current Board members, and gain useful perspectives on the opportunities and challenges currently facing Central Co-op. The Board of Trustees is currently meeting virtually over Zoom.

Also, recent Board meeting minutes are posted on the Central Co-op website, www.centralcoop.coop/board_minutes, under Board of Trustees on the Ownership tab.

OK, I've decided to run! Now what?

To help the ownership make an informed decision regarding the Trustees they elect, candidates are required to fill out the Candidate Application, submit a résumé and provide a brief Candidate Statement. Email your completed application, résumé, and statement to nominatingcommittee@centralboard.coop by **Aug. 15, 2024**. Following that, the Nominating Committee will meet with candidates and nominate the most qualified candidates for Board approval to be placed on the ballot.

It sounds like a big step!

Indeed it is, and worthwhile! As a cooperative, Central Co-op is only as strong as its ownership. The Board and Nominating Committee are a diverse group of people with a wide range of skills whose guidance has brought the store to where it is today!

Responsibilities and Expectations of Nominating Committee members

Nominating Committee members are an important part of the democratic health of Central

Co-op. As such there are some responsibilities and expectations that adhere to the role:

- Commit to a full one-year term
- Attend monthly meetings (1-2 hours)
- Attend Central Co-op and community events to meet and recruit potential candidates
- Actively participate in email communications between meetings
- Actively recruit owners to run in contested elections for the Board of Trustees and Nominating Committee
- Objectively review potential candidates in order to make a recommendation to the Board in the best interests of Central Co-op's membership
- Maintain confidentiality on any sensitive issues or information brought before the committee
- Willing to publicly support decisions and positions of the Co-op regardless of personal beliefs or opinions
- Attend Candidate Meet and Greet in July
- Able to dedicate additional time (5-10 hours) for the candidate review process in August and September
- Oversee Annual Election process (the Nominating Committee is not responsible for the administration of the election, but does ensure that a fair and valid election takes place)
- Attend the Annual Owner Meeting

Responsibilities of Board Members

In general, members of a co-op board have the same duties as the directors of any business. In addition, co-op boards must act as fiduciaries on behalf of Central Co-op owners, meaning that individual trustees have to balance individual interests, business interests, and owner interests when making decisions. To do this, trustees must be able to:

- Uphold fiduciary duty to use Co-op assets and owner equity in the best interests of co-op owners
- Exercise care in monitoring the Co-op's financial condition
- Abide by the Board's Code of Conduct
- Maintain confidentiality when required
- Faithfully honor all legal obligations that come with Board service, which include these duties:
 - o Duty of Care (make informed decisions in good faith; act as a prudent person; be honest; ensure adequate record keeping)
 - o Duty of Loyalty (always act in the best interest of the cooperative; disclose and avoid conflicts of interest; engage in no self-dealing; maintain confidentiality)
 - o Duty of Attention/Diligence (attend meetings; participate in discussions; be prepared; review materials; ask questions; state dissenting opinions; know and adhere to state laws and Co-op Bylaws; support Board decisions and policies)

Expectations of Board Members

- Commit to a full three-year term
- Shop regularly at Central Co-op
- Be prepared for meetings, including reading--carefully and thoughtfully--the agenda packet in advance of every Board meeting
- Participate fully in Board meetings. Attend all regular Board meetings, as well as any meetings of committees you may serve on. Be aware that special projects may require more time commitment
- Actively participate in Board discussion via email or phone between meetings as necessary
- Contribute to ongoing strategic leadership and vision
- Proactively cultivate future Board of Trustees leaders
- Attend the Board Orientation for newly elected Board members
- Attend the Annual Owner Meeting and other special events
- Represent the Co-op at conferences of cooperative associations
- Communicate with the Co-op's owners by periodically writing newsletter articles from the Board

Additional Resources for Potential Candidates

The Cooperative 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 ethical values of honesty, openness, social responsibility and caring for others.

The Twelve Central Co-op Principles

Co-ops share vision and culture! Central Co-op is guided by the following twelve principles. The first seven are based on the International Cooperative principles, followed by most co-ops, and the final five were adopted in late 2015.

1. Voluntary and Open Membership

Central Co-op is a voluntary organization, safe and open to all persons able to use our services and willing to accept the responsibilities of membership, without discrimination based on race, religion, age, social status, political affiliation, sexual orientation, or gender identity.

2. Democratic Member Governance

We are a democratic organization governed by our members. Representatives are elected to serve the whole membership. All members have equal voting rights (one member, one vote).

3. Member Economic Participation

Members contribute equitably to, and elected representatives direct, the capital of our cooperative. A portion of that capital is 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 developing their cooperative, setting up reserves, benefiting members in proportion to their participation, and supporting other activities approved by the membership. Members are encouraged to patronize and invest in the co-op.

4. Autonomy and Independence

We are an autonomous, self-help organization governed by our members. If we enter into agreements with other organizations, including governments, or raise capital from external sources, we do so on terms that maintain our cooperative autonomy.

5. Education, Training, and Information

We provide education and training for our members, elected representatives, managers, and employees so they can contribute effectively to the development of our cooperative. We proactively inform the general public about the nature and benefits of cooperation.

6. Cooperation Among Cooperatives

We actively strengthen the cooperative economy locally, regionally, nationally and internationally by working together.

7. Concern for Community

We support the sustainable development of our communities.

8. Concern for Ecosystems

Recognizing our dependence on the Earth's natural systems and resources, we respect animal habitats, human habitats, and the Earth's biological and physical equilibrium in the course of our activity as a cooperative.

9. Concern for Workers

We strive to provide purposeful, dignified employment and to encourage and enable worker participation in the governance and economic success of the co-op.

10. Skilled Cooperative Management

Recognizing the need for organizational capacity, we rely upon effective management and accountable empowerment, filtering management decisions through the lens of the cooperative model. We seek opportunities to develop organizational skills and cooperative understanding for the benefit of our business and the cooperative movement.

11. Strategic Leadership

We are committed to cultivating leadership, accountability and trust at all levels. Leaders are tightly aligned on our principles and strategy, while demonstrating individual initiative and a bias for action. They seek diverse perspectives and work to challenge their assumptions.

12. Innovative Culture

We serve our members by fostering a culture of learning, continuous improvement and innovation, to ensure the continued relevance and success of the co-op. We strive to develop and implement new ideas for increasing value and relevance to members.

More at <http://www.centralcoop.coop/co-ops101.php>

Central Co-op's Governing Documents

[Articles of Incorporation](#)

[Bylaws](#)

[Governance Policies](#)

Other Resources

[Taking Policy Governance to Heart](#)

[Duties and Responsibilities of Cooperative Board Members](#)

[Creating Boards That Lead](#)

There are also a number of excellent resources on the Cooperative Board Leadership Development (CBLD) website, which can be found here: library.cdsconsulting.coop