

Upstate Food Co-op Board of Directors Code of Conduct

Statement of Agreement

The Board of Directors of the Upstate Food Co-op adopts the following Code of Ethics to clarify any uncertainty regarding the authority of directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between directors, officers, managers, and members.

To that end, we, as directors agree that:

The **board's** authority is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we elect a manager to be responsible for the overall and day-to-day management of the business under the direction of the board and work with management to set the future direction of the co-op. We are also responsible for carrying out other duties as provided by the bylaws, the articles of incorporation, and state corporate laws.

Each director's authority is equal only to the rights and authority of any individual owner of the co-op except as indicted in the bylaws and board policies. No director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the board, and no director has any particular rights to information not made available to the directors.

The **authority of the manager**, as approved by the board in the General Manager's job description, is to manage affairs of the co-op. The General Manager shall supervise all other managers and engage in all negotiations and discussions on behalf of the co-op as necessary by following approved policies as directed by the board.

While a director may **disagree** with a policy approved by or action taken by the board, he or she shall support that policy or action as being the considered judgment of the board. An individual director shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices. The board shall reconsider its actions appropriately.

All directors shall maintain **confidentiality** as necessary to protect the co-op's interests and financial viability. This means that individual directors shall not discuss disputed or confidential actions, policies, or issues with co-op members or the general public unless all directors agree that such information is no longer confidential. All issues related to membership, real estate, market strategy and goals, pending litigation, and details of the co-op's financial status are considered sensitive issues subject to confidentiality unless or until the board as a whole approves full disclosure.

Directors serve as representatives of the cooperative. We shall conduct ourselves in a professional manner, which fosters confidence and reflects positively on the co-op and its members. We respect the rights of directors and members to communicate their ideas free from interruption and without intimidation.

Code of Conduct

As a director of the Upstate Food Co-op, I pledge to do my best and will:

- Make every effort to attend and actively participate in every board meeting
- Prepare for board meetings by reading monitoring, financial and GM reports, completing review sheets, and complete readings for the visioning/education section of the board meeting
- Actively participate in leadership of the board by assisting in organizing and directing the board meetings and by attending and participating in committee meetings
- Pursue the board's collective knowledge about the issues it faces, by reading related articles from other co-op groups and forums
- Speak respectfully to other board members, the GM and the membership and settle any disagreements on the lowest level possible by contacting and discussing the issue with the person with whom I have the conflict first and involve the board chair in the matter if necessary
- Follow all board policies, actions, and processes
- Develop and perpetuate an excellent board of directors by recruiting strong candidates, assisting in the election process, mentoring new board members, and participating in board evaluations
- Check my email regularly and respond to requests promptly
- Compete readings and reports and take responsibility to keep up with current issues, if I should miss a board meeting
- Seek ways to use my knowledge and skills to better the operation of the board and make substantial contributions to its success
- Follow the Protocol for Handling Complaints from customers, owners and employees
- Consider the business of the co-op and its owners to be confidential in nature
- Disclose any personal or organizational conflict of interest that I may have and to refrain from the discussions and consensus process on any issue related to that conflict
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the co-op's
- Present the agreed-upon view of the board of directors, rather than my own when speaking to members or the general public (the one voice principle)

- Refrain from asking for special privileges as a director and from interfering with management's authority as delegated in board policies
- Work to ensure that the co-op is controlled in a democratic fashion by its owners according to the co-op bylaws and that all elections are open, fair, and encourage participation of all owners
- Strive at all times to keep owners informed of the co-op's status and plans and of the board's work as appropriate

Adapted from "An Agreement for Disagreement" by Karen Zimbelman published in the Cooperative Grocer #75 March-April 1998

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