

# River Market Community Co-op

## Policy Register (Current)

Version 1.9

Policy Type:

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Last Revised: September 2011

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**Policy Type:      Ends**

***Policy Title: A – Global Ends***

Last Revised:              **November 2010**

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**Ends Umbrella Statement:**

As a result of all River Market Community Co-op does, the St. Croix Valley cultivates sustainable health & local sustenance.

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***Previous statements:***

**Current Mission Statement:** *The Mission of the River Market Community Cooperative is to improve human health and the natural environment by providing the healthiest natural food and products in the St. Croix Valley.*

**The Values of River Market Community Co-op**

These are the values we hold in common and which are instrumental to our success:

**Healthy Planet, Healthy People**

We believe in a web of life that connects food, the earth and her people. To fulfill our share of the responsibility, we continuously educate ourselves, our owners and our customers about the environment, health and the food we eat.

**Best Food Available**

We believe that the healthiest food is fresh, in its purest state, with the fewest additives and the least processing. Trust us to offer only products that meet our strict quality, health and ethical standards.

**Relationships and Community**

We believe in weaving a community one relationship at a time, and that our co-op plays a vital role in building these relationships. We help farmers, suppliers, owner members, shoppers and employees all build relationships through our shared interest in food and health. And we believe in being kind to each other.

**Unique Shopping Experience**

When you shop at River Market, you can expect a beautiful, inviting and relaxing store, and an energized, knowledgeable, friendly staff. Depend on us to provide exemplary healthy products that support local producers and sustainable agriculture, and activities that strengthen the community, and our socially responsible business.

**Business Success with a Conscience**

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We believe River Market must be a profitable business if we wish to succeed, and that profit and values together define success for us. We recognize our responsibility to our owner members, lenders and employees to build the store into a successful business that is both profitable and has a conscience.

**Policy Type: Executive Limitations**

***Policy Title: B – Global Executive Constraint***

Last Revised: **June 2010**

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The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

**Policy Type: Executive Limitations**

***Policy Title: B1 – Financial Condition***

Last revised: **June 2010**

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With respect to the actual, ongoing financial conditions and activities, the General Manager shall not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

The General Manager will not:

1. Allow sales to decline or be stagnant.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
4. Allow solvency, or the relationship of debt to Member-Owners' equity, to be insufficient.
5. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
6. Acquire, encumber or dispose of real estate.
7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
8. Allow late payment of contracts, payroll, loans or other financial obligations.
9. Use restricted funds for any purpose other than that required by the restriction.
10. Allow financial record keeping systems to be inadequate or out of conformity with GAAP.

**Policy Type: Executive Limitations**

***Policy Title: B2 – Business Planning and Financial Budgeting***

Last revised: **June 2010**

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The General Manager shall not cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

The General Manager will not cause or allow plans that:

1. Risk incurring those situations or conditions described as unacceptable in the Board policy "Financial Condition and Activities."
2. Omit credible projection of revenues and expenses, Owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or cause the insolvency of the cooperative.
4. Have not been tested for feasibility.
5. Provide less for Board prerogatives during the year than is set forth in the Governance Investment Policy.

## **Policy Type: Executive Limitations**

### ***Policy Title: B3 – Asset Protection***

Last revised: **June 2010**

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The General Manager shall not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The General Manager will not:

1. Allow equipment and facilities to be inadequately insured or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Allow unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Allow inadequate security of premises and property.
4. Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.
  - a. Allow improper usage of Member-Owners' and Customers' personal information.
5. Allow uncontrolled purchasing or purchasing subject to conflicts of interest.
6. Allow lack of due diligence in contracts.
7. Allow damage to the Cooperative's public image.

**Policy Type: Executive Limitations**

***Policy Title: B4 – Membership Rights and Responsibilities***

Last Revised: **June 2010**

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The General Manager will not allow Member-Owners to be uninformed or misinformed of their rights and responsibilities.

The General Manager will not:

1. Change the Board-determined Member-Owner equity requirements.

**Policy Type: Executive Limitations**

***Policy Title: B5 – Treatment of Consumers***

Last Revised: **June 2010**

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The General Manager will not be unresponsive to Customer needs.

The General Manager will not:

1. Operate without a system for soliciting and considering Customer opinion regarding preferences, product requests, complaints and suggestions.
2. Allow an unsafe shopping experience for our Customers.

**Policy Type: Executive Limitations**

***Policy Title: B6 - Staff Treatment and Compensation***

Last revised: **June 2010**

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The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

The General Manager will not:

1. Operate without written personnel policies that:
  - a. Clarify rules for staff
  - b. Provide for fair and thorough handling of grievances
  - c. Are accessible to all Employees
  - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the General Manager's own compensation and benefits, except as his or her benefits are consistent with a package for all other Employees.

**Policy Type: Executive Limitations**

***Policy Title: B7 – Communication with the Board***

Last Revised: **June 2010**

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The General Manager shall not cause or allow the Board to be uninformed or unsupported in its work.

The General Manager will not

1. Submit monitoring reports that are untimely, inaccurate, or hard to understand.
  - a. Submit monitoring reports without verifiable data and operational definitions directly related to the policy.
2. Report any actual or anticipated noncompliance with any policy of the Board in an untimely manner.
3. Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes which affect the assumptions upon which Board policy has previously been submitted.
4. Withhold his/her opinion if the General Manager believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the General Manager.
5. Deal with the Board in a way that favors or privileges certain Board Members over others except when responding to officers or Committees duly charged by the Board.
6. Fail to supply for the Board's consent agenda all decisions delegated to the General Manager yet required by law, regulation, or contract to be Board-approved.

## **Policy Type: Executive Limitations**

### ***Policy Title: B8 –Board Logistical Support***

Last Revised: **July 2010**

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The General Manager will not allow the Board to have inadequate logistical support.

The General Manager will not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
  - a. In the course of complying with Section B8 of the policy register, the General Manager shall not provide the Board with staff administration that does not fulfill the following responsibilities:
    - i. **Board Meeting Related Responsibilities**
      1. *Store Postings*. Ensure current agenda, most recent minutes, and other documents as specified are always available to member-owners by updating the store and internet postings in a timely manner.
      2. *Digital Docs*. Ensure accurate electronic distribution of documents required for each meeting have been distributed to each Director, the General Manager, and other persons specified. This may be done by direct distribution or oversight of Director distribution.
      3. *Board Meeting Attendance*. Attend all Board meetings, including occasional day-long board retreats and the annual meeting.
      4. *Minutes*. Take, transcribe, review with Secretary, provide to Secretary to submit to Board for approval, and distribute the minutes of Board meetings.
    - ii. **Annual Meeting & Member Linkage Responsibilities**
      1. *Annual Meeting*. Fulfill all responsibilities assigned to facilitate and assist in the preparation and execution the Annual Meeting.
      2. *Member Linkage*. Support the Board’s relationship with and understanding of the membership as directed.
    - iii. **Document & Information Related Responsibilities**
      1. *Director Manuals*. In the months prior to the September election of directors each year work with the applicable Board committee to prepare the Director Binders and promptly distribute them to the new Directors after election.

2. *Historical Documents.* Maintain all Board documents in electronic format for preservation and update the electronic document library with prior Board's historical documents as specified.
  3. *Document Maintenance.* Update and maintain Board documentation to reflect current policies and procedures and ensure access by all Directors and the General Manager of same.
  4. *Prospective Director Packet.* Maintain and update Prospective Director Packet, which includes an application for Board, and ensure that such is available in the store and on the website.
  5. *Board Server Maintenance.* Maintain electronic document storage on a Wiki site to ensure the required documents are available to Board members. As needed support the posting of documents on the Wiki site by facilitation and instruction.
2. Allow the Board to be without a workable mechanism for official Board, officer or Committee communications.
  3. Allow Board Members to be without an updated copy of the Policy Register and the Bylaws.
  4. Provide inadequate information and notice to Member-Owners concerning Board actions, meetings, activities and events.

**Policy Type: Executive Limitations**

***Policy Title: B9 – Urgent General Manager Succession***

Last revised: **June 2010**

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To protect the Board from sudden loss of General Manager services, the General Manager shall not have less than one other manager sufficiently familiar with Board and General Manager issues and processes to enable her/him to take over with reasonable proficiency as an interim successor.

**Policy Type: Board Process**

***Policy Title: C – Global Governance Commitment***

Last Revised: **June 2010**

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Acting on behalf of our Owners, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations.

**Policy Type: Board Process**

***Policy Title: C1 – Governing Style***

Last Revised: **June 2010**

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We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision outward and toward the future.
2. Observe the 10 Policy Governance principles.
3. Maintain group discipline, authority and responsibility.
4. Clearly distinguish Board and general manager roles.
5. Encourage diverse viewpoints.
6. Obey all relevant laws and governing documents.

**Policy Type: Board Process**

***Policy Title: C2 – The Board’s Job***

Last Revised: **June 2010**

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In order to govern successfully, we will:

1. Create and sustain a meaningful relationship with Member-Owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See D. Board General Manager Relationship Policies)
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
5. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.

**Policy Type: Board Process**

***Policy Title: C3 – Annual Agenda Planning***

Last Revised: **July 2011**

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We will follow an annual agenda that focuses our attention upward and outward.

1. Our annual governance cycle will run from the October Board meeting to the October Board meeting each year.
2. We will create, and modify as necessary, an annual calendar that includes the items mentioned in this policy, Membership meetings, Board training schedule, monitoring schedule, and the General Manager evaluation and compensation timeline as outlined in our Board-Management Relationship policies.
3. We will limit the amount of meeting time taken up by monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.

**Policy Type: Board Process**

***Policy Title: C4 – Board Meetings***

Last Revised: **August 2011**

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

1. 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.
2. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid Committee issues, operational matters and personal concerns.
3. We will attend to consent agenda items as expeditiously as possible.
4. The meeting agenda will be determined and managed by the President/Chair.
5. We will use a relaxed version of Robert's Rules of Order. The President may establish reasonable procedures for the Board's meeting operations. A current set of such procedures shall be attached to the current version of this Register as an appendix.

Policy Type: Board Process

**Policy Title: C5 – Directors’ Code of Conduct**

Last Revised: June 2010

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

- Every Director 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 Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Directors must demonstrate loyalty to the interests of the Cooperative’s Member-Owners. An actual or potential conflict of interest occurs when a board Director is in a position to influence a decision that may result in personal gain for that Director or for that Director’s family, friends or business acquaintances as a result of the Co-op’s business dealings.

- 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.
- When a Director is personally interested in a contract or transaction in which the Cooperative is a party, that Director must immediately disclose the existence and nature of such interest to the Board for discussion.
- When the Board is to decide on an issue about which a Director has an unavoidable conflict of interest, then that Director shall abstain from the conversation and the vote.
- A Director who applies for employment must first resign from the Board.
  - Directors may not attempt to exercise individual authority over the organization.
  - When interacting with the General Manager or Employees, Directors must carefully and openly recognize their lack of authority.
  - 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.
- Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
- Directors will prepare for and attend all Board meetings and trainings.
- 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.
- Any Director who does not follow the code of conduct policy shall resign from the Board if requested to do so by a 2/3 majority vote of the remaining Board.

**Policy Type: Board Process**

**Policy Title: C6 – Officers’ Roles**

Last Revised: **June 2010**

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

1. No officer has any authority to supervise or direct the General Manager.
2. Officers may delegate their authority but remain accountable for its use.
3. The President ensures the Board acts consistently with Board policies.
  - a. The President is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
  - b. The President will chair and set the agenda for Board meetings.
  - c. The President 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 in her/his absence.
5. The Treasurer will lead the Board’s process for creating and monitoring the Board’s budget, which is a line item in the Cooperative’s budget.
  - a. In addition, the Treasurer will
    - i. Receive and disburse all funds of the Cooperative.
    - ii. Keep a complete record of all financial transactions of the Cooperative and perform such other duties pertaining to his or her office as may be required by the Board of Directors.
    - iii. The Board of Directors may delegate the duties enumerated in this section to employees of the Cooperative.
    - iv. Select the auditor.
6. The Secretary will make sure the Board’s documents are accurate, up to date, and appropriately maintained.
  - a. In addition, the Secretary will
    - i. Ensure that a complete record of the meetings of the Cooperative and of the Board of Directors is kept.
    - ii. Sign as secretary, with the president, all notes, deeds and other conveyances of real estate, as well as all certificates of stock of the Cooperative and affix the corporate seal to all documents requiring attestation.
    - iii. Provide that all notices required by law be served.
    - iv. Perform such other duties as may be required of him or her by the Cooperative or the Board of Directors.

**Policy Type: Board Process**

***Policy Title: C7 – Board Committee Principles***

Last Revised: **November 2010**

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

1. Committees will reinforce and support the wholeness of the Board.
  - 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.
  - a. We will carefully state Committee expectations and authority to make sure they do not conflict with authority delegated to the General Manager.
4. Committee Reports requiring action by the board may not be approved through a consent agenda; rather, the committee must explicitly call out and identify any such items for action as either old or new business in the monthly agenda.

**Policy Type: Board Process**

***Policy Title: C8 – Governance Investment***

Last Revised: **June 2010**

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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 candidates for Membership, as well as to maintain and increase existing Directors’ skills and understandings.
  - 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 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. In no case will we complete this work later than the April Board Meeting.

**Policy Type: Board-Management Relationship**

***Policy Title: D – Global Board-Management Connection***

Last Revised: **June 2010**

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The Board's sole official connection to the operations of the cooperative will be through the General Manager.

## **Policy Type: Board-Management Relationship**

### ***Policy Title: D1 – Unity of Control***

Last Revised: **November 2010**

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- Directors nor Committees have no general authority to make informational or action requests of operations staff. Requests by Committees and Directors may only be made to the GM and the board administrative assistant under specific circumstances:
  1. New requests
    - a. The request must be submitted to, discussed by and approved by the board.
  2. Previously approved requests that are of an ongoing-project nature/are part of the approved charter of the committees' work-scope.
    - a. For example, planning for the annual meeting in which direct staff contact has been authorized by the GM.
    - b. At all times, the committee or Director should keep the GM apprised of the nature and frequency of such contacts.
- The board should restrict itself to issuing authorized binding instruction to the GM in only the most extreme instances. In such extreme instances, such action shall be approved by a simple majority vote of the board. Any such instruction to the GM must be made in person by the President of the Board as well as in writing.
- The Board, Directors and Committees are never authorized to issue binding instructions to River Market staff members other than to the GM and to the board administrative assistant as approved by the GM or as described in the approved duties of the administrative assistant.
- All requests must be initiated through the GM. He/she may choose to permit direct work between specific staff members for specific projects.
- The GM should respond verbally to the requesting director and in writing to the board with the rationale for the decision. Further that Director should also relay the exchange to the Board.

The following grid is lays out the proposed policies for contact that directors may have with the GM, the Board Administrative Assistant (BAA), and other Co-op staff members.

Types of contact between Directors <sup>1</sup> and →	The General Manager	The Board Administrative Assistant	All Other Co-op Staff Members
<b>Casual Conversation, non-germane to Board work</b>	Permissible	Permissible	Permissible
<b>Requests for Information &amp; Questions, all germane Board work and Operations</b>	See Policy D-1	Permissible, though email CC of GM and Board President expected for any substantial inquiries.	If needed such ought to be directed to the General Manager; if permitted by GM, only within the scope of the request and regular updates to GM of progress <sup>2</sup> .
<b>Directions &amp; Instructions</b>	Never; No Director may direct or instruct the General Manager to do anything. If at all, this right is reserved for the Board's sole, explicit exercise <sup>3</sup> .	Generally permitted if a part of the BAA's job description and customarily done in the past. Otherwise, not permitted unless expressly allowed by General Manager	Never.

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<sup>1</sup> References to “Directors” apply equally individual directors and directors acting on behalf of a Board committee. In other words, a committee’s request for information, question, directions, or instructions carries no greater authority than an individual director. The exception of course is a Board-approved committee charter that specifically grants a committee such authority.

<sup>2</sup> When the request is made of, or to, the GM, the scope and duration of the request should be explained so that GM has as much information to base decisions.

<sup>3</sup> *The board should restrict itself to issuing binding instruction to the GM in only the most extreme instances. In any instance, such action may only be made by a simple majority vote of the entire board. Any such instruction to the GM must be made in person by the President of the Board and in a follow up email.*

**Policy Type: Board-Management Relationship**

***Policy Title: D2 – Accountability of the General Manager***

Last Revised: **June 2010**

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The General Manager is the Board's only link to operational achievement and conduct.

1. The Board will view General Manager performance as identical to organizational performance so that the Cooperative's accomplishment of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful General Manager performance.
2. The Board will not instruct or evaluate any Employee other than the General Manager.

**Policy Type: Board-Management Relationship**

***Policy Title: D3 – Delegation to the General Manager***

Last Revised: **June 2010**

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The Board delegates authority to the General Manager through written Ends and Executive Limitations policies.

1. As long as the General Manager uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the General Manager is authorized to establish all further policies, practices and plans for the cooperative.
2. The Board will respect and support the General Manager's choices as long as those choices are based on reasonable interpretations of Board policies.
3. If we change an Ends or Executive Limitations policy, the change only applies in the future.

**Policy Type: Board-Management Relationship**

***Policy Title: D4 – Monitoring General Manager Performance***

Last Revised: **June 2010**

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The Board will systematically and rigorously monitor and evaluate the General Manager’s job performance.

1. Monitoring is how the Board determines the degree to which the General Manager is following Board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.
2. The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the General Manager discloses interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated Director or Committee assesses compliance with the policy criteria.
3. In every case, the standard for compliance will be any reasonable General Manager interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favored by individual Directors or by the Board as a whole.
4. The General Manager is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
5. The Board will monitor all policies that instruct the General Manager. The Board can monitor any policy at any time by any method but will ordinarily follow the schedule outlined in the Board Annual Calendar.
6. The Board’s annual evaluation of the General Manager, based on a summary of monitoring reports received by fiscal year end will be completed by August 14<sup>th</sup> each year. The Board will make its decisions concerning the evaluation, the employment contract, and compensation no later than September 1<sup>st</sup> each year. See General Manager’s Annual Evaluation Process Motion, approved January 26, 2010, attached in Appendix D4.

Insert Current Annual Calendar

Insert Current Work Plan

## APPENDIX D4

### River Market Community Co-op General Manager's Annual Evaluation Process

*Approved January 26, 2010*

#### For use commencing in year 2010

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*To ensure a clear and constructive process, begin the evaluation process three months before the evaluation is to be completed. Steps for the GENERAL MANAGER Evaluation:*

#### PREPARATION (BOARD COMMITTEE)

*\*JUNE*

- Review the procedure to be followed and develop a timeline for each step. Include specific deadlines and dates for the board's meeting and the review meeting with the general manager. Assign responsibilities for tasks: who will compile forms, meet with the manager, provide documentation, etc.
- Prepare forms to be used: for board, management team members, and for the manager's self-evaluation. If forms or specific steps need to be revised or developed, ask for the GENERAL MANAGER's input.
- Review the previous year's evaluation and business plan for specific goals that were set for the manager. Prepare a brief report stating the extent to which the manager achieved the goals.
- Discuss the evaluation steps and forms with the GENERAL MANAGER. Prepare materials.

#### DISTRIBUTION (BOARD COMMITTEE)

*\* EARLY JULY*

- Distribute evaluation forms to all directors with clear instructions regarding when and to whom they must be returned. Provide a form to the manager to complete as a self-evaluation. Give directors two-three weeks to complete the forms, to be done by July Meeting.

#### COMPILATION (BOARD COMMITTEE)

*\*AUGUST*

- Compile director's evaluation ratings and all comments verbatim. Do the same for the management team and the general manager's self-evaluation.
- Copy and distribute evaluations to all directors. These materials are **confidential** and should be read and discussed only by directors.

- Schedule a special board meeting or executive session and ask directors to prepare for it by considering what overall rating and comments should be communicated to the manager.

SPECIAL BOARD MEETING/EXECUTIVE SESSION (ALL DIRECTORS) \*AUGUST MEETING

- Discuss each question on evaluation form and agree on a common answer or rating.
- Discuss manager's achievement of goals.
- Consider other matters to be discussed with the manager in the upcoming review meeting, such as; salary and bonus, major goals, professional development, or future actions.
- Board committee prepares a written summary of board's evaluation including ratings and other comments.

REVIEW MEETING (BOARD COMMITTEE AND GENERAL MANAGER) \*SEPTEMBER 1<sup>ST</sup> – 14<sup>TH</sup>

- Provide a copy of the board's summary evaluation and key comments to the manager to read in advance of the meeting.
- Begin the meeting with a summary of previous year's evaluations and current year's goals.
- Highlight strengths and areas of accomplishment, as well as areas for improvement.
- Reach agreement with the manager on major goals and areas of focus for next year.
- Discuss compensation such as: salary raise, incentive bonus, benefits, etc.
- Prepare final agreements and documentation of the evaluation results for reporting to the board. Make sure copies are included in the General Manager's file.

SUMMARY (BOARD COMMITTEE) \*SEPTEMBER

- Write a report summarizing key points, goals for next year, and other areas of agreement (or disagreement) reached in the review meeting.
- Make recommendations to the board on manager's salary increase, incentive bonus, and goals for next evaluation. Present everything for a board vote at the next meeting.
- Put final approved report in general manager's personnel file, including board's summary ratings, manager's self-evaluation, and composite management team ratings.
- Collect and destroy individual evaluations.

FOLLOW UP (ALL DIRECTORS)

- Request quarterly progress reports on goals from general manager, and discuss progress at regular board meetings.