



TO CANDIDATES FOR THE RISING TIDE BOARD OF DIRECTORS

We are entering an exciting time in Rising Tide's history. With General Manager Heather Burt ably addressing key operational priorities and pursuing opportunities for growth throughout the co-op, it is incumbent on the Board to cultivate a space of trust and camaraderie to empower the GM so that we can be confident in our role looking out for the health of Rising Tide while also charting a strategic path forward.

Thank you for your interest in the Rising Tide Board of Directors. This packet of information should answer most of your questions about what that entails.

If you have any questions about the nomination process for the Board of Directors and the role of the Board, please feel free to email board@risingtide.coop.

What Is The Board's Role?

The Board of Directors is the governing body for the member-owners of Rising Tide. It is composed of nine member-owners of Rising Tide, elected by the member-owners. Terms for Directors are three years. The Board is responsible for ensuring organizational performance on behalf of all of Rising Tide's member-owners.

This work includes developing clearly stated expectations through written policies; delegating responsibility for, and authority over, the achievement of stated objectives; and monitoring compliance with written policies. By devoting time to focus on the big-picture vision of Rising Tide, the Board will ensure that we adequately position our organization for the maximum benefit of our member-owners, as well as anticipate trends and values which may have a critical impact on our relevance and survival.

We work on strategic planning, financial oversight, member-owner engagement, and community outreach.

Responsibilities of the Rising Tide Board of Directors (see Policy C-2 - The Board's Job, in the [Rising Tide Policy Register](#))

1. Represent the interests of and communicate with member-owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager.
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. Regularly 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.

What The Board Does Not Do

The Board does not involve itself in operational details. We do not make decisions about what we stock, the specifics of personnel issues, or the color of our walls. The Board governs by declaring, through its policies, the results it wants and the actions it wants the General Manager to avoid while achieving those results.

A strong and successful co-operative depends on a highly functional and effective Board of Directors. In order to ensure that such a Board is in place, candidates for Board positions will be asked to attend an informal “Meet and Greet” informational session with other potential candidates and current Board members. Interviews between candidates and the Nominating Committee will occur as a part of the process. Candidates who fulfill all requirements as set forth by the Board and bylaws of the cooperative will be nominated by the Board as candidates for election/or appointment.

Desired Candidate Qualifications

The Board seeks candidates with the following capabilities:

- a. Constructive and creative leadership skills to contribute sound reasoning and judgment to the Board governance process.
- b. Desire to develop visionary ideas through study, advisement and discussion. This includes an ability to work within a group setting: to speak up, listen well and be receptive to differing views.
- c. Interest in board process and agreement to work within board’s chosen framework, including development and refinement of new and existing policies.
- d. Connection to Member / Owners; beyond a narrow demographic, an interest in the whole organization.
- e. Dedication to publicly standing behind Board decisions regardless of personal positions.

To qualify as a candidate, you must be a member of Rising Tide in good standing and be willing to devote time to prepare for and attend board meetings and events.

Serving on the Rising Tide Board of Directors: What to Expect

1. Meetings are held monthly at a time decided by the Board, with the meetings currently held on the final Tuesday of the month from 5:30pm - 7:30pm, depending on the agenda.
2. Directors need to monitor Board communications over email and respond as appropriate. This includes reviewing monthly meeting packets housed in the Board of Directors Google Drive.
3. Committees meet on a semi-regular basis to advance the work of the Board between monthly business meetings. Board members are expected to participate in active committee work.
4. All directors attend an all-day Board retreat each year - typically in July.
5. Attendance at several Rising Tide member events throughout the year is expected - these include Celebrate Local events and other opportunities to interact informally with member-owners.
6. Attendance at a co-op or director training event to enrich the governance, strategic planning and communication skills of Board members. These are typically full-day events hosted by neighboring co-ops in Maine or around New England, and transportation and registration is covered by the annual Board budget.

Important resources for further learning

Policy Governance is a powerful tool, but one that comes with a bit of a learning curve. The following resources are really helpful in explaining the logic and practical use of Policy Governance:

<https://www.grocer.coop/articles/demystifying-policy-governance>

<https://columinate.coop/wp-content/uploads/2015/03/CBLD-Field-Guide-Policy-Governance-Quick-Guide.pdf>

<https://columinate.coop/monitoring-report-decision-tree/>



Columinate

Catalysts for Common Good

columinate.coop

Policy Governance Quick Guide

Policy Governance is an operating system for boards of directors. As with operating systems for computers, the system itself is not the point of the board's work; the system simply provides an underlying framework on which boards can build further agreements and activities. Policy Governance does not mandate specific decisions, but does highlight the kinds of decisions a board should make. These decisions include agreements about how the board will work together, how the board will empower and hold accountable the cooperative's management, how the board will articulate the cooperative's purpose and set up the cooperative for movement in that direction, and how the board understands the role of member-owners and others in the governance of the cooperative.

The Policy Governance operating system is essentially an integrated set of principles – principles that gain their power when used together. Key to the principles is the meaning of the word “policy.” Within the context of Policy Governance, policies are the proactive articulation of values or principles that guide action.

Policy Governance principles:

1. Ownership

- The cooperative is owned by its members. The board exists to act and make decisions on behalf of and in the best interest of the owners.

2. Position of Board

- The board is a distinct link in the chain of empowerment and accountability within the cooperative. The owners empower the board through the bylaws, and the board is accountable to owners for the success of the cooperative. In turn, the board empowers and holds management accountable, delegating authority to management through Ends and Executive Limitations policies.

3. Board Holism

- The authority of the board belongs to the whole. To say that the board “speaks with one voice” means that the board's authority is a group authority. The “voice” of the board is expressed through the written policy decisions. Directors can work to persuade and influence the board in its deliberations and decision-making; beyond that, individual directors or subsets of the board have no authority to instruct staff.

4. Board Means Policies

- The board defines in writing its own job and how it operates. These decisions are agreements about the board's means, categorized as Board Process policies and Board-Management Relationship policies.

5. Clarity and Coherence of Delegation

- The board unambiguously identifies the authority and responsibility of any person (e.g., GM or board president) or committee to whom the board delegates. No individual director, officer, or committee can be delegated responsibility that interferes with or duplicates responsibility delegated to the GM.

6. Ends Policies

- The board defines in writing the cooperative's purpose in terms of: intended effects/benefits to be produced, intended recipients of those benefits, and (if desired) the intended cost-benefit or priority of those benefits. (Any decisions about issues that don't fit the definition of Ends are *means* decisions.)

7. Executive Limitations Policies

- The board defines in writing its expectations about the means of the cooperative. Rather than prescribing board-chosen means, Executive Limitation policies define limits on operational means – essentially, defining boundaries on the GM's authority. Executive Limitation policies describe means that are not allowed even if they are effective. The board retains the authority to make decisions that are outside of the GM's authority.

8. Policy sizes

- The board decides the four types of policies first at the broadest, most inclusive level. The board can then further define each policy in further levels of detail until reaching a point at which the board can accept any reasonable interpretation of the written policy.

9. Any Reasonable Interpretation

- More detailed decisions about Ends and operational means are delegated to the GM, who has the right to use any reasonable interpretation of the board's written policies. A reasonable interpretation will include more detailed and/or clarified meaning of the board's policy, along with operational definitions (the metrics and benchmarks used to gauge accomplishment). More detailed decisions about board means (and the right to use any reasonable interpretation of those written policies) are delegated to the board chair – unless part of the delegation is explicitly directed to another officer or committee.

10. Monitoring

- The board must check to ensure that the cooperative has achieved (or made progress toward) the Ends while operating within the Executive Limitation boundaries. The board judges the GM's interpretation and operational definition for reasonableness, and judges whether the data demonstrates accomplishment of that interpretation and operational definition. The ongoing monitoring of Ends and Executive Limitations policies constitutes the GM's performance evaluation. The board must monitor its own performance according to the stated board means policies.

Policy Governance is a registered service mark of John Carver. For further information, see:

- Carver, John. *Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations*, third edition. San Francisco: Jossey-Bass, 2006.
- *Policy Governance Source Document*, International Policy Governance Association, policygovernanceassociation.org carvergovernance.com, the authoritative website for the Policy Governance model
- *Policy Governance FAQ, sample policies, and many other resources in the Columinate Library*, <https://columinate.coop/library/>, #policy governance
- Goehring, Mark. "Taking Policy Governance to Heart," *Cooperative Grocer* #141, (March/April 2009), <https://www.grocer.coop/articles/taking-policy-governance-heart>

Decision Tree for Acting on Internal Monitoring Reports from the General Manager

