



Rising Tide's mission is to be a cooperative business dedicated to being a trusted community-based resource for high quality, natural, sustainable foods and goods.

Board service makes this mission possible!

Dear Rising Tide Co-op Member-Owner,

Thank you for your interest in serving on the Rising Tide Board of Directors.

While board members are not expected to have specific prior training in board work or grocery stores, there are some characteristics that effective board members have in common.

- Are you a passionate and enthusiastic member-owner and shopper at Rising Tide?
- Are you interested in learning about and supporting cooperative values and principles?
- Are you willing to participate actively in discussions? Can you listen carefully and speak cordially and respectfully?
- Are you good at working in a team environment? Can you accept the team's decisions even when you disagree?
- Are you willing to set aside any personal agendas or affiliations to honor the diversity of member-owner perspectives?
- Are you patient? Board work is not fast paced!

As a cooperative, Rising Tide depends upon its member-owners to provide leadership and strategic vision by volunteering for board service. We need board members who bring a capacity for hard work and a desire to learn, but it's equally important to have board members who can work cooperatively and participate collaboratively in group conversations with diverse points of view.

Please read this packet carefully before embarking on your candidacy.

If you have any questions, please email us at board@risingtide.coop

Cooperatively Yours,

Rising Tide Board of Directors

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Who are we?

For locally grown shop locally owned!

Rising Tide Co-op is a cooperatively owned natural grocery serving Midcoast Maine since 1978. We're located in the historic village of Damariscotta, at the gateway to the Pemaquid peninsula and just 25 minutes away from Boothbay Harbor. We support approximately 300 local farmers and producers, ensuring that our food dollars stay in our community. You can find them featured within our Co-op walls and we are proud to support these fine folks while running a successful business.

Rising Tide emphasizes a triple bottom line of economy, community, and environment, because our primary motivation for running the business is to provide a service to the community rather than to maximize a return for shareholders (though we take seriously the responsibility of running the business soundly). Rising Tide's commitment to buying locally illustrates the triple bottom line approach because it generates multiple benefits for our community. Locally grown foods are fresher, tastier, and more nutritious and require less energy to transport, which is good for the health of both individuals and the environment. Rising Tide has built strong relationships with local farmers and producers for over 45 years.

We are open 7 days a week. We have the best produce displays in town, featuring fresh local and organic fruits and veggies. We carry fresh local and natural meats, a wide variety of bulk foods, grocery items, dairy, wine and beer, and high-quality vitamin and body care products. Our deli features soups, hot bar, sandwiches, baked goods and grab & go salads and meals.

Everyone is welcome to shop the Co-op!

Board Candidate Application Process

The following steps are required before submitting an application:

- Read Candidate Packet: The packet is available online and as a paper copy at the Front End in the store.
- Explore the Co-op's website, including the sections with the Co-op's bylaws, policies, Ends, and mission and values--- risingtide.coop
- Attend at least one board meeting.
- Attend an online CLBD 101 course on cooperative governance. Contact board at board@risingtide.coop for details.
- Submit digital candidate application by end of July, 2025.
- Participate in an interview during August 18th-30th.

Recommended:

- Participate in Principle 6 (P6) conference on May 3, 2025.
- Attend Community Events at Rising Tide.
- Attend selection presentation at September Board meeting.

Voting begins on Friday, October 10, 2025.

Results announced by November 12, 2025.

New board members will be contacted to arrange orientation meetings with the board president, general manager, and nominating committee (who will give them their board manuals and agenda for November's board meeting).

New board members will be seated at the November board meeting.

The Board's Job

Rising Tide is all about food. It is a place where we can shop for good food, support local agriculture and local producers, and meet up with friends in the aisles as we choose which apple we want in Produce or which dish from Prepared Foods. It takes a lot of work to keep those shelves filled, much of it hidden behind the scenes or accomplished in the wee hours. So where does the board fit into this process?

What does the board do?

As stated in policy C2 of Rising Tide's policy register:

The role of the Board is to represent our member-owners, to direct and inspire the cooperative, and to ensure appropriate performance. In order to govern successfully, we will:

1. Practice, protect, promote, and perpetuate a healthy democracy for our Cooperative.
 - a. Establish and maintain communication with member-owners, educating ourselves on diverse needs and perspectives, and reporting on the Board's activities and decisions.
2. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager.
3. Assign responsibility through written policies in our policy register in a way that honors our commitment to empowerment and clear distinction of roles.
4. Regularly and rigorously monitor the General Manager's performance in the areas of Ends and Executive Limitations.
5. Regularly and rigorously evaluate our Board performance in comparison to our agreements as written in Board Process and Board-Management Relationship policies.
6. Perpetuate the Board's leadership capacity using: a robust recruitment, qualification, and nomination process; thoughtful appointments; fair elections; and ongoing education and training.
 - a. We will have a strategic year-round recruitment and screening process.
 - b. We will commit to diversity, equity and inclusion.
 - c. We will provide excellent orientations to potential candidates and newly elected or appointed directors.
7. Perform other duties as required by the bylaws or because of limitations on GM authority.

What the board does not do is supervise the day-to-day operations of the Co-op. We are member-owners, not experts in the grocery business or running a store. Instead, the board hires a great general manager, who *is* an expert in this area, delegating all operational duties to them. The board write policies that create a framework within which the general manager works to fulfill our Ends while upholding our standards and values. An important part of the board's work is to trust and verify the results by monitoring progress through the general manager's reports.

The board's only authority is as a whole, not as individuals. In a society as individualistic as ours, this can take a little getting used to. It means no individual board member can act, make promises, or speak for the board unless given that responsibility by the board. It also means no individual board member can direct any staff member, including the general manager.

A Board Member's Responsibility

As stated in policy C1 of Rising Tide's policy register:

We will govern in a manner consistent with the Four Pillars of Cooperative Governance² (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.
3. Work as a team.
4. Maintain discipline, embrace responsibility, and exercise group authority.
5. Practice the habits of a successful democracy.
6. Maintain a commitment to diversity, equity, and inclusion.
7. Seek, encourage and listen to people with a variety of demographic characteristics and diverse perspectives.
8. Use Policy Governance® as our operating system, guiding the work of the board and the General Manager through written policies.
9. Obey all relevant laws and bylaws.

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[Four Pillars of Cooperative Governance](#) by Marilyn Scholl and Art Sherwood

Foundations of a Successful Co-op Board

The capacity to do the job

All board members have:

- The time to do the job, including attending meetings (in person or virtually, as required), reading materials, participating in an annual daylong retreat, attending Co-op events, etc.
- The ability to collaborate and participate cooperatively in group conversations and to build healthy relationships through mutual support and respect. This includes the ability to listen to other points of view and fully consider them as well as a willingness to admit mistakes and apologize.
- The ability to use a computer and Microsoft Suite, including access to the internet and availability to respond to frequent Board work-related online communications.
- Flexibility and patience.

A commitment to the work

All board members are committed to:

- Clearly delineated roles for the board and the general manager, with the board delegating responsibility and authority to the general manager and then monitoring and holding them accountable.
- The board's role in governing collaboratively with the general manager.
- The board as a team, whose authority is only as a group, not individuals.
- Their responsibility to make decisions on an informed basis, after examining all relevant materials and presented assumptions, asking questions and, where necessary, engaging experts to assist in evaluating courses of action.

An undivided commitment to Rising Tide

All board members:

- Understand and commit to the director's fiduciary duty of loyalty to all member-owners and the Co-op as a business.
- Act with loyalty, in the best interests of the Co-op and its membership, rather than in the board member's own interests or in the interests of friends, family members, or other organizations with which the board member is affiliated.
- Keep information and materials confidential, as required.
- Have no significant conflicts of interest.

Serving on the Board

Nuts and Bolts

Board members are expected to attend all board meetings as well as work sessions, committee meetings, events, occasional conferences, etc. Board members are expected to read all materials carefully ahead of time.

Board Meetings

We meet once a month, on the last Tuesday, from 5:30 to about 7:00. The Board's dinner is compliments of the Co-op. Board meetings, committee meetings and work sessions are held at the Co-op unless specified otherwise. Regular board meetings are public, but the board may also meet in closed executive session when necessary.

Board Meeting Packets

At least three days prior to each board meeting, an agenda packet is made electronically available to the board. The documents should be read thoroughly.

Committees

We will use Board committees only to help us accomplish our job. Each board member is expected to participate in at least one board committee that meets regularly.

As stated in policy C7 of Rising Tide's policy register:

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. Only the Board has authority to appoint committee members.
4. We will establish, regularly review and control committee responsibilities in written committee charters.
 - a. Charters must be approved by the Board.
 - b. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM

In addition, every board member must join at least one board committee, which usually meets monthly. Board members are expected to attend board retreats, work sessions, member meetings and other Co-op events; and are highly encouraged to attend various board leadership and training opportunities and conventions.

Overview of Policy Governance

What is Policy Governance?

Policy Governance is designed to make clear the responsibilities and basic working relationship of the top tier of management of the Co-op—the board of directors and the general manager. In Policy Governance, the board sets the direction of the Co-op and the general manager sees that the Co-op goes in that direction. The board creates a set of policies that set parameters and direction for the general manager as well as guidelines for the board, all geared to help us fulfill the mission of the Co-op.

There are four sets of policies, each used for different purposes:

- **Ends Policies** state specific organizational targets that manifest the mission of the organization.
- **Limitation Policies** define what the general manager is not allowed to do, thereby setting parameters.
- **Board Process Policies** clarify the responsibilities of the board.
- **Board–GM Policies** clarify the relationship between the board and the GM

Why do we use Policy Governance?

The board, made up of volunteers, is transient by nature, with new members after each election. That disparate group of folks, who are passionate about the Co-op but not necessarily knowledgeable about the grocery business, must be competent to oversee a multi-million dollar business, and they must be able to do it without the chaos that would be created if nine different people—changing each year—were each trying to direct the manager.

Policy Governance is like an operating system on a computer. It doesn't dictate what we do; it simply gives us a framework. It is used by most grocery cooperatives in the US as well as by non-profit organizations.

How Policy Governance Works

Under Policy Governance, the general manager is the sole employee of the board. The board's oversight of the organization must be carried out exclusively through that one person. The board is responsible for ensuring that the organization remains true to its mission and principles, but the board is *not* responsible for the day-to-day operation of the store. Policy Governance ensures that those day-to-day decisions are the responsibility of the general manager.

The policies adopted by the board empower the general manager to make those day-to-day decisions. The Ends policies define the long-term goals of Rising Tide. The limitation policies set parameters for the general manager by describing in detail what they cannot do. Other than those limitations, the general manager is empowered to make the decisions. This prevents a board from second-guessing or micro-managing general manager decisions.

The board uses monitoring reports to evaluate the general manager's performance. The general manager writes reports for each policy, including their interpretation of the policy, a description of what Operations does to fulfill the policy, and data to show the work has been done. The board can discuss and ask questions about a monitoring report, as well as ask for more data. Then the board votes to accept or reject the report or ask for an updated report. *Only the board as a whole can ask for more information or another report.* Once the report is accepted, the board cannot later find fault with the general manager's performance. Instead, if the board wants a different result in the future, they will revise the policy.

The board also writes its own monitoring reports, to ensure we are complying with Board-GM Relationship policies and Board Process policies.

Principles of Policy Governance

Trust in trusteeship

The board is not the manager of the Co-op; the board is holding the Co-op in trust for the member-ownership. The board entrusts the daily operations to the general manager, who also holds the Co-op in trust for the membership.

Board speaks with one voice

The board is a single unit responsible for the Co-op. This one voice is determined by the board voting on issues. Individual board members cannot act unilaterally on behalf of the board.

Board decisions are primarily policy decisions

The board is responsible for representing the values of the member-ownership and for empowering the general manager to do their job. When most board action is policy oriented, the board can be disciplined and focused.

Policies are generally expressed broadly rather than narrowly

The board sets a broad policy and empowers the general manager to interpret it. If the board does not agree with the interpretation, the board can then begin to narrow the policy, as necessary.

The board defines and delegates, rather than reacting and ratifying

The board delegates to the general manager, who works full-time and can be more agile than a board in responding to events. The board must respect the separate areas of responsibility, enabling the general manager to do their job.

Performance is monitored rigorously, but only against policy criteria

In Policy Governance, monitoring is conducted only against criteria currently stated in ends and limitations policies. The board will require information that directly addresses existing criteria and receive relevant monitoring data without having to digest enormous amounts of unnecessary information. If necessary, the board can ask for additional reports.

The advantages of using the policy governance model are:

- It enables the board to focus on the future and provide high-level organizational leadership rather than focusing on day-to-day operational issues.
- By deciding on the larger issues about ends and means, the board can maintain meaningful control of the organization while allowing others to decide operational concerns.
- The board can delegate genuine authority to others without failing in its own accountability. The parameters of delegated authority are clearly established by the board, allowing for decisive leadership by others.
- Regular assessment of compliance with policy provides a systematic method for evaluating organizational performance because the board knows what to look for.
- The board knows what is required of them and the general manager because expectations are clearly articulated. Since the design of jobs has already been decided, the board can distinguish the proper course of action when confronted by questions without having to spend time defining the nature of governance itself.

Principles and Values

The 7 Cooperative Principles are:

1. Voluntary and Open Membership
2. Democratic Member Control
3. Members' Economic Participation
4. Autonomy and Independence
5. Education, Training and Information
6. Cooperation Among Cooperatives
7. Concern for Community

Rising Tide's core values are:

- An atmosphere of trust and respect
- A clean, comfortable store
- Fresh, high-quality sustainable foods
- Environmentally friendly products
- Fairly-priced products that reflect our member-owners' needs
- A strong relationship with local farmers, small businesses, local producers, and other cooperatives
- Good communication and information to assist our community in making educated choices
- An equitable and rewarding workplace for our employees.

A Brief Survey of Cooperatives in the US and Abroad

While we often think of cooperatives in terms of the food co-ops begun in the 1960s and 70s or perhaps the Rochdale Pioneers of 1840s Britain, organized cooperative efforts go back much further. There are records of a porters' cooperative in medieval Scotland, for instance, and probably there are many unrecorded instances lost to history. Wherever people have a need, cooperation will likely spring up.

Some of the earliest instances of organized cooperation in the Americas were the efforts of Black Americans to improve their circumstances. Before the United States ever united, Black people were pooling their resources cooperatively in mutual aid societies to take care of widows and children, free people from enslavement, and pay for burials, and that was just the beginning. The extensive history of Black cooperation in America is not well known, so Jessica Gordon Nemhard set out to fill that gap in the record with her thorough study *Collective Courage: A History of African American Cooperative Economic Thought and Practice*. She documents the huge range of Black cooperative organizations of the last 400 years, from the Consumers' Cooperative Trading Company in Gary, Indiana, to the Colored Farmers' National Alliance in the south to the modern Cooperative Home Care Associates (CHCA) in the South Bronx, the largest worker cooperative in the United States.

A great example of cooperation is the story of Ella Baker, because it demonstrates how cooperative efforts are never really lost even if a co-op doesn't last. Baker was the national director for the Young Negro Cooperative League, which was founded in 1930 to "to gain economic power through co-operation." The League was short-lived, but Baker went on to play a major role in the Student Nonviolent Coordinating Committee (SNCC), one of the pivotal organizations of the Civil Rights Movement, where she utilized the lessons she learned working in cooperatives, such as grassroots leadership, education, democratic decision making, and working step by step toward large goals.

Such cooperative principles go back at least to 1844, when a group of (mostly) weavers in Rochdale, England, started the Society of Equitable Pioneers, who are often considered the "founders" of modern cooperation, even though there were cooperative efforts long before them, because the principles they laid out have been used since by cooperatives all over the world.

They wanted to be pioneers for a more equitable world, and they were, helping spur great changes in their society. In a country where only men with property could vote, the Pioneers practiced democracy, with each member having an equal vote, women included. In the Rochdale co-op, women had control of their money, something not true elsewhere in England, where fathers or husbands controlled a woman's money. The Pioneers also created reading rooms and hosted guest speakers at a time when there were no free public libraries or schools in England. The cooperative began with one small shop selling only a few staples and candles (because the disapproving owner of the building turned off their gas), but they had big plans and they fulfilled many of them, including building houses at a time when few people had their own homes and starting cooperative factories.

Another country with a strong tradition of cooperation is Japan, where co-ops on the Rochdale model were set up in the 1870s as the feudal Tokugawa Era ended and the modernizing Meiji Era began. These first cooperatives did not last long, possibly because they were instituted from the top as part of the effort to modernize Japan, rather than from community need. But a need soon arose, with inflation after WWI, then the worldwide Great Depression of the 1930s, and then again with post-WWII food shortages. Consumer co-ops sprang up, in particular within workplaces such as offices and factories, but including government agencies, college campuses, and even police departments. The co-ops followed the Rochdale principles, admitting women as members, for instance, and they also had a strong social movement component, which early on took the form of promoting peace. In 1951, the Japanese Consumers' Cooperative Union (JCCU) adopted a "peace declaration" that was soon shortened to "For Peace and Better Life." This motto has been translated into campaigning against nuclear weapons, but also into providing services like medical care, in-home senior

care, food education, and promoting sustainable practices and food safety. Today JCCU is the largest cooperative in the world, with 30 million members in over 300 individual consumer coops.

Returning to cooperation here in the U.S., the first officially recorded co-op was formed in 1768 by striking journeyman tailors. Since then, cooperatives in this country have ranged from worker co-ops to consumer co-ops, from granges to credit unions, from shipbuilding to cranberry growing. In the nineteenth century, farmers banded together to oppose the manipulations of the railroad monopolies. During the Great Depression, the unemployed formed mutual aid societies—the largest was in Seattle, the Unemployed Citizens League. In the late 60s, co-ops were organized using federal grants to bring good food to poorly served areas, and in the early 70s, people looking for whole foods unavailable in traditional grocery stores, or for an alternative to the capitalist economic system, set up consumer food co-ops.

Directors' Code of Conduct

As stated in policy C5 of Rising Tide's policy register:

We each commit ourselves to ethical, responsible 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. 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 must abstain from the conversation and the vote.
 - d. A director cannot be an employee of the Cooperative nor an applicant for employment at the Cooperative.
3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, or on social media, 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 not exhibit violent, oppressive or racist behaviors or speech.
5. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
6. Directors will use electronic communications in a manner consistent with this policy and the responsibilities of a board member.
7. Directors will prepare for, attend, and participate fully in all Board meetings, retreats, and trainings.
8. 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.
9. 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.

Acknowledgement

We want to thank all the folks who we quoted, copied or just inspired us in producing this document!

Frequently Asked Questions and Answers

How many members are on the board?

- A full board consists of 9 directors.

Are there officer positions within the Board of Directors?

- Yes. Each year, a president, vice-president, secretary, and treasurer will be elected by the board of directors, during the first board meeting after the general election.

What are the criteria for becoming a member of Rising Tide's Board of Directors?

- A person must be an owner of Rising Tide Cooperative and be elected by fellow member-owners. All duties required of directors are detailed in Rising Tide's [bylaws](#).

What is the board nomination process?

1. A member-owner interested in a position on the board should contact the board (board@risingtide.coop) to let us know! Interested member-owners will be provided with an application packet and are required to attend at least one Board meeting before submitting an application for a position on the Board.
2. Once a candidate's application has been received the Nominating Committee will schedule an interview with the prospective candidate. The interview process provides an opportunity for a candidate to ask questions and gain a better understanding of the expectations and responsibilities of Co-op Board Members while providing the Nominating Committee with further opportunities to vet prospective candidates.
3. After the interview process is complete, the Nominating Committee will meet to evaluate prospective candidates and either recommend them to the Board for nomination or not. Only those candidates recommended to the Board for nomination by the Nominating Committee will be included on the annual ballot.

How long are the terms for the Rising Tide Board of Directors?

- Terms are three years long, and no board member can serve more than three full, consecutive terms.

Are board members compensated?

- Board Members are compensated in the form of a Rising Tide credit that will be awarded quarterly in the following amounts: \$135 per quarter for officers, \$90 per quarter for non-officers.

How can member-owners be more involved with the Board of Directors?

- Member-owners are encouraged to attend regular meetings of the Board of Directors and the Annual Gathering.

Candidate Application

Rising Tide Co-op Board of Directors

Name:

Member-owner #:

Email:

Phone number:

Mailing Address:

Candidate Statement of Agreement

Board members are expected to follow all policies of Rising Tide Co-op. Candidates sign this statement affirming they have fulfilled the candidate requirements, can fulfill the requirements of board work, and will follow the Directors' Code of Conduct.

Prospective candidates' declaration:

1. I have an active Co-op member-ownership in my name.
2. I am committed to cooperation as an economic system.
3. I have completed all the candidate requirements.
4. I will complete and submit my candidate statement electronically by end of July, 2025.
5. I will follow the Directors Code of Conduct.

I affirm my agreement with the above.

Signature:

Please answer the following questions as concisely and thoroughly as possible on separate paper or via email, while keeping your answers to 400 words or less in total.

1. Why are you interested in serving on the Board of Directors?
2. What experience and expertise would you bring to the Board? Please describe skills you have that would directly contribute to achieving the overall vision of the Co-op.
3. Describe an experience where you worked on a team. What did you offer the team? How did you compromise for the team's benefit?
4. What do you see as the most important issues facing the Co-op in the coming five to ten years?
5. Why do you believe member-owners should choose you to represent them?