

WILD OATS FOOD CO-OP BOARD OF DIRECTORS
WILLIAMSTOWN, MASSACHUSETTS

POLICY REGISTER

GOVERNANCE POLICIES

United with management, the Board adopted the policies in this policy register. These policies are intended to introduce the philosophy of policy governance as the guiding force underlying all future Board decision-making. In adopting these policies, the Board recognizes that the policies are, in part, aspirational, and may require flexibility in application and refinement based on experience. At the same time, these policies represent the Board's considered determination of the philosophical structure which will best advance the interests of Wild Oats Food Co-op and the community it serves.

DATED: November 17, 1998

CONTENTS

LAST REVISED: October 25, 2010

CATEGORY:	POLICY:
Ends	E – Wild Oats Food Co-op Mission and Ends
Executive Limitations	L – Global Executive Constraint L1 – Treatment of Customers L2 – Staff Treatment and Compensation L3 – Financial Condition and Activities L4 – Business Planning and Financial Budgeting L5 – Asset Protection L6 – Communication to the Board L7 – Board Logistical Support L8 – Emergency General Manager Succession
Governance Process	G – Global Governance Commitment G1 – Governing Style G2 – Board Job Description G3 – Agenda Planning G4 – Board President’s Role G5 – Directors’ Code of Conduct G6 – Board Committee Principles G7 – Cost of Governance
Board-General Manager Linkage	M – Global Board-General Manager Linkage M1 – Unity of Control M2 – Accountability of the General Manager M3 – Delegation to the General Manager M4 – Monitoring General Manager Performance
Appendix	Standing Committee Charters

POLICY TYPE: Ends
POLICY TITLE: E –Wild Oats Food Co-op Mission and Ends
ADOPTED: April 27, 2009

Ends Global: Mission

Wild Oats Cooperative exists to meet these needs of its members, customers, and the local community according to cooperative principles:

- E1 Organic, environmentally responsible, local, and fair-trade food, products, and meals at reasonable cost.
- E2 A friendly atmosphere.
- E3 A healthy, socially responsible community.
- E4 A source of information about food, nutrition, the environment, health, sustainable living, and wellness practices.
- E5 A sound, efficient, and responsive business.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L – Global Executive Constraint
ADOPTED: November 17, 1998

The General Manager shall neither cause nor allow any action, omission, or organizational circumstance that is either imprudent or unethical or illegal. All activity shall be for the purpose of achieving Board policies on Ends.

POLICY TYPE: Executive Limitations
POLICY TITLE: L1 – Treatment of Customers
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

The General Manager will not be unresponsive to customer needs.

Accordingly, the General Manager will not:

- L1.1 Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
- L1.2 Allow an unsafe shopping experience for our customers.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L2 – Staff Treatment and Compensation
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

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

Accordingly, the General Manager will not:

- L2.1 Operate without written personnel policies that:
 - L2.1.1 Clarify rules for staff.
 - L2.1.2 Provide for fair and thorough handling of grievances.
 - L2.1.3 Are accessible to all employees.
 - L2.1.4 Inform staff that employment is neither permanent nor guaranteed.
- L2.2 Cause or allow personnel policies to be inconsistently applied.
- L2.3 Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
- L2.4 Establish compensation and benefits that are internally or externally inequitable.
- L2.5 Change the General Manager's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

This policy will be monitored biennially through an employee opinion survey and annually through a written report from the General Manager.

POLICY TYPE: Executive Limitations
POLICY TITLE: L3 – Financial Condition and Activities
ADOPTED: November 14, 1999
LAST REVISED: October 25, 2010

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.

Accordingly, the General Manager will not:

- L3.1 Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
- L3.2 Use restricted funds for any purpose other than that required by the restriction.
- L3.3 Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- L3.4 Allow late payment of contracts, payroll, loans or other financial obligations.
- L3.5 Allow operations to generate an inadequate net income.
- L3.6 Allow sales to decline or be stagnant.
- L3.7 Allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient.
- L3.8 Allow solvency, or the relationship of debt to equity, to be insufficient, or allow member investment in the co-op to be insufficient.
- L3.9 Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles.
- L3.10 Acquire, encumber or dispose of real estate.

This policy will be monitored quarterly by internal report and biennially by external report (review, audit or financial analysis).

POLICY TYPE: Executive Limitations
POLICY TITLE: L4 – Business Planning and Financial Budgeting
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

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.

Accordingly, the General Manager will not cause or allow plans that:

- L4.1 Risk incurring those situations or conditions described as unacceptable in the Board policies "Financial Condition and Activities" (L3) or "Asset Protection" (L5).
- L4.2 Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- L4.3 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.
- L4.4 Have not been tested for feasibility.
- L4.5 Provide less for Board prerogatives during the year than is set forth in the Cost of Governance Policy (G7).

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L5 – Asset Protection
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

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

Accordingly, the General Manager will not allow:

- L5.1 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.
- L5.2 Unnecessary exposure of the Co-op, staff or directors to liability or lack of insurance protection from claims of liability.
- L5.3 Inadequate security and maintenance of premises and property.
- L5.4 Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - L5.4.1 Improper usage of members' and customers' personal information.
- L5.5 Uncontrolled purchasing or purchasing subject to conflicts of interest.
- L5.6 Lack of due diligence in contracts and real estate acquisitions.
- L5.7 Damage to the Co-op's public image.
- L5.8 Receipt, processing, or disbursement of funds under controls insufficient to meet the Board-appointed auditor's standards.
- L5.9 An absence of, and less than strict compliance with, written procedures established by the General Manager with respect to the handling of cash.
- L5.10 Deposit of the organization's funds in institutions where they are not fully protected unless specifically approved by the Board.

This policy will be monitored annually by internal report, and by external report (review or audit) as needed, as determined by the Board.

POLICY TYPE: Executive Limitations
POLICY TITLE: L6 – Communication to the Board
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

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

Accordingly, the General Manager will not:

- L6.1 Submit monitoring data that is untimely, inaccurate, or hard to understand.
- L6.2 Report any actual or anticipated noncompliance with any policy of the Board in an untimely manner.
- L6.3 Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes that affect the assumptions upon which Board policy has previously been submitted.
- L6.4 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.
- L6.5 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.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L7 – Board Logistical Support
ADOPTED: March 15, 2010
LAST REVISED: October 25, 2010

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

Accordingly, the General Manager will not:

- L7.1 Provide the Board with insufficient staff administration to support governance activities and Board communication.
- L7.2 Allow the Board to be without a workable mechanism for official Board, officer or committee communications.
- L7.3 Allow the Board members to be without an updated copy of the Policy Register and the Bylaws.
- L7.4 Provide inadequate information and notice to members concerning Board actions, meetings, activities and events.

This policy will be monitored annually by internal report.

POLICY TYPE: Executive Limitations
POLICY TITLE: L8 – Emergency General Manager Succession
ADOPTED: November 17, 1998
LAST REVISED: October 25, 2010

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.

This policy will be monitored annually by internal report.

POLICY TYPE: Governance Process
POLICY TITLE: G – Global Governance Commitment
ADOPTED: November 17, 1998
LAST REVISED: December 16, 2003

The purpose of the Board, on behalf of the members, is to see to it that the organization:
(1) achieves appropriate results for members, shoppers, staff and volunteers, and the larger community, at an appropriate cost and (2) avoids unacceptable actions and situations as described elsewhere in these policies.

POLICY TYPE: Governance Process
POLICY TITLE: G1 – Governing Style
ADOPTED: November 17, 1998

The Board will govern in a way that (1) emphasizes future vision (more than past or present), (2) emphasizes initiative and strategic leadership (not operational detail), (3) provides clear distinctions of Board and management roles, and (4) deliberates in many voices but governs in one voice.

Accordingly:

- G1.1 The Board will direct the organization through careful establishment of written policies reflecting the Board's values about ends to be achieved and means to be avoided, with a focus on intended long-term effects.
- G1.2 The Board will cultivate a sense of group responsibility for excellence in governing, enforcing upon itself whatever discipline is needed in matters such as attendance, preparation, policy-making principles, and respect of roles. The Board will allow no director or committee to hinder or be an excuse for not fulfilling Board commitments or following Board policy.
- G1.3 The Board will monitor and discuss the Board's process and performance regularly, including comparison of Board activity and discipline to Board policies on Governance Process and Board-General Manager linkage.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G2 – Board Job Description
ADOPTED: November 17, 1998

The job of the Board is to represent the members in determining and demanding appropriate organizational performance, within the boundaries presented by the Bylaws.

Accordingly:

- G2.1 The Board will link with the members to establish a feedback loop. The Board will educate itself regarding the values held by the members and report periodically to the members on the Board's activities, decisions, and compliance with Board policies on Governance Process and Board-General Manager Linkage.
- G2.2 The Board will enact written policies that guide the organization in four areas:
 - G2.2.1 Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - G2.2.2 Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - G2.2.3 Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks, as defined in the Bylaws and these policies.
 - G2.2.4 Board-General Manager Linkage: How power is delegated and its proper use monitored; the General Manager role, authority, and accountability.
- G2.3 The Board will assure General Manager performance through monitoring against Board policies on Ends and Executive Limitations (G2.2.1 and G2.2.2).
- G2.4 The Board will perpetuate itself through recruitment, training, and ongoing professional development, including monitoring and self-evaluation.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G3 – Agenda Planning
ADOPTED: November 17, 1998
LAST REVISED: February 5, 2002

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda that (1) annually completes re-exploration of Ends policies and links with members, (2) continually improves Board performance through Board education and enriched input and deliberation, and (3) ensures efficient use of Board meeting time and input from and prior review by all directors.

Accordingly:

- G3.1 The Board's annual governance cycle will start with the Board's development in November of its agenda for the next year. The Board calendar will include all Board events such as membership meetings, Board training, monitoring schedule, and review of specific policies. The calendar will be reviewed on a regular basis.
- G3.2 At the end of each Board meeting, the Board's current policy discussion and the annual calendar will provide the basis for determining the broad outlines of the next meeting's agenda. The following process will be used to determine the Board's agenda:
 - G3.2.1 In the interim before the next meeting, directors should review the designated policy areas scheduled for the "next agenda" and consider if there are policies that they would like to see added, modified, or deleted.
 - G3.2.2 The Board president will produce an agenda for the next Board meeting. Urgent items that show up in the interim and require Board attention may also be included.
 - G3.2.3 General Manager monitoring reports will be included on a "proposed agenda" discussion as necessary.
 - G3.2.4 The agenda and all reports will be included in the next Board packet.
 - G3.2.5 The agenda, as so determined, may be modified by the Board at the beginning of the next meeting.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G4 – Board President’s Role
ADOPTED: November 17, 1998
LAST REVISED: January 3, 2003

The Board president assures the integrity of the Board’s process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

- G4.1 The Board president’s job is to ensure the Board behaves consistently according to its own rules and those legitimately imposed upon it from outside the organization.
 - G4.1.1 Board meetings will cover issues which, according to Board policy, clearly belong to the Board to decide, not the General Manager.
 - G4.1.2 Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- G4.2 The Board president is authorized to make decisions falling within Board policies on Governance Process and Board-General Manager Relationship, except where the Board specifically delegates portions of this authority to others. The Board president is authorized to use any reasonable interpretation of the provisions in these policies. In particular, the Board president has the following responsibilities:
 - G4.2.1 Chair Board meetings, with all the commonly accepted power of that position.
 - G4.2.2 Develop the Board budget specified in G7.2.
 - G4.2.3 The Board president whose term is ending shall solicit interested and willing directors to compose an initial slate of officers for the next year. That slate will be presented at the first full Board meeting following the fall annual membership meeting. A new Board president shall be elected by the Board at the annual Board meeting, and the new president shall ensure that officers are elected by the Board at that time. Should an officer position become vacant at a later time, the Board shall elect a replacement officer.
 - G4.2.4 Acquire necessary monitoring data and create an internal report disclosing Board compliance with policies on Governance Process and Board-General Manager Linkage for annual report to the members.

[The policy continues on next page.]

- G4.2.5 Represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within areas delegated to her or him. The Board president may delegate this authority but remains accountable for its use.
- G4.3 The Board president has no authority to make decisions about Board policies on Ends or Executive Limitations.
- G4.3.1 The Board president has no authority to supervise or direct the General Manager except as explicitly Board authorized.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G5 – Directors’ Code of Conduct
ADOPTED: November 17, 1998

The Board commits itself and its directors to ethical and businesslike conduct, including proper use of authority and appropriate decorum when acting as directors.

Accordingly:

G5.1 Directors have the following responsibilities:

G5.1.1 Represent unconflicted loyalty to the interests of the membership as a whole.

G5.1.2 Be aware of and follow the organization’s Bylaws, including avoidance of conflict of interest.

G5.1.3 Be aware of and follow the organization’s policies.

G5.1.4 Perform Board duties in good faith, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

G5.1.5 Bring complete honesty and personal integrity to the Board.

G5.1.6 Openly and impartially consider all issues and matters, researching issues and seeking additional expertise where needed.

G5.1.7 Prepare for and attend all Board meetings or notify the Board president when an absence is unavoidable.

G5.1.8 Have fun!

G5.2. Directors do not have individual authority over the organization except as explicitly set forth in Board policies or the Bylaws.

G5.2.1 Directors’ interactions with the General Manager or staff recognize the lack of authority vested in individual directors except when explicitly Board-authorized.

G5.2.2 Directors’ interactions with the public, press, members, or other entities recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

[The policy continues on next page.]

- G5.2.3 Directors will give no consequence or voice to individual judgments of General Manager or staff performance.
- G5.3 Directors will respect the confidentiality appropriate to issues of a sensitive nature. All personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues subject to directors' good faith and discretion unless or until made specifically clear by Board action.
- G5.4 At all times directors shall recognize that they project an image as a representative of the organization and shall conduct themselves in a professional manner which fosters confidence and reflects positively on the organization, its members, and its staff.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
 POLICY TITLE: G6 – Board Committee Principles
 ADOPTED: November 17, 1998
 LAST REVISED: April 11, 2005

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to General Manager.

Accordingly:

- G6.1 Board committees are to help the Board do its job, not to help or advise staff. Their work is limited to those tasks specifically delegated to them by the Board.
- G6.1.1 Board committees may be either standing committees which persist or ad hoc committees formed for a particular purpose and later dissolved. Policies under G6 apply to both.
- G6.1.2 Standing Board committee responsibilities are established in a written committee charter approved by the Board. Changes to a committee charter must be approved by the Board. Responsibilities of ad hoc committees will be clearly defined in the Board minutes.
- G6.1.3 Board committees report solely to the Board and only as specified by the Board in the committee charter.
- G6.1.4 Board committee chairs are appointed by the Board (see G4.2.3). Directors may serve on any Board committee of their choosing, and non-directors may serve at the discretion of the committee chair, unless otherwise stated in the committee charter or by Board directive.
- G6.1.5 Board committees ordinarily assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's focus on governance, Board committees normally do not deal with current staff operations.
- G6.1.6 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated so as not to conflict with authority delegated to the General Manager.
- G6.1.7 Board committees cannot exercise authority over staff. Because the General Manager works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

[The policy continues on next page.]

- G6.2 The job of Board committee chairs is to ensure the integrity of the committee and its process. Board committee chairs are appointed by the Board (see G4.2.3) and have the following responsibilities:
- G6.2.1 Preside over committee meetings, determining their agenda and coordinating work to complete the committee's tasks effectively.
 - G6.2.2 Ensure the establishment of the committee budget as necessary, and the subsequent monitoring of this budget.
 - G6.2.3 Ensure that committee minutes, budgets, and reports are maintained and included in the Board packet.
 - G6.2.4 Add pertinent committee proposals to the Board agenda thoroughly discussed and researched by the committee.
 - G6.2.5 Ensure that the committee and its members are in compliance with Board policies and the committee charter.
 - G6.2.6 Ensure that important committee documents are preserved in a centralized location for use by subsequent committee members or chairs.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Governance Process
POLICY TITLE: G7 – Cost of Governance
ADOPTED: November 17, 1998
LAST REVISED: March 2001

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Accordingly:

- G7.1 Board skills and methods will be sufficient to assure governing with excellence.
 - G7.1.1 Training will be used to orient new directors and Board candidates, as well as to maintain and increase skills of existing directors.
 - G7.1.2 Outside monitoring assistance will be arranged as needed so the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal review.
 - G7.1.3 Outreach will occur as needed to link the Board to member viewpoints and values.
- G7.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - G7.2.1 Costs may include but are not limited to: training, such as consultants and attendance at conferences and workshops; external, third-party monitoring of organizational performance, such as audits and legal advice or reviews; outreach costs to link with members, such as surveys, forums, focus groups, and the annual membership meeting; and Board perpetuation costs, such as meeting support, recruiting, and elections costs.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Board-General Manager Linkage
POLICY TITLE: M – Global Board-General Manager Linkage
ADOPTED: November 17, 1998

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a General Manager.

POLICY TYPE: Board-General Manager Linkage
POLICY TITLE: M1 – Unity of Control
ADOPTED: November 17, 1998
LAST REVISED: January 10, 2010

Only decisions of the Board acting as a body are binding on the General Manager.

Accordingly:

- M1.1 Decisions or instructions of individual directors or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercise of authority.
- M1.2 In the case of directors or committees requesting information or assistance without Board authorization, the General Manager can refuse such requests that require, in the General Manager's opinion, a material amount of staff time or funds, or are disruptive.

This policy will be monitored annually through the Board self-evaluation.

POLICY TYPE: Board-General Manager Linkage
POLICY TITLE: M2 – Accountability of the General Manager
ADOPTED: November 17, 1998

The General Manager is the Board's only link to operational achievement and conduct, so all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the General Manager.

Accordingly:

- M2.1 The Board will never give instructions to persons who report directly or indirectly to the General Manager.
- M2.2 The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager.
- M2.3 The Board will view General Manager performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and compliance with Executive Limitations Policies will be viewed as successful General Manager performance.

This policy will be monitored annually by internal report.

POLICY TYPE: Board-General Manager Linkage
POLICY TITLE: M3 – Delegation to the General Manager
ADOPTED: November 17, 1998

The Board will instruct the General Manager through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the General Manager to use any reasonable interpretation of these policies.

Accordingly:

- M3.1 The Board will develop policies instructing the General Manager to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Board policies on Ends.
- M3.2 The Board will develop policies that limit the latitude the General Manager may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Board policies on Executive Limitations.
- M3.3 As long as the General Manager uses any reasonable interpretation of the Board policies on Ends and Executive Limitations, the General Manager is authorized to establish all further procedures, make all decisions, take all actions, establish all practices, and develop all activities.
- M3.4 The Board may change its policies on Ends and Executive Limitations, thereby shifting the boundary between Board and General Manager domains. By doing so, the Board changes the latitude of choice given to the General Manager. But as long as any particular delegation is in place, the Board will respect and support the General Manager's choices.

This policy will be monitored annually through Board review.

POLICY TYPE: Board-General Manager Linkage
 POLICY TITLE: M4 – Monitoring General Manager Performance
 ADOPTED: November 17, 1998
 LAST REVISED: October 25, 2010

Systematic and rigorous monitoring of General Manager job performance will be solely against organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

- M4.1 Monitoring is simply to determine the degree to which Board policies are being met. Data not meeting this criterion shall not be considered monitoring data.
- M4.2 The Board will acquire monitoring data by one or more of three methods:
- M4.2.1. By internal report, in which the General Manager discloses compliance information to the Board.
- M4.2.2. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
- M4.2.3. By direct Board inspection, in which a designated director or directors assess compliance with the appropriate policy criteria.
- M4.3 In every case, the standard for compliance shall be any reasonable General Manager interpretation of the Board policy being monitored.
- M4.4 All policies that instruct the General Manager will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:
- | Policy / Method / Frequency / Date |
|--|
| E – Wild Oats Food Co-op Mission and Ends: Internal/Annually/September |
| L1 – Treatment of Customers: Internal/Annually/March <i>[starting 2011]</i> |
| L2 – Staff Treatment and Compensation: Internal/Annually/April |
| L3 – Financial Condition and Activities: |
| Internal/Quarterly/February, May, August, November |
| External/Annually/November |
| L4 – Business Planning and Financial Budgeting: Internal/Annually/June |
| L5 – Asset Protection: Internal/Annually/April |
| External/As Determined by Board |
| L6 – Communication to the Board: Direct/Annually/August |
| L7 – Board Logistical Support: Internal/Annually/August <i>[starting 2011]</i> |
| L8 – Emergency General Manager Succession: Internal/Annually/January |

[The policy continues on next page.]

M4.5 There are two general ways to measure conformance with Board policies:

M4.5.1 Measuring compliance with requirements is appropriate for policies that require full compliance for effective operation of the organization. These policies are typically financial in nature, and monitoring reporting provides a Yes/No answer with summary information.

M4.5.2 Measuring incremental progress towards long-term outcomes is appropriate for policies that are visionary in nature. These policies are typically Ends policies, and monitoring reporting requires prior establishment of (1) a baseline or history for comparison, (2) a reliable and credible measurement technique, and (3) a short-term (12 month) target.

M4.6 General Manager remuneration will be decided after a review of monitoring reports received by June regarding the prior year.

This policy will be monitored annually through Board review.

Standing Committee Charters
Wild Oats Co-op Board of Directors
 Adopted May 24, 2010
 Revised October 25, 2010

Board Development Committee

Desired Outcome

- Be sure the board has the training and education it needs.
- Ensure that the next board is at least as good, if not better than, this board.

Responsibilities

- Organize active recruitment of a pool of potential candidates for election.
- Select candidates from pool for upcoming board (ad hoc committee within standing committee of board members not up for re-election).
- Plan annual retreat.
- Plan orientation for new board members.
- Determine additional board training needs; plan and arrange for training.

Related Policies: G2.4, G6 (all), G7.1, G7.1.1, G7.2, G7.2.1, M1.1, M1.2

Member Linkage Committee

Desired Outcome

- Be sure the board is in touch with the values held by members.
- Ensure that members are informed about the board's activities and decisions.

Responsibilities

- Plan and implement outreach activities (such as surveys, forums, focus groups, meetings) that will educate the board about the values held by members.
- Plan and implement communications with members to inform them about board activities and decisions.
- Plan annual membership meeting (ad hoc committee within standing committee, with board officers and GM).
- Assist the GM with communicating the values of membership to the co-op's patrons.

Related Policies: G2.1, G6 (all), G7.1.3, G7.2, G7.2.1, M1.1, M1.2