



# Assabet Village Co-op Market

## Board of Directors Guidelines

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**Our Goal:** A successful retail food cooperative in Maynard, serving the region's needs for healthy and local food.

The Governance of the Cooperative is vested in the Board of Directors. The Board has a fiduciary obligation to the Cooperative and its Members as a whole.

The purpose of the Board, acting on behalf of the Members, is to:

- Create and perpetuate the organization that can open and own a food co-op.
- Establish the mission and vision statements for the Co-op, which guide our work
- Create budgets and monitor revenue and expenses
- Hire employee(s) and/or recruit volunteers and monitor their performance

Board members participate on a volunteer basis without compensation.

# Responsibilities of a Director

Directors have a legal and moral obligation to act in good faith and in the best interests of the Cooperative.

There are two broad categories of fiduciary duty. They are:

- The duty of care: show up, be prepared, and protect the Board's process; and
- The duty of loyalty: disclose conflicts, don't compete with the Cooperative, and maintain confidentiality.

## Directors are expected to

1. Become familiar with the Co-op's By-laws and Policies
2. Become familiar with the Cooperative Development Model
3. Become familiar with the Co-op's financial statements and Sources & Uses budget
4. Be willing and able to spend time preparing for, and actively participate in, bi-monthly Board meetings (on Monday evenings)
5. Be able to attend Board training sessions, a yearly Board retreat, and the Annual Owners Meeting in October.
6. Serve on a Board committee and/or volunteer at events.
7. Be available for electronic communications between meetings
8. Work together with understanding, mutual support, and respect.

## Directors are required to

1. Sign a non-disclosure agreement
2. Agree to abide by the Board's working agreements
3. Disclose any potential conflicts of interest

# Responsibilities of the Board to its Directors

1. Directors will be sent an agenda and materials prior to the board meeting.
2. An orientation will be provided for new Directors. New Directors will also be able to discuss with the board president the internal programs, goals, activities, and status of the organization.
3. The organization will help Directors perform their duties by keeping them informed about issues addressing financial/ economic challenges, and other challenges within the community and organization.
4. Directors will be offered opportunities for professional development.
5. Board members and staff will respond in a straightforward fashion to questions that Directors feel are necessary to carry out their fiscal, legal and moral responsibilities to this organization.
6. All Directors will work together in good faith towards achievement of our goals.

# Meeting Agenda

**AVCM Agenda Template**

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**AVCM Agenda for <DAY OF WEEK>, <DATE>**

**Meeting Prep:**

- <Meeting Prep: this is the list of materials Directors need to review in order to be prepared for this meeting (in addition to reading through the previous meetings' minutes and previewing the agenda) >

**7:00-7:10pm Open chit chat**

**7:10pm call to order**

**7:10 - 7:15pm Approval of previous meeting minutes - all**

- <link(s) for minutes>

**7:15-7:30pm Reporting portion of the meeting**

- most reports are sent in advance through e-mail
- some could be in person during the meeting
- not a time for discussion, but Directors may ask clarifying questions

**7:30-8:30pm Discussion time**

- clear topic presented on agenda
- clear outcome, if applicable, identified on agenda
- discussion revolves around topic and how to reach the outcome, and next steps
- action items can be identified and assigned as a result of discussion
- all Directors should speak in discussion

**8:30-8:45pm Review of action Items**

- old and new items
- <link to Action Item Tracker>

**8:45-9:00pm New Business**

- items not on agenda that Directors would like to bring up
- proposal of items to be on next agenda
- continuation of discussion(s) from above (if needed/agreed upon)

**9:00pm Close**

- reminder of when the next meeting is and adjournment

## Meeting Expectations

Meetings typically are held for a two hour block (7-9 PM)

7:00pm-7:10pm - Open discussion time.

- this can be a time to discuss Co-op or non-Co-op related items
- a time to socialize and set the tone for the meeting

7:10pm - Call to Order

- all previous conversation ends
- meeting begins officially
- agenda is followed and notes are recorded

All members are focused and engaged on agenda/discussion.

- no side conversations
- no electronics unless specifically in use for the meeting and item being discussed
- respectful and unemotional conversation
- everyone is empowered
- everyone should contribute

If a time limit for a topic has been reached, we stop and evaluate:

- continue discussion now
- continue discussion later in the same meeting
- table the discussion for a future meeting

## Board Voting Policy

All matters before the Board for initial consideration shall be decided by consensus. If one or more Directors oppose a decision on the matter, the matter will be returned for additional discussion. If no solution becomes apparent during the Board meeting and circumstances do not require an immediate decision, the matter shall be postponed until the next meeting, at which time a majority vote shall decide the matter if consensus is still not possible.

A majority of the Board may determine whether circumstances require an immediate decision on the matter; if the Board shall so determine, then the matter shall be voted on during the current meeting and a majority vote of the Board shall be sufficient to decide the matter.

Votes are taken by a show of hands. Board members may vote for or against a matter, or may abstain.

Once a matter has been decided all Directors are bound by the decision, and must publicly support the decision, irrespective of personal opinion.

# Board Working Agreements

1. Our job is to create the organization that can investigate, open and own a food co-op.
2. The Board is comprised of a group of interested volunteers who share the goal and vision of establishing a cooperative in Maynard.
3. The Board shall establish the mission and vision statements for the Co-op from which all committees shall derive their guidance and motivation.
4. We will work together in a way that helps us accomplish our goal.
  - a. We will research and learn about best practices on starting a co-op and cooperative governance.
  - b. We will maintain group discipline, authority, and responsibility.
  - c. We will follow this set of written agreements, modifying them or adding to them as needed.
  - d. We will carefully distinguish roles.
  - e. We will encourage diverse viewpoints.
  - f. We will obey the Co-op's By-laws and all relevant laws.
5. We will follow meeting agendas designed to help us accomplish our goals.
  - a. We will seek reports on progress of delegated team tasks.
  - b. We will delegate tasks to appropriate teams.
  - c. We will limit the amount of time spent on personal concerns or topics that aren't related to our goals.
  - d. We will seek consensus through discussion. We will finalize and document decisions through consensus, as outlined in Section 4.12 of the Co-op's By-laws.
6. Each of us commits ourselves to ethical, businesslike and lawful conduct.
  - a. We will prepare for and attend, as much as possible, all Board meetings and trainings.

- b. We will act in good faith, in the best interests of the group, and in a prudent manner.
  - c. We will demonstrate loyalty to the interests of the group.
  - d. There will be no self-dealing or conduct of private business or personal services between any Board member and the Cooperative except for controlled procedures that assure openness, competitive opportunity and equal access to “inside” information.
  - e. Board members must disclose any actual, potential, or perceived conflict of interest, and shall abstain from the conversation and the consensus decision related to the conflict unless specifically authorized to participate by the Board.
  - f. No Board member has any individual authority unless specifically given that authority by the Board.
    - i. We can act on behalf of the Co-op within a specified scope of work and budget, but the authority is limited and both the Board and member will be accountable for the outcomes.
    - ii. When interacting with the public, press, or other entities we will only repeat explicitly stated Board decisions.
  - g. We will respect confidentiality and continue to honor it after leaving the Board.
  - h. We will support the legitimacy and authority of the Board’s decision on any matter irrespective of a personal position on the issue.
  - i. We will all work to ensure openness, continuity of leadership, and consistency with these agreements.
7. We will elect officers in order to help us accomplish our job.
- a. Officers may delegate their authority but remain accountable for its use.
  - b. The President will facilitate the meetings and set the agenda.
  - c. The Vice-President will perform the duties of the President in her/his absence.

- d. The Treasurer will oversee all Co-op funds and facilitate the understanding of financial issues as needed.
  - e. The Secretary will ensure the Board's documents are accurate, up to date, and appropriately maintained, and will file all reports and forms required by the Secretary of State's Corporations Division.
8. We will use teams to help us accomplish our job.
- a. The Board will establish and control team responsibilities in written team charters, carefully stating group expectations, authority and limitations. The Board will review the team charters not less than once per year, and modify or add to them as needed.
  - b. Team members may not speak for the Board except when formally given such authority for specific purposes.
9. We will create a budget for our work.
- a. We will review and modify the budget as needed.
  - b. We will include budget for Board education, training and development; Co-op development; and Team group work.