

## **Policy Type: Governance Process (GP)**

### **Policy Title: GP3 - Internal Board Delegation & Accountability**

**Adopted:** March 13, 2024

- GP 3. **Internal Board Delegation & Accountability.** We consistently delegate duties to Officers, Committees, and individual Directors in ways that create clear accountability and authority, without ambiguity.
- 3.1. **Authority.** No Director, Officer, or Committee exercises any authority unless granted by the full Board.
  - 3.2. **Citizenship.** We individually uphold and adhere to all applicable laws and Co-op policies, and report any failures to uphold policy to the President.
  - 3.3. **Officers.** We maintain four officer roles: President, Vice President, Treasurer, and Secretary. All Officers fulfill their designated responsibilities, and any additional duties or authorities only when explicitly granted by the full Board. Officers remain accountable for assigned results and methods even when they delegate their responsibilities to others.
    - 3.3.1. The President facilitates the B-GM relationship outside of Board meetings.
    - 3.3.2. The President prepares Board agendas consistent with the Board's Annual Calendar and serves as chair for all Board meetings.
    - 3.3.3. The President serves as our Chief Governance Officer and assures that any failures to uphold policy are resolved in a timely manner.
    - 3.3.4. The President officially represents the Board to outside parties, in a manner consistent with the Board Holism "One Voice" principle.
    - 3.3.5. The President is accountable for the performance of the General Manager Evaluation and Search Committees.
    - 3.3.6. The President supervises the Board Administrative Assistant, including conducting an annual performance review, maintaining an accurate job description for the position, and leading any ad hoc committee chartered for a hiring/firing process.
    - 3.3.7. The Vice President performs the duties of the President in their absence.
    - 3.3.8. The Vice President is accountable for the performance of the Owner and Community Engagement Committee.

- 3.3.9. The Treasurer is accountable for the performance of the Finance Committee.
  - 3.3.10. The Secretary is accountable for the performance of the Policy Committee.
  - 3.3.11. The Secretary assures that all official Board records are accurate, complete, and properly maintained, including all records of Member meetings, elections, and any other Membership votes.
  - 3.3.12. The Secretary collaborates with (but does not supervise) the Board Administrative Assistant to assure proper recordkeeping.
  - 3.3.13. The Secretary attests to the accuracy of all Board actions and records when required by statutes, bylaws, and outside parties.
- 3.4. **Committees.** We maintain Standing Committees for Finance, Policy, Owner and Community Engagement, and General Manager Evaluation. All committees, standing and ad-hoc, reinforce and support the wholeness of the Board by facilitating the Board's understanding of its responsibilities, researching and providing information, and presenting the Board with reasonable and timely options for Board action.
- 3.4.1. We maintain and monitor Committee Charges for all Standing Committees that include a list of general responsibilities that apply to every committee, clear performance expectations, comprehensive requirements, and accountabilities applicable to that particular committee.
  - 3.4.2. When needed, we create, maintain, and monitor Committee Charters for Ad-hoc Committees that include the specific task and time frame the Board has authorized, leadership accountability, reporting requirements, and expectations for recordkeeping during work and upon completion.
- 3.5. **Directors.** We define and uphold our responsibilities as individual Directors by means of a Board-adopted, comprehensive, and signed Director Agreement.