

WHEATSFIELD CO-OP



BOARD Candidate



Info & Application



Fall 2023 Election



What is the Board of Directors?

Wheatsfield Cooperative's governance structure, like most other member-owned co-ops, involves the work of a board to review and set policy, hire and evaluate the general manager, monitor the organization's financials, and interact with the membership to support the Co-op's mission and vision.

Why should I run for the Board?

- 1) - The Co-op needs the input and vitality of your participation. It will thrive best from rotating a variety of member voices. And,
- 2) - You will learn a ton about cooperatives and discover how much you can make a difference in our community.

What will I have to do?

Show up, be prepared, listen, and add to the hive mind as needed.

Here are the basics:

- Give a three-year commitment to the Board of Directors.
- Become familiar with the Articles and Bylaws, and the Mission and Core Value Statements.
- Prepare for and attend monthly Board meetings.
- Understand the financial statements.
- Attend Board outreach events.
- Have a genuine interest in the cooperative model, food issues, and our community.

Am I really qualified?

Yes! Three of the nine director positions are up for election each year. Some members choose to run for another term and others move on. You will always have a mix of veteran and new directors with a range of organizational experience and talents. No single director has to be an expert in every aspect of Cooperative governance, but each contributes.

How do I apply?

Please read the Board Packet and fill out the application. The Nominations and Recruitment Committee will review your application and contact you about the next steps. Also, there is a student seat for a 1-year appointment running September through August.

June 1, 2023

Dear Member-owner,

Thank you for your interest in running for a seat on the Wheatsfield Cooperative Board of Directors. The governance structure of Wheatsfield and most other member-owned co-op groceries involves the work of a board which sets policy, hires and evaluates the general manager, maintains the fiduciary responsibility for the organization and interacts with the membership to create the vision that guides the cooperative into the future.

There are three director positions up for election every year. The 2023 application submission deadline is **11:59pm on Monday, August 14, 2023**. The Board Nominations and Recruitment Committee will then meet to vet the candidate applications and recommend a slate of candidates to the Wheatsfield Board, at least one candidate per open position and no more than two. The slate of candidates and candidate statements will be posted in the Co-op and will be sent out via e-news in early September. If there is a contested election, voting will commence on October 1, both online and at the Co-op.

This packet includes a number of documents for your review to give you more information about serving on the Wheatsfield Board. These include:

- 1) A short history of Wheatsfield and its organizational structure.
- 2) Wheatsfield's Mission, Vision, and Core Value Statements and the seven Cooperative Principles.
- 3) A link to the Articles and Bylaws which govern the organization.
- 4) The Wheatsfield Cooperative Board of Directors Code of Conduct, Confidentiality Agreement, and Conflict of Interest Statement which are reviewed and signed by each board member at the first meeting of the new board each year.
- 5) The Contact Information and Statement of Candidacy which will provide the Nominations and Recruitment Committee with contact information, candidate interest and qualifications to serve on the Board, references, and information for the candidate statements to be published in the co-op e-news.
- 6) Expectations for Wheatsfield board members.

The board packet will be sent to all member-owners expressing interest in running for the Board electronically and it is preferred that the completed Contact Information and Statement of Candidacy be returned electronically to ease the facilitation of the transfer of candidate information to Co-op systems and e-news. Paper copies will be available if electronic transmission is not possible. The completed Contact Information and Statement of Candidacy must be received by 11:59pm on Monday, August 14, 2023 to be considered by the Nominations and Recruitment Committee. The NRC will notify all candidates who submit a statement of candidacy to let them know if their name will be included in the slate of candidates to be voted on by the membership.

Thanks again for your interest in serving on the Wheatsfield Board. If you have any questions about this packet or the nomination process, please call Linda Johnson at 515-232-4094 or email to linda_j@wheatsfield.coop.

Wheatsfield Cooperative Board of Directors

Wheatsfield Cooperative **Organizational History**

In 1974, a group of people with similar interests in food quality and whole food availability banded together to form a buying club. They operated out of what was Alumni Hall on the ISU campus and ordered from Blooming Prairie, a natural food distributor located in Iowa City. In August of that year, the desire to make whole and natural foods available to the public and to further support healthy eating resulted in the formation and incorporation of the non-profit entity known as Mutual Aid Food Association or MAFA. This was the first face of what is now Wheatsfield Cooperative. The newly incorporated MAFA moved out of Alumni Hall into a small space at 114 Des Moines Avenue in Downtown Ames. It wasn't long before more space was needed and in March of 1977 another move was made to a store front at 136 Main Street, east of what is now the Hobby Shop. In these tiny spaces, bulk foods, some supplements, milk alternatives, and local produce were offered to the Ames community.

In 1980, MAFA moved to 413 Douglas, part of the current Octagon Center building, where it stayed until 2009. The produce cooler, bulk bins and a walk-in cooler were eventually added and the store was able to significantly increase the products it offered in the larger, 1,200 square foot space.

In 1985, member-owners decided to change the name of the business to Wheatsfield Grocery and to institute the Share Investment Plan. There were several resets and remodels in the 1990s and in October of 2001, Wheatsfield expanded into 1,975 square feet of retail space by leasing the location adjacent to 413 Douglas that had been occupied by the Ames Historical Society. The wall was removed between the two spaces and the combined store was reset from the floor up with many new products, shelving, equipment, and a small seating area. Membership and sales volume exploded in the larger space and in June of 2002, a second cash register lane and a point of sale system were added to accommodate the growth.

Wheatsfield celebrated its 30th anniversary in 2004 and continued its remarkable growth. The Board of Directors recognized the need for more space and a probable expansion outside of the current location and began working on establishing the legal identity of Wheatsfield as a cooperative in the state of Iowa. In January of 2005, the cooperative entity, Wheatsfield Cooperative was born.

In July of 2005, the Board established a patronage dividend system to take the place of cash register discounts so that profits from the operation of the business could be allocated and distributed to the member-owners in proportion to their patronage of the Co-op. In 2006, the Wheatsfield Board declared the first patronage dividend to its member-owners.

As the limitations of the Douglas Avenue space became more apparent, the Wheatsfield Board worked to find a site to build a larger co-op. In 2008, Wheatsfield signed a lease to create retail space at 413 Northwestern Ave, the former Sigler Printing building. The new space offered a parking lot, loading dock, and three times the space of the previous co-op. As the remodeling of the space progressed, Wheatsfield added a fresh meat department, a deli, a deli seating area, and many new products. Renovations were completed and the new Co-op opened on March 18, 2009.

After the relocated Co-op was open for several years, it was clear that further expansion was needed to better serve co-op member-owners and prepare for new competitors coming into the Ames area. A lengthy expansion project was completed in January 2017 that increased the retail square footage of the Co-op to over 8,600. This expansion allowed the Co-op to utilize the full building and part of the attached warehouse, with a total square footage of just under 20,000. More parking was added along with a truck drive for delivery vehicles, a full-service meat counter, a coffee and juice bar, as well as a teaching kitchen/ community room, additional restrooms and 2 more cash registers. The existing one-sided hot bar/salad bar was replaced

with a much larger two sided unit and a deck oven was added to the bakery to allow for an artisan bread program.

Sales topped \$7.1 million in 2017 with the completion of the expansion project but sales growth slowed in 2018 and 2019 with the opening of the Fresh Thyme in Ames. The addition of Fresh Thyme into the local grocery market scene changed the competitive landscape for the Co-op and sales decreased significantly. During that time, Co-op management examined every aspect of the Co-op's operations to try to match expenses to the decreased level of revenues while striving to regain market share in the face of increased competition.

Things turned around for the Co-op when Fresh Thyme closed its Ames store in November 2019. Sales started increasing right away after they closed and continued to improve throughout the Coronavirus pandemic in 2020-2021. The impacts of the pandemic on the Co-op were far reaching but Wheatsfield remained strong in its commitment to serve its member-owners and the community by offering a safe place to work and shop when many other businesses were closed. The quick addition of a curbside pickup program as the pandemic was taking hold in Iowa in March 2020 changed the way we do business and offered a glimpse into how grocery stores will operate in the future.

In a historic milestone for Wheatsfield, sales surpassed \$8 million for the first time in the 2021-2022 fiscal year, a realization of the vision of the 2016 expansion project, and are on track to be close to \$8.4 million for the fiscal year ending on June 30, 2023. While sales have continued to increase since 2020, so have the pressures of inflation, cost of goods, supply chain disruptions, personnel costs and wages, supply costs, and most everything it takes to operate the co-op on a daily basis.

The co-op did not have the opportunity to recover from the slowdowns due to the impacts of Fresh Thyme being open before Covid introduced and heightened a plethora of challenges. Extra careful cash management and a constant vigilance to control expenses to help bring the co-op closer to an operating profit continues to be part of the story of the recent years. Cash has been boosted by the federal Paycheck Protection Program loan forgiveness as well as the Employee Retention Tax Credit in 2021 and 2022 which has helped with many of the increased pressures.

A major repair project to improve the HVAC and filtration systems in the kitchen was completed in January 2023 to help improve the working conditions for the deli and bakery staff and the environmental impacts of the kitchen operation. Member loans from the previous expansion projects continue to be paid out and the new post-pandemic normal is settling in. Co-op classes and events have resumed and the co-op remains committed to the mission of cultivating a healthy environment and a socially just community.

Legal Structure and Ownership

Wheatsfield Cooperative was originally incorporated as Mutual Aid Food Association in August of 1974 as a non-profit corporation organized under chapter 504A of the Code of Iowa. In December 2004, the members of Mutual Aid Food Association (doing business as Wheatsfield Grocery) voted unanimously to reorganize under Chapter 499 of the Code of Iowa as a cooperative in the state of Iowa. Wheatsfield Cooperative began operations in January 2005.

Wheatsfield is currently owned by over 7,100 members, governed by a voluntary, democratically elected Board of Directors, and operated by a paid staff. We strive to maintain a safe, inclusive and welcoming workplace that operates efficiently for the long-term benefit of the member-owners and the community. Member-owners have always been the backbone of the cooperative, supporting it financially and participating in its governance.

Mission Statement

Adopted September 16, 2020 by the Wheatsfield Board of Directors

The Co-op offers food, services, and education to cultivate a healthy environment and a socially just community.

Vision Statement

Adopted March 17, 2021 by the Wheatsfield Board of Directors

Everyone's favorite place to shop, learn, and connect.

Core Value Statements

Adopted February 17, 2021 by the Wheatsfield Board of Directors

Business Practices

Model ethical business and employment practices by acting with honesty, integrity and respect in the workplace and the marketplace. Honor the dignity of all persons involved in co-op interactions.

Community Economic Participation

Everyone is welcome to shop at the Co-op! All shoppers are valued customers and the Co-op seeks to participate in and expand programs to support shoppers with financial need.

Community Support

Play an active role in building thriving, sustainable, and equitable relationships between our members, the Co-op and the local community. Share our resources for the betterment of the community in ways that honor our mission.

Democratic Membership

Operate such that members democratically elect the Board, which holds regular meetings to create the vision for the future of Wheatsfield and maintain the fiduciary responsibility of the organization. The Board values transparency and welcomes interaction with members.

Education and Outreach

Strengthen our educational role by regularly providing learning opportunities focused on health, community, and environmental stewardship.

Environmental Responsibility

Support and promote environmentally responsible business and agricultural practices and products. Reduce waste and maximize recycling in the operation of the Co-op.

Health and Safety

Wheatsfield prioritizes the health and safety of all people doing business with, shopping at, and working at the Co-op.

Local Economy

Value Iowa producers as an integral part of our culture and make an effort to highlight local fare and increase the amount of food purchased locally. We will serve as a resource to local producers and strive to improve the economic viability of our community.

Member Economic Participation

Members-owners are critical to the Co-op's financial success. The Co-op and member-owners find mutual benefit from opportunities to invest financially in the Co-op.

Cooperative Principles

Wheatsfield Cooperative conducts its affairs in accordance with the following cooperative principles that were adapted from the International Cooperative Alliance in 1995. These principles are the guidelines by which cooperatives put their values into practice.

1. ***Open and Voluntary Membership***
We are a voluntary organization, open to all persons able to use our services and willing to accept the responsibilities of membership without gender, social, racial, political, or religious discrimination.
2. ***Democratic Member Control***
Our cooperative is a democratic organization controlled by our members, who actively participate in setting policies and making decisions through the men and women they elect as their representatives to serve on the Board of Directors. In a cooperative, members have equal voting rights (one member, one vote). This principle contrasts with the practice in other corporations in which individual owners hold various amounts of stock and a corresponding number of votes.
3. ***Member Economic Participation***
Members of our cooperative are expected to contribute capital equitably and to democratically control the capital of the business. Each member is required to make a \$100 equity investment in order to join. These funds are used to capitalize the store.
4. ***Autonomy and Independence***
Our cooperative is an autonomous, self-help organization controlled by our members. Cooperatives must be free of intervention from governments or other sources so that members are able to control the enterprise. If Wheatsfield enters into agreements with other organizations or raises capital from external sources, we do so on terms that ensure democratic control by our members and maintain our cooperative autonomy.
5. ***Education, Training, and Information***
Wheatsfield provides education and training for our members, directors, managers and employees so they can contribute effectively to the development of the cooperative. We have a responsibility to educate people about the nature and benefits of cooperation.
6. ***Cooperation among Cooperatives***
We believe that cooperatives serve their members most effectively and strengthen the cooperative movement by working together at the local, regional, national and international levels. As a part of the greater cooperative community, we work to strengthen and support other cooperatives.
7. ***Concern for the Community***
We seek to be a model of an environmentally aware, socially just, community based business that utilizes responsible employment practices. We believe that we have an active role to play in the local community in building thriving, sustainable relationships between members, the local community, and the environment.

Link to Wheatsfield's Articles of Incorporation and Bylaws

Please visit our website for this document. We can print you a paper copy if you would like one.

<http://wheatsfield.coop/docs/Wheatsfield-Bylaws.pdf>

<http://wheatsfield.coop/docs/Articles-Incorporation.pdf>

Wheatsfield Cooperative Board of Director's Code of Conduct
(Approved by the Wheatsfield Board on December 13, 2006)

The Board commits itself to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

- At all times board members shall recognize that they project an image as a representative of the cooperative and shall conduct themselves in a professional manner which fosters confidence and reflects positively on the cooperative, its members and its staff.
 - ✓ Board members must represent unconflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
 - ✓ All board members will respect the rights of others – board members, staff, and members – to communicate their ideas free from interruption and without intimidation.
- Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - ✓ There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - ✓ Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - ✓ All board members shall affirmatively and, at any time, disclose any/all economic conflicts of interest.
- After a policy or action has been accepted through formal consensus, the Board acts as a whole and speaks with one voice. Board members may disagree with a policy or action adopted but should support said policy or action as being the considered judgment of the board. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - ✓ Board members' interaction with the General Manager or with staff must recognize the lack of authority of any Board member or group of Board members except as noted above.
 - ✓ Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member to speak for the Board.
 - ✓ Board members will make no judgments of the General Manager or staff performance except as that performance is assessed against explicit board policies by the official process.
- Board members have the responsibility to participate effectively in board meetings. Specifically, each board member has the responsibility:
 - ✓ To come to board meetings prepared to participate responsibly.
 - ✓ To express one's own opinions.

- ✓ To listen respectfully to the opinions of others; to honor divergent opinions.
 - ✓ To accept group decisions as legitimate.
 - ✓ To share responsibility for group behavior and productivity.
 - ✓ To not dominate board meeting time, nor expect the board to deal with topics that are not appropriate for board.
 - ✓ To support the board chair on board discipline and board accountability.
 - ✓ In case of disagreement, an individual board member shall have the right and duty to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices, and the board shall have the duty of reconsidering its actions appropriately.
- Board members shall use the utmost of professional judgment and discretion in discussing disputed or confidential corporate actions, policies, or issues with co-op members, employees or the general public. All personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues subject to board members' good faith and discretion unless or until made specifically clear by action of the board as a whole.

Director

Wheatsfield Board **Confidentiality Agreement**

All directors, committee members, and board meeting participants will maintain confidentiality as needed to protect the co-op's interests and financial viability. In cooperatives, transparency is very important, and the duty of confidentiality on the part of directors and committee members may seem inconsistent with a transparency policy. In practice, however, the following information is required to be kept confidential unless or until full disclosure is approved by the board as a whole.

Disputed or confidential board actions and policies

Issues with co-op members, employees or the general public

Issues related to personnel, marketing strategy and goals

Pending litigation or real estate transactions

Financial status

Unannounced expansion plans, strategies or contractual relationships

This is not only a matter of board integrity. In a worst case scenario, a director could be held personally liable if harm is done by a breach of confidentiality. The competitive position of the cooperative could be compromised by the untimely release of sensitive business information. Besides the legal ramifications of breaching confidentiality, it is important that board meetings are a place where opinions can be aired in confidence and candid discussions can take place while the decision making process is in place.

If you find that you have a conflict of interest on any of the above items, you must declare the conflict and acknowledge that you are unable to sign this confidentiality agreement.

I understand the legal consequences and other considerations of maintaining confidentiality as a director or committee member of Wheatsfield Cooperative and I agree to keep confidential the information listed in this document and any other information deemed confidential by the Wheatsfield Board of Directors.

_____ Date _____
(Signature)

(Printed Name)

Wheatsfield Cooperative Board of Director's Conflict of Interest Statement
(Approved by the Wheatsfield Board on December 13, 2006)

I, _____, Director of Wheatsfield Cooperative, affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Wheatsfield Cooperative or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates, is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Wheatsfield Cooperative, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business, or professional partner or associate, or other person or entity (including without limitation any corporation or partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Director

Description of actual or potential conflict (Applicable/Not Applicable):

**Wheatsfield Cooperative Board of Directors
Contact Information & Statement of Candidacy**

Name: _____ Member Number _____

Address: _____

Occupation: _____

Phone: _____ Email Address: _____

Statement of Candidacy (Why do you want to serve on the Wheatsfield Board of Directors? If chosen, this statement will be shared with Wheatsfield members to inform their voting decision.) Please limit response to 100 words or less.

Please describe any skills or experience (such as financial literacy, legal, strategic planning, communications, etc.) that you would bring to the Wheatsfield Board of Directors. Please limit response to 100 words or less.

What are your hopes for the future of Wheatsfield and its role in the community? Please limit response to 100 words or less.

Please write a paragraph containing personal information that you would like to share including hobbies, passions, family members, etc. (You are giving Wheatsfield permission to use this information in future e-news election results coverage.) Please limit response to 100 words or less.

Please provide two non-family (personal or professional) references (name, email address, and phone number) who we may contact:

Your contact information and statement of candidacy must be received by Monday, August 14, **at 11:59pm** (preferably electronically) to be considered by the Nominations and Recruitment Committee. Please include a photo with your submission.

Expectations for Wheatsfield Directors

These are some of the expectations for those serving on the Wheatsfield Board of Directors.

- Commit to a three-year term on the Board of Directors.
- Read and adhere to Wheatsfield's Articles and Bylaws, Mission Statement, Vision, and Core Value Statements.
- Prepare for and attend monthly board meetings. This includes carefully reading the board packet in advance of every meeting. Total time commitment averages 4-6 hours per month.
- Attend and participate fully in board training sessions and the annual board retreat.
- Attend the Annual Meeting of the Members in October and other special outreach events in the store like Coffee with the Board.
- Actively participate in Board discussion via email or phone between meetings as necessary.
- Have access to a computer and email to perform board work, including the ability to receive potentially large attachments via email.
- Have an understanding of financial statements and other financial documents.
- Maintain a genuine interest in the cooperative model, food issues and our community.
- Be willing to take responsibility for board duties and work together with openness, understanding, mutual support, and respect to make group decisions within the context of consensus.
- Keep specified information and materials confidential.