



FAIR STATE BREWING COOPERATIVE

POLICY REGISTER

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Ends Policy

Policy Type: Ends
Policy Title: A – Global End
Last Revised: **October 10, 2017**

Fair State Brewing Cooperative will be a successful and sustainable business rooted in:

- Creating quality, award-winning beer
- Building a vibrant and engaged family of employees and member-owners, and
- Supporting and cooperating with the communities in which we do business

Executive Limitations

Policy Type: Executive Limitations
Policy Title: B – Global Executive Constraint
Last Revised: **May 13, 2017**

The Chief Executive Officer must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or the spirit of the Cooperative Principles.

B1 – Financial Condition and Activities

Policy Type: Executive Limitations

Policy Title: B1 – Financial Condition and Activities

Last revised: **May 13, 2017**

With respect to the actual, ongoing financial conditions and activities, the Chief Executive Officer must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The CEO must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's loans.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt in exception of: trade payables, reasonable and customary liabilities incurred in the ordinary course of doing business, and those incurred within bylaw parameters.
9. Acquire, encumber, or dispose of real estate.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).

B2 – Planning and Financial Budgeting

Policy Type: Executive Limitations

Policy Title: B2 –Planning and Financial Budgeting

Last revised: **May 13, 2017**

The Chief Executive Officer must not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.

The CEO must not:

1. Create plans or budgets that
 - a. Result in those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
 - b. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 - c. Do not address excellence in business systems and operations.
 - d. Have not been tested for feasibility.
2. Provide less for Board prerogatives during the year than is set forth in the board budget.

B3 – Asset Protection

Policy Type: Executive Limitations

Policy Title: B3 – Asset Protection

Last revised: **May 13, 2017**

The Chief Executive Officer must not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The CEO must not:

1. Allow 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.
2. Allow unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Allow deposits or investments to be unreasonably risked.
4. Allow inadequate security of premises and property.
5. Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Allow improper usage of members' and customers' personal information.
6. Allow purchasing that is uncontrolled or subject to conflicts of interest.
7. Allow lack of due diligence in contracts.
8. Allow damage to the Cooperative's public image.

B4 – Membership Rights and Responsibilities

Policy Type: Executive Limitations

Policy Title: B4 – Membership Rights and Responsibilities

Last Revised: **May 13, 2017**

The Chief Executive Officer must not allow members to be uninformed or misinformed of their rights and responsibilities.

The CEO must not:

1. Create or implement a member equity system without the following qualities:
 - a. The required member equity, or fair share, is determined by the Board.
 - b. Patron members are informed that equity investments are at risk and generally refundable, though the Board retains the right to withhold refunds when necessary to protect the Cooperative's financial viability.
 - c. Equity will not be refunded if such refunds would lead to a net decrease in total member paid-in equity, or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
2. Implement a patronage dividend system that does not
 - a. Comply with IRS regulations.
 - b. Allow the Board to examine a range of options and implications, so the Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be allocated and distributed to members.

B5 – Treatment of Customers

Policy Type: Executive Limitations

Policy Title: B5 – Treatment of Customers

Last Revised: **May 13, 2017**

The Chief Executive Officer must not be unresponsive to customer needs.

The CEO must not:

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

B6 - Staff Treatment and Compensation

Policy Type: Executive Limitations
Policy Title: B6 - Staff Treatment and Compensation
Last revised: **May 13, 2017**

The Chief Executive Officer must not create a work environment for staff in any way that is unfair, unsafe, or unclear.

The CEO must not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of grievances in a way that does not include the board as a participant in the grievance process.
 - c. Are accessible to all staff.
 - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security, and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are inequitable.
5. Change the CEO's own compensation and benefits, except as their benefits are consistent with a package for all other employees.

B7 – Communication to the Board

Policy Type: Executive Limitations
Policy Title: B7 – Communication to the Board
Last Revised: **May 13, 2017**

The Chief Executive Officer must not cause or allow the Board to be uninformed or unsupported in its work.

The CEO must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold their opinion if the CEO 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 CEO.
5. Deal with the Board in a way that favors or privileges certain directors over others.
6. Fail to supply for the Board's consent agenda all decisions delegated to the CEO yet required by law, regulation, or contract to be Board-approved.

B8 – Board Logistical Support

Policy Type: Executive Limitations

Policy Title: B8 –Board Logistical Support

Last Revised: **May 13, 2017**

The Chief Executive Officer must not allow the Board to have inadequate logistical support.

The CEO must not:

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

B9 – Emergency CEO Succession

Policy Type: Executive Limitations

Policy Title: B9 – Emergency CEO Succession

Last revised: **May 13, 2017**

To protect the Cooperative from sudden loss of CEO services, the CEO must not have less than one other manager sufficiently familiar with Board and CEO issues and processes to enable them to take over with reasonable proficiency as an interim successor.

Board Process

Policy Type: Board Process
Policy Title: C – Global Governance Commitment
Last Revised: **May 13, 2017**

Acting on behalf of our member-owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

C1 – Governing Style

Policy Type: Board Process
Policy Title: C1 – Governing Style
Last Revised: **May 13, 2017**

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, we will:

1. Be a strategic leader by focusing our vision outward and toward the future.
2. Ensure effective systems of delegating authority to management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
 - a. Observe the 10 Policy Governance principles (Ends Policies, Ownership, Board Process Policies, Board Holism, Board-Management Relationship Policies, Governance Position, Limitations Policies, Policies/Decisions Come in Sizes, Any Reasonable Interpretation, Monitoring)
3. Maintain team discipline, authority and responsibility.
4. Practice the habits of a successful democracy.
5. Obey all relevant laws and bylaws.

C2 – The Board’s Job

Policy Type: Board Process
Policy Title: C2 – The Board’s Job
Last Revised: **May 13, 2017**

In order to govern successfully, we will:

1. Practice, protect, promote, and perpetuate a healthy democracy for our Cooperative.
2. Hire, compensate, delegate responsibility to, and hold accountable a Chief Executive Officer.
3. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
4. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
5. Perpetuate the Board’s leadership capacity using ongoing education and training, a robust recruitment, qualification and nomination process and fair elections.
6. Perform other duties as required by the bylaws or because of limitations on CEO authority.

C3 – Agenda Planning

Policy Type: Board Process
Policy Title: C3 – Agenda Planning
Last Revised: **October 10, 2017**

We will follow a strategic multi-year workplan and annual agenda that focuses our attention upward and outward.

1. We will create, and modify as necessary, an annual calendar that includes tasks and events related to our multi-year workplan, membership meetings, Board training schedule, monitoring schedule, the CEO evaluation and compensation as outlined in our Board-Management Relationship policies.
2. Board meeting agendas will be determined by the Board chair, and may be modified at the meeting by the Board.

C4 – Board Meetings

Policy Type: Board Process

Policy Title: C4 – Board Meetings

Last Revised: **May 13, 2017**

Board meetings are for the task of getting the Board's job done.

1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time.
2. Meetings will not be open to the membership except when a member-owner session is officially called.
 - a. This policy will be re-evaluated in one year after adoption of the policy register.
3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.

C5 – Directors’ Code of Conduct

Policy Type: Board Process
Policy Title: C5 – Directors’ Code of Conduct
Last Revised: **October 10, 2017**

We each commit ourselves to ethical, professional 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’s owners. 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.
 - 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. At a new director’s first board meeting, they will complete the “Conflict of Interest Disclosure” form and will verbally report to the whole board the potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately.
 - c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the vote.
 - d. Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends.
3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the CEO or employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, 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 act responsibly at Board & brewery events, especially as concerns alcohol. All Board members must meet the required government standards to serve on the Board of an alcohol-based business.
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 prepare for, attend, and participate fully in all Board meetings and trainings.
7. 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.

8. 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.

C6 – Officers’ Roles

Policy Type: Board Process
Policy Title: C6 – Officers’ Roles
Last Revised: **May 13, 2017**

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the CEO.
2. Officers may delegate their authority but remain accountable for its use.
3. Duties will be delegated to the president as determined by the board
4. The Chair ensures the Board acts consistently with Board policies.
 - a. The Chair is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board’s functioning.
 - b. The Chair will chair and set the agenda for Board meetings.
 - c. The Chair plans for leadership (officer) perpetuation.
 - d. The Chair may represent the Board to outside parties.
5. In the absence of the Chair the vice-president will perform the duties of the Chair.
6. The Treasurer will lead the Board’s process for creating and monitoring the Board’s (not the Cooperative’s) budget.
7. In addition, the treasurer will facilitate the Board’s understanding of the financial condition of the Cooperative. The Audit Committee is charged with all financial oversight and reporting that the Board of Directors may need for any appropriate purpose. The Audit Committee may hire any consultants, accountants, or other outside advisors that it deems necessary to fulfill its duties.
8. The Records Officer will make sure the Board’s documents are accurate, up to date, and appropriately maintained as well as any other duties the Board may deem appropriate.

C7 – Board Committee Principles

Policy Type: Board Process

Policy Title: C7 – Board Committee Principles

Last Revised: **May 13, 2017**

We will use Board committees to help us accomplish our job.

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. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the CEO.
4. Committees will incorporate management and member perspective when the issues call for it and when the Committee or Board deems it a good idea to do so.

C8 – Governance Investment

Policy Type: Board Process
Policy Title: C8 – Governance Investment
Last Revised: **May 13, 2017**

We will invest in the Board’s governance capacity.

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors’ skills and understanding, and to build team capacity and strengthen relationships
 - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
 - d. We will use professional and administrative support.
3. We will develop the Board’s annual budget in a timely way so as to not interfere with the development of the Cooperative’s annual budget. In no case will we complete this work no later than September 1 each year for the following year.].

Board-Management Relationship

Policy Type: Board-Management Relationship
Policy Title: D – Global Board-Management Connection
Last Revised: **May 13, 2017**

The Board's official connection to the operations of the cooperative will be through the Chief Executive Officer.

D1 – Unity of Control

Policy Type: Board-Management Relationship

Policy Title: D1 – Unity of Control

Last Revised: **May 13, 2017**

Only officially passed motions of the Board are binding on the CEO.

1. Decisions or instructions of individual directors, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without Board authorization, the CEO can refuse any requests that, in the CEO's opinion, may disrupt operations or that require too much staff time or resources.

D2 – Accountability of the CEO

Policy Type: Board-Management Relationship

Policy Title: D2 – Accountability of the CEO

Last Revised: **May 13, 2017**

The Chief Executive Officer is the Board’s only link to operational achievement and conduct.

1. The Board will view CEO performance as identical to organizational performance so that organizational accomplishment of Ends and organizational operation within Executive Limitations will be viewed as successful CEO performance.
2. The Board will not instruct or formally evaluate any employee other than the CEO.

D3 – Delegation to the CEO

Policy Type: Board-Management Relationship

Policy Title: D3 – Delegation to the CEO

Last Revised: **May 13, 2017**

The Board delegates authority to the CEO through written Ends and Executive Limitations policies.

1. As long as the CEO uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, practices, and plans for the cooperative.
2. The Board will respect and accept the CEO's choices as long as those choices are based on reasonable interpretations of Board policies.
3. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.

D4 – Monitoring CEO Performance

Policy Type: Board-Management Relationship

Policy Title: D4 – Monitoring CEO Performance

Last Revised: **May 13, 2017**

The Board will systematically and rigorously monitor and evaluate the CEO's job performance compared to expectations set forth in Board policies.

1. The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the CEO discloses policy interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy.
2. In every case, the Board's standard for compliance will be any reasonable CEO interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but we will always judge with a "reasonable person" test.
3. The Board will accept that the CEO is compliant with a policy if the Board is presented with a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
4. The Board will monitor all policies that instruct the CEO. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
5. The Board's annual evaluation of the Chief Executive Officer, based on a summary of monitoring reports received from *(date)* through *(date)*, will be completed by *(date)*. The Board will make its decisions concerning the evaluation no later than *(date)*.

APPENDICES

Code of Conduct Agreement

SAMPLE

Code of Conduct Agreement For Board of Directors

I agree to abide by Board Policy C5 Code of Conduct and any subsequent changes the board makes to that policy. I understand that if, in the opinion of 2/3 of co-op directors, I have violated the letter or spirit of the Code of Conduct, the board has the ability to vote to remove me from the board in accordance with policy C5.

According to Policy C5 I have an affirmative duty to disclose my actual and potential conflicts of interests, including relationships (such as with associations, organizations of which our co-op is a member, co-op employees and vendors) which may pose a conflict of interest in whole or in part with respect to my service on the board. These are listed below. I understand that I have a duty to disclose any additional actual or potential conflicts that may arise and to abide by board policy regarding participation in matters under consideration by the board.

Signature of Director/Candidate

Date

Note: This form is to be completed by all directors annually, within one month following board elections.

Committee Charter

SAMPLE

COMMITTEE: NOMINATION AND RECRUITMENT

DATE CHARTERED:

END OF TERM:

The primary purposes of the Nomination and Recruitment Committee will be to:

1. Identify and recruit a pool of well-qualified Board candidates according to Board policy.
2. Develop an application and screening process.
3. Provide a brief written report to the Board monthly about the activities of this committee.
4. Submit to the Board in a timely way names of recommended nominees for election or appointment.

BOD Calendar

(sample) 2015 BOD Calendar Last Revised: January 2015

Item	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept
Board Education	CBL 101 and Leadership Training Jan.11 th	Mondragon and Emilia Romagna	CBLD Cooperative Café March 15	Rochdale Cooperative history		CCMA June 12-14 Boise	Arizmendi Association of Cooperatives	History of U.S. Food co-ops	
Member Engagement and Newsletter Articles							Article for Annual Report	Prep for Annual Member Meeting	Article about BoD Elections, Candidate Bios
Admin. Agenda Items	Welcome new directors	Election of Board Officers Finalize CEO Evaluation Present CEO Compensation RFP	BOD Budget finalized Review CEO Compensation Proposal BOD Retreat March 22	Board Retreat Follow-up	Finalize CEO Compensation Decision		Review Member Meeting Agenda Start 2016 calendar Board assignments for election		Deadline for BOD Candidates information for ballots September 11th Auditor Presents Report to the BOD
Board Monitoring	C: Global Governance D: Global BoD-MCEOt	C1: Governing Style	C2: Board's Job	C3: Agenda Planning	C4: Meetings	C5: Code of Conduct	C6: Officers	C7: Committee Principles	C8: Governance Investment
CEO Monitoring	B: Global Constraint	B1: Financial Condition B9: Succession	B4: Membership	B5: Consumers	B1: Financial Condition B2: Planning & Budgeting	A: Ends	A: Ends, continued	B1: Financial Condition	B3: Asset Protection

Policy Governance Quick Guide

Policy Governance is an operating system for boards of directors. As with operating systems for computers, the system itself is not the point of the board's work; the system simply provides an underlying framework on which boards can build further agreements and activities. Policy Governance does not mandate specific decisions, but does highlight the kinds of decisions a board should make. These decisions include agreements about how the board will work together, how the board will empower and hold accountable the cooperative's management, how the board will articulate the cooperative's purpose and set up the cooperative for movement in that direction, and how the board understands the role of member-owners and others in the governance of the cooperative.

The Policy Governance operating system is essentially an integrated set of principles – principles that gain their power when used together. Key to the principles is the meaning of the word “policy.” Within the context of Policy Governance, policies are the proactive articulation of values or principles that guide action.

Policy Governance principles:

1. Ownership
 - The cooperative is owned by its members. The board exists to act and make decisions on behalf of and in the best interest of the owners.
2. Position of Board
 - The board is a distinct link in the chain of empowerment and accountability within the cooperative. The owners empower the board through the bylaws, and the board is accountable to owners for the success of the cooperative. In turn, the board empowers and holds management accountable, delegating authority to management through Ends and Executive Limitations policies.
3. Board Holism
 - The authority of the board belongs to the whole. To say that the board “speaks with one voice” means that the board's authority is a group authority. The “voice” of the board is expressed through the written policy decisions. Directors can work to persuade and influence the board in its deliberations and decision-making; beyond that, individual directors or subsets of the board have no authority to instruct staff.
4. Board Means Policies
 - The board defines in writing its own job and how it operates. These decisions are agreements about the board's means, categorized as Board Process policies and Board-Management Relationship policies.
5. Clarity and Coherence of Delegation
 - The board unambiguously identifies the authority and responsibility of any person (e.g., CEO or board president) or committee to whom the board delegates. No individual director, officer, or committee can be delegated responsibility that interferes with or duplicates responsibility delegated to the CEO.

6. Ends Policies

- The board defines in writing the cooperative's purpose in terms of: intended effects/benefits to be produced, intended recipients of those benefits, and (if desired) the intended cost-benefit or priority of those benefits. (Any decisions about issues that don't fit the definition of Ends are *means* decisions.)

7. Executive Limitations Policies

- The board defines in writing its expectations about the means of the cooperative. Rather than prescribing board-chosen means, Executive Limitation policies define limits on operational means – essentially, defining boundaries on the CEO's authority. Executive Limitation policies describe means that are not allowed even if they are effective. The board retains the authority to make decisions that are outside of the CEO's authority.

8. Policy sizes

- The board decides the four types of policies first at the broadest, most inclusive level. The board can then further define each policy in further levels of detail until reaching a point at which the board can accept any reasonable interpretation of the written policy.

9. Any Reasonable Interpretation

- More detailed decisions about Ends and operational means are delegated to the CEO, who has the right to use any reasonable interpretation of the board's written policies. A reasonable interpretation will include more detailed and/or clarified meaning of the board's policy, along with operational definitions (the metrics and benchmarks used to gauge accomplishment). More detailed decisions about board means (and the right to use any reasonable interpretation of those written policies) are delegated to the board chair – unless part of the delegation is explicitly directed to another officer or committee.

10. Monitoring

- The board must check to ensure that the cooperative has achieved (or made progress toward) the Ends while operating within the Executive Limitation boundaries. The board judges the CEO's interpretation and operational definition for reasonableness, and judges whether the data demonstrates accomplishment of that interpretation and operational definition. The ongoing monitoring of Ends and Executive Limitations policies constitutes the CEO's performance evaluation. The board must monitor its own performance according to the stated board means policies.

Policy Governance is a registered service mark of John Carver.

For further information, see:

- Carver, John. *Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations*, third edition. San Francisco: Jossey-Bass, 2006.
- Policy Governance Source Document, International Policy Governance Association, policygovernanceassociation.org
- carvergovernance.com, the authoritative website for the Policy Governance model
- Policy Governance FAQ in the CBLD Library, cdsconsulting.coop/cbldlibrary
- Goehring, Mark. "Taking Policy Governance to Heart," *Cooperative Grocer*, March 2009