

## BOARD OF DIRECTORS APPLICATION

I, \_\_\_\_\_, am applying to serve a three-year term on the Board of Directors of Grange Cooperative Supply Association (Grange Co-op, GCSA), starting in 20\_\_\_\_.

ACCOUNT NUMBER \_\_\_\_\_ PHONE NUMBER \_\_\_\_\_

ADDRESS \_\_\_\_\_

EMAIL \_\_\_\_\_

### DIRECTORS QUALIFICATION CRITERIA

1. Must be a voting agricultural member of Grange Co-op (GCSA) or may be a representative of an agricultural member corporation, association, partnership, trust, or estate.
2. New candidates must submit to a background check done by an independent third party with the results reported to the Board's legal counsel who will then issue a report to the Nominating Committee and Board of any criminal or fiduciary issues for any candidate.
3. Must be a current producer of agricultural commodities.
4. Must not own or operate a business that would be in direct competition with GCSA and/or create a direct conflict of interest.
5. Must adhere with Grange Co-op's (Anti) Nepotism Policy.

Board candidates must meet the qualification criteria listed above and, upon being elected, be willing to sign the Director Code of Ethics (page 3-4) and the Director Pledge (page 4-5). Candidates must also be able to sign the following declaration:

I am not a director, officer, exempt employee, partner, or owner of more than ten percent (10%) of the equity interest in any company or business, of which more than ten percent (10%) of the revenues are derived from business- activities, that are in direct competition with any business or activity of the Co-op or its subsidiaries, neither have I ever been convicted of or had a civil judgment rendered against me for a commission of fraud or a criminal offense, embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property. Also, I attest that I meet the qualification criteria listed above.

Signature \_\_\_\_\_ Date \_\_\_\_\_

List your board service as a member of a board of directors and/or an officer of an organization other than Grange Co-op:



## CANDIDATE BIO/STATEMENT

Please tell us about yourself and your operation(s) along with why you want to serve on the Grange Co-op Board.  
(This information will be printed on the ballot.)



## DIRECTOR CODE OF ETHICS POLICY

The term ethics used in its broadest form, refers to a set of moral principles. Not every individual within an organization has the same perception of ethical conduct. People base their decisions on experience, personal values, and learned behavior. A "Code of Ethics", as used in this policy, refers to the general rules of conduct the Board recognizes in respect to governance of the Grange Co-op. This code of ethics is intended to serve as a guide for the Board of Directors.

The Board is committed to excellence in leadership and decision-making that results in the highest quality of performance and service to its members and customers.

1. The Board will follow all regulations and laws related to the conduct of Grange Co-op business. It also will honor its own adopted policies and procedures. Knowledge of the By-Laws and relevant Oregon Revised Statutes is the starting point of effective governance.
2. The Board recognizes the dignity, values, and opinions of one another, employees, and its members, and customers. It will encourage responsiveness and effective participation in all its communications.
3. The Board recognizes its primary responsibility is the formulation and evaluation of policy and the employment of a Chief Executive Officer (CEO) to administer Grange Co-op business at the direction of the Board.
4. The Board recognizes that operational matters of the Grange Co-op should ordinarily be directed to the CEO.
5. The Board commits to conducting all meetings in accordance with Grange Co-op By-Laws and Oregon Revised Statutes. It recognizes that Grange Co-op business is to be conducted in either regular or special meetings of the Board.
6. The Board will seek solutions to resolving issues of personality and/or special interests among Board Members.
7. The Board, both as a body and as a group of individuals, will support decisions made by the Board. Individual Directors may disagree with a certain decision, but should support the majority decision of the Board of Directors. This position is not intended to restrict further consideration based on additional information, but to provide for the effective continuation of Grange Co-op business.
8. The Board will work directly with the CEO to obtain information and/or an enhanced understanding to improve effective decision making.
9. The Board should direct any complaint and/or issue directly to the CEO. It is the responsibility of the CEO to resolve the issue as may be necessary.
10. Board Members, to the greatest extent possible, will forward business items to either the Board President or to the CEO for inclusion in a Board of Directors meeting agenda. The goal is to allow time, prior to the meeting for the CEO and all Directors to research/consider the topic.
11. The Board recognizes it operates as a unit and that individual Director authority exists only as a member of the whole.
12. The Board recognizes effective operations require a team approach. The Board and CEO are expected to work together in a collaborative process assisting each other in the conduct of Grange Co-op business.
13. The Board acknowledges that policy decisions require Board action. When an individual Director receives a policy related question, the response must be based on established policy. The question may be brought to the full Board for further consideration.
14. The Board recognizes the value of long-term planning and will constantly maintain a focus on the long-term stability of Grange Co-op.

15. The Board will be courteous and responsive to member or customer requests and will generally direct their concerns and interests to the CEO as appropriate.
16. The Board as a body, and as a group of individuals, acknowledges that information and study foster good decision making and will commit the necessary effort to develop a working understanding of all issues that come before the Board.
17. The Board acknowledges that differences of opinion could arise between members and will seek effective remedies that are in the best interest of the Board and Grange Co-op.
18. The Board will seek legal counsel when needed and will be guided by the legal advice provided.
19. The Board acknowledges that conflicts of interest may occasionally arise and that each Board member is responsible to declare such conflicts.
20. Board members will receive no special discounts or benefits that are unavailable to other members of Grange Co-op, except for fair compensation and mileage.

**POLICY STATEMENT:** It is the policy of the Board of Directors to annually review and adopt this Director Code of Ethics policy.

**I understand and agree to abide by this Policy.**

## **DIRECTOR PLEDGE POLICY**

I pledge to do my best for my cooperative and for its members who have elected me to serve in a position of honor and trust.

### **I WILL:**

- Above all things be honest and diligent.
- Place the interests of the Co-op above my own personal interests.
- Give the same careful attention to the affairs of the Co-op as I give to my own business.
- Represent the Co-op in its entirety and not just the members from my local community.
- Do all in my power to have the Co-op controlled democratically, including the election of directors.
- Give the necessary time to directors' meetings, and to other deliberations.
- Be prompt and attentive at all meetings of the directors so that there is no loss of valuable time.
- Do independent and careful thinking, express my honest opinion, and not be a rubber stamp.
- Be open-minded and a team contributor and realize that the views of individual directors cannot always prevail.
- Remember that the majority rules and that the minority must support the majority decisions.
- Present the views of the Board of Directors to fellow members, rather than my own, whenever I speak for the Co-op.
- Study the business and problems of the Co-op, and the broader considerations that affect its welfare.
- Strive for continued and increased efficiency in the Co-op.
- Be a good listener to the reactions of the members as a means of better shaping the policies of the Co-op.
- Welcome new ideas or "new blood" as a means of keeping life in the Co-op and the service to the members at a high level.
- Do everything possible to inform members of established policies and programs of the Co-op.
- Curb emotion and apply reason and common sense to all problems.
- Patronize GCSA to the extent practical and reasonable. Assuming price, quality, service, and availability are essentially equal, a director is expected to view the Co-op as the supplier of the first choice whenever possible.
- Participate in cooperative education and leadership development opportunities.



**I WILL NOT:**

- Expect any special privileges from the Co-op because I am a director.
- Become financially interested in any business or agency that has interests adverse to those of the Co-op.
- Interfere with management but will limit myself to the formulation of business and management policies.
- Personally approve the employment of close relatives of directors and executives in the Co-op.
- Discuss the affairs of the Co-op with employees, other than with the CEO, unless delegated by the Board of Directors to do so.
- Carry grudges against other directors, management, employees, or members.
- Consider myself indispensable.

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Forms must be submitted to [updates@grangecoop.com](mailto:updates@grangecoop.com) or mailed to:

Grange Co-op, 7700 Crater Lake Hwy, White City, 97503 (attention: Nominating Committee)

All eligibility requirements must be received by December 10.