

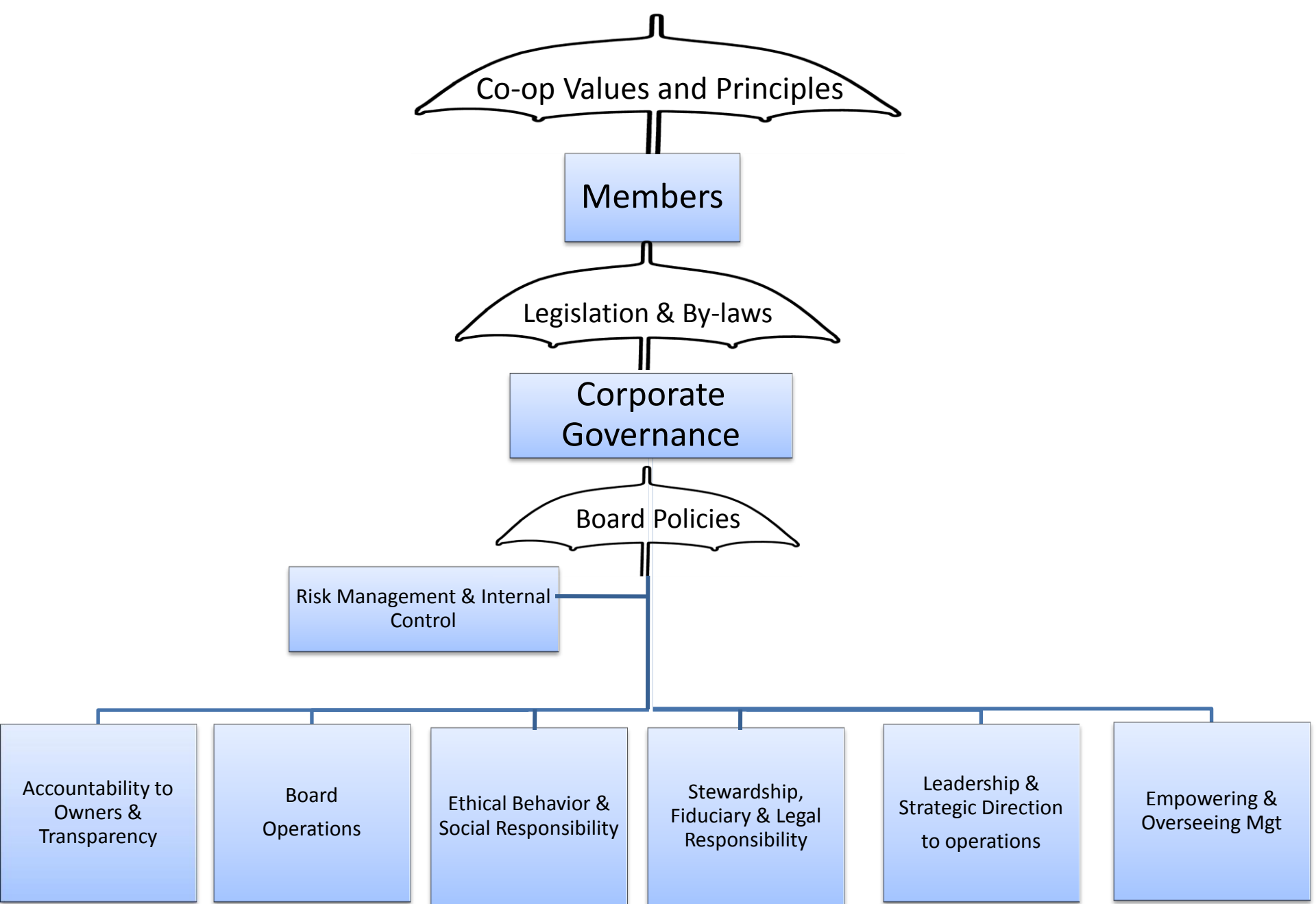
Governance and Sustainability

Main Responsibilities of the Board

1. Represent and be accountable to member owners
2. Conduct appropriate Board operations and process.
3. Ensure ethical behavior and ensure the co-operative is a good corporate citizen.
4. Operate as the legal stewards of the co-operative.

Main Responsibilities of the Board

5. Provide leadership and strategic direction and ensure objectives are attained. (Direct the affairs of the co-operative)
6. Empower and oversee management. Ensure appropriate internal control and management of risk.



Accountability to Owners & Transparency

- AGM
- Democratic participation
- Reporting to members
- Elections
- Member relations
 - Membership management
 - Member communications
 - Recruitment
 - Member events
- Member education

Accountability to owners & transparency task:

- Call AGM and special meetings
- Ensure democratic participation, transparency and empowerment
- Conduct member education and ensure members understand the difference from being a member and an owner
- Develop means of communication
- Research member needs and present recommendations, listen and react to member opinions and issues
- Prepare, promote and conduct elections
- Suggest strategic projects and recommend the level of investment required by members
- Recommend patronage dividends
- Nurturing member understanding and ensure proper member relations
 - Provide member orientation and education
 - Manage member records
 - Communicate to member owners
 - Recruit members
 - Plan member events
- Report organizational results to members

Board Operations

- Board policies
- Board self discipline
- Board structure
 - Officers
 - Committees
- Resolutions
- Meetings
- Records management
- Board succession

Board operation tasks:

- Conduct Board education
- Develop and enforce Board policies
- Develop the approach to corporate governance
- Conduct AGM and special meetings
- Evaluate the effectiveness of the meetings
- Approve the nomination of directors
- Approve the terms of reference of committees
- Determine level of investment required by members
- Recommend patronage dividends
- Prepare, receive and approve resolutions for the AGM
- Approve membership applications and withdrawals
- Ensure materials and information are adequate to allow the Board and committees to carryout their duties
- Review and approve financial statements and ensure proper reporting
- Approve initiatives and projects
- Approve capital expenditures

Ethical Behavior & Social Responsibility

- Corporate Code of ethics
- Conflict of interest
- Corporate citizen responsibility
- Director conduct
- Social audit

Ethical behavior and Social responsibility:

- Implement a code of ethics
- Identify and declare all conflicts of interest
- Respect Board confidential discussions
- Ensure Board solidarity
- Establish director expectations and review director conduct
- Ensure appropriate corporate social responsibility
- Conduct sustainability audit or social audit

Stewardship, Fiduciary & Legal Responsibility

- Duty of care
- Duty of loyalty
- Duty of obedience
 - Federal and Provincial Laws and Acts
 - By-laws & policies
- Duty to members

Fiduciary and Legal responsibilities tasks:

- Ensure compliance with the Co-op Act
- Ensure the co-operative follows applicable federal, provincial and municipal laws
- Ensure compliance with co-op values and principles
- Ensure compliance with policies
- Ensure directors understand and carryout their fiduciary responsibilities
- Ensure proper remittances to government
- Execute the powers of the association
- Consult with legal council as appropriate

Leadership & Strategic Direction

- Strategic direction & planning
 - Values
 - Mandate
 - Organizational Policies
 - Corporate objectives
 - Performance standards & KPI
 - Asset management
- Ensuring succession
- Board evaluation
- Board development
- Board representation

Leadership and strategic direction tasks:

- Ensure the co-op adheres to co-op values and co-op principles
- Define and safeguard the mission and determine the strategic direction, corporate objectives and strategic priorities
- Develop organizational policies
- Develop the approach to corporate governance
- Ensure succession at board level and management
- Constantly review director and board behavior
- Conduct board self-evaluation
- Ensure board development
- Determine board representation

Empowering & Overseeing Mgt

- Succession planning
- Selecting the CEO
- Delegation of authority
- Allocating responsibilities
- Operational policies
- Service to members and equitable treatment
- Performance planning: goals and budget
- Performance monitoring and overseeing management
- Performance evaluation
- Accountability & reporting results
- Oversee management practices

Empowering & overseeing Management task:

- Appoint the General Manager and officers
- Ensure the integrity of the General Manager and officers
- Develop job descriptions and delegate responsibilities
- Direct, compensate, evaluate the CEO against approved goals and objectives
- Approve operational policies
- Establish standards for service to members
- Establish performance standards and results
- Monitor and oversee management
- Conduct performance reviews

Empowering & overseeing Management cont'd:

- Ensure the success and direct the affairs of the co-operative
- Participate with management in developing an annual business plan and budget
- Approve annual goals and objectives
- Seek and secure sufficient resources to finance operational and capital requirements
- Monitor performance of the organization
- Regularly review the co-op's services to ensure they are consistent with the purpose, meet the members needs and ensure that they are effective

Risk Management & Internal Control

- Audit
- Internal control
- Risk management

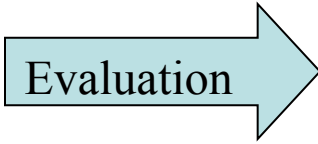
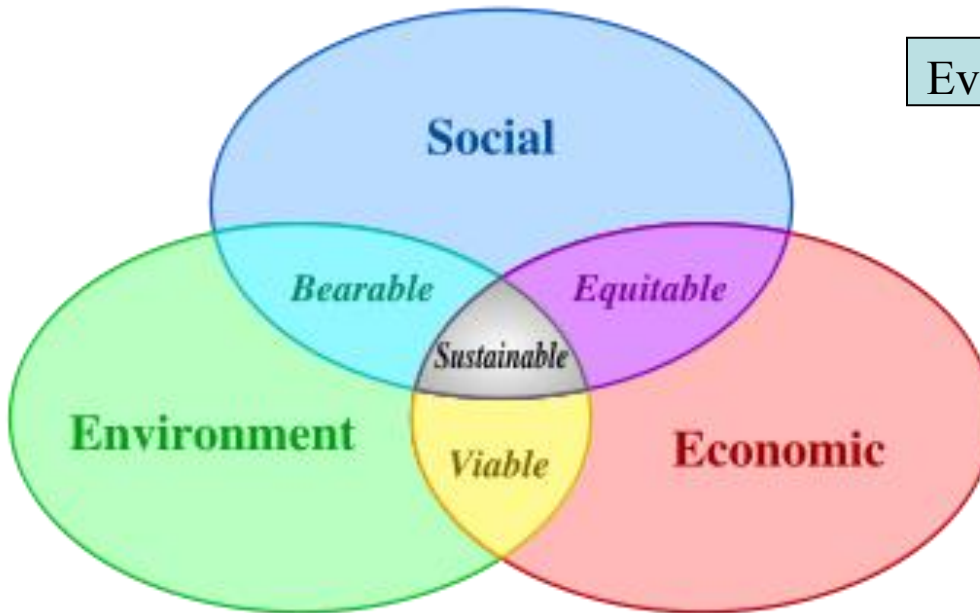
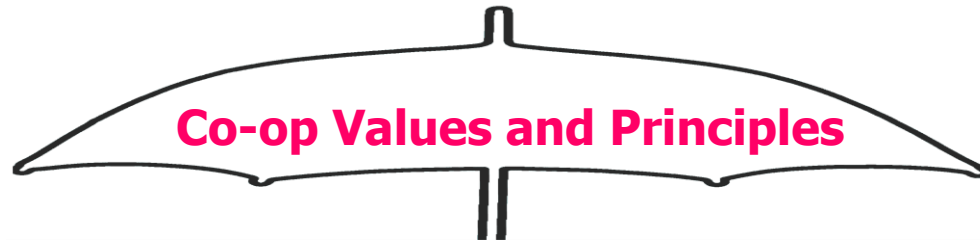
Internal control tasks:

- Ensure annual audit
- Oversee the integrity of internal controls
- Ensure operational review as required
- Ensure policies and management limitations are followed
- Understand risks and approve systems to anticipate, mitigate and manage these risks
- Ensure loss prevention audits to maintain bonding insurance

Board Leadership Responsibilities



Co-operative sustainability: co-op scorecard



- Governance
- Management
- Operations
- Practices
- Indicators

Scorecard in numbers

	Basic Practices*		Associated Practices**	
	Practices	Indicators***	Practices	Indicators***
7 Co-op Principles	29	104	36	76
Econ. Measures	5	18	11	23
Social Measures	11	51	19	59
Environ. Measures	7	36	13	32
Total	52	209	79	190

* Identified in the Scorecard by integers

** Identified by decimal numbers

*** Identified by letters

Consumer Co-operative Sustainability and Planning Scorecard

Measuring our Performance on the Co-operative Difference

- Home
- Sitemap
- Guidelines
- Profile
- Scorecard
- Co-operative Values
- Scorecard Summary**
- Logout

Scorecard Summary

(For details please refer to Steps 6 & 7 in the document on steps for completing the scorecard available in the "Guidelines" menu.)

As with each of the following automated summary sections, the summary of performance provides information on your co-op's score on basic practices (columns B, C and D) and the co-op's score on the combination of the basic practices plus any associated practices that the co-op measured (columns E, F and G). The columns D and G indicate the % score out of a possible 100% of points possible for basic practices (column D) and for basic + selected associated practices (column G).

Section 1: Co-operative Principles [Hide]

These scores are important indicators of how the co-op is performing on the practices associated with each of the co-op principles and, on the 7 principles taken together. In creating this score, each practice measured is given equal weight.

Of additional interest is the way these scores stack up in relation to the co-operative's particular priorities at the time of completing the scorecard. If Principle 5 is of high priority, then the co-op can justifiably celebrate any practice related to that principle that has a priority (4 or 5) AND has a high score (4 or 5). In the case where principle 5 is of very high priority (5) AND has a low score (1 or 2) the co-op needs to make changes to improve performance by a specified time in the future.

(A) Groups	(B) Total score (basic practices)	(C) Total potential score (# of basic practices x 5)	(D) ? Percentage score - basic practices (= B / C)	(E) Total score (all selected practices)	(F) Total potential score (# of selected practices x 5)	(G) ? Percentage score - all selected practices (= E / F)
Principle 1: Open and Voluntary Membership	0	25	0%	0	25	0%
Principle 2: Democratic Member Control	0	55	0%	0	55	0% ?
I. Compliance with By-Laws	0	5	0%	0	5	0% ?
II. Compliance with Provincial Co-operative Act	0	5	0%	0	5	0%

<http://www.umoncton.ca/umcm-ccpagc/co-opatlantic-scorecard>