Charter for Hunger Mountain Co-op Council's Committee on Governance

Overview

This charter outlines the role, responsibilities, and authority of the committee. The charter provides a framework for effective operation, in alignment with the goals of Hunger Mountain Co-op and the objectives of the Co-op Council.

1. Committee Name: *Governance Committee*

2. Purpose and Function:

The Governance Committee is established to oversee council functions related to council governance, including:

1. bylaws
2. governance policies and ends
3. council election process/ballots
4. council self evaluation
5. council annual retreat, and
6. such other duties as the Board authorizes.

3. Authority and Powers:

The committee is authorized in the following ways:

With Council authorization, devise a process for reviewing and possibly revising the bylaws and/or the governance and ends policies, with any revision requiring approval by the council.

Council election process: Work with staff to oversee council elections annually or as needed. Review and possibly revise voting polices, with council approval of the final product.

Council self-evaluation: Oversee the self-evaluation process. Use results to recommend council actions and priorities for the upcoming year.

Annual retreat: Plan it

The committee will engage with the council as a whole, other committees, and staff as appropriate.

4. Membership and Composition:
Membership: The committee shall consist of up to four members and up to two non-council members. The council president and the co-op general manager are *ex officio* members of the committee. A majority of the committee shall consist of council members.

 Appointment: Members are appointed by the Co-op Council and serve until their successors are appointed; the Co-op Council shall appoint or re-appoint committee members in connection with its

annual review of the committee.
Chairs: The committee shall pick a chair.

5. Quorum:

A quorum for making committee decisions shall be a majority of the committee (not counting the council president or general manager) or three, whichever is fewer. Members of the committee may meet to conduct committee business without a quorum being present; these meetings shall not make decisions for the committee, without specific authorization from the committee.

6. Meetings:
Frequency: The committee shall meet as needed.
Notice: Meetings shall be called with appropriate notice to all members.
Procedures: The committee shall meet to share information, plan, and make decisions, seeking consensus. While seeking consensus, the committee may finalize decisions through a simple majority vote. The committee shall establish mutually agreed-upon standards for behavior and interaction during discussions. Within these parameters, the committee may organize its meeting procedures in a way that it considers effective and useful.

7. Reporting Requirements:

The committee shall report its activities, findings, and recommendations to the Co-op Council in writing, at least eight (8) days ahead of the next regular council meeting following a committee meeting.

8. Duration and Review:

The committee is established as a [standing/ad hoc] committee and shall remain in operation until [dissolved by Co-op Council/insert date]. The committee's charter and performance shall be reviewed annually by the Co-op Council.

9. Conflict of Interest:

Committee members shall follow the bylaws and governance policies regarding disclosing any potential conflicts of interest and recusing themselves from decisions when a conflict may arise. In the event of a disagreement about a conflict of interest, the committee may follow the ordered recusal process that the bylaws (3.6 (c)) prescribe for the Co-op Council.

10. Budget and Resources:

The committee shall operate within the budget allocated by the Co-op Council (if any) and manage resources as directed.

11. Amendments:

This charter may be amended by a majority vote of the Co-op Council.

Approval:

This charter was approved by the Co-op Council on November 12, 2024.