

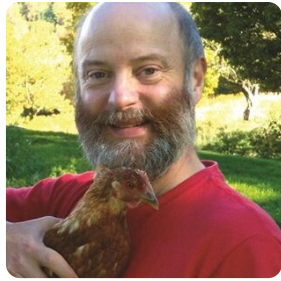


Council Candidate Information Guide



Hunger Mountain Cooperative exists to create and sustain a vibrant community of healthy individuals, sustainable local food systems, and thriving cooperative commerce.

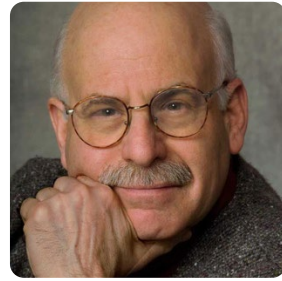
CURRENT council



Council President
(2016–18, 2024–26)

CARL ETNIER

carle@huntermountain.coop



Council Vice President
(2022, 2023–25, 2026–28)

JEFF ROBERTS

jeffr@huntermountain.coop



Council Secretary
(2015–17, 2018–20, 2021–23,
2024, 2025–26)

STEVEN FARNHAM

stevenf@huntermountain.coop



Council Treasurer
(2026–26)

LEESA STEWART

leesas@huntermountain.coop



Council Member
(2025–27)

GILES BRULÉ

gilesbrule@gmail.com



Council Member
(2026–28)

GREG GERDEL

gregg@huntermountain.coop



Council Member
(2025–26)

T GRAM

thomasg@huntermountain.coop



Council Member
(2021–23, 2024–25, 2026–27)

CATHERINE LOWTHER

catherinel@huntermountain.coop



Council Member
(2026–28)

MARK SELTZER

marks@huntermountain.coop

April 2026

GREETINGS!

Thank you for your interest in serving as a member of the Hunger Mountain Co-op Council. This is an exciting time to be involved with our democratically controlled Co-op. As you know, Hunger Mountain Co-op is more than just a grocery store. Its 10,000+ Member-Owners and 190+ employees help build a dynamic community of healthy individuals, sustainable local food systems, and thriving cooperative commerce. Our co-op provides both an outstanding selection of natural, local, and organic foods and a commitment to education and outreach.

Your service on the Co-op council is a meaningful way to participate in our co-op community. Council members learn about the cooperative business model, network with other co-ops from around the country, and serve smart and dedicated staff and member-owners who are equally committed to the Co-op.

The council plays a critical role to ensure the continued success and health of this vital organization. We represent all members to develop and maintain the co-op vision and long-term viability. We do not run the store or have direct control over its daily operations. Instead, the council directs the store's operations utilizing a system called Policy Governance®. Policy Governance® is an oversight and accountability system that emphasizes values, vision, and empowerment of both council and staff, while delineating the roles and responsibilities of each. More information about Policy Governance® is included in this packet.

A strong and successful cooperative depends on a highly functional and effective council. In addition to reading the materials in this orientation packet, we encourage you to attend a monthly council meeting and/or talk with current and past council members to learn more about what it's like to be a Hunger Mountain Co-op Council Member. Council meetings are usually held on the second Tuesday of each month at 5:30 pm in the our community room. Meetings are generally in person or via Zoom. See the Co-op's website for specifics about the next council meeting, including the agenda.

Thank you again for your interest in serving the Hunger Mountain Co-op community!

In cooperation,

The Hunger Mountain Co-op Council

RESPONSIBILITIES OF THE CO-OP COUNCIL

Hunger Mountain Co-op’s council members work to ensure the organization’s actions and operations stay true to its mission. Specific responsibilities include:

- Create and sustain a meaningful relationship with member-owners so their interests are considered in decisions that affect the current and future operation of the Co-op.
- Hire, determine compensation for, and delegate all operational responsibility for the Co-op to a general manager (GM).
- Create and maintain written governing policies to address the broadest levels of the organization’s decisions and situations.
- Verify through objective, measurable criteria the General Manager’s actions are consistent with Co-op policies, especially regarding operational performance and financial prudence.
- Nurture the council’s leadership capacity through ongoing education, training, and recruitment.
- Ensure the cooperative remains financially secure and owners receive a reasonable value on their equity in accordance with cooperative principles.

The council is not involved in the daily operations of the store.

Council members have a duty to represent the Member-Owners at large, not a particular constituency, and act in the Member-Owners’ best interests.

Nine Member-Owners serve on the Hunger Mountain Co-op Council. Terms are generally for three years, and each year, at least three seats are open at the election in association with Annual Meeting. Co-op Council members and their spouse/partner (if a Co-op Member-Owner) receive a 10 percent discount on items purchased at the Co-op during their term in office. Additionally, council members will receive a stipend at the end of the council year and a limited reimbursement budget for childcare/elder care and mileage.

ELIGIBILITY, EXPECTATIONS, AND QUALIFICATIONS OF COUNCIL MEMBERS

- Must be a Co-op Member-Owner in good standing and be at least 18 years of age.
- Must state all potential conflicts of interest and must not have an overriding conflict of interest.
- Typically, a three-year commitment to serving on the council.
- Commitment to perfect or near-perfect attendance of all council meetings.
- Willingness to serve on one to three council committees.
- Familiarity with and adherence to the Co-op’s bylaws and governing policies.
- Preparation for and active participation in monthly council meetings.
- Attendance at council training sessions, the annual retreat, annual member-owner meeting, and other Co-op events
- Ability to understand financial statements (training provided).
- Access to the internet and availability to respond to regular council work-related online communications.
- A willingness to take responsibility for council duties and work together with understanding, mutual support, and respect.
- An ability to keep information and materials confidential.
- Integrity and flexibility.
- Provide social security number and date of birth to the State of Vermont Department of Liquor Control for liquor license. Officers may need to provide a social security number for the SNAP Benefit program.

CHARACTERISTICS OF EFFECTIVE COUNCIL MEMBERS

- Dedicated to the Co-op, Member-Owners, and mission.
- Able to effectively communicate with a wide range of people and respond respectfully to others’ viewpoints.
- Able to think in terms of systems and context.
- Honest with independent judgment, courage, and good faith.
- Able and eager to deal with Co-op values, vision, and long term needs.
- Able to participate assertively, collaboratively, and concisely in discussions.
- Willing to abide by council decisions, the intent of established policies, and adhering to the one voice policy. See Basic Principles of Policy Governance (below) for more information.

- Able to operate in a group decision-making environment, share power in group process, and represent all collective decisions wholeheartedly.
- Willing to delegate areas of decision-making to others and hold them accountable for results.

CHARACTERISTICS OF EFFECTIVE COUNCIL MEMBERS: SELF-REFLECTION

Council membership is just one of a variety of ways Co-op Member-Owners may contribute and participate in the Co-op’s direction. While council members are not expected to have specific prior training or experience in running a business or managing a grocery store, effective council members share some characteristics. As you consider whether to run for council, reflect on how your interests, experience, and motivations align with the characteristics of effective council members. You will not be asked to write about or share your responses to this section; the following questions are designed to help you determine if council service would be a good fit for you:

- Are you a passionate and enthusiastic Member-Owner/shopper at the Co-op?
- Are you interested in learning about and supporting cooperative values and principles?
- Do you like to think about big-picture planning and developing systems and visions for the Co-op’s future?
- Are you willing to participate actively in discussions?
- Are you good at working in a team environment and making decisions by consensus?
- Are you willing to delegate areas of decision-making to others and hold them accountable for results?
- Are you willing to set aside any personal interests to honor the diversity of Member-Owner perspectives?
- Are you prepared to take on the legal responsibilities of a council member?

SERVING ON THE CO-OP COUNCIL: WHAT TO EXPECT

Meetings are typically held on the second Tuesday of each month usually in the Co-op’s community room (with a meal credit included.) The meetings begin at 5:30 pm and usually run two to three hours. Before each meeting, you receive agenda documents to prepare any notes or comments you wish to make.

- Additionally, council members serve on one to three committees that meet separately from regular council meetings.
- Council members must check their email at least three to five times weekly and be prepared to respond promptly.
- New council members attend an orientation of one to three hours.
- All council members attend a day-long retreat each year early in the new council year.
- Attendance at Co-op member-owner events is expected.

A sampling of the time you can expect to spend in each month:

- Meeting preparation: two to three hours
- Meeting: two to two and a half hours
- Committee work: one hour per committee
- Miscellaneous: one to two hours
- Total number of hours per month: seven to twelve

WHAT COUNCIL MEMBERS SAY ABOUT SERVING ON THE HUNGER MOUNTAIN CO-OP COUNCIL

- “It’s meaningful service to your Co-op and community.”
- “You work with and learn from other smart, passionate central Vermonters.”
- “You learn a lot about how Hunger Mountain Co-op functions, about co-ops in general, and about the cooperative movement.”
- “You learn about the food industry, the local food system, local economies, and a variety of sustainability issues.”
- “It’s a great way to get to know other engaged member-owners and management/staff.”
- “You have opportunities to learn from and network with other co-op staff and council members from around the state, region, and country.”
- “It’s an opportunity to have a more direct impact on, and to further, the mission of the Co-op.”
- “You have direct involvement in the ongoing success of the Co-op.”
- “You have direct contributions to shaping the future of the Co-op.”
- “It’s a great leadership-development opportunity.”
- “You share good food and interesting discussion with other Co-op Council members.”

BASIC PRINCIPLES OF POLICY GOVERNANCE®

Condensed, with review and permission, from John Carver & Miriam Mayhew. Carver Guide Series on Effective Board Governance — Jossey-Bass, 1996.

Policy Governance® is a fundamental redesign of the role of a board, emphasizing values, vision, and the empowerment of both board and staff. It is built on 10 principles:

1. THE TRUST IN TRUSTEESHIP

Boards exist to own an organization on behalf of some identifiable ownership to which they are answerable. Simply put, a board governs on behalf of people not seated at the table. The primary relationship the board must establish, maintain, clarify, and protect is its relationship with its owners, staying connected with them and hearing their voices.

2. THE BOARD SPEAKS WITH ONE VOICE OR NOT AT ALL

A board is a corporate entity entrusted by its owners with the authority to govern and lead the organization. If the board is to lead, then on each given issue it must speak with a single voice. This voice's strength arises from the diversity of viewpoints and intentions its members bring to the board and from the way the board focuses this multiplicity into unity. This one-voice principle does not require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the ownership. Differences among trustees are not only respected but encouraged. Rarely will a vote be unanimous. Those board members who lose a vote, however, must accept that the board has spoken and that its decision is now to be implemented. No board should present conflicting messages to its ownership or its staff.

The principle of one voice can be undermined by charging board officers with roles of management, and by creating committees with mandates related to areas of staff responsibility. A board chair who supervises the chief executive, or a committee set up to instruct staff, must inevitably violate the one-voice principle to function. Board committees are legitimate when they help with tasks that belong to the board. They are not when they help with tasks that have been delegated to others. Staff spend as much time almost making decisions, which then must be approved by the board or passed through committees, as they would spend making the decisions. The principle of one voice can also be broken by individual board members who, thinking they are being helpful, go directly to staff for instruction or guidance. Unless a board masters the art of speaking as a group, it has little power to lead. A board speaks with one voice, or it does not speak at all.

3. BOARD DECISIONS ARE PREDOMINANTLY POLICY DECISIONS

Policy is here defined as the value or perspective that underlies action. Board policies express the board's soul, embody the board's beliefs, commitments, values, and visions, and express its wisdom. Board policies should be generated by the board itself, not brought to it from other sources. Policies develop out of the board's struggle with values, from the stage of initial musing to crafting a written document. The board decides what policies to have, and to what level of detail it will develop them. In this model of governance, board policies fit into four categories:

ENDS. The board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody the board's vision and the organization's reason for being.

EXECUTIVE LIMITATIONS. The board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These policies limit the way Ends shall be achieved.

BOARD-STAFF LINKAGE. The board clarifies the way it delegates authority and how it evaluates performance relative to Ends and limitations.

GOVERNANCE PROCESS. The board determines its philosophy, its accountability, and the specifics of its own job. Except for what belongs in bylaws, these categories of board policy contain everything the board has to say about values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals.

4. THE BOARD FORMULATES POLICY BY DETERMINING THE BROADEST VALUES BEFORE PROGRESSING TO MORE NARROW ONES

Values come in sizes; large values contain ranges within which smaller ones occur, like a nested set. A board establishes control over large issues with broad policies, and subsequently decides how much further to detail them. Then it delegates further definition to someone else, fully empowering them to do so, and accepting any reasonable interpretation of its policies. With Ends and Limitations policies that someone is staff; with Governance

and Linkage it is the board chair. The board may develop policy to whatever detail it wishes, so long as it does so from broad to narrow and does not skip levels in the process. (When they approach policymaking this way, boards can exercise leadership and maintain effective control without delving into vast detail.)

5. THE BOARD DEFINES AND DELEGATES, RATHER THAN REACTING AND RATIFYING

Boards are accustomed to approving plans brought to them by staff. Predictable problems arise: The very act of approving forces boards to become entangled in trivia. To avoid feeling like rubber stamps, boards may nit-pick. Approvals are usually issued without clarifying the criteria used in giving approval. Further, approving staff plans freezes into place details which cannot then be changed without board re-approval. This obstructs staff creativity and agility (a severe disadvantage to the organization) and weighs down the board with detail (diverting time from deciding the very policies that would make such role confusion unnecessary). Having board policies in place ahead of time allows board and staff alike to know whether a staff plan is approvable, since all the criteria by which approval is given are clearly stated for all to see. The board does need to be assured that staff plans are true to the applicable board policies—and that reassurance is gained by policy-focused monitoring. This also reinforces the one-voice principle, because the board has already stated its criteria for approval and board members are not thrown back onto diverse personal criteria.

6. ENDS DETERMINATION IS THE PIVOTAL DUTY OF GOVERNANCE

The justification for anybody lies in what difference it can make. The kind of thinking needed to make a difference requires a sense of the whole, an overview, a high vantage point. The board will become more of a think tank for vision than a reviewer of staff decisions and activities. It will focus on outcomes; focus on the reasons for which the organization exists at all.

An issue is an Ends issue if—and only if—it directly describes what good, for whom, or at what cost. If not, it is not an Ends issue—no matter how important, no matter who decides it, no matter how closely related it is to goals, strategies, mission, or perceived board work. Ends language is never about what the organization will be doing; it is always about what will be different for those it serves. Distinguishing ends from means enables the board to free itself from trivia to delegate clearly and powerfully and to turn its attention to large issues.

7. THE BOARD CONTROLS STAFF MEANS BY LIMITING, RATHER THAN PRESCRIBING

The organization's conduct, activities, methods, and practices are its “means” rather than its ends. Board means relate to how the board will organize, structure, and conduct itself to accomplish its job. Staff means are the various arrangements and actions needed to accomplish the Ends or to safeguard the operations that produce them. Resist the temptation to prescribe staff means (the board does not tell staff how to do its job).

The board's role is one of boundary-setting—specifying in writing which staff means would be unacceptable, unprovable, or off limits (in other words, the board says what kind of means it will not put up with). Beginning with broad prohibitions, advancing thoughtfully toward more detailed ones, the broader statements act as a safety net. Producing a “don't do it” list sounds negative, but in the outcome it is not. It allows for secure freedom, the boundaries of which need not be guessed, and within which staff creativity and action are encouraged. This key method of means constraint enables a board to govern with fewer pages of pronouncements, less dabbling in details of implementation, and greater accountability.

8. THE BOARD EXPLICITLY DESIGNS ITS OWN PRODUCTS AND PROCESS

The board states what it expects of itself, its code of conduct, the way it will plan and control its agenda, and the nature of its linkage with the ownership. And the board treats its own governance policies as iron-clad commitments.

The board may create committees to help it get its own job done, but not to help staff with theirs.

The board delegates to its Chair the right to make any reasonable interpretation of its words in governance process and board-staff linkage policy areas. The chief executive has parallel authority with respect to topics governed by ends and staff limitations policies. This delegation pattern ensures that the Chair and Executive work closely together, but neither report to the other.

In developing its governance policies, the board again follows a broad-to-narrow approach, beginning with the broadest form of the question, “What is our job?” It goes into further detail until it is willing to allow its Chair to interpret its words in implementing board business.

9. THE BOARD FORGES A LINKAGE WITH MANAGEMENT THAT IS EMPOWERING AND SAFE

Board and executive constitute a leadership team. Clear differentiation in their roles and responsibilities enables them to fulfil and excel in them, mutually support each other, and influence each other toward ever greater integrity and capability for leadership. The board has the right to expect performance, honesty, and straightforwardness from its staff. Boards may be understanding about performance but should never bend an inch on integrity. In turn, staff rightfully expect the board to be clear about the rules and then play by them to fulfil its own job and to speak with one voice.

10. PERFORMANCE IS MONITORED RIGOROUSLY, BUT ONLY AGAINST POLICY CRITERIA

In Policy Governance, monitoring is conducted only against criteria currently stated in ends and limitations policies. When a board adopts the discipline of monitoring only what it has already addressed in policy, its anxiety will drive it to develop all the policies needed. The board will require information that directly addresses existing criteria and receive relevant monitoring data without having to digest enormous amounts of unnecessary information.



Thank you for your interest in serving on the Hunger Mountain Co-op Council!

We invite and encourage you to attend a monthly council meeting and/or talk with current and past council members to learn about service as a council member. Council member contact information is on the inside cover of this packet and the Co-op website. There are many other helpful documents on the Co-op's website.

HUNGER MOUNTAIN CO-OP ENDS POLICIES

- **Member-owners and customers have reliable access to high-quality local, natural, and/or organic groceries and goods that meet their needs.**
- **Our community is informed about nutrition, food systems, and the impacts of its purchases.**
- **Trusted regional partnerships, fair pricing, and a stable market support local ownership and control of a comprehensive, sustainable food economy.**
- **The Co-op is financially sustainable; its operations are managed for resilience to achieve economic, social, and environmental results.**
- **Member-owners, customers, workers, and vendors experience a culture of dignity, equity, inclusion, and respect in all Co-op interactions.**