



Statement of Agreement

I. Code of Ethics

The Board of Directors of the Bluff Country Co-op adopts the following Code of Ethics to clarify any uncertainty regarding the authority of the Board of the individual Directors. This Code of Ethics is proposed to create greater unanimity and closer coordination between Directors and among Directors, management, and employees.

To that end, we the Directors of the Bluff Country Co-op agree that:

- ✓ The **Board's authority** is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the Board and work with management to set the future direction of the co-op. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- ✓ Each **Director's authority** is equal only to the rights and authority of any individual owner of the cooperative except when the Board is in formal meeting. No individual Director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the Board, and no individual Director has any particular rights to information not made available to all Directors.
- ✓ The **authority of the manager**, as approved by the Board in the General Manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the Board.
- ✓ While Directors may **disagree** with a policy approved by or action taken by the majority of the Board, they will support that policy or action as being the considered judgment of the Board. An individual Director shall have the right to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its actions appropriately.
- ✓ All Directors will maintain **confidentiality** as needed to protect the co-op's interests and financial viability. This means that all Directors shall not discuss disputed or confidential corporate actions, policies, or issues with the co-op's Owners, employees or the general public unless all Directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.

- ✓ Directors **serve as representatives** of the cooperative. We shall conduct ourselves in a professional manner that fosters confidence and reflects positively on the co-op, its Owners, and its staff. We respect the rights of others - Directors, staff and Owners - to communicate their ideas free from interruption and without intimidation.

II. Code of Conduct

As a co-op Director, I pledge to do my best for the Bluff Country Co-op and will:

- ✓ Devote the time needed to fulfill the responsibilities of the position;
- ✓ Attend and actively participate in the Board's training sessions and annual planning retreat to enhance Board understanding and cohesiveness;
- ✓ Consider the business of the co-op and its Owners to be confidential in nature;
- ✓ Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
- ✓ Be honest, helpful, diligent, and respectful in my dealings with the co-op, with other Directors, and with the coop's management, staff and Owners;
- ✓ Work for continued and increased effectiveness in the co-op's ability to serve its Owners;
- ✓ Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion;
- ✓ Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the co-op to employees, Owners, shoppers, and the general public;
- ✓ Refrain from asking for special privileges as a Board member and from interfering with management's authority;
- ✓ Work to ensure that the co-op is controlled in a democratic fashion by its Owners and that all elections are open, fair, and encourage the participation of all Owners;
- ✓ Strive at all times to keep Owners informed of the co-op's status and plans, and of the Board's work, as appropriate;
- ✓ Continually seek to learn more about the co-op and its operations and about my responsibilities as a Board member by pursuing educational opportunities.

III. Conflict of Interest

I affirm that, to the best of my knowledge, neither I, nor any of my affiliates (hereinafter defined) have any financial or other personal interest, direct or indirect, that is incompatible with the proper discharge of my fiduciary duties as a member of the Board of Directors of Bluff Country Co-op or would tend to impair my independence, judgment or action in performance of my duties as Director, except as described below. I further affirm that, to the best of my knowledge, neither I nor any of my affiliates is an officer or managing agent of any municipal, state, federal, or private granting or contracting entity that provides or receives funds or other benefits to or from Bluff Country Co-op, except as described below. As used herein, I understand the term "affiliate" to mean any relative, business or professional partner or associate, or other person or entity (including without limitation any corporation or

partnership in which I have a personal or financial interest) with whom I have any significant relationship.

Conflict Disclosure:

As a co-op Director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of co-op Directors, I have violated the letter or spirit of this agreement that I shall resign my position on the Board immediately.

Printed Name of Co-op Director

Signature of Co-op Director