



**Director Candidates  
&  
Board of Directors' Orientation  
Information Guide**

## Introduction

This guide was created for the purpose of informing Directors and potential Directors of their roles and responsibilities as Director of the Clearview Consumers Cooperative Ltd.

### 1. The Co-operative principles

The Cooperative Retailing System (CRS) is comprised of independent cooperative retailing organizations that are founded on the following international cooperative principles:

- **Open and Voluntary Membership** – *membership is open to everyone, and are willing to accept the responsibilities of membership without gender, social, racial or religious discrimination.*
- **Democratic Member Control** – *Cooperatives are democratic organizations controlled by their members – one member, one vote. The individuals serving on the cooperative’s Board of Directors are elected by the members and are accountable to the membership.*
- **Member Economic Participation** – *Members participate in the financial success of the Co-operative based on the amount of purchases they conduct with the cooperative.*
- **Autonomy and Independence** – *Cooperatives operating under the CRS retail system are autonomous organizations created by The Cooperatives Act of the province in which they operate. Each Co-operative has its own Board of Directors, who establish policies that are focused on meeting the needs of their cooperative members.*
- **Education, Training & Information** – *Cooperatives provide opportunities for education and training to their members, directors, management and staff so they can contribute to the ongoing development and success of their coop.*
- **Cooperation among Cooperatives** – *Cooperatives can serve their members more effectively and strengthen the cooperative system as a whole by working together through local, national, regional and international structures.*
- **Concern for Community** – *Cooperatives work for the sustainable development of their communities.*

## 2. The History of Clearview Consumers Co-op Ltd.

Clearview Consumers Co-operative's roots began in 1927, when a group of farmers pooled their resources to purchase a railway car of "distillate" which set in motion a series of events that would have a ripple effect throughout Southeast Manitoba. A few years later, in 1931, the Ste. Anne Co-op was incorporated.

These member owners can lay claim to a proud heritage that now consists over 32,000 member owners through various locations and business lines including gas stations, car wash, commercial card locks, bulk petroleum, food stores, liquor, pharmacy and agricultural inputs and services.

On March 22, 2018 the membership voted to change the name of the co-operative to Clearview Consumers Co-op Ltd. to reflect better representation of the communities in which we operate, and allow for future growth into new regions.

As a member of Federated Co-ops, we have the purchasing power of over one million members behind us, allowing us to remain competitive in this era of "big-box" and "big-business" retailing. Co-operatives helping Co-operatives.....It's what we do!

### a) Corporate Mission

- To cultivate personal development of Staff, Management and Board
- To improve the economic position of our members by providing quality goods and services
- To support community development and demonstrate environmental responsibility

### b) Corporate Vision

Enriching the lives, environment, and economic health of our communities.

### c) Corporate Values

Our values guide our actions and decision-making process. They include:

- People** – Our people are focused on a shared goal. We will offer our valued members the highest level of respect while providing quality products and services to meet their needs. We will develop and support our employees and directors to ensure they maintain the knowledge and abilities needed to achieve the highest quality results by taking pride in the work that is being done. We are accountable, adaptable and support one another through ownership of our commitments, and through the cultivation of a supportive environment.
- Integrity** – Clearview Co-op shall act with utmost integrity and pursue our work in an honest and ethical manner. We will operate within the required regulatory framework and ensure our members best interest is respected in what we do.
- Excellence** - We will deliver on our commitment to provide excellent service as well as competitive pricing and products while adhering to our principles of financial stewardship to promote a viable long-term future.
- Responsibility** - We will govern our Co-operative in a manner that creates value for all our stakeholders including our members, employees, and communities in which we operate.

### 3. The Co-operative Difference

Cooperatives provide their members with a democratic voice in the operation of their organization through their right to vote. Members also have the opportunity to increase their participation in the democratic process by running as a director on the cooperative's Board of Directors. Here at Clearview Co-op, your Board of Directors represents you, our members. They work with the management team to set the strategic direction and guide the overall governance of the organization.

Annually, Co-operative members have the opportunity to attend the credit union's annual meeting and elect directors to fill vacancies that arise on the Board. Any Co-operative member that meets the eligibility requirements can be nominated as a director candidate.

An ideal Clearview director is community-minded, willing to learn, possesses the desired experience and expertise, and interested in helping govern a complex retail organization.

### 4. Director Eligibility Requirements

#### Director Qualifications

In accordance with Clearview Consumers Co-op by-laws, no person shall be a director if that person:

- a) is less than 18 years of age;
- b) is of unsound mind and has been so found by a court of law or a physician who is a regulated member of the College of Physicians and Surgeons of Manitoba;
- c) is not an individual;
- d) is bankrupt;
- e) is an employee or commission operator under contract with the Cooperative; or
- f) has an account with the cooperative more than 60 days in arrears.

Additional Director Qualifications shall also include:

No person shall be a director unless that person or an entity of which that person is an officer, director, or member:

- a) supports the affairs of the Co-operative and complies with the by-laws; and
- b) purchases at least \$2,000.00 worth of goods or services, or combination of both, from the Cooperative in the last fiscal year.

A director must be a member of the Cooperative or a representative of an entity that was a member of the Cooperative at the beginning of the last financial year of the Cooperative.

## 5. Responsibilities & Expectations

### a) Director Participation

The cooperative's Board of Directors consists of a minimum of five (5) and a maximum of eleven (11) directors. Each director is elected for a three (3) year term. Of these Board members, a Chair and Vice-Chair are appointed. At present, there is no limit to the number of terms a director may serve on the Board. All newly elected directors must complete the training requirements as outlined in the Director Development Program.

Directors can expect to attend up to ten (10) monthly Board meetings each year plus the Annual General Meeting of our members held in March, and an annual planning session. Prior to each meeting, each director will receive a package of information from the cooperative's management team via an internet board portal site, which is accessible 24 hours per day. All directors are expected to read the material they receive from management and to diarize any required clarifications. Directors are encouraged to ask questions and obtain further information from management at any time either prior to the board meeting or during the meeting.

Clearview directors are also requested to attend various Federated Cooperative Limited (FCL) system meetings throughout the year.

### b) Reimbursement of Expenses & Remuneration

All directors will be reimbursed for out of pocket expenses and per diems as per Clearview Consumers Co-op's Director Renumeration and reimbursement Policy.

Additionally, Clearview Director's are compensated as per approved By-laws.

Currently, each director shall be paid 17% of FCL director monthly compensation to be paid in the form of a monthly honorarium.

### c) Time Commitments

#### **Board Meeting Attendance**

Monthly Board meetings are normally held each month (excluding summer). Presently, our board meetings commence at 8:30 a.m. and are completed by noon.

Prior to each meeting, each director receives a package of reports, proposals and other information from the co-op's management team via an intranet portal. Directors are expected to review all of the information they receive prior to the meeting date and formulate any questions they may have for management. These questions, including any additional information that a director may require, may be addressed with management at any time prior to the board meeting or during the meeting itself.

#### **Time commitment**

*Pre-meeting preparation (review management reports/proposals): 1-2 hours*

*Per meeting: 2-3 hours*

#### **Committee Meetings**

Clearview Co-op operates with an Executive Committee as well as ad-hoc committees as required (Nominations, Building, etc.). Committees will generally meet three to four times per annum. Directors who represent these committees should allocate additional as time needed.

#### **Time commitment**

*Pre-meeting preparation: 1 hour*

*Per meeting: 2-3 hours*

### **System Meetings**

Throughout the year, the Cooperative Retail System (CRS) organizes various events. These are normally held over a weekend and in various locations. Clearview Directors have the opportunity to attend these meetings and represent our Co-op.

#### Time commitment

*Per meeting: Varies*

### **Planning Session**

Clearview Cooperative Board of Directors and management team hold a planning session each year. The purpose of the planning session is to review the organization's Corporate Strategic Plan, review and discuss additional information provided by management, and to establish the co-op's key strategic initiatives and goals for the upcoming year.

#### Time commitment

*Pre-meeting preparation: 2-4 hours*

*Planning session(s): 8-12 hours\**

*\* The planning session may take place over the course of a weekend.*

### **New Director Orientation Program**

Newly elected directors meet with the General Manager within the first two months of being elected to the board to complete a director orientation session. During this meeting, the GM informs the new director(s) about the wide range of information available on the co-op's board portal, which includes the various policies, by-laws, proposals, operating budget, organization structure, and the management reports/proposals that were presented to the board over the last few years. The GM will review and explain each type of report and the related information that directors receive each month from management, so that new directors are more comfortable during their first board meeting.

#### Time commitment

*Pre-meeting preparation: None*

*Per meeting: 2-3 hours*

## **6. Director Roles and Responsibilities**

The role of the Board of Directors is to plan and oversee the business of the co-op in accordance with applicable legislation, regulations, by-laws and policies so that it meets the needs of its members and effectively moves Clearview Co-op towards achieving its strategic goals and objectives developed jointly by the Board and Management.

All candidates for the position of Director must commit to the following:

- Understanding and accepting the credit union's mission and vision
- Preparing for and attending board/committee meetings in accordance with the "Time Requirements" identified above
- Having a general understanding of corporate governance and the role and responsibilities of being a director
- Complying fully with the co-op's policies and code of conduct requirements

- Demonstrating high integrity and ethical conduct and standards
- Desire for continuous learning
- Foster effective communications and relations
- Candidates must meet any additional criteria establish from time to time by the Board of Directors.

## 7. Nomination Process

All candidates must submit all applicable documentation, in the form and manner established by the Board from time to time no later than 2:00 p.m. CST on January 31<sup>st</sup> to be considered for eligibility by the Nominations Committee for the next annual general meeting. Please contact the Co-operative for any further details you may require via email at [gm@clearview.crs](mailto:gm@clearview.crs) or visit our website at [www.clearviewco-op.crs](http://www.clearviewco-op.crs)

### Closing Comments:

This guide gives you the information you need to get started. Please email us at [GM@clearview.crs](mailto:GM@clearview.crs), call 204-346-2667 (ask for our General Manager) or check out our website at [www.clearviewco-op.crs](http://www.clearviewco-op.crs) for further information about the Clearview Co-op.

Thank you.

Board and Management

Clearview Consumers Co-op Ltd.