



Board and Co-operative Officers Policy

VERSION	1.0
CONTROLLER	Co-op Secretary (Nomination & Governance)
DATE APPROVED BY CB	13th July 2020
DATE TO BE REVIEWED	31st December 2021
PURPOSE	To outline the roles and responsibilities of each of the officers of the Co-ordinating Body and the Society.

Scope	1
Chairperson (Chair)	2
Role and Responsibilities	2
Appointment and Tenure	2
Resignation	3
Removal	3
Vice-Chairperson	3
Role	4
Appointment and Tenure	4
Treasurer	4
Role	4
Appointment	4
Resignation	5
Co-operative Secretary	5
Role and Responsibilities	5
Appointment and Tenure	6
General Manager	6
Role	6
Appointment	6
Vacancies	6

Scope

This policy has been prepared to provide clarity on;

- The specific officers of the Co-ordinating Body (“the Board” or “the CB”) and the Society (“the Dublin Food Co-operative” or “the Co-op”)
- Their roles and responsibility within the Co-op
- How they are appointed, resign or are removed and their term of office

The following are officers of the CB – the Chair¹ and the Treasurer

The following are officers of the Co-op – the General Manager² and the Co-operative Secretary³

This policy is subordinate to the Rulebook (otherwise known as our “Constitution”) of the Co-op, and should be interpreted in conjunction with other CB policies.

Chair

The Chair is a leadership position on the CB responsible for guiding the CB as it seeks to fulfil its fiduciary duties, set its work plans and direct the affairs of the Co-op.

They are a leader, a facilitator, a spokesperson and a coordinator who will seek to ensure that all directors are enabled to participate at CB meetings and focus on the core matters including strategy, risk, financial oversight, compliance and good governance.

Role and Responsibilities

Leadership

- Set the agenda for CB meetings in conjunction with the Co-operative Secretary and the General Manager
- Ensure that CB meetings are conducted appropriately, and that members follow the Code of Conduct

Facilitation

¹ Otherwise known as “the Chairperson” under Rule 10(k).

² Otherwise known as ‘the Coordinator’ under Rule 10(m) of our Constitution.

³ Otherwise known as ‘the Secretary’ under Rule 11 of our Constitution.

- Facilitate the CB meetings ensuring effective communication and timely discussion
- Ensure that during CB meetings sufficient time is allowed for the discussion of complex or contentious issues
- Ensure that CB meetings are conducted productively, focus on the bigger picture and coming to decisions

Coordination

- Work with the General Manager and Co-operative Secretary to ensure that the directors (or “CB members”) receive accurate, timely and clear information, in particular about the Co-op’s performance, to enable the CB to make sound decisions, monitor performance effectively and successfully govern the Co-op
- Work with the Co-operative Secretary to ensure that a properly constructed induction program for new directors is implemented.

Communication

- Be a spokesperson for the CB (while deferring to the General Manager as the spokesperson on operational matters) adhering to the communication policies and practice and in line with the CB’s strategies.
- Ensure effective communication with the Co-op members and between the members and the CB.

Appointment and Tenure

The CB elects a Chair from their own number at its first meeting after the Annual General Meeting each year. The Co-operative Secretary shall call this first meeting to order and proceed immediately to the election of officers.

The Chair is elected for one year and serves until the first CB meeting after the next Annual General Meeting. They may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the first CB meeting.

The elections of the Chair are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes, if

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh

the outgoing Chair is a nominee, they are deemed elected, otherwise, the director with the longest service is deemed elected.

The Co-operative Secretary shall issue the Chair with a letter of appointment, and enter this on the [register of CB members].

Resignation

The Chair may resign by sending written notification of their resignation, along with the reasons, to the Co-operative Secretary.

The Co-operative Secretary will notify all CB members of the resignation, and ask for nominees for the position of Chair.

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the next CB meeting.

The Co-operative Secretary will call the first meeting after the Chair's resignation to order and proceed immediately to the election of the Chair.

The elections of the Chair are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes the director with the longest service is deemed elected.

A Chair elected to fill a casual vacancy will serve until the first CB meeting after the next Annual General Meeting and may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

Removal

The Chair can be removed by a resolution of the CB approved by consensus or a 75% absolute majority of the CB at a properly convened CB meeting.

The Co-operative Secretary will notify all CB members of the removal of the Chair, and ask for nominees for the position of Chair.

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the next CB meeting.

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh

The Co-operative Secretary will call the first meeting after the Chair removal to order and proceed immediately to the election of the Chair.

The elections of the Chair are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes the director with the longest service is deemed elected.

A Chair elected to fill a casual vacancy will serve until the first CB meeting after the next Annual General Meeting and may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

Treasurer

The Treasurer is a member of the CB with specific responsibility for assisting the CB with meeting their collective duty to ensure the integrity of the internal controls and accounting practices of the Co-op, and ensure that proper financial records are kept.

Role

- Ensure the accurate and complete filing of financial statements by the Co-op
- As part of the appropriate Finance, Audit & Risk Committee ensure that regular and appropriate accounts are prepared and kept by the management team, that risks are assessed and mitigated
- Report to the CB on the work of the Finance, Audit & Risk Committee
- Present the annual audited financial statements to the Annual General Meeting
- Provides input to the management team in the preparation of the annual budgets.

Appointment

The CB elects a Treasurer from their own number at its first meeting after the Annual General Meeting each year. The Co-operative Secretary shall call this first meeting to order and proceed immediately to the election of officers.

The Treasurer is elected for one year and serves until the first CB meeting after the next Annual General Meeting. They may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the first CB meeting.

The elections of the Treasurer are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes, if the outgoing Treasurer is a nominee, they are deemed elected, otherwise, the director with the longest service is deemed elected.

The Co-operative Secretary shall issue the Treasurer with a letter of appointment, and enter this on the [register of CB members].

Resignation

The Treasurer may resign by sending written notification of their resignation, along with the reasons, to the Co-operative Secretary.

The Co-operative Secretary will notify all directors of the resignation, and ask for nominees for the position of Treasurer.

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the next CB meeting.

The Co-operative Secretary will call the first meeting after the Treasurer resignation to order and proceed immediately to the election of the Treasurer.

The elections of the Treasurer are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes, if the outgoing Treasurer is a nominee, they are deemed elected, otherwise, the director with the longest service is deemed elected.

A Treasurer elected to fill a casual vacancy will serve until the first CB meeting after the next Annual General Meeting and may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

Removal

The Treasurer can be removed by a resolution of the CB approved by consensus or a 75% absolute majority of the CB at a properly convened CB meeting.

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh

The Co-operative Secretary will notify all CB members of the removal of the Treasurer, and ask for nominees for the position of Treasurer..

All interested CB members must be nominated by one other CB member, and must notify the Co-operative Secretary at least 7 days in advance of the next CB meeting.

The Co-operative Secretary will call the first meeting after the Treasurer removal to order and proceed immediately to the election of the Treasurer.

The elections of the Treasurer are conducted by consensus of the members of the CB. If there is no consensus, the decision is taken by a show of hands by majority vote. In the event of equal votes the director with the longest service is deemed elected.

A Treasurer elected to fill a casual vacancy will serve until the first CB meeting after the next Annual General Meeting and may be re-elected for further annual periods but not exceeding a total of [four] consecutive years.

Co-operative Secretary

The Co-operative Secretary is a key member of the management team (together with the General Manager) appointed by the CB as an officer of the Co-op⁴ with specific responsibility for guiding and supporting the CB in the exercising of their duties and for the diligent administration of the Co-op.

The Secretary should assist and guide the CB in pursuit of the Co-op's strategic aims and their desire to operate a successful co-operative enterprise. They should act with integrity and independence to protect the interests of the Co-op and its members.

Role and Responsibilities

- Ensure the smooth running of the CB, and its committees
- Assist the Chair with setting CB meeting agendas alongside the General Manager
- Arranging the issue of notices, agendas and supporting documents for all CB meetings, committee meetings and General Meetings

⁴ Under Rule 10(I)

- Attending and taking of minutes of proceedings and ensuring that all facilities are provided to the meeting to enable the business of the meeting to be properly conducted
- Advising the CB on its procedures and ensure that these are followed
- Keep under review all legislative, regulatory and corporate governance developments that might affect the Co-op's operations, and ensuring that the CB is fully briefed on these and that it complies with them when making decisions
- Act as a confidential sounding board to the Chair and other CB members on points that may concern them, and to take a lead role in managing difficult interpersonal issues on the CB
- Ensure the probity of the organization and that the Co-op is obeying its own rules and constitution, guidelines and policies.
- Assist with the induction of new CB members and committees' members
- Assist the CB with updating their skills and knowledge on an ongoing basis to fulfill their role on the CB through the provision of training
- Make arrangements for and manage the holding of the Annual General Meeting, and ensure that the agenda for the meeting is approved by the CB
- Acting as the returning officer responsible for the conduct of all elections under the Constitution or CB policy
- Ensure that all the appropriate filings to the registrar are made, including Annual Returns, new directors, changes to the Constitution and other matters
- Ensure that the statutory registers of the organization are maintained
- Ensure that appropriate insurance cover is provided in respect of directors in the exercising of their duties
- Keep custody of the Dublin Food Co-operative's seal
- Acting as a point of contact for members and other stakeholders who have questions regarding the Co-Op's governance

Appointment and Tenure

The Co-operative Secretary is appointed by a CB resolution, and if an employee or contractor of the Co-op, serves under the terms of the contract agreed by the Co-op.

In the event that the CB has resolved that the office should be remunerated, should the position become vacant, the position must be advertised openly according to our adopted HR policies.

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh

The CB can remove the Co-operative Secretary at any time if it has reasonable grounds to believe that they are guilty of gross misconduct or gross negligence. They must satisfy themselves that they are following our HR policies and Irish employment law.

General Manager

Role

Establish guidelines and best practices that are based on DFC's Policy and strive towards achieving them.

- Manage all DFC's day to day operations based on the goals, objectives, and standards of the organisation.
 - Manage staff (including performance feedback) develop staff training plan, pay scale, staffing structure, orientation process, employee benefits and policy manual.
 - Understand, implement required programmes, manage and monitor compliance with applicable health and safety laws. Ensure that all staff are trained in and follow all organisational safety procedures and guidelines so that DFC provides a safe work environment for all staff and volunteers.
 - Supervise all staff and volunteers in planning and performance to achieve all goals and objectives.
 - Work with the CB and all committees to provide a model of supportive and participatory leadership promoting the concepts of team/community building and empowerment.
 - Assist and advise the CB in preparing policies and strategies and report to CB and working groups where necessary, on progress in implementing these strategies and policies.
 - participate in the preparation of all annual budgets, oversee the monitoring and managing of all labour and other controllable expenditures within budget. Understand and utilise the financial tools and reports available to support the DFC's activities and report Monthly to CB on performance.
 - Oversee communications, branding and marketing strategy. Design and maintain a marketing/information campaign within budget to maximise local involvement and increase sales
- The General Manager is appointed by a CB resolution, and if an employee or contractor of the Co-op, serves under the terms of the contract agreed by the Co-op.

In the event that the CB has resolved that the office should be remunerated, should and membership.

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh

Appointment

If the position becomes vacant, the position must be advertised openly according to our adopted HR policies.

The CB can remove the Co-operative General Manager at any time if it has reasonable grounds to believe that they are guilty of gross misconduct or gross negligence. They must satisfy themselves that they are following our HR policies and Irish employment law.



Chairperson

Date 24th July 2020



Co-operative Secretary

Date 24th July 2020

Dublin Food Co-operative Society Limited (4638R)

M. O'Donnell (U.S.A), F. Ferraz (Portugal), K. O'Farrell, A. Jewell, R. McCaul, G. Wilentz, P. Bostrenghi (Italy), Bróna Ní Chobhthaigh