



# Declaration of Candidacy for SNFC Board of Directors

I certify that, to the best of my knowledge, I meet the following eligibility requirements:

- As of Election Day, I will have been an active member of SNFC (as defined in SNFC Bylaws section 2.02) for at least 6 months. [Membership status will be verified by the Co-op.]
- I am not a member of the household (as defined in SNFC Bylaws Section 2.09) or immediate family of a continuing member of the Board.
- I am not a member of the household (as defined in SNFC Bylaws Section 2.09) or immediate family member of a candidate for the Board certified or nominated to run in the upcoming election.
- I have read, understand, and agree to abide by the Director's Code of Conduct, and understand that any breach of the Code of Conduct could lead to dismissal from Board service.
- I understand that information is available to me upon request, if I have not already received it, including information on Board service, the SNFC Bylaws, the Election Code and the Board of Director's Policies.
- I understand that I will be required to submit a candidate statement and have a photo taken for the Ballot Packet. I will also have the opportunity to film a candidate video.
- I agree to submit to a criminal background check.

Having read and understood the above, I hereby declare my candidacy for the Board of Directors of the Sacramento Natural Foods Co-op in the General Election.

Signature of candidate: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Member Number: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Email Address: \_\_\_\_\_

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***To be completed by the Board Administrator:***

Applicant recommended by the BCDNC YES ☐ NO ☐

Applicant nominated by the Board YES ☐ NO ☐

Applicant Submitted 5% active member signatures YES ☐ NO ☐

Policy Type: Board Process

Policy Title: C5 – Directors' Code of Conduct

Adopted/Revised: April 1, 2011/March 4, 2014/September 15, 2018/September 14, 2020/July 10, 2023

We each commit ourselves to ethical, responsible and lawful conduct. As Board directors, we are accountable for our fiduciary duty to the Co-op, acting unselfishly as trustees for the benefit of the Co-op as a whole.

1. Duty of Care. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A director's duty of care shall focus the director on ensuring the adoption and adherence to policies developed by the Board as a whole.
2. Duty of Loyalty. Directors must demonstrate unconflicted loyalty to the interests of the Co-op. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any director acting as an individual consumer or member. A director's duty of loyalty requires discretion regarding conflicts of interest and treatment of confidential information.
  - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Co-op except as procedurally controlled by the Co-op to assure openness, competitive opportunity and equal access to inside information.
  - b. Every year (once the new Board is seated), every director shall complete the Code of Conduct Agreement form and will verbally report to the whole Board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole Board.

At the same time, all directors shall submit to a background check to verify suitability for Board service. Such background checks will include the following disqualifying checks:

    - i. Bankruptcies more recent than 10 years (only to preclude the director from holding a position with signing authority).
    - ii. Felony convictions (given the impossibility of listing every potential violation, the Board must take a good-faith decision as such matters arise).

- iii. Misdemeanor convictions involving financial issues or dishonesty.
  - iv. Other convictions or pleas involving crimes that would cause issues (for example: sexual assault). The full Board will vote on the particular conviction, should a dispute arise.
- c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
  - d. A director who applies for employment at the Co-op must first resign from the Board.
  - e. Any director who is also a paid employee (as provided for in Section 6.02(d) of the bylaws) has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee shall resign from the Board if and when their employment ends.
- 3. Directors may not attempt to exercise individual authority over the organization.
    - a. When interacting with the General Manager or employees, directors must carefully and openly recognize their lack of individual authority. Any direction by an individual director is of the same authority as any other member of the Co-op.
    - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any individual director to speak for the Board except to repeat explicitly stated Board decisions.
  - 4. Directors will not exhibit violent, oppressive or racist behaviors or speech.
  - 5. Directors shall respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service. Executive session matters, attorney-client privileged communications, and commercially proprietary matters are confidential.
  - 6. Directors will use electronic communications in a manner consistent with this policy and the responsibilities of a Board member.
  - 7. Directors will prepare for, take responsibility for, attend, and participate fully in all Board meetings, retreats, training, and other Board related activities to which the director has

committed.

8. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
  - a. Directors shall not campaign against Board-sponsored measures.
  - b. Expression of subsequent dissenting viewpoints shall be conducted according to any process determined by the Board.
9. Any director who does not follow the code of conduct policy shall be subject to a disciplinary process and measures that may result in being requested to resign from the Board by a 2/3 majority vote of the remaining Board. (See Appendix for Board Governance Policies, C-5-Director's Progressive Disciplinary Process). In addition,
  - a. A director is subject to removal from the Board for any reason authorized by law.
  - b. Any director may be expelled from Co-op membership for not following the rules of the Co-op, including the Director's Code of Conduct (Bylaws sections 4.03 and 6.04(b)(1-3).

As a member of the Board for the SNFC I agree to abide by this Code of Conduct Policy

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_