



Cooperative Policy Mini Toolkit

A practical starting point for Emerging Cooperatives



This mini toolkit is intended as a resource to support cooperative boards in shaping governance practices that align with their mission, values, and operational structure. It is not a legally binding document and should be used as a tool for discussion, planning, and policy development. It is not a comprehensive list of all possible policies, procedures, or governance guidelines. Rather, it is meant to help boards begin identifying the policy areas they may want to customize for their own cooperative. Legal council is recommended for all policy work within our cooperative community.

START HERE

- Bylaws are the foundation.
- Policies add clarity.
- Some topics overlap.
- Review and adapt over time.

A helpful organizing question: “Who does this policy apply to - directors, members, employees, or the whole cooperative?”

That question helps sort your toolkit into four practical sections: board governance policies, membership policies, personnel policies, and cooperative-wide operational policies.

1. Board governance policies

- **Board governance:** roles, fiduciary duties, meeting procedures, and decision-making authority.
- **Board conflict of interest:** disclosure, recusal, and annual review for directors and officers.
- **Board confidentiality:** how non-public information is protected and who may share it.
- **Board code of conduct:** expectations for professionalism, preparation, and respectful behavior.
- **Board complaint review:** how complaints about directors, elections, or governance decisions are received.

2. Membership policies

- **Membership eligibility and rights:** who may join, member benefits, and how standing is maintained.
- **Member conduct / good standing:** expectations for respectful participation and consequences for harmful behavior.
- **Member complaint process:** how members raise concerns and when issues go to management or the board.
- **Membership discipline or termination:** a fair process for suspension, denial, or removal when allowed.
- **Communication and transparency:** how the co-op shares reports, notices, meetings, and updates.

3. Personnel policies

- **Anti-discrimination / anti-harassment:** equal treatment, reporting options, and response expectations.
- **Employee grievance process:** how staff raise workplace concerns without retaliation.
- **Personnel conflict and confidentiality:** standards for employees and managers, even when topics overlap with board policy.
- **Whistleblower / retaliation:** protection for reporting legal, financial, or ethical concerns.
- **Manager supervision:** clarifies governance versus management if the co-op hires a manager.

4. Co-op-wide operational policies

- **Financial management:** budgeting, internal controls, audits, reserve practices, and surplus distribution.
- **Risk management:** insurance, legal compliance, safety, records, and crisis response.
- **Records and document retention:** how key records are stored, protected, and destroyed.
- **Grant and regulatory compliance:** extra requirements when state or federal funds are involved.
- **Strategic review:** periodic review of mission, goals, and whether policies still fit current needs.

Where topics overlap across the toolkit

Some topics belong in more than one policy set. The key question is who the policy applies to: board members, employees, members, or the co-op as a whole.

Issue area	Where it often shows up	Why separate versions help
Conflict of interest	Board policy, personnel handbook, and sometimes committee/member service roles.	A director's recusal process is different from an employee conflict standard or purchasing rule.
Confidentiality	Board policy and personnel handbook; sometimes member committees or peer review groups.	Different groups have different access to non-public information and different enforcement needs.
Grievance / complaints	Personnel policies, member complaint policies, and board complaint intake procedures.	Operational complaints should not automatically become board complaints; governance complaints need a separate path.
Discrimination / harassment	Personnel policies, member conduct expectations, and public-facing event practices.	The co-op needs a consistent standard, but reporting channels differ by relationship and setting.

Other board-level policies that might be useful

• Board election and succession: helps clarify nominations, onboarding, vacancies, and leadership continuity. • Cyber security and AI Usage: The document details how the cooperative will protect sensitive data and regulate AI usage within its operations. • Committee charters: defines purpose, authority, and reporting expectations for finance, governance, or ad hoc committees. • Board development and orientation supports training, mentoring, and shared understanding of fiduciary duties. • Annual board self-evaluation creates a routine for reflection, accountability, and improvement.	Examples • Consultant engagement: helps the board use legal, accounting, or technical advisers appropriately. • Document retention and access clarifies what records are permanent, confidential, or available to members. • Indemnification and D&O insurance review: supports risk awareness and clarifies protection for board service. • Strategic planning and annual goals: connect policy work to mission, member needs, and long-range priorities. • Emergency authority / crisis response: clarifies who may act quickly and how the board is informed when urgent issues arise.
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Board Confidentiality Statement

Use this as a one-page acknowledgement for directors, committee members, or advisors who receive non-public cooperative information.

I understand that, in my role with the [Enter Name of cooperative], I may receive information that is confidential, sensitive, or not yet public. This may include financial information, personnel information, strategic plans, legal matters, member information, or board discussion materials.

By signing below, I agree that I will:

- ☐ use confidential information only for cooperative purposes and in support of my duties;
- ☐ not share non-public information with unauthorized persons, including members, staff, family, vendors, or the public;
- ☐ protect board packets, electronic files, and other sensitive records from unnecessary disclosure;
- ☐ ask questions if I am unsure whether information may be shared;
- ☐ continue to respect confidentiality even after my board or committee service ends.

I understand that this statement supports, but does not replace, any confidentiality expectations in the cooperative's bylaws, board policies, personnel policies, or applicable law.

Printed Name and Signature

Date

Annual Conflict of Interest Disclosure Form

Use annually for directors and officers, and update again whenever a new actual, potential, or perceived conflict arises during the year.

Name: _____	Role / Position: _____
Date Submitted: _____	Year Covered: _____

Check one:

- ☐ I have no actual, potential, or perceived conflicts of interest to disclose at this time.
- ☐ I have one or more actual, potential, or perceived conflicts of interest and have described them below.

Disclosure summary

Describe any business, family, financial, governance, employment, vendor, or other relationships that could create an actual, potential, or perceived conflict:

Certification

I certify that the information above is complete and accurate to the best of my knowledge. I understand that I must promptly update this disclosure if circumstances change and that disclosure does not, by itself, resolve a conflict; the cooperative's policy may also require review, recusal, or other action.

Signature

Date

Outline for a Board Policy Book

Outline only. This format can help a cooperative organize a board policy manual over time.

Suggested front matter

- Title page
- Adoption / amendment page
- Table of contents
- Definitions or key terms
- How the manual is maintained and updated

Suggested policy sections

Policy 01 - Director duties, responsibilities, standards of conduct, and professional development

Policy 02 - Officers

Policy 03 - Board and advisory committees

Policy 04 - Conflict of interest

Policy 05 - Financial oversight and reporting

Policy 06 - Delegation of authority and board-management relationship

Policy 07 - Equity or capital management

Policy 08 - Membership application and approval

Policy 09 - Membership suspension or expulsion

Policy 10 - Membership categories, rights, and dues

Policy 11 - Customer or patron class, if applicable

Policy 12 - Nominations, elections, and voting

Policy 13 - Data security or cybersecurity

Policy 14 - Delegation of authority to maintain the manual

Possible appendices

- Confidentiality statement
- Annual conflict of interest disclosure form
- Committee charters
- Board meeting calendar
- Document retention schedule
- Management agreement or delegation schedule, if applicable