



Effective Leadership Through Better Governance

A Board Governance Training Manual



BC ASSOCIATION OF
FARMERS' MARKETS

Acknowledgments



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About Us



BC ASSOCIATION OF
FARMERS' MARKETS

The BC Association of Farmers' Markets (BCAFM) represents many farmers' markets that are an important part of communities across the province. It is a nonprofit organization that operates to support and promote BC farmers' markets. To qualify as a member market, a market's vendors must make, bake, or grow the products they sell. There are currently over 125 markets operating in British Columbia. Since the year 2000, the BCAFM has been promoting, supporting, and enhancing its member markets through five key focus areas:

"To support, develop and promote farmers' markets in British Columbia"

- BCAFM mission statement, 2000

1

Providing education and training to market boards, managers, and vendors;

4

Initiating and managing research and development activities; and

2

Helping promote farmers' markets to the public and key industry stakeholders;

5

Delivering a unified industry voice for all British Columbia farmers' markets.

3

Educating the public to choose healthy British Columbia grown agricultural products to ensure a secure food system, reduce our carbon footprint, and ensure the viability of farming into the future;

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The Purpose of this Manual

Originally published in February 2010, this manual has been recently updated to reflect the changing needs of farmers' market boards over the last several years. Its purpose is to help you, as farmers' market board members, to reach your full potential in effective leadership through better governance. It reviews options for how to organize your farmers' market, describes how a successful board of directors functions, and explains how you can become effective leaders as board members. While this manual has been developed by the BCAFM, it is still highly relevant to farmers' markets across North America looking for information on board governance best practices.

EXERCISE

BOARD MEMBER QUIZ

Are you interested in developing a clear roadmap for your farmers' market organization?

- *Do you have strong strategic planning and leadership skills that would serve you in your role as a farmers' market board member?*
- *Are you interested in learning what you need to know to fulfill the above duties?*
- *Can you commit the time and effort required to guide your farmers' market in organizational planning?*

If you answered yes to any of these questions, you are reading the right manual. This manual is all about governance, as opposed to the myriad of volunteer tasks your market might require. Volunteers should take on specific tasks they care about, while people who like policy and governance issues should sit on the board. Read on if you feel that you are ready to take on the task of farmers' market governance! Keep in mind it could take several years to have an optimally functioning board of directors. After all, it is a process to develop new skills, just as it is a process to develop a wonderful farmers' market.

What is Governance?

Governance is the process of providing strategic leadership to an organization and involves setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability¹. Good governance can help ensure the health, vitality, longevity, and sustainability of an organization and its members.

Why do you need Governance?²

- To support your organization's strategic and policy frameworks;
- To ensure your organization's financial viability; and
- To ensure that your organization complies with all legislative, statutory, and contractual duties and obligations.

This manual introduces a range of information and will help you to better understand governance and your role in it through the stories and exercises included. This will help you to make decisions about how to best organize

a successful farmers' market and identify a plan of action based on those decisions. Remember that the content of this manual is aspirational and that no one board of directors can be expected to adopt and express all the skills and attributes described. Being a board member is a professional designation and involves continuous learning.

It is our hope that this manual becomes dog-eared and tea-stained over the coming years and that you shape it, groom it, and mark up the margins so that it becomes the best guide possible for your particular market.

1. David O. Renz, "Nonprofit Governance and the Work of the Board," Midwest Center for Nonprofit Leadership, University of Missouri, 2007, 1, accessed February 3 2015, at <http://bloch.umkc.edu/mwcnl/resources/documents/overview-nonprofit-governance.pdf>.
2. Jean Roberts, "Summary of Conference presentation by Jean Roberts: The critical link between Governance, IT/Technology, Staff Competencies and Resource Availability," June 9, 2011, 2, accessed July 21, 2015, at <http://www.slideshare.net/Connectingup/notes-on>

CHAPTER 1

Farmers' Market Organizations

This chapter will outline the basic structures of farmers' market organizations. If you are an established farmers' market, you may still want to read this section to gain an understanding of the foundational work required for establishing a farmers' market organization.

Successful growth begins with a clear understanding of what a farmers' market is and setting up organizational structures that address the needs of your market.

1.1 Defining a Farmers' Market

Farmers' markets provide a meeting place for local food producers and consumers. In addition to supporting local BC farmers, food producers, and artisans, they benefit customers by providing quality products, a healthier shopping alternative, social connectedness, and access to local and organic foods. Smaller markets can be informal affairs consisting of a small group of food producers selling their goods straight from the backs of their trucks. Other markets are open year round with more than a hundred vendors.

3. David J. Connell, "Economic and Social Benefits Assessment: Provincial Report: British Columbia, Canada," BC Association of Farmers' Markets and the University of Northern British Columbia, November 26, 2012, 1, accessed July 21 2015 at [http://www.bcfarmersmarket.org/sites/default/files/files/BCAFM%20Market%20Benefits%20Final%20Report%20PROVINCE%20Merged\(2\).pdf](http://www.bcfarmersmarket.org/sites/default/files/files/BCAFM%20Market%20Benefits%20Final%20Report%20PROVINCE%20Merged(2).pdf)
4. BC Association of Farmers' Markets, "Farmers' Market Membership," accessed August 5, 2015, at <http://www.bcfarmersmarket.org/markets/farmers-market-membership>.
5. Public Legal Education and Information Service of New Brunswick, "Not-For-Profit Organizations: A Legal Guide," August 2004, 1, accessed February 3, 2015 at http://www.legal-info-legale.nb.ca/en/not_for_profit_organizations_legal_guide.

Farmers' markets have also grown across BC. In fact, there was a 147% increase in total direct sales at BC farmers' markets between 2006 and 2012 (from \$46 million to \$113 million). Three main factors have contributed to this growth: (1) more farmers' markets across BC; (2) more shoppers at farmers' markets; and (3) more money spent by shoppers at farmers' markets.³

Definitions of farmers' markets vary depending on whom you ask. The BCAFM provides one possible definition, describing a farmers' market as:

*"A market comprised exclusively of vendors who make, bake, grow or raise the products they sell, of which a majority of the vendors are selling farm products of British Columbia origin. These markets must be British Columbia non-profit organizations, whether incorporated or not, with at least 6 vendors, that operate for 2 or more hours per day for a minimum of 4 markets in a year."*⁴

For up-to-date information, visit the BCAFM website at www.bcfarmersmarket.org

1.2 Nonprofit Organizations

Most BC farmers' markets are nonprofit organizations, either incorporated or unincorporated, and hold registered business licenses in their communities. All nonprofit organizations have one thing in common: the people governing the nonprofit organization cannot use it to make personal financial gain⁵. This is referred to as "fiduciary duty" and is discussed in more detail in Chapter 2 of this manual. Any profits gained must be held in trust for the organization and can only be used in carrying out its goals and objectives.

Three common models for farmers' market organizations include⁶:

A) INFORMAL, UNINCORPORATED ORGANIZATIONS

Informal farmers' market organizations can range from an agreement among vendors that provides a consistent space for people to sell their products to an organization with a board of directors with informal policies and rules.

Advantages⁷:

- No Annual General Meeting required
- No formal bylaws required
- Rules are determined by the organization alone
- No legal fees and paperwork required

Disadvantages⁸:

- Absence of quality control, liability protection, and tax status
- A person must use his or her own name to obtain liability insurance and is then personally responsible for defending the market
- The governing and running of the market is left to volunteers, who may or may not have the time and expertise required to build a sustainable farmers' market

6. Desmond Jolly, ed., *Farmers Market Management Series*, vol. 1, *Starting a New Farmers Market* (Davis, CA: UC Small Farm Centre, 2005), 56-60, accessed February 3, 2015, at http://sfp.ucdavis.edu/farmers_market/management1/.

7. Government of Canada, Industry Canada, "Corporate, Insolvency and Competition Law Policy Chapter 1: Corporations and Directors, What, Who, Why and How," October 3 2011, accessed February 3 2015, at <http://www.ic.gc.ca/eic/site/cilp-pdci.nsf/eng/cl00691.html>.

8. Ibid.



B) INCORPORATED NONPROFIT ORGANIZATIONS

While nonprofit organizations are not required to incorporate, many choose to do so by registering with BC Registry Services under the Societies Act 2015 (BC). This establishes a nonprofit organization as a corporation, which is viewed as a separate legal entity. Consult the BC Registry Services webpage on Societies to monitor any changes to the Act and make sure you are in compliance.

Advantages⁹:

- The organization has the ability to operate legally and autonomously
- By having a legal status separate from its members, the organization continues as members come and go until it is dissolved
- It is easier to meet tax requirements, purchase liability insurance, hire staff, and apply for chequing accounts and grants
- Individual members can be shielded from liability, particularly when the appropriate insurance is in place

- The formal corporate structure aids ongoing operations and decision making and provides clarity around roles and processes to avoid potential conflicts and nepotism
- The organization may gain credibility with the government, funders, and the public
- A corporation has a better ability, through its governing documents, to address membership status issues

Disadvantages¹⁰:

- Legal paperwork and fees are required
- Incorporated nonprofits, with the exception of registered charities, are required to file an annual corporate income tax return in order to maintain their tax-free status, even though they do not pay taxes
- Specific requirements apply for developing bylaws, a board of directors, and tax reporting
- Limitations exist on the kinds of activities in which the group can engage
- Time and resources are devoted to maintaining the corporate structure instead of carrying out the activities of the organization

While you may also choose to incorporate federally, incorporating provincially is the best and simplest option given that your farmers' market will likely only be doing business in your province. Incorporating federally is more expensive and there is much more paperwork.



C) PUBLIC SPONSORSHIP¹¹

Public sponsorship of farmers' markets through a municipal organization or an established nonprofit organization is also popular. In some cases this can allow the market to be protected by the insurance of the public body or organization that sponsors it. There can also be varying degrees of involvement from the sponsor, which will mainly depend on the agreement between the market and sponsor, so be sure to clearly understand the terms.

Advantages:

- Administrative costs and responsibilities can be shared
- Members are not burdened with needing governance and policy expertise and can focus exclusively on managing the market
- Working with a sponsor eliminates the need to spend time setting up a new organization, which allows for the farmers' market to begin operating more quickly

Disadvantages:

- Sponsorships can result in a complicated arrangement
- The farmers' market is under the influence of the sponsorship group

If your market decides to operate under the support of a sponsor, which may have its own board of directors, it is still advisable to create a management structure and an Advisory Committee specifically for guiding the development of your market. Examples of public sponsorship can be found on the BCAFM website.

You may also choose to run your farmers' market as a cooperative, whereby the market's board of directors is composed entirely of members and focuses primarily on serving the needs of the market members. For more information about this option, consult the Resources section of the BCAFM website.

9. Ibid.

10. Government of Canada, Industry Canada, "Corporate, Insolvency and Competition Law Policy Chapter 1."

11. Desmond Jolly, *Starting a New Farmers Market*, 58



CHAPTER TAKEAWAYS

BCAFM member markets are comprised exclusively of vendors who make, bake, or grow the items they sell.

Incorporation for nonprofit farmers' market organizations can pose initial inconveniences in terms of filing paperwork and paying fees, but has many potential benefits. These benefits include liability protection, access to grants, less reliance on any individual member to stay active, and help in building relationships with potential funders, sponsors, and municipalities.

Key Resource: *Society Act, RSBC 1996, Chapter 433*. Accessible at http://www.bclaws.ca/civix/document/id/complete/statreg/96433_01

EXERCISE YOUR MARKET MODEL

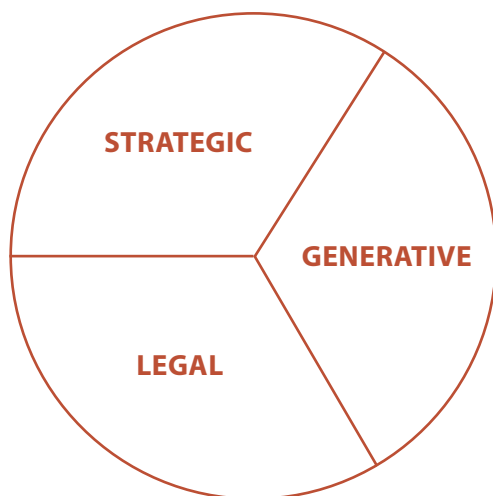
How would you describe your market's organizational model and what are the characteristics of your market that support this description?

Is your market's model working for you? If not, what changes should be made?

CHAPTER 2

Board Governance Basics

This chapter will outline the basics of successful governance for your organization and detail the specific responsibilities of your board members. Effective boards have members who are well informed about their responsibilities and duties.



2.1 What Does It Mean For Your Board To Govern?

There are three areas of board responsibility¹²:

STRATEGIC RESPONSIBILITY

Decisions about using resources, programs, and services

GENERATIVE RESPONSIBILITY

Development of new ideas compatible with the organization's core values

LEGAL RESPONSIBILITY

Responsibility of board members to ensure, to the best of their knowledge, that the organization's activities comply with legal guidelines.

Legal responsibilities of board members deserve particular consideration given the significant potential consequences of operating offside of the law.

Generally speaking, board members must represent the interests of the organization's members within the law. A board member's legal responsibilities can be broken down into three basic duties:

1 THE DUTY OF DILIGENCE OR CARE: the duty to act reasonably, prudently, in good faith, and with a view to the best interests of the organization and its members.

2 THE DUTY OF OBEDIENCE: the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules, and regulations that apply to the organization¹³.

3 THE DUTY OF LOYALTY OR FIDUCIARY DUTY: Board members have fiduciary responsibilities because the organization they direct can only act through its board members¹⁴. Fiduciary duty encompasses board members' obligation to avoid all situations in which their duty to the farmers' market organization conflicts with their personal interests, duties to others, or their business as vendors¹⁵. That is, a board member must place the interests of the organization first and cannot use his or her position as a director to further any private interests¹⁶.

More specifically, board members may not speak exclusively for any particular membership or constituency on the board, may not vote in regards to the benefit of anything other than the entire organization, and can be found liable if they do not act in the best interests of the entire organization.

In the farmers' market sector, it is common for boards to be made up of representatives of different geographic regions or different vendor groups, but they are still required to represent the entire organization instead of speaking on behalf of the group to which they belong. Furthermore, anyone with voting rights or acting like a voting director on the board can be held responsible for fiduciary duties not adhered to¹⁷. Board members also retain fiduciary duties after resigning or retiring. For instance, former board members would breach their fiduciary duty if they shared confidential information they gathered while acting as directors¹⁸. To be sure, consult a legal expert about the particular expectations for board members in your jurisdiction.

A board member's primary duty is to the organization first and then its members

12. Alberta Agriculture and Rural Development, "Board Governance Guidebook" (Edmonton: Alberta Agriculture and Rural Development, 2012), 4.

13. Volunteer Canada, "Directors' Liability: A Discussion Paper on Legal Liability, Risk Management and the Role of Directors in Non-Profit Organizations," 2002, 3, accessed May 20 2015 at <https://volunteer.ca/content/directors%E2%80%99liability-discussion-paper-legal-liability-risk-management-and-role-directors-non>.

14. Jane Burke-Robertson, "20 Questions Directors of Not-For-Profit Organizations Should Ask About Fiduciary Duty," Chartered Professional Accountants Canada, 2009, 7, accessed February 12, 2015 at <http://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/questions-about-not-for-profit-fiduciary-duty>

15. Ibid, 8.

16. Volunteer Canada, "Directors' Liability," 3.

17. Jane Burke-Robertson, "20 Questions Directors of Not-For-Profit Organizations Should Ask About Fiduciary Duty," 5.

18. Ibid, 8.



Photo Credit: Brian Harris

EXAMPLE: FULFILLING FIDUCIARY DUTY

A poultry vendor has joined the board of his local farmers' market. He mistakenly believes that it is his responsibility to represent the interests of his farm and his fellow meat producers on the board.

A new grass-fed beef producer asks to become a member of the farmers' market. Most of the board members agree that this would be a welcome addition to the market, since meat is growing in popularity at the farmers' market, the farm is within 30 minutes of the market, the other beef at the market is not marketed as 'grass-fed,' and the vendor herself has a welcoming personality and seems to be a great fit for direct marketing.

The poultry vendor, however, disagrees with allowing another meat producer into the farmers' market, citing fear of competition for the existing meat vendors. He feels his role on the board is to 'protect the interests' of the meat vendors at the farmers' market.

This is a breach of his fiduciary duty. Firstly, his job is not to 'represent' any particular group of vendors; his job is to represent the membership as a whole at all times.

Secondly, he would stand to personally gain if the new vendor was not allowed to join for the reason he has cited. One's fiduciary duty requires that each director act in the best interests of the entire market (in this case, the inclusion of a strong vendor with a different and in-demand product definitely bodes well for the market) despite the impact the decision could have on any board member personally.

2.2 Board Member Commitments

Beyond legal responsibilities, there are several other commitments that board members should fulfill, including¹⁹:

INDIVIDUAL AUTHORITY

Board members should not exercise individual authority over staff or parts of the organization. Board members do not speak for the board unless directed to do so, and the board should speak with one voice. You should also remember that staff members are not responsible to any individual board member. Rather, staff members are responsible only to the board as a whole.

CONDUCT

When board members interact with their colleagues, staff members, vendors, or outside bodies in the community, they should behave according to the principles of fair play, ethics, and straightforward communication. Furthermore, given the duty of loyalty, it is very important for board members to support board decisions, even if they personally disagree with certain decisions or did not vote to support them²⁰. This is an example of 'speaking with one voice' and is part of each board member's legal obligations to his/her organization.

MEETING PREPARATION

Board members should prepare for meetings by reading the minutes of previous meetings and determine any questions or concerns they have. Well-functioning boards do not waste directors' time by having people read through reports and materials at meetings. Boards should send out previous minutes, reports, financial data, background information, and new items for discussion well in advance of each board

meeting (typically 5-7 days). This is usually the responsibility of the Secretary. Board members should then take the time to read each piece of material prior to the meeting and come to the meeting ready to discuss and take action. This keeps your board focused on high-level priorities with time for important questions and dialogue.

ACTIVE PARTICIPATION

Board members should attend all board meetings and committee meetings if applicable.

Boards need active members, not people who are there in name only. Sometimes, board members need a way to bow out gracefully if they do not have the time or expertise they thought they could offer. Stipulate repercussions in your bylaws for unexcused absences from board meetings. A typical model is for 2 unexcused absences to trigger a phone call from the President or Chair, and a 3rd unexcused absence to result in termination from the board. At meetings, board members should ask questions and be comfortable with meeting procedures. Make attendance count!

19. Alberta Agriculture and Rural Development, "Board Governance Guidebook", 4

20. Volunteer Canada, "Directors' Liability," 3

BOARD AND STAFF RELATIONS

A friendly working relationship should be encouraged between board members, staff, and service volunteers. For most farmers' markets, the board has only one employee or contractor (the market manager) and typically asks one board member to handle formal communications with this staff person. Individual board members are not the market manager's "boss"; rather, the board as a whole has the responsibility to determine the direction for the market. It is best, however, for the board to communicate this information to the manager via one board member. If each board member gave direction to the manager, it would be difficult for the manager to know whether the entire board had approved the direction or whether it was simply the desire of one person operating independently without authority. Unfortunately, this does happen within farmers' market organizations. It makes managing a market confusing and generates unnecessary conflict.

At least one staff member should be in attendance at all board meetings since they understand your organization and can bring valuable insights, ideas, and answers to board discussions, even if they cannot vote on decisions. At the meeting, they should give a staff report, ask questions they may have, and answer questions the board may have for them. When a farmers' market has more than one staff person, the most senior staff person should attend board meetings. Staff members are not required to remain for the entire duration of each board meeting and there are times when it would be inappropriate for staff to be in attendance (for instance, when questions of HR are being discussed).

CONFIDENTIALITY

Board meetings are confidential. The duty of loyalty obligates board members to keep organizational business private, particularly in regards to personnel, finances, legal matters, and clients or community members whom the organization serves.

IMAGE

Board members should present a positive view of your farmers' market organization to the public. There are times when board members are publically critical of their farmers' market; this is both in violation of their duty of diligence and also sets a very negative precedent on the board.



Photo Credit: Brian Harris

Left to right: Past BCAFM Presidents, Jon Bell and Mary Forstbauer at the 2015 BCAFM Conference and Farmers' Market Awards

2.3 Governance Benchmarks

Aside from board member commitments, several other elements contribute to your market's governance framework, including:

INTERNAL BENCHMARKS

- Mission and vision statement
- Strategic plan
- Constitution and bylaws
- Policies
- Operational rules (market rules, procedures)

EXTERNAL BENCHMARKS

- Laws governing nonprofit organizations
- Government regulations
- Industry regulations

Working through each element in the early stages of your market is important for providing strong direction for your organization.

21. Garry Stephenson, Larry Lev and Linda Brewer, "Special Report 1073-E - When Things Don't Work" Some Insights into Why Farmers' Markets Close," Oregon State University Extension Service, Rev. July 2008, 18-19, accessed July 21, 2015 at <https://catalog.extension.oregonstate.edu/sites/catalog.extension.oregonstate.edu/files/project/pdf/sr1073.pdf>

2.4 Market Development and Board Member Focus

The issues on which board members tend to focus depend in part on the development stage of your farmers' market. This is because different needs must be met at different stages of organizational development.

When a farmers' market is just getting started, board members frequently act as market volunteers and concern themselves with day-to-day operational issues, including marketing, event management, and on-site logistics, in addition to governance tasks like developing strategy and policy for the organization. This happens because new and smaller markets are most vulnerable to the problem of being understaffed. They are also more likely to fail than older and/or larger markets²¹. Board members who focus on operational tasks in these cases are often said to form a 'working board' because they are doing most or all of the operational work of the organization. It is important to note, however, that a board's actual and legal role is to handle policy and governance issues for a membership. Therefore, boards should continue to focus on these issues alone during formal board meetings and then discuss the operational work separately. This way, other volunteers, who are not board members, can participate in operational work as well.

'Working Boards' should start every board meeting with farmers' market policy and governance issues before moving on to operational discussions!

Working boards often hire their first staff, a **market coordinator**, who works under the

direction of the board to perform tasks the board itself has decided on. Coordinators have much less decision-making power and autonomy than a market manager would have.

As the market grows and a **market manager** with more expertise and decision-making autonomy is hired, board members can devote more time to governance and form a '**policy board**': a board of directors that focuses almost exclusively on governance, strategic planning, fundraising, and other future-focused strategic direction for their farmers' market. In this ideal scenario, market managers handle 'today' issues, and the board handles 'tomorrow' issues.

Governance can improve as your focus shifts towards strategy and policy. The diagram below illustrates this transition²²:



To achieve effective governance, you should be sure to develop planning and policy development skills. Less distraction by day-to-day operational activities can help you to better understand the big picture and take the time to think of new and more efficient ways of achieving the organization's aims into the future.

Additional Board Roles ²³

In addition to sitting on your board and helping to govern your market organization, you can assist the market in other capacities. Consider the following roles:

COMMITTEE MEMBER

- Board members may serve on committees for specific board focus areas

VOLUNTEER

- While working on market day, board members must remember that they are simply acting in the same capacity as any other volunteer (unless they have been given full authority by the board to perform a specific role or duty on the board's behalf).



Photo Credit: Brian Harris

22. David J. Connell, "The Core Business of Farmers Markets: A Resource for Strategic Planning," Prince George, BC: University of Northern British Columbia, 2013.

23. Alberta Agriculture and Rural Development, "Board Governance Guidebook", 5.

EXERCISE

ARE YOU READY FOR GOVERNANCE?

Based on the statements below, discuss whether you are ready to govern your organization. If not, what steps are required for you to get there?

- *Our organization has a relatively stable team of employees and volunteers to take on operational tasks so that board members can focus on governing*
- *Our organization is not currently facing any urgent crises that could derail the benefits of long-term strategic and policy planning*
- *Our team has indicated a preference for having a clear set of strategic and policy guidelines for the farmers' market organization, as opposed to enjoying the process of 'winging it'*
- *Our team of directors feels comfortable engaging in leadership, strategic thinking, and policy development*



Board Member Hats

Learning how to balance governance and volunteer roles is important. Conflicts can arise if board members overstep their authority, so it is important not to confuse which hat you are wearing and understand when it is appropriate to make governance decisions.

2.5 Constructing and Maintaining Your Board

The individuals who make up your board are just as critical to its success as an appropriate structure and governing style.

INITIAL BOARD CREATION

When a farmers' market is first established, an organizational committee or the very first set of volunteers can come together to seek out and/or recommend individuals that they believe could effectively serve on the first board of directors. These first boards are often composed of initial volunteers and people they know. Be mindful, though, about including other community representatives and vendors as early in the process as possible so that your board is not insular or perceived as representing only certain interests.

BOARD MAINTENANCE

Once a market is running, the organization is incorporated, and the first board is established, directors are generally elected by the market's membership on an annual basis. The details and specifics of how re-elections will happen are outlined in the bylaws that the first board puts in place. These elections take place at the AGM (Annual General Meeting) of the organization, detailed in Chapter 5 of this manual. Some directors may serve longer terms than others, but your market's bylaws should set a maximum length of term for any one individual's service (6 years is a common parameter). Re-election should be done annually so that directors are not automatically re-elected. One good tactic for developing effective boards is to stagger the time-frame for when individual board members' terms are up. This way, the entire board does not have to be replaced every year. In your bylaws, you can stipulate one, two, and three-

year terms for certain board positions. This allows for having new individuals bring fresh ideas, skills, and perspectives onto the board, which enhances decision-making. It also keeps entrenchment at bay and encourages an open, transparent board renewal process.

BOARD ORIENTATION MANUAL

It is strongly recommended that farmers' market organizations supply each of their board members with a manual that includes current bylaws, financial information, meeting minutes and a code of conduct for board members²⁴.

BOARD DIVERSITY

Depending on your bylaws, your board can include producers, customers, government officials, community leaders, agribusiness managers, accountants, lawyers, market specialists, municipal staff, and other individuals who will bring support and skills to the market organization. The broader the community involvement on the board, the greater the chances you will have a board with a diversity of skill sets and perspectives on the needs and wants of a variety of stakeholders. Questions that might be asked when looking at your board composition include:

- Is the board representative of the needs of the market and its vendors?
- Are existing and potential incoming board members committed to transparent communication processes, healthy conflict resolution, and other conscious organizational development practices?

24. Jane Burke-Robertson, "20 Questions Directors of Not-For-Profit Organizations Should Ask About Fiduciary Duty," 18.

- Do you have board members with a diversity of skills and knowledge related to financial management, legal issues, governance, marketing, and business development? This is likely the single most important part of selecting a well-rounded, effective, and healthy board. Each stage of your farmers' market development will require different skills of board members. In the early days you will need excellent hands-on people with a lot of enthusiasm. Later on, you may need board members with highly developed policy development and/or financial management skills, as well as human resource skills.

There are examples of farmers' market boards that are "farmer only," with their own definition of what a farmer is. Boards that are not inclusive of all vendors, however, run the risk of responding to the special interests of a limited group of market members and of alienating the rest of the membership. It is important that no particular vendor group have a monopoly on the board. The more diverse your board is in terms of its membership, the more robust and effective it can be.

A committee that evaluates your board members' roles and nominates new candidates for the board, also known as a nomination committee, should consider all of these elements. Once a year, about 3-6 months prior to the AGM, the committee should meet to review which board members' terms will be vacant as of the AGM, suggest replacements, and perhaps poll the membership for nominations. New candidates for the board should be given all the relevant policy, bylaw, and governance materials of the farmers market, and asked to consider what skills and expertise they would bring to

the board. They should also be asked to provide a written summary (of no more than one page) detailing their reasons for running for a director position and be asked to speak at the AGM to the rest of the membership. Their summaries should be shared with the whole board. Remember to always be looking for the right board members, not just any board members.

Transparency and fairness in selecting who sits on the board is very important to avoid alienating market members. It is also important for the nomination committee to ensure that each nominee understands the roles and responsibilities of the board to avoid conflicts if they are elected. This is where a board manual that outlines roles and responsibilities, as well as job descriptions and volunteer expectations, is especially helpful and important.

BOARD SIZE

Farmers' market boards with 5-7 members seem to work ideally. These boards can also work in concert with larger groups of volunteers who carry out operational and day-to-day tasks for the market. Putting everyone who wants to help grow your farmers' market onto the board of directors is a huge mistake. Many of these volunteers are ill-suited to regular meetings and handling policy and governance issues, but make terrific volunteers when they can simply work on things that interest them such as organizing events, providing customer service on market day, developing a fundraising cookbook, or running a school program. Blurring the distinction between those who have something to contribute to the running of the farmers' market with those who can fulfill the specific policy and governance role of board members is one of the most common and frustrating mistakes that hold farmers' market organizations back from being effective and well-organized. Put volunteers in charge of specific tasks they care about. Put people who are skilled in policy development and governance issues on the board.

Boards with too many members (over 7) can have difficulty reaching quorum at meetings and coming to decisions, while smaller boards (under 5) may lack some key skills and expertise. However, the perfect number of board members will depend on your specific farmers' market and membership.

BOARD PERFORMANCE ASSESSMENT

Methods should be in place for board member evaluation throughout their term, such that they can make adjustments as needed to better serve the organization.



Photo Credit: Brian Harris

2.6 Smart and Healthy Boards

Overall, there are two goals every board should strive to uphold: to be smart and to be healthy.

Smart boards are ones that know what needs to get done and how to do that work. Smart boards focus on important, forward-thinking, strategic tasks and do not become mired in details, minutiae, or petty and trivial matters. The 'small stuff' related to day-to-day market management should be delegated to staff or specific market volunteers. The full board should never spend its time managing at this micro level. Smart boards also exhibit basic, core competencies. They can interpret the organization's financial reports. They can detect and examine emerging trends in the agriculture, food, and farmers' market sectors and imagine the implications these have for their market. They understand the complexity of governance and work to build their market's policy framework.



However, all the power of achieving these 'smart' objectives is undermined if a board is not, at the same time, healthy. This speaks to issues including the level of trust and candor that exists between directors on the board; the clarity of the respective roles that board members, volunteers, and staff each hold; the relationship dynamics within the board and at board meetings; the emotional maturity of board members; and the willingness of the directors to subordinate their personal interests and personality quirks to serve the interests of the market as a whole.

Healthy, collaborative boards with an internal culture of respect and cooperation end up being boards where personal integrity and morale are high, meetings are exciting and fruitful, individuals bring the best of themselves

into their interactions with one other, things get accomplished, and people leave feeling great about their work.

These boards don't 'just happen'. Like all good relationships, they take work, practice, and commitment. They take a willingness to communicate well and a desire to be respectful in the face of disagreement. There are many resources to help your board develop a healthy internal culture. See the Resources section of the BCAFM website for examples.

Excellent board members seek to fulfill their role on their board with confidence, intelligence, and ability. This happens when they remain focused on the goal of having both a smart and healthy board.

2.7 Specific Board Member Roles

A board of directors generally consists of a President, Vice-President, Secretary, and Treasurer, whose positions are defined in the bylaws. The terms “Chair” and “Vice-Chair” can be used instead of the terms “President” and “Vice-President,” since they have the same meaning. Each of these four positions is referred to as an “office”: a position of duty and trust with a specific function. Board members who hold these specific positions are called “officers.”

Boards also consist of a few other directors (ideally 1-3) who do not hold an office but attend board meetings, help make decisions, sit on board sub-committees as required, and support the four officers in their work. Together, all board members are often referred to as “directors” regardless of their specific roles; thus the phrase “board of directors.”

Here are some general descriptions for typical board member roles²⁵:

PRESIDENT/CHAIR

Provides direction and vision for and with the board and holds the organization in trust. Chairs meetings and leads the board in outlining and editing the market’s vision, mission and values, 3-5 year Strategic Plan, and Annual Operating Plan. Usually works with the Secretary and/or senior staff to prepare the agenda and corresponding documents for each board meeting. The President is often the public face of the board and should be an appropriate and willing spokesperson for your farmers’ market. The President is also usually the Chair of the Executive Committee, which is composed of the four officers: President, Vice-President, Secretary, and Treasurer.

VICE PRESIDENT/VICE-CHAIR

Provides support to the President in his or her leadership role and takes on the role of the President when he or she is unavailable. Chairs sub-committees of the board outlined in the organization’s bylaws. For example, a board might define that the Vice-President chairs the Nominating Committee and Fundraising Committee. The Vice-President is usually expected to move into the President’s position on the board when the President’s term has expired, so a good President will help mentor the Vice-President. There are not very many specific duties assigned to the Vice-President and as such, this is an ideal person to assign other duties to as they arise on the board. Include that specifically in their roles and responsibilities if you need a regular ‘go-to’ person for extra board responsibilities.

SECRETARY

Ensures that the minutes are recorded appropriately, signed and stored for future reference, and distributed promptly (usually within 72 hours) after meetings. Makes sure that correspondence is responded to in a timely fashion. Makes sure that advance notice, as outlined in the bylaws, has been given to members for the AGM and that after the AGM an Annual Report is filed with BC Registry Services (if the market is incorporated). Usually keeps the board up to date with legislation pertinent to the farmers’ market bylaws and constitution. In conjunction with the President, the Secretary also has responsibilities to ensure that the agenda and corresponding documents are prepared and sent to each board member in advance of each board meeting (typically 7-10 days in advance).

25. BoardSource Staff, “Essential Texts for Nonprofit and Public Leadership and Management: Handbook of Nonprofit Governance” (San Francisco: Jossey-Bass, April 2010), 48-53, accessed February 12, 2015 at ProQuest ebrary.

TREASURER

Ensures that all finances are up to date and monitored and that financial statements are prepared. Sends financial statements through the Secretary to all board members in advance of each board meeting for discussion by the board. Makes sure that financial practices are based on generally accepted management standards that apply to the organizational model the market has developed. Shows that remittances (CPP,

EI, income taxes) have been stamped and paid. Reviews and ensures that the annual budget, CRA filings (T1044, NFPO T2 Income Tax), and WorkSafe BC, PST/GST and payroll deductions are complete and done on time.

EXAMPLE: THE IMPORTANCE OF STRONG BOARDS

Success can be accompanied by its own set of challenges. Having a strong board that is able to manage growth and change will allow your market to be resilient in the face of unexpected challenges.

One mid-week farmers' market started as a project of a larger farmers' market organization in an adjacent community. The intention was to give Saturday vendors another opportunity to sell their wares to a slightly different population of prospective customers on a complimentary day of the week.

The municipal government in the adjacent community was very supportive, and within four years, the mid-week market was a thriving market in its own right. It had hired its own manager and developed its own personality, customer base, distinct vendor base, fundraising activities, and events.

The sponsoring Saturday market organization and its board decided they did not want to be responsible for managing this second farmers' market any longer, since it had become larger than they had imagined and they wanted to focus their attention on other projects. As such, there was a need for the mid-week market manager, vendors, and municipality to come together to form a new market governance structure.

The challenge was that the mid-week market had come to rely on the board of the 'parent' organization. In fact, the vendorship of the mid-week market was uninspired to start a new board or concern itself with policy and strategic planning issues. It took three additional years before a new, active board was finally in place and their fundraising efforts were reignited. A new market manager was also hired during that time and the market is now rebuilding.

Success does not always guarantee continued success. Each farmers' market needs a knowledgeable, thoughtful, committed board to carry on the important 'behind the scenes' work of running a farmers' market organization. If your farmers' market does not have the potential for that, (and many don't), it may be useful to partner with an existing organization that can provide the governance structure and board, enabling your group of volunteers to focus on market-related projects and day-to-day management instead.

DIRECTORS (OFTEN REFERRED TO AS “MEMBERS AT LARGE”)

Do not hold an office but support officers in their roles and may chair certain committees. Work as a team with other board members to develop strategic direction for the farmers’ market. All directors, furthermore, are expected to attend all board meetings, review all materials supplied prior to each meeting, bring questions and perspective that add value to

each board meeting, and act in good faith on behalf of the organization.

All board members are collectively responsible to the organization’s members and must conduct themselves according to the organization’s mission, vision and bylaws.

Consult the Resources section of the BCAFM website for references specific to this chapter.

EXERCISE BOARD MEMBER REFLECTION

Answer the following questions to determine if you are in the right board member mindset:

- *Am I fully aware of what is expected of me as a board member? If not, how can I address this?*
- *Do I treat meetings as important? Do I have a good record of meeting attendance?*
- *Am I aware of my impact at board meetings? Do I listen more than I speak?*
- *Am I conscientious in how I treat others? Think of an example.*
- *Do I maintain the confidentiality of board meetings and our discussions?*
- *Do I promote my farmers’ market in the community whenever I have an opportunity to do so? Think of an example.*
- *Am I respectful of our staff members and/or market manager and other board directors, even when I disagree with them? What does respect look like?*
- *Integrity means ‘doing the right thing every time’. Do I operate with integrity on the board?*
- *What have I done this year to improve my skills for the benefit of my board?*
- *Do I still like being on this board? If not, how can I communicate this and help create a succession plan for my position?*



CHAPTER TAKEAWAYS

Farmers' market boards have strategic, generative, and legal responsibilities.

Legal responsibilities of board members include the duty of diligence, the duty of loyalty, and the duty of obedience.

As your farmers' market gets off the ground, your board members need to recognize the difference between board responsibilities (policy, governance, HR, strategic visioning, fundraising) and the many roles that volunteers can play for farmers' markets. Distinguishing between board jobs and volunteer jobs is a helpful strategy for making the best use of each person's interest in helping the farmers' market to grow.

Smart and healthy boards tend to be the most effective.

Board members should have staggered terms, collectively offer a diversity of skills, and receive ongoing training in order to govern successfully.

Each board member has specific tasks related to his or her role on the board but can also function as a volunteer on committees or on market day.

Effective boards bring a strategic perspective to the organization as a whole.

Key Resource: *Raynolds, Marlo. "Prepare Your Non-Profit Organization to Help Create a Wave of Positive Change." Edmonton, AB: The Muttart Foundation, 2013. Accessible at <https://www.muttart.org/wp-content/uploads/2013/12/Prepare-Your-Non-Profit-Organization-to-Help-Create-a-Wave-of-Positive-Change2013.pdf>*

CHAPTER 3

Board Policies

This chapter will outline various board policies that will help you to achieve effective governance.

3.1 Board Policy Basics

Creating board policies is an imperative part of governance because policies:

- provide directive leadership in the interests of the market membership;
- provide continuity and consistency in the life of the organization because they define the organization's values and goals;
- provide principles for members, staff, and volunteers so that everyone understands responsibilities and limitations;
- act as a framework for decision making and actions;
- provide boundaries by clarifying communication lines and ensuring accountability;
- are mechanisms through which the board can delegate authority and maintain control;

- document decisions so they can be easily recalled;
- demonstrate that the organization is actively managing its risk;
- reduce upheaval when people change or leave the organization;
- provide valuable orientation and training for volunteers, members, and staff;
- demonstrate credibility to the public and members; and
- help farmers' market boards in reducing legal risk.

Core organizational policies include a variety of categories, including governance processes, board-staff relationships, and core operational practices. The remainder of this chapter will focus on policies most relevant to farmers' market board governance.

3.2 Charter of the Board of Directors

A Charter of the Board of Directors defines board members' roles and responsibilities clearly and is written in plain language. It also details the governance processes the board will use to fulfill its roles and responsibilities. Your board can write a unique charter that details items such as the board's purpose, structure, and composition, and designates specific duties and responsibilities to the officers and directors. A board can also use a template to create their Charter, which can be easier than starting from scratch.

You can find a sample of a Charter of the Board of Directors in the Resources section of the BCAFM website.

3.3 Decision Making Policies²⁶

There are usually various stakeholders involved in the many decisions a market faces:

Given the confusion that might result from the involvement of so many stakeholders, policies should be developed that detail who is involved in which decisions. Less active participants in the decision-making process may be consulted or informed about a decision, while more active participants will determine the course of action or approve a decision. These roles can be laid out in your bylaws for clarity and can be captured by the acronym "RACI": Responsible, Approver, Consulted, Informed. Each of these words describes the level of involvement of any given actor in a decision:

RESPONSIBLE

Those expected to do the work (background research, etc.) to make a decision

APPROVER

Those who sign off and have the final say on decisions

CONSULTED

Those whose opinions are sought when a decision is being made

INFORMED

Those who are kept up to date on the decision in question

26. David Lee, Propellor Social Enterprise Advisors, "Creating Effective Leadership Through Better Governance," BCAFM Strengthening Farmers' Markets Webinar Series, 2013, 24, accessed February 3 2015 at <http://www.bcfarmersmarket.org/markets/subpage/2013-strengthening-farmers-markets#Governance>.



EXERCISE

WHO MAKES THE DECISION?

Using the terms from the acronym **RACI**, fill out the following chart to reflect how stakeholders are involved in the decisions your market organization faces. Some boxes are filled out already as suggestions; your market's needs will determine how you should fill out the chart.

Add decisions to the left column and additional stakeholders to the top row as required.

Decision	Board Members	Market Manager & Staff	Volunteers	Vendors	Sponsors	Farmers' Market Members	Local Government	Customers
Mission and overall goals	Responsible Approver	Consulted	Consulted	Consulted				
Annual budget	Responsible Approver	Responsible						
Extending market hours								
Adding a new market location								
Moving the location of the market								
Approving vendor applications								
Sending a vendor an acceptance letter								
Determining the right product mix at the market								

3.4 Conflict Resolution Policies

Conflicts can occur between the market manager and vendors, within the board itself, between the board and the market manager, and between the public and any vendor. While conflict can result from a healthy exchange of ideas, it can also be counter-productive. It is important to develop a conflict resolution policy so that those involved in a conflict feel there is a satisfactory means of redress.

There are several key aspects of any conflict resolution policy:

DETERMINE WHO RESOLVES CONFLICTS ON MARKET DAY AND HOW THEY WILL DO THIS

Your board may decide to develop guidelines for the market manager in dealing with conflicts at the market with vendors and members of the public, since decision-making authority on market day is sometimes required to move past a conflict temporarily. For example, many Market Procedure Documents for vendors include these words:

"All decisions of the Market Manager are final on market day. Issues that require further deliberation will be dealt with outside of market day."

This allows a decision to be made and the market to move forward, while acknowledging that conflict resolution or additional steps will carry on after market day.

OUTLINE A PROGRESSION OF INTERVENTIONS

Your board may decide that the manager can deal with minor conflicts, while a designated board member should deal with more serious conflicts. Alternatively, your board may decide that conflict will go through three steps:

1. It will be handled by the market manager, if possible.
2. If not, it goes to the board for resolution.
3. If that still does not adequately address the issue, a third-party mediator will be brought in. In this case, be sure to designate who will be expected to pay those mediator fees.

Your board may also decide to include informal and formal complaint processes.²⁷

PROTECTION OF EMPLOYEES

Employees must be protected from retribution when they raise legitimate complaints.²⁸

AN APPEALS PROCESS

An appeals process involves having a committee that responds to formal complaints and establishes a clear route for dissatisfied people to take their concerns forward. Complaints should be submitted in writing to the appeal committee for resolution. At the onset, all parties may be asked to agree that the decision of the appeal committee is binding.

In the case of farmers' markets, an informal group of vendors who help to address conflicts as they arise can be a very helpful part of the market's conflict resolution policy. Indeed, vendors are key components of the market and can provide useful input into differences of opinion between board members and/or the manager. It is important to note, however, that vendors cannot be involved in vendor-related conflicts. Thus other volunteers or board members should be delegated the responsibility of working through conflicts involving vendors.

27. Community Foundations of Canada, "HR Policies & Employment Legislation - Sample Policies on Common HR Topics – Conflict Resolution," accessed February 3 2015 at <http://hrcouncil.ca/hr-toolkit/conflict-resolution.cfm>.

28. Ibid.

EXAMPLE: CONFLICT RESOLUTION POLICY

“The first point of contact for any conflict arising between vendor(s) and the market, or vendor to vendor (providing the issue is related to the Farmers' Market), is the Farmers' Market manager. The manager will offer a resolution. If the issue is not satisfactorily resolved, the vendor or the Farmers' Market manager can present the issue to the president of the Farmers' Market and Community Garden Society Board of Directors for a decision. If vendors have an issue with the manager, they are welcome to raise the issue with the manager or the board president. If needed, the board will make a final decision on any issue.”

(Example from Kentville Farmers' Market, N.S.)



Photo Credit: Brian Harris

3.5 Conflict of Interest

Conflict of interest occurs in situations where the personal interests of a board member or staff member could be in conflict with the organization's interests.²⁹ For farmers' market boards, conflicts of interest can arise when board members are unclear about their roles. For example, a board member should not be able to apply for and accept a market job that is advertised if he or she is still on the board, since the board hires the market manager. A conflict may also arise if a board member is trying to enforce a new rule or concept that clearly may serve them, for example:

- an egg farmer who sits on the board insists that the market only have one egg farmer
- a jewelry vendor tries to limit the number of craft vendors

A coherent Conflict of Interest Policy can help to avoid these situations and deal with conflicts as they arise. Your policy should include a definition of a conflict of interest relevant to your farmers' market and designate who is responsible for identifying and resolving conflicts. Each member of the board, for example, may have the responsibility to declare when he/she finds him/herself in a conflict of interest situation. You can also develop rules addressing specific conflicts of interest, such as those identified in the examples above:

- your board might decide that if a board member would like to apply for a paid market position, he or she must step down from the board
- in the same vein, your board might decide that market staff members cannot sit on the board as voting members

- there may be a rule that when an issue directly affecting the personal interests of a board member comes up, he or she is not allowed to vote on that issue or is asked to leave the room for all deliberations and decisions related to it

No matter what form your farmers' market's Conflict of Interest Policy takes, there are several measures board members should take if confronted with a potential conflict of interest:³⁰

- declare the conflict and abstain from voting on the issue at hand;
- review the farmers' market's Conflict of Interest Policy to confirm their responsibilities in the situation;
- talk to the President/Chair about the conflict; and
- resign if the conflict places them in a situation in which they do not believe they can act in the best interests of the farmers' market.

Keeping conflict of interest out of governance is important from the perspective of transparency, honesty, and loyalty to the market. A sample conflict of interest form can be found in the Resources section of the BCAFM website.

CHAPTER TAKEAWAYS

Board policies can provide leadership, continuity, and a framework for future decisions, thereby enhancing the running of your farmers' market organization.

Decision-making policies are important for determining the level of involvement of each stakeholder in decisions, which can help to avoid misunderstandings down the line.

Conflict resolution and conflict of interest policies are important for ensuring openness, transparency, and a cooperative environment among board members, staff, vendors and customers.

Key Resource: *McNamara, Carter. "Board Policies." Free Management Library, Authenticity Consulting, LLC. Accessible at <http://managementhelp.org/boards/documents/board-policies.htm>.*

29. Community Foundations of Canada, "HR Policies & Employment Legislation."
30. Jane Burke-Robertson, "20 Questions Directors of Not-For-Profit Organizations Should Ask About Fiduciary Duty," 11.

CHAPTER 4

Board Focus Areas

This chapter will outline effective ways to set up your farmers' market rules including mission, vision, constitution, and bylaws, as well as how to manage other areas of board focus including strategic planning, finances, and legal issues.

4.1 Vision and Mission

Being clear on your market's vision and mission will be key to your market's success.

VISION STATEMENT

The vision statement describes what your organization strives to become. It describes how the future will look if the organization achieves its mission. Taking the time at the start to be clear about your vision will help in decision making every step of the way. A vision statement for your farmers' market helps to describe the role your market will play in building the ideal future community. It is the North Star towards which you are always heading as an organization, and it can be okay if your vision statement seems very grandiose and hard to achieve - it's meant to be!

FARMERS' MARKET EXAMPLES:

Generic example:

"The [ABC] Farmers' Market will meet the community's need for healthy, fresh food and provide an inviting, educational venue through which urban residents develop a deeper understanding of farming and its connections to community health, wellness, and sustainability."

Rossland Mountain Market, BC:³¹

"To create an enjoyable atmosphere that not only serves our vendors, but also contributes to a prosperous downtown and promotes a sense of community."

Vancouver Farmers Markets, BC:³²

"To be a leading force towards a world of healthy farms and people."

Wolfville Farmers' Market, NS:

"To better the health and vibrancy of our communities!"

MISSION STATEMENT

The mission or purpose statement can establish the character of the market as well as the rules that will guide its daily operation. It clarifies what the organization is all about, which can also aid in decision-making and the running of the market.³³

A mission or purpose statement is an inspiring public statement written in plain language. It answers three key questions:

- What do we do?
- For whom do we do it?
- What is the benefit?

It should also include active (not passive) verbs.

FARMERS' MARKET EXAMPLES:

Generic example:

"The mission of the [ABC] Farmers' Market is to bring together local growers and artisans who produce the highest-quality goods for the [ABC] community, and to preserve and promote historic downtown [ABC]."

Our farmers' market promotes the exchange of fresh, quality, local food and agricultural products between the agricultural producers of [ABC region] and its residents and visitors for the purpose of supporting local growers, providing a quality product to consumers, supporting sustainable agriculture, and fueling downtown revitalization.

The Town of [ABC] Farmers' Market serves as a center of activity in downtown [ABC] by providing a variety of high-quality local produce and handmade goods from [ABC]. Vendors seek to create an enjoyable atmosphere that serves not only the market but also contributes to a prosperous downtown and promotes a sense of community within the town. The farmers market aims to weave commercial, educational, and social activities to make the market a vital civic institution for [ABC]."

Wolfville Farmers' Market, NS:

"To provide a fair and direct market venue for locally-produced goods and services in an environment that inspires and nourishes community."

31. "Rossland Mountain Market: About Us," accessed February 3 2015 at <http://www.rosslandmountainmarket.com/about-us.html>.

32. "Vancouver Farmers Markets: Vision & Mission," accessed July 8 at <http://eatlocal.org/about-us/vision-mission/>.

33. Jolly, Desmond, "Starting a New Farmers Market", 14.

Pacific Coast Farmers Market Association, CA:

"Our mission is to establish and operate community-supported certified farmers markets that provide: viable economic outlets for California farmers and food producers, local access to farm fresh products, support for local businesses, and education concerning food and sustainable agriculture."

Overall, vision and mission statements that are too vague, too long, or too generic are not appropriate. Also ensure you do not write your statements with nebulous words like "hoping", "planning to" and "striving." Focus on action verbs that stress what you are (or will be) actually doing.

EXERCISE

THINKING ABOUT MISSION & VISION

Brainstorm answers to the following questions. You can use your answers as rough material for creating your market's vision and mission statements.

1. What are the broad aspirations for our organization?

- Consider the impact you want to have within your organization and for your community.*

2. Across the potential field available to us, what is our territory, and what isn't?

- Non-profits typically operate in one or more areas (e.g. culture, heritage, sports, health, social services, economic development, education, etc.) and within those most have staked out a particular territory.*
- The "isn't" part of the question is equally important. It is about naming adjacent territories inhabited by other organizations in your community. Sharing a field with others may be fine, but uncertainty about your exact territory makes strategic governance impossible.*

4.2 Constitution and Bylaws

The constitution of your farmers' market should be a simple document with a name, purposes, a private benefit clause, and a dissolution clause. Your purposes constitute a limit or boundary around what your organization can do, and so it is best for the board to draft this at the very early stages of market development. Furthermore, it is important to review your constitution and purposes each year to ensure that you are still in compliance. Purposes should be short, spare and elegant. You should also avoid mentioning how you will achieve those purposes in the constitution – focus on the “what” instead of the “how,” as in the following example:

Correct wording

The purposes of the society are: (a) to help create a sense of community among local residents and (b)....

Incorrect wording

The purposes of the society are: (a) to help create a sense of community among local residents by creating a mid-week gathering place for consumers and vendors alike and (b)....

The bylaws of the market establish the rules by which the board will operate. They are a framework for governance and a fundamental structure for organizational success. They outline, for the membership, the purpose of the organization and how it functions. For-profit corporations do not legally need bylaws, but nonprofit organizations in BC must have a constitution and bylaws drafted if they wish to incorporate. Consult the BC Registry Services website for more details on this process.

Bylaws, which can be found readily on-line or from another farmers' market organization, typically address the following items:

- the name of the farmers' market;
- the market's mission and vision;
- rules that govern membership and membership fees;
- the composition and powers of the board of directors, committees, and officers;
- how and when meetings are held, including the AGM;
- how decisions are made;
- fiscal matters such as the beginning and end of the fiscal year;
- accounting practices;
- access to records; and
- a process for amending the bylaws.

It is also wise to use conventional legal language in your bylaws. In the event that something does come up in courts, the rules of your organization will be clearer to legal professionals if they are written in plain legal language.

TYPICAL BYLAW PROBLEMS

- Lack of clarity concerning membership
 - Appointment, dues, different classes, expiry, expulsion
- Lack of clarity concerning directors
 - Appointment, conduct of elections, maximum/minimum, quorum, term limits, staggered terms, expulsion, tie breakers
- Rules of order
- Investment and borrowing powers
- Proxy voting

It is important to address these issues so that your organization can run as smoothly as possible.

Furthermore, bylaws are the contract between your board and the government. Bylaws should be written according to standard templates or with legal guidance if you are intending to incorporate. For a starting point, consult the “Farmers’ Market Bylaws Blank” in the Resources section of the BCAFM website. Sample bylaws can also be found readily elsewhere online or from another farmers’ market organization.

EXERCISE

ARE YOUR BYLAWS PROBLEMATIC?

Go through your bylaws to determine if they exhibit any of the “typical bylaw problems” mentioned above. How could you change them to solve those problems?

4.3 Strategic Planning

Strategic planning grows out of the organization’s mission and vision statements and provides guidance for future activities, as well as the acquisition and spending of funds. It is essential for any market because it determines:

- where your market is going over the next several years;
- how it’s going to get there; and
- how you will know if you have achieved what you set out to do.

Markets develop strategic plans to answer two questions:

- What is the best possible future for our market?
- What are we going to do over the next 3-5 years to ensure that future becomes a reality?

It is a “governance tool” whereby your board can narrow its focus and work towards achieving its goals more effectively.³⁴ It should include specific goals and priorities, the strategies you will use to achieve those goals, and the tasks necessary for implementing those strategies. You should also establish some measurable benchmarks for evaluation to determine if the market is on track. Consider a 5-year plan, broken down into one-year, two-year, and 3-5 year plans and review the plan annually in recognition that it is a living and evolving document.

34. Alberta Agriculture and Rural Development, “Board Governance Guidebook”, 25.

Trying to narrow your vision and focus too early on, however, can lead to other problems, particularly in terms of having too few resources to actualize the passion a new farmers' market often has. Experience will help temper the temptation to dream beyond realistic organizational capacity. Other problems that boards can encounter when they begin strategic planning too soon include: not being well-connected enough to the community to be serving it in the best way, lacking governance experience, becoming rigid before having had time to 'see what works,' and not having board members with the skills to do strategic planning well at the outset.

For all of these reasons, it is important to attempt strategic planning when your organization is ready. As a general rule, a formal strategic plan should be put in place within the first 1-3 years of an organization's existence, but you may want to use a readiness tool such as that included in the Resources section of the BCAFM website prior to embarking on strategic planning. You can also find a strategic planning analysis tool on the BCAFM website.

4.4 Additional Board Focus Areas

In addition to your market's vision and mission, constitution and bylaws, and strategic plan, farmers' market boards should also address market finances and operational rules for the market, as well as liability and insurance. Pointers for addressing these issue areas can be found in the Resources section of the BCAFM website.

EXERCISE

DO YOU KNOW WHAT YOU NEED TO KNOW?

Try to answer the following questions to determine if you are prepared to act as a board member:

1. *Does your farmers' market have a board manual for you to review?*
2. *Is there a director code of conduct?*
3. *Do you clearly understand the mandate of your farmers' market organization?*
4. *Do you have any conflicts of interest that could be problematic if you are on the board?*
5. *Does your farmers' market have indemnification procedures (that is, procedures for guarding against damage and/or liability) for its directors to follow?*

Exercise adapted from Jane Burke-Robertson, "20 Questions Directors of Not-For-Profit Organizations Should Ask About Fiduciary Duty," 6-7.



CHAPTER TAKEAWAYS

Farmers' market boards should take the necessary time to develop an appropriate mission and vision statement, as well as a constitution and bylaws to guide their organization's activities.

Your market organization's strategic plan should be reviewed every 1-2 years and re-written every five years to ensure that it continues to meet the needs of your organization.

Farmers' market boards should also pay close attention to legal requirements and financial best practices.

Key Resource: Zdorovtsov, Chris. "Vision and Mission Statements for Farmers Markets." iGrow: A Service of SDSU Extension. Last modified February 10, 2015. Accessible at <http://igrow.org/community-development/local-foods/vision-and-mission-statements-for-farmers-markets/>.

CHAPTER 5

Accomplishing Board Directives

This chapter will outline how committees, meetings, and an effective relationship between the board and market manager can help your board in achieving its aims.

5.1 Creating Committees

Since there are many tasks that must be completed for markets to run smoothly, your board may want to assign tasks to specific committees. There are two types of committees common on boards of directors. The term ‘standing committee’ refers to a committee that is ongoing year after year and has a permanent role in the functioning of the organization, such as a nominating committee for recruiting new board members or a fundraising committee to work on financial sustainability for the farmers’ market. The term ‘ad hoc committee’ refers to a committee that is struck for a certain purpose, and then dissolved when its task is complete, such as a building committee to oversee the development of a new building or structure for the farmers’ market.

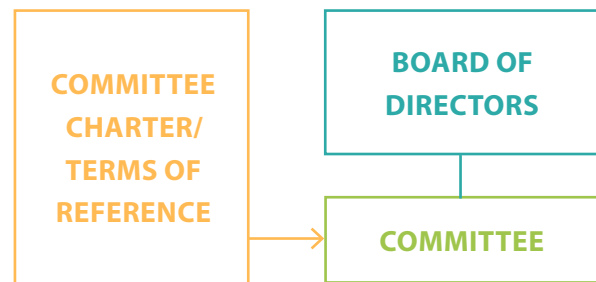
ROLE OF A COMMITTEE³⁵

- A way for the board to delegate work
- A way to engage staff and volunteers
- Review, recommend and report to the board (normally, the board will still make final decisions, except where decision-making authority is granted to a committee by the board)

A committee can have a number of members and should often involve people other than board members. For example, the Treasurer can invite an accountant to join the finance committee. Other possible committees include³⁶:

- nominations/governance committee (identifies and nominates candidates as board members; develops, reviews, and implements governance policies and processes)
- fundraising committee
- marketing/communications committee
- vendor committee (develops policies in relation to vendors; provides a forum to receive input and feedback from vendors)
- human resources committee (leads the recruitment and performance review of the market manager; may handle conflict of interest issues)

While most of these committees are self-explanatory, it is important for the board to further define the functions of each committee to avoid confusion and ensure that each committee's work addresses the needs of the market.



5.2 Running Meetings

A successful farmers' market board holds regular meetings to provide effective leadership.

Monthly or bi-monthly meetings will ensure issues and decisions are made on a timely basis and are a very important way for members and vendors to remain informed about how the market is doing. Minutes of all meetings should be distributed to all members, vendors, and sponsors. Some boards post the minutes on the market website. A copy of the approved minutes should also be signed by the Chair and kept in a minutes file.

Many markets use standard parliamentary procedures of conduct and reporting during their meetings. These parliamentary procedures are commonly known as "Roberts Rules," a quick reference to which are included in the Resources section of the BCAFM website.

Alternatively, a market may develop its own rules of order for meetings, for example, by adopting a consensus model for decision-making. Regardless of the meeting style, the President or Chair is responsible for chairing the meeting and applying the rules of order.

35. David Lee, "Creating Effective Leadership Through Better Governance," 2013 BCAFM Strengthening Farmers' Markets Webinar Series, 20, accessed February 3 2015 at <http://www.bcfarmersmarket.org/markets/subpage/2013-strengthening-farmers-markets#Governance>.

36. Ibid, 22.

As for the effectiveness of the meeting, attendees will be more inclined to take the meeting seriously if all of the following factors are taken care of in advance³⁷:

- an agenda;
- communication about the meeting in advance;
- encouragement of participation at the meeting;
- time management at the meeting;
- curbing of conflict when it occurs; and
- a summary of next steps to be taken at the end of the meeting.

It may be helpful to build these expectations into director job descriptions and lists of responsibilities so that everyone is in the habit of adhering to them from the start.

Positive board culture can also help meetings to run smoothly. This can be achieved if board members³⁸:

- pledge to serve the organization;
- prepare to participate in meetings;
- honour each other;
- respect confidentiality;
- avoid conflicts of interest;
- uphold commitments; and
- speak with one voice as a board once decisions are made.

Refer back to *Chapter 2* of this manual for more tips on cultivating a positive board culture.

5.3 Farmers' Market Meetings

Farmers' market meetings generally fall into three different categories:

A) REGULAR BOARD MEETINGS

Regular board meetings allow the board to discuss current policy and market issues. They also provide the board with opportunities to vote on decisions and policies for the market. While voting, board members should³⁹:

- fully understand an issue and its consequences before voting on it;
- vote against spending money or incurring debts if they believe the organization will not be able to pay;
- be sure to record their dissent to any motion in the minutes; and
- keep individual notes if necessary.

Some farmers' markets allow the President or Chair to vote, while with others the President or Chair is only permitted to vote to break a tie. There is no "right" way to handle this issue; rather, the rules will depend on each particular market.

37. Alberta Agriculture and Rural Development, "Board Governance Guidebook", 34.

38. Ibid, 35.

39. Maureen Clark, Lana Li, Brian McRae, Warren Dow, Maureen F. Fitzgerald and Nadene Rehnby, "Volunteers & the Law," 3rd ed., Law Foundation of British Columbia and People's Law School, 2000, 55-56, accessed February 12, 2015 at http://www.publiclegaled.bc.ca/wp-content/uploads/2013/07/English_Volunteers-and-the-law_2000.pdf

B) ANNUAL GENERAL MEETINGS (AGM)

Every market must hold an AGM or be a part of the sponsor's AGM once per year. If your market is a separate, incorporated nonprofit organization, the AGM is an annual requirement to maintain your society status.

Annual general meetings are used to:

- elect new members to the board;
- present a financial statement setting out the organization's income, expenses, assets, and liabilities and approve the budget as presented;
- obtain market member input and have them vote on changes to market bylaws or procedures; and
- discuss future plans for the market.

The timing of your Annual General Meeting is important regarding compliance with the Societies Act. Before you can host your AGM, the board must meet to approve and sign your farmers' market's annual financial report. Once the board approves the financial report, it can decide when to host the AGM. Market members must be given a certain number of days notice for the AGM, depending on what is set out in your bylaws. It is standard for members to be given 14 days notice (excluding the day the notice is sent and the day of the AGM). The newly elected board must meet after the AGM as well and submit an annual report with the Registrar within 30 days of each AGM. Overall, the AGM must take place no later than fifteen months after the last AGM and within six months of the fiscal year end. If, for whatever reason, you cannot host your AGM within these time limits, it is important to ask the Registrar for an extension to avoid any penalties.

C) VENDOR MEETINGS

Vendor meetings provide an opportunity for the board to share information with vendors, discuss proposed changes or developments, and receive feedback. These are optional but are very helpful in ensuring that everyone is on the same page.

No matter the meeting, you should be sure to develop an agenda and let it guide you through the meeting, as this will save you valuable time.

A sample agenda might include:

1. Call to Order
2. Approval of Agenda
3. Approval of Previous Meetings Minutes
4. Officers' Reports: President, Treasurer, Manager, etc.
5. Committee Reports
6. Business Arising from the Minutes, or Old Business
7. New Business
8. Announcements
9. Set Date of Next Meeting
10. Adjournment

It is important to note that agendas shouldn't be the same for each meeting. Changing the agenda helps to liven up meetings and allows for more focus on the most pressing issues.

5.4 Managing the Market

One of the primary duties of your board is to designate volunteers or staff people to focus on the daily operations of the market organization. For most markets, this means hiring and providing direction to a market coordinator or manager.

In theory, the board works closely with staff to assist in development and implementation of long-range plans as well as day-to-day activities. The manager may or may not be a voting member of the board as defined in the bylaws, although allowing the market manager to vote on the board can create a significant conflict of interest and is not recommended. In practice, the level of board involvement for farmers' markets depends on whether it is a 'policy board' or a 'working board,' its relationship to the manager, and the time, assets, and strengths that individual members bring to the board.

Having a strong understanding of each other's roles is critical for a good board-manager relationship. While the manager takes direction and reports to the board as a whole, it is often very helpful for the manager to have a point-person on the board, such as the President or Chair.

A) THE ROLE OF A MARKET COORDINATOR AND MARKET MANAGER

Since one of the responsibilities of the board is staffing, the board will appoint a paid or volunteer market coordinator or manager. As mentioned in Chapter 2, you will usually find a market coordinator working with a 'working board,' because board members act as market volunteers and provide operational oversight in addition to developing strategy and policy. In contrast, you will usually find a market manager



Photo Credit: Brian Harris

working with a 'policy board,' since market managers are given more authority to make decisions on operational matters.

The choice of market staff is very important since they represent the market to the public and vendors. Before hiring staff, board members can create a detailed job description and lay out a system for supervision and performance evaluations (an example of which can be found in the Resources section of the BCAFM website). These systems can be developed so that they reflect the management style the board would like to see run the market.

Ideally, a farmers' market hires a full-time manager who has the expertise to direct all of its operations. This allows for the proper attention and time to be dedicated to market operations and for the market to achieve its full potential. Indeed, the market manager is the most important element in creating a successful farmers' market. Being a manager is a big job: the manager sets the tone for the operation and organization of the market, as well as the standards for the market. A good manager can make or break a market because of how he or she represents the market to the vendors and the public. This will have a big impact on how the community perceives the market as a whole. Markets should therefore develop multiple revenue streams so that they can afford to hire someone with the breadth of experience and talent required of a market manager. Great market managers pay for themselves time and time again in terms of fundraising projects they can be tasked with carrying out.

Overall, a farmers' market manager is a⁴⁰:

- Leader
- Organizer
- Catalyst
- Decision maker
- Analyst
- Communicator
- Networker
- Goal setter
- Evaluator

With all of these roles, you can see how the success of the market hinges on the skills of the manager. The manager, in turn, relies on a well-defined set of rules to manage the affairs of the market.

40. Desmond Jolly, ed., "Farmers Market Management Series, vol. 2, Management Skills" (Davis, CA: UC Small Farm Centre, 2005), 6-19, accessed February 3, 2015 at http://sfp.ucdavis.edu/farmers_market/management2.

B) WORKING TOGETHER: BOARD AND MARKET MANAGER

Both the board and market manager need input from the other to complete their respective tasks. The manager requires direction from the board regarding the priorities of the market, while the board needs information and someone to rely upon for carrying out the day-to-day operations of the market⁴¹.

The following practices can help to keep this working relationship intact and prevent frustrations on both sides⁴²:

- maintaining mutual respect, trust, and support;
- continued, reciprocal communication;
- awareness of differences in personality and work and communication style;
- clarifying mutual expectations; and
- establishing boundaries for roles and responsibilities.

The following table outlines the roles that the board and market manager should ideally play within a market organization.

AREA	BOARD	MARKET MANAGER
Planning	Approves	Input
Day to day operations	No role	Management decisions
Budget	Approves, may develop	May develop, recommends
Purchases	Approves as part of budget	Develops and implements policy, acts within approved budget and maintains an audit trail
Hiring of staff	Hiring of market manager	Hires other staff within an approved budget and policies
Staff assignments	Only for market manager	Establishes within budget, strategic plan and policies
Firing of staff	Only for market manager	Makes final termination decisions for other staff and follows law and market policies
Staff grievances	Non union: complaints process	Policy board: board grievances stop at the CEO; normally, market manager manages conflict resolution policy
Organizational policies	Board of directors approves; Board committee with staff draft policies	Staff may draft policies if committees do not have time to meet
Personnel policies	No role/Approves	Develops and recommends/ implements
Staff salaries	Establish & approve market manager salary budget	Approves other staff salaries within budget
Staff evaluations	Evaluates market manager	Evaluates other staff/may report issues to president of the board
Volunteer evaluations	Evaluates board members	Evaluates other volunteers
Monitoring	Overall organizational well-being	Operational activities

41. BoardSource Staff, "The Handbook of nonprofit Governance", 82.

42. BoardSource Staff, "The Handbook of nonprofit Governance", 82.

Furthermore, it is helpful if board members are familiar with the pressures and issues of a farmers' market so that they have a clear idea of what the manager needs to do his or her job. Board members who are not experienced market people can spend a day with the manager on-site to gain an appreciation of all aspects of being a farmers' market manager.

For information on performance reviews and additional employer duties (especially regarding taxes), consult the Resources section of the BCAFM website.

EXAMPLE: WHEN ROLES ARE CONFUSED

When market managers and board members confuse their roles, the consequences go beyond the working relationship between manager and board.

This became clear for one market when the President of the board, acting as a volunteer at the market, unwittingly gave direction to a market vendor. The vendor asked if he could sell a particular produce item at the market the following season, to which the President replied it would be no problem.

Unfortunately, no one communicated this exchange to the market manager. The vendor proceeded to plant the produce item for the following season. It wasn't until he had shown up at the market with the item that the market manager heard of what had happened. Had the manager handled the vendor's request in the first place, she would have said that the vendor could not bring that produce item because several other vendors at the market were already selling it.

As this example illustrates, it is important for board members to make sure that they defer addressing all operational issues (including requests from vendors about what can be sold at the market) to the manager, who has a strong grasp on how the market runs on market day.

CHAPTER TAKEAWAYS

Committees are helpful for ensuring completion of important work for your farmers' market organization.

Regular board meetings are essential for board members to ensure that governance policies continue to contribute to market success.

Annual General Meetings allow market members to hold board members accountable and stay informed about the market's activities.

The market manager is key to the success of your farmers' market and performs best with appropriate guidelines for his/her performance and clear roles in relation to those of board members.

A good board provides direction, trusts the manager to manage operational tasks, and includes the market manager at board meetings.

Key Resource: *"Running Effective Meetings."* Holden Leadership Centre, University of Oregon. 2009. Accessible at http://leadership.uoregon.edu/resources/exercises_tips/skills/running_effective_meetings.

CHAPTER 6

Growth and Improvement

This chapter will help you to monitor your market organization regularly and determine what ongoing training your board may require. It will also encourage you to think about succession planning for your board.

After laying the groundwork for successful governance, your final step is to engage in ongoing evaluation and improvement and plan for succession to the next round of board members.

6.1 Monitoring and Planning

Once you have your market up and running, it is important that you constantly evaluate and make changes to improve it. Get input from vendors and customers and ask for their recommendations. Keep in mind that once you get feedback, it is important to act on that feedback, even if you cannot make all of the needed changes at once.

Even mature markets need to remain open to new ideas and possibilities. For example, the market may realize that it has too many customers, a waiting list of vendors, and has outgrown the current location site of the market. The market may have begun with a particular goal in mind and now finds that that goal has been reached, or that it is no longer relevant

to the market's situation. In Nova Scotia, one farmers' market board worked for years with its municipality to develop a plan for a permanent building. Now that the building is under construction, the board will have to shift focus and set new goals.

As a market grows, the board and staff need to adapt and make plans for important transitions. While developing transition plans, you should revisit the mission and goals to be sure that the goals are up-to-date and that your market is staying true to its purposes. It may also be important to re-evaluate your market's management structure and see if the following need rewriting:

- Operational rules
- Bylaws
- Fees
- Manager salary
- Manager/board/vendor relations
- Directors' roles and responsibilities

6.2 Board Training

Governance is a vast area. Many board members think that because they've been on many boards that they understand governance, when the opposite is often true.

New and veteran members to your board should receive training. This can include a group orientation session, a mentoring system, and providing each new member with a board orientation manual.⁴³ This will help new board members understand their roles and responsibilities while simultaneously reminding veteran board members of best practices.

Ongoing training for the board is also important, even if membership remains fairly consistent

from year to year. This can include information sessions at board meetings, in-service training and workshops, retreats, external workshops and conferences, books, audiovisual materials, electronic resources, and distance education.⁴⁴ Ongoing training can help remind board members of the board's function and help them to evaluate how effective it has been. Training can also be an effective means of team building and provide members with new skill sets such as planning, financial management, marketing, overseeing legal responsibilities, and policy development.

EXERCISE BOARD MEMBER TRAINING

What kind of training do you think would help you in your role as a board member? How will this help you with your responsibilities? What other training do you think your board could use? How often does your board engage in training?

43. Alberta Agriculture and Rural Development, "Board Governance Guidebook", 23.

44. Ibid, 22.

6.3 Succession Planning

Board members have a limit to the number of years they can serve, based on the bylaws of your market, so it is important to ensure that there is a plan in place for recruiting new board members. Ideally, new members should be elected onto the board each year, so that people rotate on and off of the board continuously. This brings in fresh perspectives while also ensuring that intellectual capital and consistency is not lost when several directors leave at once.

Nonprofit organizations usually outline this process in a Succession Policy. This policy provides a framework for guiding the organization through changes in board members. It usually includes:⁴⁵

- the roles of each board member and external stakeholders in recruiting new board members;
- your organization's philosophy and "best practices" for filling vacancies on the board;
- an understanding of the various skills and aptitudes needed of your board members; and
- your organization's commitment to diversity in recruiting board members (this is especially important for farmers' markets, whose boards are most effective when they bring perspectives from farmers, customers, community, local government, etc.).

Overall, those responsible for recruiting future board members should think strategically and seek to recruit board members with core governance competencies.

EXAMPLE: A BOARD LOSES DIVERSITY

When two farmers' markets melded into one, only so many members could be on the new board, so members from both markets either chose to stay or move on. A number of board members who were farmers no longer had the time to be on the board and so the new board lost an important farmer perspective in the shuffle.

As a result, some of the decisions being made were not sensitive to a farmer's lifestyle. Since none of the new board members were farmers, they did not understand how their decisions might affect farmers who sold items at the market. It soon became clear that in order for the board to be effective, they needed to seek out a farmer perspective, either from new board members or through consultation with market vendors themselves.

45. Tom Adams, "Sustaining Great Leadership: Succession Planning for Nonprofit Organizations," ed. Vincent Hyman, First Nonprofit Foundation, February 2010, 15, accessed February 3 2015 at <http://www.firstnonprofit.org/wp-content/uploads/2014/04/Sustaining-Great-Leadership.pdf>.

CHAPTER TAKEAWAYS

Regular monitoring and improvement is important to keep your market current and relevant to all stakeholders: vendors, customers, and the community.

A successful board can always receive training, since this helps keep board members' skills and knowledge up-to-date.

When planning for board succession, be sure that the skills and expertise on the board remain diverse.

If your board members say they do not need training because they have been on previous boards, be aware that most board members do not know the skills they are missing; training is therefore essential!

Key Resource: McNamara, Carter. "Procedures to Improve Boards." *Free Management Library, Authenticity Consulting, LLC*. Accessible at <http://managementhelp.org/boards/development/proceedures-to-improve.htm>.

CHAPTER 7

Conclusion

Farmers' markets are businesses and community gathering places where people from many different walks of life can interact with each other and communicate about food and other important community issues. Markets are a place where urban dwellers can learn directly from farmers about rural and agricultural issues, and learn about nutrition, new foods, cooking, and the environment. Similarly, they can showcase artisans, prepared food makers, bakers, and other types of producers, all of whom keep unique and important hand-made traditions alive.

Despite their popularity and their many-faceted community benefits, even the most dynamic markets remain fragile institutions. Lack of critical local government and business support, infighting, weak organizational structure, loss of a market site, or rapid turnover of managers and board members can put a market's future in jeopardy quickly.

Many new markets do not get off the ground at all. They fail to generate enough revenue to support a strong farmer-vendor base and a sound management structure, which are both essential for farmers' market success.

Effective board governance is one of the most important factors that determine whether a market will succeed. Boards that provide effective leadership have a clear understanding of the relationship between the board and manager and appreciate the importance of their vendors and their needs. They are also diverse in their representation of vendors, customers, and the community, and understand their roles and responsibilities. Overall, successful farmers' market boards uphold the following governance principles⁴⁶:

CLARITY OF MANDATE

The board has a clearly established mandate.

CLARITY OF AUTHORITY

There is clarity surrounding the degree of authority for the board and staff.

CLEAR SENSE OF PURPOSE

There is a clear sense of the market's purpose as outlined in its mandate, goals, objectives, and strategies.

FULL DISCLOSURE

The board has access to all information necessary for making decisions.

SENSE OF INTEGRATION

The board speaks with one voice.

SOUND RELATIONSHIP BETWEEN THE BOARD AND MARKET MANAGER

This relationship is critical to the running of the market.

INDEPENDENCE OF THE BOARD

The act of governing remains solely the responsibility of the board, unless the market organization is under an umbrella organization.

ORIENTATION AND SUCCESSION PLANNING

The board ensures that new and returning members receive an orientation at the beginning of their terms and develops up-to-date succession plans. An "Exit Survey" can also be useful for capturing the out-going feedback of retiring board members.

ONGOING PERFORMANCE ASSESSMENT

Methods are in place to ensure performance assessments for board members and the market manager.

46. Alberta Agriculture and Rural Development, "Board Governance Guidebook", 7.

Boards should also develop and update the following documents as needed:

DOCUMENT	DESCRIPTION
Board Manual	Manual for each board member detailing the organization's goals and role of board members
Constitution & Bylaws	(Legal) rules to which the organization must adhere
Vision & Mission Statement	Outline the ultimate purpose of the farmers' market organization
Charter of the Board of Directors	Outlines rules for board members to follow
Decision-Making Policy	Details who is involved in making which decisions and in what capacity
Conflict Resolution Policy	Explains how conflicts are to be managed within the organization as well as with vendors and members of the public
Conflict of Interest Policy	Details how to avoid and deal with conflicts of interest for board members and staff
Human Resources Policy	Details hiring processes for market staff and whether or not staff members will be considered employees or independent contractors
Strategic Plan	Outlines how the market organization will reach its goals
Budget	Outlines how the organization's money will be spent
Financial Statements	Provides a overview of where the organization stands financially; important for board meetings and the AGM
Succession Plan	Outlines how board members (and potentially staff) will be replaced once they step down or their terms are up

Being a farmers' market board member can be challenging, but it can also be inspiring as you see your market grow and serve the needs of your local farmers, vendors, and community. It does not have to be a difficult job. You just have to understand it.

CHAPTER 8

Appendices

8.1 Policy Template

POLICY TITLE	
INTENT OF POLICY	
CLAUSES	
POLICY DATE	
RECORD OF CHANGE	Date of Change: Why?
WHO IS OBLIGATED TO FOLLOW THIS POLICY?	
WHO IS RESPONSIBLE FOR IMPLEMENTING THIS POLICY?	
WHO CAN CHANGE IT AND HOW?	

8.2 Strategic Planning: Readiness Assessment for Non-Profit Organizations

Criterion	Current Status (1 = completely disagree; 10 = completely agree)									
	1	2	3	4	5	6	7	8	9	10
Our organization has a relatively stable team of employees or volunteers.										
Our team has indicated a preference for having a clear road map of where we're going as opposed to enjoying the process of 'winging it'.										
Our organization is not currently facing any urgent crises that could derail the benefits of long-term planning.										
Our organization is in a good position to meet its short term financial commitments.										
Each team member has personally committed the time required to complete a strategic plan.										
We believe we possess (or have access too) the skills necessary for effective strategic planning (tools, facilitators, etc.).										
We're going through strategic planning because we really want to, not because a funder told us we have to.										
There is a clear and present need to undergo strategic planning right now.										
Our team has unanimous agreement about what we hope to accomplish during a strategic planning process (the terms are well defined).										
Our organization has lots of opportunities but we're having trouble deciding which ones make sense to pursue.										
Our organization's goals and strategies aren't especially well-defined right now.										
We have a good mixture of big picture thinkers and detail oriented people on our planning team.										
Roles and responsibilities are not clearly defined in our organization right now.										
It has been a fair amount of time since we have asked our stakeholders (clients, partners, funders, etc.) what they would like to see from our organization.										
Our organization currently lacks the necessary systems to measure progress and results.										
We seem to be working hard but sometimes find ourselves (and our organization) spinning around in circles.										
Undergoing an in-depth planning process right now would not put our organization at risk of missing important opportunities, alienating clients, or falling short on projects.										
We are not considering strategic planning simply as a 'stall tactic' or as a means of deferring action.										
We want to control our organization, not have of our organization control us.										

CHAPTER 9

General Resources

9.1 Governance Tools

- McNamara, Carter. "All About Boards of Directors (For-Profit and Nonprofit)." Free Management Library. Accessible at <http://managementhelp.org/boards/index.htm#anchor133574>
- Broder, Peter and Norah McClintock, Ed. "Primer for Directors of Not-for-Profit Corporations." Industry Canada, 2002. Accessible at http://www.ic.gc.ca/eic/site/cilp-pdci.nsf/eng/h_cl00688.html

9.2 National and Provincial Sites

- BC Association of Farmers' Markets:
<http://www.bcfarmersmarket.org>
- Alberta Farmers' Market Association:
<http://www.albertamarkets.com>
- Saskatchewan Farmers' Market Co-op:
<http://www.saskfarmersmarket.com>
- Farmers' Market Association of Manitoba Co-op Inc.:
<http://www.manitobafarmersmarkets.ca>
- Farmers' Markets Ontario:
<http://www.farmersmarketsontario.com>
- Farmers' Market Cooperative Nova Scotia: <http://farmersmarketsnovascotia.com>

9.3 Available Farmers' Market or Association Manuals

- "Farmers' Market Manager and Vendor Resources." Alberta Agriculture and Forestry. Last modified October 18, 2013. Accessible at [http://www1.agric.gov.ab.ca/\\$department/deptdocs.nsf/all/explore14623](http://www1.agric.gov.ab.ca/$department/deptdocs.nsf/all/explore14623)
- Desmond Jolly, Ed. "The Farmers Market Management Series: Starting a New Farmers Market". Davis, CA: UC Small Farm Centre, 2005. Accessible at http://sfc.ucdavis.edu/farmers_market/management1/
- Ostrom, Marcia and Lyons, Zachary D. Lyons. "Washington State Farmers Market Manual". 2012. Accessible at <http://agr.wa.gov/Marketing/SmallFarm/docs/FMM1.pdf>

9.4 Farmers' Markets General Reference Sites

- BC Association of Farmers' Markets Resources: <http://www.bcfarmersmarket.org/resources>
- Farmers' Market Coalition Resources: http://www.farmersmarketcoalition.org/resources/resource-library/?cat_id=4

