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The Role of the Supervisory Board in Finnish Cooperatives

El papel del consejo de supervisión en las cooperativas finlandesas

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Contents: 1. Introduction.—2. Governance models of a firm.—3. Supervisory board in the governance of cooperatives.—4. Supervisory board in Finnish cooperative legislation.—5. Facts on supervisory board in different types of cooperative firms in Finland.—6. Ongoing discussion on the role of the supervisory board.—7. Case: role of the supervisory boards in the election of the board of directors.—8. Results and discussion.—9. Concluding remarks.—Appendix.—References.

Contenidos: 1. Introducción.—2. Modelos de gobierno de una empresa.—3. El Consejo de vigilancia en el gobierno de las cooperativas.—4. El Consejo de vigilancia en la legislación cooperativa finlandesa.—5. El Consejo de vigilancia en diferentes tipos de empresas cooperativas en Finlandia.—6. Discusión sobre el papel del Consejo de vigilancia.—7. Caso: El papel del Consejo de vigilancia en la elección de la Junta directiva.—8. Resultados y discusión.—9. Observaciones finales.—Apéndice.—Referencias.

Abstract: Research on the supervisory boards of cooperatives has been scarce considering their prevalence, especially in continental Europe. The supervisory board is a voluntary body under Finnish conditions and consists exclusively of members' representatives. According to the cooperative law, the task of the supervisory board is to supervise the board and management. Based on the results of this article, the role of the supervisory board is changing in a more dynamic direction, which includes sparring with the board, taking care of the ownership strategy and developing interaction

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with the membership. Hence, it would fulfill not only the conformance role of the governance towards the membership but support the performance role of the board. This new role would require re-assessment of the selection criteria for the members of the supervisory board, not merely from a representational perspective, but also from the perspective of competence adequacy. The supervisory board and its chairperson are significant users of the power based on their formal position in preparing and electing directors. They also use the informal power in interaction with the board and its chairperson.

Keywords: supervisory board, governance, conformance, performance.

Resumen: La investigación sobre los consejos de supervisión de las cooperativas ha sido escasa teniendo en cuenta su prevalencia, especialmente en Europa continental. El consejo de supervisión es un organismo voluntario en las condiciones finlandesas y está formado exclusivamente por representantes de los miembros. Según la ley de cooperativas, la tarea del consejo de supervisión es supervisar a la junta directiva y a la dirección. Según los resultados de este artículo, el papel del consejo de supervisión está cambiando en una dirección más dinámica, que incluye el enfrentamiento con el consejo, el cuidado de la estrategia de propiedad y el desarrollo de la interacción con los miembros. Por lo tanto, cumpliría no sólo la función de conformidad de la gobernanza con los miembros, sino que también apoyaría la función de desempeño de la junta. Este nuevo papel requeriría una reevaluación de los criterios de selección de los miembros del consejo de supervisión, no sólo desde una perspectiva representativa, sino también desde la perspectiva de la adecuación de las competencias. El consejo de supervisión y su presidente son usuarios importantes del poder en función de su posición formal en la preparación y elección de directores. También utilizan el poder informal en interacción con la junta y su presidente

Palabras clave: consejo de supervisión, gobernanza, conformidad, desempeño.

1. Introduction

The supervisory board (SB) of the cooperative is a governing body that occurs especially in continental Europe (Bijman *et al.*, 2014). Based on the literature, in Germany and the Netherlands, for example, the SB is ordinary. SBs are also met in Irish co-operative banks (Byrne *et al.* 2007). In the Anglo-American countries, however, the SB is generally rare and little known. In Finland, the SB is common in co-operatives, while it has largely disappeared from the limited liability companies in the 21st century. There are SBs in both large and medium-sized cooperatives, only the smallest ones lack them. SBs exist in many industries: in cooperatives of agricultural producers and forest owners, in consumer and banking cooperatives, in mutual insurance companies and, for instance, in new types of investment cooperatives.

The governance of a firm is shaped by two different types of goals: the need to maximize the firm's performance and simultaneously to conform its operation to the owners' expectations (Tricker, 2015). Conformance means that the organization behaves in an accountable and prudent manner, which means that its task is to safeguard the owner's interests (Cornforth (2004). In cooperatives, it comprises ways to maintain democratic decision-making and control, returning value to the members and thus, ensuring the interests of the members-as-users and the board's controlling role (Bijman *et al.*, 2013; Österberg & Nilsson, 2009). Performance means overall or financial performance of the firm (e.g. Yamori *et al.*). In the unitary (*one-tier*) board model, both the goals—performance and conformance—are also obligations of the board of directors (BOD). In the *two-tier* model, which includes the BOD and the SB, the tasks are separated: the BOD distinctively and primarily assumes the performance role, while the SB fulfills the conformance role (Tricker, 2015). In the Anglo-American countries, a one-tier governance model is preferred, with the company's BOD at the center.

Along with the emergence of modern corporate governance codes, the significance of the SB has been questioned by claiming that the presence of independent directors on the BOD better fulfills some of its tasks in the governance. However, in cooperatives the function of the SB is, in addition to its conformance role towards the membership, to oversee the BOD and the entire performance of the cooperative. Compared to investor-owned firms (IOFs), which are profit-driven and owned by shareholders, cooperatives are member-driven and democratically governed (Baltaca & Mavrenko, 2009; Diaz-Foncea & Marcuello, 2013). Their ownership is collective, and patron-members

participate in decision-making concerning their vertically integrated enterprise through democratically elected councils and bodies. Depending on applicable legislation across countries, the SBs in cooperatives are assumed to use power in the nomination, election and control of the BOD.

There is very little academic research on the role of the SB in the cooperative governance literature (Huhtala *et al.* 2016). The purpose of this article, in addition to giving a picture of the duties of the SB in the Finnish context, is *to examine what its role is between two influencing forces, to take care of the fulfillment of the expectations of the members of the cooperative, and at the same time to ensure by means of supervision that the cooperative's board and management perform their duties.* The observations of this article are firstly based on the data, experience and knowledge of Pellervo Coop Center, the central organization of cooperatives in Finland and the work with its member cooperatives in Finland. Secondly, the results have utilized the author's personal interviews with some twenty chairpersons of Pellervo's member cooperatives.

2. Governance models of a firm

The governance models can overall be divided into two types: the unitary board model and the two-tier model (Tricker, 2015). The unitary board model (also called the one-tier model) has its roots in the Anglo-Saxon tradition. It comprises a general meeting which elects the BOD. The two-tier model stems from the German juridical tradition (Lekvall 2014). Its special feature is the SB, which monitors the BOD. In these two models, the roles of the governing bodies differ in some respects. In the unitary model the BOD needs to fulfill both the performance role and the conformance role, while in the two-tier model the BOD distinctively and primarily assumes the performance role while the supervisory board fulfills the conformance role.

The basic one-tier governance model of a firm comprises two levels: the General Assembly/General Meeting (GA) and the BOD. The GA has control over decisions, i.e. ratification and monitoring, while the BOD takes responsibility for decision management, such as initiation and implementation. Lekvall (2014) states how the two-tier model (*Figure 1*) used in the Continental European countries draws a strict line between the SB with exclusive oversight and controlling functions and the management board vested with virtually

all executive powers, which means that no individual can serve on both bodies simultaneously. The one-tier model (*Figure 1*), where the supervisory/control and executive functions are combined in the BOD, is clearly different. Lekvall also recognized a third, the Nordic model (*Figure 1*), which is distinctly different from both other models, first by not having a SB, and second by making a distinction between the non-executive board and the executive management function.

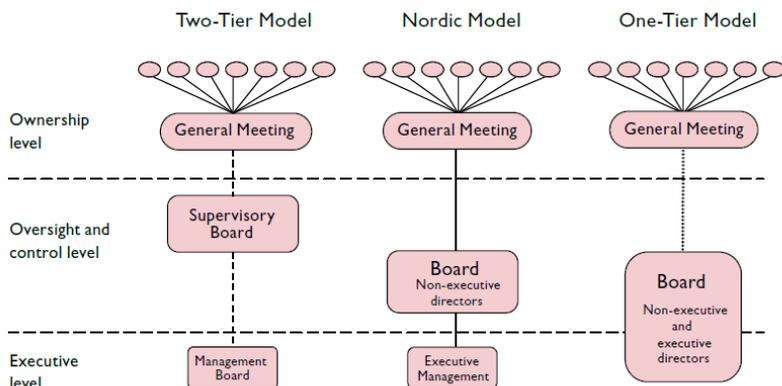


Figure 1

The two-tier, Nordic and one-tier governance models (Lekvall, 2014)

In cooperatives, a member council (also called council of delegates) may be optional to the GA. Where the law provides for the establishment of a member council, it carries out the control function in the interest of the members (Henrÿ 2012). Hence, it is exclusively composed of members of the cooperative. In this sense, it may be described as a permanently sitting mini-GA. Bijman *et al.* (2014) present a model including the member council (*Figure 2*) which they call "the extended traditional model of internal governance of cooperatives".

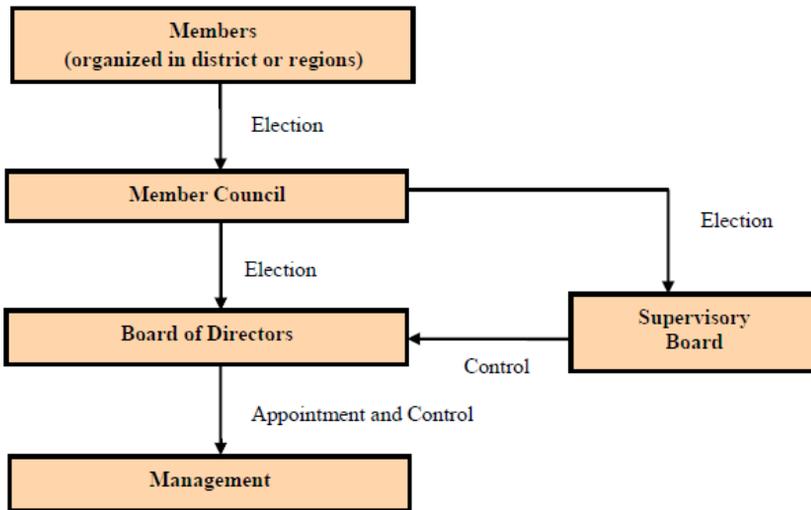


Figure 2

The extended traditional model of internal governance of cooperatives (Bijman *et al.* 2014)

3. Supervisory board in the governance of cooperatives

As regards the legislation on SBs, SBs are not mandatory unless otherwise specified in cooperative acts or bylaws. In Europe, the SB traditionally consists exclusively of members of the cooperative, but recently some countries have allowed non-member (expert) participation in the SB (Chaddad & Iliopoulos 2013). In Brazil, as in Europe, the main role of the SB is to monitor the cooperative BOD and management with a particular focus on internal auditing. Cooperatives may have two types of SB, depending on the legislation (*Figure 3*). In some countries it is called the supervisory committee (b) and in some others the SB (a) (Bijman *et al.*, 2014; Henry, 2012). The difference between them is that a) the SB both elects and monitors the BOD, while b) the supervisory committee only supervises/possibly audits the BOD whereas BOD election belongs to the GA.

The above two-tier board model provides for a formal separation of directors who operate in separate boards with their own specific roles (Bezemer *et al.* 2012). Executive directors are responsible for the day-to-day operation of the firm, and the SB is responsible for the su-

pervision of management and for providing advice and counseling to executives and possibly also for the election of the BOD. SB chairs have become increasingly involved in both their control and service roles, spending more time on boards and committees, and thus have become more active on the forefront of corporate governance discussion. Bezeemer et al (2012) state that the SB chair may have become subject to changing role expectations.

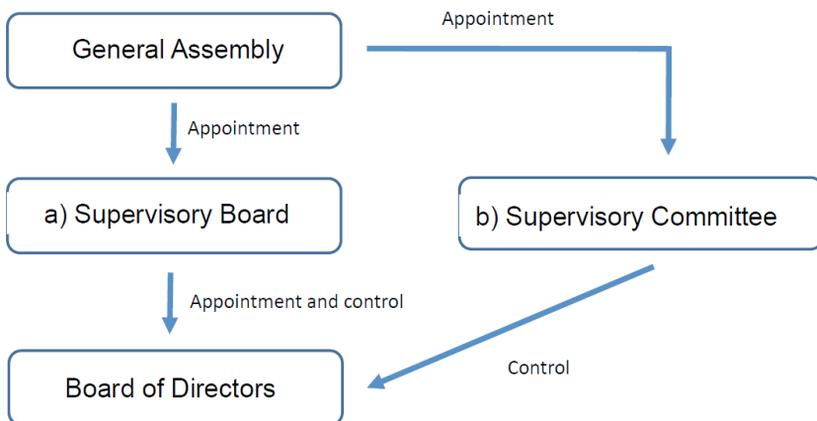


Figure 3

Supervisory committee model of the governance structure in cooperatives (developed by the author, based on Bijman *et al.*, 2014)

4. Supervisory board in Finnish cooperative legislation

Finland's current cooperative law is from 2014, but the 1954 law already identified the SB with this name. Finland's first cooperative law is from 1901. Although it does not mention the SB by name, the law refers to limited liability company legislation, where the SB is mentioned. Thus, the SB can be considered as the governing body of a cooperative that has been established since the early days of Finnish cooperative activity, which follows the continental European two-tier model (*Figure 1*).

According to the Finnish Cooperatives Act, the SB's most important task is the supervision of the BOD and executive management. It follows from this, consistent with what was explained in the previous chapter, that the members of the SB cannot be members of the BOD

at the same time, nor vice versa. In addition, the SB may issue instructions to the BOD regarding matters that are extensive or significant in terms of principle. The SB must be regulated in the byelaws.

The cooperative's byelaws may also stipulate that the SB elects the cooperative's BOD, the CEO and other senior management. In practice, in all Finnish cooperatives with a SB, the SB elects the board members. It follows that it also has the power to dismiss the members of the BOD. There is some variation in the selection of the managing director, so that in some cooperatives the BOD appoints the managing director. The byelaws can also stipulate that the SB decides on matters concerning a significant reduction or expansion of the cooperative's operations or a substantial change in the cooperative's organization. In the byelaws, other individual tasks that fall under the BOD's general authority can also be transferred to the SB.

However, tasks related to the cooperative's ongoing administration, accounting and financial management that are part of the BOD's duties cannot be transferred to the SB. Nor can the byelaws limit the right of the BOD, its members or the CEO to represent the cooperative.

The SB must have as a minimum three members. The chairperson of the SB is elected by the SB, if it has not been decided otherwise when selecting the SB or in the byelaws. The role of the chairperson of the SB in relation to the board varies in different types of cooperatives. This question will be returned to in chapter 5 of the article.

5. Facts on supervisory board in different types of cooperative firms in Finland

In this context, we use the term "cooperative firm", by which we mean not only cooperatives legally, but also firms mainly owned by them as well as mutual insurance companies. In Finland, in the meat and forestry sector, cooperatives have established stock companies in the 1990s, to which the cooperatives' operations were transferred either completely or partially. However, the cooperatives have control over them, so it is justified to examine the SBs of these firms as well. In Finland, mutual insurance companies have their own legislation, separate from cooperatives. However, both internationally and in Finnish practice, these companies are considered cooperative firms.

The following table describes the most important cooperative firms in Finland and their governance practices in the aspects related to SBs. The term "producer cooperative" is used as a synonym to "agricultural cooperative" in this paper.

Table 1
**Facts about governance practices in different types
of cooperative firms in Finland**

	Producer cooperatives	Public limited companies owned by cooperatives	Consumer cooperatives (S-Group)	Cooperative banks (OP, POP)	Insurance companies (Local Tapiola)
Generality of the SB	Ca. 60%	Metsä Group (forest): yes Atria plc (meat): yes HkScan plc (meat): no	100%	100%	100%
SB chair attends BOD meetings	Always	Seldom	Always	Only at the request of the BOD	Always
CEO as BOD member	Under 50%	0%	90%	100%	0%
CEO duality *)	0%	0%	90%	0%	0%

*) CEO duality refers to practice where the CEO functions as the chairperson of the BOD in that same company.

It is noteworthy that the SB appears in almost all significant Finnish cooperative firms (*Table 1*). 100% presence is in consumer cooperatives, cooperative banks and mutual insurance companies. SBs also emerge in listed companies owned by cooperatives, although not all of them. In producer cooperatives, the situation varies: most of them have SBs but some of them prefer a model that has only a member council and a board of directors.

The participation of the chairperson of SB in board meetings varies. In producer and consumer cooperatives and mutual insurance companies, he or she always participates in board meetings with a right to speak, while in cooperative banks he or she only participates when specifically requested by the BOD. This has an impact on the power position of the chairperson of the SB, which we will return to later in this article.

The membership of the CEO on the BOD varies greatly between different types of cooperatives. In cooperative firms which are public listed companies and in mutual insurance companies, he or she is not a board member. In cooperative banks, the CEO is always a member of the board, but never its chairperson. In producer cooperatives, the trend has been that the CEO is increasingly less often a member of the

board. The complete exception are S Group consumer cooperatives, where the CEO is not only a member of the board, but almost in all the cooperatives the chairperson of the board.

6. Ongoing discussion on the role of the supervisory board

As previously stated, the task of the SB laid down in the law is to supervise the cooperative's board and management. In Finland, there has been a discussion about other possible roles of the SB in various contexts, for example in the seminars and trainings of Pellervo Coop Center. The background is the idea that if the role of the SB only focusses on ex-post monitoring such as meeting reports, its task can remain quite passive. Additionally, a discussion has arisen about the dynamic role of the SB. It means acting as a sparring body of the board's policies, taking care of the ownership strategy, and implementing the owner control of the cooperative. To be able to develop in this direction, the SB should be more active than acting as a mere supervisor. Such a renewing role would require new thinking from SBs. Firstly, in the selection of members of the SB, in addition to representativeness, the sufficient competencies of the candidates should be increasingly assessed, for example business understanding, owner strategic thinking and communication skills. Secondly, the interaction between the SB and the BOD should be developed, however, in such a way that the integrity of the SB as the supervisor of the BOD is not threatened. Thirdly, the interaction between the SB and the member council should be developed. There are good experiences with this kind of activity, for example, through the fact that the BOD, the SB and the member council hold joint workshops from time to time, where the strategic issues are discussed from member-owners' perspective and the views are connected to the cooperative's business strategy, which is primarily the responsibility of the BOD. The work of the SB nomination committee also becomes more important when it prepares the board members' elections.

7. Case: role of the supervisory boards in the election of the board of directors

a. Context

There are a total of 32 producer cooperatives in Finland, half of which are quite small. We included in our series the 11 largest producer cooperatives of Finland having a SB. The measure of size was the

number of members. Divided by sector, there were four meat cooperatives, five dairy cooperatives and two other cooperatives, (forest, egg) in the series (*Table 2*). The data on this period were comprehensively available and consistent. The key figures of these cooperatives are presented in the *Appendix*. This data consists of producer cooperatives that are legally cooperatives. The data does not include limited liability companies owned by cooperatives.

Table 2
Division of the cooperatives in the date by sector

1. Meat cooperatives	2. Dairy cooperatives	3. Other cooperatives
Lihakunta	Länsi-Maito	Munakunta (egg)
Itikka	Satamaito	Metsäliitto (forest)
LSO	Hämeenlinnan osuusmeijeri	
Österbottens Kött	Maitomaa	
	Maitokolmio	

The results of this case have been previously presented in a conference publication of Huhtala & Jussila (2019).

b. *Methodology and data*

The aim was to analyze how the SB uses power in the selection of the board of directors in Finnish producer cooperatives. Twenty-two persons were interviewed: the chairpersons of the BODs (11 people) and the chairpersons of the SBs (11 people). The interviews constituted our data. We used content analysis (Crabtree & Miller, 1992) to analyze the data. Our analysis started with close reading of the interviews and adoption of the informants' views, which allowed us to create the 1st order concepts (Gioia *et al.*, 2013; Langley, 1999; Lincoln & Guba, 1985; Locke & Golden-Biddle, 1997). Next, we started looking for similarities and differences between the concepts and created seven 2nd order categories (*Table 3*). Abduction was used for interpretation. This means that existing theoretical ideas were linked with insights from our data, and these ideas contributed to a meaningful story of the phenomenon under study. Along the lines of Gioia *et al.* (2012), we then further filtered the emergent 2nd order categories into two aggregate themes, which together formed our data structure.

Table 3

Development of the data structure from 1st order concepts through 2nd order categories to aggregate themes

1 st Order Concepts	2 nd Order Categories	Themes
<p>1. The member council has elected the supervisory board (SB), and they have the authority and responsibility in this matter.</p> <p>2. The SB should be maximally representative of the regions.</p>	SB's mandate	
<p>3. The SB supervises the activities of the BOD.</p> <p>4. The SB has an informal duty to serve as a filter between the member council and the BOD.</p> <p>5. The SB has a significant role in the selection of the BOD.</p> <p>6. The SB brings an element of stability to the election of board members.</p> <p>7. The SB elects the board directors with or without preceding proposals by the presenting committee.</p>	SB's authority and role	
<p>8. The chair of the SB has an authoritative role. Before elections s/he conducts discussions with the producer-members and within the cooperative.</p> <p>9. The SB chair is primarily responsible for the composition of the board, because s/he represents the group responsible for the election of board directors.</p> <p>10. The SB chair wants to influence matters but does it through cooperation, avoiding partiality towards any specific BOD issues.</p> <p>11. The SB chair has a right to speak in BOD meetings but no right to vote.</p>	Authority and role of the chair of the SB	FORMAL POSITION-BASED AUTHORITY
<p>12. The nomination committee consists of the SB chairs, other SB members and possible representatives of the member council.</p> <p>13. A member of the BOD serves as an expert member in the nomination committee.</p> <p>14. The nomination committee screens and interviews the possible candidates for BOD membership.</p> <p>15. The committee's proposal is not binding on the SB.</p> <p>16. The chair of the committee has a more authoritative role than the other members.</p>	Composition and authority of the nomination committee	

1 st Order Concepts	2 nd Order Categories	Themes
17. The chairs of the SB and BOD outline the principles for further action. 18. The SB chair has a right to speak on BOD meetings, which may be controversial because the SB is responsible for supervising the BOD.	Cooperation between the SB and the BOD	
19. The members attending regional meetings may discuss informally the BOD members, but any decisions are made by the SB. 20. The SB must have good grounds for turning down a regional proposal. 21. The SB chair has an important role in keeping the governance well aligned.	Power of the regions	INFORMAL POWER
22. The BOD chair should have some say on who are elected to the board. 23. The members of the BOD discuss the election. 24. The BOD should not override the SB. When the SB asks for information, the BOD must provide it.	Power of the BOD	

c. *Theoretical approach*

The theory on social power was implemented to interpret the empirical results presented in chapter 7.b. (French & Raven, 1959). According to the theory, the most common types of social power in organizations are (1) reward power, (2) coercive power, (3) legitimate power, (4) referent power and (5) expert power. Reward power is power based on an ability to reward, whereas coercive power implies that one is forced to do something. Legitimate power is based on an elected or appointed position of authority, whereas referent power is based on an ability to administer to someone a sense of personal acceptance. Expert power is based on a person's skill or knowledge. Raven (1965) added informational power (6), which results from a person's ability to control the information. In the models of French & Raven (1959) and Raven (1965) the sources of power can be divided into (a) positional sources (legitimate, reward, coercive and informational power) and (b) personal sources (expert and referent power). As an example, electoral mandates, so-

cial hierarchies, cultural norms, and organizational structures are examples of legitimate power. This type of power, however, can be unpredictable and unstable because it depends on the person's position. An example of referent power is a shared personal connection or shared belief between the influencing agent and the target with the intention of positively correlated actions of the target (Raven & Bertram 1992).

8. Results and discussion

The manner how the SB uses power in Finnish producer cooperatives include several features of *formal position-based authority*. This is linked with the power of positional sources (French & Raven, 1959; Raven, 1965). The mandate of the SB stems from the fact that either the GA or the member council elects the SB and the election is based on the cooperative legislation. The SB in Finland has an authority in appointing and dismissing the BOD which can be described as coercive power in the terminology of French & Raven (1959). The SB has a role in supervising the activities of the BOD, and thus, has legitimate power over the BOD. The SB chairperson is the most central person in the governance in making sure that right people are appointed to all positions, in discussing with the BOD and in functioning as a unifying person. In these roles, the chairperson is using legitimate power, acting as authority. Bezemer *et al.* (2012) found that SB chairpersons have become increasingly involved in both their control role for the membership as well as the service role towards the BOD. This emerging role where they are spending more time on boards and committees means that they have become more active in governance discussion. Our findings among Finnish producer cooperatives support an increasingly strong and a changing role of SB chairpersons. The power of nomination committee is legitimate power because the committee has received its mandate from the SB. Its positional power is formally well defined and is limited to proposing candidates to the BOD whereas the SB makes the actual decision on the BOD members. On the other hand, the nomination committee has much informational power because it screens, analyzes and even interviews BOD candidates. This is positive whenever the committee strives to find best possible candidates who fit in the cooperative's need. The power may also cause confusion if the committee begins to make its own agenda and take over such power that does not belong to it.

Informal power occurs in many contexts related to the activities of the SB and this is linked with the power of personal sources (French & Raven, 1959; Raven, 1965). Our findings disclose an intensive collaboration and interaction between the SB and the BOD. This happens in practice mainly between the chairpersons of the respective governance bodies. The SB chairperson not only has legitimate power but also personal expert and referent power. Though the BOD and its chairperson do not have positional power in the election of BOD members they also have remarkable expert and referent power. BOD chairperson is a central expert how he/she is heard by the SB or by the nomination committee of the needs experienced on the BOD. Other BOD members may also be asked about the work of the BOD or about candidates. BOD and its chairperson also have referent power which becomes visible through shared personal connections and shared belief between the BOD and the SB with the intention to achieve the best possible result in the election of the BOD. The power of the regions represents one form of informal power. The regions do not have any law-based role in the selection of directors but instead, depending on the cooperative, they can play a significant informal role in proposing board candidates. In some cooperatives, the role is so strong that the board members elector, the SB, usually does not deviate from the region's proposal. Balancing this issue may require good leadership skills from the chairperson of the SB.

The coercive and legitimate power of the SB is in line with Tricker's (2015) notion that the SB fulfills the conformance role in the governance of a firm. Additionally, our finding is equivalent with cooperative scholars' (The International Cooperative Governance Symposium, 2013, p. 9) statement that the cooperative governance is characterized by democratic member control. In Finnish cooperatives, all SB members are members of the respective cooperative. The SB's power aspect is identical to Dunn (1988) who defines the user-control in cooperative meaning that those who control the cooperative are those who use the cooperative. Hansmann (1999) reminds how strong direct member control is far more important in a cooperative than it is in an investor-owned firm. However, it is important to remember that the legislation on SBs varies from country to country as concerns the legal mandate of SBs. In some countries, the SB solely monitors the BOD while in some other countries it also appoints and dismisses the BOD (Chaddad & Iliopoulos 2013; Bijman *et al.*, 2014; Henry, 2012). Although SB's primary task is not to have a responsibility for the cooperative's performance, which belongs to the BOD, it can help the BOD

and management with its activities. Adequate and continuous supervision not only afterwards but also in real time helps in this task. In many cooperatives, the regular presence of the chairperson of the SB at board meetings supports this issue. In consumer cooperatives, this role is especially emphasized, because the managing director is usually the chairperson of the board.

Our results regarding the producer cooperatives in Finland indicate that the SB and its chairperson have power and they use it. SBs seem to have a distinct conformance role towards the membership. There are also indications that the interaction between the SB and the BOD is regular, which provides an opportunity to support the BOD and management in their duties. This is explained by the fact that members' interest is related to their production activity as enterprises in their own right (ILO, 2018). Therefore, the so-called ownership control is reflected in the activities of the SBs. This is not necessarily the case in other types of cooperatives, for example consumer or user cooperatives. A recent study by Puusa & Saastamoinen (2023) brings up the SB's incomplete understanding of its tasks and role in relation to the member council and the BOD. Several members of the SB failed to define, for example, what matters are decided by the member council, and they also recognized the duties and the role of the BOD in differing ways. The authors addressed a concern that the unclear roles and duties of the governing bodies concentrate power and weaken democracy and called for an inclusive organizational culture.

9. Concluding remarks

At the turn of the millennium, the SB was unpopular in Finnish companies, and its importance was also questioned in cooperatives. Finnish legislation gives the SB of cooperatives quite a lot of power. In addition, the SB can, on its own initiative, take an active role in the development of ownership in cooperatives by, for instance, activating member participation and by acting a communicative link between the BOD and the membership. Recently, some Finnish cooperatives have become interested in a more dynamic role than the current praxis in SBs. Thus, unused potential can be seen in the SBs of cooperatives. The research on SBs should be promoted in different countries, contexts and branches of cooperatives.

Appendix

Key figures of the series sorted by the number of members in 2014

Name of co-operative	Business sector	Turnover 1000 €	Balance sheet 1000 €	Members
Metsäliitto	Forest	1702000	2588000	121941
Lihakunta	Meat	97	76049	3190
Itikka	Meat	2705	155258	1729
LSO	Meat	0	94510	1298
Länsi-Maito	Dairy	101794	47379	748
Österbottens Kött	Meat	13130	16398	387
Satamaito	Dairy	46292	19153	213
Hämeenlinnan osuusmeijeri	Dairy	69452	19514	154
Munakunta	Egg	33108	12659	148
Maitomaa	Dairy	54515	14232	127
Maitokolmio	Dairy	42280	15387	121
TOTAL		2065373	3048539	130056

References

- BALTACA, B., MAVRENKO, T. (2009). Financial Cooperation as a Low-cost Tool or Effective Microfinancing. *Journal of Business Management*. ISSN 1691-5348, pp. 56-64.
- BEZEMER, P.-J., PEIJ, S., MAASSEN, G., VAN HALDER, H. (2012). The changing role of the supervisory board chairman: the case of the Netherlands (1997-2007). *Journal of Management & Governance*.
- BIJMAN, J., HENDRIKSE, G. & VAN OIJEN, A. (2013). Accommodating two worlds in one organisation: Changing board models in agricultural cooperatives. *Managerial and Decision Economics* 34:3-5, 204-217.
- BIJMAN, J., HANISCH, M., VAN DER SANGEN, G. (2014). Shifting control? The changes of internal governance in agricultural cooperatives in the EU. *Annals of Public and Cooperative Economics*, 85:4, 641-661.
- BYRNE, N., MCCARTHY, O., WARD, M. (2007). An alternative approach to oversight: the case of the supervisory committee in Irish credit unions. *International Journal of Co-operative Management*, 3:2.
- CHADDAD, F., ILIOPOULOS, C. (2013). Control Rights, Governance, and the Costs of Ownership. *Agribusiness - An International Journal*.
- DIAZ-FONCEA, M., MARCUELLO, C. (2013). Entrepreneurs and the context of co-operative organizations: A definition of co-operative entrepreneur. *Canadian Journal of Administrative Sciences*, 30:4.

- DUNN, J. (1988). Basic cooperative principles and their relationship to selected practices. *Journal of Cooperation*, 3, 83-93.
- HANSMANN, H. (1999). Cooperative Firms in Theory and Practice. *Liiketaloudellinen Aikakauskirja*, 4, 387-403.
- HENRÝ, H. (2012). Guidelines for Cooperative Legislation third revised edition. *Third Edition. ILO*.
- HUHTALA, K., JUSSILA, I. (2019). Supervisory Board in the Governance of Cooperatives: Disclosing Power Elements in the Selection of Directors. *World Academy of Science, Engineering and Technology. International Journal of Economics and Management Engineering:13:5*.
- HUHTALA, K., TUOMINEN, P., TUOMINEN, T. (2016, September 15-16). Election of board members in cooperatives: A review on cooperative governance vis-à-vis corporate governance. In *Proceedings of the 11th European Conference on Innovation and Entrepreneurship*.
- ILO (2018). Guidelines concerning statistics of cooperatives. *Department of Statistics. ICLS/20/2018/Guidelines 20th International Conference of Labour Statisticians Geneva*.
- LEKVALL, P. (2014). The Nordic Corporate Governance Model. *SNS Förlag*.
- The International Cooperative Governance Symposium (2013). https://smu.ca/webfiles/Report_InternationalSymposium_CooperativeGovernance-2013_SSBSMU_Web.pdf
- TRICKER, B. (2015). Corporate governance: Principles, policies, and practices. *Oxford University Press*.
- YAMORI, N., HARIMAYA, K. & TOMIMURA, K. (2017). Corporate governance structure and efficiencies of cooperative banks. *International Journal of Finance and Economics* 22:4, 368-378.
- ÖSTERBERG, P. & NILSSON, J. (2009). Members' Perception of Their Participation in the Governance of Cooperatives: The Key to Trust and Commitment in Agricultural Cooperatives. *Agribusiness* 25:2, 181-197.