

# MICHAEL DROKE

## CANDIDATE STATEMENT

I have been a member of and working for cooperatives for over 15 years. I am the author of *Cooperative Business Law*, now in its third edition. I would be delighted to continue my efforts furthering cooperatives by participation on the NCBA CLUSA Board of Directors.

My career started as a client, not a lawyer. I was an operations manager and department head (employment) of a food-related business before law school. I founded the Seattle office of my prior firm five years into practice. At Dorsey & Whitney I have been an office head, practice group head, and founded and managed our document review service, LegalMine. I'm currently the firm-wide Co-Chair of Dorsey's 200-lawyer Food & Agribusiness Practice. More than just a lawyer, I've enjoyed acting as a businessperson, and bring a dual perspective to all engagements.

I am outside primary counsel for numerous cooperatives, managing all legal work. I regularly consult on business issues as the CEO or CFO's trusted advisor. Examples include work for clients as varied as the National Co+op Grocers, Organic Family Farms Cooperative, Chelan Fruit Cooperative, and Sacramento Natural Foods Co+op. I also provide legal services to cooperatives with an inside general counsel. Examples include Puget Sound Consumers Cooperative (PCC Markets), the Northwest Dairy Association (Darigold), and others. In those roles I regularly advise on co-op governance, member relations, corporate restructuring, financing, mergers and acquisitions, and other co-op specific issues.

Over the last 15 years, I have been a regular speaker on cooperative issues of all types. I have given national presentations through NCBA CLUSA, the National Society of Accountants for Cooperatives and National Council of Farmer Cooperatives. I have provided regional presentations through the Northwest Cooperative Development Center, the state NSAC chapters in California and Washington, and the Pacific NW Agricultural Cooperative Council (a tri-state cooperative association). I have hosted a series called "Interactive Dialogues" for the last 10 years. This is a series of interviews with senior industry business executives and service providers. I interviewed CEOs (Bill Newbry, Pacific NW Farmers Cooperative, Successful Mergers & Acquisitions), outside board members (Harvey Meier, HMA Associates, CEO and Board Relations), key executives (Matt Smith, Land O'Lakes) and key business consultants (Scott Porter, Cascadia Capital, M&A in Agriculture). These presentations have added significant breadth to my legal and practical business knowledge.

I was an outside board member and general counsel for American Legend Cooperative (ALC) for seven years. ALC's members split evenly between the U.S. and Canada, with operations in Finland, Poland, Greece, Russia and Korea. I managed all legal work for ALC, including a joint venture (Finland), abandoned joint venture (Poland), and supply agreements (Greece). I also managed the ultimate dissolution of ALC when market forces radically shifted. This process gave me very deep insight into the business as we unwound it.

I founded the charitable Bainbridge Schools Foundation (working pro bono with other Dorsey lawyers), and later did the legal work to merge BSF with another organization. I was a member of the BSF Board of Directors for 10 years, ending as Board President.

While I'm not sure it is directly related, I've been a lifelong language learner and traveler. I speak conversational German and Spanish. I'm currently learning Italian. I have legal contacts for cooperatives and agriculture in Mexico, Canada, Spain, Italy, Poland and Greece.

I am very interested in expanding my knowledge and understanding in the cooperative community, while also giving back to the community I serve. I believe a position as a board member of NCBA CLUSA would be a unique opportunity to do both.