



# Board Functioning

## Stage 2

# OWNERS

Elect and  
give input to  
the

*Specialized  
Volunteers*

*Specialized  
Volunteers*

# Board of Directors

Who charter, assign  
tasks to and accept  
recommendations  
from

who  
create  
and  
empower

Who create job  
descriptions for, hire,  
oversee, evaluate the  
performance of

**Volunteers**

**Volunteers**

# Committees

# Task Teams

# Staff

## GOVERNANCE

- Legal and fiduciary oversight
- Setting of vision/mission and keeping it aligned with owners
- Oversight of all staff pre-open
- Oversight of all committees
- Setting board policy, board training
- Holding board and staff accountable

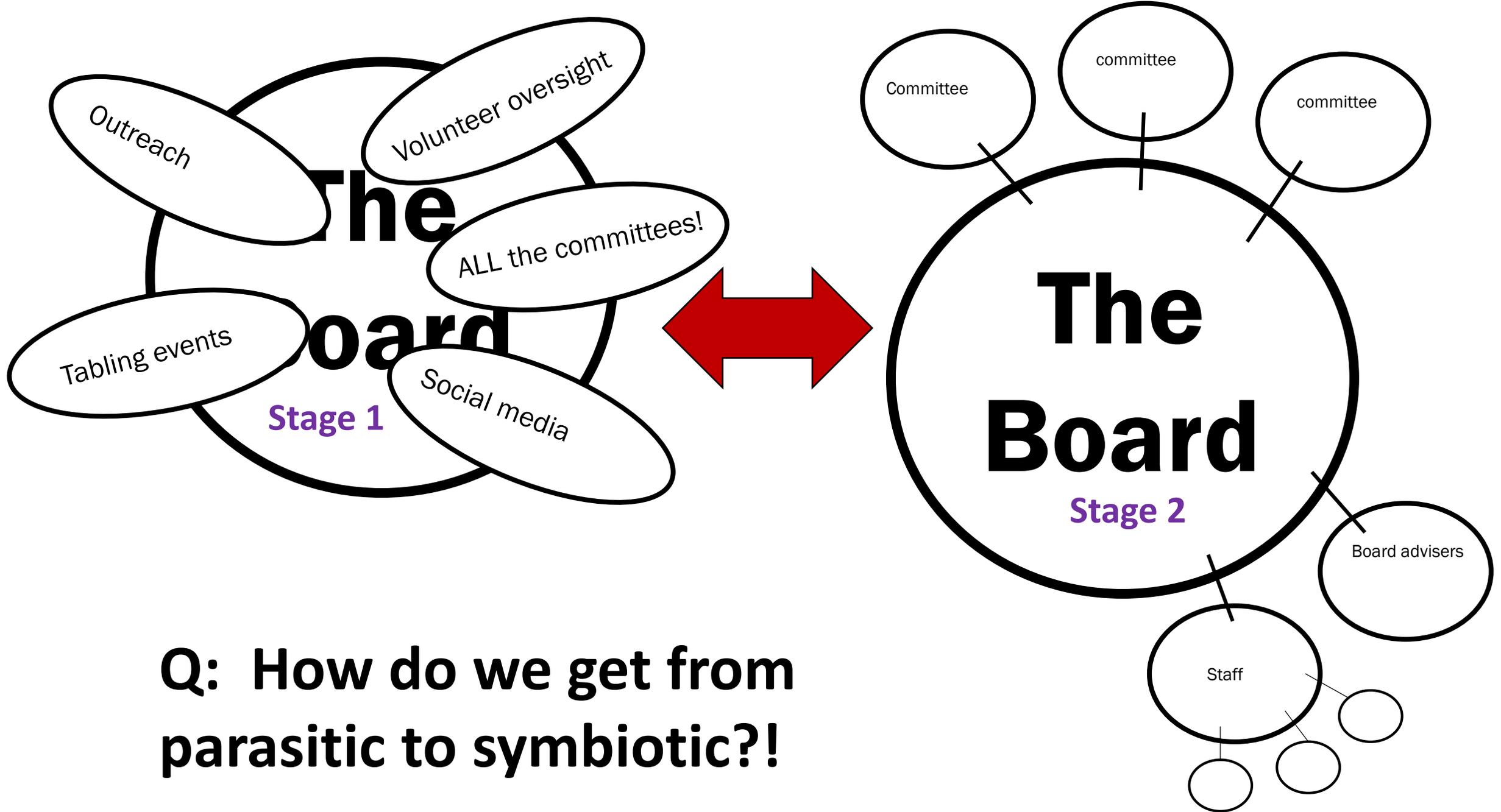
**Pssst . . . This one is critical and you can't delegate it!**

## OWNERSHIP

- Messaging/messages
- Ownership growth/campaigns
- Events
- Community partnerships
- Media
- Driving community enthusiasm and investment

## PROJECT

- Proving feasibility
- Site search and negotiations
- Design planning, equipment
- Proforma work
- Financing the project and pursuing subsidies



# From parasitic to symbiotic:

*It's all about –*

- **Accountability** – starting with us and being accountable to our board roles and commitments
- **Process/Roles** – have job descriptions for all board officers, create an effective board meeting procedure and stick to it
- **Delegation** – build committees, empower committees, use them to get work done on behalf of the board

**Don't put off ACCOUNTABILITY, PROCESS, and DELEGATION – or the project will eat you alive as it grows!**



# What it takes: committing as a board member

*These are baseline expectations all board members need to be able to meet to function well.*

- **Speak with one voice** – debate is for in board meetings, if you are on the board you support the board's decisions, speak positively and enthusiastically about the co-op
- **Provide oversight** – as a body express expectations for staff, fellow board, and committees and hold yourself and others accountable
- **Know your co-op** – know what the current public messages are and why, know what's next and what's needed to move forward, know what **can't** be said yet
- **Come to meetings prepared** – read the packet beforehand, know what questions you have, contribute topics for the next agenda
- **Rep the co-op as often as possible** – attend events, like and share FB posts, wear the t-shirt to public events
- **Put in the time** – attending board meetings, reading up, participating in at least one committee, showing up at some events – expect to commit a minimum of 8-10 hours a month.
- **Not all about "me"** – we have to trust in the board process, we won't get to be a part of every decision or to voice our full opinion on every aspect of every issue.
- **RECRUIT** – owners, board members, volunteers – it's every board member's job

**Board: holding ourselves accountable**

# ROLES: on the board (one example)

**President/Chair** – oversight of the development timeline; setting of board meeting agendas; key face of the co-op; oversight of key board work between meetings, decisions about when board needs to be informed between meetings; holding board and committees accountable

**Vice President/Chair** – President's right hand person/sounding board. Can effectively run board meetings in President's absence

**Treasurer** – oversight of accounting functions; monthly finance reports to board; often heads up pro forma work but not always

**Secretary** – keeping of accurate notes of all board meetings, responsible for public posting of notes; often in charge of keeping up on filing deadlines, etc



# Board Meetings

# Pre-Meeting Process

*Effective board meetings start long before the actual meeting.*



- **7 days before**
  - Chair requests input/ideas for agenda from board, staff input
- **7 days before**
  - Chair sends out reminder to committees that reports are due in 48 hours
- **4 days before**
  - Chair drafts agenda, collects all material for board packet
- **3 days before**
  - Board packet is sent to all board members
- **Day of**
  - All board members arrive to the meeting having read the agenda, made notes, ready to go!



**KEEP  
CALM  
AND  
STICK TO THE  
AGENDA**

***Agenda input is given during the assigned time.  
The Chair ultimately decides what is on the agenda.***

**Q:** What if I forget to get my input in when the chair e-mails, but I have a super important topic?

**A:** *You respect the process. Unless it's a time sensitive emergency, the topic waits. If it's something brief, you can propose it during requests for agenda amendments at the meeting itself.*

**Q:** Why does the chair get to decide the agenda?

**A:** *Because they are the one who was willing to do it and that you, as a board, elected to do it.*

**Q:** How do I propose agenda changes?

**A:** They are proposed at the beginning of the board meeting. Come prepared with your suggestion – the topic; if it's a discussion, an update, or something to be voted on; and how much time you suggest. The chair will decide if it can be accommodated.

1. Agenda review (5 min)
  - suggestions for amendments accepted
  - chair suggests final version
  - move to approve
2. Owner/member comment – (10 min)
3. Consent agenda – (5 min)
4. Action Items – action items reviewed from last month, completed or no; discussion, if needed, saved for appropriate section of meeting; new deadlines set if needed (10 min)
5. Governance – (20 min) planned by governance committee, this is important time for building your governance policies and muscle
6. Board business (20 min)
  - Review of finances
  - Any other outstanding board business that does not need to be in closed session
7. Board education (15 min) - education topic of the month (proforma, GM hiring process, etc)
8. Other committees (20 min)
9. Review of action items assigned
10. Closed session (15 min) – if needed

# Meeting Agenda

*An example based on 2 hour meeting format. This will not be the right agenda for every group or every meeting within one group, it's just one example.*



# Owner Comment

*Co-ops are democracies and, for once, our government has a build something we can use: the model for public input*



**Q:** So, how does the owner comment section work?

**A:** *Owners sign up to speak (have a clipboard signup sheet) before the meeting begins with name, owner number, topic, contact info (optional). Only co-op owners can give input at board meetings. Each speaker is timed.*

**Q:** Do we respond?

**A:** *Yes, to thank them for their time and ask if they would like a board member to follow up with them. That's it.*

**Q:** Can owners/guests at the meeting comment at any other time?

**A:** *No, not unless invited to do so by the board.*

**Q:** That doesn't feel like a dialog with owners. Is that really cooperative?

**A:** *You're right – it's not a dialog. Board meetings are for getting the work you've been charged to do on behalf of the owners done. The board can set up an owner input session whenever they want, separate from the board meeting. But board meetings are for listening to owners, then doing your work, not for owner dialog.*

# Respect Your Time!

*No, really. No staying late. You can do it, I believe in you!*



**Q:** Why is it so important to end the meeting when we said we would?

**A:** *There are three reasons: 1) Prevent board burnout 2) Attract excellent board members who want their time used well 3) Because otherwise your agenda is Kleenex – agendas might as well be tissues if we don't stick to them!*

**Q:** What if we haven't gotten through all the topics at were at the end of the scheduled agenda?

**A:** *I highly recommend you still close the meeting on time. We learn to run great meetings when we build the governance muscle by sticking to the agenda. Don't turn the agenda into Kleenex!*

**Q:** What if a time sensitive super important topic comes up the day of the meeting?!

**A:** *Then choose what is currently on the agenda that is lower priority and cede that time to the new emergency topic and end ON TIME.*

**Q:** Why?!?!?

**A:** *Board time and capacity is \*precious\*. We can't magically grow more capacity by simply adding more time/responsibility on, so pick priorities and stick to the time planned.*

*It's confusing! It's spooky! Dear gods, how do we use it?!?!*

**CLOSED  
SESSION**



# Some closed session guidelines to take out the confusion and fear:

## Use it for:

- HR functions – most discussion of staff performance, review, compensation \*must be\* in closed session.
- Site discussions – discussions of specific sites
- Market study information, other sensitive documents/data
- Owner conflict – sensitive owner issues about specific owners

## Don't use it for:

- Board conflict – internal board conflict should be managed in one-on-one meetings or in a civil manner during the public part of the board meeting
- Excluding – got an owner or staff member that constantly interrupts or harps on their pet issue at your board meetings? Closed session is NOT the way to solve it, holding firmly to board meeting procedures is. (You've got those, right?)



# Some closed session guidelines to take out the confusion and fear:

## Some other helpful tips:

- Guest – the board can invite guests into closed sessions (a specific consultant, staff members, etc) but it's *at the board's discretion*
- The 1/3 Rule – you should be looking to have no more than 1/3 of your overall board meeting time in closed session. You may need to have one meeting alllll in closed session, that's okay, we're looking for a trend/average

## It's a legal thing, folks:

- Closed session minutes – the board must take minutes during the closed session and have them available upon legal request, *do not* skip taking them!
- Public? – in your public minutes, you must denote when you went into closed session and when you came out of closed session and what, if any, guests were invited to stay for the session. That's it. We recommend you also list a general topic, such as, “potential site update” or “market study review” when it makes sense.



# Some closed session guidelines to take out the confusion and fear:

## Can we . . . ? :

- Unplanned – can we call an unplanned closed session at your board meeting? Yes, someone on the board could recommend it, another second it, and then you would vote. Record the vote, then graciously ask any guests to leave at that time, thank them for coming.
- In the middle? – can we put the closed session in the middle of our meeting? Avoid it if at all possible. Put them at the end of the meeting whenever you can so as much of your meeting as possible can be public to guests.
- Assume it? – can we just assume closed session time each meeting and put it on the agenda? Sure. Then, if something comes up that should not be discussed in public meeting, you can ask your fellow board member to table it until closed session. And if you don't need the closed session time? You can simply not vote to go into closed session. This works for some boards, they like the standing assumption there will be closed session time, but it's up to your board's style.

