Co-op Directors 101: Tools for an Effective Board
Co-op Directors 101 Training Webinar Series

Center for Cooperatives
UNIVERSITY OF WISCONSIN–MADISON
Today’s webinar will run for approximately 60 minutes.

Participant phone lines are muted.

Webinar Format: presentation followed by live answer session.

Submit questions during the presentation via the Question Box.

The webinar is being recorded and will be posted at uwcc.wisc.edu.
TOPICS

- Core board documents
- Meeting strategies and practices
- Meeting roles
- Committees
- Ground rules
Articles of Incorporation

- Legal document filed with the state
- Define core attributes of the co-op and establish its legal existence
- Generally contain minimal detail because cumbersome to amend
- Must follow state cooperative law
BYLAWS

- Written rules that establish co-op’s governance structure and membership rights
- Define duties, authority, and high level operating procedures for board
- Contain highest level board policies
- Typically, members approve amendments
- State law may have default provisions if bylaws are silent
- Should be reviewed every few years
POLICIES

- Some supplement bylaws and guide board practices
- Some are created by board to direct management on core business functions and performance expectations
- Some are set by management to guide staff and control operations
PROCEDURES

• Explain how to implement policies, such as a step-by-step description of how to undertake GM evaluation or annual elections
• Serve as standard operating procedures
Core Board Documents

Articles of Incorporation

Bylaws

Policies

Procedures

Job Descriptions & Charters

Agendas & Minutes

**JOB DESCRIPTIONS & CHARTERS**
- Describe expectations and duties of board members, board officers, and the general manager
- Charters outline scope of work and authority for committees formed by the board to help do its work
AGENDAS & MINUTES

- Agendas outline and specify time to be spent on each topic at board meetings
- Minutes record date, time, and location of meeting; attendees; decisions made; and action items
AGENDAS: WHY DO SET THEM?

• So attendees know what to expect and can prepare accordingly
• To get buy-in on the topics being discussed
• To set boundaries
• To ensure the group stays focused
• To ensure the meeting starts and ends on time
• To ensure that the highest priority discussion topics are adequately discussed
AGENDAS: HOW DO WE SET THEM?

• Who sets the agenda?
• What should be included in the agenda?
  • Topics
  • Time allotted
  • Person responsible
  • Desired outcome
  • Background info or materials
  • Process
• How should we order the items?
What to include

• Agenda
• Meeting minutes
• Committee reports
• GM report
• Financial snapshot
• Policy reports
• Additional background information

Share 5-7 days in advance
<table>
<thead>
<tr>
<th>TOPIC</th>
<th>OUTCOME</th>
<th>PROCESS</th>
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<tbody>
<tr>
<td>What are we meeting to discuss?</td>
<td>What are our desired results?</td>
<td>How do we engage all group members?</td>
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<tr>
<td><strong>What are our desired results?</strong></td>
<td>Share information; no decision</td>
<td>Decision</td>
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<td>Generate and analyze information; no decision</td>
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<td>Continuous improvement</td>
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<tr>
<td>What are we meeting to discuss?</td>
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<td>How do we engage all group members?</td>
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<td>1) Hiring a new marketing manager</td>
<td>1) Shared understanding of where we are in the hiring process (<em>share info, no decision</em>)</td>
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<td>2) Collect feedback on draft position description (<em>generate info, no decision</em>)</td>
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<td>3) Select chair of search committee (<em>decision</em>)</td>
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### TOP NOTCH AGENDA

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<td>1) WI Co-op Directory</td>
<td>1) Shared understanding of project status</td>
<td>1) Presentation</td>
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<td>2) Co-op Policy Roundtable</td>
<td>2) Generate draft list of issues to address at roundtable</td>
<td>2) Individual writing, round robin sharing</td>
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DECISION-MAKING STRATEGIES

• Consensus means “to think and feel together.” It is the PROCESS
• There is also a distinct point at which the group reaches CLOSURE, this could also be called the DECISION-MAKING RULE
• The “importance” of the decision can impact both PROCESS and means of reaching CLOSURE
PROCESS TOOLS

• Reflect – Share & Think – Pair – Share: Opportunities for quiet pause and reflection

• Popcorn vs. Round Robin: Who speaks first?

• Criteria Matrix: How does the proposal, or a few options, stack up against pre-established criteria and priorities?
CLOSURE TOOLS

• Clear Proposal/Decision Statement
• Vote – simultaneous, go-around, blind
  • Simple majority
  • Other agreed-upon percentage
  • Unanimity
  • Unanimity minus one
• Gradients of Agreement – get a feel for group readiness and where people stand on the proposal
GRADIENTS OF AGREEMENT

1. Whole-hearted Endorsement
   “I really like it.”

2. Agreement with a Minor Point of Contention
   “Not perfect, but it’s good enough.”

3. Support with Reservations
   “I can live with it.”

4. Abstain
   “This issue does not affect me.”

5. More Discussion Needed
   “I don’t understand the issues well enough yet.”

6. Don’t Like But Will Support
   “It’s not great, but I don’t want to hold up the group.”

7. Serious Disagreement
   “I am not on board with this—don’t count on me.”

8. Veto
   “I block this proposal.”

From Facilitator’s Guide to Participatory Decision-Making by Sam Kaner
MEETING ROLES

• Facilitator
  • Guides the group through the agenda and ensures the group follows its own process
  • Maintains a safe and respectful atmosphere
  • Keeps group conscious of time factors
  • Assists the group in analysis and lends direction where possible or appropriate
  • Empowers group as a whole, circumvents attempts to overpower the group

• Recorder
• Timekeeper
• Sensor/Mood reader
COMMITTEES

Role of committees

• Organizing an event or short term process
• Detail oriented planning and research
• Writing and editing
• Crafting a proposal for the whole board to review

Committee charters

• Purpose
• Relationship with board
• Decision-making authority
• Size and structure
• How members are appointed
• Committee terms & member terms
A FEW WORDS ABOUT BOARD CULTURE...

• Culture = the way we do things around here
• How people go about doing their work
• How people interact with one another
• Visible and invisible
GROUND RULES

• Group agreements
• Conflict of interest policy
• Confidentiality policy
• Code of conduct
• Director position descriptions
Questions?

Please use the Q&A Box on the righthand side of your screen to send questions.
Thank you!