

# Taking Care of Board Fundamentals

The devil resides somewhere other than in the details

BY [JOEL KOPISCHKE](#)



As cooperative boards strive for heavenly results, they need to be sure the devil is not in the details. When boards of directors consider their duties—ensuring organizational accountability, setting strategic direction, providing board perpetuation, engaging ownership—the broader strategic initiatives typically are the "juiciest" and draw the most interest, connecting to why people are passionate about co-ops. However, regardless of the maturity of the board, the age of the co-op, the state of the balance sheet, or the size of the co-op's ownership base, boards must always be diligent regarding the fundamentals of their work.

Why does it matter? Most importantly, boards have to fulfill their legal fiduciary duties. Additionally, they need to be sure that they have a strong group process and a shared understanding of their work. The following "fundamentals" form the foundation of work by the board of directors. Without that strong foundation, all of the board's work becomes precarious.

## Meetings

Most of board work happens at its meetings (with a good amount of individual director work between meetings), so that's a great place to start.

**Agendas** are the road maps for good meetings. Maps don't ensure we'll arrive at our destination, but they certainly increase the likelihood. Good agendas are a major building block of successful boards.

Does the board have monthly agendas that reflect priorities and urgency? Is time allocated appropriately? Does the agenda clearly indicate the desired outcome of each item? Are the agendas derived from an annual calendar, addressing issues at appropriate times and balancing workload over the course of the year? Do agenda items reflect board priorities, not individual directors' concerns or pet projects?

**Packets:** If the board does most of its work at meetings, the packet of material for those meetings is the majority of the information that provides the basis for the board's decision-making.

Is the packet well-organized and easy to navigate? Is all the meeting information distributed enough in advance of the meeting (five days ahead, minimum) to read and prepare, allowing meeting time to focus on discussion and decision-making? If information is not distributed with enough lead time, is the agenda item tabled? Does the board discourage or avoid oral reports?

**Process:** The success of any group starts with its process. If the process is solid, it is more difficult for dysfunction to take hold. Good process will not guarantee success, but it will provide a strong foundation for it.

Are the meetings well-facilitated? Does the board have an efficient process with discussion that considers diverse viewpoints? Are all directors present and prepared? If directors are not prepared, is the agenda item tabled or do unprepared directors abstain? Is the decision-making process clear and fair? Do meetings start and end on time? Do agenda items stay focused on outcomes stated in agenda? Does the board use executive (closed) sessions for confidential matters?

## **Perpetuation**

Good boards can easily backslide if not committed to excellence and continuous improvement.

**Institutional knowledge:** A good organization is able to retain the wisdom gained through its various experiences, better preparing it for the future.

Do the board meeting minutes concisely reflect the decisions and decision-making process (without being a transcript of who said what)? Does the board have good means for capturing knowledge from strategic conversations from board meetings or other events? Does the co-op have good systems for storing, archiving, and retrieving official documentation? Does the board adequately capture knowledge from outgoing directors?

**Nominations and elections:** While most boards agree on the importance of having good directors, many struggle to proactively keep the pipeline filled with excellent prospects. Too often, even highly productive boards wait until the last minute or leave to chance the future of their board.

Does the board utilize a strategic plan to identify and contact potential board candidates? Does the board initiate its nominations process with enough lead time to ensure enough good candidates are eligible for the next election? Does the board clearly communicate to potential candidates what the role of the board is? Do candidates understand expectations for board time commitment and code of conduct? Does the co-op utilize a system that helps member-owners understand the candidates and make wise ballot decisions? Are elections accessible and fairly run?

**Orientation and training:** Governance can be counterintuitive, and much information, context, and skill are needed to be a productive director on a productive board. Knowledge is not accidental and is not gained overnight.

Do new directors get adequate preparation before their first meeting? Does the board have a plan to be sure new directors continue to get the training and support they need? Does the board invest time and resources in training for the board? Does the board proactively look at the decisions it will need to make, what it will need to know to make wise decisions, and how it will get the training and/or information it needs?

## **Organization**

The relationship that the member-owners have with the organization is defined in the bylaws and created through an economic commitment. Are the fundamentals of that relationship solid?

**Economics:** Cooperatives exist because people have decided to make an ownership investment in the organization. While the primary motivation might be otherwise, the economic relationship is vital to the co-op's success.

Does the board understand the cooperative's capital needs? Is the member-owner equity investment appropriate? Is the return to owners on their investment a good value? Do the bylaws support the capital needs of the cooperative? Is the board familiar with various options for owner investment? Does the board understand patronage dividends?

**Bylaws:** Bylaws are the means by which the owners delegate authority to the board. Under that authority, the board ensures that the co-op meets owners' needs while remaining ethically, legally, and financially sound. Bylaws explain the fundamental rights and responsibilities of both the owners and the board. Effective bylaws create the foundation for a transparent, fair, and efficient governance process. The bylaws also explain how the co-op will satisfy its legal requirements. So, to meet those needs, bylaws must be: user-friendly, comprehensive without being overly detailed, and consistent with applicable law.

To that end, are the bylaws up to date? Are they concise and readable? Are they structured in a way that prohibits a small number of people from hijacking the organization (for instance, can a small number of people call a meeting, a small number show up, and then with just 51 percent of those present vote to implement something)?

**Communication:** The key to any good relationship is strong communication. Organizationally, surprises are rarely a good thing. Open flow of communication will help minimize unpleasant surprises, although there will almost always be those who miss the communiques.

Are there systems in place to ensure excellent communication within the board itself? From the board to any of its committees or from committees to the board as a whole? From the board to the general manager or to member-owners? From the general manager (GM) to the board or to member-owners? From the member-owners to the GM or to the board?

**Speaking in one voice:** Most organizational authority rests with the board as a whole, not with individual directors. As such, it is paramount that when directors speak, they either make clear they are speaking as individual member-owners or are speaking in a way authorized by and supportive of the board as a whole.

Do individual directors understand their obligations to communicate on behalf of the board? Does the board have a clear process for "speaking in one voice"? Does the board utilize talking points or other means to ensure communication with individual directors is clear and consistent? Do individual directors understand how to handle one-on-one interactions with member-owners? Does the board have a defined process for handling complaints? Are the board as a whole and individual directors capable of clearly articulating issues of importance and "telling the story" when necessary? Does the board invest time in being sure this capability exists?

**Officers:** Specific duties of the board are often delegated to certain officers, to efficiently handle tasks and to ensure accountability. Officer roles and duties are specified in bylaws and/or board policies.

Is there clarity on responsibilities of the officers? Are the officers accountable to the board for the authority entrusted to them and the performance of the duties? Does the board have a good plan for officer and leadership succession for the board? Are officer elections handled in a fair and timely manner?

## **Accountability**

Among its duties as stewards of the organization, the board oversees operations. The performance of the cooperative as a whole and the oversight of management—typically a single GM, but in other arrangements the same principles apply—are important elements of the board work. Additionally, the board may delegate some authority to officers (as noted

above) or committees (also see page 25). At the heart of the organization lies accountability. Is the cooperative performing as it should?

**Operational accountability:** Are there agreed-upon expectations that are written down in policy and clearly communicated? Does the board have a schedule to regularly check to be sure expectations are being met? Does the board have a good process for evaluating the work of the GM based on the written expectations?

**Committees:** Is their purpose clear and written down? Are they held accountable to their expectations and timelines?

**Employment:** Is the board a good boss? Does the board have agreement in understanding its role overseeing the GM/operations? Does the board provide clear direction and feedback to the GM? Does the board resist the urge to micromanage the operations? Does the board have adequate oversight to avoid "rubber-stamping"? Does the board explore and assess the strategic implications of its GM's compensation? Does the board have a good process to approve a fair and equitable GM compensation package? Does the board understand its legal obligations regarding employment law and confidentiality of HR issues? Does the board understand grievances? Does the co-op have a best-practice grievance process that provides for a fair and professional hearing and resolution?

**Board evaluation:** Honest self-assessment can be difficult to achieve. Everyone has a stake in their self-image, whether as successful or not. Sometimes groups don't have enough context in which to judge their own work. This is one of the most important challenges boards face.

Does the board have clear expectations for itself? Does the board have the necessary self-discipline to hold itself accountable and make corrections when necessary? Does the board get additional perspective on its productivity and achievement from outside sources? Does the board conduct adequate and regularly-scheduled self-reflection to assess how well those expectations are being met?

## **In conclusion**

Wow! That's a lot to consider.

One method for the board to be sure all these fundamentals are being addressed is to be sure those questions on self-reflection are answered. Regularly check on how well the board is fulfilling its agreements—monitor the policies, do an informal evaluation of each meeting, and/or do an annual or semiannual self-assessment. Online surveys are a great and efficient way to take the temperature of the board.

All the questions above could be asked. You may have some additional ones of your own—there are more that weren't included here! Note also the board self-evaluation resources available from CDS Consulting Co-op.

At the core of any functional board are the foundations necessary to create a group culture of excellence. There are a lot of details to attend to, but no one said board governance was simple and easy! Even as the board becomes a visionary leader engaged with the ownership and addressing large strategic issues, it never is beyond the fundamentals that help it build ongoing success.

Rather than paving the way downward with only good intentions, attention to detail and follow-through will help boards achieve divine results now and into a sustainable future.

## BOARD CHECKLIST From the Cooperative Grocer Article "Taking Care of Board Fundamentals" BY JOEL KOPISCHKE

### MEETINGS

#### Agendas

- Does the board have monthly agendas that reflect priorities and urgency?
- Is time allocated appropriately?
- Does the agenda clearly indicate the desired outcome of each item?
- Are the agendas derived from an annual calendar?
  - addressing issues at appropriate times and?
  - balancing workload over the course of the year?
- Do agenda items reflect board priorities, not individual director concerns or pet projects?

#### Packet

- Is the packet well-organized and easy to navigate?
- Is all the meeting information distributed enough in advance of the meeting (5-day minimum) to read and prepare?
- If information is not distributed with enough lead time, is the agenda item tabled?
- Does the board discourage or avoid oral reports?

#### Process

- Are the meetings well-facilitated?
- Does the board have an efficient process with discussion that considers diverse viewpoints?
- Are all directors present and prepared?
- If directors are not prepared, is the agenda item tabled or do unprepared directors abstain?
- Is the decision-making process clear and fair?
- Do meetings start and end on time?
- Do agenda items stay focused on outcomes stated in agenda?
- Does the board use executive (closed) session for confidential matters?
- Does the board have a clear process/workflow for what happens between meetings?

### PERPETUATION

#### Institutional knowledge

- Do the board meeting minutes concisely reflect the decisions and decision-making process?
  - (without being a transcript of who said what)?
- Does the board have good means for capturing knowledge from strategic conversations from board meetings or other events?
- Does the co-op have good systems for storing, archiving, and retrieving official documentation?
- Does the board adequately capture knowledge from outgoing directors?

#### Nominations and elections

- Does the board utilize a strategic plan to identify and contact potential board candidates?
- Does the board initiate its nominations process with enough lead time to ensure enough good candidates for the election?
- Does the board clearly communicate to potential candidates what the role of the board is?
- Do candidates understand expectations for board time commitment and code of conduct?
- Does the co-op utilize a system that helps member-owners understand the candidates and make wise ballot decisions?
- Are elections accessible and fairly run?

#### Orientation and training

- Do new directors get adequate preparation before their first meeting?
- Does the board have a plan to be sure new directors continue to get the training and support they need?
- Does the board invest time and resources in training for the board?
- Does the board proactively look at the decisions it will need to make?
  - what it will need to know to make wise decisions?
  - and get the training and/or information it needs?

### ORGANIZATION

#### Economics

- Does the board understand the cooperative's capital needs?
- Is the member-owner equity investment appropriate?
- Is the return to owners on their investment a good value?
- Do the bylaws support the capital needs of the cooperative?
- Is the board familiar with various options for owner investment?
- Does the board understand patronage dividends?

## BOARD CHECKLIST From the Cooperative Grocer Article "Taking Care of Board Fundamentals" BY JOEL KOPISCHKE

### Bylaws

- Are the bylaws up to date?
- Are they concise and readable?
- Are they structured in a way that prohibits a small number of people from hijacking the organization?

### Communication

- Are there systems in place to ensure excellent communication from the board to any of its committees?
- From committees to the board as a whole?
- From the board to the GM?
- From the board to member-owners?
- From the GM to the board?
- From the GM to member-owners?
- From the member-owners to the GM?
- From the member-owners to the board?

### Speaking in one voice

- Do individual directors understand their obligations to communicate on behalf of the board?
- Does the board have a clear process for "speaking in one voice"?
- Does the board utilize talking points or other means to ensure communication with individual directors is clear & consistent?
- Do individual directors understand how to handle one-on-one interactions with member-owners?
- Does the board have a defined process for handling complaints?
- Is the board as a whole capable of clearly articulating issues of importance and "telling the story"?
- Are individual directors capable of clearly articulating issues of importance and "telling the story"?
- Does the board invest time in being sure this capability exists?

### Officers

- Is there clarity on responsibilities of the officers?
- Are the officers accountable to the board for the authority entrusted to them and the performance of the duties?
- Does the board have a good plan for officer and leadership succession for the board?
- Are officer elections handled in a fair and timely manner?

## ACCOUNTABILITY

### Operational accountability:

- Are there agreed-upon expectations that are written down in policy and clearly communicated?
- Does the board have a schedule to regularly check to be sure expectations are being met?
- Does the board have a good process for evaluating the work of the GM based on the written expectations?

### Committees

- Is their purpose clear and written down?
- Are they held accountable to their expectations and timelines?

### Employment

- Is the board a good boss?
- Does the board have agreement in understanding its role overseeing the GM/operations?
- Does the board provide clear direction and feedback to the GM?
- Does the board resist the urge to micro-manage the operations?
- Does the board have adequate oversight to avoid "rubber-stamping"?
- Does the board explore and assess the strategic implications of its GM compensation?
- Does the board have a good process to approve a fair and equitable GM compensation package?
- Does the board understand its legal obligations regarding employment law and confidentiality of HR issues?
- Does the board understand grievances?
- Does the co-op have a best-practice grievance process that provides for a fair and professional hearing and resolution?

### Board evaluation

- Does the board have clear expectations for itself?
- Does the board have the necessary self-discipline to hold itself accountable and make corrections when necessary?
- Does the board get additional perspective on its productivity and achievement from outside sources?
- Does the board conduct adequate and regularly-scheduled self-reflection to assess how well those expectations are being met?

## IN CONCLUSION

- Does the board regularly monitor its policies?
- Does the board do an informal evaluation of each meeting?
- Does the board do an annual or semi-annual self-assessment?