

Policy Type: Governance Process (GP)

Policy Title: GP2 - Board Practices

Adopted: March 13, 2024

- GP 2. **Board Practices.** We focus our vision and our work toward the future and the achievement of organizational Ends. To support this work we use a defined governance model and style, multi-year work plan, and budget for governance and board continuity.
- 2.1. **Governing Model & Style.** We govern according to the principles of the Carver Policy Governance® model to emphasize empowerment and clear accountability for all responsible parties.
- 2.1.1. We uphold the principle of “Speaking with One Voice,” whereby only written decisions adopted by a majority vote of the Board reflect the official position of the Co-op.
- 2.1.2. We determine policies first at the broadest, most inclusive level, then further define each policy in descending levels until reaching a level at which we are willing to accept
- 2.1.3. We review all policies with a formal, cyclical, and clearly defined monitoring process to assure relevance, quality, and compliance in terms of reasonable interpretation and adequate evidence.
- 2.1.4. We do not allow intra-Board disagreements and/or personal conflicts to disrupt Board function.
- 2.1.5. We encourage, value, and respect the contributions of diverse viewpoints at all times.
- 2.2. **Board Planning & Meetings.** We manage our time and work priorities to focus our attention on our responsibilities for the future of the Co-op and achievement of Ends.
- 2.2.1. We maintain and follow a multi-year work plan that focuses annual/monthly agendas on the Board’s responsibilities.
- 2.2.2. We maintain and abide by a Board-adopted, comprehensive annual calendar that includes all necessary Board actions defined in policy.
- 2.2.3. We use Board meeting time for matters that concern the Board as a whole, rather than decisions that have been delegated via policy to Officers, Committees, Individual Directors, or the General Manager.
- 2.2.4. We seek consensus through discussion, allowing ample time to understand, value and demonstrate respect for diverse viewpoints.

- 2.2.5. When the time comes for Board action, we make and document each Board decision with the use of a motion, second, and vote.
 - 2.2.6. We propose formal Board Resolutions to provide detailed context and rationale for Board decisions that need to be well documented for future reference.
 - 2.2.7. We maintain and abide by a meeting structure whereby all regularly scheduled, open-session Board meetings are open to our Owners and meeting notice has been properly served.
 - 2.2.8. We follow our prepared meeting agenda, but may adopt modifications at the start of meetings by a majority vote of the Board.
 - 2.2.9. We thoroughly review Monitoring Reports before Board meetings to focus our discussion on essential, board-level understandings of Co-op operations, to raise concerns about evidence or interpretations of policy, to approve plans for correction of non-compliance, and/or to identify any possible need for policy review and development.
 - 2.2.10. We assign all Board actions that can be predetermined by policy to a consent agenda that can be approved without further discussion.
- 2.3. **Board Continuity.** We assure that Co-op Board governance is continuous and of the highest possible quality.
- 2.3.1. We maintain Board-approved criteria to qualify applicants for Director candidacy.
 - 2.3.2. We recruit Director candidates who meet the current needs and priorities of the Board for effective Governance.
 - 2.3.3. We provide ongoing Board training according to our multi-year work plan and we orient new Directors to our governance system, current policies, and their particular roles and responsibilities according to the schedule established in the Board's Annual Calendar.
 - 2.3.4. We maintain our Director Playbook as a comprehensive guide for all Board functions.
 - 2.3.5. We include agenda items in our Board Calendar to assure advance planning for future succession of Officers and continuity of Committee knowledge and function.
- 2.4. **Investment in Governance.** We incur governance costs prudently but at levels that assure Board governance will be continuous and of the highest possible quality.

- 2.4.1. We develop the Board's budget according to the deadline established in the Board's Annual Calendar to support the budgeting process of the General Manager
 - 2.4.2. We budget for a reasonable amount of per-diem Director compensation and declare it by means of a Standing Board Resolution.
 - 2.4.3. We budget for Director and Board training when outside agencies can provide it more effectively than ourselves.
 - 2.4.4. We budget for monitoring assistance by outside agencies when necessary to confidently monitor organizational performance.
 - 2.4.5. We budget for consultation with professionals when matters of concern are outside of our internal expertise.
 - 2.4.6. We budget for a Board Administrative Assistant to assure complete, accurate, and continuous recordkeeping and continuity of Board processes.
- 2.5. **Recordkeeping.** We maintain comprehensive records of all board-related working papers, decisions, enacted policies, meeting minutes, contracts, resources, and other information that supports the function of the Board.
- 2.5.1. Our records are clearly organized and securely maintained on the Board's Electronic Drive, with confidential documents on the President's Electronic Drive.
 - 2.5.2. We maintain a current and comprehensive Policy Register including Articles, Bylaws, Corporate, and Governance policies, and all associated contracts and process documents.
 - 2.5.3. We maintain a current and comprehensive Resolutions Index.
 - 2.5.4. We maintain a current and comprehensive Consent Agenda Register.