**Governance & Management**

# **How to Have Meetings**

# **Deciding How to Decide**

# **Your Governance & Management Structure**

| **Estimated Time** | **Materials & Tools** |
| --- | --- |
| **4-5 Hours (1-2 meetings)** | * **Workbook** |
| **Resources** | * [**Video: How to Facilitate Democratic Decision-Making**](http://vimeo.com/468452735) * **Sample Decision-Making Chart** * **Decision Report Template** |
| **Workbook Assignments** | * **Our Governance Model** * **Our Decision-Making Chart** * **Rights & Responsibilities** |

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# **How to Have Meetings**

Decisions in a co-op are made democratically-- one member, one vote-- and many are made by the entire team together. Plus, while there may be management systems and committee leaders, co-ops are run non-hierarchically with all member contributions valued equally-- there are no positions of “authority”, only accountability! That being the case, running a co-op requires healthy communication, well-structured meetings, a thorough system for how decisions are made and who is accountable to who, and a clear definition of everyone’s roles & responsibilities. This section will walk you through how to have structured, efficient meetings with good communication.

[**Start by watching this video on how to facilitate democratic decision-making.**](http://vimeo.com/468452735) This video breaks down the roles and structure of a meeting, like building an agenda, facilitating, and notetaking.

## **Tips for Building an Agenda:**

*Source: ANTI-OPPRESSIVE FACILITATION FOR DEMOCRATIC PROCESS BY AORTA*

* Set the agenda before the meeting starts. You can build it over email, through a list that is kept in an office, or at the end of the previous meeting. This helps everyone come well researched and mentally and emotionally prepared. If that's not possible, create the agenda at the beginning of the meeting.
* Some groups like a more emergent and organic style for building an agenda. If this is your group, participants can spend the beginning of a meeting writing each agenda item they’d like to discuss on an index card, and then the group can use different visual tools to select the card(s) people are most moved to talk about. The down side: you don’t know what you’re talking about in advance, so you can’t prepare or share your thoughts if you’re not able to attend.
* Review the agenda at the beginning of the meeting. Share your reasoning before asking for amendments or changes. It is important that the whole group be on board with the agenda.
* Announcements and report-backs at the beginning of the meeting can save a lot of time.
* Give it variety: mix up the length and type of agenda items.
* Put agenda items that will be easy successes early in the meeting. This sets a positive tone and builds momentum!
* Follow with the “big stuff.”
* Break after big discussions.
* Schedule breaks for any meeting more than 90 minutes. After this length of time, groups fall into the trap of “decision fatigue,” making big decisions rashly or getting stuck talking in circles on smaller decisions.
* Finish on something short and easy— end with a good tone.
* Display the agenda so that all can see it (either on flip chart, blackboard, projector, or printed out).
* Label items with their expected actions: decision, discussion, play, evaluate, brainstorm, review, update, silence, feedback, appreciations and concerns. The expected action or desired outcome will/should inform how you design your facilitation approach for that item.

## **Tips for Note-taking**

* **Garden/Bike Rack/Topics for Future Meetings:** Whatever your group chooses to call it, have a sheet or ongoing list to write down ideas, questions, and topics for future meetings that arise. Often in the course of talking about one topic, really important things surface that need to be addressed, but are not on the current meeting’s agenda. Unless they are urgent/time sensitive, it can really help keep the group on topic to have a space to note them so that they can be incorporated into future meetings (and not forgotten about!).
* **Next Steps/Who, What, When, Priority:** it can be very helpful to keep a sheet where you’re taking running notes on any next steps or tasks that are coming out of the meeting. We sometimes do this in three (or four) columns: one for who is doing the next step or task (this could be an individual or a group), what it is they’re going to do, by when they will have done it, and what priority level the task is (1-3, 1-5). You can end the meeting by reviewing this sheet and filling in missing details. You can also start your meetings by checking in with the sheet from the previous meeting.

## **Tips for Facilitators**

*Source: ANTI-OPPRESSIVE FACILITATION FOR DEMOCRATIC PROCESS BY AORTA*

What is facilitation, anyway?

* Facilitation ensures that the group is empowered as a whole. Effective facilitation:
  + Ensures that everyone gets to participate and share ideas in a meeting, not just those who feel most comfortable speaking up and making cases for their ideas or proposals.
  + Helps prevent or interrupt any (conscious or unconscious) attempts by individuals or groups to overpower the group as a whole.
  + Mitigates and interrupts social power dynamics. Points out and addresses discrepancies in who is talking/whose voices are being heard.
  + Helps the group come to the decisions that are best for the organization/whole group. Helps people keep an eye on what’s best for the group, rather than their personal preference.
  + Ensures the group follows its own agreed-upon process and meeting agreements.
* The facilitator keeps an eye on time (with help from the time keeper), and juggles it with the (ever present) need for more time. The facilitator:
  + Helps keep the group conversation on topic and relevant. Prevents ramblings and tangents.
  + Makes process suggestions to help the group along.
  + Summarizes discussion, synthesizes people's comments when helpful, and notes key areas of agreement, to help move the group forward.

**Some things facilitators don't do:**

* Dominate the speaking space.
* Comment on people's ideas.
* Let individuals take the group off-topic and off-task.

**Common Mistakes:**

* Not having a co-facilitator when you need one.
* Rushing the group. (Sometimes going slower takes less time in the long run).
* Not setting clear boundaries for yourself in your role as facilitator, getting pushed around by the group.
* Not taking a break when YOU need one. (When the facilitator needs a break, it’s to everyone’s advantage to have a break!
* Spiraling down into group process about group process. (You know, when you spend 10 minutes deciding as a group by consensus whether you want to allot 10 more minutes of discussion to an item).
* Becoming inflexible or unwilling to adapt the agenda/plan to meet the group’s evolving needs. Meeting for too long a time period without food, water, and/or breaks.

**Tips for facilitators on naming, intervening, and addressing systemic power dynamics in a meeting:**

* Name it when it's happening:

• “I'm noticing...”

◦ “that I haven't heard from many people of color recently.”

◦ “that there's a lot of interrupting happening, and that it's happening along gender lines. want us all to work to become more aware of that and change it.”

• “What you just said is hurtful to people.” (Refrain from saying things that people hear as name-calling. Rather than “what you just said is racist.” You can say: “What you just said is hurtful to people.” Or ask questions.

* Ask questions to support self-inquiry.
  + What makes you say that?
  + Where did you hear that?
  + What do you mean by that?
  + Can you tell me more about that?
* Support the leadership of marginalized voices.
  + Allow people to respond on their own behalf.
  + Synthesize. “What I heard from this person is this....”
  + Create space for those who we are not hearing from:
    - “I'm going to take a moment to see if anyone who hasn't spoken in a while has something to say.”
    - “We've been hearing from a lot of men. Let's take a moment to see if any of the women, genderqueer, or trans folks in the room have something to say.”

**Red Flags & Unhealthy Dynamics to Watch Out For:**

* Unhealthy, unchallenged, or unnamed power dynamics.
* People interrupting each other or the facilitator.
* People repeating or re-stating what others have said.
* Tone and body language: Do people look upset? Checked out? Bored? Angry? If you see this, check in with the group as a whole, or quietly with individuals.
* Individuals monopolizing conversation.
* Individuals or small groups bringing a fully-formed idea to the meeting, without any group conversation, brainstorming, or feedback, and wanting it passed that very day.
* Back-and-forths between individuals.

**What to Do When You Get Stuck:**

* Use the agenda and expected actions. Have you switched into “decide” mode when the desired action was “feedback?”
* Take a break: Have small groups work out a proposal based on what they've heard about the needs of the group. (What's needed for a decision?)
* Ask questions to initiate discussion, as opposed to jumping directly into concerns. Questions assume the proposal writer(s) thought about the concern, and allow them to respond with their reasoning.
* When people are voicing concerns, ask them what can be done to address their concern.
* Do people need a refresher about the decision-making process your group uses?
* Listen for agreement and note it, no matter how small. This both builds morale and helps clarify where the group is at.
* Reflect back what you're hearing. Practice synthesizing and summarizing.
* Break big decisions into smaller pieces.
* Don't allow back-and-forths between two participants to dominate a discussion or agenda item: ask for input from others.
* Hosting part of a meeting with everyone standing in a circle (if they’re able) can help wake people up, decrease tensions, and support more concise statements.
* Asking participants to switch seats after a break or agenda item also helps to energize and mix things up. This can be really helpful when the group is feeling stuck.

**Agenda Template**

**Meeting Date**

**Admin:**

**Roles:**

**Notes:**

**Check-in (a reflective question to help folks get present)**

**Agenda bucket (add items & vote here)**

**Agenda**

1. **Time: Activity**

*Materials needed for this section:*

1. # minutes time: activity instructions
   1. Break down steps if necessary

**2. Time: Activity**

*Materials needed for this section:*

* 1. # minutes time: activity instructions
     1. Break down steps if necessary

**Next Steps (scribe copies & pastes next steps that were brought up here, with the person bottom-lining them written next to each task/project)**

**Wrap (a reflective question about the outcome/process of the meeting and/or a place to share gratitude and appreciations for team members)**

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# **Deciding How to Decide**

[**Watch this video for a breakdown of different methods of decision-making to suit different situations!**](https://vimeo.com/467072476)

One of the most important aspects of being part of a co-op and running it smoothly and equitably is deciding as a group how different decisions will be made, by whom, and who the decision-makers have to receive input from as well as report their decision to. For example, a cafe co-op wouldn’t decide to make a small menu change in the same way it would decide to make a change to its mission statement or hiring policy! Below is a breakdown of different voting and decision-making styles that are appropriate for different scenarios, and some tools to help you keep track of how different decisions are made , by whom, when, and who they are reported to.

Some of the factors to consider when deciding how to decide are these:

1. The time it will take to decide and the urgency of the matter. Consensus takes more time than simple majority vote and assures greatest buy-in, since it takes into account everyone’s concerns. Simple majority voting is faster, but there is less certainty of buy-in. Many management and operational decisions tend to be made by an individual or very small group in order for quick and nimble decisions to be made.
2. The significance of the decision: You might consider using super majority voting when you want to have a greater level of buy-in than just half of the group. Many worker cooperatives start out with major decisions being made by a super majority. They live with that for a while and then may adapt it as they have time and reason. The exception is in regards to any decision that concerns the possible closing of the business. Generally, this is required to be a consensus or consensus minus one vote of the entire membership because of the significance of the decision. Many board level and strategic decisions tend to be made by supermajority or consensus.
3. What degree of change the decision will cause: consensus decision making tends to be more conservative. It is harder to decide to make changes than keep the status quo. When there are situations of impasse or difficult personalities involved, consensus minus one can move the group forward.
4. The importance of buy-in. When people participate in decisions that impact them, they are more committed to making something work.

**Methods of Decision-Making:**

* Voting Simple Majority (51%)
* Voting Supermajority (>51%)
* Consensus “minus one”
* Full Consensus

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# **Decision-Making Models**

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# **Democratic Decision Making**

Democratic decision making works well when choices are clear cut, when your team is well informed, and when your culture embraces majority rule.

**“Majority Rules.”**

Democratic decision making is when a leader gives up authority over a decision and presents a series of options to the full group to vote on. The option accepted by the majority of the group is then enacted. The democratic system, or “rule of the majority,” is usually traced to ancient Greek city-states, although it’s probable that people have been voting in one form or another throughout human history.

## **Pros:**

* Transparent process
* Perceived as fair
* People easily grasp where the process begins and ends (unlike consensus and consent)

## **Cons:**

* Vulnerable to groupthink or political campaigning
* The majority feels little need to compromise with the minority
* Lack of ownership on implementing decisions - “I didn’t vote for that!”

**The Process**

1. Assess the situation and develop your options
2. Call a meeting for voting
3. Designate an advocate for each option
4. Hold a timed debate between the advocates
5. Vote (yes, no, abstain)
6. Count the votes and continue voting if a stalemate exists

# **Avoid These Common Traps!**

* Fear of dissent: Because voting visibly pits one group against another, participants who tend to avoid conflict may remain silent even if they have valuable insights to contribute. Before voting begins and factions have the chance to emerge, ask participants to write down their position and any questions they may have.
* Tensions escalate and groups argue disrespectfully: Remind everyone of their shared purpose and if necessary, take a break so that parties have a moment to cool off.
* The tyranny of the majority: If you use voting repeatedly, there's a good chance that low-powered constituents or diverse viewpoints will be repeatedly overruled. First, be sure to restrict voting rights to the people who will be directly affected by the decision (i.e., don't give the whole company say over the type of desk just one team uses). Second, consider giving more airtime to less prominent voices during the debate.

# **Consultative Decision Making**

Consultative decision making works well when you need to gather expertise from a limited group or when you need the support of key members of the group.

**“I decide, with input.”**

Consultative decision making means asking for input from a few select individuals, but ultimately reserving the decision for yourself. The consultative model is used when you need additional expertise or when you need to curry political favor. The consultative process is often done one-on-one, but it can also happen in a small group setting.

## **Pros:**

* Yields additional perspectives beyond your own
* Helps you gauge how the decision will play out politically
* Gives you access to technical knowledge you may not yourself possess
* Opportunity to influence key stakeholders

## **Cons:**

* People may feel excluded and unimportant
* Creates the perception of politicking

**The Process**

1. Assess the situation and evaluate the obvious choices
2. Decide on 2-3 people who have information or perspectives that can help you decide
3. Ask their opinions (leaving time for them to mull/gather facts if needed)
4. Make the decision and communicate it

# **Consensus Decision Making**

Consent works well when speed is needed, when the proposal is clearly defined, and when the impact of the decision is limited and reversible.

**“No one objects.”**

Consent means the absence of objections. Similar to consensus, consent invites group participation in the decision making process. But instead of granting each member the power to mold the proposal in pursuit of a compromise, consent urges the group to accept a “good enough” solution. After a formal decision-making process, a decision is ratified when there are no meaningful or “paramount” objections.

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## **The Process**

1. Gather your group for a formal consent-based decision-making meeting and identify who in the group is bringing forth a proposal
2. ELECTIONS: Elect both a Facilitator and Recorder, someone to keep the conversation moving and someone to capture what is proposed and objected
3. Review the rules:
   * No interruptions – only one conversation at a time, and only one speaker at a time
   * Aim for ‘Safe to Try’ – rather than rejecting a proposal in favor of finding an ideal or long-term solution, embrace “good enough” short-term solutions
   * Follow the process – the prime benefit of consent, speed, is lost if the process devolves into a consensus-seeking discussion
4. STATE THE PROPOSAL: The person with a proposal starts by describing a challenge/opportunity that falls within the group's authority and offers a proposal to address it. A proposal can add/edit a role on the team, a rule for the team, a project on the team’s plate, or an overarching strategy the team follows.
5. QUESTION ROUND: The group takes turns asking clarifying questions and for each, the proposer has an opportunity to respond (or not respond). Example: “Who do you think this will most impact?”
6. REACTION ROUND: The group takes turns offering reactions to the proposal. The proposer listens but is not expected to respond to each reaction. Example: “I think the problem you’ve identified is real, but the solution you’ve offered doesn’t seem to address the root cause.”
7. RESTATE THE PROPOSAL: The proposer may revise or clarify the proposal based on the previous questions and reactions. The group listens but does not respond.
8. OBJECTION ROUND: First, the group takes 2-3 minutes to silently generate objections (this is called “Harvesting Objections”). The group then takes turns raising their most severe objections to the proposal. Objections are only considered valid if the proposal will cause harm to the group or obstruct it from reaching its goals. These are so-called “paramount objections.” Objections are captured without discussion or debate.
9. OBJECTION ROUND (contd): The proposer addresses each paramount objection one at a time and works with the objector to revise the proposal to
10. resolve the objection and find a safe-to-try or “good enough” middle ground. The proposal cannot move forward until all objections are resolved.
11. RATIFICATION: Once all objections have been addressed and no objections remain, the proposal becomes accepted and should be captured by the Recorder and shared wherever the team keeps their rules/roles/projects.

# **Avoid These Common Traps!**

* Discomfort with the formal process: The consent decision-making process can feel overly rigid, dogmatic, and foreign to cultures that have only practiced consensus or autocracy. Practice the process until everyone understands why each step matters and then allow your group to try new formats.
* Individuals feeling rushed to judgment: The consent process can be challenging and stressful for people who need time or conversation to formulate their opinions. If this happens, you can create a “review period” for any non-urgent proposal, say 48-72 hours, that allows participants to consider the proposal, talk it out with colleagues, and generate their objections
* Confusion around what is and what isn't a valid objection: Consent requires a “paramount objection” to reject a proposal, yet the definition of a “paramount objection” is often subjective. Instead of debating the definition, ask questions like, “Will this cause harm?”, “Can you live with this proposal for now?,” or “Is this safe to try?” to help frame what is and what isn’t a paramount objection.
* Staying quiet for fear of slowing down the process: Consent is designed for speed, so much so that it can feel as if speed is the ultimate objective. Participants can withhold their reactions and objections for fear of slowing down the process, but the group loses their valuable insights. Ask participants to slow down, put themselves in the shoes of others on the team, and think of reasons why they might object. By explicitly slowing down the process and depersonalizing the objection, participants should be less timid and more forthcoming.

# **Governance & Management Structures**

Now that you know a little about how to decide between different methods of making decisions, it’s time to determine what the different committees are that will be responsible for each aspect of the co-op, and what the structure of accountability & management will look like in your co-op.

## **What Are Governance & Management Systems & Why Do We Need Them?**

A Co-Op’s Governance & Management Systems are the structures that ensure communication among the co-op members about matters of organizational policy and regular, day-to-day operations; that provide member-owners with meaningful influence in setting policy; and that protect the personal rights of members.

Basically: how do we communicate and represent our needs, and who reports to who, about what, in what circumstances?

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## **What’s the difference between Governance & Management?**

*Source: Anthony Murray, Co-op News*

Governance: how the views/will of the members (who own the co-op) are represented; how they set their vision, goals and strategic direction of the co-op and translate those things through policy.

Management: how the co-op will achieve these goals and implement those policies, overseeing the details and managing resources on a day-to-day basis.



Diagram Key

# **Key Terms:**

* The Governing Body/Board: the group of people who govern the organization and hold it accountable on behalf of the members.The Board is responsible for all Policy and Governance matters not handled by the Membership. Specifically, they select key managers, approve the budget, and set the strategic direction of the firm. Generally, the board meets quarterly, although more or less frequent meetings are common. The Board also deals with policy matters through standing and ad-hoc committees.
* Board Committees: Boards of directors typically have committees that work through issues before they are brought to a full board meeting for formal action. In addition to increasing the efficiency of a board's functioning, a committee structure allows board members to develop special skills and interests in various aspects of the co- op's operation (e.g., its personnel policies or the management of its finances). A list of common board committees is presented in Exhibit 1. Which committees the co-op will need depends on the nature and complexity of the organization. Most small co-ops will not need all the committees listed; some will need a committee that is not listed to deal with a topic of particular significance for that organization. In thinking about board committees, it should be kept in mind that work not assigned to a committee will have to be done by the board as a whole.
* Grievance council: The grievance council is responsible for protecting the rights of individual co- op members, and for dealing with questions of perceived inequity or mistreatment that may be brought to the council by organization members. The council hears and acts on "cases" submitted to it; it may recommend new policies or procedures to the board (or seek clarification of existing policies); and it may be consulted by the board, by managers, or by regular co-op members about questions of member rights. A grievance council should mirror the full diversity of the co-op membership. It should include both co-op managers and members who do not hold specific roles in the governance system. Moreover, if the co-op is diverse in gender, age, and/or race, these differences should be reflected in the council. But a grievance council should not be composed of "two of everything," since that often would result in a group too large to do its work well. Generally, a grievance council should not exceed half a dozen members. If those members are chosen by election (a common method), the election procedures must ensure that the people chosen will reflect the diversity of the membership.
* Members: The members are the people who work at the firm and own it. As shareholders in a democratic firm, they are responsible for all corporate matters and significant policy matters. Additionally, the by-laws can specify issues that should be addressed by the membership as a whole.

## **Examples of Different Management Structures**

| The Collective (usually 2-10 people)  When people first come together to create a small worker co-operative, they often start as collectives-- usually all members are at the same level in terms of Governance, and operate using a flat management structure. Different members usually take the ‘lead’ in certain areas or activities (and this may swap and change depending on the circumstance). |  |
| --- | --- |

As a worker co-operative grows or becomes more complex/specialised (around 8-15 people, some even longer) it becomes more and more difficult to keep everyone informed and the level of interaction needed for decision making becomes too high. At this point two things happen. Firstly; Governance moves to a system of representation where some members are elected by the membership to represent their views and these representatives are delegated to make certain decisions on their behalf. Secondly: team management changes in a variety of ways.

| Self Managing Work Teams  As co-operatives grow, they split into committees based on areas of the business: Cafe/Shop, Sales, Buyers, Customer Service, Marketing, Designers/Printers, Buyers & Inventory Managers, etc. These are self-managing collectives, who then nominate representatives from their own team to represent them directly in the Governing Body. |  |
| --- | --- |

| Hierarchy System  Usually this means there are managers chosen for each committee, and a general manager is chosen; (sometimes elected or specifically recruited/selected by the governing body). Managers report to the governing body, and have been given authority to manage the organisation by members. In larger co-ops there may be multiple levels of management. Remember: “Management is not a status, but a function.” |  |
| --- | --- |

[**Check out this article breaking down one of the most widely-used collective governance structures in co-ops: sociocracy.**](https://www.sociocracyforall.org/sociocracy/) **Then,** [**check out this webinar for even more detail and hear from real co-ops using sociocracy!**](https://www.youtube.com/watch?v=LgpwHKUiYkg)

## **Who Decides What?**

| Governance Decisions | Operations Decisions |
| --- | --- |
| “Big picture” decisions that affect a majority of members and/or have a long-term impact on the future of the business.  These are GROUP decisions made democratically by either the board or assembly. They often include:   * Setting mission / vision (e.g To give customers the most compelling shopping experience possible) * Setting goals and evaluating progress (e.g. we want to have x new customers in 2018) * Approving hiring / firing (e.g. bringing a new member into the cooperative) * Setting policies (e.g. defining disciplinary process) * Allocating profits (e.g. determining what % of profits is paid out vs. retained) | “Day-to-day” decisions that affect the ordinary, everyday activities of the business.  These are DELEGATED decisions made by specific individuals or committees. They often include:   * Day-to-day activities * Coordinating / managing * Accounting * Purchasing and logistics * Human resources * Customer service |

## **Key Questions to Ask When Deciding What Part of the Co-op Should Handle an Issue:**

## **Deciding Between Management or the Board: The Extensiveness Test**

An item passes this "extensiveness test" and is considered policy if:

* It affects a large number of co-op members
* It commits a substantial portion of the financial (or other) resources of the organization
* It affects co-op operations, personnel, or resources over a long period of time

## **Deciding if the Board Should Consult the Membership: The Significance Test**

While the board has the right to make all policy decisions that are not explicitly assigned to the membership in the by-laws, co-op members should be consulted about issues with extraordinary significance to the organization before the Board makes final decisions on said issues. An item passes the “significance test” if:

* It affects the likely survival of the co-op
* It has to do with overall policies for hiring or terminating co- op members
* The matter affects the basic character of the cooperative

## **Deciding if a Matter Should Go to the Grievance Council: The Grievability Test**

A grievance council should go to work on a problem only after its members are convinced that reasonable attempts to resolve the matter directly have failed. Second, the kinds of grievances considered by the council should be restricted, in order to prevent the council from becoming a “catch-all” group, handling any and all difficult or emotionally-charged problems. An item passes the “grievability test” if:

* The complaint involves a violation of existing organizational policy
* The complaint deals with a situation for which there is no applicable policy
* The complaint questions the fairness of an existing policy

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# **Decision-Making Chart**

Below is an example of a chart that can help your team keep track of what kinds of decisions will be made by whom within the business, organized by “significant,” “extensive,” and “operational” decisions. To complete it, for each decision to be made, indicate who votes or decides on it, and if necessary, who recommends a change be made and who drafts and amends proposals for the change to be made.

The “members” column refers to all members of the coop. If a decision is made by all members, it is always a vote. The “board” column refers to the board of directors. For smaller coops or coops that are just starting out, there may not be a need for a board, and this column can be ignored. The “committee” column refers to the committees within a coop that oversee and make decisions about different departments of the business, such as marketing, inventory, finances, or grievances. For smaller coops or coops just starting out, each “committee” may just be one person who has agreed to take lead on that aspect of the organization. The “manager” column refers to the general manager. Not all coops have or need a manager, and for smaller/newer coops, there may instead just be “shift leaders” every day.

Here’s an example of how to fill out the chart: in the example, under “significant decisions” look at the “fire/remove members” row. To fire or remove a member, a manager recommends the change to the grievance committee. The grievance committee reviews it and thinks of other potential solutions, and the membership ultimately votes on the decision to be made. Under the “operational decisions” section, this example chart reads that for decisions about the marketing strategy, the general manager decides without formal outside input.

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# **Sample Decision Making Chart for a Cooperative**

*Source: Cooperation Buffalo*

| Decision to be made | Members | Board | Committee | Manager |
| --- | --- | --- | --- | --- |
|
| Significant Decisions | | | | |
| Amend Operating Agreement & certificate of incorporation | Vote |  |  |  |
| Dissolution, merger, sale, location change, expansion | Vote |  |  |  |
| Membership eligibility | Vote |  |  |  |
| Fire/remove members | Vote |  | Grievance | Recommend |
| Elect Board of Directors | Vote |  |  |  |
| Review, amend, or overturn a decision made by Board | Vote |  |  |  |
| Extensive Decisions | | | | |
| Setting and moving decision-making boundaries |  | Vote | Governance | Recommend |
| Corporate strategy and measures of success |  | Vote |  | Recommend |
| Annual budget, including goals |  | Vote | Finance | Recommend |
| Distribution of profits |  | Vote | Finance | Recommend |
| Selection, compensation, evaluation of Manager |  | Vote |  |  |
| Staff compensation & benefits policy, decision to give raises |  | Vote | Finance | Recommend |
| Review, amend, or overturn a policy set by Manager |  | Vote |  |  |
|  | | | | |
| New policies & changes to policies (except above) |  |  | Governance |  |
| Purchasing decisions to meet budget projections |  |  |  | Decide   |  |  |  |  |  | | --- | --- | --- | --- | --- | | Operational Decisions | | | | | |  |  |  |  | Decide | |
| Expenses that are within budget projections |  |  |  | Decide |
| Expenses that are outside of the budget projections |  | Vote | Finance | Recommend |
| Hire/fire staff, disciplinary action with staff |  |  | Grievance | Decide |
| Decisions regarding staffing chart |  |  |  | Decide |
| Decisions in relationship with landlord and vendors |  |  |  | Decide |
| Decisions about marketing and outreach strategy |  |  |  | Decide |

**Decision Report Template**

Here’s a simple template that can help keep track of decisions that are made, in order to maintain accountability between committees and even keep track of items to be added to future agendas.

* Issue:

A decision was made on the following issue:

* Date:

The decision was made on \_\_\_\_\_\_\_\_\_\_\_\_by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

* Decision:

We decided (check off one of the following):

\_\_\_ Not to initiate a process\_\_\_ Not to take action\_\_\_ To veto\_\_\_ To take action

* Result:

Based on this decision, the following will happen:

* Reason:

The choice was made because:

* Decision makers:

This decision was made by:

* Information:

People with the right to be informed about this decision are \_\_\_\_\_\_\_\_\_\_\_\_\_.They have the right to talk to \_\_\_\_\_\_\_\_\_\_\_\_\_for more information. They have the responsibility to understand the decision and how it affects them and they way they work.

* Next steps:

The decision will be reviewed on \_\_\_\_\_\_\_\_\_\_\_\_\_ by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_