Welcome & Introductions

Context of Decision-making

Legal Obligations for the Co-op Board of Directors

1) Duty of Care
2) Duty of Loyalty
3) Fiduciary Duty

Consensus Decision Making
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**Duty of Care**

"Prudent Persons"

**Standard:**

Act in good faith, in the best interests of the cooperative, and with such care—including reasonable inquiry, an ordinary prudent person in a like position would use under similar circumstances.

**Duty of Loyalty**

- Make decisions based on what is good for the co-op (and therefore all members).
- Disclose & seriously consider excluding (RECUSSING) yourself from any decision that might imply a bias.

**Fiduciary**

- Review & Consider Financial Statements
- Ask Questions
- Budget
- Financial Plan
- Carefully manage co-op’s money & property ("Assets")—don’t put assets at risk
Decision Making: Meeting Process

Agree upon, & Consistently Use the Same Process EG—Roberts Rules Style

1) Motion
2) Second
3) Discussion
4) Vote—Modifications
   “Abstain”     “Recuse”

Democratic Decision-making Methods/ Practices

BEST PRACTICE: Vary democratic methods to fit situation & strengths & weakness of method
- Majority
- Unanimous Vote
- Consensus

WRITTEN BALLOTS: + & -
Simple Majority

50% + 1
Critique: Plusses & Minuses

Unanimous Vote

100% Agreement; all in favor
Risk:

Consensus Decision Making

Takes into account all members’ personal opinions and results in a decision that all members can live with
• Values Diversity of Perspectives
• Avoids Win: Lose Situations
• Personal Accountability
• Avoids Giving-in Merely to Avoid Conflict
Encouraging a Positive Culture

- Acknowledging the unspoken
  - What promotes a positive feeling in a meeting?
  - What happens in meetings that turn you off?
    a. Getting outside of the meeting box
    b. Promote “WE” within meetings

Positive Culture/Productive Meetings

- Promote camaraderie by recognizing individuals
  - Begin meeting with 30 second “check-in”

- Well organized, planned meeting with clear roles & responsibilities

Consensus Toolbox

Testing for consensus/survey:
- Talking Stick
- Fist of Five
- Up/Down Sideways
- Simple Voting & Blocking
- Rules regarding Blocking
- Supermajority voting
Consensus, general agreement is always the goal on decisions

**TALKING STICK**

**Fist of Five**

5 = For it & will work hard for it.
4 = For it, will work hard for it, have some reservations.
3 = Have serious reservations but will go along w/it.
2 = Don’t like it, won’t work for it but will not work against it.
1 = Don’t like it, probably won’t work against it, but unsure
Fist = Will not actively work against it.

Discussion/Modifications?

**Thumbs up/Down/Sideways**

Up = Yes vote
Sideways = Unsure or have reservations
Down = Against

Discussion/Modifications?
Consensus Decisions

Premise: Involvement ➔ Commitment ➔ better decisions

= Respect; listening; consideration of dissent

• Motion with second is clearly presented
• Reasons are shared for dissent with majority
• Discussion
• Modifications—?

Ultimately a decision must be made—work to consensus—a decision everyone can live with

Simple Voting

Ultimately a decision must be made—work to consensus—a decision everyone can live with

Can Block lead to a better Proposal?

Once Members listen to and understand it they:
1) Discuss & decide how to move forward
2) Modify/find common ground?
3) Have procedure to move forward at current meeting or table to next meeting:
   - Vote to over-ride and move forward immediately (may be simple majority; suggest supermajority such as majority +2; two-thirds, three-quarters…);
   - Vote to table to next meeting for consideration—have specific process if tabled to next meeting
Blocking Rules

ACCEPTABLE REASONS FOR BLOCKING:

1) Profound moral objection
2) Believing enactment of the proposal would cause grave injury to the cooperative
3) Believing it is vital for the co-op to get more information and/or give more consideration before making a critical decision.

NOTE: A blocking Member MUST explain the bases for each of the acceptable reasons.

Effective Meetings

Basics

- Commonly Understood Goals
- Good Facilitation
- High Level of Participation
- Keep Minutes of Meeting

Commonly Understood Goals

- Set time & location (Bylaws)
- Prepare Agenda—include estimated time for each agenda item (board approves: agenda, minutes from last meeting, all motions)
- Stick to standard decision-making process
  - Modify consensus methods according to proposals
Good Facilitation & Participation

- Have designated facilitator (can rotate)
- Have a timekeeper
- Someone to take minutes (can rotate)
- Vibe-watcher/monitor?
- Begin board meeting with check-ins
- Stick to agenda topics — if someone brings up a new topic, group decides whether or not to add it to the agenda and how much time will be given to the topic (usually added as last item on agenda).
- Encourage diverse participation; goal = consensus

Consensus Decision Making

- Most Imp points?
- Lingering questions?
- What should have been covered?