

# **What the Karma Co-operative Board actually does: A guide for members who'd like to be appointed to vacancies**

**Some notes from Howard Kaplan, October 2010**

When there are vacancies on the Karma Board, the Board may appoint members to fill those vacancies. Most of what appointed members need to know is the same as what elected ones need to know, with a few exceptions related to the timing of joining the Board. The material presented here is a very lightly edited version of notes given to prospective candidates for election at the October 2010 AGM.

## **The minimal expectations of Board members**

- Members appointed to the Board are expected to attend orientation sessions, if any are arranged, and to read the material provided as a guide to new and continuing directors
- Members appointed to the Board are expected to fit into whatever schedule of meetings has already been arranged; the Board will not rearrange the schedule to accommodate additional members, however well-qualified
- All Board members are expected to arrange the controllable parts of their personal lives – holidays, other long absences, commitments to other organizations, and so on – to give priority to preparing for and attending regularly scheduled Board meetings
- All Board members are expected to conduct their official business in compliance with the by-laws and the Act
- All Board members are expected to carry out the Board's official business at formal meetings, in which most of the discussions are open for the members to observe
- All Board members are expected to keep up with email discussions, not conflicting with the previous expectation to conduct business in public, between meetings
- All Board members are expected to do their fair shares of the work of the Board, recognizing that fair shares are not necessarily equal shares, given Board members' different circumstances

## **What Board members really do**

In the summer of 2009, I returned to the Karma Board after an absence of more than 10 years. I don't know if the Board has changed or if only my understanding of it has changed, but I'm now able to talk about its work in a way I couldn't have done before my return to active participation, despite having observed a number of Board meetings while not serving on the Board. I thought it would be useful to put some of my thoughts into writing, for the benefit of candidates for Board election at the AGM, candidates for appointment to fill Board vacancies, and Board members continuing after already serving on the Board.

**The Board meets monthly on a regular schedule.** The by-laws require monthly meetings, though they do not require them to occur on a regular schedule. In practice, the Board works best when the meeting schedule is regular, and it is not adjusted because of individuals'

holidays or other commitments. Currently, the schedule is to meet at 7pm on the first Monday of every month, unless that Monday is a holiday, in which case the meeting is delayed by one week to the following Monday. The meetings last about 3 hours.

**The Board is a decision-making body.** This is the part of its role that's most obvious to anyone observing Board meetings. It's also the part mentioned in the by-laws, which specify the way that Board members hold meetings and cast votes. Proposals are brought to the Board, the Board discusses them, and the Board adopts, modifies, defers, refers, or rejects such proposals. The Board also decides how decisions will be made: will the Board make them, or will they delegate some decisions to the staff, committees, or officers? That is, while the Board is ultimately responsible for the entire direction of the co-operative, it chooses which parts of that direction to delegate away.

**The Board consists mostly of officers.** Outside of formal Board meetings, directors acting in the role of directors have no individual authority to do much beyond gather and share information. However, the Board often needs to delegate authority to individual directors, and the primary mechanism for doing that is by making them officers. Just as committees have mandates, officers have position descriptions that define the work which the Board has delegated to them. Given the current complexity of Karma, the size of the Board, and the lack of much civil service to whom to delegate tasks, the Board tends to make most of its members officers, with varying degrees of responsibility to operate independently. The by-laws give the Board the right to appoint the President, Vice-President, Secretary, Treasurer, and whatever other officers it requires. The by-laws also give the Board's the right to remove officers who cannot perform their roles properly, though the Board does not always accept this responsibility.

**The Board is its own civil service.** Most of the proposals brought to the Board and most of the matters referred by the Board involve its own members, in their roles as officers or committee liaisons. There are committees to which the Board can delegate specific tasks, such as conducting new member orientation or maintaining the web site, with little further involvement by the Board's own members. Also, some proposals are brought to the Board by the General Manager. However, the majority of proposals originate with Board members themselves. Furthermore, whenever the Board needs information analyzed to help itself make better decisions, that analysis is almost always performed either by its own members or by committees (such as Finance or Building) where its members play key roles. However, the Board needs more than analysis: it also needs clearly stated resolutions and accompanying documents, so there can be no question what decisions the Board made at its formal meetings. These resolutions and documents cannot be effectively prepared during a Board meeting; they need to be prepared prior to the meeting though possibly amended at the meeting. Preparation of such documents is another civil service role that the Board members usually must perform for themselves.

**The Board communicates by telephone and email.** For Board members to work effectively, they need to share documents and ideas between meetings, especially to refine ideas for formal adoption at meetings. For two-person conversations, the phone remains effective, as it has been for over a century. Currently, for conversing in larger groups or for sharing documents, the only efficient way to do this is by email, though the Board sometimes looks at other internet-based alternatives. Whenever a Board member declines to use these technologies, it interferes with the efficiency of the whole Board and tends to isolate that member from the rest of the directors.

**The Board participates in undeclared projects.** It is obvious that the Board oversees projects such as major renovations. It is less obvious that much of the Board's work consists of activities that ought to be considered projects. A project should be an organized package of activity; it usually won't be successful unless it is organized in advance and managed when it happens. For example, a Board meeting itself is a project that should be more than the sum of what individual directors or committees independently ask to have on its agenda. Someone needs to anticipate the agenda a month in advance, review what's likely to be on it, and ensure that someone organizes and distributes the material needed to intelligently discuss each proposed agenda item. If directors don't have this material until the meeting itself, or they receive it only one or two days in advance, they can't bring their best judgment to bear on those issues. The process of anticipating the agenda and working to make it successful is much more like project management, a subject not addressed at all in the by-laws, than like chairing a meeting, which is addressed.

**For some purposes, the Board members need to establish a hierarchy.** When Board members formally discuss and vote on a proposal, they must exercise their independent judgment. No member can be removed from the Board for voting against the majority, the way a Member of Parliament can be removed from caucus for voting against the party leader. Nonetheless, there are some circumstances in which Board members can be directed by other ones. In particular, when the Board members act as their own civil service, it is legitimate and often necessary for one member to report to another, or at least to defer to another, so documents and analyses can be created appropriately. For example, if the Board is revising the Member Handbook, the head of that project should be able to assign other directors to review appropriate sections, to show them how to revise inadequate work, to remove them from the project if they cannot produce adequate work, and to impose a consistency of style on the final product. Of course, for this to happen, the Board must appoint project heads with the competence to make such decisions, but first the Board must realize that making such appointments is a legitimate way of organizing some of its work.

**The Board cannot function well without leadership.** It's fairly obvious that the Board needs a chair, but chairing a meeting is a technical skill distinct from defining a vision and motivating the Board to pursue it. To define a vision is not the same as to impose one from the top: a vision will be successful only if it is based on what the individual directors want the Board to accomplish. However, without appropriate leadership, directors may not see how their individual interests fit into a larger, coherent picture that will enhance, rather than interfere with, the chances of their interests also being considered. There is no contradiction between, on the one hand, the democratic ideals that Karma is a co-operative where all members and all directors have equal votes at their respective meetings and, on the other hand, the Board's following leadership in the pursuit of specific goals. This does not mean that everything needs to be in the hands of one ultimate leader; there will be different individuals providing leadership in different areas. However, the Karma Board must not be afraid of leadership.

**Board members have a heavy workload.** The visible part of attending Board meetings takes about three hours per month, but each director also takes two or three hours per month between meetings reading minutes, reading reports, and otherwise preparing for these meetings by reading what other people have written. In addition, participation in committees and service as an officer (these often overlap) ordinarily occupy at least six hours per month, and they can occupy much more when a director has the time and inclination. Under the current

rules, Board members receive only a standard 4 hours per month of work credit, but the Board can reconsider those rules.

**Board members learn something from their experience.** The process of participating in Board meetings is, in some ways, like the process of attending a graduate seminar in governance. There is some passive learning, where directors simply observe how the more effective directors get their work done. There is also an explicit orientation at the start of each Board term, where incoming directors are introduced to Karma's by-laws, history, committees, and current status. However, because of time pressure, formal orientation is often limited to the legal side of being a director, with little attention paid to the practical aspects of being a good director. In a good year, the experienced, effective directors will point out the advantages of some ways of doing things, whether at the meetings or in email between meetings. This kind of guidance and mentorship can be valuable to those directors eager to learn.