



Meeting Guidelines for Guests

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Board meetings are at the heart of board work and well-run, productive meetings are an important part of the foundation for any good board. Meetings are typically open to owners, and sometimes others, to attend. Having clear guidelines on attendance at, and participation in, board meetings will support the board in doing its work and will set clear expectations for those attending. Proactively defining and communicating your board's guidelines may help keep your board's work on track.

Here are some questions and observations to inform your board's decision making process on this topic.

1. What is the purpose of the monthly board meetings?
 - ⤴ The purpose is to do the work of the board. Typically the board only has authority as a decision-making body during official board meetings. That means most boards have less than 40 hours **per year** to do their work.
2. What dictates how the board spends its time?
 - ⤴ The board has its own calendar of work, including assuring organizational accountability through monitoring performance against expectations, GM evaluation & compensation, board self-evaluation, board perpetuation & development, owner engagement, and administrative items. Priorities of importance and urgency are applied to set monthly meeting agendas. Many boards develop an annual or multi-year work plan that includes other topics, activities and tasks the board intends to devote time to working on. These may include strategic thinking, learning and analysis of internal and external trends and questions. When considering how and whether to include guests in the meeting, boards must necessarily place that decision in the context of all these pre-established priorities.
3. Who is allowed to attend the monthly board meetings?
 - ⤴ Typically only owners are allowed to attend meetings. Some boards ask guests to bring their owner card and ownership is verified and guest names and owner numbers are noted in the minutes. The board may invite non-owners to the meeting as well, such as community members or outside experts.

4. Who gets to address the board?

- ⤴ This depends on the board and their policies. Some boards only allow pre-approved items on the agenda. Some boards allow for an “owner forum”, with varying degrees of rules or guidelines. Given the time constraints on the board, it is recommended that only pre-approved topics are voiced at meetings.
- ⤴ Other boards set aside a specific amount of time (5-10 minutes) for owner comments if any. The board will listen but not necessarily respond to comments by owners.
- ⤴ Sometimes topics that owners bring to a meeting are operational in nature and may not be appropriate for board time and consideration. It is inappropriate to discuss personnel issues in an open meeting.
- ⤴ High-functioning boards avoid taking up topics ad-hoc at meetings; rather they plan ahead. The agenda topic has clarity of purpose (information, decision, etc.) and relevant data is distributed far enough in advance that directors can read and digest the material. Vetting topics will prevent situations where the board is presented with topics that are not the board's to act on, inappropriate for open board meetings, or not a high enough priority to warrant the time.
- ⤴ The board can always schedule time at another meeting to discuss a topic raised by guests.

5. What do we do with the input that we get?

- ⤴ If the board gets input from a guest member at a meeting or by letter, it's a good practice to consider sharing the board's response to all members, not just those who come to the meeting.
- ⤴ Given that the time with guests isn't usually meant to inspire deep conversation, the board should be encouraged to practice "attentive listening" (as described in Carver's Leading, Following and the wisdom to know the difference). In a board meeting context, to have guests feel heard and respected takes careful attention by the chair. There is probably a short list of powerful phrases like
 - We appreciate that you took time to come share your input with us
 - Thank you for sharing your input
 - We will give your input consideration
- ⤴ It's also common for there to be confusion on timeframe. People can and should be thanked for their input immediately. The consideration part might take months or years. And the result of the consideration might be to do nothing or change a policy, etc. (Attentive listening doesn't mean action.)
- ⤴ Of course, clarity on roles and responsibility is vital. It might very well be that a "thank you" from the board and a follow up reply from management will be most appropriate. These questions might be useful to determine if the board would take any follow up time on what's presented:
 - Whose topic is this?
 - What have we said about this already?

- Who will take responsibility for follow up?
 - ⤴ These decisions might be considered after the meeting by the board chair or a delegate group rather than "on the fly" during the meeting.
6. Who gets to participate in discussions?
- ⤴ In general, only the board and manager participate in the conversation. Remember, this is a board meeting, not a member meeting. Sometimes, though, the board may want to invite others into the process. It can solicit input from anyone it chooses, including owners and guests at meetings. If the board has a meeting agenda that is based on the board's own priorities, only rarely will uninvited or unexpected guests participate in the meeting outside of the "owner forum" agenda item. Decisions on who to call on are typically assigned to the facilitator or board president acting within the policies set by the board.
7. How does transparency affect what we share with owners?
- ⤴ Organizational transparency does not mean owners get to page through membership lists or look over the details of bookkeeping records or peruse personnel records. Similarly, some board work is not meant for owners as well. Keeping appropriate material confidential does not go against the principle of transparency. The duty of care is, in fact, one of the board's most important duties and that sometimes means maintaining confidentiality even from members. With this in mind, a good general guideline is that visitors to a board meeting (whether owners or not) receive a copy of the agenda but not the other materials in the meeting packet.
8. Do Open Meetings or Open Records laws apply to our board meetings and work?
- ⤴ Co-ops are most commonly organized as private businesses, so most likely not, but check your Articles of Incorporation and state laws to be sure.

It's best for boards to have a shared understanding of the process for handling guests arriving unexpectedly at board meetings. Additionally boards should communicate to members in advance what to expect if they attend a meeting. Having these guidelines posted with other board information (meeting notices & minutes, other board communication) available to owners will help. It's also good to have expectations printed out to distribute at the meeting for any attendees unfamiliar with board rules and guidelines on participation (or to remind those who have seen them before). And perhaps an occasional newsletter article describing your approach to receiving member input at meetings will help communication and transparency on this.

Questions for discussion:

1. Do we have a way for owners to address issues with the board? Is it clear

- and easy for owners to find?
2. Do we communicate clearly with our owners so that they know when and where board meetings are held?
 3. How do we want to balance potentially competing concerns—giving owners time to say what they want to the board and keeping our meetings on time with our planned agenda?

Additional resources:

1. Executive Sessions Field Guide
(<http://cdsconsulting.centraldesktop.com/p/aQAAAAANWVo>)
2. Agenda Planning Field Guide
(<http://cdsconsulting.centraldesktop.com/cbld/doc/9561712/w-AgendaPlanning>)
3. [A Recipe for Good Board Meetings](http://www.cooperativegrocer.coop/articles/index.php?id=930)
(<http://www.cooperativegrocer.coop/articles/index.php?id=930>)
4. Dealing with complaints online recorded workshop
(<http://cdsconsulting.centraldesktop.com/cdsvideo/doc/5564661/w-DealingWithComplaints>), including Complaint Management for Cooperative Boards
(<http://cdsconsulting.centraldesktop.com/home/viewfile?guid=1003576791465B82F65D4CC7E197CD224182307F&id=2597248>)
5. Cooperative Model Grievance Project – Field Guide for Board
(<http://cdsconsulting.centraldesktop.com/cbld/doc/4536988/w-BoardsAndGrievanceFieldGuide>)

SAMPLE 1

Welcome! And thank you for attending a Board Meeting for our Cooperative. As an owner, you have hired this Board to direct the Cooperative. We are honored that you have placed this responsibility in our hands and delighted that you have enough passion and interest to come to the meeting tonight. This Board operates under the principles of Policy Governance, which means that we have spent a lot of time defining what we do and how we do it, including setting a clear point of delegation concerning operational issues that the Board is committed to not crossing. We set guidelines and limitations for our employee (General Manager) and monitor his/her adherence, but empower him/her to run the operations as they see fit within those guidelines. We are strict with our time and our agenda as we strive to be efficient. We also try to have fun. Below are some of our policies that apply to our meetings and owners.

- ⤴ Board meetings are scheduled regularly (typically the nth Weekday of each month) and the schedule of meeting dates is communicated to the Owners in a timely manner. Meeting attendees typically gather at 5:30pm, with the meeting beginning at 6:00pm and lasting until 8:30 or 9:00pm.
- ⤴ Board meetings are attended by all Directors and Officers and by the General Manager. Owners and invited guests of the Board may also attend. Meetings are not open to the general public (i.e., non-Owners).
 - All attendees must identify themselves when meeting attendance is taken.
 - Attendees who are not invited guests of the Board must be Owners in current standing and supply the Board with their name and Owner number.
 - Attendees may observe the meeting, but participation is limited to specific agenda items and at the discretion of the meeting facilitator (typically the President/board chair).
 - Attendees may be required to leave if the Board enters Closed Session (aka Executive Session) for the purpose of discussing personnel, legal, financial, real estate, or other confidential or sensitive matters. Attendees may rejoin the meeting when Closed Session is concluded.
 - Attendees who are disruptive may be required to leave at the discretion of the facilitator or President/board chair.
- ⤴ Owners may present issues to the Board.
 - Owners must submit a summary of their issue and presentation to the President at least eleven days prior to the next scheduled Board meeting.
 - Only issues relevant to the Board are considered. Relevant issues include matters related to Owner benefits, Owner equity and capital, Committee activity, questions or issues related to bylaws, and questions about the overall operations of the Cooperative. Matters not relevant to the Board include, but are not limited to, store policies, advertising policies, product line selection, donations to community organizations or

activities, or any specific issue of the retail organization that the board has delegated to the General manager..

- The President reviews the issue and determines its relevance and priority when setting the agenda for the next meeting. The President communicates with the Owner regarding whether the Owner's presentation is on the agenda for the next meeting and how much time is allotted. Owner presentations are typically limited to five minutes.
- The Board is not obligated to respond or act on any Owner request, except as required in the bylaws. The Board may choose to further discuss the item, table it, send it to Committee, or give no response.
- ⤴ The job of the President is ensuring Board behavior that is consistent with its own rules and those rules legitimately imposed upon it from outside the Cooperative.
 - Meeting discussion content is only those issues which, according to Board policy, clearly belong to the Board to decide, not the General Manager.
 - Deliberation is timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - Roberts' Rules are observed except where the Board has superseded them with policy statements.
- ⤴ The Board will provide reasonable feedback to Owner requests, complaints, and suggestions on issues related to the boards work.
 - Current Owners may see quarterly summary financial statements of the Cooperative. Owners must submit a written request to the General Manager.
 - Current Owners may see the Board's Policy Register. Owners must submit a written request to the Board President.
 - The Board may refuse any Owner request that it deems would not be in the best interest of the Cooperative. (check bylaws and state law to see what they require)
- ⤴ Directors have the responsibility to participate effectively in Board meetings.
 - Each Director has the responsibility to come to Board meeting prepared to participate responsibly.
 - Each Director has the responsibility to express their own opinions.
 - Each Director has the responsibility to listen respectfully to the opinions of others and to honor divergent opinions.
 - Each Director has the responsibility to accept group decisions as legitimate.
 - Each Director has the responsibility to share responsibility for group behavior and productivity.
 - Each Director has the responsibility to not dominate Board meeting time, nor expect the Board to deal with topics that are not appropriate for the Board.
 - Each Director has the responsibility to support the Board President on Board discipline and Board accountability.

Feel free to contact me regarding any feedback you have from tonight's meeting.

Signed,
Board President

SAMPLE 2

Board of Directors Meeting Etiquette

The Board of Directors is a hard-working board that defines the vision of the co-op, sets policies to reach that vision, works to better the co-op and best serve the needs of our Member/Owners. In order to ensure all of this work is done, our monthly meetings cover a lot of ground and need to run efficiently. We value feedback from the Member/Owners of the co-op, and want to give each of you a voice. Please observe the following rules so that we may have an efficient meeting in which you may participate.

If you have questions about the meeting format, please refer to the back of this sheet for the current agenda with a short description of each item in italics.

1. Please arrive on time. The meeting starts at 6:00 pm sharp, Member/Owners that arrive late may not be able to participate in the meeting.
2. Please be respectful of the Board and do not interrupt during discussions and voting.
3. Member/Owners who attend the meeting will each have a chance to speak during our Open Member Forum, which is a regular agenda item. Please limit your comments during the Open Member Forum to five minutes.
4. If you feel that five minutes is not enough time to address your concerns, you may send an email or letter to the Board of Directors.
5. At the discretion of the Board President, and with advance notice, an owner's input may be added as an agenda item.
6. Requests for information and answers to questions from the Board of Directors will be discussed at the following meeting. The Board speaks with one voice and we want to make certain that we have given your comment the attention it deserves.
7. You may speak with any Director with your concerns at any time, but please be aware that the Board speaks with one voice, meaning the Director can not respond to you on behalf of the board without discussing your concerns at a meeting.
8. The board may decide that your concern is an issues that has been delegated to the General Manager and therefore refer you to the GM for next response or steps.