

Policy Type: Board Process

Policy Title: C3 – Agenda Planning

Last Revised: August 8, 2023

---

We will generate and publish workable annual and monthly agendas.

1. We will create, and modify as necessary, an annual calendar that includes tasks and events related to membership meetings, Board training schedule, monitoring schedule, Nominations and Election Process, and the GM evaluation and compensation decision as outlined in our Board-Management Relationship policies.
2. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.

#### **Interpretations:**

The monthly Board meetings should be run efficiently so as to use the time of the Board members as well as the GM and other Co-op employees effectively. Careful planning of the monthly meetings will aid in keeping these on schedule and also allow the GM to properly prepare their materials.

1. Given the myriad duties that the Board must perform during the course of the year, and also considering those activities that are time-sensitive (e.g., nominations and election process, annual owner meeting, and GM evaluation and compensation), it is necessary to create and maintain a workable annual calendar. An annual calendar will ensure that critical activities are performed on time and with due preparation.

The annual calendar may need revisions. If the Board members decide to make modifications, a majority vote must approve the modifications.

Previous revisions that were approved in January 2023 by the Board included the following:

- GM and Board monitoring columns were revised to distribute the policy reviews over the year, thus reducing the load during any single Board meeting. The D policies were moved to be reviewed before the annual election, with the C policies starting after the election to begin the orientation process for new board members. This was approved by the full board.

The attached annual calendar, revised as of May, 2023, reflects the following recommended further revisions.

- The previous last three columns were reduced (by eliminating the last column which showed desired but not critical activities) to two to make the annual calendar more workable.
- The GM compensation process has been ordered and numbered to allow for better transparency and comprehensiveness.
- The scheduling for the spring and fall retreats has been modified to reflect planning rather than actual retreat scheduling to allow more flexibility in the calendar.

#### **Recommendation - C3/C3.1:**

While the board did generate an annual calendar, it is deemed to not be workable. We suggest that , while we have an annual calendar, and we have previously followed this policy to modify it in attempts to improve it, the current calendar

is not workable. Therefore, we are out of compliance with respect to generating a workable annual calendar. See recommended revised calendar.

2. The Board president is responsible for developing the meeting agendas and ensuring that tasks and events are addressed at the appropriate times. The president works with the GM and the Executive Committee to develop the monthly meeting agendas.

**Recommendation - C3.2:**

It was verified that an agenda was generated and sent out to the Board members prior to each Board meeting in the last 12 months. The monthly agenda could provide more detailed information on upcoming events. In compliance.

Month	GM Monitoring	Board Monitoring	Agenda Items	Other Board Tasks
January	B1: <i>Financial Condition and Activities &amp; B6: Staff Treatment and Compensation</i>	D: <i>Global Board-Management Connection</i>	<ul style="list-style-type: none"> <li>Learn about GM compensation process – open meeting</li> <li>Develop RFP for GM compensation – open meeting</li> <li>Board finalizes GM Evaluation Letter – Executive session</li> <li>Approve Board Candidate Slate</li> </ul>	Present GM Evaluation Letter – present by the Executive committee meeting time Board Candidate Orientation
February		D1: <i>Unity of Control, D2: Accountability of the GM</i>	<ul style="list-style-type: none"> <li>Receive GM’s Compensation Proposal - even years – executive session</li> </ul>	Board Candidate Forum
March	B1: <i>Financial Condition and Activities, B2: Planning and Financial Budgeting</i>	D3: <i>Delegation to the GM, D4: Monitoring GM Performance</i>	Review Annual Meeting Agenda <ul style="list-style-type: none"> <li>Approve GM compensation – Executive session</li> </ul>	Board Election Request Letters of Intent for Officer Roles New Director Orientation
April	A: <i>Global Ends, B: Global Executive Constraint</i>	C: <i>Global Governance Commitment, C1: Governing Style</i>	<ul style="list-style-type: none"> <li>Welcome and seat new directors</li> <li>Elect officers</li> <li>Committee Assignments</li> </ul>	Spring Retreat Planning including timing of the retreat and the follow-up
May	B3: <i>Asset Protections, B5:</i>	C2: <i>The Board’s Job</i>	Annual Committee Charters Review	Annual Meeting & Report

<b>Month</b>	<b>GM Monitoring</b>	<b>Board Monitoring</b>	<b>Agenda Items</b>	<b>Other Board Tasks</b>
	<i>Treatment of Customers</i>			
June	<i>B1: Financial Condition and Activities</i>	<i>C3: Agenda Planning + Supplemental Calendar</i>		
July	<i>B9: Emergency Succession</i>	<i>C4: Board Meetings</i>		
August	<i>B7: Communication to the Board</i>	<i>C5: Directors' Code of Conduct</i>		Plan Fall Retreat and follow up
September	<i>B1: Financial Condition and Activities</i>	<i>C6: Board Officers</i>	<ul style="list-style-type: none"> <li>● Review Nominations &amp; Elections process</li> </ul>	
October	<i>B4: Membership Rights &amp; Responsibilities</i>	<i>C7: Board Committee Principles</i>	<ul style="list-style-type: none"> <li>● CBLD Enrollment</li> </ul>	
November	<i>B8: Board Logistical Support</i>	<i>C8: Governance Investment</i>	<ul style="list-style-type: none"> <li>● Board Budget</li> <li>● Patronage Dividend Resolution</li> </ul>	Distribute Board Election packets
December	<i>B1: Financial Condition and Activities</i>	<i>C9: Board Member Nominating and Election Process</i>	<ul style="list-style-type: none"> <li>● End-of-Year Reflection including Board evaluation of Ends</li> <li>● Review summary table of GM compliance for past year – open meeting</li> <li>● GM presents self-evaluation – annual – Executive session</li> <li>● Board only – sync self-evaluation with policy summary table</li> </ul>	