



Field Guide: Board Decisions Between Meetings

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As a general practice, boards should avoid making decisions between regular meetings. A large part of the value of having a board in a leadership position is that good decisions can come from incorporating many peoples' perspectives; making decisions without meeting deprives the board of the opportunity to glean the wisdom of all directors. Secondly, it can take a lot more time and energy to go through a decision-making process outside of regular meetings than it would to do the same thing at a meeting. In addition, making decisions between meetings could be perceived as an attempt to close members out of the process; the cooperative values of democracy and openness should encourage a general practice of boards making decisions at meetings where members can see the board at work.

Here are a few suggestions for avoiding the need to make decisions outside of meetings.

- Check your policies or agreements to make sure they clearly delegate appropriate authority to either the board chair or GM.
- Develop a board plan and calendar. This can help you anticipate decisions that will need to be made so they can be included on regular meeting agendas in advance of the needed decision.
- Make the decision in advance, as in: "If this circumstance becomes true, then our decision will be..."
- If a situation arose that required your board to make a decision between meetings, talk about this topic at a subsequent regular board meeting. Consider if you can create a new policy agreement to guide similar decisions in the future.

Here are a few things to keep in mind if you believe it might be necessary to make a decision outside of your regular meetings.

- Check your bylaws. Do they allow action without a meeting? If so, do they require a specific process or quorum? (You may also want to seek your co-op lawyer's guidance to ensure your bylaws follow state requirements.)
- Check your board policy agreement about how you will make decisions without an in-person meeting. If you don't have such a policy, create it. You may consider requiring a super-majority or unanimity, even if the bylaws are silent on the matter.
- If this is a complicated issue, or if it turns out that directors need more explanation or discussion, consider calling a special meeting so that everyone can talk about the issue together before making the decision.
- Make sure all directors are informed and have the opportunity to participate. Whenever possible, announce the upcoming decision in advance, preferably at the in-person meeting just before the needed decision.
- The board chair should initiate the process with a clear statement of the question and a brief explanation of why the decision needs to be made now rather than at the next board meeting.

- Whether using phone or email, keep the communication focused just on the question at hand.
- Make sure to include a record of the board's decision in the next board meeting packet. Include on the agenda a reference to the decision (i.e., "Let the minutes reflect that...") and include in the minutes of that meeting a statement that the decision happened between meetings.

Questions for discussion:

- What do your bylaws and policies say about this topic?
- What decisions have you been making outside of regular meetings? What would it take to reduce or eliminate the need for making those decisions outside of regular meetings?

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- [Fresh Start Bylaws Template](#)

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