

Healthy Board Dissent

Agreements on shared purpose, expectations, and process lay the groundwork for productive disagreement

BY TODD WALLACE



ILLUSTRATION BY KEN DAVIS

Our co-op boards are groups elected and charged with a common purpose: fulfilling the legal and moral obligations of their co-op, on behalf of a diverse set of member-owners. Their fiduciary responsibilities demand high-quality deliberation and decision-making to ensure both the cooperative's fiscal prosperity (its health as an enterprise) and the continued relevance and achievement of its social mission (its function as a meaningful association).

It is just as true that our directors are individuals, each bringing a unique voice and perspective. How does this work? How does the group deal with individuals asserting themselves? How does a group deal with individual disagreement and dissent, especially with regards to complex questions and conversations, the kind of discourse routinely demanded by the job of governance?

In this piece, we'll explore these questions and consider how to value individual voices by making three kinds of group commitments:

- commitment to a shared sense of purpose;
- commitment to a shared set of expectations for performance; and
- commitment to a sound, intentional process.

The value of dissent

Let's begin by acknowledging the value of dissent, disagreement, and divergent opinions. To dissent is "to hold or express opinions that are at variance with those previously, commonly, or officially expressed." We can imagine various contexts in which disagreement or dissent can occur: at the societal level, such as with political dissent from a government's policies; at the organizational level, when a subgroup disagrees with management; and within a small group, such as a board of directors. Each of these circumstances must be recognized as having differing implications with regard to dissenting views, but in each case (societal, organizational, and small group) dissent and disagreement are a valuable and healthy part of the experience.

Within a healthy society, the ability to dissent is related to the importance of freedom of thought and expression. Organizational studies provide evidence that discouraging dissent can lead to productivity loss, poor morale, and poor decision-making. Finally, within a group that uses participatory decision-making, such as a board of directors, successful collaboration requires the productive expression of dissenting or differing viewpoints. In other words, diverse opinions make creative, generative, inclusive

solutions possible, when the group is able to hear and process them effectively.

Commitment #1: shared sense of purpose

For a board to deal with divergent viewpoints successfully, it must begin with articulating a shared sense of purpose. Another way to think about this is to create a shared understanding of the job of the board, as described in the *Cooperative Board Leadership Development (CBLD) Field Guide, Part 1*. Authors Art Sherwood and Joel Kopsichke write, "If we don't agree on why we are here, we will certainly struggle. We may have problems setting priorities or spend time on things that are not our job."

Without a shared sense of why we are all sitting around the table, or the desired outcomes that we all share, it will be difficult to create group expectations to which we can agree, and to build and support a sound, intentional process necessary for successful decision-making (our next two commitments).

Building this shared sense of purpose requires that the group thoughtfully consider the questions: What is governance? What is the job of the board? What is the role of the board in the organization (in comparison to the role

of other participants, such as management, staff, and member-owners)? How do we provide effective leadership? Specific answers may vary, though they will probably include some articulation of the following:

- strategic leadership through the deepening understanding of our member-owners' values and issues affecting their lives and needs and possibly the future of the co-op;
- fiduciary work that uses rigorous monitoring to ensure organizational achievement (movement towards fulfilling the co-op's mission while avoiding prohibited practices and conduct);
- creation of written governing policies that translate member values in a way that both directs and empowers the co-op's management;
- perpetuation of excellence in governance;
- evaluation of management performance against prior written expectations.

Other items could be included in this list, but the point is that the board must have a shared agreement on what these answers mean to them.

For boards that have this, care must be made to maintain that shared understanding. This means expressing these answers in a written form, such as board policies that explain the board's job description and job duties. It also means investing in ongoing training and leadership development for directors, especially as the experienced board members cycle off and new blood comes on. (See Nina Johnson's article, "Be the Best You Can Be—Quicker," in the May–June 2012 *Cooperative Grocer*.) Finally, it requires that boards actively seek out and recruit new, qualified candidates.

Commitment #2: shared expectations for performance

Synergistic with having a shared sense of purpose, and key for dealing positively with divergent thinking, is creating and maintaining a shared set of expectations for group and individual performance. If the first commitment to shared purpose embodies the "what" of our job as directors, the second creates clarity around the "how." In order to promote fairness and transparency, and to give directors an opportunity to excel at the act of governance, directors should have clarity about what behavior will be expected of them. Ideally, this clarity is attained prior to being elected.

These expectations can be broken down into two distinct types: task-oriented responsibilities and expectations for legal, ethical, and respectful discourse. The first type clarifies responsibility for board tasks and process such as agenda

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planning, meeting guidelines, officer roles, committee principles, and board perpetuation. Clear articulation of these expectations ensures that necessary procedures are accomplished and necessary authority and responsibility are allotted in the group.

The second type explains individual and group behavioral expectations rooted in the legal duties of care and loyalty (See Thane Joyal and Dave Swanson's article, "Precautions and Protections," in the March–April 2011 *Cooperative Grocer*.) These duties demand a standard of behavior that prioritizes individual and group action not on behalf of one's own interests or those of a subgroup, but on behalf of the organization, its mission, and the interests of its owners as a whole.

In addition to legal and ethical standards, these expectations also recognize the reality that boards hold organizational authority not as individuals but as a group—and in order to function properly as a group working on behalf of the co-op's member-owners, they need to be able to communicate outwardly with a focused, unified voice. (This sense is sometimes expressed conceptually as the principle of "board holism.") Of course, it follows that in order for the board to reach a point where communication with one voice is possible, it is essential to maintain a sound process of deliberation and decision-making that can include multiple divergent voices and support the ►

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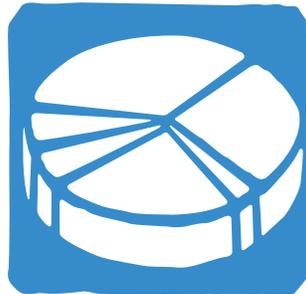


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◀ group moving towards a point of convergence.

This kind of expectation has profound implications for the positive processing of dissenting voices. It clarifies the group's expectations (and their rationale) for the individual expression of divergent viewpoints. For example, here a board might make its expectations clear about the communication of dissenting viewpoints after a group decision has been made. Since the implementation of some high-stakes decisions could be negatively impacted by the board not "speaking with one voice" on an issue, the group might require that all directors agree that after a legitimate decision, made with a legitimate process, directors support the decision whatever their individual position during the deliberation phase. If there are further questions about what "support" means, especially with regards to communication, the board should do work to agree on what is appropriate for that situation.

Making these kinds of expectations very clear as early as possible allows a potential director to better assess their own willingness to participate with the group in good faith and to create common ground with fellow board members. Without such expectations, it would be extremely difficult (and unfair) for the group to hold individuals accountable for desired behavior.

Perhaps even more importantly, these expectations allow a group to hold itself accountable for having processes and procedures that encourage a healthy exchange of divergent ideas and create a space for conversation that allows individuals to vigorously assert their point of view and conscientiously and attentively listen to others.

As with the previous commitment, these expectations should be maintained in a written form. Examples of these are board policies that describe a director code of conduct, officer job descriptions, committee principles, agenda planning, and the relationship between the board and management.

Commitment # 3: sound, intentional process

The first two commitments we've discussed, a shared sense of purpose and shared expectations for job performance, help create a foundation for a positive and functional group culture based on clarity, transparency and shared understanding. The third commitment, already mentioned earlier, enables the board to build on these foundational aspects and act intentionally and purposefully with its deliberation and decision-making. This is the commitment to support a sound process with regards to decisions and questions that are especially complex or challenging.

Complex questions and the conversation and decisions required of them are at the heart of providing good leadership and effective governance, and most often result in (and require) diverse and dissenting viewpoints to create a lasting solution or plan. Although in life, and certainly in the context of board life, challenging individuals can and do exist, it is often true that otherwise reasonable people can be quickly made unreasonable by the frustration or lack of understanding caused by an unsound process. In other words, it is often the case that a poor process creates difficult people, rather than the other way around.

What is meant by a sound process? While an in-depth analysis of the subject is well beyond the scope of this article, it is possible to begin a partial list of desired characteristics. (For more detailed information on participatory decision-making and group process, see the excellent resource, *Facilitator's Guide to Participatory Decision-Making*, by the group Community at Work.)

A sound process is one that:

- is planned or intentionally designed with an understanding of the broader (long-term) and more specific (immediate) desired outcomes of the group;
- recognizes that divergent thinking that encourages both familiar

opinions and new perspectives is a necessary part of the process;

- understands that the struggle (and the accompanying misunderstandings and miscommunication) that results from the group working to integrate new and diverse viewpoints with more familiar ones is also a necessary part of the process since, without that struggle, movement towards a sustainable decision point would not be possible; and
- has a clear decision-making rule, so that there is no misunderstanding in the group about when the point of discussion has ended and implementation and action has begun (commonly used decision-making rules include majority vote, unanimous agreement, or a single person-in-charge making a decision after receiving input).

While more characteristics can be added, it should be clear from the list above that a sound process is one that is deliberately designed, values diverse thinking and viewpoints, and has a decision rule that is clearly understood by the participants. When tackling complex decisions, a board should be able to look back at its process and describe it to organizational stakeholders as one with intention and integrity.

When considering the commitment to creating a sound process, the importance of effective board leadership cannot be overstressed. Whether the job is vested in an individual group leader, such as the board president, or multiple people, such as co-chairs, it is imperative that

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some person or persons be assigned the responsibility for ensuring that the board's process is carried out in a planned way, with integrity.

Advanced leadership thinking includes the ability to consider such important questions as: Where are we in our process? What will it take to move us forward? Are we ready to decide on an issue using our pre-determined decision-making rule, or do we need more discussion? Have we included enough new and diverse viewpoints to build sustainable agreements? What level of support do we need to have a sustainable solution?

Commitment to creating a sound, intentional process means supporting the group leaders in considering these and other process-oriented questions. It could mean investing in leadership training and development, or hiring a professional facilitator to support everyone in doing their best thinking.

The functioning of our society depends on a variety of purpose-driven groups, such as legislative bodies, juries, and democratically elected cooperative boards. All these are comprised of individual human beings with dissenting and divergent viewpoints, charged with achieving a common goal on behalf of a greater good. By committing to creating and maintaining a shared sense of purpose, a shared sense of expectations for performance, and a sound process for deliberation and decision-making, our boards can harness the power of individuality to produce inclusive, cooperative results. ■

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The full description, announcement and application instructions can be found at the employment section online: www.centralcoop.coop.

General Manager Just Food Co-op, Northfield, Minn.

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The GM is responsible for all aspects of store management and reports to the board of directors under Policy Governance. The ideal candidate will have experience managing a retail food store; bottom-line accountability; supervision, strategic planning, and budgeting experience; and a proven ability to develop systems.

We are looking for someone with proven team-building and cooperative management experience; passion for the local foods movement; and a desire to work within Policy Governance to lead our staff of 52, including a nine-member leadership team, into the next phase of our organizational growth and development.

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