

Understanding the Meaning of "Speaking With One Voice"

BY MICHAEL HEALY

Boards of directors regularly struggle with the concept of “speaking with one voice”—primarily because the concept has a dual meaning. Within the context of Policy Governance, which many food co-op boards use, the principle of board holism is sometimes described as “speaking with one voice.” However, the same term is also used to describe or prescribe how a board should express itself publicly. This article will explore the dual meanings of this concept and aims to help boards make their own best decisions about what they want their “one voice” to sound like.

Board authority

We must begin with the recognition that all co-op bylaws are written in such a way that the members delegate authority to the board. While some bylaws may also include some provision for delegating certain responsibilities to individual directors or committees, the universal commonality is this role of the board as the group of people that is responsible for making further decisions and taking further action on behalf of the members. Directors have to figure out how to act as a single entity rather than as an assortment of individuals.

Within Policy Governance, “speaking with one voice” has one clear meaning: the board has authority as a body. This understanding that authority lies with the whole board, not with individual directors, is not unique to Policy Governance; state laws and co-op bylaws reflect this meaning as well.

The value of clear authority residing with the board as a whole seems obvious and important, and few people would argue that each director should have individual authority over the staff or the operation of the co-op’s business. Policy Governance simply highlights that the “voice” of the board is expressed through written decisions and policies; individual directors or committees have no authority unless the board or the bylaws has specifically delegated that authority.

In *Boards That Make a Difference*, the book that comprehensively describes Policy Governance, John Carver refers to or uses the “speak with one voice” concept about 10 times. Each time, he reinforces this singular relationship between “voice” and “authority.” Carver stresses that

this concept is not meant to stifle any individual’s voice or their ability to interact with others; it is meant to highlight the importance of having the board express its authority through written policies. In fact, Carver writes (p. 327): “The beauty is that making the rules and roles clear means that anyone can talk with anyone about anything without doing harm.”

Still, I am aware of numerous instances in which co-op members and directors have responded with frustration and rancor about the concept of “speaking with one voice” and have identified Policy Governance as the problem. I believe this frustration actually comes from another meaning of the phrase, a meaning unrelated to Policy Governance.

Board opinion

When I search online for the term “speak with one voice,” the first three definitions I find say it means that all people in a group express or have the same opinion. The same online search will lead to site upon site that all pile on the same notion that it’s important for a group (whether a board or a business) to have a single unified public message.

The difficulty for co-op boards and directors arises when the board holds this definition as a value that then drives all decisions. Sometimes all directors do share the same opinion, but more often they don’t. When the

board tries to make expressing a single, unified opinion their overriding goal, the board, individual directors, and the co-op itself can suffer. Suppressing individuals’ ability to express dissent feels to many like a way to undermine the very notion of democratic control, one of the core elements of cooperative identity.

The question of whether or not individual directors have the right to publicly express their own opinions about matters on which the board has taken a position has nothing to do with Policy Governance, and everything to do with directors’ fiduciary duties, and a board’s own culture and code of conduct expectations. The board should think strategically about their approach in any given circumstance.

There may be times, for example upon hiring a new GM, when a board would want to present a single, unified message. But at other times, a board may serve the co-op and the members better by expressing the full range of a debate along with a clear statement of what the board decided. >

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If the “one voice” of the board includes the full range of the board’s understanding, the members could hear this not as weakness and waffling but as a strength.

A board’s voice can reflect a range of opinions

One area in which such debate or range of opinion becomes important is when the board is advocating a change or asking the members to make a decision. Speaking with one voice becomes a tricky concept when the board isn’t using its authority (as it is when the board is directing the general manager), but rather is using its leadership position to persuade.

Take for example a board that is asking the members to vote on a bylaw proposal. What if that proposal involves a momentous change? Perhaps the board is proposing replacing member discounts with a patronage-dividend system, or proposing replacing in-person voting at the annual meeting with online voting. In cases like this, the board has presumably engaged in some research and dialogue before reaching the decision to present the proposal to members. The board’s decision may or may not have been unanimous. Either way, the board now has a secondary decision: what will we say about this as a board?

If a board presents only its final position and asks the members to vote yes or no, the ensuing conversation could devolve into, “You’re either with us or against us.” People could quickly begin to stake out their own positions for or against, and the space for dialogue could begin to shrink. If a board presents the proposal along with the range of options the board considered, with an acknowledgement that some directors favor some of those other options, the board invites members into the conversation.

That conversation is an essential element of a healthy democracy, and democratic control is a core cooperative principle. Additionally, legal principles of board governance indicate that for important matters being brought to members for a vote, the fact that one or more directors expressed dissent may be an important fact to disclose to the members. Showing that the board entertained a full range of options engenders trust that the board was thorough and deliberate and is providing all relevant

information to members.

It is helpful for directors to agree on how to deliver the message and respond to questions when there is not unanimity in a board decision, particularly on a topic that is likely to be controversial. A board that presents the fuller, more nuanced “one voice” gains another benefit. Individual directors who disagree with the board’s decision may not feel frustrated if they know that their own voice is included in the board’s presentation.

In the example of a bylaw change, the board could present a clear and concise overview of these elements:

- Here is the decision we want you to make.
- Here are the pros and cons of the various options we considered.
- Here are the compelling reasons why we believe the decision we’re presenting is a good one.

Disruption is not the same as dissent

Under this inclusive approach, a dissenting director is more likely to be able to express their opinion in a way that isn’t disruptive. Individual directors should have the right to express their disagreement, both in and out of board meetings, but they do not have the right to actively undermine or work against the board’s decisions.

This brings up a common area of concern about how to reconcile the rights of the board to “speak with one voice” with the rights of an individual director to express their own voice. When does a director’s dissent become disruptive, and how should the board address this sort of disruption?

A board could rightfully restrict a director’s ability to actively work against the board. Examples of this sort of disruptive behavior might include initiating or supporting a petition to overturn a board decision, writing letters to the editor arguing against the board’s decisions, or encouraging picketing of the co-op. A board may also restrict a director’s ability to speak about certain topics with certain people at certain times.

For example, if the co-op’s manager is in the midst of negotiating for a property for a new store, the board may want to say, “We don’t want to create confusion or undermine the co-op’s negotiating position, so don’t talk with that developer about anything related to the negotiations. And don’t say anything publicly about these confidential negotiations until they are complete.”

As another example, if the co-op’s employees are in the midst of deciding whether or not to unionize, the board may want to say, “The laws and rules around unionization are pretty strict, and we’ve delegated negotiating authority to the general manager. So, don’t talk with any employees about the workplace or their jobs until the employees have made their decision.”

In the recorded presentation, “Board Holism,” available in the CDS CC Library, co-op lawyer Dave Swanson reminds us that, “There’s a very clear difference between being elected to a legislative body and elected to a board of an economic entity. When you’re elected to a legislature, you don’t have a fiduciary duty. You’ve got complete immunity; you’re representing a constituency. But when you’re on a board, your duty is to do the best you can for the owners and members of your cooperative. Creating chaos usually doesn’t accomplish that.”

The board’s code of conduct policy could justifiably prohibit actions that cause chaos because those actions can be viewed as undermining the board’s authority and/or interfering with the business of the co-op. But if individual directors say, “I disagreed with the board’s decision, and here’s why,” that is not necessarily disruptive, and that does not necessarily interfere with the “one voice” of the board. Each board must decide for itself how and where to draw the line along that spectrum from disagreement to disruption and then help all directors understand how to participate productively within the established guidelines. Additionally, each board will probably need to revisit this topic periodically as the issues and people

involved change over time.

Encouraging dialogue within our democratically controlled co-op

Having a clear, unambiguous voice of authority expressed through written policies is a useful and powerful way for a board to empower management to carry out the board’s will. But when expressing an opinion or advocating for a position, a board may want to consider the value of speaking with a more-nuanced voice, one that consciously leaves room for other voices to enter the conversation. Speaking with one voice doesn’t have to mean expressing or sharing only one opinion. After the board has reached a decision, pretending that there is no disagreement may do more harm than good.

In the language of servant leadership, a board can persuade by advocating for its position. A board can also demonstrate listening and empathy by acknowledging the full range of positions and the depth of feeling that some people have for those other opinions and positions. A board that can do this invites the co-op’s members into a dialogue, a conversation in which something new may emerge. That conversation lies at the heart of a robust democracy.

Sources

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Cooperative Values and Principles

The following Statement of Cooperative Identity was adopted by the International Cooperative Alliance in 1995:

Definition: A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

Values: Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

Principles:

1. Voluntary and open membership
2. Democratic member control
3. Member economic participation
4. Autonomy and independence
5. Education, training, and information
6. Cooperation among cooperatives
7. Concern for community