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Up a Creek *with* a Paddle

Excellence in the Boardroom

ANN HOYT

June 2003

education

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participation



UNIVERSITY OF
SASKATCHEWAN

Centre for the Study
of Co-operatives

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Excellence in the Boardroom

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Centre for the Study of Co-operatives

THE CENTRE FOR THE STUDY OF CO-OPERATIVES is an interdisciplinary teaching and research institution located on the University of Saskatchewan campus in Saskatoon. Contract partners in the co-operative sector include Credit Union Central of Saskatchewan, Federated Co-operatives Ltd., Concentra Financial, and The Co-operators. The centre is also supported by Saskatchewan Regional Economic and Co-operative Development and the University of Saskatchewan, with The CUMIS Group making an additional contribution. The university not only houses our offices but provides in-kind contributions from a number of departments and units — Agricultural Economics, History, Management and Marketing, and Sociology — as well as financial assistance with operations and nonsalary expenditures. We acknowledge with gratitude the ongoing support of all our sponsoring organizations.

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- to develop and offer university courses that provide an understanding of co-operative theory, principles, developments, structures, and legislation;
- to undertake original research into co-operatives;
- to publish co-operative research, both that of the Centre staff and of other researchers; and
- to maintain a resource centre of materials that support the Centre's teaching and research functions.

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Being Up a Creek *without* a Paddle*

ALTHOUGH AN INTERNET SEARCH revealed more than three thousand web sites that contained the phrase “up a creek with a paddle,” suggesting a familiarity with the idea, a number of people have nevertheless been confused by the title of this article. An explanation, therefore, is perhaps in order.

Let us examine briefly what it means to be up a creek *without* a paddle. It means you're in trouble, or in an awkward or difficult position, a predicament, crisis, or emergency. That's being up a creek. Worse, if you're there without a paddle, it means there's no easy way out, no easy solutions. Given the amount of change we've all experienced over the last five to ten years, and the changes we can count on in the future, most of us can expect to be up a creek at least once, and maybe many times, during the rest of our working lives. It is to be hoped, however, that not one of us will be caught there without a paddle. But let's not get too complacent about all of this. The following recent headlines describe co-operatives that are up a creek, presumably without a paddle.

Co-op's ex-chief pleads not guilty

Food co-op closing after 65 years

Farmland reports \$3.71 million net loss
through third quarter 7/12/01

Officials at TruServ Corp., the Chicago-based
wholesale hardware co-op, are meeting with
potential lenders this week to try to revive
TruServ's precarious financial position

* Sections of the introduction and material on director orientation and development appear in Ann Hoyt, “Heading Toward Excellence: A Six-Step Plan for Board Development,” *Journal of Cooperative Housing* (Washington, D.C.: National Association of Housing Cooperatives, 2002). They are printed with permission.

Going back to the metaphor up a creek without a paddle, consider the proposition that one of the most useful paddles a co-operative can have (and there are several) is a strong board that has the capacity for fleet, strategic, and proactive decision making. This is a board comprised of strategic leaders who direct and inspire management and deserve respect. They are co-op members who make decisions based on up-to-the-minute knowledge of the economy, the industry, the competition, and the unique needs of member owners.

A Crisis in Governance

MANY PEOPLE MAY THINK that their board could *never* be described like that. Well, perhaps not today, but the potential is definitely there for tomorrow. In addition, co-operative educators have a vital role to play in creating boards of directors that are the best paddle they can have when their co-operative is up a creek.

There is a crisis in governance—*all* governance, not just co-operative governance—and we need to take steps to reshape the nature and process of governance so that it meets the needs of twenty-first century businesses, consumers, and citizens.

There may be no area of civic life in America that has received more attention and calls for improvement than the functioning and competence of our boards of directors. Criticism of function extends to all boards: those of Fortune 500 companies, local school boards, the United States Congress, nonprofit organizations, and co-operatives. As citizens, we are not always aware of just what a board does, or what, exactly, we should be doing if we have been elected to a board. Yet the boards of incorporated businesses (investor owned, co-operative, and nonprofits) make crucial decisions about vast sums of money that are collectively owned in one way or another by nearly all of us. These decisions have an enormous impact on the quality of life we experience every day—from the quality of our air to

the safety of our automobiles (and even our tires); from astronomical CEO salaries and benefits to making a living wage; from policies on health care, child care, and retirement to truth in advertising and product labelling. Ultimately, the nature of services provided and the fundamental principles, values, and strategies that guide our corporations are the responsibility of boards of directors.

At the same time, what can we say about the current environment for co-operation? We know it is changing more rapidly than at any time during our lifetimes, and that the co-operative director of the early twenty-first century consequently faces significant challenges. Every industry has become more complex in the face of rapidly developing technology, declining telecommunications costs, global product, capital, and labour markets, increased competition (often, in the co-op world, from highly capitalized competitors), and changing memberships with changing needs. We see a co-operative community characterized by mergers, a decline in numbers of co-operatives, an increase in the number of members per co-operative, and an increasing distance between members and their co-ops. While the economic efficiency and competitiveness of surviving co-operative enterprises have increased, directors and managers are conceptualizing integrated systems of co-operatives that become virtual global firms.

Add to this mix the reality that the Internet is radically changing the fundamental nature of the interaction between companies and their customers. Jennifer Reingold, writing in a *Fast Company* (2001) magazine interview of C.K. Prahalad, says, “The Internet is rapidly democratizing information, and the effects are mind-boggling—from the rise of global antibusiness activism to the organized cells of consumers everywhere.” Prahalad contends that before the Internet, “Consumers did not have much share of voice [in the marketplace]. Now they do. There is a fundamental transition that is taking place—from a firm-centric society to a consumer-centric society.”

Steve Collier, futurist and CEO of Util-LINK, a company that markets affordable, automated, metre-reading products to rural electric co-operatives, spoke at the June 2001 Consumer Cooperative Management Association conference. He focussed participants’ attention on the business impact

of the Internet, saying, “Co-operatives must transform into E-businesses now. Advances in information and telecommunications technologies will give you the opportunity to do things for your customers that you have never been able to do before.”

All of these changes are creating new expectations of directors and new approaches to co-operative leadership and governance. These new expectations call for boards to take a more thoughtful approach to the actual process of governance, and to carefully consider the values and principles that guide the performance of their responsibilities.

The Role of the Co-operative Educator

CO-OPERATIVE EDUCATORS HAVE A CRITICAL ROLE in conceptualizing and developing strong, focussed, efficient boards. Or, to return to our canoe, to provide the foundation for that critical paddle that will make it easy for our canoe to stay afloat and headed downstream in the turbulent creek that is the modern business environment.

There is no better time for co-operative educators to consider and re-evaluate governance structures, and to consider how to ensure that you, your board, and your management are taking deliberate steps to create the best board possible.

So, how can an educator contribute to excellence in the board room? You can start with four important, achievable, and specific steps:

1. Conceptualize, advocate, and assist in the implementation of a deliberate process for governance, a process that is clearly understood and supported by the board and management.
2. Work with your board to develop member linkage processes that assume that board-member communication is not only a two-way street, but also a four-lane highway.

3. Provide for director orientation and ongoing board development.
4. Develop and implement a board self-evaluation and improvement process.

A Deliberate Process

IN THE BROADEST SENSE, it is the board's job to decide how to protect and use the resources of the co-operative in order to provide the most possible benefits for the members. Within that broad mandate, many board members struggle to develop a broad concept or outline of the work that they should be doing. At least some of the confusion board members feel is created by educators. The board's job entails a number of specific tasks: assure compliance with laws and regulations, hire a manager, hold regular board elections, build an effective team, plan for the future, develop policy, implement the by-laws, provide for an audit, and so forth. Educators have been guilty of thinking that they have educated a board when they have provided them with the most comprehensive list possible. It is true that they have done a good job of identifying all those discrete tasks for which boards are responsible. But while the effort to be comprehensive is laudable, it may not have the desired results, i.e., to improve the functioning and productivity of co-operative boards. That may be because it is difficult for most people to remember long lists of things they "ought" to be doing. Most people have trouble remembering more than three or four items from a list. When I first began training boards, I dutifully distributed handouts describing board roles and responsibilities. Some of those handouts listed between thirty and forty different responsibilities of directors. Who could possibly remember such a list?

Even I, a board educator, couldn't remember the list when I was acting as a director. I'd remember some things at one meeting, other things at another meeting, and seldom the same things consistently. I didn't have a broad picture of the primary work of the board and how that work could

be efficiently organized. As someone described Los Angeles as a group of suburbs in search of a city, my board training was a long list in search of a unifying concept. Competent? Yes. Thorough? Yes. Useful? Possibly. Enlightening? Maybe. Creating better boards? Probably not.

Several years ago, a co-op manager called and asked me point-blank, “So what are you going to do about our boards of directors? They’re going to be the death of our co-operatives.” That comment made me stop and rethink everything I was doing in board training. And that was when I discovered the work of John Carver and his seminal book, *Boards That Make a Difference* (1997). While there is much debate about Carver’s Policy Governance® model and whether it actually achieves the promises made for it, Carver has contributed tremendously to our thinking about the board’s work. He has developed a clear and memorable description of the board’s job *and* has suggested a process for getting that job done. Carver’s work provides a giant leap forward in creating a conceptual framework for directors into which they can put all those lists of discrete tasks I used to teach as board roles and responsibilities.

While this paper will not describe the Carver model in detail, what needs to be emphasized is that it led me and my colleagues to develop an entirely new approach to director education based on the concept that it is the board’s job to LEAD the co-operative.* The letters in LEAD stand for the four major tasks of any board: Linking to members, Enacting policies, Assuring performance, and Dreaming the future.

Directors *can* remember that their job is to LEAD *and* they can use the LEAD framework to give direction and focus to the work they do in the boardroom. A clear, easy-to-remember description of the board’s job helps them to realize that checking up on management’s performance is only one of their responsibilities. Most of them will admit that much of their time in board meetings is spent monitoring, and relatively little time is spent linking to members or strategically planning for the future.

* I am grateful to Jan Sokolov of The ICA Group (formerly the Industrial Cooperative Alliance) in Boston for the acronym LEAD.

Understanding, teaching, and implementing the Policy Governance model are major undertakings, requiring the commitment of both management and board, and significant leadership from an educator, trainer, or facilitator. Even so, co-operative boards throughout the country have adopted it to varying degrees. Anecdotal reports from both management and boards are positive regarding its impact on improving board-management relations, board focus on members and on strategy, and clarification of the board's unique role in the co-operative.

Are there other models available? None come to mind, but there is no reason why others couldn't be developed. Is the Policy Governance model adaptable? Of course, and it is likely that most of the people who teach and implement it adapt it to their circumstances. But the point here isn't that co-operative educators must adopt the Policy Governance model. The point is that board education needs to be more carefully conceptualized and presented within a coherent and consistent conceptual framework. That framework should be simple enough for *any* director to remember and use in the boardroom. It should be flexible enough to enable the board to address a wide variety of issues within it. It should be clear enough to provide direction for what the board *ought* to be doing at its meetings. And it should be sound enough to stand the test of time and provide conceptual continuity from one board to the next.

So, the first steps co-operative educators can take to improve co-operative governance are to understand the importance of a comprehensive conceptual framework for effective governance, to develop such a framework, and then to advocate for it, teach to it, and help boards and managers implement it.

Member Linkage Processes

THE SECOND WAY in which educators can make a significant contribution to board governance is to work with the board to develop a stronger and broader relationship with the co-op's members. As

we well know, the dominant story in business today is merger and mega-merger, and in the co-operative world, mergers are rampant. The result is bigger, more efficient businesses with stronger capital resources and larger numbers of members. This is considered a good thing. At the same time, those large numbers of members feel more and more isolated from the board and from their co-operative. In Wisconsin we've got co-op members organizing new co-ops to develop enough market power so that they can interact with the original co-op effectively. And we have co-operatives with tens of thousands of members whose officials are grateful for a voter turnout of two to three thousand, or feel successful when 150 people attend an annual meeting.

Even more troublesome is the fact that boards of directors are woefully uninformed about their members. They may be in close contact with relatively few members, who are probably much like them both demographically and philosophically. They may not be aware of the massive changes that are taking place in their membership, many of which mirror the changes in the population as a whole. The question is, what do *these* members want, need, and expect from the co-operative? What do they understand about what the co-operative provides for them? What do they understand about the board's work and the important responsibility some members have assumed for the group when they agree to be directors? And most fundamentally, how can the board determine the best use of members' resources if they are not intimately aware of their members' needs and expectations?

On the other hand, who would presumably know the members better than a co-operative educator? Who is better trained to develop ways for the board and members to communicate with each other? Who is aware of the many and varied methods of communication that could be used to create strong board-member linkage? *No one* in the co-operative community is better positioned to tackle the challenge of member linkage than co-op educators, and the Association of Cooperative Educators has much to offer in this regard.

The challenge for innovation and inspiration is great. If we expect to keep co-operatives competitive with investor-owned firms, for example,

we're going to have to unbundle "the membership" as a whole and figure out how to communicate the co-operative's message to each member as an individual. In a book titled *The Interactive Marketplace* (2001), Keith T. Brown writes, "Interactive one-to-one commerce will become the dominant mode of all future economic exchange—businesses are unstoppably heading there now." I see this every time I log on to Expedia on the Internet and the first line says, "Welcome back, Ann." Not only that, when I make an airline reservation, Expedia knows that I mostly fly from Madison, I prefer aisle seats, I'm a Northwest frequent flyer, I use a VISA credit card, and I prefer vegetarian meals. How many co-operatives know that about each of their members? Or how members feel about the co-operative, and what they value about the co-operative that creates member loyalty? More importantly, even if we do know that, how are we communicating that knowledge to the board so that they can use it effectively and wisely as they make decisions on behalf of those members?

There are many ways for boards to establish linkage with members, but first they must understand the critical importance of this work to their effective performance as directors. Returning to my first point, member linkage must be included as an important foundation of any conceptual framework for board activities. Second, the responsibility for member linkage goes well beyond simply asking members what they like or don't like, or what products they want to buy. This is significantly more than a market survey. It's a two-way communication with *owners* asking for guidance on key issues facing the co-operative, providing them with enough information so they can act as owners, and facilitating a lively and inspiring two-way dialogue between member-owners and the board.

Specific strategies to encourage member linkage are many. They could include: setting a co-operative tone that encourages open sharing of ideas; listening carefully to member concerns; regularly monitoring demand for and use of co-operative products and services; having ongoing discussions to develop a shared vision for the future; having member forums and board reports at annual meetings; providing real and virtual suggestion boxes with timely responses; conducting customer and member surveys; holding focus groups; establishing a regular opportunity for members to meet with the board; and regular board columns in newsletters or on the

web. There are many more ideas that could be added to this list, and it is critical that these ideas be shared, particularly as they relate to effective governance within an electronic environment.

Director Orientation and Development

THE THIRD AREA where educators can make a significant contribution to improving board performance is in director orientation and development. Many co-operatives subscribe to the “sink-or-swim” approach to new director orientation. Once a member becomes a director, the co-operative may provide a copy of the board manual (if there is one), copies of minutes from the previous year or so, the most recent annual report, and the most recent financial statements. New directors are welcomed to their first board meeting and are expected to learn how to be directors from watching what goes on in meetings. However effective this process is, it is hardly efficient. It can easily take a new board member up to a year to become a valuable, contributing member of the board.

Boards that are committed to board development spend significant effort providing orientation for new directors. Some boards enact policies that specifically describe who is responsible for board orientation, what information will be included, and how new directors will be mentored. Two examples of such policies appear in an appendix at the end of this article.

Successful boards think carefully about how to orient new directors and develop the broad outlines of a director orientation program that can be adapted for current conditions whenever a new director comes on board. Usually the CEO/manager and the board chair or another board member meet with new directors to describe how the board works, answer questions about the co-operative’s structure, finances, board policies, current issues, and current major projects. They describe important trends that are expected to impact the co-operative, and review specific issues related to directors (committee membership, director compensation, direc-

tors' and officers' liability coverage). New directors commonly receive their board manuals and review the information in them at this meeting.

Some boards also assign an experienced director to be a mentor for each new board member. Mentors will sit with the new director at meetings, answer questions, provide background on critical issues, and generally help to welcome the new member to the important work of the board. This would also be an opportunity to give the new director a tour of the co-op's facilities and possibly introduce her/him to key co-operative staff members. Finally, the board may want to have a social function to introduce the new director to the rest of the board.

The current pace of change in business assures that, no matter how good, an initial orientation session will not be sufficient for director development over the long term. Nor will perfect attendance at board meetings. Although meetings can be excellent training grounds, most dynamic boards find they function more effectively when their directors have continuous opportunities to learn throughout their tenure on the board. In fact, ongoing director development is considered so important in some co-operatives that their boards pass specific policies to mandate it.

Whatever tool the board uses to confirm its commitment to director education and development, it is important to achieve that shared commitment and to allocate financial and time resources to developing ongoing board education. These activities should be carefully planned to develop the capacity of each board member and of the group as a whole. That planning should include major topics that will be presented; a mix of development opportunities both in and outside board meetings; use of outside trainers and facilitators; and participation by the board in relevant conferences and seminars. Many boards expect that, as part of their development, board members will make site visits and attend meetings with their various stakeholder groups. However the development opportunity is designed, its content should be directly linked to critical strategic issues being faced by the board and the co-operative. An annual plan for director development, for example, might include a series of brief presentations at board meetings that outline new developments in your industry, overall demand for your products and services, legislative information, or meetings with directors of

other organizations that serve your members. The idea is to focus everything on the information needed to make major strategic decisions. As you plan for director development, consider different types of activities: in-house training, guest speakers, workshops, conferences, a reference library of books, magazines, and videos, and use of the Internet.

Board Evaluation

THE FOURTH OPPORTUNITY for educators to impact co-operative board performance is board evaluation. Current thinking about the “new governance” considers evaluation of board performance an “essential element of good governance.” Interestingly, while periodic evaluation of board performance is one of the most effective tools for improving it, most directors appear to have limited interest in doing so. They are, however, more willing to evaluate total board performance than to assess that of individual directors. Board evaluation raises a fundamental question: What value does the board add to the co-operative? Apart from the obvious—meeting the legal requirement that the corporation have a board of directors—the question itself may be difficult to answer. Asking the question and discovering board-created value, however, can invigorate the board and be a useful tool for attracting new board members.

After working with hundreds of co-operative directors throughout the U.S., it is clear to me that not one of them wants to do a bad job as a director. It is also clear, however, that they have spent precious little time thinking about what it means to be a good director and a good board. Constructing a board evaluation process leads the board to consider these issues head-on and to contemplate actions they can take to improve their performance. The exercise itself focusses the board’s attention on what constitutes good performance, encourages directors to reflect on steps that can be taken to improve it, and highlights areas that may be ripe for attention. It can be a rewarding experience for the entire board.

Any board evaluation process must be supported by both the CEO/manager and board leadership. If a policy has been passed to encourage a board evaluation exercise, there is an explicit understanding that the board has agreed to the process. It is also important to agree upon the standards that will be used to assess performance, the process that will be used for the assessment, and how often it will take place.

A number of board assessment tools are available for adaptation to housing co-operatives. Karen Spatz's *Guide to Assembling a Director Handbook* (1997) includes a director self-assessment form and a form to evaluate the board as a whole. Both of these tools were developed for co-operative businesses by Dr. Bruce Anderson at Cornell University. The self-assessment includes information on knowledge of the co-operative; its mission and the role of directors; participation style and commitment; role both inside and outside board meetings; and overall support of the organization. The board assessment tool covers overall board processes, governance issues, board-management relations, and organizational and performance issues. *The Policy Governance Fieldbook* (Oliver 1999) suggests that the board's self-assessment should focus on the board's products, the outcomes of its work, and/or on its "conduct and behavior." It includes a good list of questions to use in a self-assessment process, and a sample self-assessment report.

This Is Important Work

SO, THERE THEY ARE—the four things you can do right now to improve the functioning of one of the most critical partners in the creation of a value-laden co-operative, the board of directors.

Deciding how to use resources—whether they are financial, human, or even the principles and ethics of the members—is the governance role of the board. Understanding how to govern, how to identify needs and produce results, is the real skill of a good board member. Continually learning

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how to do that work better will bring significant benefits to your board and your co-operative. Even more importantly, it will reward you with the knowledge that you are working well to provide important services to your members and to maintain your co-operative as a thriving business in your community.

Appendix

Policy Type: Board Leadership

Subject: Director Training and Development

The board will perpetuate a strong board through training and development, which will include:

A. New director orientation

As soon as possible after each board election, the chair, or a director to whom the task is assigned, will welcome any new board members and brief them before the first regular board meeting.

B. Manuals and notebooks

Board policy manuals and board report notebooks will be updated at least once a year, under the supervision of the secretary. Departing directors will return their manuals to the secretary.

C. Training and retreats

The board will include training topics of current need or interest in its regular meetings. In addition, at least one meeting per year will be devoted to developing a strategic plan for the coming period.

D. Educational conferences and seminars

The board chair must approve expenses for such conferences.

E. Journals and reading material

Subscriptions to at least one co-operative trade journal will be provided for each director. In addition, directors will be provided with timely and useful reference and reading materials on a monthly basis.

The board will allocate money in its annual budget for the training and development of board members.

Monitoring

Board members will provide a report on and share materials from any training meetings or conferences they attend.

This policy will be monitored annually by direct board inspection.

Source: Urban Cooperative Initiative 2000.

Policy Type: Board Leadership
Subject: Orientation Program
for New Board Members

As soon as possible after each board election, the chair, or a director to whom the task is assigned, will welcome any new board members and brief them before the first regular board meeting. The orientation program shall include the following:

- A. Review of the duties and responsibilities of directors*
- B. Explanation of the governing focus and philosophy of the board*
- C. Description of typical board activities during the year*
- D. Meeting schedule*
- E. Present and explain resource materials, including board manual and annual calendar*

F. Review of strategic plan

G. Industry overview

H. Highlight any current developments and concerns

I. Review the most recent financial statements

J. Provide a tour of the facilities

At orientation, each new board member will be assigned an existing board member as a mentor and contact person for any questions, formal and informal, that may come up.

At the first full board meeting after the annual meeting, the chief financial officer will give a presentation of key financial indicators and a glossary of financial terms particular to the co-operative.

Monitoring

This policy will be monitored annually by direct board inspection.

Source: Urban Cooperative Initiative 2000.

References and Resources

Books and Videos

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Websites

- <http://www.byteback.org/docs/BoardIndex.html> (This site contains a number of sample board policies.)
- <http://www.socialrevolutionaries.bigstep.com/generic.html?pid=4> (an irreverent, but invigorating, reflection on the role of boards in a variety of organizations)
- <http://www.ccp.ca?information/documents/gd11.htm> (a board assessment tool)
- http://www.mapnp.org/library/mgmnt/mba_crse/boards.htm (lots of resources on boards)
- <http://www.uscharterschools.schools.org/gb/governance/contents.htm> (This site contains the entire text of an excellent book with specific techniques and forms for board development. Although written for charter schools, it is an excellent resource for boards of all kinds.)
- <http://www.nsba.org> (This site contains a board self-assessment questionnaire, a tool developed for school boards by Eugene R. Smoley. Most of the items are directly applicable to co-operatives.)
- <http://www.ncnb.org> (This site has a self-assessment tool for nonprofit governing boards, and includes assessments of the board as a whole and of individual directors. Although designed for nonprofit boards, it can easily be adapted for co-operatives.)

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