

## **SHRUB Meetings Policy**

### **Introduction**

1. The Shrub Co-op (**Shrub**) has three main kinds of meetings:
  - a. The Annual General Meeting (**AGM**);
  - b. Open Meetings; and
  - c. Board of Directors Meetings (**Board Meetings**).
2. The purpose of this policy is to provide some guidance for how these different types of meetings can best be held so as to include all and best make decisions.
3. This policy should be read alongside the Shrub Constitution, the International Co-operative Principles and any other relevant policies (on welfare, membership, resolving disputes etc). This policy does not apply directly to Working Groups which can set their own way of working under the Working Groups Policy.
4. This policy will be reviewed six months after it is approved.

### **Types of decisions and decision-making**

5. The description of each meeting (below) contains suggestions as to which types of decisions or discussions are best suited for each type of meeting. These are included as general guidance.
6. Any particular decisions may require members and staff to consider what the appropriate type of meeting is for the discussion of that issue.
7. For difficult decisions, it may be best to use a two-step process for proposals. This would mean a proposal initially being presented and discussed at one meeting before a decision is made at a following meeting.
8. For all types of meeting, the aim of the Shrub is for members to engage in constructive conversation. As a co-operative, the purpose of debate is to learn from each other, exchange ideas, and try to reach a conclusion that everyone accepts. We do this best when we listen attentively to each others' points, asking for clarification if someone's position is unclear, and remembering that everyone can contribute with valuable insights.

### **Annual General Meetings (AGM)**

#### *Issues for consideration*

9. The **AGM** is a meeting of the members of the Shrub called to report on the progress of the Shrub over the year, approve its accounts and elect members to the Board of Directors (**Board**).
10. It is a good forum not only for these issues but also for considering big issues about the Shrub's mission, future, membership and governance (though those can also be dealt with through the Open and Board Meetings).

### *Frequency*

11. The AGM is held once a year within a year of the date of the last AGM. This should be advertised and planned well in advance.

### *Agenda, Minutes and Proposals*

12. Notification of the date of the AGM should be given no later than six weeks before the date it will be held.
13. An agenda for the meeting and any proposals should be circulated at least one month in advance of the AGM. Responsibility for preparing the agenda for the AGM lies with the Board and staff working together.
14. Proposals for the AGM may be made by any member by emailing the proposal to the Shrub's [meetings email address](#) for assistance in preparing a proposal and submitting that at least 5 weeks in advance of the meeting.
15. Minutes of the AGM must be taken and must be placed in an appropriate place on the Shrub's document storage system and on the Shrub's public website.

### *Attendees and Procedure*

16. All members of the Shrub are welcome to attend. Shrub staff should attend and anyone interested in learning more about the mission and running of the Shrub is also welcome.
17. In order for the AGM to go ahead, there needs to be a quorum of at least 10 members. In the rare event that decisions are not reached by a consensus of members and there is a need for a vote, members will be able to vote on issues at the meeting.
18. The AGM is assisted by a facilitator (or co-facilitators) chosen at the meeting by the members. Members who are willing to act as the facilitator should familiarise themselves with the agenda and any proposals before the meeting.

### Open Meetings

#### *Issues for consideration*

19. Open Meetings are meetings of the members of the Shrub called to provide regular updates on the different activities within the Shrub and to allow members to contribute to and participate in decisions which affect the activities, members and mission of the Shrub.
20. Open Meetings are a good forum for:
  - a. Regular updates from Working Groups; and
  - b. Bigger issues and consideration of proposals which affect aspects of the Shrub's governance, staff, funding and activities in which it is involved.
21. These are not normally a good forum for detailed discussion of technical issues with a complex history (unless these are very carefully explained and introduced) or for discussion of sensitive or confidential issues.

### *Frequency*

22. These should be held at least once a month and ideally every fortnight. If possible, the timing should be varied so as to allow a variety of different members to participate according to their needs.
23. They will be scheduled by discussion between the Board and the Project Co-ordinator(s) which will set a schedule of Open Meetings for the following three months.

### *Agenda, Minutes and Proposals*

24. Notification of the date of Open Meetings should be given well in advance of the meeting and at least 4 weeks before they occur.
25. An agenda and any proposals should ideally be circulated at least two weeks before the meeting. Responsibility for preparing the agendas lies with the Project Co-ordinator(s) though all Board and staff should contribute to the agendas. These should be widely shared with the assistance of the Outreach and Communications Working Group.
26. For the agenda:
  - a. Items to be added to the Agenda for discussion may be suggested to the Project Co-ordinator; and
  - b. Proposals (ie items requiring definitive action or spending by the Shrub) may be made by any member by emailing the Shrub's [meetings email address](#) for assistance in preparing a proposal and submitting that at least three weeks in advance of the meeting.
27. Working Groups should try to indicate to the Project Co-ordinator(s) via the dedicated email address whether a member of their Working Group will be available to provide an update at Open Meetings.

28. Minutes must be taken and must be placed where they can be viewed and commented on by members, on the Shrub's document storage system and on the Shrub's public website.
29. Open Meetings should last between 1 hour and 1 hour 30 minutes. This should include a break of at least 5 minutes.

### *Attendees and Procedure*

30. All members of the Shrub are welcome to attend. Shrub staff and members of the Board are encouraged to attend. Anyone interested in learning more about the mission and running of the Shrub is also welcome. In order for the meeting to go ahead, there will need to be at least 10 members present to reach quorum.
31. In the rare event that decisions are not reached by consensus, decisions may be delayed in order to see whether a consensus can be reached at another meeting. If a proposal is not passed by consensus on two occasions, members will be able to vote on it the third time it is considered.
32. Open Meetings are guided by a facilitator (or co-facilitators) chosen at the meeting by the members. Members wishing or willing to act as a facilitator should familiarise themselves with the agenda and any proposals before the Open Meeting.
33. Attendees should be aware that not everyone may have access to all of the history or detail of a particular issue and should make sure that any issues are provided with sufficient context so that everyone can participate fully in the discussion and decision-making.

### Board of Directors Meetings (**Board Meetings**)

#### *Issues for consideration*

34. These are meetings of the Board of the Shrub called to consider difficult, sensitive or technical issues which might require closer attention, an in-depth understanding of particular issues or speedy action by the Board in their capacity as members of the Shrub with a special responsibility for its governance and future.
35. These are a good forum for:
  - a. Confidential or contentious issues;
  - b. Staffing and community welfare issues;
  - c. Any issues requiring a detailed understanding of the Shrub's functioning;
  - d. Issues requiring urgent action;

- e. Issues for which the Board is legally or financially responsible; or
  - f. Actions requiring long-term and consistent attention to action.
36. The Board should be aware that where an issue has been discussed and refined, it should consider referring it to the next Open Meeting.
37. The Board may also consider that an issue is better dealt with, at least initially, by a Working Group or Task Group. The Board may refer an issue to these groups and ask them to report back to a Board or Open Meeting.

### *Frequency*

38. These should be held at least once a month and ideally every fortnight. If possible, the timing should be varied so as to allow a variety of different Board members to participate according to their needs.
39. They will be scheduled by the Board agreeing a roster of meetings for the next three months as well as the facilitators for those meetings.

### *Agenda, Minutes and Proposals*

40. Notification of the date of Board Meetings should be done in advance and no later than two weeks before the meeting.
41. An agenda and any proposals should ideally be circulated at least one week before the meeting. Responsibility for preparing the agendas lies with the facilitator for that meeting but all Board members and staff should be familiar with preparing and adding items to the agenda.
42. For the agenda:
- a. Items for discussion added to the agenda by any Board or staff member;
  - b. Proposals (ie items requiring definitive action or spending by the Shrub) may be made by any member or staff by preparing a proposal for the Board Meeting and including this in the Agenda at least 4 days before the meeting; and
  - c. Emergency or urgent proposals may be added or brought up at the meeting if necessary.
43. Minutes must be taken and must be placed in an appropriate place on the Shrub's document storage system where they can be viewed and commented on by Board and staff and any actions followed up.
44. Publication of minutes may be restricted, in whole or in part, where confidential personal, financial or employment issues are discussed.
45. Meetings should last between 1 hour 30 minutes and 2 hours. This should include a break of at least 10 minutes.

### *Attendees and Procedure*

46. Shrub staff are encouraged to attend as they see necessary. Members of the Board are strongly should attend except where other commitments do not permit them to. Any members wishing to make a proposal, who are interested in learning more about the mission and running of the Shrub or who may wish to become part of the Board are also welcome.
47. The quorum for a Board Meeting is the greater of 3 Board members or half of the Board.
48. There may be meetings or parts of meetings which only Board members should attend.
49. In the rare event that decisions are not reached by consensus, decisions may be delayed to consider whether a consensus can be reached at another meeting or by other means. If there is a need for a vote, Board members will be able to vote on issues at the meeting.
50. Board Meetings are guided by a facilitator (or co-facilitators) chosen by the Board in advance. Board members and staff should familiarise themselves with the agenda and any proposals before the meeting. The assigned facilitator must try to find a replacement if they cannot make it.

### Supporting documents

51. The supporting documents for this policy will include templates for meeting agendas and minutes as well as guides to making proposals and any other meeting planning documents.
52. For those who are interested, more notes on the role of and requirements for each of these meeting types under the Constitution can be found in the supporting documents folder for this policy.

Document revision history

<b>Version</b>	<b>Date</b>	<b>Changes</b>
0.01	28/6/2017	Initial draft for discussion by Fergus Whyte
0.02	26/7/2017	Updated in Board Meeting
0.03	2/8/2017	Updated by Fergus Whyte
0.04	7/8/2017	Updated by Governance and Policy WG
1.0	23/8/2017	Approved by Board of Directors Meeting