WELL Governance Document

Preamble

Willits Economic Localization has operated as an Adhocracy since its inception. In the course of events, though we have achieved a great deal with this form of decision-making, we have determined that a more formal type of organization is required to accomplish the many tasks that must be done in order to fulfill that vision which we share for our community. In doing so we are not abandoning the styles of communication that have brought us so far; we are simply adding structures to increase our efficiency, improve our internal communication, spread the workload to a greater number of volunteers, and present a more unified face to the world.

Meeting Procedures

In the process of building WELL, we have agreed to certain principals and organization in how we conduct our meetings and decision processes, drawn in part from the principals of Consensus Decision Making. We will continue to honor these traditions and the sense of inclusive community that they foster.

Four attitudes are important for all meeting participants to maintain:

— Responsibility: Participants are responsible for voicing their own opinions, for active listening to others, for participation in discussions and implementation of decisions made.

— Self-Discipline: Speak clearly, to the point, without 'put-downs' or excessive speeches. Try not to repeat what others have said beyond a simple statement of agreement. Don't interrupt others.

— Respect: Be courteous to others and trust them to express their needs.

— Cooperation: Look for areas of agreement and for the 'third' alternative that bridges the gap between apparently opposing viewpoints.

There are several formal roles in any meeting of WELL:

— Facilitator: The facilitator's role is to ensure that all voices are heard within the confines of the time permitted and the business at hand. In the role of facilitator there must be no favoritism shown to any party or opinion.
  o At each meeting there will be a facilitator agreed upon by those present or assigned at the time the meeting is scheduled.

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- o The facilitator shall:
    - ▪ 'call the question' when proposals have been made,
    - ▪ 'stack' comments when that seems appropriate,
    - ▪ elicit response from those who appear to have something to contribute but may feel shy about speaking up,
    - ▪ distinguish between speaking as a facilitator and as a member of the meeting.

— Time Keeper: Very small meetings may, by agreement, forgo this function, but larger meetings shall require them. The timekeeper's role is to determine the time available for discussion, divide it between those present, and hold each speaker to the limit in a respectful way.

— Note Taker:

- o records
    - ▪ the subjects of discussion,
    - ▪ the essential points made by each speaker,
    - ▪ any formal proposals and the group decision on those proposals,
    - ▪ informational reports,
    - ▪ any actions to be taken for which an agreement has been reached or a commitment has been made.
- o Transcribes these notes to a printed or electronic version as soon as practicable and sends them to the meeting attendees for review.
    - ▪ In most cases the notes will then be posted on the website or otherwise published for review by WELL members who did not attend the meeting in question.

— Process Observer: When it is anticipated that a particular meeting, or agenda item, may become divisive or heated in the discussion, a Process Observer may be designated to cool tempers and help the group focus on a civil exchange of opinions rather than a heated debate.

— Team Liaison: The formal point of contact for the Team. This person commits to:
- o schedule meetings,
- o communicate Team reports and information to the Coordinating Committee and other Teams,
- o otherwise performs as the Team liaison as needed.

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Proposals, after initial discussion, will be put to the question and each voting attendee will choose to give one of the following responses:

- ❖ Thumb Up: Agreement to the proposal.
- ❖ Thumb Down: Disagreement to the proposal.
- ❖ Thumb Sideways: Need more clarity.
- ❖ No Thumb raised at all: Abstention.

Each participant with a thumb down or sideways shall be asked to explain or express their reasons. Further discussion may ensue, and either modification of the proposal (in which case you start over) or a second call for thumbs. If 80% of the thumbs are up on the second call the proposal shall have passed.

Structure

WELL is legally a program of the Renewable Energy Development Institute (REDI), a registered 501c3 with an office in downtown Willits. REDI's Board of Directors and WELL have a Memorandum Of Understanding (MOU) in place, available for review at the REDI office. Under the terms of this MOU, REDI acts as WELL's fiscal sponsor enabling WELL to apply for grants and receive donations using REDI's nonprofit status. Because REDI is WELL's fiscal sponsor, WELL is bound by all of REDI's operational responsibilities. Additionally, WELL and REDI share an employee who manages the office and is involved in communications.

WELL is composed of those persons in our community who choose to participate in our process. For the efficiency and integrity of our decision-making process, we shall have a registered, voting membership and various teams and committees that concentrate on specific tasks and areas of responsibility.

Working Membership

This is the whole voting membership of WELL as defined in the Membership Documents. When they meet in session they act as the governing body of WELL. An 80% vote of the members present in session is binding on all of the Teams and Committees of WELL and overrides any decision to the contrary by any constituent Team or Committee of WELL.

- ➢ The Working Membership shall be in session when all of the following conditions are met.
  - o They are gathered either for one of the Scheduled Quarterly Meetings or for a Special Working Membership Meeting
    - ▪ Special Working Membership Meetings may be called either by the Coordinating Committee or by a petition signed by 10% of the registered Working Membership.

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- An agenda of all the items to be considered shall have been distributed at least 30 days prior to the meeting via the newsletter or, if that is impractical, via a special notice distributed in a similar fashion.
- ➢ At the Quarterly Meetings closest to the vernal (March 21st) and autumnal (Sept 21st) equinox the Working Membership shall elect five persons to the Coordinating Committee (which shall have ten members).
  - **[see page 8 under the heading 'Coordinating Committee]**
- ➢ At the Quarterly Meeting closest to the Winter Solstice (Dec. 21st) the Working Membership shall be presented with the Annual Strategic Plan for approval (exception: there will be no Strategic Plan review in the 4th quarter of 2006).
  - At the Quarterly Meeting closest to the Autumnal Equinox (Sept. 21st) there will be a signup for the Ad Hoc Strategic Plan Review Committee.
  - The Ad Hoc Committee member's names and contact information will be published to the Working Membership to allow them to be contacted with the visions and concerns of the Working Members who are not on the Ad Hoc Committee.
  - The Ad Hoc Committee will commence their meetings as soon as practicable following the Quarterly Meeting at which they volunteered and Draft Strategic Plan to be posted on the website and published in the newsletter no less than 30 days prior to the Annual Strategic Plan Approval.
  - The Ad Hoc Committee shall present the Draft Strategic Plan to the Working Membership at the scheduled meeting and the question will be put for approval. If, after discussion, minor modification, and a second question it has not been approved by 80% of those present it shall be returned to the Ad Hoc Committee and the process will be duplicated over the next three months.
  - Amendments to the draft Strategic Plan may be proposed and left at the office (Currently at REDI Haus) in the form of petitions.
  - A list of the petitions with a simple explanatory paragraph by the author for each one shall be listed on the Website as they are received.
  - Any Working Member may go to the office and sign a petition after the Administration Team has verified their membership status.
  - Any petition which receives signatures from 10% of the Working Membership within two months time will be posted as Agenda Items for the Governance Review Meeting with all the usual procedures for agenda items (such as being posted 30 days in advance of the meeting).
- ➢ At the Quarterly Meeting closest to the Summer Solstice (June 21st) shall occur the Governance Review.
  - Except under extreme circumstances governance changes will only be considered once each year.
  - At the time of the Quarterly Meeting prior to the Governance Review all policies, procedures, committee structures, and other formal governing documents shall be published on the Website and some packets of them shall be made available at the Quarterly Meeting. Other packets shall be available from the Administration Team upon request.

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- o Amendments to this structure may be proposed and left at the office (Currently at REDI Haus) in the form of petitions.
- o A list of the petitions with a simple explanatory paragraph by the author for each one shall be listed on the Website as they are received.
- o Any Working Member may go to the office and sign a petition after the Administration Team has verified their membership status.
- o Any petition which receives signatures from 10% of the Working Membership within two months time will be posted as Agenda Items for the Governance Review Meeting with all the usual procedures for agenda items (such as being posted 30 days in advance of the meeting).
- o Such Agenda Items shall be presented by their authors at the Governance Review Meeting, the question shall be called, the vote taken, discussion shall occur if there is objection, and a second call of the question shall be made. If adopted, the pertinent Governing Documents shall be adjusted to reflect the change.
- ➢ Other General Meetings shall occur between Quarterly meetings to allow the teams to report on their projects, seek volunteers, and generally exchange pertinent information. These General Meetings shall not be construed to be a Working Membership Meeting unless all of the criteria for such a meeting have occurred.

Project Teams

These teams are organized according to area of interest, similarly to our current Working Groups. Each of them will maintain a prioritized list of goals and projects from the annually updated Strategic Plan according to their respective subject areas. Some projects may pertain to several areas and will therefore be shared between them unless both teams chose to assign it to just one of them. They will actively initiate projects with the aid of the Support Teams based on those priorities. For these incubated projects they will seek to form a 'Go Ahead' team and prepare them for autonomy. They will also seek currently autonomous projects (within their respective interest areas) that are in line with the WELL Vision Statement and Strategic Plan to offer assistance in those ways that may be useful. From their number they elect their own team liaison. The Coordinating Committee has the power to remove a team liaison under extreme circumstances or assign one to form the group. If a team fails to elect a Liaison in a timely manner the Coordinating Committee may appoint one.

- ➢ The following is a starting list of these Project Teams:
- ➢ Water – This team will focus on issues of water supply, water quality, liquid waste treatment, water shed, and any other issue that directly impacts any of these items within WELL's region of interest.
- ➢ Food – This team will focus on food processing, food supply, food quality, food caching, farming, food distribution and markets and any other issue that directly impacts any of these issues within WELL's region of interest.
- ➢ Transportation – This team will focus on individual transportation, mass transit, freight transport, roads, rails, bike paths, walking trails, fuel distribution for

vehicles, and any other issue that impacts moving people and goods to, from, through, or within WELL's region of interest.

➢ Energy – This team will focus on our sources of energy, our use of energy, waste produced from energy, and any issue that affects the energy we utilize or have available to us in WELL's region of interest.

➢ Shelter – This team will focus on housing, public buildings, commercial buildings, building methods, building materials, zoning laws and changes, and any other issue that may impact these things in WELL's region of interest.

➢ Health – This team will focus on the networking of community, public, social, psychological and environmental health, natural healing and health education; sustainable business models for health care practitioners and health care facilities; production of natural medicines, durable medical equipment, medical supplies and pharmacy items; remediation of environmental toxicity, promotion of a healthy built environment and any other issue that impacts the health of people and animals in WELL's region of interest.

➢ Business – This team will focus on the sustainable mix of businesses in our area, business financing, small business incubation, finding productive uses of waste streams from business (preferably as raw material for another businesses), employment, vocational training, local market structures, local currency, bartering systems, and any other issue that impacts the commerce of WELL's region of interest.

➢ Culture / Education – This team will focus on education, arts, intercultural communication, and any other issue that impacts how we interact with each other on a personal and social level in WELL's region of interest.

➢ Security – This team will focus on those issues which threaten and strengthen the social fabric of the community.

Support Teams

These teams have ongoing tasks in support of WELL's mission and provide services to the Project Teams as needed. They report to the Coordinating Committee on a periodic basis and their priorities are set by the Coordinating Committee. From their number they elect their own team liaison. The Coordinating Committee has the power to remove a team liaison under extreme circumstances or assign one to form the group. If a team fails to elect a Liaison in a timely manner the Coordinating Committee may appoint one.

➢ The following is a list of the Support Teams with which we will start:

➢ Administration -
  o Maintains WELL office.
  o Includes Office Staff (Spring).
  o Self-Directed within policy framework set by Coordinating Committee.
  o Answers and directs inquiries received by mail, phone, e-mail, or fax as appropriate.
  o Maintains financial records and distributes funds per budget directions from Coordinating Committee.
  o Keeps lists, records, and archives from all groups within WELL.
  o Reports to Coordinating Committee at each meeting.

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- ➤ Communication – Will distribute information from other Teams and Committees as follows:
    - o Distribute flyers for regular schedules, speaker events, and special events.
    - o Maintain a booth with WELL handouts and information at all Willits area events that have booth space available.
    - o Establish and maintain phone trees, e-mail lists, and other local communications networks by which information can be quickly disseminated to our community.
    - o Establish public WELL Bulletin Boards at various gathering places throughout our zip code.
    - o Distribute newsletter (electronically and physically).
- ➤ Events –
    - o Arranges speakers, panels, films, social events, and seminars for WELL.
    - o A regular schedule will be published as needed.
    - o Seeks suggestions from all groups and tracks potential speakers, issues, and events.
- ➤ Media –
    - o Maintains media presence for WELL including:
        - ▪ Newspapers,
        - ▪ Radio,
        - ▪ Channel 3 (and other TV opportunities),
        - ▪ Website,
        - ▪ Video Series,
        - ▪ Publications (including WELL Newsletter).
    - o Solicits input from other groups within WELL
- ➤ Funding – Responsible for:
    - o Fundraising,
    - o Grant Writing,
    - o Fund Management (in any circumstance wherein WELL has or shares managerial responsibility for Loans, Grants, or other Funding systems).
- ➤ Liaison - Liaison and Watchdog for all government agencies with which WELL has direct relations.
    - o Maintains communication with City, County, State, Federal, and Special District agencies and governing bodies.
        - ▪ Presents official WELL statements and reports
        - ▪ Tracks pertinent issues and hearings; reviewing them for response.
    - o Prepares and presents WELL proposals for Ordinances (after vetting by the Coordinating Committee).
    - o Liaison to other Localization groups, especially in our geographic region.
        - ▪ Tracks their progress, best practices, and cooperative projects.
        - ▪ Communicates Working Membership and Coordinating Committee decisions to these groups as appropriate.
        - ▪ Coordinates any WELL participation in cooperative projects.

➢ Research -
  o Completes all inventories.
    ▪ Maintains updated and historical records of those inventories.
  o Research data beyond inventories as requested by other groups.
  o Produces White Papers and Visionary Papers about subjects and issues that WELL may face in the immediate or more distant future.
  o Seeks out and establishes boilerplate legal forms for such things as Agricultural Land Lease, Liability Waivers, and other standardized legal forms as needed.
  o Tracks pertinent legal issues as they develop.

➢ Membership –
  o Recruits and welcomes newcomers to help them plug in to a likely spot.
  o Keeps an ear out for personal issues that may cause problems and acts as a conflict resolution team.
  o Is responsible for honoring volunteers and performing the 'cheerleader' function.

Coordinating Committee

This Committee, as the name implies, is responsible for coordinating the efforts of the many teams within WELL towards the goals and projects set forth in the Annual Strategic Plan. All policies and decisions of the Coordinating Committee shall adhere to and be governed by the Annual Strategic Plan, The Vision Statement, the Goals, and the Mission Statement, and the Governing Document of WELL and any other directing document which the Working Members may approve.

➢ There are ten seats on the Coordinating Committee. A quorum of seven members is required to make decisions. An 80% vote of the members present shall constitute a decision binding on the Coordinating Committee.
  o Seven members out of ten are 70%.
  o 80% of 70% is 56% and thus a simple majority of the Committee.
➢ Each seat has a one year term.
➢ Five seats are up for election at the 2 Quarterly Meetings of the Working Membership that meets closest to the vernal and autumnal equinoxes.
➢ Nominees will voluntarily place their names on a list to be kept at the Office in the possession of the Administration Team in time for a notice to be sent 30 days prior to the Quarterly Meeting at which elections shall occur.
  o Each nominee will write a statement to accompany their name on the listing.
➢ Each voting member at the Quarterly Meeting will be able to cast a vote of confidence for up to the number of candidates running in a given election. The ten candidates receiving the most votes shall take the seats. In order to be elected a candidate must receive at least 10% approval.
  o At the Working Membership meeting that shall elect the first Committee; all ten seats shall be up for election.

- o Immediately upon the election five of the newly elected Committee members shall be chosen to serve the first term for only three months to start the rotation.
  - First, volunteers shall be solicited from their number.
  - If that does not garner five members (or if it garners more than five), the choice shall be made by drawing straws.
- ➢ A printed ballot with all of the nominee's names will be prepared before the meeting.
- ➢ If there is a tie of more than five candidates for the five seats in question (or the ten seats at the commencing meeting) there will be an immediate runoff using the same prepared ballots with those names not in the runoff marked out.
- ➢ Should a Committee member vacate their seat before the end of their term the Committee shall fill that seat by the means they deem appropriate until the next election.
- ➢ The Committee shall meet every other week (currently scheduled for Monday evening).
- ➢ The Facilitator for each meeting shall be chosen at the previous meeting. The Facilitator shall be responsible for assembling the Agenda and communicating with the Media Team member responsible for updating the Website (hereafter called the Web Master).
- ➢ Periodic Team Reports shall be standing Agenda Items on a schedule to be determined for each Team by agreement with the Committee.
- ➢ Agenda items shall be submitted to the Facilitator by other members of the Committee and by Team Liaisons.
  - o Agenda items submitted by Working Members not on the Committee shall be placed on the agenda within a maximum of one month from the day they are submitted in writing to the currently designated Committee Facilitator.
- ➢ A preliminary Agenda shall be published on the Website and designated hardcopy posting sites by six days prior to the meeting (currently on Tuesday).
- ➢ Additional items may be added until three days prior to the meeting (currently on Friday),
- ➢ Any item added in the two days prior to the meeting shall be considered 'Special Agenda Items'.
  - o Discussion may occur on such items at the meeting, and Ad Hoc Committees may be assigned to study the subject and report back at the following Committee meeting, but unless there is a legal or practical deadline that will occur prior to the next scheduled Committee meeting no action may be decided on relative to Special Agenda Items.
- ➢ The first 15 minutes of every Committee meeting shall be available for non-agenda items that may be presented by anyone who chooses to attend the Committee meeting. By calling the question to the Committee Members after the non-agenda item has been presented it may, with an 80% thumbs up, be designated a Special Agenda Item with all of the limitations that implies.

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- ➢ Notes from the Coordinating Committee Meetings shall be posted on the website no later than the second day following the meeting (in the current schedule Wednesday). They shall contain, at the top of the notes, a list of the Agenda Items and whether or not a decision was made. Details will be listed below.
- ➢ The responsibilities and specific authorities of the Committee shall be as follows:
    - o Hear periodic reports from Support Teams and Project Teams and coordinate their efforts.
        - ▪ The Administrative Team shall provide a financial report to the Committee at least once each month and the Committee shall provide a financial report to the Working Membership at least Quarterly.
    - o Distribute funds to the various tasks, reserves and projects as they are available and as the Committee deems it prudent to do so.
    - o Review any public statements by WELL previous to their publication or designate a person or team authorized to do so under the oversight of the Committee.
    - o Redirect the priorities of the various Teams to better coordinate with overall strategy.
    - o Assign, remove, or direct a team to assign or remove, a Team Liaison when :
        - ▪ A Team has not designated one.
        - ▪ The designated Team Liaison is not fulfilling their function of communication within WELL adequately.
        - ▪ Conflicts within the Team (or between Teams), involving the designated Team Liaison are substantially interfering with the Team's function.
    - o Combine, divide, add, or eliminate Teams listed in this document when appropriate for efficient fulfillment of the Vision, Mission Statement and Annual Strategic Plan in light of experience and current developments.
        - ▪ Proposals to do so must be announced at least two months before the Committee Meeting at which it will be an Agenda item to allow plenty of time for comment by the Working Members of WELL.

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Advisory Issues

This section was added by the Governance Document Review Team that was formed in response to the many suggestions for changes made at the July 22, 2006 meeting. The team has decided that incorporating certain broad ranging suggestions was outside of its charge of responsibility. As such we have included them here for the Coordinating Committee and future Review Teams to address as the need may present itself.

> - **Funds Dispersal** – Whenever possible the Coordinating Committee may choose to publish 30 days in advance, any agenda item coming before the Committee which may require the dispersal of funds greater than $100.
> - **Insurance** – A suggestion is hereby given to the Coordinating Committee that they may want to consider the formalizing of our insurance position.
> - **Coordinating Committee Oversight of Working Groups -** Assign a CC member to each active Working Group such that they would be a liaison to those working groups staying on top of what the committees are up to and relaying any need they have back to the CC. This does not preclude a working group representative from coming to a CC meeting or imply that the CC member is in any way directly responsible for what that working group accomplishes.
> - **Treasurer?** – Coordinating Committee may want to consider appointing a permanent staff person to the position of Treasurer should the need and resources arise.
> - **Governance Review** – Perhaps the next Governance Review team may want to consider providing a means for changes to be made to the Governance Document between the regularly scheduled review should there appear a need for such.
> - **Signing contracts and other legal documents** – the Coordinating Committee may want to assign this role to one specific person.

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