

Sociocracy For All (SoFA)

GOVERNANCE AGREEMENT

Term 3 years (to July 2024)

Version 2021-07-19 Approved by SoFA Mission Circle This governance agreement is one section of the SoFA Policy Manual.

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A. Aims of Governance

The governance of Sociocracy For All strives to address the following aims:

1. ensuring that all voices matter
2. managing work effectively
3. making decisions that are high quality in an efficient manner
4. distributing and decentralizing decision-making authority and responsibility to maximum levels appropriate
5. developing the sociocratic participation, consent-building and leadership skills of our members
6. supporting broad participation by members in both governance and operational work
7. fostering a positive sense of community and connections among members
8. supporting the accomplishment of the SoFA's aims in the context of SoFA's vision, mission and values.

B. Governance Principles

SoFA's governance is based on the principles of sociocracy as outlined in the manual [Many Voices One Song: Shared Power With Sociocracy](#). The basic unit of governance is the circle. A circle is a group of people who work together to accomplish a specific purpose (called an aim). Circles make policy decisions within their specific areas of responsibility (called a domain). Policy decisions are made by consent.

1. **The Principle of Circles:** Organizational structure consists of semi-autonomous interlinking circles.
 - a. Parent circles set and/or affirm the aim and domain of their more-focused subcircles.
 - b. Generally, linked circles have two overlapping members. The Leader and the Delegate form a "double-link" between parent circles and their more-focused subcircles so that influence may flow in both directions (in hierarchical terms, both top-down and bottom-up).
 - c. A subcircle may propose its own leader, to be confirmed by the parent circle. Alternatively, a parent circle selects the leader of its subcircle, to be confirmed by the subcircle. The leader of a subcircle serves as a full member of both the subcircle and the parent circle.
 - d. Subcircles select one or more delegates to serve on their parent circle. The parent circle confirms the selection of the delegate(s). The delegate from a subcircle serves as a full member of both the subcircle and the parent circle.
 - e. If a subcircle believes that it is adequately represented by its leader or a liaison, it may choose a delegate to be on call to participate in specific meetings/discussions of its parent circle. The "single-link" should only be used at the more focused levels of the organization. Single linking helps reduce the size of circles and the number of meetings individuals need to attend. When

members are primarily volunteers who fill multiple operational roles, the needs met by double linking for adequate feedback and protection against power-over dynamics may not be as critical.

- f. To guide well-informed and responsible decision-making, each circle solicits input from members and other circles as needed.
2. **The Principle of Consent:** Policy decisions are made by consent, including selection of people for circle roles.
- a. Consent is defined as having no reasoned objections.
 - i. Circles solicit objections because they provide valuable information. The reasoning behind the objections allows the circle to improve proposals so that all members of the circle can work toward its aims more effectively.
 - ii. A reasoned objection is made when there is a concern that the proposal would negatively affect the circle's ability to serve its purpose. In other words, objections are based on the aims of a circle and the vision, values, and mission of the organization and not on personal preferences.
 - iii. Reasoned objections have a clearly stated rationale, allowing circle members to understand the basis for the objection and to take collective responsibility for possible resolutions.
 - b. Because consent is based on dialog, every member of a circle must consent before a policy decision can take effect. Each circle shall establish its own written policy for obtaining consent from absent members.
3. **The Principle of Continual Evolution:**
- a. The organization as a whole and each circle in particular is committed to ongoing feedback and continual learning about governance, communication, and the content of the circle's work.
 - b. All policy decisions, including selections of people for roles, are scheduled for feedback and review after a defined period of time (it's term) and may be re-evaluated at any time. The review answers the question "how effective has this policy been in contributing to the realization of the aims of the circle and the organization?" More specific evaluation measures, as appropriate, may be included in the original policy proposal. Policy decisions and role selections remain in effect until they are explicitly terminated, revised or reaffirmed, by consent of the circle's members. Work processes are also periodically evaluated. Every meeting is evaluated. Role performance is regularly reviewed in a constructive manner.
 - c. We seek to make decisions that are "good enough for now" and "safe enough to try." The best decisions over the long term are made by making many decisions over the short term and evaluating their impact. As we grow more confident with policies, we give them longer terms before review. On the one hand, nothing is set in stone, and on the other hand, we don't needlessly review policies that have proven to be effective.

C. Circle structure

SoFA's organizational structure is based on a series of interlinked circles. The specific pattern, including the purpose (aim) and area of responsibility (domain) of SoFA circles, is on the sociocracyforall.org website: [SoFA's organizational structure](#).

Circles are classified as follows:

1. Mission Circle.

- a. Aim: Holding the organization true to its vision and mission
- b. Domain: Most abstract view of SoFA: long-term vision, a place for dreaming, fiduciary, strategic and generative responsibilities
- c. Tasks:
 - i. Supporting the General Circle (through review, advice, and research)
 - ii. Reviewing the budget and any changes in the aims of SoFA made by the General Circle
 - iii. Willing to shake things up in SoFA or support stability in SOFA according to organizational needs. especially by providing connection to the outside world
 - iv. Reflection on the work and strategies of SoFA, and feedback to the General Circle's Leader and Delegate.
 - v. Bring in state of the art theory/research/experimentations that can support action and further connection to outside world
 - vi. Hiring/supporting/advising/reviewing performance/removing the Executive Director/Operational Leader of SoFA
 - vii. Ensuring there are program and financial reviews
- d. Terms of Office/Composition
 - i. 5-9 person circle as selected by the existing Board, except that the organizational operational leader and at least one delegate is selected by the General Circle and confirmed by the Mission Circle.
 - ii. staggered two year terms with terms ending in October with no limit on number of terms

2. **General Circle.** The General Circle is responsible for carrying out the organization's mission and aims, including the effective implementation of the governance system. The General Circle assigns operational work and policy making to Department Circles.

The General Circle is responsible for:

- a. the well-being of the Department Circles
- b. resolving any gaps or overlap in domains of Department Circles
- c. making policies in any areas not otherwise delegated to Department Circles
- d. maintaining the logbook and ensuring that the Policy Manual, including governance policies, are kept updated and periodically reviewed
- e. supporting the flow of information among the Department Circles, the Mission Circle and the General Circle
- f. supporting long term planning & visioning for the organization

- g. reviewing and revising the aims of the organization
- h. Managing the overall budget process and approving the rolling budget
- i. selecting the organization's operation leader, to be confirmed by the Mission Circle.

The General Circle is composed of the leaders and delegates of the Department Circles, and the organization's Operational Leader.

3. **Department Circles:** The Department Circles are the primary set of circles that divide up the entire work of the organization. There are preferably not more than five Department Circles so that the General Circle is small enough for meaningful dialog and ease of scheduling.
4. **Subcircles:** Subcircles are circles that are created by a parent circle (either a Department Circle or another subcircle) to focus on a particular portion of the parent circle's aim and have a specific domain of responsibility.
5. **Helping Circles:** Helping Circles are temporary circles created by an existing circle to research and recommend actions or policies to the circle that created it. A Helping Circle can also carry out specific, short-term work assignments. A Helping Circle can also mean that two or more circles meet together for a limited time.

D. General framework of all circles

1. Aims and Domains

- a. **Aims (purpose):** These are what the circles strive to accomplish within their domain. All circles will strive to meet organizational needs by providing services within their areas of responsibility in ways that are in harmony with their aims and with the mission of the organization.
- b. **Domain (area of responsibility):** This is the area of responsibility of the circle—distinct from the domains of other circles. The circles have the responsibility for making, and the authority to make decisions about the policies, operations, and budget of their domain. Circles define their domains with affirmation and coordination by their parent circle. Both will agree on the domains in order to adequately address gaps, areas of overlap, and needs for coordination. Circles carry out tasks and enact policies within the limits of authority and responsibilities of their domain. Circles are responsible for gathering data and feedback as needed to inform decisions that need wider input.

2. Creating and populating circles

- a. A circle may be created by its parent circle. A parent circle defines the aims and domains of its immediate subcircles. Alternatively, any group of members may identify a potential circle's aim and domain and request an existing circle to

- create it as that circle's subcircle.
- b. The subcircle leader and some or all of its initial members may be selected by the parent circle. The subcircle confirms the selection of the leader. Alternatively, the subcircle may propose its own leader, to be confirmed by the parent circle. The leader of a subcircle serves as a full member of both the subcircle and the parent circle.
 - c. Once a circle is established, members may request to join that circle. The request is put on the circle's agenda as a proposal to be discussed with the prospective member present. The existing members of the circle, by consent, accept or decline a prospective member.
 - d. No one may be denied membership in a circle or asked to leave a circle on the basis of personal preferences.
 - e. New members will be oriented to the aims and activities of the circle so that they can become productive members as quickly as possible.

3. Criteria for Circle membership

- a. The intention of a circle is to be inclusive and welcoming. To ensure well-run productive circles, circles will generally have an open and defined membership of individuals who agree to the following guidelines:
 - i. be a current member of SoFA
 - ii. attend circle meetings regularly
 - iii. inform circle members if they will be absent or late to meetings
 - iv. participate in accordance with sociocratic principles, norms, patterns, and practices.
 - v. work to fulfill the circle's aim and carry out the circle's work in between meetings
 - vi. make an effort to sustain a quality of connection among members that supports the circle's ability to achieve its aims
 - vii. make an effort to resolve interpersonal conflicts that occur within the circle.
 - viii. offer and willingly accept feedback.
 - ix. commit to these working agreements
 - b. A circle can set additional criteria for membership relevant to the circle's domain as long as they are clear and transparent, and relevant to the circle's area of responsibility.
- 4. Removal from a circle:** If a member is having difficulty following the above guidelines of a circle, the circle may initiate a respectful and open-minded conversation with the member having difficulty to support that member in doing better or leaving the circle. As a last resort, if the above-named difficulties are not resolved, a member may be asked to leave a circle by a proposal requiring consent. The member may participate in the decision-making process of that proposal up to but not including the consent round.

If a circle member proposes an agenda item considering another member's removal from the circle, no one can object to that agenda item.

5. **Ongoing Learning:** Develop ongoing learning for its members in four areas:
 - a. governance structure and meeting processes
 - b. work processes and work content (such as bookkeeping, marketing, etc)
 - c. Capacity for connection
 - i. communication and interpersonal relationship
 - ii. the societal history of equality/inequality and its impacts, particularly on participation in sociocratic processes
 - d. Understanding SoFA's ecosystem/complementary frameworks/ally organizations
6. **Feedback Cycle:** In order to improve their capacity to achieve their aims, circles generate feedback. Circle meetings end with an evaluation about productivity, group process and interpersonal issues. On a regular basis, evaluations occur of the performance of the circle as a whole and as individuals in their roles. Evaluations of specific workflows, projects and policies occur according to their purposes and terms. (Lead-Do-Measure).
7. **Input on decisions:** Circles are responsible to get appropriate levels of input from the members when they make policies that affect the membership.
8. **Logbook:** Circles record the content of their meetings with whatever level of detail they deem necessary, providing that all decisions be stated verbatim, and include a review date. Circles maintain a logbook (collection of documents) accessible to the full organization that includes but is not limited to a) the circle's aim and domain, members, role descriptions, policy decisions and meeting minutes; and b) any other documents that record the circle's activities and plans.

E. Visitors attending circle meetings

1. Non-circle members are welcome to observe circle meetings with prior notice to the circle but without prior consent, and may participate in the meeting's opening and closing rounds as time allows. A circle, by consent, can close a meeting to non-circle members at any time. The reason for the closure must be stated in the minutes.
2. Non-circle members do not participate in the other parts of the meeting without the circle's explicit consent. This protects the circle's authority over its domain and agenda.
3. The circle may choose to invite anyone to present or comment on any topic at any time. The circle may choose to include a non-member in rounds. Only circle members participate in consent rounds.

F. Circle member roles

Any member may fill more than one role, and roles may be combined (except as noted below).

All roles are selected by the members of a circle (except as noted below). Any selected role person may appoint a substitute to cover their absence from a meeting or that substitute may be appointed by the leader, facilitator, or secretary (in that order). All circle members are responsible for supporting the well-functioning of their circles, particularly to support listening and mutual understanding.

Leader. The role of the leader is to coordinate the work of the circle. The leader communicates the directions and decisions of the circle's parent circle to the subcircle. The leader is a full working member of both the subcircle and its parent circle. The leader may make time-sensitive decisions without being authorized to do so by the circle. In such cases, the leader will make every effort to seek circle members' input before the decision is made and to communicate such decisions afterwards. Any such decision must be reviewed at the next circle meeting. Agenda development is a collaborative process among the facilitator, leader and secretary that varies across circles.

Delegate. The role of the delegate is to communicate the interests, concerns, and activities in the domain of their circle to its parent circle. The delegate is a full working member of both the subcircle and its parent circle. The delegate serves as a second link between the subcircle and its parent circle.

Facilitator. The role of the facilitator is to conduct circle meetings, to provide leadership in decision making, to support listening and mutual understanding, and to ensure that the circle is functioning based on the principles and methods of sociocracy. Agenda development is a collaborative process among the facilitator, leader and secretary that varies across circles. It is the facilitator's responsibility to assure that the agenda plan is something they can facilitate.

Secretary (circle administrator): The role of the secretary is to perform tasks related to its functioning, such as arranging and announcing circle meetings, distributing study materials and proposals, taking minutes or ensuring that minutes are taken, distributing minutes, maintaining the records of the circle, and performing any other tasks assigned by the circle. As the keeper of the records, the secretary interprets policies when questions of meaning or intent arise. Agenda development is a collaborative process among the facilitator, leader and secretary that may vary across circles. The secretary ensures that the agenda includes policies and roles that are due for review, and often sets up the agenda document that is then filled in by the leader and facilitator.

Log Keeper. The role of the log keeper is to maintain the circle logbook. Depending on the size of the circle and the complexity of its work, the role of the log keeper may be combined with that of the Secretary or any other role. The log keeper of the General Circle is the logbook keeper for the whole organization.

Operational Roles: A circle may delegate specific responsibilities, tasks and authority to anyone to be carried out autonomously within the limits set by the circle. Most of the work of the organization is done by people filling operational roles.

G. Producing Minutes

Minutes are recorded in the agenda document as the meeting progresses. New policies or amended policies are recorded in the [Policy Manual](#) by the secretary or other delegated member.

H. Decision-making

General process: When a question comes to a circle, the circle may decide the question or send the question to another circle for input or decision. A circle may appoint a Helping Circle to research the question and make a recommendation. A circle can ask for time in their parent circle meetings to generate more input. How much input to request and what methods to use to gather that input is a judgment call of the circle based on the issue's complexity, impact, and/or potential controversy. Circles ultimately have the responsibility for making, and the authority to make, decisions in their domain.

Elements in policy decision-making:

Preparing a proposal ([resource](#))

1. What is this issue and in what context is it arising?
2. Is this issue in our circle's domain?
3. What do we need to address in a policy?
4. What research and/or feedback do we need before we bring a proposal to consent decision making?
5. What policy proposals can we generate to answer those questions?
6. Do we understand how proposals impact those affected? Does this proposal consider their needs?
7. Consolidate ideas into a proposal

Making a decision ([resource](#))

1. Do we consent to the proposal? How and when will we evaluate its effectiveness?
2. Have we published our decision in our minutes? Is the new policy integrated into the policy manual?

Inability to Reach Consent: The delegate or leader, based on their own judgment, can bring a proposal or issue to its parent circle for input and/or decision if a circle cannot achieve consent on a proposal within a reasonable time.

I. The basis for objections

1. Objections are ways for circle members to express a concern that a proposal or policy will interfere with a circle's ability to accomplish its aims. As such, objections are gifts to the process rather than obstacles to progress. Personal preferences are not a basis for objection.
2. We seek resolution of objections by finding some way to move forward, either by trying

something on a shorter or smaller scale or by moving forward and measuring the impact of the policy. Then we evaluate whether the policy is supporting the circle's capacity to accomplish its aims, and whether some amendment to the policy would improve it. The decision to drop a proposal requires consent from the circle.

J. Managing Objections from Absent Members

Circle members have the responsibility to communicate their perspective on key issues and proposals that may be discussed in an upcoming meeting that they will miss. If a member has an objection to a decision that was made in their absence, that member will communicate that objection to the circle leader within 48 hours of the meeting. The member who was absent and the circle leader will co-determine the process for resolving the objection.

K. Policy Resolution in the Mission Circle

Usually if a circle is unable to make a decision, its parent circle will resolve it. Since the Mission Circle does not have a parent circle, we need a special mechanism to deal with the possibility that the Mission Circle is unable to make a decision by consent. The inability to make decisions poses a risk to the well-being of the organization, therefore, the aim of the following policy is to ensure that decisions are always possible when consent does not seem achievable.

If there is no consent to a proposal or to its withdrawal in the Mission Circle,

1. Any three Board members or one-third of the Board, whichever is greater, may initiate the resolution process by restating the proposal in question (herein "proposal X") and saying "we invoke the resolution process on proposal X," where X is the proposal that the Board has been unable to decide. If there is any disagreement among those initiating the resolution process, the Board Secretary, by their own judgment, will determine the language of Proposal X. Once the resolution process has been invoked, there is no discussion of whether sufficient effort was made to resolve the proposal.
2. The Board secretary, or any other Board member should the secretary fail to act, immediately initiates the random selection of one Board member present, and that Board member is immediately removed from office. A consent process on proposal X is immediately initiated. If consent to approve, withdraw or amend the proposal is not reached within 30 minutes, then this process repeats with a second member removed. This process repeats until consent is reached or until the number of Board members is reduced to three (or the minimum number of Board Members required by government statute if greater than three), whichever comes first. If the number of board members is reduced to three, and still no consent is reached, then the decision shall be made immediately by majority vote of the then remaining members.
3. The software <https://www.randomresult.com/pick.php>, shall be used for the random selection of the Board members. If that software is no longer available, the youngest Board member will select another software that uses the same method within 15 minutes of the invocation. If the youngest Board member fails to select and initiate the selection process within 15 minutes, the next youngest shall do so with the same conditions, progressing until the selection has been made. If it is not

possible to access a computerized randomizer, then the youngest Board member will select and use a manual method.

4. When issue X has been resolved and minuted, the number of board members is returned to the previous number, and the previously removed Board members are immediately reinstated as Board members with their original roles and terms, and the decision-making process reverts to consent as stated in the Bylaws and Policies and Procedures.
5. The decision on proposal X may not be reconsidered for 6 months without consent of the Board. In this case, there will be no recourse to the failure to reach consent.
6. Given that failure to consent at the Mission Circle is likely to be controversial and painful, if a decision has been made in this manner, then the SoFA operational leader, or the Board Chair if the operational leader fails to act, will initiate a Restorative Circle (a formal NVC process) with the failure to decide by consent as the trigger event.

L. Evaluating, amending, and reaffirming the governance agreement and practices

Like other policies, this governance agreement shall be evaluated at least once before the end of its term, and then amended and/or reaffirmed. There shall be a 30-day notice to the SoFA membership before any changes in this Governance Agreement. The Mission Circle will lead or delegate the review process.

Here are examples of what the review could include:

1. Frequency of circle meetings/attendance of circle members
2. Availability of circle minutes to all members.
3. Quality of community logbook. Is it well-organized? Are policies up to date and accurate?
4. Evaluations in each circle: what went well, what could have been improved, suggestions for improvement
 - a. Effectiveness—Are decisions getting made? Do the decisions contribute to meeting our aims?
 - b. Efficiency—Is the speed with which decisions and actions are taken appropriate to the decisions or actions?
 - c. Transparency—Is there easy community access to information about the decisions?
 - d. Positive relations—How do circle members feel about working together?
5. Brief case studies of:
 - a. issues where there were significant objections or appeals
 - b. a member was removed from a circle or not approved for circle membership
6. A simple survey of individual members about their experience with the governance system, including whether they experienced their voices to be encouraged or discouraged.

After review of the information gathered, the Mission Circle or delegated circle will ensure that the suggestions for improvement of the governance agreement generated by the evaluation are considered.

What is below is an explanation, not part of the governance document.

General Note

There are generally three governing documents for any organization. The first establishes the legal entity. In the case of the Institute for Peaceable Communities ([see history](#)) DBA Sociocracy For All, those are the [Articles of Incorporation](#). The second document is usually called the *Bylaws* and sets out the basic governance structure and decision-making process of the Board and the membership. The Institute for Peaceable Communities (IPC) does have Bylaws but with the adoption of this governance document we can look next to revising the bylaws. The third kind of document is usually “*Policies and Procedures*” or “*Rules and Regulations*.” In SoFA we call that the [Policy Manual](#) and one part of the Policy Manual is the “Governance Agreements” and that is what you see here. The other part of the Policy Manual is all the other policies of SoFA and its circles, such as membership, finances, and partnership policies.

The SoFA Policy Manual is as of this date only partially written. Completing the Policy Manual is a project for 2021. Eventually what is in these Governance Agreements may be split in two, with one part going into a revised SoFA Bylaws document and the rest staying in the SoFA Policy Manual.

Appendices/Links

1. [SoFA's Circle Structure \(Kumu\)](#)
2. [Policy Manual](#) (in SoFA Share Drive for SoFA members only)
3. [Decision Making Summary Sheet](#) on website, can download and print
4. Minutes template

Note: SoFA can assist organizations implementing sociocracy with their organizational documents.