Governance Agreement: Simple "rules of the game"

1. Structure (who decides what)

1.1 Operational Roles

- Operational roles live in circles and are defined to support operations. Role descriptions will be formalized whenever specific roles benefit efficiency.
- Any member may fill more than one role, and roles may be combined.
- Circles create roles by mutual consent (in coordination with the General Circle for wider questions, like budget, HR, etc.).
- For a role, at minimum, the following parameters need to be defined: where the role lives (e.g., circle name), activities/accountabilities, responsibilities/decisions to make independently, hours/week or month or % FTE (full-time equivalent), pay, qualifications, and name of the role.
- Role definitions are stored in a virtual repository together with other system-facing documents.
- The decision of who serves in what role is made by circle consent.

1.2 Process Roles Process roles support the circles in operating as a group. One person can hold more than one role in the circle (e.g. be facilitator and delegate).
The lead's tasks are:

- Coordinating the work of the circle by supporting roles/individuals in their operations
- Overseeing the overall operations
- Making time-sensitive decisions as needed
- Preparing meeting agendas (with the facilitator)

The facilitator's tasks are:

- Supporting the process of meetings
- Supporting listening and mutual understanding
- Preparing meeting agendas (with the lead)
- Ensuring that everyone is contributing
- Keeping on topic, target, and time

The documenter's tasks are:

- Taking minutes or ensuring that minutes are taken
- Distributing minutes
- Maintaining the records of the circle (i.e. posted to a virtual repository and made available to the broader team)
- The documenter may delegate note-taking to someone else while they are speaking. The delegate's tasks are:
- Communicating a circle's needs and activities to the next-higher circle.

1.3 Circles A circle is a group of people who work together and make decisions together. They make policy decisions together and define roles as needed. The circle's aim describes what the circle does. The domain describes the circle's part of the organization that it stewards and makes decisions about.

Any circle has the right to, by consent, form a subcircle.

The circle is the final decision-maker in its domain, and no other circle can override decisions in that domain.

1.4 Information Flow Between Circles Double-linking is preferred (one top-down link, one bottom-up link), but single-linking is used if double-linking is not possible.

- The leader is the first link (top-down). The leader's role is to communicate the interests, concerns, and activities of their "higher", connected circle to the circle they lead. This ensures alignment with the broader organization.

- The second link (bottom-up) is called the "delegate." The delegate's role is to communicate the interests, concerns, and activities of their circle to the parent circle. This ensures that information flows upward in the organization and that each circle's needs and perspectives are represented at higher levels.

1.5 Special Circles

- The General Circle provides an integrated, strategic, and coordinated overview of the orga nization. It is responsible for budget allocation and short/medium-term strategy.

- The Mission Circle focuses on strategic business development, resourcing (contract funding, fundraising), and the overall purpose, principles and philosophy of the organization. It is responsible for the annual budget (fiscal/fiduciary responsibility), long-term strategy, and governance.

2. Decision-Making

2.1 Decisions Any member can make operational decisions if they don't run counter to the principles and values of the organization and aren't designated tasks of someone else. Policy decisions are made by consent—defined as 'no objection' from any of the circle mem bers.

Decisions about the governance agreement are made by consent in the Mission Circle.

Decision-makers are encouraged to get feedback from a variety of people before making a decision, depending on the nature and impact of the decision.

Decisions are slotted into meeting agendas. For smaller adjustments, facilitators, with appropriate consideration, determine which suggestions/modifications are proposed for consent. If someone wants to bring a proposal, they have to run it by the circle lead to make sure the proposal meets the basic requirements for a proposal.

2.2 Objections An objection is brought forward if adopting a proposal could severely hinder or obstruct its aim or if the decision violates the organization's governance, policies or key principles. It is distinguished from a personal preference, including opinions about how best to achieve an aim.

When an objection is stated, circle members can ask clarifying questions and receive answers. Circle members are asked to give reactions to the objection in a round.

The facilitator may probe whether an objection seems to be grounded in personal preference. With a reasoned objection, we will first understand the objection, then integrate the objection together by finding a way to improve the proposal. Typical strategies to integrate objections are to:

- Modify the proposal

- Shorten the term until the risk seems acceptable

- Add metrics to track the impact of the proposal

Out of the suggestions, the facilitator generates a new proposal or appoints someone else to; this process continues until a proposal reaches consent.

2.3 Fallback for Circles Each circle strives to resolve tensions locally. If this is unsuccessful, the parent circle may intervene and support. The parent circle will then make the decision for the divided circle on their behalf. If a circle is unable to decide whether the decision should be passed on, then the next-higher circle can take on the decision by consent. In addition, a circle can choose by consent to make the decision through another decision-making method.

2.4 Fallback for the Mission Circle When no consent can be found in the Mission Circle, the secretary/lead initiates the random selection of one circle member present, and that member is immediately removed from office. A consent process on the proposal 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 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. When the issue has been resolved and minuted, the number of Board members is returned to the previous number, and the previously removed members are immediately reinstated as members with their original roles and terms, and the decision-making process reverts to consent. The decision on the proposal may not be reconsidered for 6 months without group consent. In this case, there will be no recourse to the failure to reach consent on reconsideration of the proposal.

2.5 Decision-Making with Absent Members If a member misses a meeting, the member can still object for 5 days after the meeting. No response is equivalent to consent. Where possible, members have the responsibility to communicate their perspectives on key issues and proposals that may be discussed in an upcoming meeting that they will miss. If it is known that a member will be absent for longer than 2 weeks, and where feasible, the lead and the absent person will coordinate which topics are intended to be decided upon in their absence.

3. Meetings

The lead prioritizes items and prepares the agenda. The facilitator reviews and confirms it.
Meeting format:

- Every meeting starts with a check-in and a check on roles and functionality (ADMIN for Attendance, Duration of the meeting, Minutes, Information/announcements, Next meeting).
- Agendas are then set (and changed) by consent; ideally, the topics specify a duration and outcomes (report, exploration, decision).
- Topics
- During the meeting, items can be added to the backlog for future meetings.
- All meetings close with a meeting evaluation (check-out)

Discussions, as well as questions and decisions, are done in rounds by default. Clarifying questions, reactions, and consent are conducted one-by-one in a round, minimizing cross-talk and avoiding interruptions; other formats can be chosen outside of the default as desired.

4. Information Flow

4.1 Term Ends All policy decisions (including workflows, agreements, definitions and filling of roles) are made for a term. There is no general limit on re-selections or unmodified re-approval of lapsed policies (e.g., people in roles can be re-selected without limitations), unless specified as automatically lapsing unless re-approved.
When a term has passed and no new decision has been made, the decision stays in effect by default, unless it has been explicitly specified that it would lapse after its term.

4.2 Circle Policies and Meeting Notes The policy manual is called "Circle Policies" and is stored in a virtual repository. The documenter of the General Circle is in charge of adding and updating policies in the Circle Policies and keeping it up to date.
Meeting notes are taken in each circle; by default, meeting notes are open to the whole membership. In special cases (like confidentiality), separate notes can be taken. Meeting minutes are stored in the virtual repository.

5. Changes to this Document

Next evaluation date: DD.MM.YYYY

6. Approval and Review

Approval date: DD.MM.YYYY