2021 Cooperative Governance Research Initiative

Worker Co-op Findings

UNITED STATES FEDERATION OF WORKER COOPERATIVES

Democracy at Work Institute
US FEDERATION OF WORKER COOPERATIVES

Center for Cooperatives
UNIVERSITY OF WISCONSIN–MADISON

Cooperative Governance Research Initiative

WORKER CO-OP FINDINGS

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- Democracy at Work Institute
- FCC Services
- National Association of Housing Cooperatives
- National Association of Mutual Insurance Companies
- National Co+op Grocers
- National Cooperative Business Association
- National Council of Farmer Cooperatives
- Neighboring Food Cooperative Association
- North American Students of Cooperation

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A full set of CGRI acknowledgments can be found in our report *Findings from the Cooperative Governance Research Initiative 2021*, available at https://uwcc.wisc.edu/cooperative-governance-research-initiative/.

EXECUTIVE SUMMARY

Worker cooperatives (co-ops) are a type of business owned and managed by workers. Unlike consumer and producer co-ops, the members of worker co-ops are also employed by the firm to carry out its day-to-day operations. Worker co-ops share many governance practices with other types of co-ops; however, the dual roles of owner and worker often render important distinctions. The objective of this report is to summarize the governance structures, practices, and culture of worker co-ops in the United States.

Based on data from the 73 worker co-ops that participated in the Cooperative Governance Research Initiative (CGRI) 2021 survey, this report found:

- Worker co-op boards of directors are **younger and more diverse** across gender, race, and ethnicity than all CGRI respondents. However, compared to the 2021 Economic Census of Worker Cooperatives and Democratic Workplaces, female directors are underrepresented, and non-binary directors are slightly overrepresented in our sample of worker co-ops.
- Approximately half of participating worker co-ops elect a board. Among them, only 15 percent have a **nominating committee** compared to 71 percent of all CGRI respondents.
- A larger proportion of worker co-ops allow **outside directors** than all CGRI respondents, 33 versus 17 percent.
- **Contested board elections** appear to be less common in worker co-ops, as 61 percent reported holding none in the past three years.
- Participating worker co-ops provide **director training** in *meeting facilitation*; *conflict resolution*; and *social responsibility, sustainability, and social impact* at a higher rate than all CGRI respondents.
- **Board evaluations** are even less common among worker co-ops. Approximately half reported never evaluating individual directors or the board as a whole.
- Worker co-op boards held **more frequent and shorter meetings** than other CGRI respondents, and more than half of respondents indicated that the right amount of time was spent on topics including organizational performance, strategy, and member relations.
- More than half of participating worker co-ops do not have a **CEO or a highest-ranking employee**. The 45 percent that do are larger in terms of membership size, revenue, and the number of full-time equivalent employees.
- **Board compensation** beyond base salary is relatively uncommon among worker co-ops compared to other sectors.
- Approximately half of participating worker co-ops (52 percent) believe their board builds positive **social and interpersonal dynamics** *extremely* or *very well.*

Many of the governance practices worker co-ops reported are consistent with other sectors; however, the nuances uncovered in this study present an opportunity for further investigation and dialogue.

INTRODUCTION

Organizational governance broadly refers to the systems and processes that ensure business activities are carried out to protect ownership interests with adequate control and accountability. The board of directors is often the main governing body, but in worker cooperatives (co-ops) members, committees, and advisory groups may play an important role in governing functions.

Worker co-ops are a type of enterprise in which workers own and control the business, practice democratic workplace decision-making, and distribute surplus according to their relative labor contributions. The recorded history of worker co-ops in the United States started in the 1840s when workers organized to resist unsafe working conditions and unfair wages (Rothschild, 2009). Despite operating in an economic environment that inhibits equitable distribution of productive resources and worker autonomy, the worker co-op sector has sustained relatively slow but steady growth. The 2021 Economic Census of Worker Cooperatives and Democratic Workplaces reported a 30 percent increase among worker co-ops since 2019 and estimated the U.S. now has approximately 1,000 worker owned and controlled enterprises representing 10,000 workers (Democracy at Work Institute & U.S. Federation of Worker Cooperatives, 2021). The labor movement's long struggle to gain voice and control for workers underlines the integral role of worker co-ops in advancing more equitable economic participation and resource distribution. For worker co-ops to continue growing and thriving, there is a need to better understand the unique opportunities and challenges of workplace democracy.

In 2021, the University of Wisconsin Center for Cooperatives launched the Cooperative Governance Research Initiative (CGRI) to explore cooperatives' distinct governance structures, processes, and culture across sectors and over time. This report describes our findings related to governance practices and trends in worker co-ops.

METHODS

This report is based on analysis of data from the 2021 CGRI study, which included a cross-sectional survey (N = 500) and semi-structured interviews (N = 21) on cooperative governance practices related to the following:

- Board composition
- Board nominations and elections
- Board training, education, and development
- Board meetings and decision-making practices
- Board compensation
- Management
- Member participation
- Board culture

Details about the CGRI study design and data collection methods can be found at https://resources.uwcc.wisc.edu/Research/CGRI_2021Report_web.pdf.

Findings described in subsequent sections are based on the worker co-ops that participated in the 2021 CGRI survey (N = 73) and interviews (N = three). Consistent with previous CGRI analysis objectives, this report presents descriptive observations of sector-specific governance practices for people working in and with cooperatives. Therefore, we utilize summary statistics such as means, medians, ranges, and percentages to describe similarities and variations in governance practices of participating worker co-ops. We also use informant narratives and open-ended responses to compliment and contextualize quantitative findings.

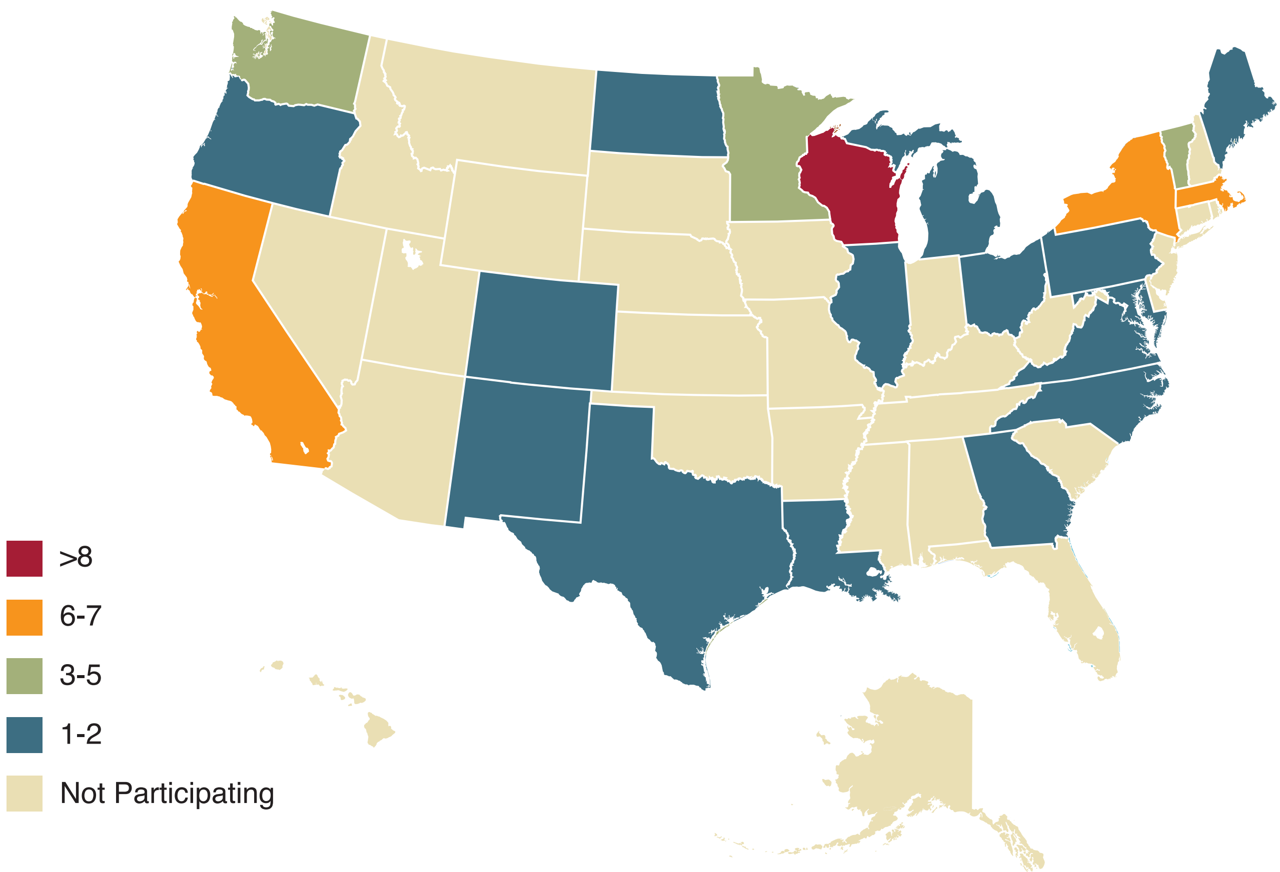
We recognize that our findings are not generalizable due to sample limitations. We acknowledge that quantifying findings in percentages with a small sample may inadvertently influence a perception of scale or size. We excluded missing data from this analysis to maintain consistency with previous CGRI reports, however we are aware that this approach can overestimate some comparisons. To mitigate this bias, we disclose subsample sizes accordingly.

PROFILE OF PARTICIPATING WORKER CO-OPS

Characteristics of Participating Worker Co-ops

Among the 500 CGRI participants, 73 are worker co-ops.[1] All worker co-ops in this study have a primary ownership structure, meaning they are owned by individual workers. They are headquartered across 14 states with the greatest representation in Wisconsin, New York, Massachusetts, and California (Figure 1). Nine participants did not disclose their states. The 2021 CGRI survey did not recruit from co-ops based in U.S. territories due to limitations in obtaining sampling lists from these areas. We acknowledge that this decision could produce an unrepresentative sample, limiting the generalizability of our findings. We use respondents and participants interchangeably in this report.

Figure 1. Participating Worker Co-ops by State



[1]The full CGRI sample includes seven multi-stakeholder co-ops (MSCs) that have a membership class for workers. Participating MSCs with a worker class range in size from four to 6,000 members with a median of 50. Due to data limitations, these seven MSCs are excluded from this report.

Business size is typically defined by employment and revenue thresholds. Based on the number of full-time equivalent (FTE), most participating worker co-ops are considered small or micro in size (Figure 2, see footnote for size thresholds).[2] There are no large firms among the participating worker co-ops and over half are considered micro-enterprises (Figure 2). Gross annual revenue of participating worker co-ops ranges from $20,000 to $46 million (Table 1). Only one participating worker co-op reported revenue greater than $40 million, the federal cutoff for a small business.

Figure 2. Size of Participating Worker Co-ops by Number of Employees

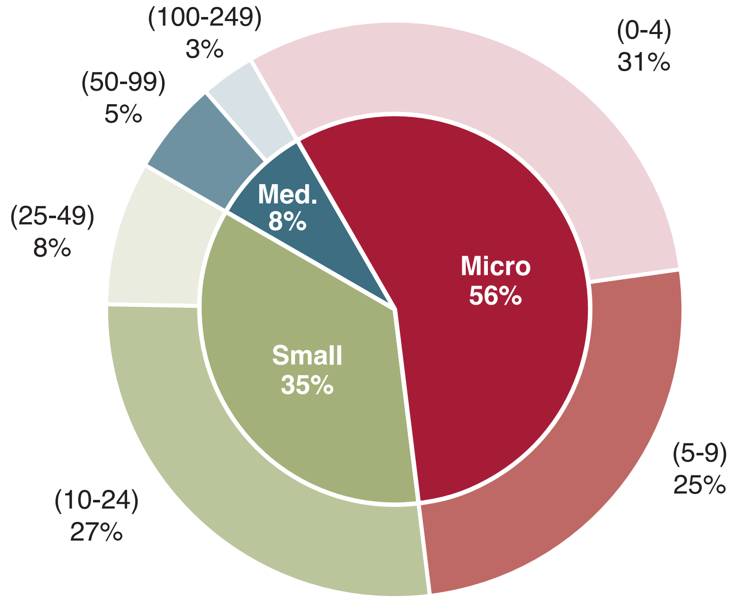


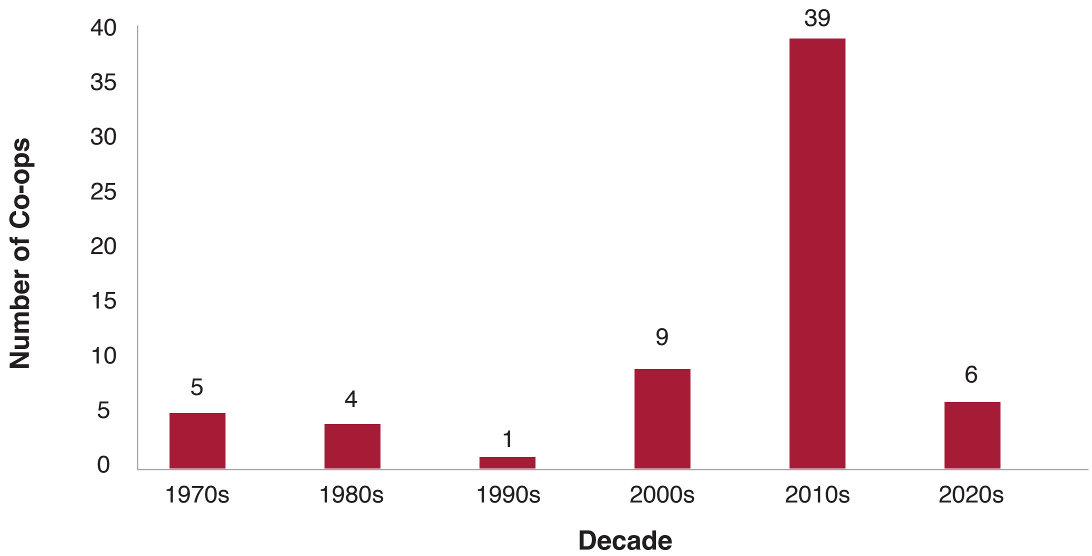
Table 1. Size of Participating Worker Co-ops by Number of Members, Number of Employees, and Revenue

	Min	Max	Mean	Median
Number of Members	2	220	17	8
Number of FTE Employees	0	220	20	8
Revenue	$20,000	$46 Million	$3.4 Million	$698,021

The earliest worker co-ops in this sample were established in 1972 and the latest in 2021. Among the 64 participating worker co-ops that provided their state, 45 (70 percent) were established after 2010. The age distribution of participating worker co-ops aligns with the Democracy at Work Institute and the U.S. Federation of Worker Cooperative's 2021 State of the Sector, which found that the majority of worker-owned enterprises in the U.S. were established within the last 10 years (Figure 3).

[2] *Organization for Economic Co-operation and Development (OECD) business size thresholds: micro enterprise (fewer than 10 employees), small enterprise (10 to 49 employees), medium-sized enterprise (50 to 249 employees), large enterprise (250 employees or more). See https://data.oecd.org/entrepreneur/enterprises-by-business-size.htm.*

Figure 3. Number of Participating Worker Co-ops Established by Decade[3]

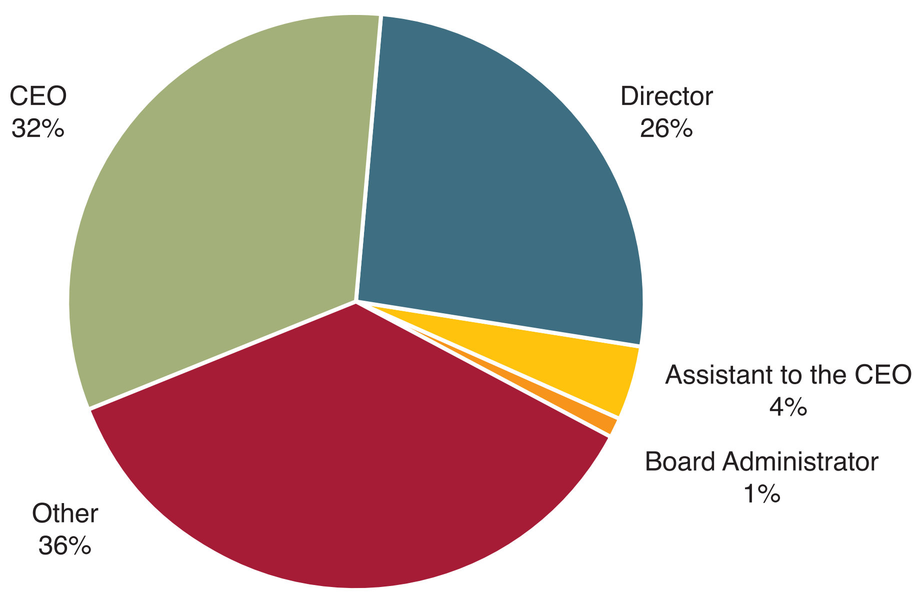


Characteristics of Survey Respondents

Most surveys returned by worker co-ops (92 percent) were completed by one person. Eight percent were completed by two people. Compared to all CGRI respondents, worker co-op surveys were less likely to be completed by a CEO or other type of highest-ranking employee. As Figure 4 shows, nearly two-thirds (62 percent) of sole respondents were a director or another person. *Co-op member* was the most frequently listed "other" respondent followed by *board chair* and *board officer*.

Seven percent of worker co-op respondents identify as Hispanic, Latino, or Spanish. Respondents' racialized identification is as follows, 76 percent White, eight percent Black or African American, five percent Asian, four percent Middle Eastern or North African, four

Figure 4. Survey Respondents by Role



[3] *The CGRI survey was conducted in 2021, so the data for the 2020s is incomplete.*

percent Other, and three percent American Indian or Alaska Native. The gender composition of respondents is 47 percent female, 41 percent male, and 11 percent other. We did not have data for the entire worker co-op sector to assess how these participant demographics may be under- or over-represented. We recognize that our survey categories for race, ethnicity, and gender identity may have unintentionally prevented participants with identities not included in our survey from sharing precise demographic data.

On average, respondents have worked at their co-op for eight years, though tenure ranges from less than one year to 46 years.

KEY TAKEAWAYS

BOARD COMPOSITION

In this section, we examine various elements of board composition including board size, board demographics, and director experience. We also explore what it means to worker co-ops to have the "right mix" of directors and efforts to increase board diversity.

Board Size

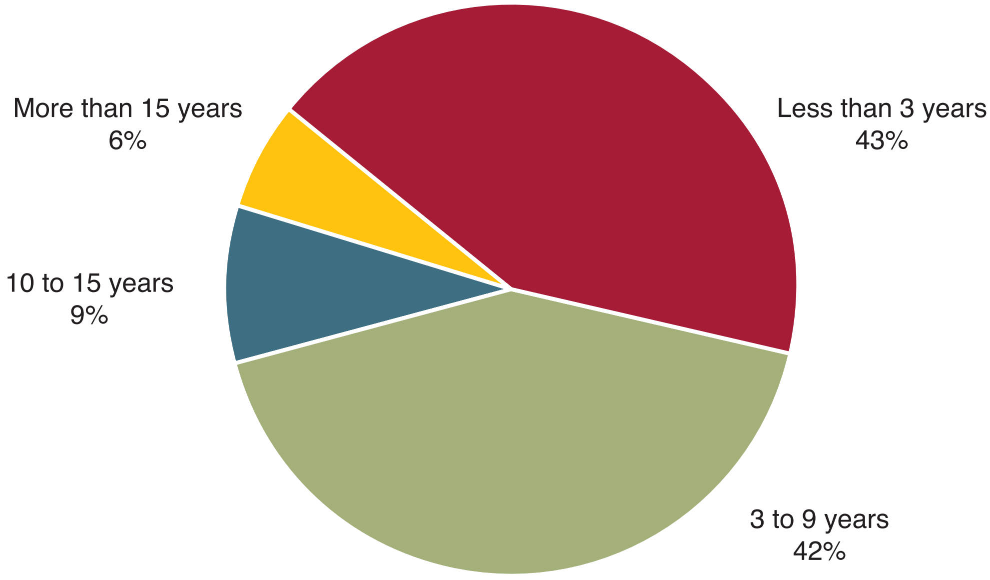
The range of board sizes among worker co-ops is largely consistent with the overall CGRI results; however, on average worker co-ops have the smallest boards of all types of co-ops represented in the CGRI data. In worker co-ops, the number of current board members ranges from two to 42, with a mean of seven and a median of five, compared to a mean of nine and a median of eight among all CGRI participants. We also asked worker co-ops practicing representative democracy (i.e., those that elect a board) how many directors they allow on the board. The number of people allowed to serve on worker co-op boards ranges from two to 13, with a mode of seven. Only seven percent of participating worker co-ops (N = 5) reported their bylaws set a range (e.g., 5-11) for the number of people allowed to serve on the board.

Among the 35 participating worker co-ops that elect a representative board, 89 percent (N = 31) require member approval to change their board size. Board size has remained relatively consistent in the worker co-ops that elect a board. In the last five years, only three participating worker co-ops increased their board size, and one decreased its board size. Whereas mergers were a key driver for board size changes among all CGRI respondents, they were not a factor for worker co-ops. All three worker co-ops that increased the size of their board in the last five years cited the following reasons for the change: expanding membership size, increasing board diversity, and adding skills and experience on the board. The single worker co-op that decreased its board size cited a decrease in membership size as the cause.

Board Composition

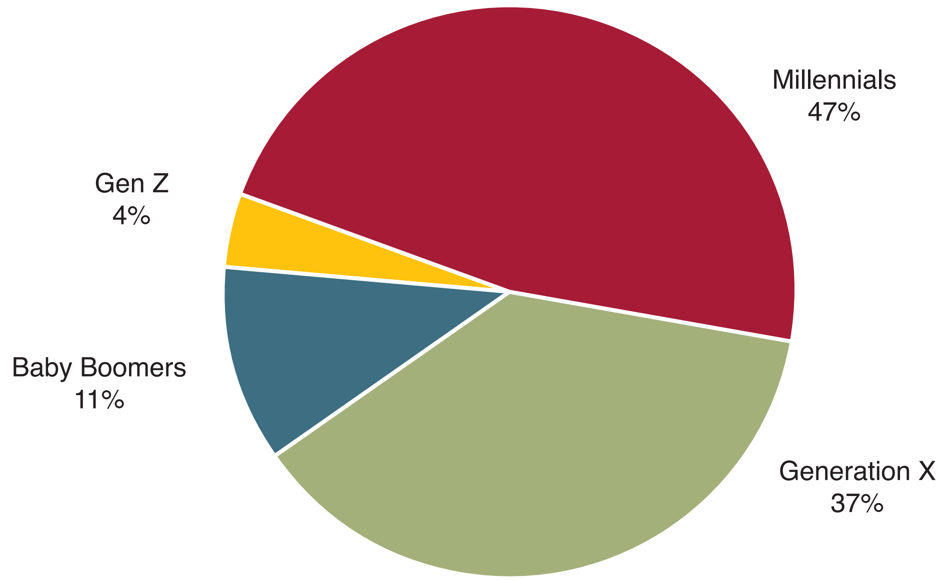
Director tenure. On average, worker co-op boards are less tenured than CGRI respondents overall. In the average participating worker co-op, 85 percent of directors have served on the board fewer than 10 years (Figure 5) compared to 70 percent in all CGRI respondents.

Figure 5. Tenure Composition of Average Participating Worker Co-op Board



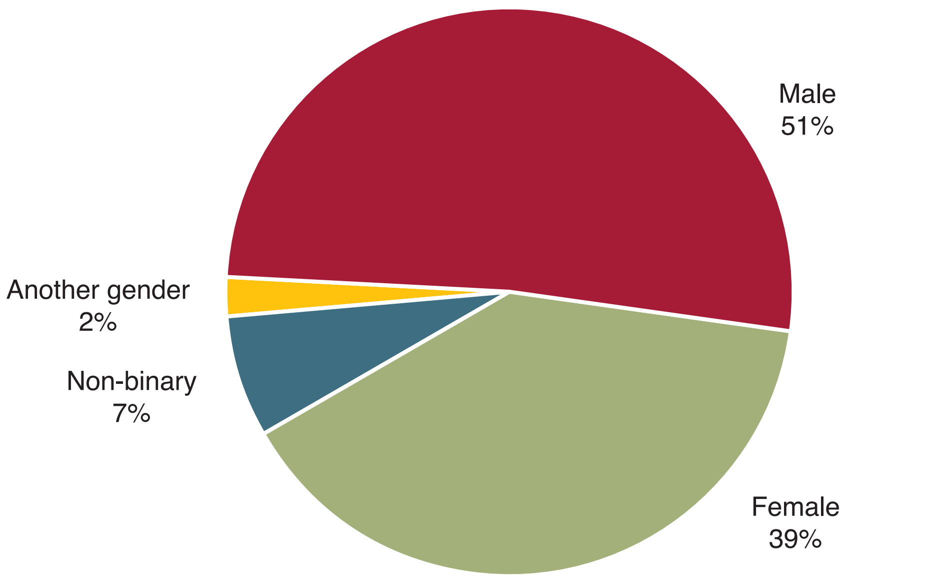
Director age. Worker co-op boards are also younger than those of CGRI respondents overall. The average worker co-op board is made up of slightly more than half Millennials or Gen Z, whereas the average board of CGRI respondents overall is only 25 percent Millennials or Gen Z (Figure 6).

Figure 6. Age Composition of Average Participating Worker Co-op Board[4]



Director gender. Respondents were asked to report the number of board members who are female, male, nonbinary, or another gender. The average participating worker co-op board is 51 percent male, 39 percent female, seven percent non-binary, and two percent another gender (Figure 7). In the most recent Economic Census of Worker Cooperatives and Democratic Workplaces, a national survey of U.S. worker co-ops, participating co-ops reported that 52

Figure 7. Gender Composition of Average Participating Worker Co-op Board



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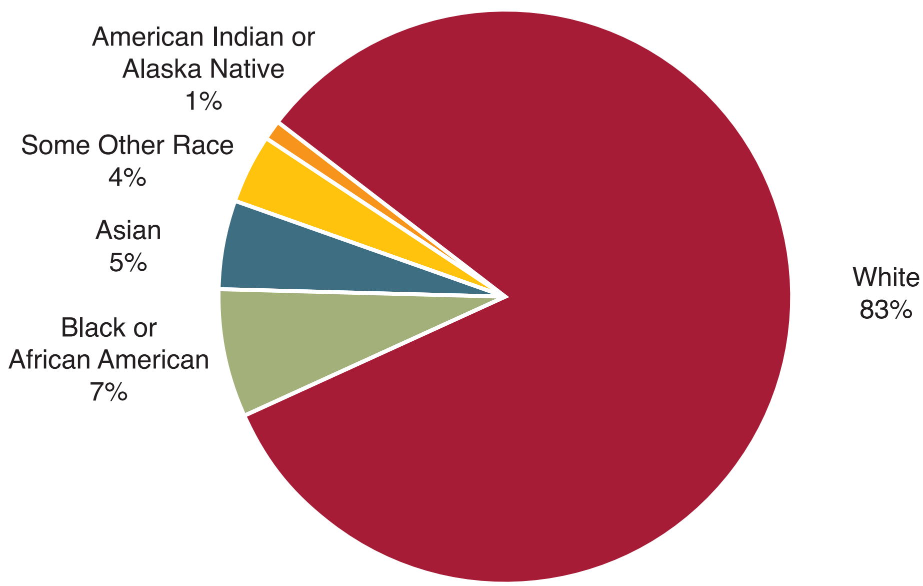
[4]*We used generation thresholds from the Pew Research Center that reflect the following age groups in 2022: Generation Z (25 years or younger), Millennials (26 to 41), Generation X (42 to 57), Baby Boomers (58 to 76), Silent Generation (77 years or older).*

percent of their members are female, and four percent are non-binary (Democracy at Work Institute & U.S. Federation of Worker Cooperatives, 2021). This suggests that females are underrepresented, and non-binary members are overrepresented in our sample of worker co-op boards.

Director ethnicity and race. We asked respondents to share the number of directors with Hispanic or Latino heritage in their co-ops. In total, participating worker co-ops reported 52 Hispanic or Latino directors across 72 worker co-ops, with a median of one Hispanic or Latino director per board and a range from zero to 14. **Across the different co-op types in the CGRI sample (e.g., consumer, producer, etc.), worker co-ops have the highest average share of the board made up of Hispanic or Latino directors.**

Respondents were also asked to provide the number of directors with the following racial identities: American Indian or Alaska Native, Asian, Black or African American, Middle Eastern or North African, Native Hawaiian and Pacific Islander, White, and Some Other Race. Again, this sample underrepresents Black and Hispanic or Latino directors compared to the Economic Census data where 25 percent of workers are Latino and 13 percent Black (Figure 8).

Figure 8. Racial Composition of Average Participating Worker Co-op Board

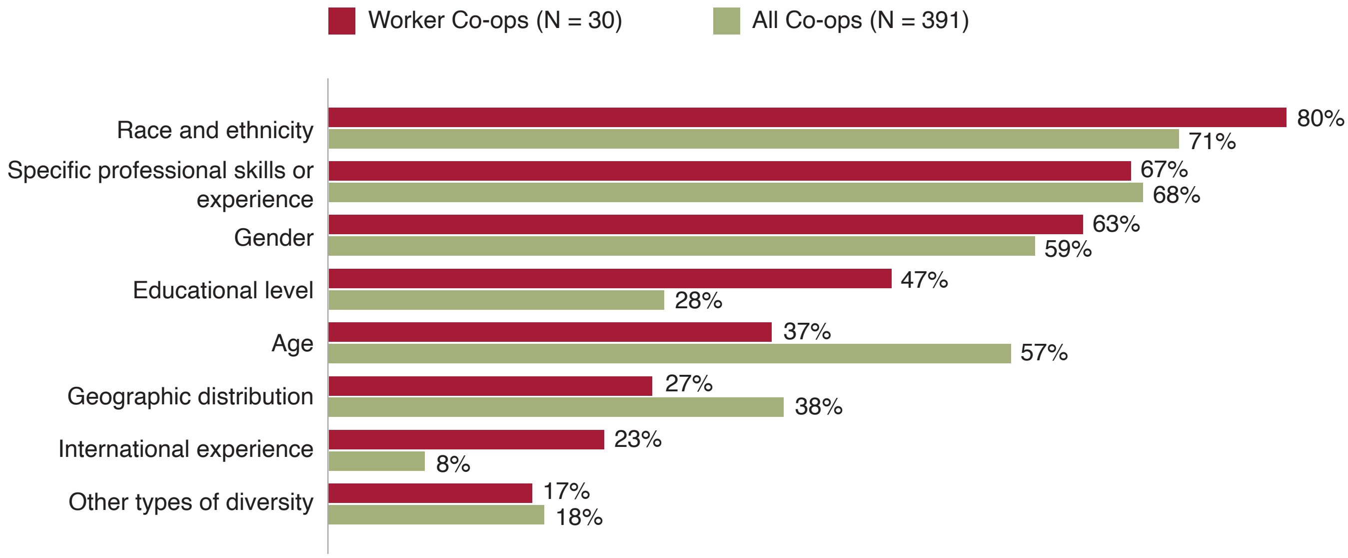


The Right Mix of People on the Board

We explored whether co-ops believe they have the right mix of people on the board to govern effectively and how they define "right mix." For many co-ops, the "right mix" includes board level diversity in several dimensions and how well board demographics mirror those of members.

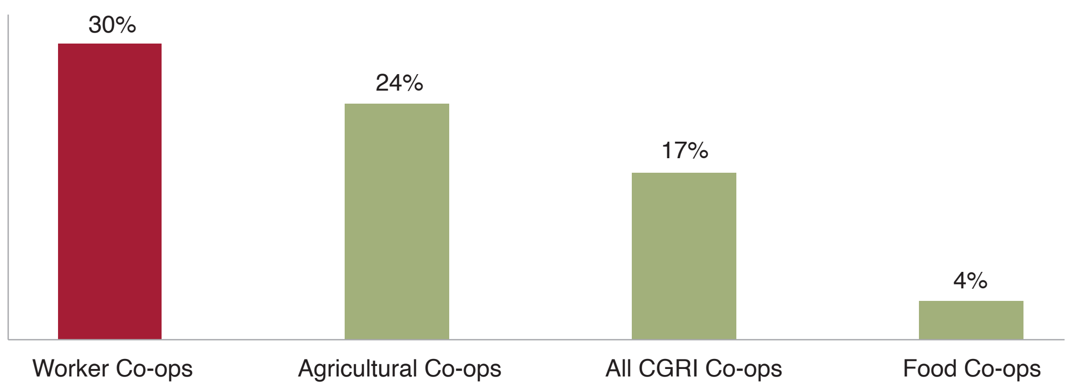
Of the 35 participating worker co-ops that elect a board, 63 percent felt their board demographics mirror those of their members very or extremely well, compared to 49 percent of all CGRI respondents. Slightly more than half of respondents indicated that their co-op is *extremely* (N = 11, 31 percent) or *very likely* (N = 7, 20 percent) to prioritize increasing board diversity in the next three years. The top three diversity priorities among worker co-ops are similar to those of all CGRI participants (Figure 9); however, worker co-ops are more likely than CGRI respondents as a whole to pursue diversity related to race and ethnicity, education level, and international experience, and less likely to pursue diversity of age or geographic distribution.

Figure 9. In the Next Three Years, Share of Participating Worker Co-ops That Plan to Prioritize Board Diversity Related to…



Outside directors. Some co-ops diversify their boards, in a variety of dimensions, by including outside directors. **A higher percentage of participating worker co-ops reported allowing outside directors compared to CGRI respondents as a whole** (Figure 10). Among the 22 worker co-ops that allow outside directors, 13 currently have an outside director serving on the board (with a mean and a median of one outside director). A larger proportion of worker co-ops that elect a board reported allowing outside directors than those practicing direct democracy (i.e., all members serve on the board). Of the 35 worker co-ops practicing representative democracy, 16 (46 percent) allow outside directors and ten (29 percent) currently have at least one on the board. Of the 38 worker co-ops using direct democracy, only six (16 percent) allow outside directors and three (eight percent) currently have at least one on the board.

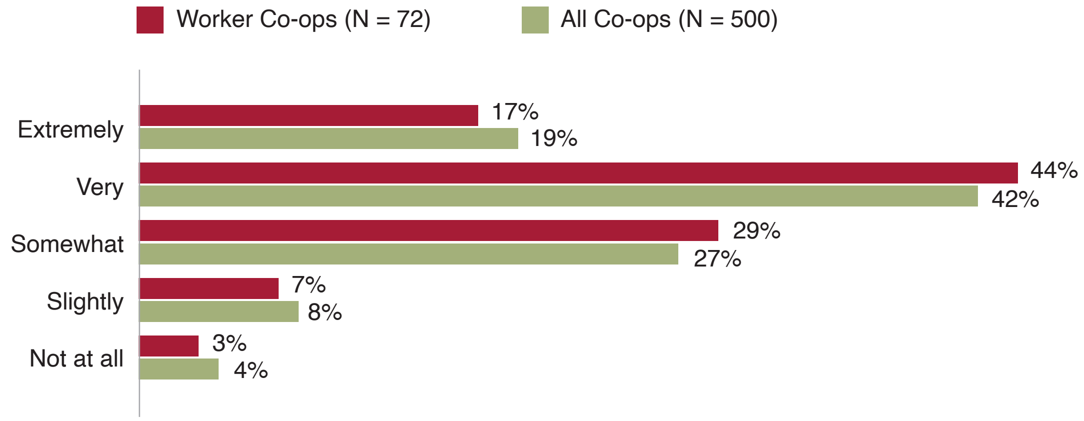
Figure 10. Share of Participating Co-ops by Type That Allow Outside Directors to Serve on the Board[5]



[5]The sample size of co-ops that allow outside directors is as follows: worker co-ops 22, agricultural co-ops 15, food co-ops 4, and all CGRI respondents 85.

We also asked respondents how confident they are that the board has the right mix of people to govern effectively. Similar to the rating of how well board demographics mirror those of the membership, the rating for having the right mix of directors is slightly higher among participating worker co-ops than all CGRI respondents (Figure 11). Worker co-ops that practice direct democracy were slightly more confident their boards have the right mix of people than worker co-ops that elect a board.

Figure 11. How Confident Are You the Board Has the Right Mix of People to Perform Its Governance Duties Effectively?



In addition to the above quantitative measures, participants were asked to elaborate on the right mix of directors during an interview. Among the 21 interviewed participants, three were from worker co-ops operating in the service and retail industries. All three participants were female, one was White, and two had other racial or ethnic identities. One participant has been with their co-op between 10 and 20 years, the other two have been with their co-op for less than 10 years. Two of them were board members, and one was a manager. Although the interview sample is small, perspectives shared by these participants complement survey observations and offer a more nuanced understanding of governance practices among worker co-ops.

Participants perceived the right mix from three dimensions: power dynamics, general skillsets, and strategic thinking. A long-time member of a worker co-op that elects a representative board shared that selecting board members from a relatively small membership base has challenged their ability to neutralize power between directors who have served multiple terms and new directors. This composition could limit diversity of thought when experienced directors dominate conversations during meetings.

> *"It sometimes feels like the experienced directors are almost adversarial and the less experienced directors just sit back and watch. That's been a real challenge, because we don't have a bigger pool of worker-owners."*

In comparison, interview participants from a worker co-op practicing direct democracy interpreted the right mix as having employees, and thus directors, with the right technical skills, communication skills, and mindset. One participant highlighted the importance of having skills in "facilitation, financial management, and organizational development," and noted that their co-op recruits members with these skills and helps existing members acquire them.

This worker co-op also prioritizes values alignment by actively recruiting members with specific perspectives, for example, by asking “applicants in their cover letter to explain which [of our co-op’s values] resonates most with them and why.” Interviews with prospective employees also include questions that try to elicit that information. It should be noted that worker co-ops with direct democracy recruit new members and board of directors simultaneously because of the dual role they perform.

For worker co-ops practicing direct democracy, the right mix may also be viewed as having diverse experiences and a future-oriented mindset that considers potential impacts of current decisions on the co-op’s future members. A worker-owner at a co-op practicing direct democracy shared that they look for worker-owners with a “good variety of experience and understanding that allows us to [collectively] think into the future […] about what our membership might look like later and if the decisions we’re making could impact that.” Decisions about who to hire and how to prioritize skills, experiences, and values can be difficult and at times contentious; however, participants emphasized that conversations about those decisions, “have been transformative for our understanding of what workplace we want to create in the future.”

BOARD NOMINATIONS AND ELECTIONS

Over half of participating worker co-ops (52 percent) practice direct democracy. The remaining 48 percent use representative democracy. Among all CGRI respondents, only nine percent practice direct democracy. Non-worker co-ops that practice direct democracy tend to be smaller and younger. This trend holds true within participating worker co-ops as well—the average worker co-op practicing direct democracy has 10 members and was established in 2009 (median 2015); whereas the average worker co-op practicing representative democracy has 25 members and was established in 2008 (median 2013).

Co-ops that practice direct democracy typically do not engage in board recruitment and selection, so the rest of this section reports only on the 35 participating worker co-ops that practice representative democracy.

DIRECT VS. REPRESENTATIVE DEMOCRACY

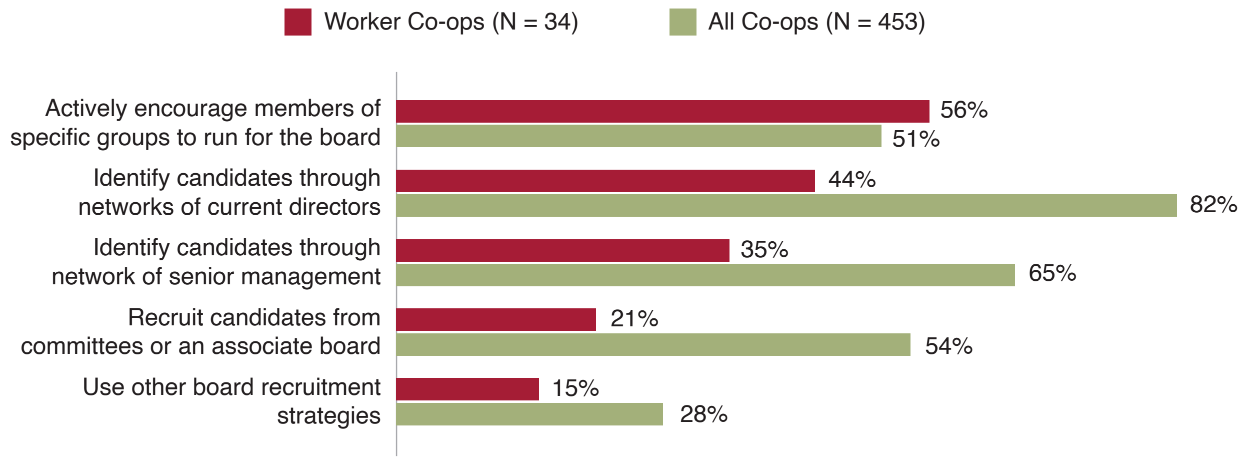
In a cooperative that practices direct democracy, all members serve on the board. In a cooperative that practices representative democracy, the membership elects a subset of members to serve on the board.

Director Recruitment and Nominating Committees

It is rare for worker co-ops to have a committee in place that is responsible for the nomination process—only 15 percent (N = 5) of the participating worker co-ops that elect a board have one compared to 71 percent of all CGRI respondents. This practice is most common in consumer and purchasing co-ops, 84 percent of which have a nominating committee. Four of the five worker co-ops with a nominating committee allow board members who are up for re-election to serve on the nominating committee.

The survey also asked how co-ops recruit directors and promote the opportunity to run for the board. Among worker co-op participants, actively encouraging members of specific groups to run for the board is the top approach to director recruitment. It is also the only strategy worker co-ops use more than CGRI respondents as a whole (Figure 12). The most common strategy worker co-ops use to promote board service is regular member communications such as newsletters, websites, or professional publications; however, only a third (32 percent, N = 11) use this strategy compared to 64 percent of all CGRI respondents. These findings are not surprising given the relatively small size of worker co-ops and the fact that members receive information about leadership opportunities through workplace communication channels.

Figure 12. Share of Participating Co-ops That...

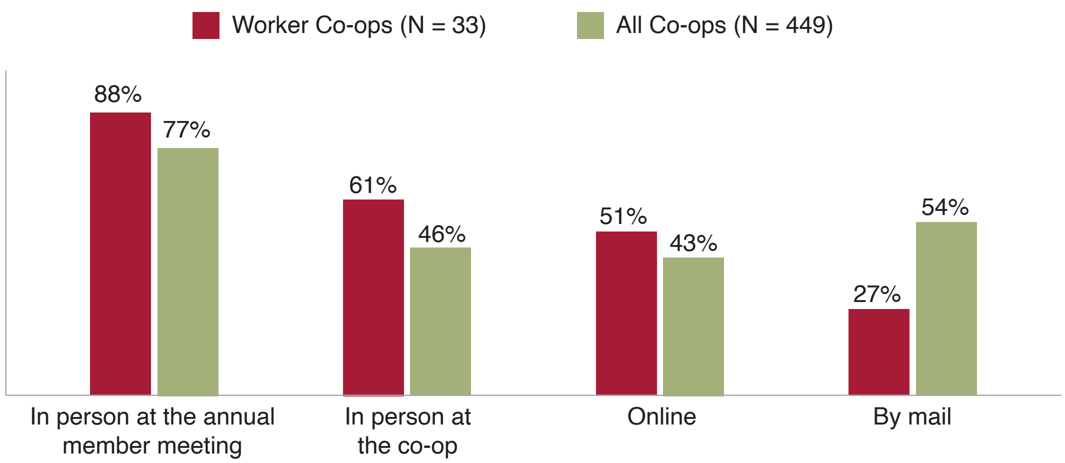


Board Elections

In the past three years, 61 percent (N = 20) of participating worker co-ops that elect a board have not had a contested election. This finding is slightly higher than among all CGRI respondents (59 percent). Only four participating worker co-ops have bylaws that require contested elections.

Most participating worker co-ops (85 percent, N = 28) have at-large board elections, meaning that every member can vote for candidates to fill any and all vacant positions on the board. When compared to all CGRI respondents, a larger proportion of worker co-ops allow members to vote online or in person at the co-op or annual meeting compared to all CGRI respondents (Figure 13). Six participating worker co-ops permit proxy voting. Among those six, proxies are solicited from all members, but practices vary regarding how proxies are solicited and for how long.

Figure 13. Share of Co-ops That Allow Members to Vote... [6]



Terms

The standard term length for participating worker co-ops ranges from one to 10 years, with a mean of three and a median of two. On average, worker co-ops have shorter standard terms than CGRI respondents as a whole. Term limits are rare among worker co-ops. Three participating worker co-ops have consecutive term limits, two have total term limits, and none have a mandated retirement age for directors.

[6]Data on recruitment through proxy, delegates, and other methods were suppressed because the total number of co-ops using each approach is less than five.

BOARD TRAINING, EDUCATION, AND DEVELOPMENT

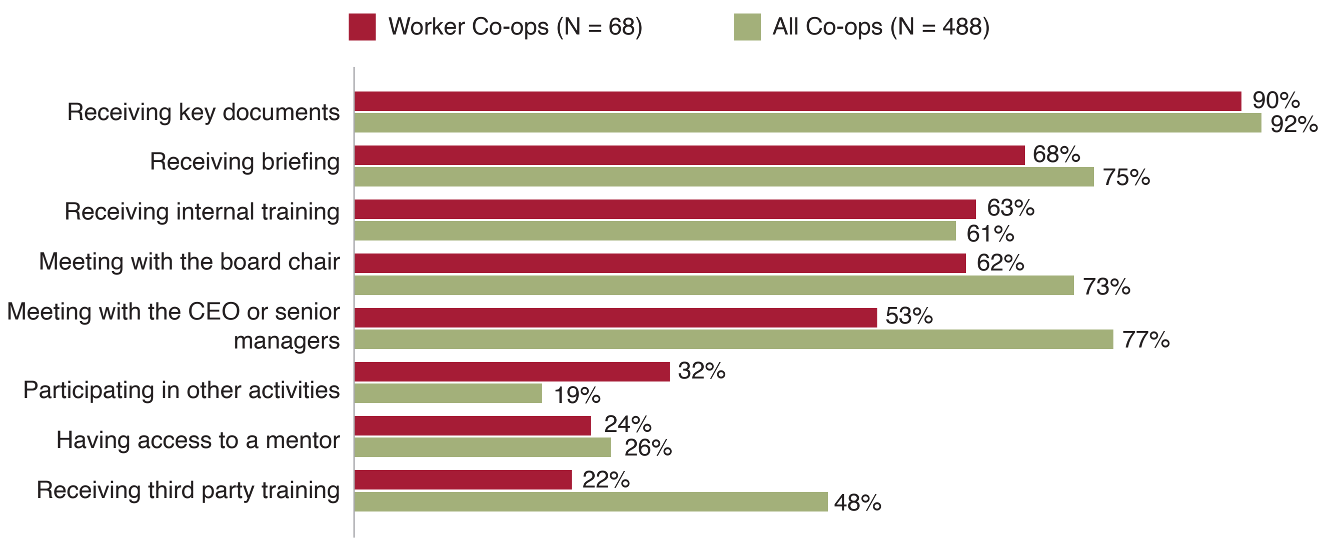
Cooperative Principle 5 emphasizes the importance of providing members, employees, and elected representatives with the necessary education and training to actively contribute to their collective enterprise (ICA, n.d.). Training and development for the board are particularly crucial for establishing and maintaining effective governance practices. The CGRI questionnaire included questions on board education topics, the continuity of institutional knowledge, board evaluation methods, and procedures for removing directors who fail to fulfill their board responsibilities.

Onboarding and Training

Onboarding activities among participating worker co-ops are largely consistent with all CGRI participants; however, a lower percentage of worker co-ops reported including a meeting with senior management in the onboarding process (Figure 14). This is not surprising given the small size of most worker co-ops and the prevalence of non-traditional management structures—only 45 percent of worker co-op respondents have a CEO or another type of highest-ranking employee. Including external training as part of the director onboarding process is also less common among worker co-op respondents.

A higher proportion of worker co-ops included *other activities* in their onboarding than CGRI respondents as a whole. Other onboarding activities listed by respondents include attending owner, circle, and/or board meetings; taking on a personal project or responsibility; social events; research and education on worker co-ops; and evaluating their individual business plan if applicable, so the co-op can fit their individual goals into the co-op's strategic plan. Board retreats are another way to onboard directors. For example, two respondents shared that new board members attend a retreat where they are welcomed and briefed on the co-op's current business and strategic goals.

Figure 14. Share of Participating Co-ops in Which Board Onboarding Includes...

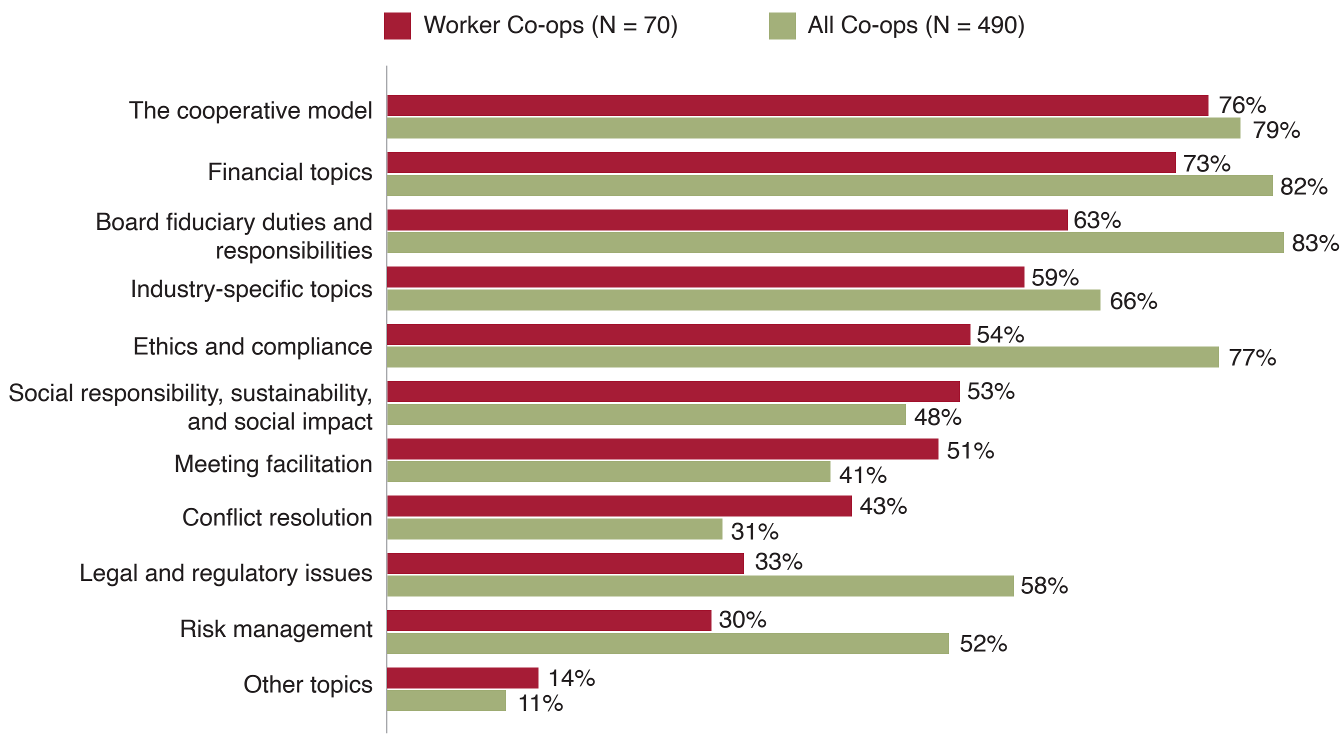


Sociocracy

Sociocracy is a governance system used by organizations that aim to govern themselves according to the principles of equality (McNamara, 2023). It relies on the use of consent, as opposed to majority voting, in discussions and decision-making among individuals with a common goal or work process (ibid.). The approach involves a hierarchy of circles that align with the units or departments of an organization (Rau & Koch-Gonzalez, 2018). The hierarchy is circular in nature, with the connections between each circle forming feedback loops throughout the organization.

There are also some key differences between the training practices of participating worker co-ops and all CGRI respondents. A higher proportion of worker co-ops reported training board members in *meeting facilitation*; *conflict resolution*; and *social responsibility, sustainability, and social impact* than all CGRI respondents (Figure 15). Other topics respondents disclosed include strategic development; working with an employee advisory board; workplace culture and democracy; power and privilege; history of capitalism; diversity, equity and inclusion; community organizing; and social event planning.

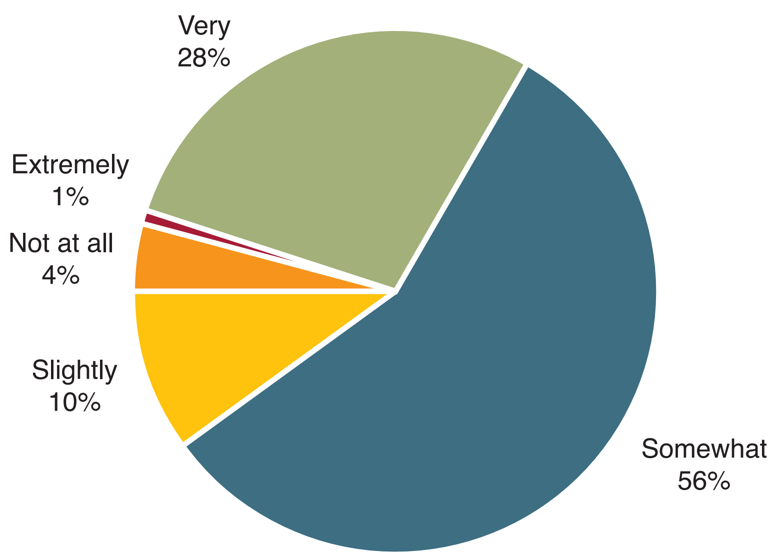
Figure 15. Share of Participating Co-ops that Train Board Members in...



Continuity of Institutional Knowledge

Institutional knowledge, which encompasses the collective information, expertise, and values held by both an organization and its individuals, is equally crucial for board members and employees. Participating worker co-ops are less confident in their systems for preserving board institutional knowledge than all CGRI respondents but slightly more confident than food co-ops. Less than a third (29 percent) believe their systems preserve institutional knowledge *extremely* or *very effectively* compared to 43 percent of all CGRI respondents and 23 percent of participating food co-ops (Figure 16).

Figure 16. How Effective are Your Co-op's Systems for Preserving Continuity of Institutional Knowledge on the Board?

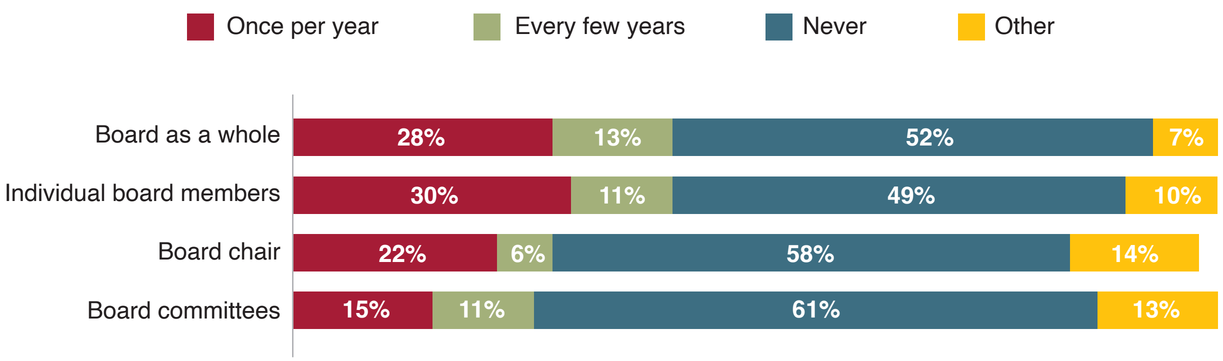


Board Evaluations

A board evaluation is a structured process designed to assess board performance. A well-designed board evaluation process encourages directors to contemplate their own and their colleagues' individual contributions in the boardroom, pinpointing aspects of board operations, education, and culture that are going well, and those that require improvement. Consistent board evaluations are intended to foster trust and respect with the CEO and enhance the individual and collective effectiveness of directors. The CGRI survey included questions regarding evaluation frequency, type, and participation.

Overall, board evaluations appear to be slightly more common among worker co-ops than among all CGRI respondents, yet less than one third of participating worker co-ops reported conducting annual evaluations of board committees, board chairs, individual directors, and the board as a whole (Figure 17). While participating worker co-ops reported lower rates of evaluating the board as a whole at least every few years than all CGRI respondents (41 percent vs 49 percent, respectively), they reported higher rates of evaluating individual board members (41 percent versus 28 percent, respectively). Worker co-ops also indicated they use *Other* evaluation practices at a higher rate than all CGRI respondents, which suggests that exploring the unique ways worker co-ops evaluate directors and members is warranted.

Figure 17. Frequency of Board Evaluations Among Participating Worker Co-ops (N = 71)



Only 19 worker co-op respondents answered the question about who typically completes board evaluations. Since half of the participating worker co-ops never evaluate their board as a whole, it is not surprising that few participants provided information on who completes evaluations. Within the small subset of worker co-ops that responded to this question, a higher proportion of board evaluations were completed by board members and people in non-CEO management roles than by external evaluators.

Removal of Underperforming Directors

The removal of directors who do not fulfill their board responsibilities is a crucial aspect of accountability in governance. This can be a challenging and complex dynamic in worker co-ops that include all members on the board, since board service is typically tied to employment, and a director would only be removed if their membership or employment was terminated. Over two-thirds of participating worker co-ops (68 percent) have a formal process for removing under-performing directors compared to 61 percent of all CGRI respondents. Of those that have a formal process (N = 48), 40 percent have removed a director in the last five years for underperforming or for failing to meet their board or member obligations.

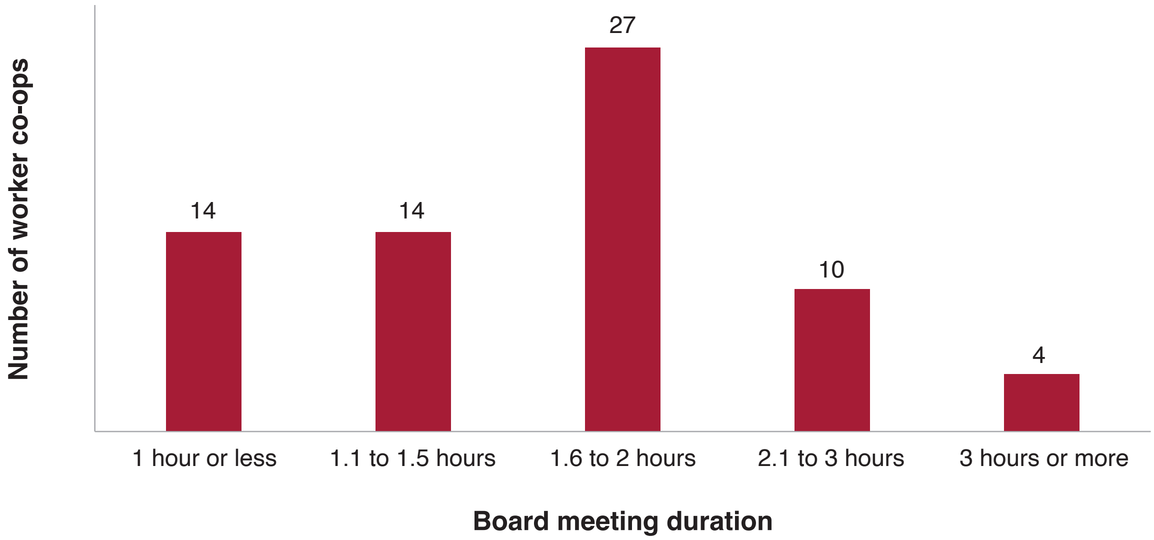
BOARD MEETINGS AND DECISION-MAKING PRACTICES

A significant portion of the board's responsibilities is carried out during regular board meetings; hence, it is crucial for meeting and decision-making practices to be deliberate and efficient. The CGRI survey investigated various elements of board meetings, such as frequency, duration, agenda establishment, facilitation, and the allocation of time to different topics.

Frequency, Duration, and Mode of Board Meetings

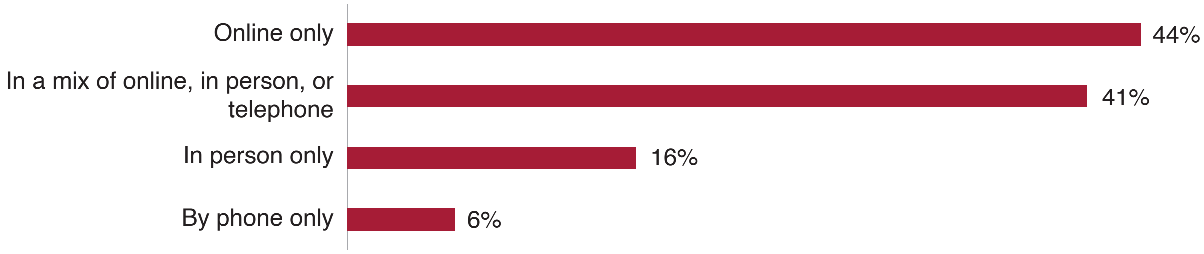
The total number of board meetings per year for participating worker co-ops ranges from zero to 86, with a mean of 14 and a median of 11. The worker co-op that reported zero board meetings has only three members. **Among CGRI respondents, worker co-ops held the highest number of board meetings in the last year but had the shortest meetings—80 percent of worker co-op board meetings in the previous 12 months lasted two hours or less** (Figure 18).

Figure 18. Distribution of Board Meeting Duration by Hour Among Worker Co-ops



Meeting norms underwent significant changes in 2020 due to the COVID-19 pandemic, therefore, the survey concentrated on current practices rather than those in the pre-pandemic period. Survey data was collected in 2021, so it is unsurprising that worker co-op board meetings were mainly held online or through a combination of online, in person, and telephone (Figure 19). In the next wave of data collection, it will be intriguing to see if and how meeting practices in cooperatives continue to evolve and how meeting practices impact the social and interpersonal dynamics of boards.

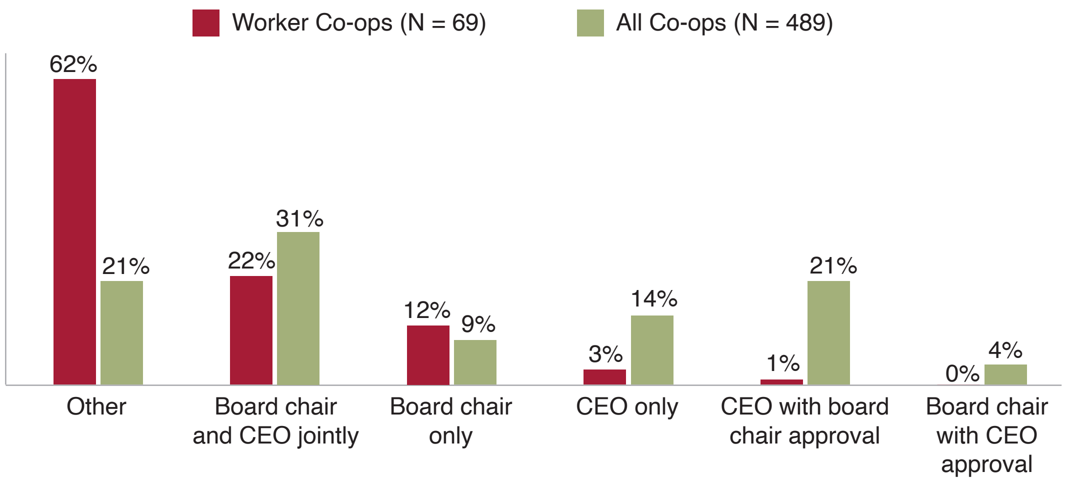
Figure 19. Proportion of Board Meetings Conducted... (N = 70)



Board Meeting Agendas and Facilitation

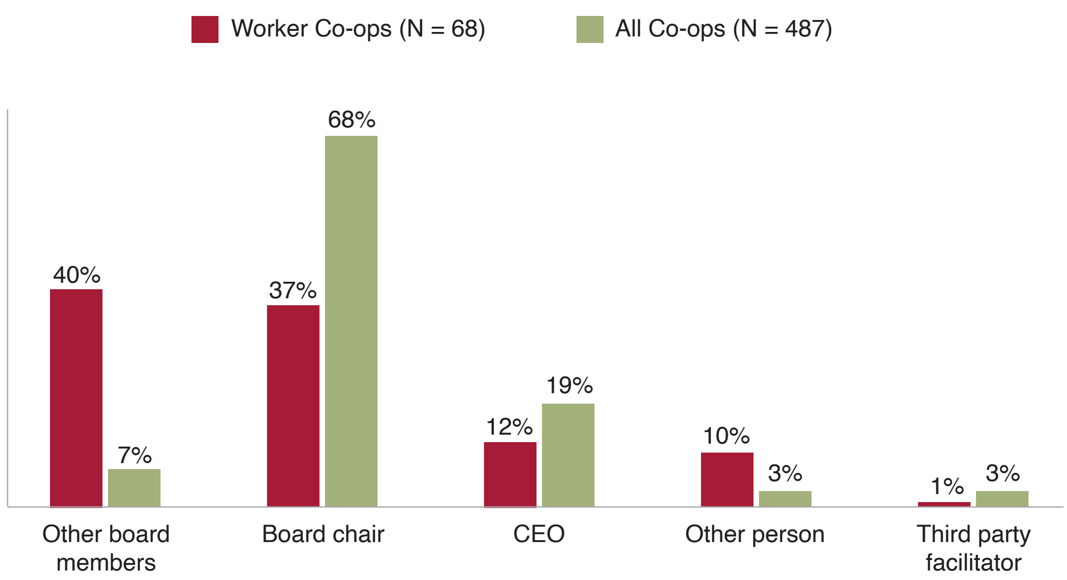
Agenda setting practices differ significantly between worker co-ops and all CGRI respondents. Worker co-ops reported using other processes for setting the agenda more than involving the board chair or the CEO (Figure 20). Examples of other processes cited by respondents include board chair with input from other board members, all board members, all members, specific circles or committees, and a subset of board members (such as board chair and secretary or board chair and chief operating officer). Several respondents highlighted the collective nature of their agenda setting process and noted that this responsibility is rotated among members.

Figure 20. In the Past 12 Months, Who Has Set the Agenda for Board Meetings?



Similarly, a higher percentage of worker co-ops use some other board member or other person to facilitate board meetings than all CGRI respondents, but fewer worker co-ops delegate this responsibility to the CEO or board chair (Figure 21). These responses make sense because worker co-ops often rotate meeting facilitation among members.

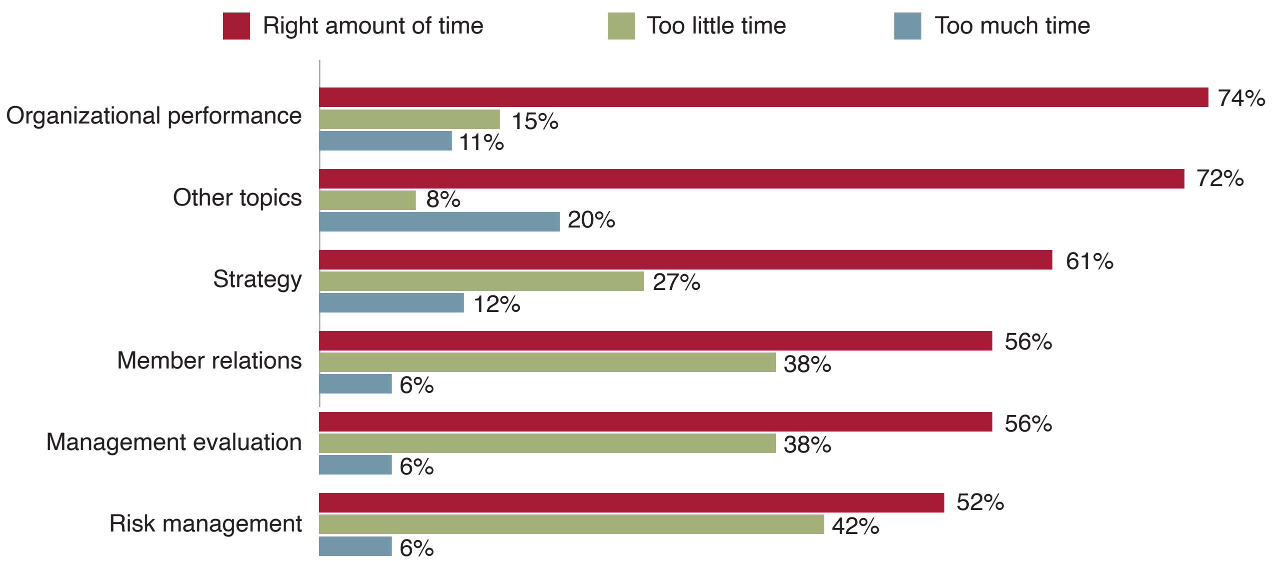
Figure 21. In the Past 12 Months, Who Has Typically Facilitated Board Meetings?



Allocation of Time at Board Meetings

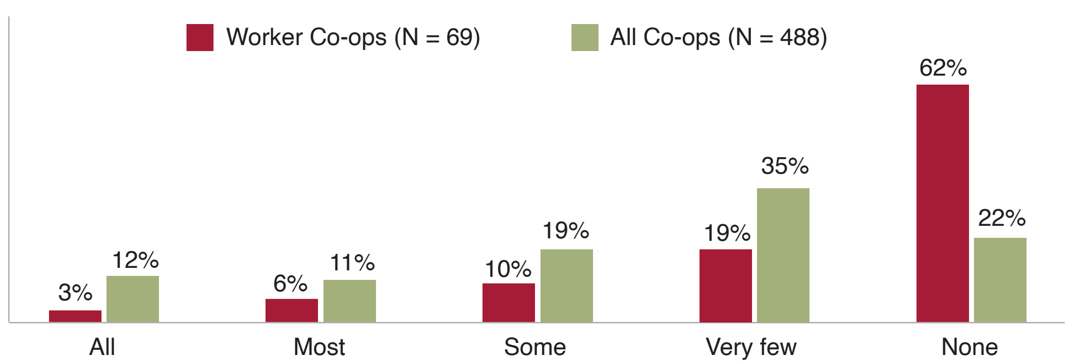
We also asked survey participants about the percentage of time devoted to specific topics in board meetings and the ideal allocation for each. More than half of worker co-op participants reported the *right amount of time* was spent on all topics shown in Figure 22. In general, participating worker co-ops indicated the highest level of alignment between the actual and ideal time allocated to organizational performance (74 percent) and other topics (72 percent). More than a third indicated that *too little time* was allocated to risk management, management evaluation, and member relations (Figure 22).

Figure 22. Actual vs. Ideal Allocation of Time in Board Meetings[7]



Boards often reserve meeting time for executive sessions. An executive session is a designated period within a standard meeting when board members convene privately, either individually or with others like the CEO or legal counsel. Co-ops employ executive sessions for various purposes. While some boards only schedule executive sessions for sensitive or confidential discussions, others incorporate one into every board meeting as a means of ensuring oversight and independence. Fewer worker co-op boards than all CGRI boards regularly go into executive session—62 percent of worker co-ops did not hold a single executive session in the last year (Figure 23). Only nine percent of participating worker co-ops included an executive session in *most* or *all* board meetings in the last year compared to 23 percent of all CGRI participants.

Figure 23. In the Past 12 Months, about What Proportion of Board Meetings Included an Executive Session?



[7] *The subsample size is as follows: organizational performance 66, other topics 54, strategy 66, member relations 66, management evaluation 66, and risk management 66.*

MANAGEMENT

While governance is commonly associated with the board, in worker co-ops, the management structure can greatly influence workplace decision-making processes, employee interactions, and how members oversee the co-op. **A diverse range of management approaches are found among worker co-ops—including hierarchical, flat, and hybrid structures—so it is not surprising that worker co-ops have a CEO or other type of highest-ranking employee at a much lower rate than other CGRI respondents.** Among the 73 participating worker co-ops, only 45 percent have a CEO compared to 96 percent of all other CGRI respondents. On average, worker co-ops with a CEO are larger in terms of membership size, revenue, and total number of employees (Table 2).

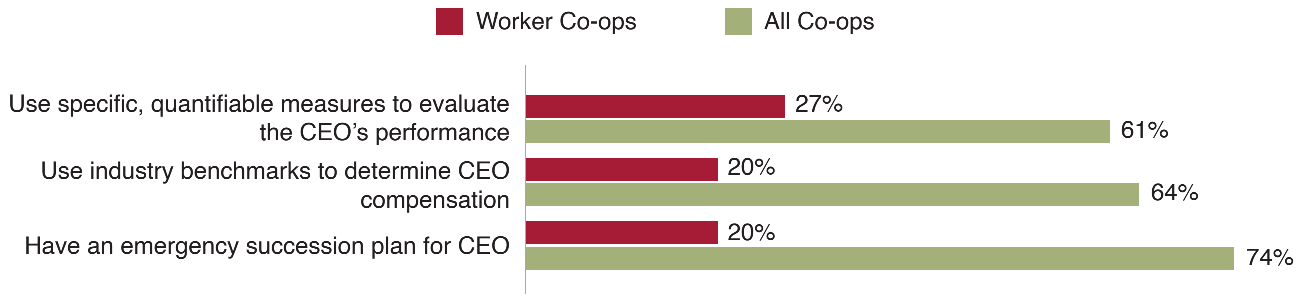
Table 2. Size of Participating Worker Co-ops With and Without a CEO or Highest-Ranking Employee

	Number of Members		Annual Revenue		Number of Employees (FTE)	
	Mean	Median	Mean	Median	Mean	Median
Worker Co-ops with CEO	19	2	$2.96M	$778,164	24	11
Worker Co-ops without CEO	15	6	$3.88M	$608,970	17	6

CEO tenure in participating worker co-ops ranges from less than one year to 46 years, with a mean of seven and a median of four. One worker co-op reported a CEO who started in 2021 (study year). Worker co-ops with a CEO have had one to 10 different people in that role (including interims) in the past decade with two at the mean and one at the median.

Worker co-ops are less likely than CGRI respondents as a whole to evaluate CEO performance using specific, quantifiable metrics; use industry benchmarks to set compensation; or have succession plans in place (Figure 24).

Figure 24. Share of Participating Co-ops That...[8]

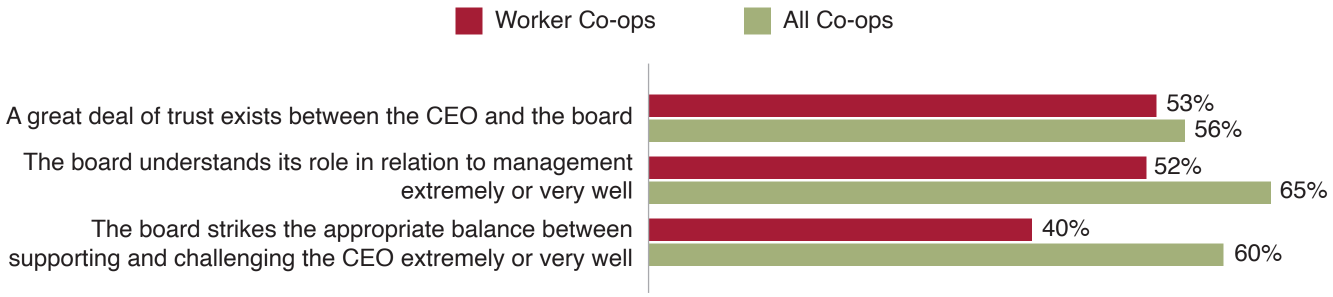


[8]The subsample size for each assessed category among worker co-ops is 30. Fewer than five worker co-ops reported having a long-term succession plan, therefore, percentage comparison on this category was suppressed to protect data privacy and confidentiality.
The subsample size for the full CGRI sample is as follows: performance measures 419, compensation benchmarks 415, and emergency succession plan 423.

The Board-CEO Relationship

In co-ops with a CEO or other type of manager, a strong, healthy relationship between the manager and the board is fundamental to the co-op's success. Given the importance of this relationship, we asked several questions about the dynamic between the board and CEO. On all three metrics measured—the amount of trust between the CEO and board, the extent to which the board understands its role in relation to management, and how well the board strikes the right balance between supporting and challenging the CEO—worker co-ops rated lower than CGRI respondents as a whole (Figure 25). These differences may be due to the fact that the line between governance and management can be even harder to draw in worker co-ops, which by their design include employees and often managers on the board.

Figure 25. Share of Participating Co-ops That Reported...[9]



We also asked respondents to think back to the last time there was disagreement between the CEO and the board about the right path forward and to share both the disagreement and how the co-op moved through it. Few worker co-ops reported serious conflicts between the CEO and board. While there were occasions cited in which the board disagreed with the CEO about expansion plans or the approach to reducing debt, both parties were able to reach agreement through additional communication and training. **Interestingly, a commonly cited source of disagreement was the difference in risk tolerance between the board and the CEO.** In these scenarios, the board was described as more risk averse than the CEO. One participant mentioned that addressing this type of difference requires both parties to "find the common points of alignment and work to make a path where everyone can feel comfortable with—or at least not feel the need to block—the action." Similar to respondents from across the co-op community, several worker co-op participants mentioned open communication and dialogue as a key strategy for turning disagreement into agreement.

[9] The subsample size for worker co-ops is as follows: board-CEO trust 30, board understand its role 66, and balance 30. The subsample size for the full CGRI sample is as follows: board-CEO trust 420, board understand its role 478, and balance 420.

BOARD COMPENSATION

Discussions regarding the compensation of board members have surfaced within the cooperative community in recent years. While certain co-ops, namely federally chartered credit unions, are restricted by regulatory limitations that prevent them from offering financial rewards to directors, others see compensation as a crucial tactic for board recruitment, retention, or equity. The nature of the discussion is different within worker co-ops, because except in the case of outside directors, board members are employees of the company. Worker co-ops have several decisions to make when considering compensation:

- Is board service voluntary and thus expected to be shared across members over time, or should directors be paid for time spent on board work?
- Is board service treated the same as a member's other labor contributions or is it distinct?
- If it is distinct, what is the compensation rate for board service?
- And how does having salaried versus hourly employees impact these decisions?

Unfortunately, we did not collect compensation data with this level of detail.

What we learned is that only 19 percent of participating worker co-ops (N = 13) compensate directors above and beyond expense reimbursement or base salary compared to 50 percent of all CGRI respondents. Among the worker co-ops that do compensate directors, the most common forms of compensation are an hourly rate (N = 8) and *fixed annual*, *quarterly*, or *monthly payments* (N = 6). Due to the small sample size, we were unable to make reliable assertions about whether worker co-ops compensate officers at a higher rate than non-officers.

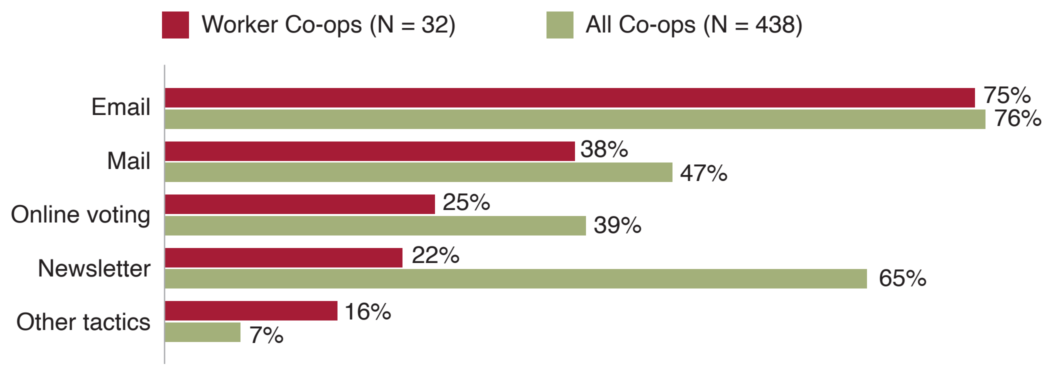
Nineteen percent of participating worker co-ops compensate directors above and beyond expense reimbursement or base salary

Total annual compensation for non-officer directors ranges from zero to $1,860, with a mean of $387 and a median of $300. Again, due to sample limitations, we are unable to report findings on compensation for outside directors and whether a member vote is required to change the amount of reimbursement.

MEMBER PARTICIPATION

Participating worker co-ops appear to use fewer strategies to promote participation in board elections and annual meetings than all CGRI participants (Figure 26). This difference may be due to the relatively small scale of worker co-ops and the fact that the members of worker co-ops are actively engaged in the day-to-day operations of the business and thus receive information about elections and meetings through typical workplace communication channels. These factors are also likely to influence member turnout in elections and at annual meetings. Despite using fewer strategies to promote these opportunities for participation, worker co-ops reported very high member turnout at the last election (mean 90 percent, median 100 percent) and annual meeting (mean 89 percent, median 100 percent) relative to other types of co-ops in the CGRI sample.

Figure 26. Share of Participating Co-ops that Promote Member Participation in Board Elections and Annual Meetings with...[10]

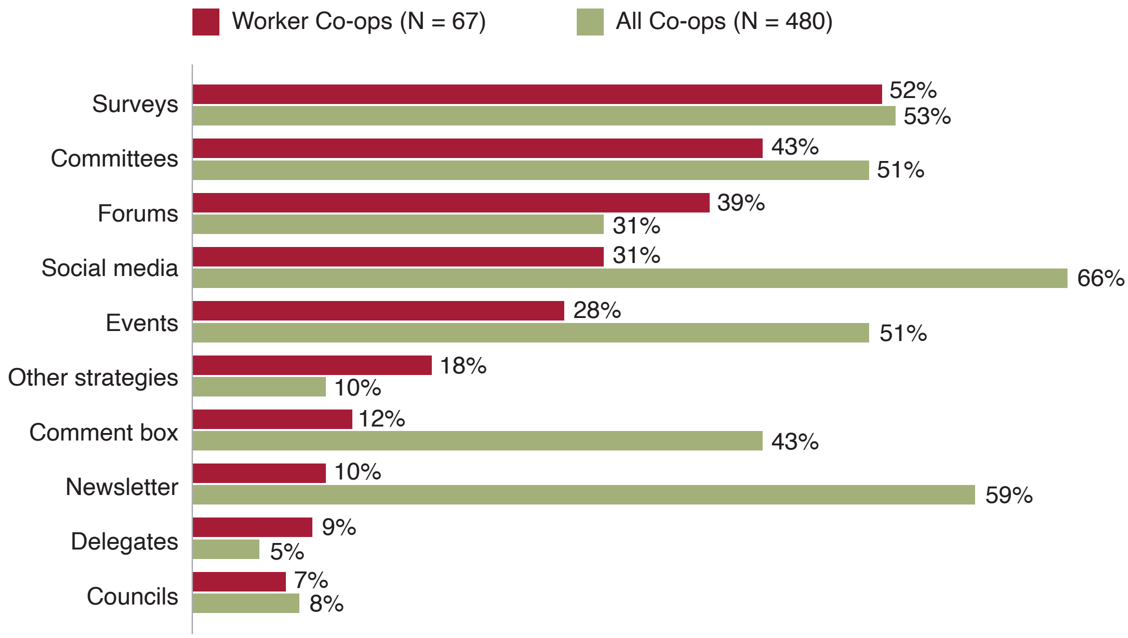


Worker co-ops use a newsletter, a comment box, or social media to encourage member engagement at a lower rate than CGRI participants as a whole (Figure 27). **Allowing members to attend regular board meetings is much more common in participating worker co-ops than in the full CGRI sample**. Among participating worker co-ops that elect a board, 94 percent (N = 30) allow members to attend regular board meetings, compared to 56 percent of all CGRI respondents.

We were not surprised by these findings since member engagement in governance is typically higher in worker co-ops than in consumer, producer, and purchasing co-ops for a variety of reasons including their smaller membership bases.

[10] The number of participants that reported using incentives, mailings, and social media strategies was less than five for each category. We did not report comparisons on these categories to ensure data privacy and confidentiality.

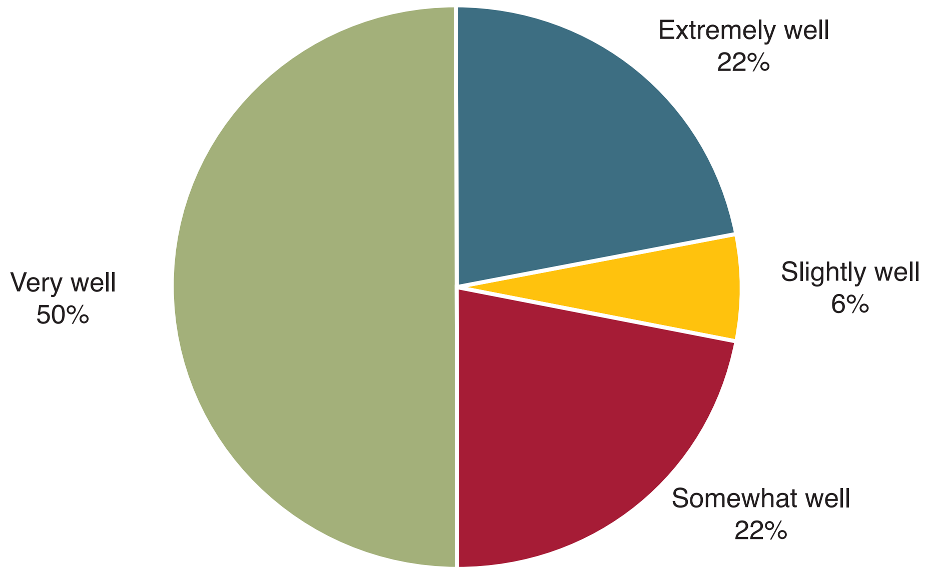
Figure 27. Share of Participating Co-ops that Engage Members with...



Understanding Member Needs and Addressing Member Concerns

The majority of worker co-op participants (72 percent) reported that their board members understand the needs of members extremely or very well (Figure 28) compared to 61 percent of CGRI participants as a whole.

Figure 28. How Well Do Board Members Understand the Needs of Members?



The CGRI survey also asked participants to describe the last time an issue or decision at their co-op elicited a strong reaction from members and how the member concern was addressed. The most common issues were related to compensation and benefits, COVID-19 protocols, changes to the management or governance structure, performance concerns, and major strategic decisions (e.g., capital expenditures, expansion, site closure, etc.).

Concerns were addressed in several ways. Most frequently, participating co-ops gathered feedback from members via listening sessions, member meetings, and surveys, then used the feedback to fuel discussion and ultimately come to a decision. In some cases, issues were sent to a committee or council for discussion, review, or decision-making. For concerns related to wages and benefits, some participating co-ops worked with their unions, while others tasked internal committees with developing solutions. Several participants raised concerns about member and employee conduct that could be described as unsatisfactory work performance, nepotism, or lack of accountability. In these cases, member meetings and voting were typically used to reach a resolution.

Responses to this question made clear that engaging members in the decision-making process early can help identify and address member concerns, sometimes before they grow into full-blown conflicts. One participant emphasized that members are actively encouraged to bring issues directly to member meetings:

> *"Any member can create a proposal for the Membership Meeting, which will be debated and democratically voted on by all members present. We don't have structured 'management' positions and unless the proposal comes from the Board, they [board members] are not usually involved in the process."*

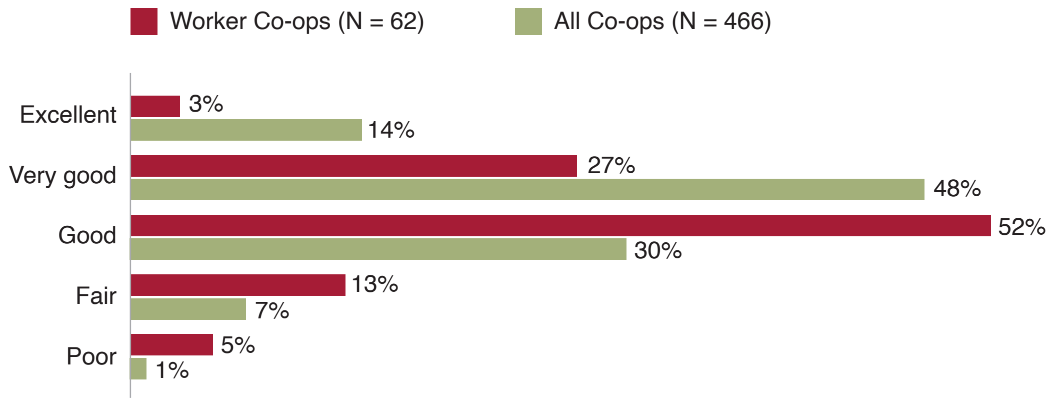
The importance of fostering a culture and meeting practices that encourage diversity of thought was also highlighted in the context of understanding and addressing member concerns. One participant mentioned that different perspectives between older members and newer, predominantly BIPOC members can sometimes lead to tensions. However, these tensions can be resolved by creating supportive environments that promote productive reflection and dialogue.

> *"Members were given space to say their opinions and we have a 'process and accountability' time allotted at our weekly meetings, so that was a space for new members who felt like that conversation didn't go well to voice their feelings and concerns. Older members were given space to voice their feelings and we were able to have some minds be changed about the issue."*

Member Satisfaction

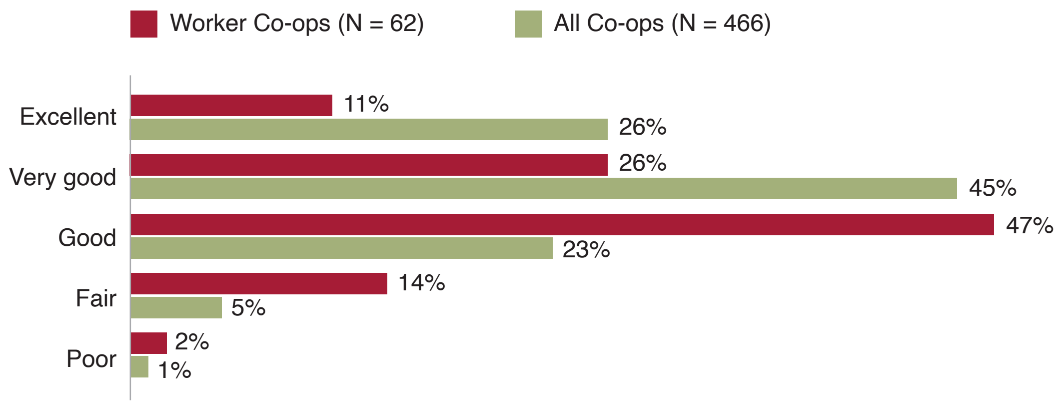
Worker co-ops are less confident their members are satisfied with the co-op than other types of co-ops in the CGRI sample. Only three percent of participating worker co-ops rate their performance in terms of member satisfaction as excellent compared to 14 percent of all CGRI respondents (Figure 29).

Figure 29. In the Past 12 Months, How Would You Rate Your Cooperative's Performance in Member Satisfaction?



Similarly, participating worker co-ops also rated their co-ops' performance in delivering values to members lower than CGRI participants as a whole (Figure 30).

Figure 30. In the Past 12 Months, How Would You Rate Your Cooperative's Performance in Delivering Value to Members?



In addition to quantitative ratings, participants were asked to describe the metrics their co-ops use to assess member satisfaction. Based on the qualitative responses from the 42 participants who completed this open-ended question, tools worker co-ops use to measure member satisfaction include surveys (36 percent), performance evaluations (10 percent), and meetings/discussions (seven percent). Some participants listed multiple tools in their responses, while others highlighted only one. Additional measurements participants shared include client feedback, public reviews via online platforms, profit, facility improvements, and member retention. Twenty-four percent of the 42 respondents to this question indicated their co-op has not used specific metrics and did not elaborate further.

Several participants (N = 6) noted that their small membership size provides flexibility in addressing member concerns, making formalized metric systems unnecessary. One respondent explained, "We're a very small company, so we bring concerns up with other members as needed, and poll them about certain concerns. We try to make sure all of our employees feel appreciated."

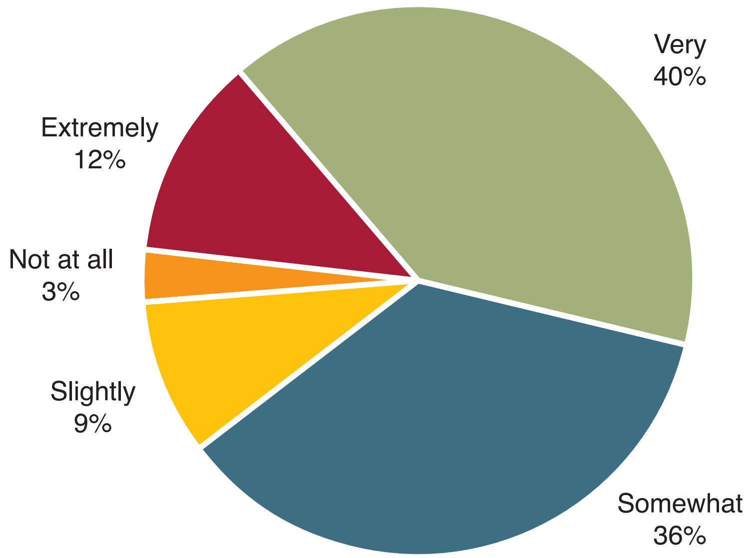
BOARD CULTURE

Culture consists of a set of beliefs, norms, rules, and social structures that influence communication, interactions, and behaviors. A healthy board culture can nurture an inclusive and transparent environment for directors to exchange ideas and proactively engage in governing activities. The CGRI study attempted to understand board culture through assessing social and interpersonal dynamics, dissent, and conflict resolution.

Building Social and Interpersonal Dynamics that Support Governance Effectiveness

Survey participants were asked to rate how well their board builds social and interpersonal dynamics that support governance effectiveness. Approximately half of participating worker co-ops (52 percent) believe their board builds positive social and interpersonal dynamics extremely or very well, which is similar to CGRI respondents as a whole (51 percent) (Figure 31).

Figure 31. How Well Does the Board Build Social and Interpersonal Dynamics That Support Its Governance Effectiveness?



In follow-up interviews, participants were asked to elaborate on how they develop and sustain dynamics that support a healthy board culture. **Key themes included a commitment to updating training approaches, the use of peer support and accountability systems, and meeting norms and practices.**

Board education is critical to healthy governance and cooperative performance. As a cooperative, its members, and the operating environment change, **member and board education** should evolve accordingly. Participants noted the importance of reviewing and revising training approaches as needed. One participant explained that prior to COVID, their board dedicated one hour of each board meeting to training on various topics; however, the trainings would occasionally be skipped to deal with more pressing issues. At the time of the interview, the co-op's governance committee was updating their board training to meet current needs and preferences. Another participant noted that their co-op's onboarding process is "constantly changing" as the co-op and the needs of incoming members change.

The use of **structured peer-to-peer relationships** was another concept that emerged during interviews. One participant explained that each member of their co-op has another member they meet with twice a month. She noted, "A lot of our time is in groups, so it feels different to be one-on-one. I feel like that contributes a lot to the culture of interpersonal relationships because everybody is supporting at least one other person and is being supported by one other person." The system was originally referred to as peer supervision, but they changed the name to peer support. Despite the shift in framing, the peer support structure also functions as an accountability check by providing each member with a partner who can help set goals, identify resources needed to achieve goals, and offer performance feedback. Participants mentioned these "accountability-buddies" play an important role in supporting workplace culture and productivity in their co-op. Research has found that workplace engagement promotes job satisfaction and mitigates the risk of turnover (Reissová & Papay, 2021). Reframing accountability as peer support and feedback could encourage engagement in co-op governance as directors may feel supported and empowered to perform their roles.

A lack of accountability, however, can have deleterious effects on morale. A participant from another co-op shared that some directors' refusal to perform their duties has lead to poor governance outcomes and contributed to work-related stress for those taking more active roles.

> *There are only a few board members who do their assigned tasks outside of board meetings…The people who make time to get the work done become the default leaders whether or not they're doing work correctly. All those issues about productivity versus mental health are real.*

Meetings norms and practices can also have a major impact on interpersonal dynamics between board members. One participant shared that their board is very good at meeting facilitation, "that's something we care a lot about, having a good meeting." Even with strong facilitation skills, however, it can be hard to balance process and productivity. She noted that sometimes it feels like the board is rushing to try to get things done because the facilitator is "focused on efficiency rather than quality." A participant from another co-op mentioned a norm that has emerged in their co-op related to this dynamic: if an issue is introduced in a meeting, a decision about the issue cannot be made during the same meeting. "We try not to rush things as much as possible." This practice can work well in a small co-op that holds frequent meetings but may be problematic in a co-op that holds fewer board meetings.

This co-op also sets strong boundaries regarding the purpose of the different types of meetings they hold and the agenda items that are appropriate for each type. Anyone can contribute agenda items to a meeting, but the facilitator might redirect a suggested agenda item to another meeting if it does not fit that meeting's purpose. This practice also keeps the group from getting "derailed in meetings by individual personal issues," a tendency that can be frustrating for the group. It is challenging to strike the right balance. Effective meetings require a certain level of efficiency; however, a culture without a safe space for communication can adversely impact member participation and prevent diverse perspectives from being shared.

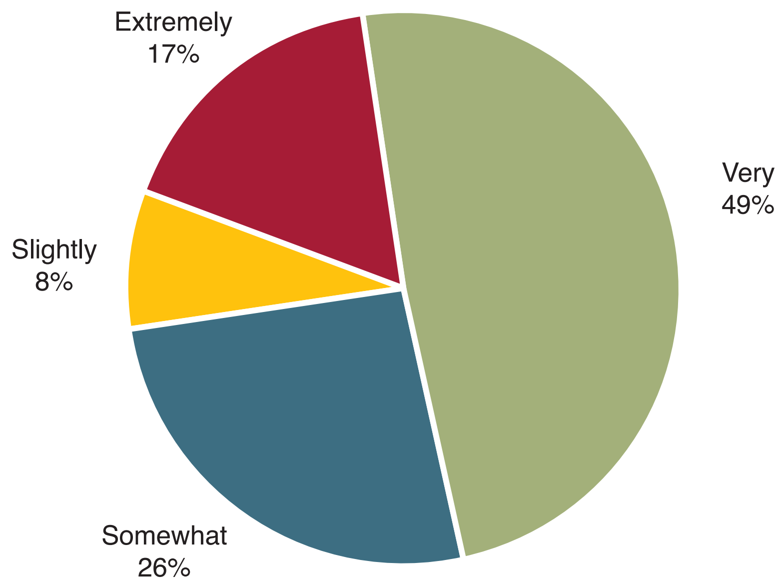
Ultimately, anything a co-op can do to create strong rapport between board members is going to increase the board's effectiveness. As one participant noted, "One of the things that makes it easier for us to make decisions is a baseline of positive regard for one another."

Healthy Dissent and Conflict Among Board Members

Participating worker co-ops are slightly more confident than CGRI respondents overall in terms of how well their board discussions allow for health dissent. Two-thirds (66 percent) of worker co-ops say their board discussions allow for healthy dissent *extremely* or *very well* compared to 61 percent of all CGRI respondents (Figure 32). As stated in the board training and education section, a higher proportion of worker co-ops provide training in conflict resolution and meeting facilitation than all CGRI respondents.

This focus on conflict resolution training and resources emerged in our interviews as well. One participant shared that simply acknowledging their group can sometimes be conflict avoidant was an important first step. "It has been helpful and funny to name that and practice techniques for engaging in healthy conflict." This recognition led to more explicit conversations about how to approach conflict and the development of a "conflict style worksheet" that everyone completes after they are hired. These types of practices could be providing worker co-op members and directors with the necessary tools to navigate disagreements and conflict more effectively.

Figure 32. How Well Do Board Discussions Allow Healthy Dissent?



The CGRI survey also asked participants to describe a recent conflict among board members and approaches used to address the conflict. Among the 51 participants who answered the question, 22 wrote that they had not had a recent board conflict. Participants who disclosed no conflicts further elaborated that their board of directors had disagreements, but none that escalated into conflict. Among the participants who described a specific conflict, the top issues were related to personnel matters such as performance evaluation, hiring practices, and wage and benefit allocation, followed by interpersonal relationships and strategy development.

Survey participants mentioned various context-specific conflict resolution strategies, ranging from conflict resolution protocols and active listening to working with outside experts and consultants. Some participants shared that their co-op has a conflict resolution protocol for resolving complex or sensitive issues. For example, "For all conflicts and incidents of poor performance or inappropriate behavior, we have a detailed accountability process that has been created for over a year that our company uses to address major issues that cannot be talked through in our regular meetings." Worker co-ops in the sample mentioned codifying and implementing these conflict resolution protocols through committees, teams, or councils that conduct formal investigations and recommend resolutions.

Multiple participants emphasized that active listening was helpful to understanding the origin of conflict and identifying a resolution. Examples of this approach included having one-on-one discussions, documenting and following up with complaints, and creating a welcoming space for members to share concerns. One participant wrote: "We allowed each member to voice their thoughts. We then sent out a Google form to gather the data on everyone's thoughts and kept it confidential, so everyone can speak freely. As the Board Chair, I also let everyone know that I would make myself available to speak one on one if someone did not feel comfortable about speaking in front of the group."

Some worker co-ops hired consultants to facilitate conversations, review policies, and develop resolutions. While this approach appears useful, some participants raised concerns that individual member interest in preserving personal relationships had prevented the co-op from adopting external recommendations.

Finally, reframing conflict as an opportunity for improvement may prompt creative ways of addressing it: "We just maintain an open and welcoming atmosphere for 'conflict', where we expect conflict and treat it as the engine that moves us forward."

The results from the survey and interviews underscore the importance of tending to culture and interpersonal dynamics. When co-ops prioritize these less tangible aspects of governance as much as they do the practical elements, they often find that fostering a robust culture is both a driving force and a result of unlocking the full potential of democratic member control.

"We just maintain an open and welcoming atmosphere for 'conflict', where we expect conflict and treat it as the engine that moves us forward."

APPENDIX – REFERENCES

1. Democracy at Work Institute, & U.S. Federation of Worker Cooperatives. (2021). *2021 State of the sector: Worker cooperatives in the U.S.* Democracy at Work Institute.
2. ICA. (n.d.). *Cooperative identity, values & principles*. https://ica.coop/en/cooperatives/cooperative-identity
3. McNamara, J. (2023). Humanism and democracy in worker cooperatives. In *Humanistic Governance in Democratic Organizations* (pp. 81–117). Palgrave Macmillan.
4. Rau, T. J., & Koch-Gonzalez, J. (2018). Many voices one song: Shared power with sociocracy. *Sociocracy for All.*
5. Reissová, A., & Papay, M. (2021). Relationship between employee engagement, job satisfaction and potential turnover. *TEM Journal*, 847–852. https://doi.org/10.18421/TEM102-44
6. Rothschild, J. (2009). Workers' cooperatives and social enterprise: A forgotten route to social equity and democracy. *American Behavioral Scientist*, 52(7), 1023–1041. https://doi.org/10.1177/0002764208327673