

# GOVERNING POLICIES OF **THE BIKERY**

## 1. Ends

The Bikery exists so that patrons, regardless of ability, social, economic, or cultural background, are provided access to sustainable transportation through cycling and equipped with the skills to fix and build their own bicycles at a justifiable cost. For the purposes of the Ends, the Bikery Organization consists of the organizational leadership team (Leads), Board members, membership, and volunteers.

- 1.1. The Bikery Organization contributes to diversifying the cycling community and eradicating ableism, heterosexism, transphobia, and white supremacy.
- 1.2. Patrons have affordable access to programs, tools, and events that provide value sufficient to justify the cost.
- 1.3. The Bikery Organization builds and fixes bikes that are safe and durable.
- 1.4. Patrons gain access to transportation security and recreation through cycling.
- 1.5. The Bikery Organization maintains a safe and supportive shop environment.
- 1.6. The Bikery Organization contributes to practices that are economically and environmentally sustainable and socially responsible.

## 2. Executive Limitations

The Organizational Leadership Team (OLT) shall not cause or allow any organizational practice, activity, decision, or circumstance that is unlawful, imprudent, or in violation of any Bikery policy or commonly accepted business and professional ethics and practices.

### 2.1. Treatment of Patrons

The OLT will ensure that Patrons of the organization benefit from the organization.

The OLT will not:

- 2.1.1. Allow the organization to operate without training and policy to ensure that patrons are treated with dignity and respect.
- 2.1.2. Allow the organization to operate without programming to provide affordable bicycles and bicycle equipment to patrons.
- 2.1.3. Allow the organization to operate without providing volunteer opportunities to participate with the Bikery.
- 2.1.4. Allow the organization to operate without providing means for patrons to provide feedback on events, programming, and operations.
- 2.1.5. Fail to protect personal information of patrons from release.
- 2.1.6. Allow any patron to be treated differently or less than others for reasons of gender, sexual identity, race, ethnicity, or other circumstances of birth.

## 2.2. Treatment of Staff & Volunteers

The OLT will ensure that Staff and Volunteers of the organization are provided adequate training and resources to succeed as representatives of the Bikery.

The OLT will not:

- 2.2.1. Allow staff or volunteers to staff the shop or hold a key without an orientation or other training or mentorship, as appropriate.
- 2.2.2. Allow the organization to operate without training and policy to ensure that staff and volunteers provide helpful and correct information and services to patrons.
- 2.2.3. Harass, intimidate, or threaten staff or volunteers, or use any other kind of violent or coercive communication.
- 2.2.4. Cause or allow any conditions that are unfair, undignified, disorganized or unclear.
- 2.2.5. Allow staff to be unprepared to deal with emergency situations.

## 2.3. Financial Planning & Budgeting

The OLT will implement an effective business plan to ensure the Bikery continues to provide services and education.

The OLT will not:

- 2.3.1. Risk incurring the situations or conditions described as unacceptable in the *Financial Conditions and Activities*.
- 2.3.2. Allow the organization to operate without an annual budget.
- 2.3.3. Omit credible projections of revenues, expenses, operational items, or cash flow in the disclosure of planning assumptions.
- 2.3.4. Allow the organization to operate without an annual strategic plan.

## 2.4. Financial Conditions & Activities

The OLT will ensure the financial health of the Bikery.

The OLT will not:

- 2.4.1. Allow the Bikery to operate without sufficient income to pay for operations during any fiscal year.
- 2.4.2. Incur debt beyond an amount that can be repaid by certain revenues within sixty days.
- 2.4.3. Allow the Bikery to operate without an active fundraising program.
- 2.4.4. Acquire or dispose of real estate.
- 2.4.5. Fail to settle payroll and debts in a timely manner, no more than sixty days.

- 2.4.6. Allow paid staff to be unpaid for their labor for a period of more than thirty days.

## 2.5. Compensation & Benefits

The OLT will not jeopardize the financial integrity or public image of the Bikery with respect to employment, compensation, and benefits to employees, consultants, contract workers, or volunteers.

The OLT will not:

- 2.5.1. Promise or imply permanent or guaranteed employment.
- 2.5.2. Establish current compensation and benefits that deviate from the geographic or professional market rate for the skills employed.
- 2.5.3. Create obligations over a longer term than revenues can be safely projected in all events subject to losses in revenue.
- 2.5.4. Establish or change compensation or benefits which cause inequitable or unpredictable situations.

## 2.6. Asset Protection

The OLT will not allow the Assets of the Bikery to be unprotected, inadequately maintained, or put at unnecessary risk.

The OLT will not:

- 2.6.1. Allow the Bikery to operate without insurance sufficient to protect the Board of Trustees from Liability for operations and to protect the organization from unnecessary loss.
- 2.6.2. Allow insufficient bookkeeping and accountability practices to protect the Bikery from fraudulent practices.
- 2.6.3. Allow the release of confidential or proprietary information.
- 2.6.4. Subject facilities and equipment to improper use or wear through insufficient maintenance.
- 2.6.5. Unnecessarily expose the organization, its board, staff, or volunteers to claims of liability.
- 2.6.6. Endanger the organization's public image, credibility, or its ability to accomplish *Ends*.
- 2.6.7. Change the organization's name or substantially alter its identity in the community.

## 2.7. Communication & Support to the Board

The OLT will not cause or allow the Board to be uninformed or unsupported in its work.

The OLT will not:

- 2.7.1. Neglect to submit quarterly financial reports, meeting minutes, or any other notice pertinent to the *Ends* in a timely, accurate, and comprehensible manner.
- 2.7.2. Allow the board to be unaware of any actual or anticipated noncompliance with any *Ends* or *Executive Limitations* policies of the board.
- 2.7.3. Allow the board to operate without information pertinent to decisions by the board, or to let the board be unaware of relevant trends.
- 2.7.4. Allow the board to be unaware of any significant incidental information such as media coverage, threatened or pending lawsuits, and material internal or external changes.
- 2.7.5. Allow the board to be unaware of any noncompliance with its own policies.
- 2.7.6. Allow the board to be without workable communications between the board and the leadership team.
- 2.7.7. Communicate or work with the board in an inequitable or unpredictable manner.

### 3. Governance Process

The purpose of the Board, on behalf of Seattle cyclists regardless of ability, social, economic, or cultural background, is to see that The Bikery (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in the Board *Ends* policies); and (b) avoids any organizational practice, activity, decision, or circumstance that is unlawful or imprudent (as prohibited in Board *Executive Limitations* policies), or in violation of commonly accepted business and professional ethics and practices.

#### 3.1. Board Governing Style

The board will govern lawfully, observing the principles of the Policy Governance model including: an emphasis on global ends, rather than internal operations; encouraging a diversity of viewpoints; leading strategically rather than through administrative detail; clearly identifying roles of the Board and the Organizational Leadership Team (OLT); collective rather than individual decisions; and proactivity rather than reactivity.

- 3.1.1. The Board will cultivate group responsibility, accountability, and will be responsible for excellent leadership. The Board will not substitute the expertise of individual members for the judgment of the Board, though the expertise of individuals may be used to enhance the Board's understanding as a body.
- 3.1.2. The Board's major policy focus will be on long-term impacts rather than administrative or programmatic means of attaining the Bikery's global ends.
- 3.1.3. The Board will enforce upon itself the regulation necessary to lead. Regulation can apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and governing

capabilities. While the Board can change its policies at any time, it will observe those currently adopted.

- 3.1.4. Board development will include the orientation of new Board members in the Governance Process and periodic Board discussion of process improvement.
- 3.1.5. The Board will not allow any individual, officer, or committee of the Board to hinder the fulfillment of group obligations.
- 3.1.6. The Board will regularly monitor and discuss the Board's process and performance through comparison of Board activity and regulation to policies in the Governance Process and Board-OLT Delegation categories.

### 3.2. Board Job Description

Specific job outputs of the Board, as an informed agent of Seattle cyclists and Bikery membership, ensures appropriate organizational performance.

- 3.2.1. The Board creates an authoritative linkage between the ownership, meaning Seattle cyclists and the Bikery membership, and the operational organization.
- 3.2.2. The Board champions programs and initiatives to diversify the cycling community and eradicate ableism, heterosexism, transphobia, and white supremacy.
- 3.2.3. The Board creates written governing policies that realistically address the broadest levels of organizational decisions and situations:
  - 3.2.3.1. Ends: The organizational impacts, benefits, outcomes, beneficiaries, and cost efficiency.
  - 3.2.3.2. Executive Limitations: Constraints on executive authority that establish the ethical boundaries within which executive activity and decisions take place.
  - 3.2.3.3. Governance Process: Specifications of the Board's conception, implementation, and monitoring of its own task.
  - 3.2.3.4. Board-OLT Delegation: How decision making is delegated and monitored; and the OLT's role, authority, and accountability.
- 3.2.4. To accomplish its job outputs and ensure appropriate organizational performance, the Board will follow an annual agenda that reviews the Ends policies and seeks to continually improve Board performance through education, enriched input, and deliberation.
  - 3.2.4.1. The annual cycle will conclude each year on the last day of October, and will be based on the accomplishments of a full year of the Board's most recent statement of Ends.
  - 3.2.4.2. The annual cycle will begin with the Board's development of an annual agenda for the next year.
    - 3.2.4.2.1. Consultations with the ownership will be arranged in the first quarter; methods may include an online survey to

- patrons and members and/or a public meeting to receive input.
- 3.2.4.2.2. Board education will be arranged in the first quarter and should include presentations by advocacy groups, the OLT, and affinity groups.
- 3.2.4.2.3. Board members should submit items for discussion of the annual agenda by submitting them to the Board President no later than two days prior to the Board meeting.
- 3.2.5. Board Members regularly attend Board meetings and other related meetings; make a commitment to participate actively in Board meetings and committee work; volunteer for assignments and completes them thoroughly and on time; remain informed about Board and committee matters and prepare themselves for meetings by reviewing minutes and reports; are active participants in the Board's annual evaluation and planning efforts; and participate in fundraising for the Bikery.
  - 3.2.5.1. Board Members must demonstrate loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interest as consumers.
  - 3.2.5.2. Board Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - 3.2.5.3. Board members may not attempt to exercise individual authority over the organization.
- 3.2.6. The Board will delegate responsibilities to the following roles by nomination.
  - 3.2.6.1. The Board President is an officer of the Board whose purpose is to provide leadership to the Board in achieving the Bikery's global ends; chairs meetings of the Board after developing the agenda; discusses organizational issues with the OLT; helps guide and mediate Board actions with respect to organizational priorities; monitors financial planning and financial reports; and evaluates the performance of the organization on an annual basis.
    - 3.2.6.1.1. The Board President ensures that the Board behaves consistently with its own rules and any and all local, state, or federal laws or regulations.
    - 3.2.6.1.2. The authority of the Board President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-OLT Delegation.
  - 3.2.6.2. The Board Vice President(s) is an officer of the Board whose purpose is to perform the President's responsibilities when the President is not available; participates closely with the President and other Board members to achieve the Bikery's global ends; and performs other responsibilities as assigned by the Board.
  - 3.2.6.3. The Board Treasurer is an officer of the Board whose purpose is to manage the finances of the Bikery in coordination with the OLT;

administer fiscal matters; provide an annual budget to the Board for approval; and ensure the development and Board review of financial policies and procedures.

3.2.6.4. The Board Secretary is an officer of the Board whose purpose is to ensure effective management of the Board and Bikery's records; manage the minutes of Board meetings; ensure minutes are distributed to the Board and OLT shortly after each meeting; and is familiar with legal documents (bylaws, IRS letters, financial statements, etc.) to note applicability during meetings.

3.2.6.5. The Board Liaison is a Board member and OLT member whose purpose is to ensure coordination and communication between the Board and OLT; may hold any officer position simultaneously; attends Board and OLT meetings; and promptly communicates issues and assignments to appropriate OLT members.

### 3.3. Board Member's Code of Conduct

The Board commits itself and its members to ethical and lawful conduct. Such ethical and lawful conduct includes the treatment of patrons, volunteers, and staff with dignity and respect; and that no Board member shall subject any patron, volunteer, or staff to any conditions which are unfair, undignified, disorganized, or unclear.

3.3.1. Board members must demonstrate loyalty to the ownership, unconflicted by loyalties to staff, volunteers, other organizations, or other personal interest as consumers.

3.3.2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

3.3.2.1. If the Board is deciding upon an issue for which a Board member has an unavoidable conflict of interest, that member shall withdraw without comment from the vote and deliberation.

3.3.2.2. Board members will not use their Board position to obtain employment in the Bikery for themselves, family members, or close associates. A Board member who applies for employment must first resign from the Board.

3.3.3. Board members may not exercise individual authority over the Bikery.

3.3.3.1. Members' interactions with the OLT, volunteers, staff, employees, and patrons must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.

3.3.3.2. Members' interactions with the public, the press, and other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

3.3.3.3. Except in formal deliberations, members will not express individual judgments of performance of members of the OLT, volunteers, staff, or employees.

- 3.3.4. Board members will respect the confidentiality of sensitive and personal information.
  - 3.3.5. Board members will be properly prepared for Board deliberations.
  - 3.3.6. Board members will support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.
- 3.4. Board Committee Principles
  - Board committees, when used, will be assigned to reinforce the entirety of the Board's job and shall not interfere with the delegation from Board to OLT.
  - 3.4.1. Board committees assist the Board by preparing policy alternatives and implications for Board deliberation.
  - 3.4.2. Board committees may not speak or act for the Board except when given formal authority for a specific purpose. Expectations and authority will be carefully stated to prevent conflicts.
- 3.5. Cost of Governance
  - Ineffective governance costs more than learning to govern well, therefore the Board will invest in its governance capacity.
  - 3.5.1. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understanding.
  - 3.5.2. Outside consulting or assistance will be arranged when needed to ensure the Board's consistent and confident control over organizational performance.
  - 3.5.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
  - 3.5.4. Costs will be prudently incurred, though not at the expense or endangerment of the Bikery's primary Ends.
- 4. Board & Organizational Leadership Team (OLT) Delegation
  - The Board's official connection to the operational organization, its achievements and its conduct will be through the Board Liaison. However, it is expected that the Board will develop productive relationships with OLT members, and work as a team on projects as necessary.
  - 4.1. Accountability of OLT
    - Only officially passed motions of the Board are binding on the OLT.
    - 4.1.1. Decisions or instructions of individual Board members, officers, or committees are not binding on the OLT except when the Board has specifically authorized this authority.



- 4.1.2. In the case that Board members or committees request information or assistance without Board authorization, the Board Liaison or any member of the OLT can refuse requests that are disruptive to staff time or funds.
- 4.1.3. The Board Liaison is the Board's official connection to the OLT. Authority and accountability of the OLT is the responsibility of the Board Liaison.
  - 4.1.3.1. The Board will not instruct any staff or volunteers who report directly to the OLT.
- 4.1.4. The OLT is expected to attend monthly OLT meetings, participate in developing agendas, and come to meetings prepared for discussion. Excessive absences, being more than three in a 12-month period, are grounds for reevaluation of the OLT member's position and commitment.
- 4.2. Delegation to OLT

The Board will instruct the OLT through written policies that prescribe the organizational Ends to be achieved, and organizational situations and actions to be avoided, allowing the OLT to use any reasonable interpretation of the policies.

  - 4.2.1. The Board will develop Ends policies instructing the Board Liaison and the OLT to achieve specific results for specific recipients, at a specified relationship between cost and results. All issues that are not Ends issues are defined as means issues.
  - 4.2.2. The Board will develop Executive Limitations policies which define the latitude that the OLT may exercise in implementing organizational means. These policies describe those practices, activities, decisions, and circumstances that are unacceptable to the Board.
    - 4.2.2.1. All issues that are not Ends issues as defined above are considered Means issues.
  - 4.2.3. The Board Liaison and OLT may use any reasonable interpretation of the Board's Ends and Executive Limitations policies. The OLT may propose further policies, but policies will not have full force or authority until adopted by the Board.
  - 4.2.4. The Board may change its Ends and Executive Limitations policies, and by doing so the Board can change the latitude of choice given to the Board Liaison and OLT.
- 4.3. Performance Monitoring

Assessment of the OLT job performance will be monitored against the expected OLT job outputs: Accomplishment of Board policies on organizational Ends and operations within the boundaries established by the Executive Limitations.

  - 4.3.1. The Board will not evaluate, formally or informally, any staff or volunteer.
  - 4.3.2. The Board will view OLT performance as identical to organizational accomplishment of Board-stated Ends.
  - 4.3.3. The standard of compliance shall be any reasonable interpretation of the Board policy being monitored. The Board is the final arbiter of the interpretation.
  - 4.3.4. The Board will acquire monitoring information by one or more of the following methods:

- 4.3.4.1. An internal report in which the Board Liaison discloses compliance information to the Board.
- 4.3.4.2. An external report in which a disinterested consultant, or other third party selected by the Board, assess compliance with Board policies.
- 4.3.4.3. By direct Board inspection in which designated Board members assess compliance with Board policies.
- 4.3.5. All policies that instruct the Board Liaison and OLT will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time, but in most cases will depend on a routine schedule:

Policy	Policy #	Method	Frequency
Treatment of Staff & Patrons	1.1, 1.2, Ends policies	Internal	October
Communication & Support	1.7, 2.1, 2.3	Direct Inspection	February
Financial Planning, Budgeting & Activities	1.3, 1.4, 1.6, 2.5	Direct Inspection (bi-annual)	April & November (annual budget)
Compensation & Benefits	1.5	Internal	March
		External (every 2 years)	