



Process for Making Board Decisions by Email

I. General Considerations

- A. The General Manager (GM) or a Board Director may request Board Directors to discuss and vote on proposals via email. The formal name for putting forward proposals and asking Board Directors to vote is called “requesting consent.”
- B. Any Board Director or Officer of the Corporation may propose topics for discussion and request consent on any topic, including amendments to Keisho’s bylaws.
- C. The GM is required to request consent in the following areas:
 - 1. Hiring
 - 2. Purchases over \$100
 - 3. Donations from Keisho over \$100
 - 4. Fundraising efforts that may generate more than \$100
 - 5. Programmatic decisions (e.g. class sizes, additional classrooms, changes to major school-wide events)
 - 6. Curriculum decisions
- D. Each Board Director is expected to vote on a request for consent unless he/she has a conflict of interest, in which case he/she should recuse. The recusing Director should declare the conflict of interest and provide no further comment on the proposal.
- E. A majority of Board Directors must approve any request for consent.
- F. Consensus should be the goal of Board decisions. If a tie vote occurs, then the request for consent is not approved.
- G. It is imperative that proposals move forward and are voted on. If a Board Director is not able to respond to the original request for discussion in the time allotted (usually two weeks), then he/she should abstain or vote “Do not approve.”
- H. The online decision-making process will have two stages: 1) Discussion, and 2) Voting.

II. Discussion

- A. The GM or Board Director requesting consent will write a separate email for each proposal. The email will be addressed to board@keisho.org and include the following:
 - 1. Subject line: Proposal 20__.#, brief description, and discussion deadline



2. For example: *Proposal 2017.1: Draft Budget Discussion Respond by 12/15/17*
 3. Background/Explanation of proposal
 4. Budget justification: Specify which line item the proposal funding will come from; include budgeted amount and current balance
 5. Attached documents (if any)
 7. Call for discussion
 8. Reasonable discussion deadline (usually two weeks)
 9. For proposals that require a decision prior to two weeks, the following will be indicated:
 - a. Subject line starts with **IMMEDIATE ACTION RQRD** followed by the proposal number, description, and discussion deadline
 - b. Flagged by sender as **High Importance**
 - c. Explanation of why the discussion deadline is sooner than 2 weeks
- B. Each Board Director will “reply all” to the most recent message in the email thread.
- C. If a Board Director does not reply to the discussion email within one week or within the timeframe necessitated by a sooner deadline, the GM or Board Director requesting consent will directly contact that Director to solicit their response.
- D. If a Board Director recuses him/herself, the GM or Board Director requesting consent should begin a new email thread to include all the Board Directors not recused. He/She should copy and paste all the emails from the original thread into the new email. The subject of the new email should be identical except the proposal number, which will be *Proposal 20__.#.#*. The email body should state the name of the recused Director.
- E. As discussion continues about the proposal, the GM or Board Director requesting consent may add suggestions into an amended proposal. He/She will submit the amended proposal by responding to the most recent email in the thread. Discussion will continue about the amended proposal until the original deadline.
- F. Each amended proposal will include the following in the email body:
1. Proposal 20__.#.#, brief description, and discussion deadline
 2. For example: *Proposal 2017.1.2: Draft Budget Respond by 12/15/17*
 3. Explanation of revisions to original proposal
 4. Revised attached documents

III. Voting



- A. By one day after the discussion deadline has passed, the GM or Board Director requesting consent will motion for a vote by replying to the same email thread. The “motion to vote” email will have the following parts:
1. Proposal 20__#.#, brief description, and voting deadline
 2. For example: *Proposal 2017.1.3: Draft Budget Vote by 12/25/17*
 3. Attached documents
 4. Reasonable voting deadline (usually one week)
 5. For proposals that require a vote prior to one week, the following will be indicated:
 - a. Subject line starts with **IMMEDIATE ACTION RQRD** followed by the proposal number, description, and voting deadline
 - b. Flagged by sender as **High Importance**
 - c. Explanation of why the voting deadline is sooner than one week
- B. Each Board Director will “reply all” to the most recent message in the email thread and indicate one of the following:
1. Abstain
 2. Approve
 3. Do not approve
- C. If a Board Director does not reply to the “motion to vote” email within five days or within the timeframe necessitated by a sooner deadline, the GM or Board Director requesting consent will directly contact that Director to solicit their response. If the Board Director does not respond by the deadline indicated, that Director’s vote will not be counted.
- D. If a tie vote occurs (either because of abstention or no response), the GM or Board Director requesting consent will make one more attempt to solicit a vote from the Board Director(s) that did not respond. If those Board Director(s) do not respond in 24 hours, then the proposal is not approved.
- E. By one day after the vote deadline indicated, or if a majority of the Board Directors who have not recused or abstained have given consent before the voting deadline, the GM or Board Director requesting consent will “reply all” to the most recent message in the thread stating the Board’s decision.
- F. If the proposal is not approved, then the GM or Board Director requesting consent may take the concerns or reservations of the voting members into consideration to determine whether to submit a new proposal. All new proposals will follow the same process as stated above.
- G. The Board Secretary will record and file the Board’s final decision.