

# NDS (CCDC) Policies and Procedures

As Amended through August 1, 2019

**NOTE:** The board of directors voted on November 14, 2005 to adopt “NASCO Development Services” as a Doing Business As (DBA) name for the organization, which will legally continue as the Campus Cooperative Development Corporation. In the policies below, it will be referred to as NDS.

## 1 NDS Governance

### 1.1 Board Travel Reimbursement

Expenses that board members incur traveling to and from board meetings are eligible for reimbursement under the following circumstances:

1. Board travel is defined as transportation costs only.
2. Board members must submit all receipts within 30 days of the meeting.
3. Board members may only request for personal reimbursement, not for expenses incurred by their sponsor organizations.
4. Board members and staff are directed to use low-cost excursion fares.
5. No reimbursement is more than 50% of total travel cost.

In the event that this requirement of partial travel funding would constitute a financial hardship, NDS will, with the approval of the Executive Committee, waive this requirement and cover the full cost of the board member’s travel expense. [2019-08-01]

### 1.2 Meetings of the Board

#### 1.2.1 Meeting Times

The Fall NDS Board meeting shall coincide with the NASCO Institute; the Spring meeting shall coincide, if possible, with the NASCO Staff Conference. [5/15/92]

#### 1.2.2 Staff Attendance at Meetings

The NDS Executive Director shall attend all meetings of the NDS Board, and funds shall be set aside in the budget for their travel expenses. [2019-08-01]

#### 1.2.3 Distribution of Minutes

Staff shall distribute minutes to the Board within two weeks of each meeting.

## **1.3 Committees of the Board**

### **1.3.1 Executive Committee**

#### **1.3.1.1 Charter & Powers**

The Executive Committee is tasked with setting the agenda for Board Meetings. The Executive committee is empowered to act with all the authority of the Board of directors, with the exception of amending policy or bylaw.

#### **1.3.1.2 Composition**

The Executive Committee is comprised of all officers of NDS.

#### **1.3.1.3 Meetings**

Executive Committee shall meet once per month. Executive Committee meetings shall be called by the NDS President. At least 48 hours notice shall be given for all executive committee meetings. Meetings shall be open to all board members of NDS. Quorum for Executive Committee shall be 50% of the committee.

#### **1.3.1.4 Records**

Notes shall be taken for executive committee meetings, and minutes shall be produced within the same timeframe as those of board meetings.

#### **1.3.1.5 Duration**

Executive Committee exists in perpetuity.

### **1.3.2 Ad-Hoc Committees**

#### **1.3.2.1 Charters & Powers**

Ad-Hoc committees will be given charters by the NDS board.

#### **1.3.2.2 Composition**

Ad-Hoc committees may be comprised of whomever the Board sees fit. The composition of the committee must be defined initially by the board, and if the board so delegates, committees may add members at their discretion.

#### **1.3.2.3 Meetings**

Meetings shall be open to all board members of NDS. At least 48 hours notice shall be given for all committee meetings. Unless otherwise specified, Quorum for committees shall be 50% of the committee.

#### **1.3.2.4 Records**

Notes shall be taken for committee meetings. For committees with decision-making authority, minutes shall be produced within the same timeframe as those of board meetings.

#### **1.3.2.5 Duration**

If no other notice is given, Ad-Hoc Committees default to exist in perpetuity.

### **1.4 Officer Descriptions**

[2019-08-01]

#### **1.4.1 President**

- 1.4.1.1 Represent NDS to outside entities
- 1.4.1.2 Work with staff and board members to draft agendas for meetings
- 1.4.1.3 Meet with Executive Committee regularly (monthly)
- 1.4.1.4 Responsible for ensuring sensible and sufficient meeting facilitation with a method that is mutually agreed upon with the executive committee
- 1.4.1.5 May facilitate meetings as advised by the executive committee
- 1.4.1.6 Review monthly and quarterly reports from staff and provide constructive feedback where appropriate
- 1.4.1.7 NASCO Planning Committee representative
- 1.4.1.8 NASCO Personnel Committee representative (unless the board decides to delegate someone else)

#### **1.4.2 Vice President**

- 1.4.2.1 Assume duties of President in their absence
- 1.4.2.2 Meet with Executive Committee regularly (monthly)
- 1.4.2.3 May facilitate meetings as advised by the executive committee
- 1.4.2.4 Review monthly and quarterly reports from staff and provide constructive feedback where appropriate
- 1.4.2.5 NASCO Planning Committee representative (unless the board decides to delegate someone else)
- 1.4.2.6 NASCO Personnel Committee representative (unless the board decides to delegate someone else)

#### **1.4.3 Treasurer**

- 1.4.3.1 Responsible for ensuring oversight of the organization's financial health
- 1.4.3.2 Review proposed budgets with NDS Executive Director before they come to the board
- 1.4.3.3 Meet with Executive Committee regularly (monthly)
- 1.4.3.4 May facilitate meetings as advised by the executive committee
- 1.4.3.5 Review monthly and quarterly reports from staff and provide constructive feedback where appropriate

### **1.4.4 Secretary**

- 1.4.4.1 Responsible for ensuring the recording, sharing, and editing and archiving of Exec and Board meeting notes/minutes in collaboration with NDS Executive Director and board
- 1.4.4.2 May also optionally facilitate if another person is designated note-taker for that time
- 1.4.4.3 Meet with Executive Committee regularly (monthly)
- 1.4.4.4 Review monthly and quarterly reports from staff and provide constructive feedback where appropriate

## **1.5 Conflict of Interest**

At the first meeting of each Fiscal Year, and upon appointment to the Board of Directors, each director shall sign a Code of Conduct. The Code of Conduct form shall include space for directors to disclose any actual or potential conflicts of interest. Potential conflicts of interest so disclosed shall be reviewed by the Board of Directors at the time of disclosure.

## **2 NDS Staffing**

### **2.1 Staff Contract**

#### **2.1.1 NASCO Contract**

NDS contracts with NASCO to provide staffing for the technical assistance aspects of NDS's operations. [5/1/87]

#### **2.1.2 Executive Director**

NDS Shall contract with NASCO for the NDS Executive Director. The NDS Executive Director shall be considered an office of the corporation for the purposes of legal, administrative and tax issues. [2019-08-01]

#### **2.1.3 Financial Services**

NDS contracts with NASCO to handle administrative and financial services. [7/15/89] [6/3/95]

#### **2.1.4 Additional staff**

Additional Staff will be considered as needed by the Board of Directors. [2019-08-01]

## **3**

Project Selection Criteria

Project Requirements

NDS will only engage in a contract for co-op development services with a group which meets, or aims to meet, all of the following requirements. The contracting co-op should furthermore ensure their long-term compliance with these requirements by including them in their organizing documents.

1. The Project is to develop a housing cooperative which follows the Cooperative Principles:
  - a. Property is intended to be owned by the cooperative or controlled by contract by the

- cooperative.
- b. The cooperative is democratically controlled by the membership. All residents are eligible for membership and constitute at least 51% of the membership.
  - c. The cooperative is not effectively controlled by another organization (such as a landlord, university, etc.), exists independently, and can act autonomously.
  - d. Housing is provided to residents by a contractual agreement, and residents contribute to the economic operation of the property.
  - e. The cooperative provides education and training to its members in the principles and practices of cooperation. This should include both the member's duties in the operations of the co-op, their role in the governance of the co-op, and the role of cooperatives in society at large.
2. The cooperative serves an educational or charitable purpose, such as serving students, educating the community about cooperatives, or providing affordable low-income housing. The cooperative should be organized on a non-profit basis, with limited returns on member equity, and with a dissolution clause that directs any remaining assets of the co-op to a 501(c)3 organization serving cooperatives.

#### Project Priorities

If there is insufficient staffing capacity to accept all proposed projects that meet the above requirements, the Director of Development shall select projects based on the relative merits in the following categories:

1. Likelihood of project completion
2. Viability of proposed co-op
3. Time to completion
4. Number of individuals to be served by the completed project.
5. Availability of affordable housing in the area (lack thereof). This may include predictions of future availability based on current trends.

### 3.1 Overall Development Goals

The NDS board will create annual goals for development projects. Staff will report performance based on these goals, and select projects in order to best meet these goals.

#### Project Guidelines

##### Project Responsibilities

##### Member Equity

Projects will provide a certain percentage of their own equity financing through loans from local sources. Staff will try to incorporate a strong equity component into each project's financing. [12/8/89]

##### Dissolution Clause

Articles of Incorporation of NDS projects must be amended so that assets go "toward student cooperative development," unless specifically exempted by the NDS Board.

##### Project Administration

For each project, NDS will appoint someone (generally a NDS Board member) to monitor the work and advise the staff on a project. [12/8/89]

##### Project Fees

##### Staff Expenses

Project fees should cover direct staff expenses, as well as a "success fee" component to cover NDS overhead.



[6/23/88]

Success Fee

Success fee percentages will be based upon project size and NDS's responsibilities. [date unknown, early]

First-year Management

NDS will, as part of its contracts with assisted organizations, provide the management for the new co-ops for their first year of operation. This can be done through subcontractors, through hiring an on-site manager, or through current staffing. [12/8/89]

## 3.2

### 3.2.1

## 4 Financial Policies

### 4.1 Expense Reports

Statements of Financial Activity, Statements of Financial Position, and Budget Performance reports shall be prepared, and recorded in the organization's records in a form available for review by Directors and Investing Members on a quarterly basis. [2019-08-01]

### 4.2 Donations for Institute scholarships

To support the development of new organizers, it is the policy of the NDS board make a minimum contribution to the Low-Income Scholarship Fund of \$1,000 a year. In the event that the NDS budget has a surplus at the end of the year, staff is directed to dedicate one half of that surplus to the Low-Income Scholarship Fund, up to a maximum annual contribution of \$4,000. [2019-08-01]

### 4.3 Member Dues

Dues shall be invoiced at the beginning of the fall, with amounts to be paid based on the average number of members housed in the member organization's previous fiscal year. [2019-08-01]

Member dues will increase dues annually at the same rate as the CPI-W. The revised dues rate will be reflected on a member dues invoice. [1/24/01]

### 4.4 Financial Review and Tax Returns

The corporate Treasurer or another designated board member shall conduct an internal audit of the books and procedures of NASCO Development Services on an annual basis, and the board shall hire an outside agent to develop a compilation. NASCO staff shall ensure that tax returns are prepared in a timely manner as a part of their contract work. [2019-08-01]



## **4.5 Reserves**

NDS shall have a goal of 10% of its operating revenue, excluding estimated success fees, as a liquid reserve. Amounts above this level may be tapped for special projects as approved by the board. Any such expenditures must advance NDS's mission of supporting Cooperative Development. [2019-08-01]

## **5 Development Philosophy**

### **5.1 NASCO Properties**

NDS sees the development and retention of equity as the primary method of ensuring cooperative development at national levels. Ownership on the national level is desirable as a development tool. [4/27/90]

### **5.2 Division of Corporation Responsibilities**

The Goderich Accord, attached, details the division of development responsibilities between NDS, NASCO, and NASCO Properties, presenting NDS primarily as the funding source who contracts with NASCO for technical assistance. [12/8/89]

## Attachments

# The Goderich Accord

During the July 15, 1989 NDS meeting, NDS Board members, NASCO Executive Committee members, and NASCO staff developed a basic agreement on the division of responsibilities between the various corporate entities. In a nutshell, people felt that NDS should serve as a funding agent, and that the NDS Board should decide who to approach for financing and purchasing assistance. During the April 27 meetings of NDS and NASCO, the two organizations voted on the following restatement of the Goderich Accord.

### **NDS Responsibilities**

- Allocate NDS's financial and organizational resources.
- Determine priorities for development.
- Develop promotional plans.
- Evaluate/select projects.
- Set guidelines for project operations.
- Determine optimal financing sources for specific projects.
- Recommend ownership/management structures for specific projects.
- Develop financing sources and mechanisms.

### **NASCO Responsibilities**

- Implement policies of the NDS Board, through the NDS service contract.
- Provide staffing.
- Make recommendations to NDS Board.
- Do all non-housing development activities.
- Provide projects with training, management, financial, and other services.

### **NASCO Properties**

- Decide on its purchase of specific projects and properties.
- Through NASCO, provide management and financial services.

# Inter-Organizational Appointments

NDS maintains relationships with multiple organizations and has seats reserved on committees and boards. The following cross-board appointments detail the purpose of the appointment, who serves on the committee, their main duties, and the expected time requirements.

## 1 NASCO - Planning Committee (PlanCo)

PlanCo works to coordinate the long-term planning of each of the boards to maintain coherent, coordinated actions, and to maximize the potential of individual boards as they contribute to the shared goals of the NASCO Family. Most of the time, PlanCo meets infrequently by teleconference, and makes some plans by email. In the months leading up to Mondo meetings (in which all board meet as one large group to make larger strategic plans for the entire NASCO Family), PlanCo will be more active in order to prepare all of the boards for the Mondo meeting. After Mondo, PlanCo works to edit and approve the NASCO strategic plan. This is a committee of the NASCO board and is subject to NASCO policies.

### 1.1 Who serves on this committee:

- The presidents from each of the NASCO family boards
- Up to 2 additional members from each board

### 1.2 Main duties:

- Keep up with emails
- Review and comment on documents
- Attend PlanCo teleconference meetings
- Complete action steps in between meetings
- Liaise with PlanCo and the NDS board

### 1.3 Time required:

- 2-15 hours per month. Meets at least on a bimonthly basis (in even-numbered months)
- The work for this committee varies greatly depending on where NASCO is in the strategic planning process, and can be a more significant time investment

## 2 NASCO - Personnel Committee (PerCo)

PerCo deals with personnel issues, as described in the NASCO staff contract. PerCo evaluates the staff collective, investigates grievances, approves job description changes, and approves the personnel budget. This is a committee of the NASCO board and is subject to NASCO policies.

Who serves on this committee:

Two members from each of the NASCO family boards, one of whom must serve on the exec committee. The default members of the Personnel Committee are the President and Vice President of each board, but each board will be able to appoint alternate representatives to the Personnel Committee at their own discretion.

Main duties:

- Attending PerCo teleconference meetings
- Reading emails and documents

Time required:

- 0-20 hours per month, depending on where PerCo is in the staff collective evaluation process

### 3 NASCO - Hiring Committee

The hiring committee helps hire new NASCO staff members. Thus, the hiring committee is only active when there are open staff positions and is not a standing committee. This is a committee of the NASCO board and is subject to NASCO policies.

Who serves on this committee:

At least one member from each board and all of the staff collective

Main duties:

- Reading application and deciding as a group which candidates to interview
- Regular conference calls
- Sitting in on phone interviews of job applicants
- Listening to interview recordings
- Evaluating job applicants

Time required:

- 0-20 hours per month, depending on where NASCO is in the hiring process

### 4 NASCO Properties – Board of Directors

Cross-board appointees to the NASCO Properties (NP) board attend all meetings of the NASCO Properties board to provide technical support to the NP board and share information between NDS and NP.

Who serves on this board:

- Up to three appointed members of the NDS board.
- Representatives from each of the NP cooperatives
- Appointment(s) from the NASCO board

Main duties:

- Attend all meetings of the NP board and act as a Director of NP and complete action steps in between meetings
- Review NP staff reports
- Liaise between NDS and NP

Time required:



- 3 meetings per year of NP board
- Complete board responsibilities and stay in communication with other board members as needed

## 5 CooperationWorks! Appointment(s)

CooperationWorks! is a network of cooperative developers with a mission of building the cooperative movement in the United States. As a dues-paying member of CooperationWorks! (CW), NDS gets three votes in CW board elections (like their other organizational members). NDS is allowed to have more than three people associated with our CW membership (with CW website user accounts, access to the CW listserv, and an invitation to attend CW meetings) but can have only 3 voting members unless the CW board decides otherwise.