# CDA Board Retreat — Pre-Read Packet

Monday, November 16, 2026 · 9:00 a.m. – 4:30 p.m.

## How to Use This Packet

Read this before November 16. It gives the board a shared starting point for the morning, the resolutions it will vote on, and the two guides that shape the governance discussion. The packet goes out Wednesday, November 11. Nothing here is decided; it is background and drafts.

| Read | Feeds this session | Resolution or output |
|---|---|---|
| Where we stand; skills matrix | 9:30 | Top strengths and priorities |
| Board self-assessment: top three themes | 10:00 | Top three development priorities to the Governance Committee |
| Staff skills; Proactive Expertise Gap Assessment **(attached)** | 11:40 | Route for adding expertise, intended owner, and champion |
| Constituency plan **(attached)** | 12:30 and 1:45 | Adopt the constituency plan |
| Governance Committee Guide (**attached**; read Questions 1 and 7) | 2:40 | Establish the Governance Committee |
| Officer Transition Guide **(attached)** | 2:40 | Adopt the officer succession plan, or set an adoption date |
| Proposals: decision-making protocol; executive session practice | 2:40 | Adopt each |
| Proposal: meeting cadence and materials | 3:40 | Discussion and direction |
| Board handbook | 4:05 | Adopt the board handbook |

The CAE results summary is sent separately to board members only, for the 1:00 executive session.

## Where We Stand

Phase 1 drew on 12 board interviews in May and June 2026 and produced six themes. The Phase 1 findings deck has the full detail; this page shows where the retreat takes up each theme.

| Theme | Where it comes up on November 16 |
|---|---|
| Governance structure and role clarity | Governance Committee, 2:40 |
| Onboarding and board development | Self-assessment priorities, 10:00; expertise and |

| Theme | Where it comes up on November 16 |
|---|---|
| | seats, 11:40 |
| Meeting effectiveness and decision-making | Decision-making protocol, 2:40; meeting rhythm, 3:40 |
| ED/CAE evaluation and board accountability | CAE evaluation, 1:00 |
| Constituent voice and community engagement | Seat-type expectations, 12:30 and 1:45 |
| Board culture and communication | Working agreements, 9:00; executive session practice, 2:40 |

Four asks came up often enough to shape the agenda:

- A Governance Committee to lead board development, onboarding, and decision-making structure.
- Proactive reviews of board composition for legal, financial, and marketing expertise as CDA grows.
- A two-meeting deliberation model: introduce major items at one meeting and decide at the next.
- Executive sessions used when the subject calls for them.

One more point from the interviews is worth carrying into the room. Newer members hesitate to dissent not because the dynamics feel unsafe, but because of the weight of decisions that affect thousands of community members.

## Skills Matrix: Mission-Strong, Building Technical Depth

The board describes itself as strongly mission-aligned, with room to build technical depth and the structural skills of collective impact. Counts are members out of 11, self-reported. Read them as a snapshot of the group, not an evaluation of any member.

| Area | Where we are strong | Where we can build |
|---|---|---|
| Mission alignment | Resident-centered 11; anti-displacement 10; racial equity lens 10; collaborative mindset 10 | Innovative systems thinker 6; whole-community view 6 |
| Core expertise | Administration and management 11; strategic planning 7 | Law, real estate, marketing 2 each; investment management, technology, physical plant 0 |
| Housing competencies | Affordable housing development 5; lived experience of housing instability 4 | Zoning and land use 1; equitable land trusts 1; LIHTC and urban planning 2 each |
| Resources and connections | Available for active participation 7; | Access to money 1; media |

| Area | Where we are strong | Where we can build |
|---|---|---|
| | access to other resources 6 | ties 2; corporate ties 3 |
| Public voice and equity | Comfortable representing CDA publicly 8; public speaking 8; lived equity experience 8 | Equity training or certification 4 |

On the 1 to 4 collective-impact scale, members rate themselves highest on cross-sector networking (3.5), lived experience (3.3), and continuous communication (3.2). The lowest averages are backbone support (2.4), policy and advocacy (2.6), and common agenda and data literacy (2.7 each). Power-sharing is the most varied skill: five members rate deep expertise and three rate basic awareness or none, which makes it a good place for peer learning.

## Staff Skills: Complementing the Board

Five staff members completed the same matrix. Read it alongside the board's results when we discuss expertise at 11:40.

- **Staff add technical depth.** Technology (4 of 5 staff, no board member), zoning and land use (3 of 5, against 1 of 11), and legal and compliance experience (4 of 5, against 3 of 11).
- **Staff are strongest on backbone support (3.6 of 4)**, where the board rates itself 2.4, and on power-sharing (3.6).
- **Both groups sit near 2.8 on data literacy and common agenda.** Neither can teach the other, so outside learning is the likelier route.
- **Funder relationships sit with the board.** No staff member marked access to money, corporate ties, or philanthropy ties.

This means not every gap needs a director: seats can focus on oversight and strategy, with staff covering technical depth.

## Board Self-Assessment: Top Three Themes

Eight members completed the self-assessment, two without names. Each member rated their own contribution on a 1 to 5 scale, where 3 means meets expectations, and rated their collective-impact skills on a 1 to 4 scale. "Not applicable" answers are left out of the averages, and newer members used them more. Individual responses and comments are not shown. We will use the three themes below at 10:00.

| Theme | What the results show | Matching Phase 1 theme |
|---|---|---|
| 1. Governance versus management: strong on staying in the lane, less sure where it is | Members respect the CAE's role (3.8) and do not direct staff (4.4) or speak for CDA without authorization (4.4). Understanding governance versus management in practice rates lowest in that section (3.3), as do contribution to governance (3.3) and keeping discussions strategic rather than | Governance structure and role clarity |

| Theme | What the results show | Matching Phase 1 theme |
|---|---|---|
| | operational (3.4). Newer members said they want help balancing their roles. | |
| 2. Equity: high commitment, less certainty in practice and power-sharing | Commitment to equity (4.0) and cultural humility (4.4) rate high. Equity awareness in board discussions rates lowest in that section (3.3, with answers from 1 to 4), and community representation is 3.4. Power-sharing is the lowest of 13 collective-impact skills (2.4 of 4), followed by policy and advocacy (2.6). | Constituent voice and community engagement |
| 3. Learning together: governance training, fundraising, and deeper relationships | The culture rates respectful and candid: valuing all voices (4.3), meeting conduct (4.3), and idea-focused disagreement (4.1). Organizational trust rates lowest in that section (3.4), and advocacy and fundraising is lowest in its section (3.0). In their development goals, members asked for governance training in a collective-impact model, fundraising skills, and deeper relationships with fellow members, and several look to this retreat for that. | Onboarding and board development; board culture and communication |

Policy and advocacy is low in this assessment (2.6) and in the skills matrix (2.6). The two groups differ, so compare the patterns, not the exact numbers.

## Resolutions and Proposals

Resolutions are formal votes at the retreat. The meeting cadence item is a discussion and produces direction, not a vote. These are drafts for the board to shape; bracketed items are choices the board makes in the room.

### 1. Constituency plan (1:45)

- **Resolution requested:** Adopt the constituency plan, or adopt it with named edits by a date.
- **Draft proposal:** The plan sets expectations by seat type, starting with the CDA-RON relationship as the template: what a member in the seat brings, how they stay connected to their constituency, and how and when they report back. The draft is attached.
- **Open choices:** Edits after the lunch review. Which seat types to draft next, and who owns each.

### 2. Decision-making protocol: reflection before votes (2:40)

- **Resolution requested:** Adopt a decision-making protocol that builds in reflection and discussion before votes.
- **Draft proposal:** Routine matters can be introduced and decided at the same meeting. Consequential matters, such as bylaw changes, officer elections, and the outcome of the CAE evaluation, are introduced and discussed at one meeting, with materials sent ahead, and voted

on at the next. Within a vote, the board aims for consensus first and votes when consensus is out of reach. The bylaws already set the vote: a majority of directors present at a meeting with a quorum, or two-thirds of directors in office for written consent. The protocol adds reflection time, not a new threshold.

- **Why:** Phase 1 interviewees described proposals moving to a vote without enough time to reflect.
- **Open choices:** Which matters count as consequential. How materials and discussion points travel between meetings. Whether the two-thirds written-consent threshold should stay as proposed in the bylaws, which the draft bylaws flag for the board to confirm.

### 3. Executive session practice (2:40)

- **Resolution requested:** Adopt a written practice for executive sessions that follows the bylaws (Article III.D.3).
- **Draft proposal:** The board calls an executive session by majority vote of the directors present at a meeting with a quorum. It is used for the CAE evaluation, sensitive personnel matters, pending or possible litigation, and other matters that would harm CDA if discussed in the open. The session is closed to everyone except directors and the CAE, unless the board invites others to clarify the issue. The CAE is included unless the matter involves the CAE, in which case the Board Chair asks the CAE to leave. Minutes record that a session was held and when; any action is taken in open session. When a session is planned, it is listed on the agenda, as the handbook says.
- **Why:** Phase 1 flagged that executive sessions were not being used. The board will have just held one at 1:00, so it can adopt the practice with direct experience.
- **Open choices:** Who records when the CAE is out of the room. How a member asks the board to call a session.

### 4. Governance Committee (2:40)

- **Resolution requested:** Establish the Governance Committee by board resolution, set its scope, and set its first tasks.
- **What the bylaws allow:** The board creates committees at an annual, regular, or special meeting, and its resolution sets how members are chosen (Article V). The Board Chair appoints the committee chair. A committee cannot elect, appoint, or remove any director, officer, or committee member, so it recommends and the full board decides. The board may delegate powers to a committee but keeps ultimate responsibility.
- **Draft proposal:** Purpose is board development, onboarding, and decision-making structure. Scope follows the six responsibilities in the Governance Committee Guide: recruitment and composition, orientation and development, self-assessment, leadership pipeline, policy oversight, and culture and conduct. For recruitment, each of the twelve seats has a council or partner organization that recommends candidates under Article III.C, so the committee shares the board's needs profile with them, supports their searches, and brings candidates to the full board for election. First tasks: own the expertise gap assessment, take up the self-assessment priorities, keep the officer transition guide current, and follow up on seat-type expectations.
- **Open choices:** Size [to decide] and members [to decide], which the resolution sets. How it reports to the full board [to decide]. Who leads the CAE evaluation: the bylaws have the Board

Chair supervise the CAE, and the guide suggests the committee oversee the process, so the resolution should say which, and the board can delegate it to the committee.

### 5. Officer succession plan (2:40)

- **Resolution requested:** Adopt the officer succession plan and Officer Transition Guide, adopt them with named edits by a date, or set an adoption date.
- **What the bylaws and handbook already set:** The proposed bylaws make the Vice Chair the Chair-Elect, in training during the term, who automatically becomes Chair the following year unless the board votes otherwise by majority at the annual meeting (Article IV.B.2). Officers are elected each year by a majority of directors present at the annual meeting, serve one-year terms, and may be re-elected. Unless the board designates otherwise, the Chair also serves as Secretary and the Vice Chair as Treasurer. Committees cannot elect or remove officers. The handbook's Section 8 covers board member and CAE vacancies only; it does not describe the officer roles.
- **Draft proposal:** Adopt the Officer Transition Guide as the officer succession plan, with a pointer to it in Section 8 of the handbook. The guide describes the Chair, Vice Chair, Secretary, and Treasurer roles as the bylaws define them. The Secretary reviews and approves the minutes the CAE keeps, sees that notices are given, oversees records, and keeps the director list. The Treasurer is the principal financial officer. The Vice Chair has the Chair's powers in the Chair's absence and prepares to become Chair. The Chair presides, supervises the CAE, and appoints committee chairs. Every handoff runs in five phases: slate proposed at T-90, shadowing, formal handoff, election at the annual meeting (T-0), and a 30-day check-in. The Governance Committee recommends a slate and prepares successors; the full board elects.
- **To align with the handbook:** The handbook gives the annual review to the Operations Director, while the guide and the Governance Committee Guide give it to the Governance Committee. The proposal is that the committee owns the review and the Operations Director supports it. The review should also check director term limits, since only a sitting director can hold office. The committee keeps a list of members interested in officer roles 6 to 12 months ahead.
- **Open choices:** The guide has open placeholders: days to approve minutes, monthly time commitment for each role, years of records an incoming officer reviews. Whether to designate a separate Secretary, which would make a Secretary-to-Vice-Chair path a board practice rather than a bylaws rule, or keep the default of the Chair serving as Secretary. The draft bylaws also list two officers in Article I.G and four in Article IV.A, which should be reconciled.

### 6. Meeting cadence and materials: discussion (3:40)

- **Direction requested:** Where the board wants to land on meeting cadence, materials timing, and agenda design. These are discussion items, not settled policies.
- **Draft proposal:** Five to six meetings a year. Materials sent two weeks ahead. Fewer presentations and more discussion in each meeting, with daytime meeting options considered. The reflection-before-votes practice lives in the decision-making protocol above.
- **Open choices:** Any pilot start date. Who owns the materials deadline.

### 7. Board handbook (4:05)

- **Resolution requested:** Adopt the board handbook or adopt it with named edits by a date.

- **Draft proposal:** The handbook is attached for review before the vote. Bring any edits in writing so the board can settle them at the retreat.
- **Open choices:** Edits by date. Who keeps the handbook current, for example the Governance Committee through its annual review.

## Questions to Bring

Jot your answers before the day. You will not be asked to read them aloud.

- **9:10, Why do we serve:** What would a resident say CDA changed?
- **9:30, Where do we stand:** Which strength of this board would you protect, and which skill would you most like us to build?
- **10:00, Self-assessment:** Which of the three themes matters most to how we work together, and what should this board take on next?
- **11:40, Expertise and seats:** If a seat's constituency chooses who fills it, what expertise would you want them to weigh?
- **1:45, Constituency plan:** What should someone in your seat bring, and how should they report back?
- **2:40, How we govern:** Which decisions deserve a full meeting of reflection before a vote? Should the board designate a separate Secretary, and how should we prepare the Vice Chair, who becomes Chair the following year?
- **3:40, How do we meet:** What one change would make our meetings better for you?
- **4:05, Champions:** Which open workstream would you champion?

## Attached With This Packet

These come as separate files with the packet. Owners are proposed and need confirming.

| Material | Used in | Owner |
|---|---|---|
| Governance Committee Guide (read Questions 1 and 7) | 2:40; also 10:00 and 11:40 | Facilitator |
| Officer Transition Guide (Secretary, Vice Chair, Chair) | 2:40 | Facilitator |
| Constituency plan draft, with the CDA-RON template | 12:30, 1:45 | Adrian Spencer |
| Board handbook | 4:05 | Staff |
| Proactive Expertise Gap Assessment (PDF) | 11:40 | Facilitator |

Sent separately to board members only: the CAE results summary for the 1:00 executive session.