

Managing Board Meetings

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Today We'll Look At

- Requirements for effective and efficient meetings.
- Agenda based on decision making.
- Facilitation to ensure participation.



The Agenda

An agenda is a list of the items of business to be covered in a meeting. The agenda helps a meeting remain focused, and reduces the possibility of items of business being overlooked or forgotten.



Preparing An Agenda

- With your partner, develop an agenda for an upcoming Board meeting. Be as specific as possible. Note agenda item and related actions.
- You have 5 minutes.



The Agenda

An agenda is a list of the items of business to be covered in a meeting. The agenda helps a meeting remain focused, and reduces the possibility of items of business being overlooked or forgotten. The following agenda outline is often used:

1. Call to order
2. Approval of the agenda
3. Reading and approval of minutes of the last meeting
4. Officers' reports, i.e. president, vice-president, secretary and treasurer
5. Committee reports
6. Unfinished or postponed business
7. New business
8. Adjournment

Those invited to a meeting should receive a tentative agenda a few days in advance. The notice period is often determined by the bylaws of the co-operative. Advance notice assists participants by:

- Reminding them of the meeting;
- Ensuring that important items of business have not been overlooked;
- Helping them identify important items and be prepared to discuss them; and,
- Helping them focus on issues at the meeting.

Agendas should also be available for distribution at the meeting.



(Name of Agency)
 Board Meeting Agenda
 (Month Day, Year)
 (Location)
 (Planned Starting Time to Ending Time)

Activity

Action

Minutes from previous meeting
 Consent Agenda
 Finance Committee's Report
 Development Committee's Report
(nonprofit)
 Board Development Committee

Approval
 Approval
 Approve Budget Changes
 Approve Fundraising Plan

 Approve Plans for Retreat
 Adopt Resolution to Change ByLaws

Other Business
 - Old
 - New
 - Announcements

Chief Executive's Report
 Roundtable Evaluation of Meeting
 Review of Actions from Meeting

Adjourn



Consent Agendas

What is a "Consent Agenda" and how will it make our meetings go faster?



What belongs on the consent agenda?

- Routine, procedural decisions, and decisions that are likely to be non controversial. Examples include:
 - Approval of the minutes;
 - Final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications;
- Routine matters such as appointments to committees;
- Staff appointments requiring board confirmation;
- Reports provided for information only;
- Correspondence requiring no action.



How are consent items handled?

- Advance Preparation
 - Determine What Belongs on Consent Agenda
 - Prepare a numbered list of the consent items as part of, or as an attachment to the meeting agenda.
- Board Packets
 - Send in advance
- At the Board meeting
 - No changes
 - Changes/Removal
- Approval
- Minutes



How to start using a consent agenda

- Rule of Order
Example:

“A consent agenda may be presented by the president at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the assembly.

- Process
- Board orientation



At The Meeting

“By setting meeting policies ahead of time, you have a blueprint for dealing with problems as they arise.”

- Materials and Equipment*
- Call to Order*
- Follow the Agenda.*
- Follow Parliamentary Rules.*
- Follow Proper Voting Procedures*



Blocks To Successful Meetings

What are some of the reasons that blocked the people from doing their best and prevented the meeting from becoming a success?

Think of a meeting that did not go well:

- What did the meeting leader do?
- What did the meeting attendees do?
- What processes were used?
- Key reasons why meetings were not successful.

Think of a meeting that went well:

- What did the meeting leader do?
- What did the meeting attendees do?
- What processes were used?
- Key reasons why meetings were successful.



At The Meeting Blocks To Successful Meetings

- Think about meetings that you have attended that were not as successful as they could have been.

What are some of the reasons that blocked the people from doing their best and prevented the meeting from becoming a success?

Some things to consider:

- What did the meeting leader do?
- What did the meeting attendees do?
- What processes were used?



At The Meeting What should Marti do?

- Take a few minutes to read the case study.
- With your partner identify one solution to Marti's dilemma.



Leadership Tips

What's the most basic definition of the Board Chair's job?

To run the board meetings.

But this essential part of the chair's role can bring many pitfalls for Board leadership -- as well as opportunities to assert and use that leadership most effectively.

What are some ways the effective board chair can manage the board meeting?

-
-
-
-
-



Four Leadership Tips

1. Consider this a reason for separating the roles of CEO and board chair.
2. Allow freedom of ideas, but keep discipline on meeting flow.
3. The meeting agenda is more than just a list on a sheet of paper.
4. The chair should lead the meeting by keeping it focused and productive.



Parliamentary Procedures

Question:

- *What is the proper sequence of steps for presenting and voting on a motion?*

Question:

- *How many amendments can be made to a motion?*

Question:

- *Can a meeting start without a quorum present?*

Question:

- *Who is the presiding officer at meetings?*

Question:

- *After considerable debate, we still are not ready to vote on a motion. What can we do?*

Question:

- *What happens when someone calls "question" from the floor?*

Question:

- *How should a committee report be handled by a meeting?*

Question:

- *Sometimes, while one motion is being considered, an alternative motion might be the better one. How can it be presented?*



Parliamentary Procedures

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- *What is the proper sequence of steps for presenting and voting on a motion?*

Answer: A motion progresses through nine possible steps:

1. Moved - a proposal from the floor, simply stated as "I move that...".
2. Seconded - another participant feels the proposal is worth discussing and says "I second the motion".
3. Stated - by chairperson or secretary to ensure that wording is recorded properly and everyone understands the intent of the motion.
4. Discussed - anyone who speaks must address the chairperson in a courteous tone and must speak only to the motion. The participant making the motion has the right to speak first and should be invited to do so. During the discussion each participant has the right to speak twice on the same motion.
5. Amended - changing the wording and/or intent of a motion by adding, deleting or replacing words.
NOTE: Each amendment is subject to the same nine steps of presentation and voting as is a motion.
6. Called - after sufficient discussion, either a motion is moved, discussed and voted on to end debate and proceed to a vote on the main motion, or a vote is called at the discretion of the chairperson.
7. Restated - the motion is read to the meeting to ensure that everyone understands what is being voted on.
8. Voted - chairperson calls the following options: "all in favor?", "opposed?" or "abstaining?" and counts the votes for each.
9. Declared - results of the vote are announced by the chairperson and recorded in the minutes for future reference by the secretary.



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Answer

- There are two kinds of amendments.
 - Those pertaining to the proposed motion are "first rank amendments" (amendment to the motion).
 - Those pertaining to the amendment to the amendment to the proposed motion are "second rank amendments" (amendment to the amendment of the motion).
 - Only one amendment of each rank may be discussed at one time. Any number of amendments may be made to most motions, but "second rank" amendments may not be amended (i.e. an amendment to the amendment to the amendment is not allowed).



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Answer

- A quorum is the minimum number of eligible voters that must be present at a specified meeting (i.e. annual general meeting, board of directors) to conduct business. These numbers are normally designated in the bylaws of the organization. For a board meeting, a quorum is usually a majority of the board. If no quorum is present when the designated starting time of the meeting has been reached, then:
 - The presiding officer may dismiss the group; or,
 - The group may agree to proceed informally with the agenda, awaiting ratification of any decisions at a future meeting; or,
 - The group may discuss any items of interest but make no decisions.



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Parliamentary Procedures

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Answer:

- Often the president is designated in the bylaws to chair meetings. Some groups assign the chair to the past-president, a special moderator, or to a different member for each meeting on a rotating basis. This allows the president to participate in discussion on policy.



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Answer:

- A motion to table the matter until the next meeting may be appropriate, so that more information can be gathered. A motion to table allows the meeting to put aside the pending question temporarily; or,
- The motion may be withdrawn at the request of its mover if no other member objects.



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Answer:

- Someone calling "question" from the floor indicates that he/she wants the motion put to a vote. Only if the chairperson feels that the motion has had reasonable debate and most members are ready to vote, should he/she call for the vote (i.e. "All those in favor?", etc.). The chairperson may call for a vote as to whether the question may be put before the meeting.



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- *How should a committee report be handled in a meeting?*

Answer:

- A motion to "receive" a report implies that the meeting has not committed to its conclusions or recommendations, e.g. the monthly, unaudited treasurer's report.
- A motion to "adopt" a report in whole or in part commits the meeting to some or all of the recommendations of the report, and often implies some action to be taken.
- A motion to "accept" a report means that the meeting has accepted the report in its entirety.



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Answer:

- The mover and seconder of the alternative request permission from the chairperson to read the alternative motion. If the chairperson is of the view that the alternative is consistent with the objectives of the meeting and direction of discussion, he/she can allow it to be read. If the chairperson is of the opinion that the alternative is not consistent with the discussion, he/she can deny the mover and seconder permission to read it;
 - If the alternative is consistent with the objective of the meeting, the mover and seconder of the original motion are asked by the chairperson if they will withdraw their motion;
 - If the original motion is withdrawn, the alternative motion is moved and seconded; or,
 - If the original motion is not withdrawn, the mover and seconder of the alternative motion inform the meeting that their motion will be moved if the original is defeated and thus urge the members to vote against the original motion.



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At The Meeting Tips for Keeping Meetings Productive

- **Don't let meetings of the Board become meetings of the "bored."**
- **Let the committees do the background work.**
- **Don't let the day-to-day operations of the organization be part of the Board agenda.**
 - **Difference between governance and management.**
- **Keep meetings on track.**
 - **Say whatever you want.**
 - **If you have a sidebar comment/agenda, wait until current agenda topic is complete before going to the next topic.**
- **Set calendar for the year.**
 - **Example: Audit report in March**
- **Others?**



After The Meeting (Follow-Up)

- ❑ *Prepare the Minutes*
- ❑ *Distribute the Minutes*
- ❑ *Notify Members of Board Actions*



10 Quick Meeting Tips

1. Name tags for everyone, every meeting.
 2. Post an acronym chart.
 3. Write an "anticipated action" for each agenda item.
Examples: "Finance Committee report, brief questions and answers: no action needed."
 4. Make sure that each person says at least one thing at every board meeting.
 5. No one-way communication from staff.
 6. Don't include committee reports on the agenda just to make the committees feel worthwhile.
 7. Note to the board president and the executive director: identify the two most important matters facing the organization.
 8. Encourage "dumb" questions, respectful dissent, authentic disagreements.
 9. Make sure the room is comfortable!
 10. Adjourn on time, or agree to stay later.
- BONUS: Once every year or two, survey the board about meetings.



Steps to Effective Board Meetings

- Set a clear agenda
- Foster a connection
- Set expectations
- Be prepared
- Encourage participation
- Achieve expected outcomes
- Set off-topic issues in the parking lot
- Evaluate the meeting



**THANK
YOU!**

