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BOARD GOVERNANCE & ROBERT'S RULES: KEYS TO BEING A BETTER BOARD MEMBER

- **Board Basics**
- **Board Governing Documents**
- **Fiduciary Duty**
- **Board/Staff Relationship**
- **Purposes of Parliamentary Procedure**
- **Quorum**
- **Agenda**
- **Processing a Motion**
- **Precedence of Motions**
- **Meaning of Votes**
- **Script of a Motion**
- **Meeting Minutes**
- **Procedure in Small Board/Committee**
- **Basic Characteristics of a Motion**

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➤ Board Basics

- Boards exist to represent the ownership of the organization. Identification of ownership is difficult
- The board has authority to direct the organization only when acting as a group
 - No individual board member has any authority over the organization
 - To function effectively the board must speak as one voice
- Board focus should be on values
 - Base the strategic plan on values
 - Develop policies based on values
 - Delegate to staff the responsibility to perform under these policies
- Board oversees the Executive Director
 - Hires
 - Defines the duties
 - Evaluates performance
- Board must follow rules set by government, ownership, and board
- Board diversity – the importance of different gifts at the board table
- Board meetings should be efficient
 - Board should not do committee work
 - Presiding officer should facilitate meeting
 - Specific motions are needed for all board actions
 - Social time should come after the board meeting, not during
- The role of the board

➤ Board Governing Documents

- Federal Laws – Internal Revenue Code, etc.

- State statutes – State statutes that apply to your entity

- Articles of Incorporation — A legal instrument that sets forth the name and object of the organization and whatever other information is needed for incorporating the organization under the laws of the particular state

- Bylaws — A document that contains the basic rules of the organization relating principally to itself as an organization
 - Each organization is different
 - Each organization’s bylaws are different
 - A board only has the authority that is given to it in the bylaws
 - No other entity (e.g. Executive Committee) has authority except what is given to it in the bylaws

- Standing Rules or Policies and Procedures — Rules adopted by the board that relate to the administration of the organization

- Parliamentary Authority — Indication of which authority the organization will refer to when there is an issue not covered by any of the above rules. *Robert’s Rules of Order Newly Revised*, 12th Edition, is the parliamentary authority for approximately 95% of the organizations in the U.S.

➤ Fiduciary Duty

- Legal Duties
 - Duty of Loyalty
 - Duty of Care
 - Duty of Obedience

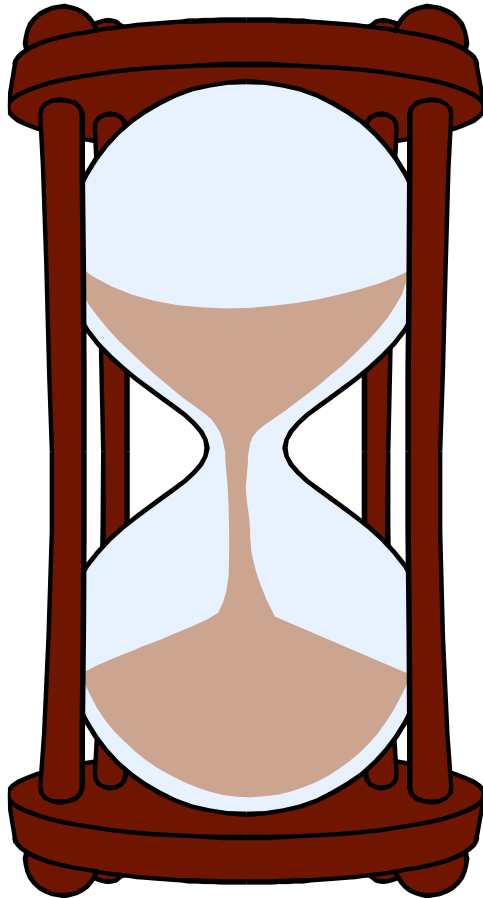
- Duty of Loyalty
 - Must Not Compete
 - Avoid Conflicts of Interests
 - May Not Usurp Corporation Opportunities
 - Duty Against Self-Dealing

- Duty of Care
 - Exercise independent judgment
 - Stay reasonably informed
 - Attend regular meetings
 - Participate in Decisions
 - MUST refrain from:
 - ◆ Grossly negligent conduct
 - ◆ Reckless conduct
 - ◆ Intentional misconduct
 - ◆ Knowing violation of the law

- Duty of Obedience
 - Law compliance obligations:
 - ◆ Withholding tax requirements
 - ◆ Civil rights laws
 - ◆ State solicitation Laws
 - ◆ Equal rights laws

➤ Board/staff relationship

BOARD — STAFF RELATIONSHIP



BOARD OF TRUSTEES

PRESIDENT

EXECUTIVE DIRECTOR

STAFF

PURPOSE OF PARLIAMENTARY PROCEDURE

Expedite business

Assure legality

PROTECT THE RIGHTS OF THE MINORITY

QUORUM

The number of voting members who must be present for business to be transacted legally.

AGENDA

The following is the agenda for organizations that are governed by *Robert's Rules of Order Newly Revised*:

- I. Approval of minutes
- II. Reports of:
 - A. Officers
 - B. Boards
 - C. Standing Committees
 - D. Special Committees (select, ad hoc, task force, etc.)
- III. Special Orders (orders from the governing documents)
- IV. Unfinished Business (*not* old business)
- V. New Business

PROCESSING A MOTION

1. ***A Member Makes a Motion***
 - a. The member words the motion properly: I move that (followed by specific statement of proposed action)
 - b. The member who made the motion has the first right to speak on the motion
 - c. The member who made the motion cannot speak against the motion, but may vote against it
 - d. The presiding officer has the right to request that the motion be in writing unless the rules indicate otherwise. NCR (No Carbon Required) paper on hand at each meeting will aid in this process
2. ***Another Member Seconds the Motion***
 - a. Motion that comes from a committee does not need a second
 - b. In seconding a motion, a person may only be agreeing that the issue should be discussed and decided upon
 - c. If there is no second, the presiding officer tells the assembly that the motion dies for lack of a second
3. ***The Chair States the Motion, Therefore Formally Placing It Before the Assembly***
 - a. Do not overlook this step. It is crucial because:
 - i. At the completion of this step, ownership of the motion is transferred from the individual who made the motion to the members present
 - ii. After this step, the motion belongs to the body, not an individual
 - b. Proper restatement of the motion by the presiding officer:
 - i. Helps make sure everyone has heard the motion, exactly as it was proposed, and
 - ii. Helps keep everyone on target as to the exact wording of the motion to be debated

- c. If the presiding officer is unclear about the exact wording, there are two places the presiding officer can go to for assistance:
 - i. Use the NCR copy of the motion paper provided by the maker of the motion
 - ii. Ask the secretary to read the motion

4. ***The Members Debate the Motion***

- a. During this time the motion is
 - i. considered pending and
 - ii. can have secondary motions applied to it
- b. Assignment of the floor: While a motion is open to debate, the first person to rise and address the chair shall be assigned the floor by the chair. Cases where the floor should be assigned to a person who may not have been the first to rise and address the chair are:
 - i. If the member who made the motion has not yet spoken on the question,
 - ii. When the person seeking the floor has not already spoken on the same motion on the same day; and
 - iii. In cases where the chair knows the opinions of the persons seeking the floor, then the assignment should alternate between those favoring and those opposing the question
- c. During debate, there are some motions that are improperly used. If that occurs, assist the maker of the motion to help make it a proper motion.
 - i. “I move to table this motion until . . .”
 - (1) Cannot table until a specific time. The intent is probably the motion to Postpone Definitely.
 - (2) Differences between Postpone Definitely and Table:
 - (a) Table is not debatable, Postpone Definitely is debatable.
 - (b) Table must be brought back by a motion to Take from the Table. Postpone Definitely **automatically** comes up when the time of postponement arrives.
 - (3) If the member uses this terminology, simply treat the motion as a motion to Postpone Definitely.
 - (a) Member: “I move to table this motion until next week’s meeting”
 - (b) Another Member: “Second”
 - (c) Presiding Officer: “It has been moved and seconded that we postpone this motion until next week’s meeting. Is there any discussion.
 - ii. “I move to table this motion so that we can kill this issue.”
 - (1) Presiding Officer should rule this motion out of order and then suggest that the proper motion is to Postpone Indefinitely.
 - (2) Differences between Table and Postpone Indefinitely:
 - (a) Table is not debatable. Postpone Indefinitely is debatable.
 - (b) The motion to Postpone Indefinitely prevents the issue from coming up again at this meeting. The motion to Table does not.
 - iii. “I call the question” or “Question”
 - (1) These are two versions of the same motion. The intent of this motion is to close debate on this motion and move immediately to the vote.
 - (2) If the motion is to “Call the Question on this and all pending questions” then the effect is to close debate and require movement to the vote on the pending motion and all other pending motions. (E.g. On the amendment and on the main motion.)
 - (3) The member may not simply yell out this motion. Like all other motions, the maker must wait to be recognized.

- (4) This motion must go through all of the steps of a motion with the following uniqueness:
 - (a) It is not debatable
 - (b) Because it takes rights away from the members, it requires a two-thirds vote.
- d. Debate must be limited to the specific motion that is pending.
 - i. The specific aspects covered in the motion are open to debate, not the whole subject area.
 - ii. If the members begin wondering away from the subject area, a nice way to bring them back on task is: “Is there any further discussion on [specifically state the subject]?”
- 5. ***The Chair Puts the Question to a Vote***
 - a. This should include restatement of the motion to be voted on. This restatement serves as a reminder of what the membership is voting on
 - b. Even in obvious votes, the presiding officer should call for votes for and votes against the motion. The only exception here is with courtesy resolutions (e.g., the resolutions at the end of the convention that thank everyone who worked on the convention.)
 - e. If the presiding officer requests that those voting in favor of the motion indicate with an affirmative response, the presiding officer should not call for negative votes with a call for “same sign.” E.g., “All those in favor say ‘aye’, those opposed, same sign.”
 - f. The presiding officer should be very comfortable with being able to determine the results of the vote. If in doubt, it is the duty of the chair to verify the vote beyond reasonable doubt, and to the satisfaction of the members
- 6. ***The Chair Announces the Results of the Vote***

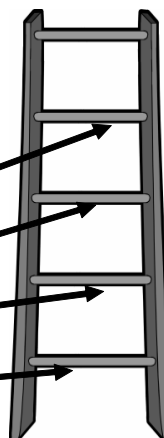
The content of a complete announcement of the results of the vote includes:

 - a. Announcement of which side has the necessary votes and is thus the prevailing side. In a counted vote, the presiding officer should first give the count before announcing the prevailing side
 - b. Declaration as to whether the motion is adopted or lost
 - c. A statement indicating the effect of the vote
 - d. Where applicable, announcement of the next item of business

PRECEDENCE OF MOTIONS

PRECEDENCE OF MOTION

1. Fix time to which to adjourn
2. Adjourn
3. Recess
4. Raise a question of privilege
5. Call for orders of the day
6. Lay on the table
7. Previous question
8. Limit/extend limits of debate
9. Postpone definitely
10. Commit or refer
11. Secondary amendment
12. Primary amendment
13. Postpone indefinitely
14. Main motion



MEANING OF VOTES

Majority – More than half of the votes cast

Two Thirds – Two times the number of yes votes as no votes

Plurality – A method of voting in which the candidate or proposition receiving the largest number of votes is elected or selected.

Abstain – To refrain from voting

VOTING EXAMPLE		
1,000 members in the organization 100 members present 90 members vote		
Vote	Majority	Two Thirds
Of the members present	51	67
Of the entire membership	501	667
Of the members present and voting	46	60

Presiding officer votes: In all other methods of voting other than a ballot vote, the chair only votes when his or her vote affects the results. Numerical examples would help here.

VOTE REQUIRED	YES VOTES	NO VOTES	PRESIDING OFFICER VOTE	
			YES	NO
Majority	13	13	Yes – affects results	<i>No - fail without vote</i>
Majority	14	13	No – pass without vote	Yes – affects results
Two Thirds	9	5	Yes – affects results	No - fail without vote
Two Thirds	10	5	No - pass without vote	Yes – affects results

SCRIPT OF A MOTION

MEMBER: I move that . . .

CHAIR: Is there a second to the motion? [This statement is eliminated if a member calls out "second" or if the motion is made on behalf of a committee.]

MEMBER: I second the motion

CHAIR: It is moved and seconded that... Is there any discussion? [Since the maker of the motion has first right to speak on the motion, the chair should call on the maker of the motion first.]

MEMBERS: Discussion occurs [It is during this time that a motion is considered pending and secondary motions may be applied to it.]

CHAIR: Is there any further discussion? Are you ready for the question? [Pause]
The question is on the adoption of the motion to [clearly restate the motion]

VOICE VOTE:

All those in favor, say aye. [Pause for response]

All those opposed, say no. [If the chair is in doubt of the results of a voice vote, then the chair should state "The chair is in doubt, therefore a rising (or counted) vote will be taken." Then proceed with a counted vote.]

RISING VOTE:

Those in favor of the motion, please stand. [Pause] Please be seated. Those opposed to the motion, please stand. [Pause] Please be seated

SHOW OF HANDS VOTE:

All those in favor of the motion, please raise your right hand. [Pause]

Please lower your hand. Thank you. Those opposed to the motion, please raise your right hand. [Pause] Please lower your hand. Thank you

BALLOT VOTE:

Please mark your ballots clearly, fold them one time, and hand them directly to a teller

ROLL CALL VOTE:

The secretary will now call the roll

CHAIR: *ANNOUNCEMENT OF VOTING RESULTS:*

UNCOUNTED VOICE, RISING OR SHOW OF HANDS VOTE: The affirmative has it, the motion is adopted, we will [state the effect of the vote] and the next business in order is . . .

OR

The negative has it, the motion is defeated and [state the effect of the motion]

COUNTED MAJORITY VOTE:

There are _____ votes in the affirmative and _____ votes in the negative. There is a majority in the affirmative and the motion is adopted. We will [state the effect of the vote] and the next business in order is . . .

OR

There are _____ votes in the affirmative and _____ votes in the negative. There is less than a majority in the affirmative and the motion is defeated [state the effect of the vote] and the next business in order is . . .

COUNTED TWO-THIRDS VOTE:

There are _____ votes in the affirmative and _____ votes in the negative. There is a two-thirds vote in the affirmative and the motion is adopted. We will (Give the effect of the vote) and the next business in order is . . .

OR

There are _____ votes in the affirmative and _____ votes in the negative. There is less than a two-thirds vote in the affirmative and the motion is defeated (state the effect of the vote]

CHAIR: The next business in order is . . .

MEETING MINUTES

Minutes are the official record of an organization. It is crucial that they are accurate since they are the legal record of the proceedings and actions of the organization.

CONTENT

First paragraph: Kind of meeting (regular, special, etc.); the name of the organization; the date and time of the meeting; place of the meeting, if it isn't always the same; that the regular chairman and secretary were present or, in their absence, the names of the persons who substituted for them; and record of the action taken on the minutes of the previous meeting. Any corrections approved by the members are made in the text of the minutes and then noted that the minutes were approved as corrected, without including the specific corrections in the minutes of the current meeting. While *Robert's* does not require inclusion of the approximate number of members present and the establishment of a quorum, many organizations choose to include that information in the minutes.

The body should include, with each motion being a separate paragraph:

- The exact wording of motions right before the vote, whether it passed or failed, and the way they were disposed of, along with the name of the maker.
- If the vote was counted, the count should be recorded. Tellers' reports, if there are any, are included. In roll call votes the record of each person's vote is included.
- Notices of motions given at one meeting to be voted on at the next meeting – previous notice is sometimes required (e.g., amendments of the bylaws).
- Points of order and appeals.
- Secondary motions that were made but not yet voted on, in cases where it is necessary to record them for completeness or clarity, e.g., a main motion, a primary amendment, a secondary amendment and the motion to postpone to the next meeting were all made and are pending. If the motion to postpone passes, the minutes of the meeting should include the wording of the main motion, the primary amendment, and the secondary amendment so that at the next meeting everyone is aware of exactly what motions will come before the assembly during Unfinished Business.
- The complete substance of oral committee reports that are given in small assemblies.
- The fact that the assembly went into committee of the whole, a parliamentary tool used more by legislative bodies than by nonprofit groups, but not the proceedings. The report of the committee of the whole is included.
- Proceedings under Informal Consideration are recorded.
- The Assembly may order that a report of great importance be entered in the minutes.

- Name and subject of the guest speaker may be entered, but the minutes should not include a summary of the speaker's remarks.

Last paragraph: hour of adjournment

NOT INCLUDED

- The opinion or interpretation of the secretary
- Judgmental phrases e.g., “heated debate” or “valuable comment”
- Discussion: Minutes are a record of what was *done* at the meeting, not what was *said* at the meeting
- Motions that were withdrawn
- Name of seconder is unnecessary

DISTRIBUTION OF MINUTES

I recommend sending the minutes out in advance of the next meeting. Actually, it is best to send them out as soon as possible after the meeting, while members still remember what occurred and when. The problem with sending them out before they are approved is that there are eventually two sets of minutes of the same meeting distributed – the draft version and the adopted version. This potential problem is averted by simply labeling the draft minutes which are distributed before the next meeting as draft minutes and the approved minutes as approved, giving date of approval. The heading draft or approved should go at the top of the first page of the minutes in the title and in the footer on each page of the minutes.

ATTACHMENTS

The official copy of the minutes should have attached to it the original signed copy of:

- Committee Reports
- Officers Reports
- Written Motions
- Tellers Reports
- Correspondence

APPROVAL

If the minutes have been distributed to the members before the next meeting, then the approval process can be very short. A formal motion to approve the minutes is not necessary. But such a motion is not out of order. The presiding officer simply asks, “Are there any corrections to the minutes as printed?” If there are none, or after all corrections have been made, the presiding officer may say “There being no corrections [or “no further corrections”] to the minutes, the minutes stand approved as printed (or as corrected).”

This method allows the membership to approve the minutes without a formal vote. This is so because the only proper way to object to the approval of the secretary's draft of the minutes is to offer a correction to it.

A member who was not in attendance at the meeting for which minutes are being approved is not prevented from participating in their correction or approval. If the next regular meeting will not be held within a quarterly time interval or there is a change in the membership (such as a change in a number of the members of the board due to elections), a minutes approval committee should be used. In that case, the minutes approval committee reviews the minutes, corrects them, if necessary, and approves them on behalf of the membership. Some organizations have their board of directors serve as the minute's approval committee for the membership meetings.

SIGNATURE

After the minutes have been corrected and approved by the membership, they should be signed by the secretary and can be signed by the president. The word "approved" and the date of the approval should also be included. Using the term "Respectfully Submitted" is considered outdated and shouldn't be used.

MINUTES BOOK

The official copy of the minutes should be entered in the Minutes Book and kept by the secretary. These are the property of the organization, not the secretary. If the organization has a headquarters office, the official copy of the minutes should be kept there.

COPIES

If the members receive a copy of the minutes it is not necessary for them to receive all the attachments. When they do not receive the attachments, the minutes should include a brief summary of the attachments.

PROCEDURE IN SMALL BOARD/COMMITTEE – no more than about 12 members present (*Robert's Rules of Order Newly Revised*, 12th Edition, pages 464-465). The rules governing such meetings are different from the rules that apply to other assemblies, in the following respects:

- It's not necessary to rise in order to make a motion or when seeking recognition by the chair, raising the hand is adequate.
- Motions do not need to be seconded.
- There is no limit on the number of times a person may speak to a debatable motion, except Appeals follow the regular rules.
- Informal discussion of a subject is permitted while no motion is pending.
- “When a proposal is perfectly clear to all present, a vote can be taken without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions must be approved by vote under the same rules as in larger meetings, except that a vote can be taken initially by a show of hands, which is often a better method in small meetings”.
- The presiding officer may stay seated while putting a motion to a vote.
- The presiding officer, if a member, does not have to leave the chair when making a motion or when participating in debate, and can vote on all questions.

BASIC CHARACTERISTICS OF MOTIONS ©

From: *The Complete Idiot's Guide to Robert's Rules*

The Guerrilla's Guide to Robert's Rules

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MOTION	PURPOSE	INTERRUPT SPEAKER?	SECOND NEEDED?	DEBATABLE?	AMENDABLE?	VOTE NEEDED
1. <i>Fix the Time to Which to Adjourn</i>	Sets the time for a continued meeting	No	Yes	No ¹	Yes	Majority
2. <i>Adjourn</i>	Closes the meeting	No	Yes	No	No	Majority
3. <i>Recess</i>	Establishes a brief break	No	Yes	No ²	Yes	Majority
4. <i>Raise a Question of Privilege</i>	Asks an urgent question regarding rights	Yes	No	No	No	Ruled by chair
5. <i>Call for Orders of the Day</i>	Requires that the meeting follow the agenda	Yes	No	No	No	One member
6. <i>Lay on the Table</i>	Puts the motion aside for later consideration	No	Yes	No	No	Majority
7. <i>Previous Question</i>	Ends debate and moves directly to the vote	No	Yes	No	No	Two-thirds
8. <i>Limit or Extend Limits of Debate</i>	Changes the debate limits	No	Yes	No	Yes	Two-thirds
9. <i>Postpone to a Certain Time</i>	Puts off the motion to a specific time	No	Yes	Yes	Yes	Majority ³
10. <i>Commit or Refer</i>	Refers the motion to a committee	No	Yes	Yes	Yes	Majority
11. <i>Amend an amendment (Secondary Amendment)</i>	Proposes a change to an amendment	No	Yes	Yes ⁴	No	Majority
12. <i>Amend a motion or resolution (Primary Amendment)</i>	Proposes a change to a main motion	No	Yes	Yes ⁴	Yes	Majority
13. <i>Postpone Indefinitely</i>	Kills the motion	No	Yes	Yes	No	Majority
14. <i>MAIN MOTION</i>	Brings business before the assembly	No	Yes	Yes	Yes	Majority

1 Is debatable if the motion is made while no question is pending

2 Unless no question is pending

3 Majority, unless it makes the question a special order

4 If the motion it is being applied to is debatable

Note: Motions above are in the Order of Precedence of Motions.

Based on Robert's Rules of Order Newly Revised, 12th Edition

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MOTION	PURPOSE	INTERRUPT SPEAKER?	SECOND NEEDED?	DEBATABLE?	AMENDABLE?	VOTE NEEDED
<i>Point of Order</i>	Requests that the rules be followed	Yes	No	No	No	Ruled by chair
<i>Appeal from the Decision of the Chair</i>	Challenges a ruling of the chair	Yes	Yes	Depends ⁴	No	Majority ⁵
<i>Suspend the Rules</i>	Allows the group to violate the rules (not bylaws)	No	Yes	No	No	Two-thirds
<i>Objection to Consideration</i>	Keeps the motion from being considered	Yes ⁶	No	No	No	Two-thirds ⁷
<i>Division of the Question</i>	Separates consideration of the motion	No	Yes	No	Yes	Majority
<i>Division of the Assembly</i>	Requires a standing vote	Yes	No	No	No	One member
<i>Parliamentary Inquiry or Request for Information</i>	Allows a member to ask a question about the business at hand	Yes	No	No	No	Responded to by chair
<i>Withdraw a Motion (after stated by the chair)</i>	Removes a motion from consideration	Yes	Depends ⁸	No	No	Majority
<i>Take from the Table</i>	Resumes consideration of a motion that was laid on the table	No	Yes	No	No	Majority
<i>Reconsider</i>	Considers a motion again	Yes ⁹	Yes	Depends ¹⁰	No	Majority
<i>Rescind or Amend Something Previously Adopted</i>	Repeals a previously adopted motion or amends it after it has been adopted	No	Yes	Yes	Yes	Depends ¹¹

4 If the motion it is being applied to is debatable

5 Majority in negative required to reverse chair's decision

6 Yes, until debate has begun or a subsidiary motion other than Lay on the Table has been stated by the chair

7 Two-thirds against consideration sustains objection

8 Yes, if motion is made by the person requesting permission; no, if made by another member

9 When another member has been assigned the floor, but not after he or she has begun to speak

10 Only if the motion to be reconsidered is debatable

11 Requires a) a majority with notice, b) two-thirds, OR c) majority of entire membership