

Using Robert's Rules of Order to Conduct Board Meetings in an Orderly Manner

Based on Democratic Principles and Majority Rules

The Code of Ethics to Follow in Conducting Business Group Meetings



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Why Can't We Just Run Meetings However We Want to? Who Cares If We follow A Disciplined Process Like Parliamentary Procedures?

- How many times have you attended a meeting that ran on and on and didn't accomplish anything?
- The meeting jumps from one topic to another without deciding on anything.
- Group members disrupt the meeting with their own personal agendas.
- Arguments erupt
- A few people make all the decisions and ignore everyone else's
- Everyone leaves the meeting frustrated.
- Sound familiar?

TYPES OF MEETINGS

- Regular Meetings
No notice required for fixed or regular meetings
Any business can be transacted that does not require special notice
- Special Meetings
Notice Required as set out in the bylaws
Purpose need not be given in the notice (but may be given)
Notice may be waived, written or by attendance
- Annual board Meeting
No notice Required
Held immediately following adjournment of annual shareholders' meeting

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Robert's Rules of Order

GENERAL GUIDELINES
(Not Legal Requirements; May Conflict with Bylaw Provisions)

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Robert's Rules of Order

Motions

Only way a board can legitimately act is by approving a “motion”

A motion is a formal statement of a proposal or question to a board for consideration or action

Any board member has the right to present a motion (although it may be ruled out of order or rejected)

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OBTAINING THE FLOOR

- As soon as a motion has been stated to the Board by the Chair, the person making the motion has a right to discuss it, but only after being recognized
- Usually, the first person who raises his or her hand is entitled to be recognized

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CHAIR RULES FOR WHO TO RECOGNIZE

- The person who proposed the motion should be allowed to speak first to explain the motion and usually should be allowed to speak last
- A board member who has not spoken has prior claim over one who has already spoken to the motion
- If known, the Chair should alternate between those who support and those who oppose the motion

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SPEAKING MORE THAN ONCE

- No person should be permitted to monopolize the discussion
- But someone who has previously spoken on a motion may be recognized again if everyone else has had the chance to speak

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RELEVANCY OF DISCUSSION

- All discussion must be relevant to the motion pending
- Any discussion that departs from the subject is out of order
- If a speaker is out of order, the Chair should interrupt the speaker and request the speaker to limit his or her remarks to the pending motion

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DECORUM IN DISCUSSION

- If the Chair fails to limit a speaker who is out of order, any board member may rise to a point of order and call the Chair's attention to the speaker's digression
- A board member should never speak directly to another member
- All speech should be directed to the Chair

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CONDUCT DURING DISCUSSION

- Discussion must always be impersonal
- All discussion should be directed to the Chair and never to any individual
- While a motion may be attacked vigorously, the motives, character, or personality of another member should never be questioned, even indirectly or by innuendo

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CONDUCT DURING DISCUSSION

- The Chair should instantly stop any such personal attacks or discourteous words or manner
- If the Chair fails to interrupt a board member who engages in such conduct, any member may rise to a point of order and call the Chair's attention to the transgression
- Meetings must always discuss motions, not people

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WHAT IS PARLIAMENTARY PROCEDURE

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WHAT IS PARLIAMENTARY PROCEDURE

A Practical vs. a Legal Approach

- Based on Robert's Rules of Order
- A way to conduct an orderly meeting
- Makes meetings more effective and efficient
- The rules of parliamentary procedure are guidelines, not hard and fast laws
- Pick and choose what best fits your meeting and situation at hand

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PRINCIPLES OF PARLIAMENTARY PROCEDURE

- Only one issue can be discussed at a time
- All meeting members/participants have equal and basic rights - the right to vote, the right to be heard, and the right to oppose
- The rights of the minority must be protected
- No member/participant can speak until recognized by the president/chairperson

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PRINCIPLES OF PARLIAMENTARY PROCEDURE?

- Every member can speak to the issue on the floor; however, no one can speak a second time as long as another wants to speak for the first time
- A majority vote decides an issue. A majority is one more vote than half the votes cast
- The president/chairperson is strictly impartial

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CHARACTERISTICS OF AN IDEAL PRESIDING PRESIDENT/CHAIRPERSON

- Self-confidence
- Ability to learn Parliamentary Procedure
- Well developed voice
- Fair and impartial judgment
- Skill in leading people
- Completely familiar with all of the business to be dealt with
- Has absolute control over a meeting

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DOES THE PRESIDENT/CHAIRPERSON ENTER INTO DEBATE/DISCUSSION OR VOTE?

The president/chairperson typically does not participate in the debate/discussion of a motion nor vote on its passage.

However, there are some instances when it is proper, and even desirable, for the president/chairperson to participate in debate/discussion and vote.

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EXAMPLES OF WHEN IT IS PROPER FOR THE PRESIDENT/CHAIRPERSON TO ENTER INTO DEBATE/DISCUSSION OR VOTE?

- The president/chairperson should vote if his or her vote will decide the outcome by either breaking or creating a tie vote
- The president/chairperson can vote if the vote is by ballot
- The chairperson of the board/committees has the same privileges as any other member to make motions, discuss issues, and vote
- To avoid bias, the chair should turn over the chairperson role to the vice chairperson or to some other board member before making motions or discussing the merits of a question before the group

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VOTING PRACTICES FOR THOSE ELIGIBLE TO VOTE

- Quorum
 - 1/2 of members in a meeting plus 1
 - Minimum number of members that must be present at a meeting for legal business to be transacted per by-laws
- Majority
 - 1/2 of members present at any meeting plus 1
 - Minimum number of members that must vote for a motion to pass
- Abstention Votes – Do They Count?

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Important Information (cont'd)

- Presiding Officer/Chairperson referred to as:
 - Mr./Madam President
 - Mr./Madam Chairperson
- Everyone gets the chance to voice their opinion
- Everyone gets the chance to vote
 - Must take yes and no votes
- Only one topic at a time can be discussed
- Who ever makes a motion has the right to discuss it first

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THE STEPS OF MAKING A MOTION

- Member addresses the president/chairperson
- Recognition by the president/chairperson
- Presentation of the motion
- Seconding of the Motion
- Statement of the question by the chairperson
- Debate/discussion
- Call for the vote
- Announcements of the results of the vote

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PRESENTING A MOTION

- Address the President/Chairperson
 - “Mr./Madam President/Chairperson”
- Get recognition from President/Chairperson
 - “Sally” or “Mr. Reporter”
- Make the motion
 - “ I MOVE that” This is the ONLY correct terminology!
 - A brief explanation for why you are making the motion is okay.
 - Ex. Since we need money, I MOVE that we obtain a loan.

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Presenting a Motion (cont'd)

- Get a second
 - “Mr. President/Chairperson, I second the motion.”
 - Do not need to rise or obtain recognition
- Statement of the question
 - Done by President/Chairperson
 - “It is moved and seconded that...”
 - It is proper for the President/Chairperson to then state whether the motion is debatable/discussable, amendable, and the vote required. **SEE TABLE OF COMMON MOTIONS HANDOUT**
 - If the question is NOT debatable/discussable the President will then say “This question is not open for discussion” OR IF IT IS “Are there any remarks?”

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MAIN MOTION

- Purpose: to present an item of business for consideration and action by the board
- Second is required
- It is debatable and amendable
- A majority vote is necessary

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TABLE THE MOTION

- Purpose: Is to temporarily delay action on an item of business.
- All amendments and other motions belonging to that item of business are also tabled.
- Requires a second
- Un-debatable and Un-amendable
- Majority vote

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PREVIOUS QUESTION

- Purpose: Is to terminate discussion on a motion or motions before the group and to secure an immediate vote.
- If called for without qualifications(including previous questions), only the immediately pending question is effected.
- Second required
- Un-debatable and Un-amendable
- Two-thirds vote

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REFER TO A COMMITTEE

- Purpose: Is to place a question temporarily in a committee.
- This may be done to:
 - Secure more detailed information
 - Secure a recommendation from a smaller group
 - Ensure privacy when dealing with a delicate matter
 - Allow a more informal discussion of an item of business
 - Give a committee power to act

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Refer to Committee (cont'd)

- Can refer to a standing committee or special committee
- Second required
- Debatable and amendable
- Majority vote

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AMEND

- Purpose: Is to modify the motion that is under consideration
- 2 kinds:
 - First Rank- an amendment applying to an original motion
 - Second Rank- an amendment to an amendment
- Must pertain to the motion to which it refers
- Made by striking out, inserting, or striking out & inserting words.
- Second required
- Majority vote

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POINT OF ORDER

- Purpose: Is to enforce the rules by calling attention to a violation of the rules or a mistake in procedure
- President/Chairperson is duty bound to enforce the correct rules of procedure and should call members out of order when they are in error

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Point of Order (cont'd)

- No second required
- Un-debatable and Un-amendable
- Recognition not necessary
- No vote required
- May interrupt a speaker

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ADJOURN

- To terminate (close) the meeting
- Second required
- Un-debatable and Un-amendable
- Majority vote
- Adjourn closes the business session of the meeting.

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INCORRECT PHRASES

“So Moved”

All members have a right to know exactly what is being moved. The chairperson must state the exact motion to avoid confusion. “So moved” doesn’t mean anything.

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INCORRECT PHRASES

“Question” or I call for the question”

This is not a motion as stated. It is the chairperson’s responsibility to know when debate/discussion is over and to conduct a vote. A vote should not be taken if a member still seeks the floor.

Members should not normally make a motion to stop the debate/discussion, but if they do, they should seek the floor and say “I move to close debate/discussion.”

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Order of Business – The Meeting’s Agenda

- Chair calls meeting to order – on time!
- Invocation - Optional
- Roll Call – Take Attendance
- Recognize Visitors
- Adoption of Agenda
- Approve Minutes of the Last Meeting
- Previous Meeting board & Management Action Item Status
- Reports of Officers

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Meeting Agenda (cont'd)

- Reports of Committees
- Hear Committee Reports
- Unfinished Business (list of items)
- New Business (list of items)
- Strategic Plan Status
- Board & Management Action Items From Mtg.
- Board Concerns
- Announcements (list of items)
- Adjourn the Meeting

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The Executive & Closed Session

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EXECUTIVE & CLOSED SESSION MEAN THE SAME THING

- An executive or closed session is the portion of a meeting at which sensitive or confidential matters are discussed and acted upon
- Others may attend, but only by invitation of the Board

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THE EXECUTIVE & CLOSED SESSION IS PART OF THE REGULAR BOARD MEETING

- The Rules of Parliamentary Procedure should be observed and enforced
- If there is no motion pending, there should be no discussion in executive or closed sessions
- If a motion is pending, the discussion should be confined to what is pertinent to the motion

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MINUTES OF BOARD & EXECUTIVE SESSIONS

- ANCs are required to make minutes available to shareholders (they essentially are shareholder communications).
- Minutes should be taken.
- Focus only on action taken.
- If the action is itself sensitive or confidential, that portion of the minutes should be clearly marked and recorded in a separate document.

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QUESTIONS

IADE | Institute for ANC
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