Conducting a Board Meeting: Planning and Doing

Standard Order of Business* or Agenda

Reading and Approval of Minutes
Reports of Officers, Boards, and Standing Committees
Reports of Special Committees
Special Orders
Unfinished Business and General Orders
New Business

Process of Decision-making of the Assembly

How business is introduced: making a motion, seconding, and chair stating the question
How business is decided: debating, chair putting the question, assembly voting

Q & A

League of Women Voters of Virginia, Fall Workshops, Fredericksburg, September 14, 2019

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* Mnemonic: MRS. SUN
Standard Order of Business or Agenda
Preparation: Logistics and notice, work to be accomplished in the time determined
Size of assembly, large or small, formal or informal
Governing law, national and state provisions, bylaws, special rules of order, and parliamentary authority
Basic focus on the ordinary society (greater than a dozen); special section for boards and committees

Standard Order of Business: template for types of business at any meeting subject to RONR
Enhanced by custom, practice, and protocol
Reading and Approval of Minutes
  Reports of Officers, Boards, and Standing Committees
  Reports of Special Committees
  Special Orders
  Unfinished Business and General Orders
  New Business

Agenda: An agenda can be adopted by the assembly, including timed segments.
  Standard practice for Conventions to set business items and program within a timetable.
  Adoption requires a majority vote.
  An agenda or convention program is often adopted by unanimous consent
  To change the agenda, however, requires a 2/3 vote (to change something previously adopted).

Opening Ceremonies: Based on the group, religious, patriotic, and customary rituals may be included.
If given, the invocation, the National Anthem, and the Pledge of Allegiance to the Flag of the United States are arranged in that order. Inspirational messages follow patriotic exercises.
Roll Call: If customary, the Chair states, “The Secretary will call the roll of members.”

Minutes: the record of what was done, not what was said, official after approved by the assembly
Chair: “Are there any corrections to the Minutes?” (Pause) “If there are none, the minutes are approved as read/written.” Or, “The Secretary will make the corrections. If there are no further corrections, the minutes are approved as corrected.”

Reports of Officers, Boards, Standing and Special Committees: Called only if they have reports to make.
Order follows listings in bylaws; chronologic order for special committees.
Treasurer’s Report is filed for financial review or audit, not adopted. Audit is adopted annually.
If reports contain recommendations, motions can be handled at conclusion of report.

Special Orders: Called only if valid. Example, bylaws require election of nominating committee.

Unfinished Business and General Orders: Called only if valid.

New Business: First, the business set forth in prepared Order of Business or Agenda; then call for any new business, and potentially any further new business.

Announcements: Chair makes announcement, invites other announcements.
Program: Introduction of program or program chair.
Adjournment: Is there any further business? (Pause) Since there is no further business, the meeting is adjourned.
MORE ON MINUTES
Content of opening paragraph: kind of meeting, name of assembly, date and time, place if not always the same, fact that chair and secretary were present or name of substitute, whether the minutes of the previous meeting were read and approved or approved as corrected.
Body of minutes: separate paragraphs for each subject matter, showing main motions and disposition.
All notices of motions.
All points of order and appeals, whether sustained or lost, together with the reasons given by the chair for the ruling.
The last paragraph states the hour of adjournment.
Additional points:
Include the name of the maker of a main motion.
When a counted vote is ordered or the vote is by ballot, enter the number of votes on each side. And when a roll call vote is ordered, the names are entered.
The name and subject of a guest speaker can be given but not a summary of remarks.
A declaration naming an offending member as part of a disciplinary procedure and any directives of chair to the secretary for the record.
Signature of Secretary (without the older closing practice of “Respectfully submitted”)

MORE ON REPORTS
Subsidiary Motion: Commit or Refer

What the Member says:
I move to refer the motion to a committee of three to be appointed by the chair. (Unqualified)
Or
I move to refer the main motion to a committee consisting of A, B, C, and D, with instructions to interview each department supervisor and report at the June meeting. (Qualified)

Types of Committees:
Standing—named in the bylaws, serve for the term, handle business within portfolio and
Special—as needed for specific topic, serve until work completed.

Three general tasks:
Investigation (all factions represented, neutral chair);
Action (members who support proposal); and
Editing (clearinghouse for motions to be considered at a convention).

Rules of Committee (not a true assembly):
After a committee takes up a motion (and any attachments), the committee’s task is to search, find the best answer, and report to the assembly. Wide latitude without interference from the appointing authority.

Informal process:
May raise hand for recognition, may remain seated when speaking.
Discussion occurs when no motion is pending.

Chair may take active part; often prepares the memorandum of business (not minutes).

Motions do not require a second.

No limit to the number of times a member may speak to a motion or subject. Motions to limit debate are out of order.

When consensus is clear, decisions may be made without either a formal motion or vote.

A committee may appoint subcommittees which report to the committee. Subcommittee members are from the committee unless otherwise provided.

Relaxed committee rules may apply to small boards, a number typically less than twelve.

Rights of ex officio member of committee, e.g., President: floor privileges, full rights granted to any member of the committee, but none of the responsibilities.

Committee report:
Background information, such as the charge of the committee, how it carried out its charge, and the possible solutions it considered;
Recommendations, the proposal for action. The assembly may discuss the report but may not amend it. The recommendations, however, may be discussed and amended by the assembly.

After the committee reports, the chair says, “You have heard the report of the committee. Are there any questions? (Pause) There being no questions, that completes the report of the committee.” No action is required. The Secretary dates and initials a copy and files the report with the records.
   A motion to receive? Meaningless.
   A motion to accept? More dangerous because the proper interpretation would be endorsement.
   A motion to adopt? Possibly unintended, likely confusing result.

If the committee recommends an action, the matter become a main motion.
Chair may assume the motion. Committee may introduce the motion. If a motion arises from the report of an officer, a member of the assembly may introduce the motion.

If the committee is the Resolutions Committee of a Convention, the duty of the committee may be to screen and edit for presentation to the Convention and recommending a vote for or against adoption. Chair states the resolution in the affirmative: that the Resolution is before the Convention and that the Committee recommends a vote against the Resolution. Debate occurs: Pro speaks in favor of the substance of the proposed resolution; Con speaks against. The Chair puts the question for those in favor of the resolution or against it, not those in favor or against the Resolutions Committee’s recommendation.

What if the committee members do not agree? Majority vote, unless otherwise specified. No right exists for a minority report. In practice, the minority is generally granted the privilege to report. If a member objects, the chair puts the question to consider the minority report to a vote of the assembly. A motion to substitute the minority report would be treated as any motion to substitute. The first vote decides which report will the convention consider for adoption.
HOW TO HANDLE A MOTION
How a Main Motion brings business before the assembly, only one main motion for action at a time.

A member seeks recognition: Madam President.
Chair recognizes member: Ms. Smith or Member from Fredericksburg, or in a small group, a “nod.”
1. Member makes a motion: I move that . . . or I move to . . .
2. Second
3. Chair states the question.

How the assembly considers a motion.
4. Debate
5. Chair puts the question. The question is on the adoption of the motion that . . . All those in favor, say AYE. (Pause) Those opposed, say NO.
6. Chair announces the result of the vote.
   a. which side “has it”
   b. declaring that the motion is adopted or lost
   c. reporting the effect of the vote, if needed or appropriate
Chair states that the next item of business is . . . or calls for new business, as appropriate.

MORE ON DEBATE
Speech limits: extend or limit
Preference in recognition
Germane remarks only
Issues, not personalities; formalities
Close debate: motion for the previous question

MORE ON VOTING
Majority vote: more than half of the votes cast by persons legally entitled to vote, excluding blanks and abstentions, at a regular or properly called meeting at which a quorum is present. (Round up fractions.)
Two-thirds vote: at least two-thirds of the votes cast. (Total vote cast; multiply by 2; divide by 3 = 2/3)
Plurality: the largest number of votes given to a candidate or proposition when there are three or more choices
Unanimous or general consent: short cut to adoption of action provided there is no objection
Member’s right to vote: Unless a member’s right to vote has been suspended as the result of a formal disciplinary process, a member may vote (even if dues are not currently paid unless bylaws specify otherwise). Member decides own ethical question of direct personal or pecuniary interest that would require abstention. Likewise, a member is not required to vote and may abstain.
Chair’s vote: Chair maintains impartial and therefore does not participate in debate or vote (unless by ballot or roll call or if chair’s vote would change the result). The chair may vote to make or break a tie.
Teller’s Report: Number of votes cast Necessary for election
   Number of votes cast Necessary for adoption (Majority)
   Name of Candidate #1 Votes for motion
   Name of Candidate #2 Votes against
Announcement of result: Chair reads aloud the Teller’s Report (which is entered in the Minutes) and announces the result.