

Training & Executive Coaching on:

- *Making Meetings Work Better*
- *Demystifying the Rules of Order*
- *Building Better Decision Making Teams*

Published Books:

- *“101 Boardroom Problems & How to Solve Them”*
- *“The Guide to Better Meetings – NPO Directors”*
- *“Mina’s Guide to Minute Taking”*

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“Meetings, Rules & Effective Decision-Making”

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1. Goals of Shared Decision-Making

The overall goals of shared decision-making are to achieve **quality decisions**, to achieve them **together**, and to do so **at a comfortable pace** (not too fast, nor too slow).

Substantively, a collective decision should be:

- Knowledge-based.
- Proactive (advancing the organization’s mission, vision and strategic plan).
- Balanced, fair and objective (balancing legitimate needs and interests).
- Realistic and affordable.
- Legal and enforceable.
- Smart and creative.

Process-wise, a decision-making process should be:

- Measured and gradual: Sufficient time is allocated to scrutinizing proposals.
- Efficient: The decision is reached within a reasonable amount of time.
- Inclusive and transparent: Members are engaged in the process as active partners. The community is kept informed (early, and not just after the fact), and – where required or prudent, is invited to comment or help shape the decision in some way. Inclusiveness tends to improve the quality of a decision, boost support for it, and reduce opposition to it.

Boardroom Problems

A Boardroom problem is a personal behavior or systemic condition that may diminish a group’s ability to achieve excellence in decision making. Examples:

1. No preparation for meetings.
2. A rush at the latter part of a meeting.
3. Short tempers (overt or passive).
4. Last minute agenda items.
5. A member blurts out a motion “on the fly.”
6. Members commit their votes before a meeting (pre-meeting promises).
7. Members send text messages or post entries on social media during meetings.
8. Late starts, late arrivals, and early departures.

Fundamental Discussion Guidelines

Order (one person speaks at a time; Chair or designated person keeps the speakers’ lineup)

Focus (focusing on the group’s core mandate; staying on topic; establishing outcomes)

Efficiency (on a per topic basis and on a per person basis)

Equality (ensuring equal opportunities to speak and share insights)

Decorum (focusing on issues, not personalities; no speculation of motivations of individuals)

Safe environment (making it possible to share unpopular but necessary points without fear)

2. Foundation for Effective Decision-Making

Boardroom problems are usually attributable to systemic deficiencies. For decision-making structures to function well, these foundational components should be in place:

1. An organizational “compass:” A clear and compelling sense of purpose, shared and fully supported by members of the Council/Board, Management and Staff, and the community. All decisions are guided by a collectively established mission, vision and strategic plan. There is a full commitment to this collective direction at all levels.
2. A positive and principle-based culture, embraced by the Council/Board, Management and the Community. This culture appreciates, demands and recognizes:
 - a. A commitment to excellence in decision-making (mission based)
 - b. Balancing short v long term, personal v collective, tangible v intangible values
 - c. Inquiry and appetite for learning; celebrating diversity of views
 - d. A sense of shared ownership and accountability (critics become creators)
 - e. Trust is balanced by healthy questioning (trust is earned, not taken for granted)
 - f. Honesty, integrity, and a commitment to core principles
 - g. Transparency and access to information
 - h. Awareness and intolerance of dysfunctions
3. Council/Board members: Effective partners in decision-making (achieved via informed selection processes, full orientation, on-going education, monitoring and feedback).
4. Group Leader (Chair and backup): facilitator of shared decision-making, brings the best in everyone, mentor, coach, service-oriented.
5. Well established rules of interactions (personal code of conduct, conflict of interest and confidentiality guidelines, protocol and rules of conduct for meetings).
6. Logical governance structure; a workable Council/Board size and logical composition; a clear allocation of duties among the Council/Board, Management and Committees.
7. A firm commitment to knowledge-based decision-making, with input from:
 - a. The Governance Zone (elected members)
 - b. The Professional Zone (Management and External Advisors)
 - c. The Community Zone (Citizens and Stakeholder Groups)
8. Regular communications, formal evaluations, and exchanges of feedback at all levels. Timely detection of problems (at their inception) and effective interventions to address them. Feedback is valued and seen as essential to the functioning of the organization.

3. Decision-Making Parameters

3.1. Duty to Accept Collective Decisions

Group decisions are often reached by consensus, after all relevant issues, facts and views are considered. Everyone should be committed to sharing relevant perspectives before a vote is taken. Members should also listen with an open mind and seek to fully understand a problem before committing to a solution, especially with complex issues.

When achieving unanimity is not possible, a formal vote may be needed to make a decision. In such instances, there will be “a winning side” (a majority) and “a losing side” (a minority). It should be clear that, once a decision is made, it is no longer a majority decision. It is a collective decision, and the minority is duty bound to accept it as a legitimate collective decision and move on. If there is a need to revisit the decision later, individuals should do this within established processes.

3.2. Balancing Constituency and Organizational Interests

Members who are supported by or represent a constituency must remember that their primary duty is to serve the organization as a whole, and to place its interests ahead of any other interests. Although they may share knowledge, insights and ideas from constituencies, they must also listen and learn from other views, and then vote with the full organization in mind.

3.3. Conflict of Interest Guidelines

Conflict of Interest (COI) guidelines are intended to protect the integrity of the decision making process. They exclude from discussions individuals whose ability to act objectively for the community as a whole may be impaired by personal interest.

A decision maker who believes she or he has a personal COI should proceed as follows

- Declare the COI publicly in a timely manner.
- Leave the meeting after making the declaration and before discussion on the issue commences, to avoid any possibility of influencing the votes of other members on the issue.
- Avoid influencing the decision in any way (at the meeting or outside the meeting).
- The minutes should capture the COI declaration and the fact that the member was absent while the issue was discussed.

A member who is perceived to have a COI on a given issue should not react defensively to this feedback, but should listen with an open mind and act in the best interests of the organization. If in doubt, it may be prudent to obtain legal advice on whether a COI exists.

3.4. Committees

Committees are usually accountable to the governing body, and should operate under terms of reference that are set by the governing body. Committees should help focus the governing body’s deliberations via well-considered **decision making options**. Questions to consider:

- Is there a clearly defined committee mandate? Is it substantial and compelling?
- Is the committee only advisory? Does it have decision-making/spending powers?
- Does the committee consist of the most suitable persons? Volunteers? Staff?
- Does the committee have the knowledge to provide informed recommendations?
- How should the committee chair be chosen?
- What can be done so committees do not exceed mandates nor do staff work?
- Is it clearly established when a committee’s mandate will come to an end?

4. Confidentiality Guidelines

In general there should be transparency and public access to most documents, especially in a public body. However, there are times when it is necessary to place risk management ahead of transparency and discuss sensitive issues in a closed meeting.

Some decision-making bodies keep too much information confidential and conduct too much business behind closed doors. Such practices are bound to erode public trust and confidence in the decision-making process. They may even lead to some decisions being challenged, on the ground that they were made behind closed doors without a legitimate reason for it.

In a broad sense, confidentiality is intended to achieve one of two purposes (or both):

- Protect the organization, its operations, economic interests, and delivery of its mandate from harm that could result from the release of certain information.
- Protect individuals or third parties when the release of certain information would lead to an unreasonable invasion of their personal privacy.

There are certain areas that are often deemed to justify keeping issues confidential, e.g.:

- The security of the property of the organization.
- The disclosure of intimate, personal or financial details in respect to a person.
- The acquisition or disposition of property.
- Decisions with respect to negotiations with employees.
- Litigation affecting the organization.
- Other issues, as defined by the applicable legislation, bylaws and policies.

Minutes of closed (in-camera) meetings should only include the topics covered and the decisions made and should not capture the debate. Such minutes should be approved in a subsequent closed meeting and should be kept confidential.

At a future time, there may no longer be a need to keep certain information confidential (e.g.: a contract was signed or a hiring process was concluded), in which case the Council/Board can decide to make the outcomes public.

Council/Board members must keep confidentiality and avoid divulging what was done or said in a closed meeting. Leaks from closed meetings can erode trust and stifle discussions in subsequent closed meetings (people will hesitate to speak for fear of being quoted publicly). Leaks are also bound to place the organization’s interests or the privacy of individuals or third parties at risk.

A Council/Board member who believes an item was mistakenly placed on a closed meeting agenda should raise this point during the closed meeting. The group will then decide whether to keep the item on the closed meeting agenda. Similarly, if – in the midst of an open meeting - members realize that an item that requires confidentiality was mistakenly placed on its agenda, they should take the steps to transfer the item to the agenda of the next closed meeting.

5. Evaluating a Decision-Making Team

Ineffective Council/Board (0 means “as bad as it can get”)	Effective Council/Board (score up to 10 points for each row)	Score
Bogged down in small details.	Maintains broad focus and perspective. Operates ‘from the balcony’ and not ‘the ground floor.’	
Fragmented, driven by narrow interests and dominated by “personal agendas.”	Cohesive and driven by the interests of the organization as a whole.	
Powerless, reactive, crisis driven.	Proactive and empowered. Creates a clear vision of the future and is busy making it a reality: ‘Heads in the sky, but feet firmly on the ground.’	
Win-lose culture: ‘You against me’; Decisions are often forced by narrow majorities.	Win-win culture: ‘ <i>You and me against the problem.</i> ’ Decisions are broadly supported and are usually reached by much more than narrow majorities.	
Members advocate their own positions and don’t listen to others.	Members listen with a genuine desire to learn from others: ‘ <i>We were given two ears and one mouth, and we should use them in that proportion.</i> ’	
Slow pace, monotony, boredom. Routine, predictable and menial work.	Dynamic and engaging pace. Exciting progress made. Freshness maintained; Excellence and high quality work.	
Low commitment levels. Members often have plenty of reasons, excuses and apologies for not keeping promises or missing meetings.	High commitment levels. Members keep their promises and deliver quality work. Reasons and excuses are replaced by results .	
Embracing the status quo and resisting change. The critics (naysayers) outnumber the creators (proponents).	Being prepared to question the status quo and examine new ideas with an open mind. Critics and creators work together to deliver quality decisions.	
A sense of duty and obligation. Members are there because they ‘have to’ be there.	A genuine enthusiasm and commitment for the job. Members are there because they truly ‘want to’ be there.	
Members dread meetings and see them as ‘suffering and pain’.	Meetings are varied and engaging and are rarely missed. ‘Suffering is optional.’	
GRAND TOTAL	Add up the numbers on the right hand column. Minimum = 0. Maximum = 100.	

0 to 50: Dysfunctional
 51 to 70: Functional
 71 to 90: Effective
 91 to 100: Excellent

6. Self-Assessment for Members

The affirmations below can be used after every meeting for members to assess themselves:

1. I attend meetings regularly, arrive on time and stay for the full duration, in body and spirit.
2. I prepare fully for meetings and perform my pre-meeting duties.
3. I keep my comments clear, concise, and on topic. I avoid an emotional/personal tone.
4. I am prepared to constructively raise unpopular but needed questions, ideas or points.
5. When I observe a damaging boardroom problem, I do not hesitate to speak up and propose a needed change.
6. I make room for others to contribute and treat them as valued partners in decision-making, regardless of any annoying habits that they may be displaying, or whether I agree with them or not, or whether I like them or not. I share my feedback with them and talk TO them, instead of talking ABOUT them.
7. I listen to others with an open mind. I learn from the discussion and seek to make fully informed decisions.
8. I am guided by our mandate and mission, strategic plan, and core values.
9. I always place organizational interests ahead of personal or constituency interests. I disclose conflicts of interest in a timely manner.
10. Post-meeting ethics: I accept majority decisions as collective decisions, and keep the proceedings of closed meetings confidential.

7. Evaluating a Chairperson

	Ineffective Chair 0 means <i>as bad as it gets</i>	Effective Chair 10 means <i>as good as it gets</i>	Score
1	Enjoys the job for the power/benefits and the visibility with the media and the public. Refuses to share the spotlight with others.	Enjoys the job for the opportunity to serve the community and make a difference.	
2	Is prone to make unilateral decisions. Biases debates in favor of certain outcomes. Uses threats and bullying.	Leads the Board in making collective decisions. Engages all members as equal partners in the process.	
3	Possessive of the spotlight, thereby making the organization dependent on him or her. Makes no room for others to succeed.	Shares the spotlight with others. Is a mentor and builds other leaders, thereby ensuring succession and continuity. Empowers others to excel. Recognizes achievements regularly.	
4	Timid and hesitant to intervene. Afraid of confrontation. Tries hard to please and doesn't know how to say no. Does not respond well to criticism or anger.	Intervenes proactively to reduce problems. Addresses issues in a timely manner with a principle-based approach. Is capable of saying no, gently but firmly.	
5	Impatient and short tempered. Treats criticism/disagreements as personal attacks. Is condescending and disrespectful towards those who dare contradict him or her.	Patient, calm, reassuring, approachable, respectful, and supportive. Maintains freshness and a light touch. Is used to leaving his or her ego behind.	
6	Narrow-sighted, reactive and crisis driven.	Maintains a broad view of issues. Anchored in the organization's mission. Is planned and proactive.	
7	Disorganized and unprepared for meetings.	Organized and fully prepared for meetings. A role model and an inspiration for others to follow.	
8	Oblivious and unconcerned with relationship building, both internally and externally.	Builds relationships with members, the CAO and Management, the community, external stakeholders and suppliers.	
9	Indecisive and has a poor sense of timing. Does not know when and how to end debates and facilitate decision making.	Balances the need to make progress (time management) with the need for inclusive and effective decision making.	
10	Talkative and verbose. Offers rebuttals to every comment made by others.	Communicates clearly, concisely and logically. Shares air time with others.	
	GRAND TOTAL	Add the numbers on the right hand column. Minimum = 0. Maximum = 100.	

8. Evaluating a Chief Administrative Officer (CAO)

	Category	Score 0 to 10
1	<i>Building Council/Board capacity:</i> The CAO helps the Council/Board optimize its effectiveness via a quality orientation program, and via on-going training and education.	
2	<i>Providing professional advice:</i> The CAO provides sound professional advice (with assistance from staff and external advisors) in a timely manner, helping the Council/Board make balanced, legal and sustainable decisions.	
3	<i>Providing decision-making options:</i> The CAO provides analysis and decision-making options (possibly as written motions, circulated before meetings), reflecting the Council/Board’s policies and advancing strategic priorities.	
4	<i>Entrenching roles and responsibilities:</i> The CAO respects the Council/Board’s role to govern <i>from the balcony</i> (focusing on items within its role), while managing operations <i>from the ground floor</i> . The CAO insulates staff from interference by Council/Board members.	
5	<i>Maintaining accountability:</i> The CAO reports regularly and proactively and provides full disclosure, in a manner that builds trust and assures everyone that the organization is soundly managed, policies are adhered to, and strategic goals are advanced.	
6	<i>Risk management and dispute resolution:</i> The CAO detects risks and internal disputes at an early stage and addresses them in a proactive and timely manner. Staff members who wish to draw the Council/Board’s attention to significant issues are protected by whistleblower policies.	
7	<i>Maintaining consistency, reliability, accessibility and openness:</i> The CAO is consistent, reliable and disciplined, and displays an abundance of openness and accessibility. This builds trust and makes it clear that there are no hidden problems or concealed risks.	
8	<i>Exchanging feedback:</i> The Council/Board is assured that its feedback to the CAO is welcomed and responded to, and that, conversely, it can count on the CAO’s frank and direct feedback to help it avoid irritants and achieve excellence in decision making.	
9	<i>Optimizing staff performance:</i> The CAO hires effective staff members and ensures they have the knowledge, skills and motivation to excel in serving the organization. The CAO creates a safe and harassment-free environment, where staff members know that their input is valued and appreciated and never taken defensively. As a result, staff morale and retention are high and turnover is minimal. The CAO sets an example by optimizing his or her own performance and participating in relevant continuing education activities.	
10	<i>Building and maintaining relationships with the community:</i> The CAO ensures that community members and stakeholders are treated as valued partners and greeted with courtesy and respect. This establishes satisfaction among community members and stakeholders and boosts their loyalty to the organization.	
	GRAND TOTAL (Minimum = 0. Maximum = 100)	

9. Meetings in General

9.1. A Vision of a Successful Meeting

A meeting is a gathering to discuss business and reach decisions jointly. The following ten ingredients characterize an effective meeting:

- **Clarity** of mandate, purpose, issues, and process.
- **Participation protocol and etiquette:** Only one person speaks at a time. Interruptions (verbal or non-verbal) are kept to the necessary minimum. A courteous, civilized and respectful tone is maintained. Discussions are focused on issues, not personalities.
- **Productivity and forward movement:** Discussion progresses along a pre-defined agenda, in an efficient and timely manner. For the sake of follow-up, good minutes are taken.
- **Flexibility and room for creative thinking:** Meeting structures (agendas and rules) are used in a flexible manner, to accommodate and promote creativity and open discussion rather than stifle them.
- **Quality:** Informed and in-depth discussions take place, leading to meaningful outcomes and thoughtful decisions.
- **Balance and inclusion:** All members are given an equal opportunity to participate. Dominated discussions are avoided.
- **Openness and Collaboration:** Listening takes place, and members work together towards a common goal; Members are open to changing their views based on the discussion; Debates are "personality-neutral": hard on the issues, soft on the people.
- **Shared responsibility:** Everyone (and not only the leader) takes responsibility for the success of the process; Finger pointing is minimized; Promises are kept and assigned tasks are completed.
- **Variety and a light touch:** The meeting's pace and activities are varied, to make it more engaging, interesting, and enticing to attend. A light touch is introduced when appropriate: "Take yourself lightly and your work seriously".
- **Logistical support:** Logistical details are managed proactively and professionally, to allow for an optimal use of time at the meeting.

9.2. Agenda Design

The agenda is usually drawn up by the Chair and the CAO/Corporate Officer, with input from members. When designing an agenda for a meeting, consider these factors:

- The agenda should generally follow the sequence established in Bylaws or Policies. The Bylaws/Policies may also impose deadlines for submitting documents for a meeting.
- Most agenda items should be pre-scheduled, with last minute items being the exception, and not the norm. Relevant documents should be circulated (and read) before the meeting. They should be easy to read and action-oriented (including decision-making options where needed). At the meeting, only the key points and proposed actions need to be discussed.
- Presenters of reports should receive confirmation of the time when they'll be asked to speak, how much time they will be allowed for the presentation, how much time will be available to address questions, and how they will be notified that their time is running out.
- The number of items on the agenda should be reasonable, to help ensure that each of them can receive proper attention within the available time. It may be wise to estimate how much time will be required for each major issue and allocate time accordingly. Some organizations use timed agendas, while others find the time limits unpractical to enforce.
- Council/Board members who want to present their own motions (outside the normal process of staff reports and recommendations) should do so by introducing a ***notice of motion*** at a previous meeting.
- In-camera meetings: Confidential items (usually relating to personnel matters, sensitive legal advice, contract negotiations, and items that should be kept private) should be scheduled on the agenda of a closed meeting (“in-camera” meeting).

9.3. Minutes

Minutes are a historical record of a meeting’s deliberations and decision-making processes, focusing primarily on what was done by the group (collectively) and not on what each member said or did. Verbatim minutes should be avoided, unless required for legal reasons. Alternatively, the group should have “decisions-only” minutes or “anecdotal” minutes (which capture the key points made, with minimal or no attribution of comments to individuals).

9.4. Chair's Roles During Meetings

An effective meeting chair directs the discussions in a fair and efficient manner. The chair's challenge is to create a balance whereby people are accommodated, time constraints are complied with, and issues are addressed.

An effective chair assumes the following roles:

- **Setting the tone, guidelines and direction for the meeting**, with the group's support.
- **Deciding who speaks next**, usually on a "first-come-first-served" basis; going by the person who raises the hand first, and not by the person who raises the voice first.
- **Keeping the meeting on track**: reminding "digressing" members what item is being considered; repeating the proposal under discussion from time to time.
- **Keeping the meeting on time**: establishing time limits and a time frame, in consultation with the participants; watching progress versus time frame and reminding participants of time constraints; asking "long winded" members to be brief and to the point.
- **Creating balance**: asking outspoken members to give way to quieter individuals; inviting less assertive members or experts to comment; if needed, initiating a "round table" poll.
- **Listening, watching members**: responding to what people say, but also to the manner in which they say it (vocal and facial expression).
- **Ensuring clarity and encouraging listening**: listening for ambiguities, missed points, generalizations and misunderstandings, and ensuring that people are heard and understood.
- **Re-directing**: shifting the discussions from problems and complaints to solutions.
- **Summarizing and initiating closure**: briefly repeating key points (e.g.: main areas of agreement and main areas of differences); repeating task assignments and ensuring that any missing details are filled in, e.g.: "When would you be able to report back?" Leading to a vote or informal decision on an issue; e.g.: "Am I correct in hearing that the members want to _____?".
- **Varying the pace and the facilitation method**: suggesting a break, small group discussions, etc.
- **Recognizing ideas & progress**: recognizing member contributions as well as progress made by the meeting.

9.5. Challenging Meeting Scenarios

Develop an approach and/or script for the following situations:

1. The discussion is unbalanced, with two members dominating.
2. Someone rambles for a long time and you notice someone else who is anxiously looking for "an opening" to speak.
3. A member was recognized to speak, when another one "barges in" and begins to speak without permission.
4. Two members conduct a loud and distracting side conversation.
5. The discussion becomes personal and members appear uncomfortable with the tone.
6. Three members raise their hands at about the same time, indicating they wish to speak.
Variation: A member raises his/her hand and does not put it down.
7. A participant speaks about an item that is not on the agenda (or is scheduled for later on the agenda).
8. A member says with a soft voice (or through facial expression) "I don't think it's a good idea", but this protest is drowned in the loud discussion.
9. There is a heated discussion on the wording of a document to be approved, with three distinct views on it. The discussion is going nowhere.
10. A few important decisions have just been made, but they have not been articulated clearly, and the implementation duties have not been assigned. The members appear ready to proceed to the next item on the agenda, but you want to ensure follow-up.
11. Discussion of a point is lingering on and becoming repetitive, and time is running out (or most members appear ready to move on).
12. Members are rushing to make a decision on an important issue, but you are aware that significant points have not been addressed.

10. Rules of Order

The overall purposes of rules of order (parliamentary procedure) are:

- To facilitate progress.
- To create the necessary structure for dealing with complex and controversial issues.
- To enable members to participate in decision making on an equal basis.
- To protect the rights of the majority, minority, individual, absentee, and the organization.

10.1. Hierarchy of Governing Documents

1. Applicable legislation.
2. Constitution/Bylaws/Policies.
3. A selected book on rules of order (Robert, Bourinot, etc.)

The most commonly used book on rules of order is Robert’s Rules of Order Newly Revised (**RONR**. The latest is the 11th edition).

10.2. Voting Outcomes

- Most decisions require a majority vote (more than 50% of the votes cast) to adopt.
- Abstentions are counted as stipulated in the applicable legislation and bylaws.
- A tie vote means that a motion is defeated.

10.3. Quorum

A quorum is the number of members (as stipulated with the applicable legislation or bylaws) who must be present to make valid decisions. Unless the Bylaws stipulate otherwise, a quorum must be present for the full duration of a meeting.

10.4. Points of Order (RONR section 23)

A point of order is a statement by a member that a rule of the assembly has been violated, e.g.: digressing from the agenda, exceeding a prescribed time limit, and other violations.

RONR page 250, lines 11-15:

“In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business.”

Two tests to assess the significance of a procedural violation:

1. Are anyone’s rights being infringed upon?
2. Is any harm done to the proper transaction of business?

10.5 Unanimous Consent (RONR page 54)

Unanimous Consent is an informal method of taking a vote, used for routine and non-controversial decisions, to expedite progress and save time. For example:

- *“Is there any objection to changing the agenda to consider item 7 now? (Pause)? There being no objection, we will proceed now with item 7, and then return to item 3”.*
- *“Is there any objection to extending the time for this discussion by 5 minutes? (Pause). There is no objection and the time for this discussion has been extended until 3:40 p.m.”*
- *“Is there any objection to adding ‘including taxes’? (Pause) If not, the words are added and the main motion now reads: _____. Is there any debate on the amended motion?”*
- *“Is there any further business to come before this meeting? (Pause) If not, the meeting now stands adjourned.”*

10.6. Handling Main Motions

A main motion is a proposal to take action or express a view. The 6 steps of handling it are:

Step	Language	Pertinent points
1. A member makes a motion	<i>“I move that ____” or “I move that the following resolution be adopted: Resolved, That ____”.</i>	1. Make sure the motion is concise, complete and unambiguous. 2. It is good practice to require motions to be submitted in writing.
2. Another member seconds the motion.	<i>“I second the motion” or “Second”</i>	Seconding does not mean endorsement of the motion, but only agreement that it should be discussed.
3. The Chair states the motion.	<i>“It is moved and seconded that we _____. Is there any discussion?”</i>	1. The Chair may rule a motion out of order (giving the reasons) or ask that it be submitted in writing before it is stated. 2. Ownership and control become collective . From now on withdrawing or amending the motion requires the group’s permission.
4. Debate and amendment	The motion is debated and possibly amended by the group. Debate is closed by the group collectively, and <u>not</u> one person calling “Question.”	
5. The Chair puts the motion to a vote.	<i>“There being no further debate, we will proceed to the vote. The motion is that _____. Those in favor of the motion raise one hand. Thank you. Those opposed raise one hand. Thank you.”</i>	1. Ensure clarity by repeating the motion before the vote. 2. Except when the result is close, it is not necessary to count the votes.
6. The Chair announces the outcome.	<i>“The motion is adopted” or “The motion is defeated”</i>	

Problematic Motions

A motion to receive a report

A motion to “approve in principle”

A motion to approve an initiative “subject to”

10.7. Frequently Used Secondary Motions

RONR = Robert’s Rules of Order Newly Revised, 11th edition.

The motion	The use	Pertinent points
Point of Order (RONR Sec. 23)	Point to a violation of a rule, policy, or bylaw.	The Chair makes a ruling whether the point is well taken or not well taken.
Appeal (Sec. 24)	Two members who disagree with the chair’s ruling can appeal it.	The ruling is put to a vote: “ <i>Shall the Chair’s ruling be sustained?</i> ” A majority voting against a ruling reverses it.
Postpone Indefinitely (S. 11)	A motion to decline to take a position on a pending main motion.	This motion disposes of the pending motion for this meeting without a direct vote. It should be noted that the main motion can be renewed at a subsequent meeting.
Amend (S.12)	A motion to change the wording of another motion before voting on it.	Up to one primary amendment and one secondary amendment can be considered at the same time.
Commit/Refer (Section 13)	A motion to send the pending main motion to a committee or staff	Should include instructions for the committee, e.g.: What questions will the committee address? When will the committee report?
Postpone to a certain time (S. 14)	A motion to postpone the pending main motion to a certain time.	Should specify the time to which the motion is to be postponed.
Limit or Extend Debate (Sec. 15)	A motion to limit or extend debate on a motion, e.g.: “ <i>I move to extend debate by 5 minutes</i> ”. Or: “ <i>I move to end debate at 10:30</i> ”. This motion is not debatable.	
Close Debate (or “Previous Question”) (Section 16)	A motion to close debate and vote immediately: “ <i>I move the previous question.</i> ”	When the motion is made, the Chair can check if there is general consent to closing debate. If not, the Chair takes a vote on whether debate will be closed.
Table (Section 17)	A motion to set a main motion aside temporarily to accommodate something else of immediate urgency.	Most times the motion to table is used incorrectly. The correct motions are usually to postpone to a certain time, refer, or postpone indefinitely.
Suspend the rules (Section 25)	A motion to allow the assembly to suspend a rule for a specific purpose. This motion cannot be used to suspend legislation or rules protecting basic rights.	This motion can be helpful when the rules of order are proving too restrictive and a more flexible approach is needed. For example: “ <i>I move to suspend the rules and allow more than one primary amendment at a time.</i> ”
Withdraw (Section 33)	Before debate begins, a motion may be withdrawn by the mover. Once debate begins, only the assembly – by a majority vote or general consent – can withdraw it.	
Reconsider (Section 37)	Under RONR, can be made at the same meeting by someone who voted on the prevailing side.	Check Legislation/Bylaws/Policies for other provisions.
Rescind/Amend Something Previously Adopted (Section 35)	Under RONR, can be made by any member, provided the action is not impossible to undo (partly or fully)	Check Legislation/Bylaws/Policies for other provisions.
Renewal of motions (Section 38)	Defeated motions that are still applicable can be re-introduced as new business.	Check Legislation/Bylaws/Policies for other provisions.

10.8. Common myths about Parliamentary Procedure

THE MYTH	THE TRUTH
The mover of a motion owns it forever.	The maker of a motion stops owning it once debate on it begins. From then on, the group owns it, and the mover no longer has the right to unilaterally withdraw or amend the motion.
A person must support a motion in order to second it.	Seconding indicates that the person agrees that the motion should be discussed, and not that he or she supports it.
If a motion is moved and seconded, it is automatically open for debate.	A motion is open for debate only after the Chair states it and places it before the meeting. The Chair is entitled to refuse to allow a motion on the ground that it is out of order (in violation of a rule, bylaw or law) or because it is poorly worded.
The Chair never votes, except to break a tie.	Unless the applicable Legislation or Bylaws provide otherwise, a Council/Board Chair may vote like other members (RONR permits this on `small' Boards, with no more than about a dozen members present).
The Chair never speaks in debate.	Under RONR this restriction only applies to large voting bodies (e.g.: annual general meeting). In Boards, the Chair can participate in debate, but on the same basis as others.
If a member “calls the question,” debate automatically ends. “Calling the question” may interrupt a person who is speaking and gets priority over everything else.	The decision to close debate is made by the group, collectively, and not unilaterally by the Chair or one member. If a motion to close debate is made formally, it may not interrupt a person who is speaking and its mover has no special priority in the speakers’ lineup.
The maker of a motion may close debate by speaking on a motion for a second time.	No (unless the applicable Legislation or Bylaws say otherwise).
The minutes must include everything that was said at the meeting.	Minutes are primarily a record of what was done by the group, and not what was said by each member.
A Council/Board member may insist that his or her comments be entered in the minutes.	Boards should have a policy about recording individual <u>votes</u> (e.g.: recording on request). Minute takers should follow minute taking standards, as established by Council/Board policy, and should not be subject to random demands by individual members.
Any issue that could be embarrassing or uncomfortable to discuss in public can be discussed in an “in camera” meeting.	The applicable legislation/bylaws/policies should spell out the types of issues that can or must be discussed behind closed doors.
There can be no debate until there is a motion on the floor.	The Council/Board may opt to have informal discussion (exploring the nature of a problem) before introducing a motion (a solution).

10.9. Tools for Meeting Participants

If this occurs:	You can say:
Digression	<p><i>“Point of order.”</i></p> <p><i>When recognized: “Can we please get back on topic?”</i></p>
Interruptions	<p><i>“Point of order.”</i></p> <p><i>When recognized: “Can we have one person speaking at a time?” Or</i></p> <p><i>“Can we speak by raising hands?” Or</i></p> <p><i>“Can we please hear people out without interruptions?”</i></p>
Personal attacks	<p><i>“Point of order.”</i></p> <p><i>When recognized: “We should be focusing on issues, not people.”</i></p>
Rambling	<p><i>“Can we please keep our comments brief? I’m concerned that we may run out of time for significant issues later on.”</i></p>
Repetitive debate	<p><i>“Are we ready to close debate and vote on this motion?” Or:</i></p> <p><i>“I move to close debate.” Or “I move the previous question.”</i></p>
Side conversations	<p><i>“Point of order.”</i></p> <p><i>When recognized: “Can we please have one conversation at time?”</i></p>
Unbalanced participation	<p><i>“I am wondering if we could hear from members who have not spoken.”</i></p>
Unclear motion	<p><i>“Can we please have the motion repeated?” Or</i></p> <p><i>“I move to amend the motion by _____” (You may propose to replace, add, insert or delete text.)</i></p>
You disagree with a ruling of the Chair.	<p><i>“I appeal the decision of the Chair.”</i></p> <p><i>The appeal is put to a vote: “Shall the Chair’s ruling be sustained?”</i></p> <p><i>A majority against the Chair’s ruling overrides it.</i></p>
Last minute motion	<p><i>“I move that this motion be referred to Management for input and assessment.” Or:</i></p> <p><i>“Given that it’s late, I suggest we discuss this motion informally now, and then postpone it until the next meeting.”</i></p>

11. Exercises and Scripts

A. “Board Solidarity”

1. A Board adopts a policy that its members must “speak with one voice.” Comments?
2. A Board member who voted against a motion is approached by an outsider, asking how she voted and how she feels about her Board colleagues. How should she respond?

B. Loyalties and duties (“two-hats” dilemma)

1. A Trustee on a school board says emphatically: *“I am a strong advocate for special needs children. That’s the reason I ran for office. Are you saying I should abandon them?”* How would you respond to her statement?
2. A local Council votes to direct its representative on how to vote on a controversial issue on a Regional Board. Any comments?
3. An elected member says: *“My understanding of my role is that I am to reflect the wishes of those who voted for me, so I will poll them when contentious issues come up.”* Agree?
4. You are a School Trustee, elected by one of various wards that the Board governs. The Board considers school closure, and you can see that, by any objective analysis, a school within your ward should be closed. How will you deal with the fear that, if you vote that way, citizens within your ward will accuse you of betraying them?

C. Conflict of Interest and Abuse of Power

1. An Executive Director’s position becomes vacant. A Board member applies for it. He participates actively in the debate and his vote breaks the tie and gives him the job. Is there a problem here? How would you advise the Board to solve it?
2. In response to a suggestion that he may be in a conflict of interest position, a Chair responds angrily: *“Prove it!!”* Comments?
3. The sibling of a Board member appears to be one of the best candidates for a senior staff position. How should the Board member handle this situation?
4. In a small community, a Council is considering a housing application by a Council member. Her father happens to be the Chief, so they both declare conflict and leave the meeting, and the quorum is lost. Any suggestions?

D. Confidentiality versus Transparency

1. Two hours after a closed (“in-camera”) session a Board member talks to an outsider and realizes that critical confidential information was leaked from the meeting. Impacts?
2. A professional advisor (such as Legal Counsel) is invited to a closed meeting. Should anything be done before she is allowed to attend?
3. A closed meeting is called to order, and you notice the back door is open. Suggestions?
4. A Board Chair says: “*I never discuss any confidential Board issues with anyone, except, possibly, with my wife.*” Is that OK?

E. Board Chair

1. A Chairperson is very controlling. He sets things up so the debate and voting will lead to his preferred outcome.
2. When it appears as though things will not go in a direction that the Chair wants, she threatens that, if the vote does not go her way, she will resign.
3. A Chair is very nice and accommodating and does not like to hurt people’s feelings.
4. A Chair responds to every question/comment with lengthy statements or rebuttals.

F. Board-Staff Relationship

1. The Executive Director operates under the assumption that, as a non-voting staff member, he is not allowed to speak during Board meetings, unless explicitly invited to do so.
2. At a meeting, a Board member demands that staff do research on her issues and report back with decision-making options. The research will require a lot of staff time.
3. In preparation for a Board’s decision on a complex subject, Management prepares an analysis and report. At the meeting, everyone realizes that a majority of the Board had met before the meeting and decided what motion they will present and push through.
4. Between Board meetings, Board members cross ‘boundaries’, visit with staff, check what they’re doing, and give them suggestions or directions on how they might do their jobs.
5. When a Manager presents an unpopular report on a difficult topic, some annoyed Board members ask harsh ‘attack questions’ that suggest he or s/he is incompetent.

G. Board Myths (Develop alternative statements)

1. "The best things about serving on a Board are the perks and the company of my colleagues."
2. "The most important thing is to finish a meeting quickly, so we can all retire to the bar."
3. "A meeting is successful if everyone leaves happy."
4. "If I voted in the minority, I should tell the entire world that I voted the right way."
5. "If I represent a constituency, my job is, first and foremost, to represent and fight for it."
6. "If I observe a dysfunction, I should keep quiet and complain about it after the meeting."
7. "If a member can't absorb new material fast, s/he should be trusting and vote with the majority."
8. "Confidential matters cannot be disclosed to any outsider, except possibly to my spouse."
9. "It's OK to vote on a vague motion and leave it to staff to `clean it up.'"
10. "A unanimous vote is always better than a split vote. Narrow majorities must be avoided."
11. "If we disagree, let's take a vote. The majority is always right."
12. "The Chair has unlimited authority and everyone must obey him/her."
13. "A Board must get involved in daily operations and staff decisions, or it's not doing its job."
14. "Staff members do not vote and must therefore keep quiet unless asked for input."
15. "It's perfectly acceptable to report/tweet to my on-line friends while a meeting is in progress."

SCRIPT A: CHANGING THE AGENDA

Chair: “Next on the agenda is item number 3...” (Interruption by member A).

Member A: “Mr./Madam Chair”

Chair: The chair recognizes member A.

Member A: Can we please change the agenda and deal with item 7 now? I have just received an urgent call and need to leave in 10 minutes”.

Chair: “Is there any objection to changing the agenda and dealing with item 7 now?”

SCENARIO 1: There is no objection to the proposed change

Chair: “There being no objection, we will deal with item 7 now, and return to number 3 afterwards”.

SCENARIO 2: There is an objection to the proposed change

Chair: “There is an objection to changing the agenda, and we will take a show of hands. Those in favor of changing the agenda please raise one hand. (PAUSE) Lower your hands. Those opposed raise your one hand. (PAUSE). Lower your hands.

If the vote is POSITIVE:

Chair: “The agenda has been changed. We’ll deal with item 7 now and get back to item 3 afterwards.”

If the vote is NEGATIVE:

Chair: “The agenda will remain unchanged. The next item is number 3.”

SCRIPT B: PROCESSING A MAIN MOTION

Chair: “Next on the agenda we have a motion relating to an awards event. This motion was submitted in writing by Member A. The chair recognizes member A to make the motion.”

Member A: “Mr. Chair. I move that we hold an awards event on a date to be determined by the Events Committee.”

Member B: “Second”.

Chair: “It is moved and seconded that we hold an awards event on a date to be determined by the Events Committee. Member A, would you like to speak to the motion that you made?”

Member A: “Yes, Mr. Chair. I am in favor of the motion and urge my colleagues to vote in favor of it. My reason is that I believe there are several individuals who have done exceptional work for us and they deserve some recognition for their great efforts.”

Chair: “Is there any further debate on the motion?”

Member C: “Mr. Chair.”

Chair: “The Chair recognizes member C.”

Member C: “Mr. Chair, I speak against the motion. A sister organization tried this idea recently. It was fun for them, but it also proved to be a waste of time and efforts.”

Chair: “Is there any further debate on the motion to hold an awards event on a date to be determined by the Events Committee? (Pause)

There being no further debate we will proceed to the vote.

The motion is that we hold an awards event on a date to be determined by the Events Committee. This motion requires a majority vote.

Those in favor of the motion raise one hand. (PAUSE) Lower your hands.

Those opposed to the motion raise one hand. (PAUSE). Lower your hands.

The motion is adopted/defeated.

The next item on the agenda is _____.”

SCRIPT C: CLOSING DEBATE

AT THE CHAIR’S INITIATIVE

Chair: “Our time is running short. Does anyone have anything new to add and, if not, shall we end the debate and vote on the main motion? (PAUSE) There being no objection, we will end the debate and vote on the motion, which is to donate \$7000 to the United Way Campaign.

Those in favor of this motion please raise one hand. (PAUSE) Lower your hands. Those opposed raise one hand. (PAUSE). Lower your hands. The motion is adopted, and we will donate \$7000 to the United Way Campaign. The next item of business is _____.”

AT A MEMBER’S INITIATIVE

Chair: “Is there any further discussion on the motion to donate \$7000 to the United Way Campaign?”

Member A: “Mr./Madam Chair”

Chair: “The chair recognizes member A.”

Member A: “Our time is running short. I move the previous question” (or: “I move to end the debate and take the vote on the motion now.”). Member B: “Second”.

Chair: “It is moved and seconded that debate be ended and that we proceed to the vote on the main motion immediately. The motion to end debate is not debatable and requires a two thirds vote. Those in favor of ending debate raise one hand. (PAUSE) Lower your hands. Those opposed to ending debate raise one hand. (PAUSE). Lower your hands.

SCENARIO 1: There are 2/3 in the affirmative

Chair: “There are two thirds in favor of closing debate and debate has ended. We will proceed to the vote on the motion to donate \$7000 to the United Way Campaign. Those in favor of this motion please raise one hand. (PAUSE) Lower your hands. Those opposed raise one hand. (PAUSE). Lower your hands. The motion is adopted, and we will donate \$7000 to the United Way Campaign. The next item of business is _____.

SCENARIO 2: There are less than 2/3 in favor of closing debate

Chair: “There are less than 2/3 in favor of ending debate and the motion to end debate is defeated. We will continue the debate on the main motion to donate \$7000 to the United Way Campaign. Is there any further debate on the main motion?”

SCRIPT D: HANDLING AN AMENDMENT (non-contentious)

Chair: Is there any discussion on the motion to donate \$7000 to the United Way Campaign?”

Member A: “Mr./Madam Chair”

Chair: “The chair recognizes member A.”

Member A: “I suggest we add the words ‘before our fiscal year end.’”

Chair: “Is there any objection to adding ‘before our fiscal year end?’” (Pause)

There being no objections, the main motion has been amended to read:
“To donate \$7000 to the United Way Campaign before our fiscal year end.”
Is there any further discussion on the main motion as amended?

If not, we’ll vote on the main motion, which reads:
“To donate \$7000 to the United Way Campaign before our fiscal year end.”

Those In favor the motion raise one hand. (PAUSE) Lower your hands.
Those opposed raise one hand. (PAUSE) Lower your hands. The motion is adopted and we will donate \$7000 to the United Way Campaign before our fiscal year end. Next on the agenda we have item _____, which is _____.”

SCRIPT E: HANDLING AN AMENDMENT (contentious)

Chair: “Is there any debate on the motion to invite Joe Famous to speak to us next month?”

Member A: “Mr./Madam Chair”

Chair: “The chair recognizes member A.”

Member A: “I move to amend the motion by replacing Joe Famous by Tony Infamous.”

Member B: “Second.”

Chair: “It is moved and seconded that the motion be amended by replacing the words ‘Joe Famous’ by the words ‘Tony Infamous’. If amended, the main motion would read: ‘To invite Tony Infamous to speak to us next month.’ Is there any debate on the amendment to replace the words ‘Joe Famous’ with ‘Tony Infamous’?”

Ending the discussion:

Chair: “Is there any further discussion on the amendment to replace the words ‘Joe Famous’ by ‘Tony Infamous’? If not, we will proceed to the vote. Those in favor of the amendment raise one hand. (PAUSE) Lower your hands. Those opposed to the amendment raise one hand. (PAUSE) Lower your hands. The amendment is adopted and we are back to the amended main motion, which reads: ‘To invite Tony Infamous to speak to us next month.’ Is there any further debate on the main motion as amended?”

(Chair facilitates the debate and then takes a vote on the amended main motion).

SCRIPT F: A MOTION TO REFER

At the Chair’s initiative:

Chair: “In light of the comments that were made so far, it appears like we could benefit from an analysis of the proposed merger by our governance committee. Is there any objection to referring the main motion to the Governance Committee, with instructions to report back at our March Board meeting? (PAUSE) There being no objection, the motion is referred to the Governance Committee. Next on the agenda we have agenda item 5, which is _____.”

At a Member’s Initiative:

Chair: “Is there any further debate on the motion to direct the CEO to initiate merger talks with the ABC Credit Union?”

Member A: “Mr./Madam Chair.”

Chair: “The Chair recognizes Member A.”

Member A: “Mr./Madam Chair. I don’t believe we are ready to vote on this motion, plus it does not appear to be time sensitive. I move that the main motion be referred to the Governance Committee for review, with instructions to report back at the March Board meeting.”

Member B: “Second.”

Chair: “It is moved and seconded that the main motion be referred to the Governance Committee for review, with instructions to report back at the March Board meeting. Is there any debate on the motion to refer?” (allow discussion on referral).

Chair: “Is there any further discussion on the motion to refer? (PAUSE)
If not, we will vote on whether the main motion would be referred to the Governance Committee for review, with instructions to report back at the March Board meeting. Those in favor of referral raise one hand. (PAUSE) Lower your hands. Those opposed to referral raise one hand. (PAUSE) Lower your hands.”

If the motion to refer was adopted:

Chair: “The motion to refer is adopted, and the main motion regarding the merger talks is referred to the Governance Committee for review, with instructions to report back at the March Board meeting, at which time the motion will be scheduled for discussion under Committee Reports. Next on today’s agenda we have item 5, which is _____.”

If the motion to refer is not adopted:

Chair: “The motion to refer is defeated, and we will continue the debate on the main motion to direct the CEO to initiate merger talks with the ABC Credit Union. Is there any further debate on this main motion?”

SCRIPT G: A MOTION TO POSTPONE

At the Chair’s initiative:

Chair: “In light of the comments made so far, it appears like we’re not quite ready to vote on the main motion and that this decision could wait. Is there any objection to postponing consideration of the main motion until the next Board meeting?” (PAUSE) There being no objection, the motion is postponed until the next Board meeting and will be picked up as unfinished business. Next on the agenda we have agenda item 5, which is _____.”

At a Member’s Initiative:

Chair: “Is there any further debate on the motion to direct the CEO to initiate merger talks with the ABC Credit Union?”

Member A: “Mr./Madam Chair.”

Chair: “The Chair recognizes Member A.”

Member A: “Mr./Madam Chair. The issue is quite difficult and relatively new, and I don’t think it is time sensitive. I move that the main motion be postponed until the next Board meeting.”

Member B: “Second.”

Chair: “It is moved and seconded that consideration of the main motion be postponed until the next Board meeting. Is there any debate on the motion to postpone?” (allow discussion in favor and against postponement).

Chair: “Is there any further discussion on the motion to postpone? (PAUSE)
If not, we will vote on whether the main motion would be postponed until the next Board meeting. Those in favor of postponement raise one hand. (PAUSE) Lower your hands. Those opposed to postponement raise one hand. (PAUSE) Lower your hands.”

If the motion to postpone is adopted:

Chair: “The motion to postpone is adopted. The main motion regarding the merger talks is therefore postponed until the next Board meeting and will be picked up under unfinished business. Next on today’s agenda we have item 5, which is _____.”

If the motion to postpone is not adopted:

Chair: “The motion to postpone is defeated, and we will continue the debate on the motion to direct the CEO to initiate merger talks with the ABC Credit Union. Is there any further debate on this main motion?”