

MEETING MANAGEMENT

Board of Directors



WHY DO WE USE ROBERT'S RULES OF ORDER?

We use Robert's Rules of Order to set procedures for arriving at group decisions. Following the rules gives you the knowledge to determine:

- Who speaks when
- How disagreements are handled
- How to keep a meeting on track
- How to make sure everyone present is heard



ROLE OF THE PRESIDENT

The President's role is critical to running a successful Board meeting. And as part of this role, there are some essential rules to follow:

- The President must be and remain impartial and neutral.
- They cannot take part in motions, debates or votes unless to break or create a tie.
- Are in control of the meeting.
- Should ensure that the rights of all members are protected.

IT ALL BEGINS CALLING THE MEETING TO ORDER – ON TIME

Once there is a quorum present (more than half of the Directors) the President can call the meeting to order.

Although technically not part of the agenda as far as Robert's Rules is concerned, this is how most meetings begin. The President will say "I now call this meeting to order".



THE AGENDA

- The Board of Directors adopts the agenda at the beginning of the meeting. Adopting the agenda takes a majority vote and makes it binding and shows the Board is in agreement with the meeting plan.
- Once adopted, the agenda can only be changed by a two-thirds vote. If new business comes up during the meeting, it can only be added to the Agenda if two-thirds of the Directors agree to discuss it.

HANDLING THE MINUTES

- The most efficient way of approving minutes is for the President to assume the motion and obtain unanimous consent that the minutes be approved as distributed (or as corrected).
- The President says, “Are there any corrections to the minutes?”
- “If there are no corrections, the minutes stand approved”
- Or if corrections are offered then “The minutes stand approved as corrected.”

THE CONSENT AGENDA

- The Consent Agenda is an effective way of approving agenda items that aren't anticipated to be controversial. This is done by grouping routine meeting discussion points into a single agenda item.
- However, if a Director wishes to discuss any item on the Consent Agenda, they may request that item be removed from Consent and added to the agenda for discussion as an agenda modification.
- There is no discussion on individual Consent Agenda items, examples of which include:
 - Routine matters such as appointments to committees;
 - Reports provided for information only;
 - Correspondence requiring no action.
- Hearing no objections the President can announce that the items on the consent agenda have been adopted.



MOTIONS – WHAT ARE THEY GOOD FOR?

- A motion is a formal proposal by two Directors (the one who moves and the one who seconds) that allows the Board to take a particular action.
- The main motion is the starting point on the way to making a Board decision and is how business is introduced for discussion.

A SIMPLE MOTION FROM BEGINNING TO COMPLETION

- 1) The President recognizes a Director
- 2) The Director will state “I move that we....” The motion is then put on the Zoom screen or displayed at the in person meeting so everyone is clear on what the motion says.
- 3) If another Director seconds the motion, the motion can be discussed. If no one immediately seconds the motion, the President will ask if there is a second. If there is no second the motion does not come before the Board.
- *Note: A motion requires a second mainly to ensure that at least one other person on the committee thinks the motion should be discussed. A second is not necessarily an endorsement of the idea but is a second member who wants have a discussion.*

STATING THE MOTION

- 4) The President states the motion saying “It is moved and seconded that ...” and then reads the motion to the Directors.
- 5) The President then asks if there is any discussion. This now puts the motion in the control of the group.
- 6) The Directors now discuss the motion.

an issue.

DISCUSSING THE MOTION

- Once the motion is up for discussion the President has several responsibilities.
 - They must make sure everyone has the chance to be heard.
 - Once a member has spoken on a motion other Directors must be given a chance to speak before calling on that member again.
 - In Bay East CPP's Section 32 – 32.03 and 32.04 states that a committee member may only speak two times on a motion for no longer than 5 minutes total.





ORDER OF DEBATE

- **There is an order of debate** – the President must always recognize the speaker before that person can talk.
 - In person or on a Zoom meeting typically people are called on in the order in which they raised their hands.
 - *The exception to this would be if, for example, the first few people the Chair calls on are all in favor of the motion – they then can ask if there is some one who would like to speak against the motion. If there is, let them speak, if not ask the Board if they would like to continue the discussion since they all seem to be in agreement.*

CLOSING DEBATE

Debate ends when members have no more discussion, questions or comments to share.

At that time, the President re-states the motion, and a vote is taken.

Once counted - The President announces “The ayes have it, and the motion is carried” or “The noes have it, and the motion fails.”

Another way debate can end is if someone “Calls for the Question”.



STOPPING DEBATE- CALLING FOR THE QUESTION

- There are times when a Director may feel that debate on a pending motion is no longer productive.
- They desire to end the debate and vote immediately on the pending motion.
- However, if debate is ended too soon, the group might fail to consider relevant information or some members might not have had a chance to have their views heard.
- The correct procedures to close debate need to balance the need to move ahead efficiently with the need to deliberate the matter fully and fairly.

MOTION TO STOP DEBATE

- Can't interrupt a speaker who has the floor
- Must wait to be recognized by the President
- Can only Call for the Question – can't speak first and then ask to end debate
- Must be seconded
- Isn't debatable – there is no discussion
- Isn't amendable
- Requires a two-thirds vote



I WANT TO MAKE A CHANGE- **AMENDING A MOTION**

When a Director wants to change the wording of the motion under consideration they will move to “Amend the motion to say...”

Amendments are really at the heart of the process of perfecting motions before a final vote.

If an amendment is adopted, the motion to which it is applied changes.



MAKE A CHANGE

MAKING AN AMENDMENT

- An Amendment:
- Must be seconded
- Is debatable
- Can be amended, but only one amendment to an amendment can be considered at any one time
- Requires a majority vote for adoption, even if the main motion requires a different vote for its adoption

HOW DO YOU AMEND A MOTION?

- By **inserting** (or adding, if placing at the end) words, sentences, or paragraphs
- By **striking out** words, sentences, or paragraphs
- By **striking out and inserting words** (with the words inserted replacing the words struck out)

AN AMENDMENT IN ACTION

- **Motion on the floor for debate:**

Bay East spend \$500 to purchase purple t-shirts for Directors

- **Amendment:**

Bay East spend \$500 to purchase blue t-shirts for Directors

- **Amendment to the Amendment:**

Bay East spend \$1000 to purchase blue t-shirts for Directors



WHAT ACTIONS REQUIRE A MOTION?

Let's look at when it is
necessary to put a motion
on the table.



YOU NEED A MOTION IF YOU ARE CONSIDERING:

- A change, deletion or addition of a new policy or Bylaw's change
(Note: Even after Board approval, some Bylaw changes will need to go to a membership vote before becoming effective such as change in composition of the Board, change to voting procedures and quorum percentages).
- Approving/adopting the Bay East Strategic plan.
- Approving/adopting the Bay East Annual Budget (which includes all dues and fees).
- Modification to the Budget.
- Making a contribution or sponsorship that was not included in the budget
- Assumption of a major new financial obligation (i.e., mortgage or lease).
- Approving vendor contract and/or financial obligation.
- Approving/adopting Bay East committee Annual Action Plans.
- Approving Bay East taking legal actions.

WHEN A MOTION IS NECESSARY

THERE'S MORE!

- Taking a position on a Political issue or endorsing a political candidate..
- Approving the CEO annual review and contract renewal.
- Corporate Resolutions (financial and member-related – i.e., C.A.R. Director-for-Life).
- Approval of Board of Directors Candidate Slate.
- Approval of appointment and funding C.A.R. and NAR Directors.
- Approving Professional Standards fees such as filing, administration and continuation.
- Approving MLS Citations – determining automatic citations & assessment amounts. (All other rule changes are handled by MMG, a combination of Bay East, Contra Costa and bridgeMLS representatives).
- Removal of a Director or Committee Member.

WHEN A MOTION IS NECESSARY

DON'T FORGET THESE!

These Motions Require Approval by the Board and
are noted in the Minutes:

- Approving the Monthly Financial report.
- Approving New Members.

Note: All other decisions/actions that should be on the record but do not require motions such as approving award recipients, expenditure update, mandated changes to Bylaws and MLS Rules and Regulations should be noted in the minutes.

TWO MORE THINGS TO CONSIDER

1) The legend of Friendly Amendment –

- Once a motion has been made, seconded, and stated by the President, **it belongs to the group as a whole**, not to the individual who first proposed it. It is the group that must accept or reject any proposed amendment. The maker of the motion, and the seconder, have the same rights as the other members of the group – no more and no less.
- When someone offers a friendly amendment, the President should say, **“A friendly amendment is handled just like any other amendment. Is there a second?”** This language sets the group in the right procedural path.

2) What happens if the vote ends in a tie?

- If a vote on a motion ultimately ends in a tie – the motion fails.