

Rules of Order, in Order

by Dan Clark

General Henry M. Robert said, "The great lesson for democracies to learn is for the majority to give to the minority a full, free opportunity to present their side of the case, and then for the minority, having failed to win a majority to their views, gracefully to submit and to recognize the action as that of the entire organization, and cheerfully to assist in carrying it out, until they can secure its repeal."

At credit union board meetings volunteer directors interact with their hired professionals to plan the credit union's future, make policies to guide paid staff, and evaluate the credit union's progress. Yet, many boards operate in ways that minimize openness, stifle creativity, and delay important decisions:

- Meetings run on endlessly tying up the credit union's most expensive resources, top management staff, thereby wasting the member's money.
- Chairs invoke the onerous procedures from Roberts Rules of Order unnecessarily because they believe it is a requirement.
- Chairs look for unanimity before moving on important decisions.

Credit union board meetings provide the board with its only regular group interaction with its hired management. It is the occasion when all the directors have the opportunity to hear comments and concerns related to the credit union's success. The board meeting is the optimum forum for making plans and policies.

Credit union bylaws are the place where credit unions will refer to Robert's, if at all. The reference may be generally to all meetings or more likely, only in the context of annual member meetings. Overall, Robert's aims at keeping order in large assemblies. In the chapter titled "Boards and Committees," however, Robert's gives guidance for small boards. For small boards, Robert's eliminates many procedures that dam the flow of energy that a good meeting can produce.

With or without Robert's, you can adopt your own rules of order. I offer a model rules of order for your consideration (*italicized text is for explanation*).

1. A quorum is a majority of the directors. Once a meeting is under way, actions require a quorum to be present when taken. (*Any director may leave a meeting but, if a quorum still exists, the meeting will continue and the remaining quorum of directors may act.*)
2. The CEO will prepare an agenda containing the issues and action items management needs resolved to facilitate operations. Directors desiring to have an issue or action item will get it on the agenda by providing the written documentation or proposal in time to accompany the agenda.
3. At the start of the meeting, the board will act on the agenda so all attendees know what business will be addressed, can set an appropriate time to adjourn, and govern themselves accordingly. Persons other than directors may participate fully in discussion unless the chair specifies otherwise.
4. Participants at the meeting should wait for the Chair to acknowledge them to speak. In cases where there are many opinions, the Chair may limit debate by any means that does not prevent any attendee from speaking at least once. (*E.g., the Chair may say, "the Chair will give every one the opportunity to be heard once before allowing any one to speak a second time." On contentious issues, the Chair may*

call for discussion according to point of view, "The Chair calls for discussion first in favor ... now, we will hear from those opposed.")

5. When the Chair believes there is agreement by a majority (consensus) or unanimity for an action that is clearly laid out in a proposal-the proposal has a clear call for an action-the Chair may simply ask if there is any objection to adopting the proposal. The Chair will ask that the record show any director's objection and call for the record to show the proposal adopted.

6. For issues on which the chair or other directors feel the board ought to vote, the Chair may ask for a director to make a motion and then take a vote. Asking for a motion is the way for a director to change a proposed action to reflect the board's desires. Any motion that follows discussion requires no second and the chair can put the action immediately to a vote.

7. Should a director desire to change a motion, the chair will allow it and, if friendly-accepted by the director making the motion-it becomes a part of the motion. The Chair may entertain additional discussion that the changed motion may stimulate.

8. When it appears that these informal rules of order are not adequate to develop an action that the directors can vote on, any director or the Chair may invoke the more formal use of Robert's Rules of Order, Newly Revised.

This is a starting place. Try it out by approving the terms above with the intent of using it six months. If not revoked, it becomes a permanent part of your board policy. Here's to more effective board meetings!

For an updated version of a Model Rules of Order, look for the article of that title.

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