

BOARD GOVERNANCE POLICIES

SECTION: BOARD PROCESS	SUBJECT: Rules of Order	I-J
Revision date: New	Replaces dated:	

Policy:

The Board wants its business, special and executive meetings to generate a sense of accomplishment and personal pride, and ultimately foster the success of the organization. The following rules will preserve the right of the majority ultimately to rule, the right of the minority to be heard, and the right of individual directors to participate in the decision-making process. These rules apply to any meeting of the Board where it needs to debate, discuss, and make decisions.

Explanatory Policies:

1. A quorum is a simple majority of the directors. Once a meeting is under way, actions require a quorum to be present when taken up.
2. At the start of each meeting, the chair should offer an opportunity to amend the proposed agenda. Once approved, the Chair intends that agenda to be the focus of the Board's energy for the meeting. Any director or the CEO can request to "pull" a consent item by simple request. The Chair should handle a pulled consent item after strategic discussion and before taking scheduled action items later in the meeting.
3. When the approved time to adjourn arrives, the Chair will adjourn the meeting. The Board will take up the unfinished business at the next regular meeting or a special meeting called for finishing that business. The Chair minimizes carryover items by prioritizing effectively. The Chair will request an extension of the current meeting to avoid carrying over important or time-critical discussion, debates and decisions.
4. Informality can stimulate free and open discussion while timely moving through an agenda. Levity is welcome when it does not impede progress. Anyone who wishes to speak should do so while respecting others who are already speaking, and the Chair's authority. Directors may address other directors; ask questions of each other, and of staff. If informality becomes ineffective, the Chair may require that:
 - Speakers wait to be recognized by the Chair.
 - Speakers address the Chair.
 - Participants abide by other rules of conduct as outlined here.
 - Submit to a more structured regimen such as Robert's Rules of Order, the Modern Edition.

5. 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 everyone the opportunity to be heard one time before allowing any one to speak a second time." On contentious issues, the Chair may call for discussion alternating according to point of view, "The Chair calls for discussion first in favor ... next, we will hear from one opposed. The chair may limit speakers to an allotment of time, 3 or 5 minutes, for example.")
 6. When taking up action items supported in prepared documents, Directors will discuss the pros and cons, and the chair will seek a consensus. The chair will normally not seek unanimity. The chair will ask for a vote when a clear consensus is not evident.
 7. Directors and other participants will share their views candidly and tactfully. They should begin their comments with a statement of agreement or disagreement of the item under consideration. Once a participant has spoken on an issue, they should wait for others to be heard at least once before commenting again on the same issue; when speaking again on an issue, add a new perspective without repeating what you have already said.
 8. When a proposal is in writing, and discussed, the Chair does not have to ask for a motion, but can ask simply if there are any objections to its approval. Anyone wishing to object should speak up then, with a simple word or put their hand in the air. If the objector has not spoken on this issue, they should then explain their objection.
 9. Any director wishing to amend a proposed written action should make a motion clearly stating how the action would read if amended. The chair does not need to seek a "second" but will allow discussion on the proposed amendment. The chair will choose to deal with the amendment and action separately or together.
 10. During the meeting, directors should ask questions that have long-range implications for viability, pertain to the business under consideration, or may be valuable for the edification of all the Directors. Written reports are tools for edifying directors and others, and stand on their own as such; the Board will not act to approve or accept reports except as required by higher authority.
 11. It is improper for the Board to act without due consideration and reflection, the Chair will not normally allow the Board to consider material new proposals presented at a meeting. The Board wants the time for thought, discussion and collaboration on long-range and visionary issues by making a momentous decision.
 12. Our Board will only make a decision when it has had adequate time to consider it. The Chair will not normally ask the Board to act on an important decision when it sees it for the first time at that meeting.
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Excerpted from the 14th Edition, Board Governance
Policy Manual, a Model Manual for CUs [a model for other nonprofits due in 2010]

Add structure for boards larger than 11.

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