THE BOARD TEAM HANDBOOK
A GUIDE TO VISIONARY LEADERSHIP

Cain Consulting Group, Inc.
THE BOARD WORKS AS A TEAM

Board members are nearly always community leaders. If you were not seen as a leader, you probably would not have been elected. The other members of your board team were elected for their leadership skills as well.

There is potential for great strength and power when influential community leaders come together on the board to govern a nonprofit. But the beauty of bringing leaders with diverse personalities and perspectives together to govern the nonprofit also creates a beast of sorts.

How do you make one team with one voice out of these many diverse voices? You do it by each board member making a special effort to understand and fit into the team effort. No matter what perspective you bring to the board, your first personal goal should be to attempt to fit into the team structure.

Being part of the team does not mean giving up your personal views and goals, but rather attempting to find a way to mesh your goals with the goals of the other board members. It also means forming new team goals to which all board members subscribe.

Only the team has power and authority to act

In a very legal sense, the only way individual board members can exercise authority is by making decisions together. Individually, outside the board meeting, a board member has no legal authority to act for the board or make any decisions for the board. So it is essential that individual board members be able to act as a team if any decisions are to be made.

In addition, your loyalty can no longer be to special interest groups, or any particular segment of the community, but it must now be to the team and to the whole community.

You may have been elected from a particular geographic area or you may have been elected because of your opposition or support for a particular issue. No matter what reason you were elected to this board, your loyalty must now be to the team effort that serves the best interests of those you serve—not to the special interests of those who helped put you on the board.

There may be times when decisions you're asked to make for the organization will come into conflict with decisions you have to make as a member of another board. The solution is the same. Your loyalty is to this board. If you cannot accept that principle, you should seriously consider removing yourself from this board.

The executive director is a member of the board team

There is one nonvoting member of your board team—the executive director of your organization.

The relationship between the board and the executive is not the typical employer/employee relationship, as you will learn in a later chapter. The executive/board member relationship is one of high trust and cooperation. The executive is such a vital resource to the board's work, that he/she must sit at the board's table and take part in all deliberations as a team member.
You can be a board team builder

✓ Listen to fellow board members. You have to know where they’re coming from to be able to fit your goals with theirs.

✓ Explain your position on issues very clearly so fellow board members understand where you’re coming from.

✓ Make friends with fellow board members. Get to know them on a level other than the official board meeting level.

✓ Tell fellow board members openly when you agree with them as well as when you disagree with them. Being vocal only when you disagree makes you appear to be just a naysayer rather than someone with a legitimate concern about the issue.

✓ Don’t let disagreement on one issue carry over to the next issue on the agenda. Agreement or disagreement should stand on the merits of the issue, not on a clash of personalities.

✓ Respect what other board members have to say. Disagree, debate, question, but never ridicule what other board members say. Keep in mind that the others around the table have earned their places here by being community leaders just like you. Their opinions carry the weight of experience just as yours do.

✓ Avoid forming voting blocks with other board members. Counting votes to simply gather a majority on one issue may pay off this time, but it will be expensive in future deliberations with this board. Advocate strongly for your point of view, but always work for consensus of the full board, not for just a simple majority.

✓ Accept the fact that there will be split votes on this board. No matter how hard you work for consensus, there will be issues decided with a majority and a minority vote.

If you’re on the minority side of the issue and have advocated well for your side, then accept the majority decision and make up your mind to support the board’s decision. If you are on the majority side of the issue, give due respect to the minority views.

✓ Leave your disagreements at the board table. When the meeting is over, the debating is over until the next meeting. After the meeting it’s time to rebuild the team spirit.

Consider this...

Board meetings are where the action is, and discussion is the action for the board. There is no room for the strong, silent type at the meeting table. Every board member must participate in the discussion of issues, or there is no point for you to be on the board.

You’re on the board because you have experience, insight and perspective about the issues important to your organization. When you fail to speak to an issue, the board does not have that valuable perspective to use in the final decision. Even when board members disagree, every opinion and perspective is valuable to reach the final decision.

Of course, you’ll be able to speak to some issues more than others, and that’s not a problem. But to be able to speak to all issues at some level, board members must study the agenda items carefully before the meeting, do some extra research, call the executive or committee proposing an issue, talk to constituents or look at what someone else is doing in regard to the same issue. Then get ready to put in your two cents worth.
Board Officers — Who's in Charge?

Any group that expects to accomplish anything must have leaders to keep the group organized, help the group discipline itself, prod the group to move ahead, and facilitate the work of the group to make good decisions. That's the function of all board officers.

Your board may have some or all of the officers described below. Boards grow from different traditions and thus have different ideas about the type and number of board officers they need. The job responsibilities of your board's officers may vary from those described below also.

The board president/chairperson

Someone has to be the board's leader and that is the board president. The job description for the president is relatively simple, but the job can be complex.

First of all, the board president must be understood to have no power beyond that of any other board member unless the full board has granted that power to the president. For example, the board may delegate specific powers to the board president, such as managing board meetings, speaking to the public on behalf of the board or signing contracts and checks on behalf of the board.

Any power exercised by the board president must first be granted by the full board in policy or in commonly accepted and understood practice of the board. In other words, the board president does not speak for the board unless the full board has formally or informally delegated that privilege to the president. Traditionally, the board president has several duties:

**Planner** — The president works with the executive to plan the meeting agenda as well as the manner in which the meeting will be conducted. The president keeps an overall view of the board year and ensures that the board is completing duties mandated by board policy or by law.

**Facilitator** — The president's job must be viewed as more of a facilitator than a controller of meetings. The president begins the meetings on time, directs the board through the agenda and attempts to adjourn the meeting on time.

As facilitator, the president ensures that all board members have opportunity for fair participation, attempts to get all sides of an issue fairly exposed and moves the board to action on the issues.

**Delegator** — The president traditionally has the power to appoint board members and others to committees with board consent. To do that, the president must have a clear understanding of each board member's skills, strengths and interests so that appropriate assignments can be made.

It is also the president's responsibility, as delegator, to make sure that committee assignments are clear and to hold the committees accountable to do the job assigned. The president is often a member of every committee.

**Liaison** — The president must be able to interpret board needs and concerns to the executive, and executive needs and concerns to the board. In addition, the president offers personal support and counsel to the executive and serves as a sounding board for the executive.
Team builder—The board must always function as a team, and it is the duty of the president to foster the team concept among board members. When there is danger of damage to the team structure, the president must mediate, counsel and discipline fellow board members to keep the team intact.

The board vice-president

The vice-president of the board traditionally serves as the backup for the board president. However, the vice-president is usually assigned additional specific duties such as chairing a committee, taking charge of board development activities or preparing the annual membership meeting.

The vice-president works with the president to stay current on issues and methods of board operation to be able to assume presidential duties if the president can’t perform the required function.

The vice-president is often considered the logical successor to the president’s position at the end of the current president’s term.

The board secretary

The size and the business nature of most nonprofits these days dictates that the traditional job of the secretary of the board should be significantly changed.

For example, the minutes of meetings should be taken by a staff member and not the board secretary. All members of the board need to be able to participate in board meeting deliberations and contribute their expertise. But the board secretary cannot do that well while taking the minutes of the meeting. The secretary’s job is really that of overseer to be sure the job is done correctly and that the minutes of all meetings are safeguarded for the future.

Correspondence on behalf of the board can also be done by clerical staff with the secretary acting as overseer. Safe care and maintenance of historical documents of the nonprofit are also the responsibility of the board secretary.

Consider this...

Just as it’s healthy to rotate people on and off the board, so it is with officers.

A new perspective in the president’s chair can help keep the organization moving ahead with new ideas. A new treasurer will give a fresh look at financial oversight. Getting more people into the leadership positions gives more people more ownership of the work of the organization and more opportunity to learn more about the organization.

Your board should have a policy that says officers will be elected annually, and all officers will be limited to no more than three consecutive years in the same office.

Rotation of officer positions is not automatic through the ranks of all board members, because not everyone has the skill and time to serve as an officer of the board. And it’s just not a good idea to elect someone who can’t or won’t give the extra time it takes to do the job. Elect carefully.

The board treasurer

The treasurer’s job is also one of overseer. Although paid staff usually manage the finances of the organization, the board treasurer is responsible to ensure that adequate financial records are kept, accurate and timely financial reports are delivered to the board and that an audit of the organization’s finances is completed annually.

The treasurer may also be asked by the executive to assist in preparation of the budget to
be submitted to the full board and to help interpret financial reports to the full board.

**E lecting board officers**

Actual processes for electing board officers vary widely, but whatever system your board uses, it must be a serious effort to place the best leaders of the board into the position of leading the board. It cannot be a popularity contest, a struggle between factions for a power position or just a “whoever will say yes.” Consider using a secret ballot system to avoid the “herd” mentality.

Not all board members are suited to be, or have the skills to be, a board officer. Poor selection of the leadership can result in a poorly functioning board.

Board officers, particularly the board president, must be well respected by the rest of the board, must be willing to give the extra time necessary to carry out the extra duties of the office and must have strong leadership skills. Officers should also be board members with some experience on this board.

If you are asked to be a candidate for an office, consider carefully if you have the extra time it will take as well as the leadership skills to lead this board.

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**Self Study Quiz #3**

Discuss your responses to these questions with your executive or board president.

1) Day-to-day management is the responsibility of...
2) The one nonvoting member of the board team is...
3) A “rubber stamp” board is defined as...
4) The executive’s only boss is...
5) The four major levels of the organization’s chain of command are...
6) Line staff are hired, evaluated, disciplined and supervised by...
7) A “short circuit” in the chain of command occurs when...
8) Board members only have power and authority when...
9) The board president’s powers include...
10) The five responsibilities of the board president include...
11) The three most important qualifications for serving as a board officer are...

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**NOTES:**
MANAGING CONFLICT ON THE BOARD TEAM

There is great power in bringing together a diverse group of community leaders to be the governors of an organization such as a non-profit. But with that power also comes all the elements of potential conflict among members of the board team.

Conflicts that amount to healthy debate of the pros and cons on issues brought before the board is good. Conflict that results in alienation of one or more of the board team members is not healthy and needs to be avoided.

Conflicts on the team might occur for a variety of reasons. Here are just a few examples:

✔ Team members have value differences such as conservatives versus liberals or those who wish to maintain the traditional ways versus those who like to explore the nontraditional.

✔ Team members experience role pressures such as boards trying to do the executive's job or the executive not allowing board members to do their part of the team effort.

✔ Team members have differences in position or status, such as new versus veteran members, male versus female, quiet versus vocal.

✔ Team members have different goals such as wanting the organization to serve different segments of the population or team members favoring one program or another.

✔ Team members have differences in perception, such as those who see the organization as a business versus those who view it as a charity.

✔ Ideas to help you deal with conflict

✔ Accept that members of the board team will disagree. Failure to agree is not a disaster. It may be more of a problem when board members seem to agree on everything because the board may not be considering all sides of the issues.

✔ Work for consensus, but feel free to disagree and voice the minority opinion. When the vote is taken, move on to the next issue with an open mind whether you were in the majority or minority.

✔ Leave conflict in the context in which it begins. Don't let it carry from one issue to another or from one meeting to the next. Once the board has made a group decision, you should support that decision whether you voted for it or not. After the vote, the decision becomes team property and you're part of the team.

✔ Let the team deal with its own conflicts. Don't take the issue out of the board room and look for support of your beliefs among nonboard members when you can't get the board to support you. Trying to get outsiders to pressure fellow board members on any issue is unethical and damaging to your team.

✔ Future teamwork is more important than any single issue. Conflict on any issue must be settled so the board can move on to the many important future issues. Think of your goal as not just getting a simple majority vote on every issue, but rather seeking consensus on issues.

✔ Compromise is not defeat. It should be accepted as one of the most significant elements in making your team work right. When you compromise on one issue, you'll have a better chance to get team members to accept your views on future issues. Look for ways to compromise.

✔ Remember that your goal is to get board
members to accept your point of view, not just to make a lot of noise. Carrying conflict on and on even when you know the issue is lost will result in your teammates being very reluctant to work with you on any issue. You will, in effect, be neutralized and simply making a lot of noise—a completely ineffective board member.

Are You a Team Player?

Test your conflict management skills. Choose a) or b) in each of the following:

1. a) I push very hard to achieve my own goals.
   b) I carefully consider goals of other team members as well as my own.

2. a) It’s most important to get members of the team to see that I’m right.
   b) It’s most important to get other members of the team to see where we agree.

3. a) I let other members of the team deal with controversy.
   b) I attempt to help the team settle controversy.

4. a) If I’m right I don’t need to compromise.
   b) It’s better to compromise than to let conflict continue.

5. a) I talk more than I listen when the team gets into conflict.
   b) I listen more than I talk when the team gets into conflict.

6. a) I make personal attacks if that’s what it takes to win the debate.
   b) I always attack the issues and never members of the team.

7. a) I consider arguments against my position as personal attacks.
   b) I consider arguments against my position as arguments against the issue.

8. a) If team members don’t agree with me I don’t want to hear from them.
   b) I seek opinions of other members of the team.

9. a) There can be only one correct side to any debate.
   b) Issues are rarely clear enough to say that there’s only one correct answer.

10. a) I’m a team player if the rest of the team plays my way.
    b) I have strong views, but I understand I must mesh those views with the team.

If you answered “b” in all cases, consider yourself a team player. If you answered “a” to any of the above, re-examine your ability to be a team player.
BOARD MEETINGS – WHERE THE ACTION IS

Board meetings are the place most of the board’s work is done. What you do in your board meetings reflects the attitude of the board about the organization and shows how well the board team operates.

What you do in meetings usually makes the difference between an effective or an ineffective organization. Poor meetings can alienate staff, damage the board team, waste everyone’s time, cause turmoil and actually hamper the effective operation of the organization.

◆ Every board member is responsible for good meetings

A primary function of the board president is to run the meetings and keep the board moving toward good decisions. However, it is no less each board member’s responsibility to:

✓ attend all meetings.
✓ prepare well for meetings.
✓ take part in all discussions.
✓ do whatever possible to cooperate with fellow board members to make meetings work.
✓ understand the basics of parliamentary law as well as state open meetings laws if they apply to your organization.
✓ know traditional meeting practices of this board and follow them.
✓ learn the art of compromise with other members of the team.
✓ learn the art of listening and merging your comments with those of other board members.
✓ work towards team consensus on issues before the board.
✓ focus all deliberations on the ultimate mission of the organization and the best interests of those you serve.

◆ Good meetings begin before the meeting convenes

You have a strong obligation to prepare well before any meeting. If each board member prepares well ahead of time, board meetings will be shorter and almost always more productive.

The agenda packet will be sent to you several days before the meeting. Read carefully the agenda and all related materials. If you have questions, call the executive for answers prior to the meeting. Holding your questions until the meeting will delay the progress of the meeting.

You should also understand what is expected of you at the meeting and prepare to meet those expectations. Which agenda items will require a vote? Which will require input from board members even though a vote is not taken?

To make good decisions about some issues, you will often need to seek input from some of your constituents or others in the community. It is rarely safe to assume you know the community attitude about an important issue. Remember, you are the connection between the community and organization and you are elected to govern the organization for the community. You need to seek community views regularly.

◆ Evaluate your performance at meetings

Even though you research issues and prepare to discuss those issues, it is unethical to decide how you will vote on any issue before the board meeting or to promise constituents you will vote either for or against an issue before the meeting. Your decision should be made only after deliberation in the meeting with other members of the board team when all sides of the issue have been explored.
Carefully scheduling your own calendar so board meetings are a priority and planning to get to meetings on time is also important. When the team is short one or more board members, there is danger that all sides of the issues will not be explored and all interests will not be represented. The board’s effectiveness and productivity suffer.

**Board meetings follow established rules**

Board meetings are much more than a gathering of the board team to chat about the organization. Board meetings require careful planning and will be conducted according to the plan outlined on the prepared agenda.

The meeting will be conducted according to established parliamentary rules that should be respected by all board members. Whether your bylaws specify that the meeting be run by Robert’s Rules of Order or some other parliamentary procedure guide, that set of rules is intended to set a tone that is businesslike and courteous, allows for ample discussion of the issues, but does not allow discussion to get out of control.

When you have a disagreement among board members about the way to proceed, you consult the parliamentary guide specified by your bylaws. You should have a basic understanding of parliamentary rules so that you can be a part of the process of moving efficiently through a good meeting agenda. There is a guide at the end of this chapter that charts the basics of parliamentary procedure.

**Caution:** Parliamentary rules are not meant to impede the meeting process, but to ensure that the rights of all board members are protected and meetings move towards action. Your parliamentary procedures guide is simply a resource to consult when the meeting gets stalled.

Using parliamentary rules for the purpose of impeding the meeting process is unethical and detrimental to the team atmosphere.

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**Consider this...**

Parliamentary procedure is a tool, not a weapon. Your board should operate with some formality and adopt a policy or bylaw that says your board will refer to some parliamentary law, like “Robert’s Rules of Order,” when there is question about meeting procedure.

Basic knowledge of parliamentary law is a must for every board member so that meetings run smoothly. The board chair should have a copy of Robert’s or some other rules handy for reference at every meeting.

But keep in mind that General Roberts never intended his “Rules of Order” to be used by one board member, who knows the rules very well, as a weapon against other board members who have only a basic knowledge of the rules. That’s destructive, not constructive.

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**The board meeting begins**

Do your part to make sure that board meetings begin on time. A meeting that begins on time sets a businesslike tone. A meeting that begins late sets a tone of sloppiness that can be carried through the remainder of the meeting.

If too many board members are late or absent, a quorum may not be present and the board cannot conduct business. A quorum is the number of board members—usually one over half the elected board members—that must be present to conduct official business. Any action taken by a board that does not have a quorum present can be legally invalid and certainly not in the best interest of the organization.

Arriving on time for meetings also demonstrates respect for board members who have made the effort to get to the meeting on time.

Most board members like to socialize with
fellow board members. That’s one reason board members take the job in the first place, to be able to socialize with other community leaders. That socialization helps to build the team spirit.

But the socialization needs to be done before and after the meeting and kept to a minimum during the meeting. The meeting should have a friendly businesslike tone always focused on the agenda item at hand.

**Stick to the agenda**

Your board meeting will run according to an agenda plan prepared by the executive and board president. The purpose of the agenda is to lock onto a clear direction for the meeting.

The board president will ask the board to formally vote to approve the plan at the beginning of the meeting. When the board approves a written meeting agenda, board members are agreeing to discuss only those issues on the approved agenda.

Even though the board president and the executive prepare the agenda, it is the board’s plan and all board members have a right to place issues onto the agenda by bringing those issues to the attention of the executive or the president.

However, anything you want on the agenda should be requested well in advance of the board meeting. Placing issues on the agenda at the last minute is not appropriate because the rest of the board has not had time to consider the issue and will not be ready for an informed discussion.

Many issues that get on the agenda at the last minute could be handled more efficiently outside the meeting. There are issues that come up at the last minute that need to go on the agenda for discussion, but they should be rare.

Last minute attempts to get something on the agenda are usually an indication that a board member has a complaint and wants a soapbox.

**Minutes of the meeting**

At each meeting you will be asked to approve the minutes of the previous meeting. You will not want to take this responsibility lightly.

The meeting minutes, when approved by a formal vote or by consensus of the board, are the official legal record of what happened at the board meeting. If you are a new board member, you should examine the minutes of the board meetings for the past year. That will give you a good perspective of the issues the board has faced and how the board handled them.

Every board member has a right to ask the board to correct errors in the minutes before the board accepts the minutes as the true record of the previous meeting. The board president will ask if there are any corrections to the minutes before the board votes approval.

Individual board members do not have a right to demand that their reasons for voting a certain way or their detailed views about an issue be recorded in the minutes. Every board member should have full opportunity to express a viewpoint prior to the vote on any issue, so there’s no good reason to extend the debate into the voting process. Your “yes” or “no” vote will represent your views on the issue.

**Reports to the board**

During the meeting, board members will likely hear reports from committees, the executive and staff. The reports will provide the background and information the board needs to deal with the issues on the meeting agenda.

Often, the reports will conclude with a recommendation for board action. If those reports were in written form and sent to the board members prior to the meeting, you should be well prepared to take action on those reports without having them read to you during the meeting. Those making the reports during the
meeting will simply highlight information, clarify, and answer questions.

**Making motions**

You can bring business before the board by making a motion. A motion is a formal request or proposal for the board to take action.

To make a motion, you simply address the chairperson and state "I move that..." and state the action you wish the board to take. Most motions require that another board member support the request by seconding the motion.

Once the motion is seconded and restated by the chairperson, the board begins discussion of the motion. Some motions do not require discussion. See the parliamentary procedures chart on pages 38 and 39 of this handbook.

By requiring a motion on an issue prior to discussion, the board discusses only those items on the agenda and stays focused and on track. When the discussion is preceded by a motion, the chairperson can insist that board members limit discussion to the motion on the table.

Motions usually come from two major sources, committee reports and executive recommendation, but board members may make motions at any time in accordance with your parliamentary guide.

After a motion is made and seconded, there should be plenty of time to discuss the pros and cons. But when discussion jumps from subject to subject and fails to focus on the issue at hand, the result will be disappointing to everyone.

The board chairperson should make sure all the issues that need to be discussed get on the agenda and board members should take all the time they need to discuss those issues. But the chairperson and all board members must work to keep discussion moving towards a decision—that's the reason the issue is on the agenda.

**Voting**

Once the motion has been discussed, the chairperson will call for board members to vote on it. You may be asked to vote by saying "aye" (yes) or "naye" (no) in a voice vote, by show of hands or in a roll call vote. Your yes or no vote will be recorded in the meeting minutes.

Abstaining rather than voting "yes" or "no" on a motion before the board should be very rare and is usually appropriate only when you have a conflict of interest in the issue before the board. You are elected to express an opinion of the issues, and abstaining expresses no opinion.

Once the vote is taken, the chairperson will declare that the motion passes or fails and move on to the next item on the agenda.

**Evaluate your performance at meetings**

Use the meeting evaluation form at the end of this chapter to check yourself out on meeting performance. Then set a personal goal to improve those weaknesses at future meetings.

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**Meeting Blockers**

Meetings don't need these board members:

- The *grandstanding board member* who uses the board meeting as a soapbox.
- The *silent board member* who fails to represent anyone or anything by his/her silence.
- The NO!!! *board member* who is against anything any other board member is for.
- The *purse-watching board member* whose only concern is that the board spend less money, regardless of the overall effect.
- The *single-minded board member* who burdens the board with the same issue at every meeting.
## Parliamentary Procedures at a Glance

<table>
<thead>
<tr>
<th>To Do This: (1)</th>
<th>You Say This:</th>
<th>May You Interrupt Speaker?</th>
<th>Must You be Seconded?</th>
<th>Is the Motion Debatable?</th>
<th>Is the Motion Amendable?</th>
<th>What Vote is Required?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adjourn the meeting</td>
<td>&quot;I move that we adjourn.&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Recess the meeting</td>
<td>&quot;I move that we recess until...&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Not debatable</td>
<td>Amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Complain about noise, room temperature, etc.</td>
<td>&quot;Point of privilege.&quot;</td>
<td>May interrupt speaker</td>
<td>No second needed</td>
<td>Not debatable (2)</td>
<td>Not amendable</td>
<td>No vote required (3)</td>
</tr>
<tr>
<td>Suspend further consideration of something</td>
<td>&quot;I move we table it.&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>End debate</td>
<td>&quot;I move the previous question.&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Amendable</td>
<td>Two-thirds vote required</td>
</tr>
<tr>
<td>Postpone consideration of something</td>
<td>&quot;I move we postpone this matter until...&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Amendable</td>
<td>Two-thirds vote required</td>
</tr>
<tr>
<td>Have something studied further</td>
<td>&quot;I move we refer this matter to a committee.&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Amend a motion</td>
<td>&quot;I move that this motion be amended by...&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Introduce business (a primary motion)</td>
<td>&quot;I move that...&quot;</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Amendable</td>
<td>Majority vote required</td>
</tr>
</tbody>
</table>

(1) The motions or points above are listed in established order or precedence. When any one of them is pending, you may not introduce another that's listed below it, but you may introduce another that's listed above it.

(2) In this case, any resulting motion is debatable.

(3) Chair decides.
<table>
<thead>
<tr>
<th><strong>To Do This:</strong> (4)</th>
<th><strong>You Say This:</strong></th>
<th><strong>May You Interrupt Speaker?</strong></th>
<th><strong>Must You be Seconded?</strong></th>
<th><strong>Is the Motion Debatable?</strong></th>
<th><strong>Is the Motion Amendable?</strong></th>
<th><strong>What Vote is Required?</strong></th>
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<tbody>
<tr>
<td>Object to procedure or to a personal affront</td>
<td>“Point of Order.”</td>
<td>May interrupt speaker</td>
<td>No second needed</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>No vote required, chair decides</td>
</tr>
<tr>
<td>Request information</td>
<td>“Point of Information.”</td>
<td>If urgent, may interrupt speaker</td>
<td>No second needed</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>No vote required</td>
</tr>
<tr>
<td>Ask for vote by actual count to verify voice vote</td>
<td>“I call for a division of the house.”</td>
<td>May not interrupt speaker (5)</td>
<td>No second needed</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>No vote required unless someone objects (6)</td>
</tr>
<tr>
<td>Object to considering some undiplomatic or improper matter</td>
<td>“I object to consideration of this question.”</td>
<td>May interrupt speaker</td>
<td>No second needed</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>Two-thirds vote required</td>
</tr>
<tr>
<td>Take up a matter previously tabled</td>
<td>“I move we take from the table...”</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Reconsider something already disposed of</td>
<td>“I move we now (or later) reconsider our action relative to...”</td>
<td>May interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable if original motion is debatable</td>
<td>Not amendable</td>
<td>Majority vote required</td>
</tr>
<tr>
<td>Consider something out of its scheduled order</td>
<td>“I move we suspend the rules and consider...”</td>
<td>May not interrupt speaker</td>
<td>Must be seconded</td>
<td>Not debatable</td>
<td>Not amendable</td>
<td>Two-thirds vote required</td>
</tr>
<tr>
<td>Vote on a ruling by the chair</td>
<td>“I appeal the chair’s decision.”</td>
<td>May interrupt speaker</td>
<td>Must be seconded</td>
<td>Debatable</td>
<td>Not amendable</td>
<td>Majority in negative required to reverse chair’s decision</td>
</tr>
</tbody>
</table>

(4) The motions, points and proposals listed above have no established order or precedence. Any of them may be introduced at any time except when the meeting is considering one of the top three matters listed in top chart (motion to adjourn, motion to recess, point of privilege).

(5) But division must be called for before another motion is started.

(6) Then majority vote is required.
The Board Evaluates Its Meetings

The outcome of any meeting depends heavily on the process. A well-organized and well-managed meeting produces good results. A disorganized meeting produces frustration and anger and does nothing for your organization.

Just as you pay careful attention to maintenance of your car so it will continue to get you where you want to go, you must also pay careful attention to the maintenance of your meeting process so it will get the board where it wants to go.

The following questions will help you assess your board or committee meeting process and suggest some ways to improve that process. All members of the board team—board members and executive—should complete the form individually and then discuss the results as a team. Use the evaluation form several times per year and compare the results with the previous evaluation results.

Circle the response that best describes your meetings:

1) Do meetings begin and end on time?  
   | YES | NO | SOMETIMES |
---|---|---|---|
2) Do meetings have a positive tone?  
   | YES | NO | SOMETIMES |
3) Does the board chairperson lead the meetings?  
   | YES | NO | SOMETIMES |
4) Does everyone come prepared?  
   | YES | NO | SOMETIMES |
5) Do board members stick to the agenda?  
   | YES | NO | SOMETIMES |
6) Does the board work for consensus?  
   | YES | NO | SOMETIMES |
7) Do all members participate in discussions?  
   | YES | NO | SOMETIMES |
8) Are meetings completed in less than two hours?  
   | YES | NO | SOMETIMES |
9) Is the executive encouraged to participate?  
   | YES | NO | SOMETIMES |
10) Is the meeting room comfortable?  
    | YES | NO | SOMETIMES |
11) Has the board agreed on a parliamentary resource such as Robert's Rules of Order?  
    | YES | NO | SOMETIMES |
12) Does the board have enough information to make decisions about agenda items?  
    | YES | NO | SOMETIMES |
13) Do at least 90-95% of the members attend?  
    | YES | NO | SOMETIMES |
14) Does the agenda focus on policy issues rather than management issues?  
YES  NO  SOMETIMES

15) Are board members equal in the discussions and not dominated by one or two members?  
YES  NO  SOMETIMES

16) Do board committees demonstrate that they are working and producing results?  
YES  NO  SOMETIMES

17) Is discussion cordial and does it avoid personal attack?  
YES  NO  SOMETIMES

18) Do board members feel free to express even dissenting viewpoints?  
YES  NO  SOMETIMES

19) Do board members leave the meeting still feeling like a team?  
YES  NO  SOMETIMES

20) Do board members leave the meeting with a feeling of accomplishment?  
YES  NO  SOMETIMES

Evaluation followup:

If you circled any "NO" or "SOMETIMES" responses, list below the actions you will take to correct the problem so your meetings will run better and produce better results.

Our next meeting review will be ________________________________.
"The board's job is to set policy"

Ask any board member to define the board's job and you'll likely hear, "The board's job is to set policy." Ask for a definition of policy and you'll probably get no more than a confused look.

To do your board member job well, you must understand policy because that's where you'll be spending your time—making policies, wrestling with policy issues, interpreting policies, monitoring policy effectiveness, enforcing policy, setting direction for the organization through policies, protecting yourself and the organization through a good set of policies.

You probably have unwritten family policies: "Homework will be completed before the television may be turned on." The Constitution of the United States is full of policies for our country: "Congress shall make no law respecting establishment of religion."

A good set of written board policies...

✔ informs everyone of board intent, goals, and aspirations.
✔ prevents confusion among board members, staff and the public.
✔ promotes consistency of board action.
✔ eliminates the need for instant (crisis) policy-making.
✔ reduces criticism of the board and management.
✔ improves public relations.
✔ clarifies board member, executive and staff roles.
✔ gives the executive a clear direction from the board.

Policy is a written statement of the process and procedures for handling a specifically defined issue.

Just entering a motion into the meeting minutes that says the board will follow a particular direction is not policy. Relying on board tradition to be board policy is not enough. Determination of how the board handled an issue the last three times is not policy.

Board policy is a carefully designed, written general statement of direction for the organization, formally adopted by a majority vote of the board at a legally constituted board meeting.

Board policy is not...

Your bylaws are not your board policies. Bylaws are a higher and more permanent set of guidelines for how the board will operate. They are usually harder to change than board policies and do not cover the broad scope of how the organization will operate.

Board policies are not laws. There is little need to repeat in board policy those statutes that already have the force of state or federal law unless the board policy spells out some special manner in which the board will implement or comply with a law. For example, if state law prescribes when your fiscal year will begin, there is no need to repeat that law in a board policy.

A board should "develop" policy and not just "write" policy. Good policy grows out of a lengthy process of studying the issues and needs, gathering facts, deliberating the issues, writing the policy and reviewing the policy annually.
**Develop policy step by step**

Let’s look at policy development step by step.

1) **Identify the need.** Unfortunately, many board policies are a result of a problem or even a crisis rather than a result of careful planning and foresight.

A good way to identify need for particular policies is to anticipate problems and write policies before the problems occur. Study the policy manuals of other organizations. Watch what’s happening with other similar organizations in the state and nationwide. If an organization similar to yours ends up in litigation, your organization should review your own related policies. Learn from the mistakes of others.

2) **Gather the facts.** Most policies will grow out of recommendations from management. Your executive knows the trends, problems and issues that demand policy statements from the board.

Depending on the nature of the policy, you may want to ask for public/member input, seek legal counsel or even hire a consultant to help you develop a policy.

3) **Deliberate the issue.** This is where your perspective as a representative of your community/membership comes into play. You know community standards and community needs. Careful deliberation of a proposed board policy should include several considerations:

<table>
<thead>
<tr>
<th>Is the proposed policy...</th>
</tr>
</thead>
<tbody>
<tr>
<td>✓ really necessary?</td>
</tr>
<tr>
<td>✓ consistent with our mission statement?</td>
</tr>
<tr>
<td>✓ within the scope of our authority as a board?</td>
</tr>
<tr>
<td>✓ consistent with local, state and federal law?</td>
</tr>
<tr>
<td>✓ compatible with our other policies?</td>
</tr>
<tr>
<td>✓ practical?</td>
</tr>
<tr>
<td>✓ broad enough to cover the subject completely?</td>
</tr>
<tr>
<td>✓ enforceable?</td>
</tr>
<tr>
<td>✓ affordable?</td>
</tr>
</tbody>
</table>

4) **Write the policy.** The actual wording of the policy is best left to the executive or a task force of board members and executive rather than the full board struggling with wording. The actual policy may come to the board and back to committee for revision several times before it’s finalized. Making good policy takes time.

Final approval of the written policy is a board responsibility and should be done at a formal board meeting.

5) **Review your policies annually.** Although you write policies to be durable, policies do go out of date, and an out-of-date policy can be as bad as having no policy at all. Annual review of your board policies can help you keep your policies current and at the same time keep board members current about board policies.

**Consider this...**

You have polices somewhere, even if you don’t have a nicely bound policy book. The problem is those policies are probably hidden in the minutes of past board meetings or simply the traditions under which the board has always operated.

That’s not good enough. Informal policy is inconsistent, known only to board members, and won’t protect the board. It’s tough to convince an angry constituent or jury that you have a policy when it’s not in writing.

Borrow a set of board policies from another board that has them written down. Appoint a committee to review the minutes of meetings for the past few years, looking for policies adopted by the board. Use model policies from associations, vendors, or check the resource guide on page 59.

Once your policies are in writing, put the month adopted on each. When that month comes up each year, give it a quick review. You’ll keep policies current without the drudgery of reviewing everything at once.