



## Basic meeting procedures that work for most nonprofit board meetings

Robert's Rules are used by many nonprofit boards for discussion and decision-making. Full use of Robert's Rules as utilized by a legislative body would be cumbersome for most nonprofits; however, limited use of Robert's Rules may be helpful in maintaining order and moving decisions along quickly and efficiently.

**\* Note of Caution:** Don't get carried away with parliamentary procedure. There are always one or two board members who think that the board must follow Robert's Rules perfectly and who want to argue about the subtleties and details. This is unnecessary! It is much more important that boards have good strategic dialogue, that everyone has input and say, they people get their concerns and questions addressed, and that the board makes good decisions. Boards have the discretion to use any meeting procedure they choose, and to alter those procedures according to what works for their organizational culture. The important thing is to be efficient, fair, and strategic.

**The following is a pared-down usage of Robert's Rules that may be helpful:**

**Board Chair:** The chair of the board typically facilitates the board meeting, but may grant this role to another facilitator (like the vice chair or a paid facilitator). The chair has the discretion to run the meeting as s/he sees fit, provided s/he follows the organization's by-laws.

**By-Laws:** The by-laws of the organization outline all of the rules of how the board operates and should be read by all board members prior to participating in a meeting. The chair should be particularly familiar with the by-laws and should probably bring a copy with her/him to the board meeting.

**Quorum:** A board meeting must have a quorum in order to vote on any matter, even convening the meeting. The definition of quorum is determined by the organization's by-laws (51% of board members present is standard, but some boards have different quorum rules). Some by-laws allow proxy voting, which means an absent board member may elect to give his/her voting powers to another board member who will be present and vote on his/her behalf.

**Calling to Order and Adjourning:** The chair calls the meeting to order at the set time, when a quorum is present. No motion is necessary to convene the meeting; however, the chair typically calls for a motion to adjourn at the closure of the meeting. A second is needed. The time is recorded in the minutes for both calling to order and adjourning.

**Non-Members at a Board Meeting:** Non-members or ex-officio members of the board may participate in discussion or present reports at the discretion of the chair, but may not make motions or vote.



**Executive Session:** The board may choose to go into executive session, meaning only voting members of the board may be present. Executive sessions should be rare. It is most likely to occur when the board is discussing a confidential matter like the evaluation or compensation of the executive director.

### **Making and Voting on a Motion:**

**Step 1:** Motion is stated. Motions may be made by any voting member of the board other than the chair.

**Step 2:** Motion is seconded by any voting member of the board.

**Step 3:** Secretary ensures that the motion has been recorded properly in the minutes, along with the names of the board members making and seconding the motion.

**Step 4:** Board chair calls for discussion, questions and comments on the motion. During this time discussion should stay focused on the motion that is on the table.

\* **Board members may propose a “friendly amendment”** to the motion on the floor, i.e. “I can approve the motion if we add a \$5,000 spending limit.” Chair may ask the member making the motion if this amendment is acceptable. If so, the Secretary alters the motion and reads it back to the group. If the board member making the motion does not agree to the friendly amendment, the Chair proceeds with the motion as-is.

**Step 5:** Board Chair calls for a vote on the motion. S/he may ask the secretary to read the motion at this point for clarification. Chair asks “All in favor” and board members voting affirmatively raise their hands and say “aye.” Chair asks “All opposed” and board members voting no raise their hands and say “nay.” Chair asks for any abstentions and all those abstaining raise their hands. Votes are recorded by the Secretary.

**Step 6:** Board Chair states the outcome: “Motion passes.” “Motion fails.”

**Minutes:** Meeting minutes should be brief and need not reflect every discussion that occurs. The only items that must be noted in the minutes are:

- ▶ The date and time.
- ▶ A list of who is present.
- ▶ A record of motions, seconds, and whether or not the motion carried.
- ▶ Reports submitted may be attached as part of the record.