Effective Board Meetings

Unlocking the potential in your board meeting.

Governing Documents
- By-Laws
- Articles of Incorporation
- The Laws of the Land

Purposes of Board Meetings.
- Conduct business and make decisions
- To plan ahead
- To communicate information between board and manager
- To evaluate operations with the manager
Preparing for the Meeting

- Set Objectives
- Familiarize Yourself with the Information to be Presented
- Send out agenda in advance; 3-5 days
- Prepare meeting room for comfort and easy operation.
- Set up visual aids and materials for quick and easy use
- Arrange items to be discussed in a logical order; create a board packet

Planning the Meeting

The planning committee usually consists of the board president and the general manager.

Items to be considered for the Agenda

- Follow-up items from the previous meeting
- Attendance or Presentations by members that can be anticipated in advance
- Items from committees
- Legal reports, notice or administrative requirements
- Items to be discussed regarding future decision-making
- Items that action must be taken on at this meeting

The Board Packet

- Help the board keep information organized
- Cuts down on the paper covering the table
- Keeps discussion focused
- Makes minutes easier to record
- Reinforces the practice of having proposals for action in writing in advance of the meeting.
Creating The Board Packet

1. Use a simple paper portfolio with pockets and three ring binder. Label each portfolio with the date and place of the meeting as well as personalizing each folder with that director’s name.

2. At the top of every page put a header that gives the date of the meeting, source of the information presented, and the type of agenda item.

3. Number each page.

Before the Meeting:
Creating The Board Packet

4. In the pockets of the portfolio include supporting information such as the co-op’s mission statement.

5. Action recommendations included in the portfolio should include:
   ♦ background on the issue
   ♦ need for action
   ♦ recommendation for action
   ♦ why that recommendation was made
   ♦ pros and cons of options considered

The Meeting

- Start on Time
- State Objectives
- Review the Agenda
- Set Time Limits on Agenda Items
- Decide Five “W”s of each decision
- Make sure everyone has an opportunity to voice an opinion
- Evaluate the Meeting
- Adjourn on Time and on a Positive Note
Make Sure Everyone Has a Chance to Express Their Opinion

The Post Meeting
- Prepare and Send Out Minutes
- Follow Up On Action Items
- Begin Planning Next Meeting

Parliamentary Procedure
- Keeps the meeting running efficiently
- Ensures that everyone’s rights are met
- Mostly common sense and courtesy.
Crash Course in: Parliamentary Procedure

Types of Motions
- Privileged
- Incidental
- Subsidiary
- Main
- Unclassified

Main Motions
- Brings before the assembly an item of business
- General Main Motion
  - Must be made by the assembly
  - Can be debated and amended before a vote is made
Subsidiary Motions

♦ More commonly called secondary motions

♦ Applied to a main motion or other motions to modify or delay them

Types of Subsidiary Motions

♦ Motion to table
♦ Limit debate
♦ Postpone to a certain time
♦ Refer to a committee
♦ Amend
♦ Postpone indefinitely

Expanding On a Motion

♦ The motion maker is always allowed to speak first.
♦ All comments and debate must be directed to the chairman.
♦ Keep to the time limit for speaking that has been established.
♦ The motion maker may speak again only after other members speak
Voting Options

- By General Consent
- By Voice
- By Division
- By Roll Call
- By Ballot

Committees

WORK BECAUSE

- Smaller groups can work more effectively
- Builds teamwork among the board as a whole
- Divvies up tasks and expertise efficiently

WHAT THEY DO

- Prepare recommendations
- To advise staff
- To oversee or complete a significant project
- To make long term management recommendations of a certain responsibility of the board.

Efficient Committee Usage

- Limit the number of standing committees to 3-4
- Limit the number of overall committees so that members do not sit on more than 2 committees
- In some cases it is more efficient to assign a job to an individual board member with help from staff
- Some cooperatives involve outside members (staff, consultant, etc. on committee)
**Purpose of Minutes**

Minutes are one of the most important records of a board’s activities. While they are a required legal document they also serve other purposes.

- Reference
- Provide Board History
- Legal Review
- Orientation

**Content of Minutes**

- Include The Basics
  (date, time, organization, votes, etc.)

- Don’t Provide Too Much Detail

- Record Information That Could Be Helpful During A Legal Review

- Any Actions or Questions Around a Specific Issue Should Be Included, With Appropriate Detail Provided

**Legality of Minutes**

Minutes are a legal record of a meeting and they can be used in court if questions of legal liability arise.

- Minutes can be a resource during legal review.
- Must be done correctly
- Must provide the appropriate information
- Hard copies should be kept by the secretary and at the coop for all minutes.
Executive Sessions

- Meeting of the board without manager and staff present
- Appropriate when the board is discussing confidential issues or issues involving the manager
- Minutes should state that the board went into executive session.
- State the topic of the executive session but the specifics do not have to be noted in the minutes.

When is an Executive Session Appropriate?

- Annual meeting with the auditor
- Appraisal of manager
- Discussion of manager salary issues
- Investigation involving the general manager
- Discussion of conflict between two board members

Mini-Executive Sessions (manager and board only)

- Discussions relating to lawsuits or grievances from staff or former staff
- Discussions of individual staff
- Any issues where confidentiality is important
Executive Sessions and Manager/Board Relations

♦ Managers and board are uncomfortable with executive sessions
♦ Many boards schedule 4 routine executive sessions per year
♦ Allows the board to meet privately without raising tensions

Responsibilities of the Chairman

♦ To mediate between the members of the meeting.
♦ Listen to the concerns and comments of the whole group
♦ Stimulating productive conversation
♦ Asking thought provoking or probing questions to better address an issue
♦ Remaining un-biased
♦ Cut through the fat of the meeting to the heart of the issue at hand
♦ Care for the meeting room and the comfort of the members.

Payoffs of Efficiently Run Meetings

♦ Fewer last-minute “emergency” items
♦ Better decision making
♦ Fewer long rambling discussions
♦ Creates well informed directors
♦ Avoids potential legal scrutiny
♦ Makes decisions and actions more thorough and deliberate.
A Good Meeting

- Accomplishes its purposes
- Is conducted crisply and efficiently
- Allows everyone who wants to be heard have their say.
- Begins and ends on time

An Efficiently Run Meeting Can Mean The Difference Between An Ordinary Board and An Extraordinary Board