

# THE COMMUNITY BUILDER

## Agendas and Motions... Parliamentary Procedure/Robert's Rules

Meetings of Boards of Directors and Annual Meetings are held every day in a multitude of corporate settings (whether Non or Not-For Profit or for Profit) and organizations. The most successful meetings have a well-thought out agenda which provides the road-map for the meeting.

What is an agenda?

A fixed agenda or "order of business" is generally followed by organizations using parliamentary procedure. A fixed agenda such as the example that follows, can fit the need of any set of documents or state statute by fleshing it out to meet those needs.

Example:

1. Call to Order - if a quorum is present, the chair (the person conducting the meeting) says, "The meeting will come to order".
2. Minutes - The Secretary can read the Minutes or a record of the previous meeting or a "motion" can be made to dispense with the reading and moving to accept the Minutes as presented or as I learned recently, unanimous consent can be utilized.
3. Officers Reports - Officers (President, Treasurer) and Standing (permanent) committees (Finance, Architectural, Covenants) may report on their activities or may have submitted a written report on their activities. Some only report at Annual meetings.
4. Reports of Special Committees - Special (Ad Hoc or temporary) committees report on the tasks (verbally or in written form) for which they were created (Clubhouse use, tennis court refurbishment, social event).
5. Special Orders (or Matters for Board Decision) - This is important business previously designated for consideration at this meeting (Consideration of contract for painting, or pool remodeling or other action items the Board needs to vote on).
6. 6.Unfinished business - This is business that has come over (or was tabled) from the previous meeting.

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7. New Business (or Matters for Board Information /Discussion) - New topics are introduced or for concerns and issues that need to be brought to the Board's attention, but does not need to be voted on. It should also include the Manager's Report, the monthly financial statement and any other information for the Board's review.
8. Announcements - These inform the "assembly" or attendees of other subjects and events, such as the date and time of the next Board meeting.
9. Adjournment - The meeting ends by a vote or by general consent.

Obviously, not every board meeting will have all of the above items on the agenda and nothing should be on the agenda that the Board doesn't plan to take action on or make a decision on. This would also require that enough information be provided to the Board prior to the meeting that will enable them to make an informed decision and move forward.

Parliamentary procedure is the guideline used for conducting a meeting. Why is parliamentary procedure important? It allows everyone to be heard and enables the board to make decisions without confusion. It means democratic rule, flexibility, protection of rights and a fair hearing for everyone. It can be adapted to fit the needs of any organization, so it is important for everyone to know the rules.

While Roberts Rules (the summary of Parliamentary Law by Henry M. Robert) provide a very proper process by which all of these things can be accomplished, in the world of Association meetings, we have to take into consideration a myriad of other things, such as the governing documents and any specific processes that may be outlined by state statutes. But as a general rule, Robert's Rules and a basic knowledge thereof, can be a very beneficial tool.

## **Motions**

A motion is how a member (in a board meeting, it is referring to a Board Member/Director. At an Annual Meeting, it is referring to a homeowner member) gets their say. They make motions. A motion is a proposal on which the Board (or the membership at time) takes a stand or takes action on some issue.



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One Presents a Motion (makes a proposal "I move that...") Another Seconds a Motion (expresses support for discussion of another member's motion); one Debates a Motion (gives an opinion on the motion - "I think..."); they vote on the motion (makes a decision); "All those in favor..."

Or as noted above, because board meetings need not be as formal as other types of corporate meetings, Unanimous Consent is a great time saver for routine items. On motions that are likely non-controversial, the chair can ask if there is any objection to approving the item. In the minutes, anything adopted by unanimous consent would normally be shown by simply stating the matter "was approved unanimously" or "without objection". As the Minutes would generally reflect the board members present at the meeting, each member would be shown as voting for the motion. General consent is a motion and vote, just a shortened version.

It is the business of the association, as the actions taken by the members of the Board through Motions that are generally recorded in the Minutes of the Meeting.

For further clarification, the Minutes of the meeting should contain some very specific items:

They should note that they are the Minutes of the meeting; they should be a record of the business conducted (the Motions or actions taken), not a transcript of the discussion and or interruptions from anyone in attendance; and they should contain the date of the meeting, which are being approved.