

## APPENDIX A

### **RULES OF CONDUCT FOR BOARD AND COMMITTEE MEETINGS (Based on Rosenberg's Rules of Order)**

#### **As referenced in AWA-PL-BOD 001**

These Rules of Conduct and Rosenberg's Rules of Order are supported by the following four principles:

- Rules should establish order.
- Rules should be clear.
- Rules should be user friendly.
- Rules should enforce the will of the majority while protecting the rights of the minority.

Public input is essential to a healthy democracy; and community participation in public meetings is an important element of that input. The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items. The rules presented in this appendix for conducting a board meeting are offered as tools for effective leadership and as a means of developing sound public policy. Should questions arise regarding board meeting conduct, Rosenberg's Rules of Order should be consulted for resolution of the question raised.

1. The President is in charge of applying the rules of conduct. The President should be well versed in the rules, because the President, for all intents and purposes, makes the final ruling on the rules. All decisions are final unless overruled by the Board of Directors (Board) itself.

2. Because the President conducts the meeting, it is common courtesy for the President to take a less active role than other Directors in debates and discussions. However, as a Director, the President has full rights to participate in debates, discussions and decision making. The President should strive to be the last to speak at the discussion and debate stage. The President should not make or second a motion unless he or she is convinced that no other Director will do so.

3. Basic Format for Agenda Item Discussion: The meeting is governed by the agenda and the agenda constitutes the Board's agreed upon road map for the meeting. Each agenda item can be handled by the President in the following basic format:

a. The President should clearly announce the agenda item number and should clearly state what the subject is. The President should also announce the format that will be followed.

b. Following the agenda format, the President should invite the appropriate people to report on the item, including any recommendation they might have. The appropriate person generally will be a staff person or a committee chair charged with providing information about the agenda item.

c. The President should ask Directors if they have any questions for clarification or requests for additional information. The President should invite each Director to ask questions and make comments so that each has an opportunity to address the issue in an organized fashion. A time limit for Director questions and responses by the presenter should be indicated by the President, for example 5 minutes.

d. The President then should invite public comments. Each speaker shall be limited to 3 minutes on each agenda item, unless the President determines otherwise. At the conclusion of public comments, the President should announce that public input has concluded, or if the agenda item is a public hearing, should call for a motion and a second to close the public hearing.

e. If the agenda item calls for action on the item, the President should invite a motion from the Directors. The President should announce the name of the Director who makes the motion. If a motion is made, the President then should determine if any Director wishes to second the motion. The President should announce the name of the Director who seconds the motion.

f. When the motion is made and seconded, the President should make sure everyone understands the motion. This is done in one of three ways:

- The President can ask the maker of the motion to repeat it;
- The President can repeat the motion; or
- The President can ask the Clerk of the Board to repeat the motion.

The President should now invite discussion of the motion by the Directors. If there is no desired discussion or the discussion has ended, the President should announce that the Board will vote on the motion. If there has been no discussion or a very brief discussion, the vote should proceed immediately, and there is no need to repeat the motion. If there has been substantial discussion, it is normally best to make sure everyone understands the motion by repeating it.

g. The President takes a vote; simply asking for the “ayes” and then the “nays” is normally sufficient. If Directors do not vote, then they “abstain.” Unless the rules of the Board provide otherwise or unless a super-majority is required (as delineated later in these rules), a simple majority of the Directors present (assuming a quorum) determines whether the motion passes or is defeated.

h. The President then should announce the result of the vote and should announce what action (if any) the Board has taken. In announcing the result, the President

should indicate the names of the Directors, if any, who voted in the minority on the motion.

#### 4. Motions in General

a. Motions are the vehicles for decision-making. It is usually best to have a motion before the Board prior to discussing an agenda item, which will help everyone focus on the motion before them.

b. The Three Basic Motions are:

- The basic motion: The basic motion is the one that puts forward a decision for consideration.
- The motion to amend: If a Board member wants to change a basic motion that is under discussion, he or she would move to amend it. A motion to amend takes the basic motion that is before the Board and seeks to change it in some way.
- A substitute motion: If a Board member wants to completely do away with the basic motion under discussion and put a new motion before the Board, he or she would “move a substitute motion”.

Motions to amend and substitute motions are often confused. But they are quite different, and so is their effect, if passed. A motion to amend seeks to retain the basic motion on the floor, but to modify it in some way. A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it. The decision as to whether a motion is really a motion to amend or a substitute motion is left to the President. So that if a Director makes what that he or she calls a motion to amend, but the President determines it is really a substitute motion, the President’s designation governs.

5. When Multiple Motions are Before the Board. Up to three motions may be on the floor simultaneously. The President may reject a fourth motion until the three that are on the floor have been resolved. When two or three motions are on the floor (after motions and seconds) at the same time, the first vote should be on the last motion made. Depending on the action taken, each motion is addressed individually from the latest back to the original motion.

#### 6. To Debate or Not to Debate

a. The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the Board. The debate can continue as long as Directors wish to discuss an item, subject to the decision of the President that it is time to move on and take action.

b. There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire by a majority of the Board to move on. The following motions are not debatable, that is when the following motions are made and seconded, the President must immediately call for a vote of the Board without debate on the motion:

- Motion to adjourn. This motion, if passed, requires the Board to immediately adjourn to its next regularly scheduled meeting. This motion requires a simple majority vote of the Directors present.
- Motion to recess. This motion, if passed, requires the Board to immediately recess. Normally, the President determines the length of the recess, which may range from a few minutes to an hour. This motion requires a simple majority vote of the Directors present.
- Motion to fix the time to adjourn. This motion, if passed, requires the Board to immediately adjourn the meeting at the specific time set in the motion. This motion requires a simple majority vote of the Directors present.
- Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold”. The motion may contain a specific time in which the item can come back to the Board. A motion to table an item requires a simple majority vote of the Directors present.
- Motion to limit debate. The most common form of this motion is to say, “I call for the question.” When a Director makes this motion, the Director is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the President should ask for a second to the motion, stop debate, and vote on the motion. This motion to limit debate requires a simple majority vote of the Directors present. Note that a motion to limit debate could include a time limit.

## 7. Majority and Super-Majority Votes.

a. In a democracy, decisions are made with a simple majority vote. A tie vote means the motion fails. So, a vote of 3-2 passes the motion. A vote of 2-2 with one abstention means the motion fails. If a Director is absent and the vote is 2-2, the motion still fails.

b. All motions require a simple majority, but there are a few exceptions. The exceptions occur when the Board is taking an action that effectively cuts off the ability of a minority of the Board to take an action or discuss an item. The following extraordinary motions require a two-thirds majority (a super-majority) of the Directors present to pass:

- Motion to close nominations. When choosing officers of the Board, such as the President, nominations are in order either from a nominating committee or by Directors from the floor. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.
- Motion to object to the consideration of a question. Normally, such a motion is unnecessary, because the objectionable item can be tabled or defeated straight up. However, when Directors do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable; and it requires a two-thirds vote to pass.
- Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. This motion allows the Board to suspend these rules for a particular purpose.

c. The Motion to Reconsider. This is a special and unique motion. A tenet of parliamentary procedure is finality. After discussion, debate and vote, there must be some closure to the issue. After a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to reconsider is made. A motion to reconsider requires a simple majority vote of the Board to pass. There are two special rules that apply only to the motion to reconsider:

- First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the Board. A motion to reconsider made at a later time is untimely. (The Board, however, can always vote to suspend the rules and, by a two-thirds majority, of the Directors allow a motion to reconsider to be made at another time.)
- Second, a motion to reconsider may be made only by a Director who voted in the majority on the original motion. Any other Director may second the motion. If a Director who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order.

If the motion to reconsider passes, then the original matter is back before the Board, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

8. Courtesy and Decorum. These rules of order are meant to create an atmosphere where Directors and members of the public can attend to business efficiently, fairly and with full participation. And at the same time, it is up to the President and the other Directors to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is

always best for every speaker to be recognized by the President first before proceeding to speak.

## 9. Debate and Discussion.

a. The President should always ensure that debate and discussion of an agenda item focus on the item and the policy in question, not on the personalities of the Directors or members of the public. Debate on policy is healthy; debate on personalities is not. The President has the right to cut off discussion by Directors or members of the public that is too personal, too loud, too crude, or is not focused on the issue at hand.

b. Debate and discussion should be focused, but free and open. In the interest of time, the President may, however, limit the time allotted to speakers, including Directors. Can a Director interrupt the speaker? The general rule is no. There are, however, exceptions. A speaker may be interrupted for the following reasons:

- Privilege: The proper interruption would be, "Point of privilege." The President would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting.
- Order: The proper interruption would be, "Point of order." Again, the President would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting.
- Appeal: If the President makes a ruling that a Director disagrees with, that Director may appeal the ruling of the President. If the motion is seconded and after debate, if it passes by a simple majority vote of the Directors present, then the ruling of the President is deemed reversed.
- Call for orders of the day: This is another way of saying, "Let's return to the agenda." If a Director believes that the Board has drifted from the agreed-upon agenda, such a call may be made. This call does not require a vote. If the President does not comply with the call, then the President's determination may be appealed.
- Withdraw a motion: During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the President may ask the Director who seconded the motion if he or she wishes to make the motion, and any other Director may make the motion if properly recognized.

9. Special Notes About Public Input. The rules outlined in this appendix are intended to make Board meetings public-friendly. But in addition, and particularly for the President, it is wise to remember three special rules that apply to each agenda item:

- Rule One: Tell the public what the Board will be doing.
- Rule Two: Keep the public informed while the Board is doing it.
- Rule Three: When the Board has acted, tell the public what the Board did.