



South West Harbour Community Centre Society

Board Meeting and AGM Rules of Order

There is no universally prescribed set of meeting rules that non-profit boards must follow in making decisions. This document is intended serve as an example of a set of rules that any non-profit organization might create and adopt for themselves. This is an advance over not having any consistent approach from meeting-to-meeting or invoking “Roberts Rules” which few people are familiar with and can be misused. Having some written rules is valuable to all board members, especially the Chair and Secretary, in managing meetings as well as to the Executive Director/CEO.

Procedures of this type are useful in dealing with many board-level organizational matters. Community processes probably should rely on other processes and traditions. Such a set of rules of order need not address every situation. A board may wish to identify these as guidelines rather policy.

Your non-profit should feel free to change any of what follows. Notes in italics do not need to be retained.

Board of Directors Meetings

1. Approval of agenda - No motion needed to amend or accept agenda. Chair need only ask for advice on the order of items, questions about priorities and if there are additions.

(Note: Your board may instead wish to have a motion to approve or amend the agenda. Some boards utilize a consent agenda item that includes agenda approval and other routine matters and will seek a motion and vote to approve the items as a group under this heading)

2. Approval of Minutes of previous meetings. Chair should ask if there are any changes or amendments to be noted and then pause. Hearing none the Chair may call for a *motion to approve* the minutes as presented or amended. A seconder and formal vote is needed.

Minutes can be amended to correct an inaccuracy, add context or better reflect the thoroughness of a decision process on an important matter. If the minutes of the previous meeting are amended, the amendments should be noted in the minutes of the current meeting rather than going back to change the previous minutes.

3. Strategic Plan or Goals: The adoption of a strategic plan or annual goals should require *a motion to approve*, a *seconder* and a *vote* recorded in the minutes.

4. Policies that are intended to be implemented by the Executive Director (operational policies) or by the board itself (e.g. Code of Conduct, Board Chair Position Description), whether new or amended, require *a motion to approve*, a *seconder* and a *vote* recorded in the minutes.

5. Board Discussion: No motion is required to **initiate a discussion** of an accepted agenda.

6. The budget for coming year or a revised budget requires *a motion to approve*, a *seconder* and a *vote*

(Note: One of a boards main fiduciary responsibilities is financial oversight and the budget is the most important mechanism for this)

7. New organizational commitment involving a financial or reputational risk such as the assumption of a mortgage, or the taking legal action, or the hiring a lawyer to respond to a legal action by another party, requires *a motion to approve*, a *seconder* and a *vote*.

8. Appointment, reappointment, release or termination of the Executive Director requires a motion to approve, a seconder and a vote.

(Note: Your board may wish to ask for more than a simple majority vote on this very important matter. You could indicate here that “ the chair may request a 2/3 majority support in order for such a motion to pass”)

9. Changes in the Executive Director’s job description, salary or contract (if normally a board level matter) requires a motion to approve, a seconder and a vote.

10. The design of the Executive Director’s performance evaluation (description of principles, criteria and process) requires a motion to approve, a seconder and a vote.

(Note 1: This might be an evaluation template created, borrowed or adapted).

(Note 2: Your board may want to have a formal motion to accept the results of this evaluation, including recommendations, if any, for action.)

11. The expenditure of funds from reserves or the allocation of year-end surplus requires *a motion to approve, a seconder and a vote.*

12. Appointment of new (acting) board member – *Motion to accept, seconder and a vote.*

It is important to acknowledge and welcome a new member to the board team. Acting or interim board members can be appointed if the bylaws allow board additions between Annual General Meetings. Most do.

13. Board resignation (outside of formal term): *Motion to accept, a seconder and a vote.* A resignation may be in the form of a letter or email from the person (recommended), or statement of resignation made at a board meeting.

(Note: In most Provinces notification of any changes in the composition the board must be filed to have legal affect)

14. Annual general or special membership meeting business. *Motion to recommend a matter go to the membership at the AGM requires a seconder and a vote.* Examples

- Proposed slate of directors
- By-law change proposals
- Other matters where the board wishes to consult the membership

15. Reports received or submitted to the board do not require a motion either to approve or to allow discussion.

16. Committee reports themselves **do not** require board approval. A **motion to accept** a committee report may be considered where there are no decision matters put forward by the report but the board wants it acknowledged.

17. Public positions and endorsements by the organization require a motion to approve, seconder and a vote

Additional suggestions on motions, voting and recording in minutes:

- The names of a mover and seconder of a motion need not be recorded in the minutes although on important matters the board might decide to direct the Secretary to do so. The minutes might then record M for mover and S for seconder with the first name or initials in each case (e.g. M-gm).
- At the chair’s discretion “voting” may involve a verbal call for “all in favour” or a show of hands. A show of hands is symbolically more affirming for building the governing team and should certainly be used in important decisions and

certainly in the case in virtual meetings where participants are visible to each other.

- Unless otherwise requested by one or more directors, the number of votes cast or the number for and against or abstaining should not be reported.
- The vote may be recorded in minutes as passed (most decisions), passed unanimously (indicating a strong consensus) or passed with # persons dissenting or abstaining.

Email Voting

The board will refrain from soliciting director votes via email except in extraordinary and time sensitive decision situations, and where it has been unable to achieve a quorum of directors at an in person or virtual meeting. In such situations:

(1) the directors solicited for their e-mail vote will be well informed of the decision options and consequences of each one.

(2) the written official record of the resulting decision (regular or special meeting minutes) is transparent in disclosing how many directors participated by email, the views they offered if any, and the departure from normal practice.

(Note: Board decisions that have not resulted from a deliberative process involving all voting member could be legally challenged)

Annual General Meeting (AGM)

(Note: The requirements for holding and conducting an AGM, including the election of directors, are normally outlined in the organization's bylaws. Beyond what the bylaws state, organizations may want to outline their own AGM procedures. Like the procedures above for board of directors' meetings, these serve as an example of what could be rather than advice on what is required.)

As the Annual General Meeting is an important legal and symbolic event, a greater degree of formality is recommended to acknowledge the power of the membership. Motions made at an AGM should be decided upon by a show of hands.

1. Agenda: Approval of AGM agenda does not require a mover, seconder or vote if the matters before the membership are those outlined in the bylaws as the **regular** business of the annual general meeting.

The chair may open the meeting with statement that “the normal business of the AGM is before the membership”. Following the close of the AGM meeting business, other matters can be discussed but not voted on.

(Note 1: Approval of the AGM agenda may be asked for if there are matters on it that are not part of the regular business of the AGM and have been added in the advance notice of the meeting. Advance notice is often required on special matters where a membership decision is proposed that may be binding upon the organization)

*(Note 2: Matters may be added to the agenda by members at the AGM without advance notice only **if the bylaws allow it**. If the bylaws offer no guidance, they ought to be changed so that they do offer guidance. If items are to be added the AGM agenda the additions ought to be approved with a motion and vote.)*

2. Minutes of previous AGM: Requires mover and seconder and vote.

(Note: Normally the minutes of the previous AGM would have been made available to members with the notice of the meeting. Some copies could be on hand)

3. Annual Directors’, Chairperson’s or Board Report requires a motion to accept, and a seconder and a vote. This report and the one below can be moved and voted on separately or together.

(Note: Your non-profit may choose a combined report (3 & 4) not two separate ones)

4. Executive Director’s or Annual Operational Report requires a motion to accept, a seconder and a vote.

5. Annual Financial/Treasurer’s Report requires motion to accept, a seconder and a vote.

(Note: This item may be supported by copies of the organization’s auditors’ report or full annual report and made available to members attending)

6. Appointment of Auditors. Where it has been the practice for that the Auditors for the next year be appointed at the AGM, a separate motion naming the auditors ought to be made, seconded and voted upon.

If this has been the practice but it is not clear who the auditors might be for the coming year, the authority to hire them may be assigned to the incoming board with a motion to accept, a seconder and a vote.

7. Election of Board of Directors requires a motion to approve the list of directors, a seconder and a vote. (See Note on Election of Directors below)

Retiring directors, or those who resigned before the end of their term, should be thanked in advance of the motion for new directors.

It is common practice for director candidates to stand (or raise their hand) before or following the vote.

(Note. Your bylaws should offer clear guidance on the election of the board and its officers)

8. Amendments to the Society or Association By-Laws. Should be introduced as a *Special Resolution*. Requires a motion, seconder and frequently a 2/3-majority vote. The secretary should count and record votes for/against or abstaining unless the vote is unanimous.

(Note: Your Bylaws should be clear on the how your bylaws may be changed)

9. Adjournment – An AGM requires motion to adjourn, typically made by meeting chair. It requires no seconder or vote.

Note on Election of Directors & Officers

Item 6 above may be expanded depending on the organization's board member terms, recruitment practice and bylaw requirements. The following are some examples:

- In cases where there is a *slate of board candidates*, whose names and backgrounds have been communicated to the membership in advance, the current board chair should at the AGM briefly review the processes used for identifying and selecting the candidates and announce the list of proposed directors, ask for a mover and a seconder and then ask for a vote.
- In cases where some director nominations are also accepted from the members at the AGM (nominations from the floor) and where those candidates are present, the Chair shall confirm the candidates' willingness to serve on the board, announce all of the proposed directors and ask for a motion to approve those nominated as directors, a seconder, and then call for a vote.
- If there are more director candidates than board positions, the Chair will have to call for a vote by secret ballot. Preparations needed in advance and procedures for handling this should be added to this document.
- In cases where the bylaws specify that some or all the officers of the board (e.g., chair, vice chair, secretary and treasurer) are to be determined at the AGM, the Chair should identify the names of the persons and office they are to hold from amongst those already elected as directors and ask for a motion to appoint said officers and a seconder and then call for a vote. In some cases the board's officers must be elected individually and/or separate from the rest of the board.
- In cases where some directors have not yet completed their terms, the election may just be for new directors. However, some bylaws require all the directors to symbolically retire from office at the AGM and for those whose terms have not been completed to be re-elected along with those newly proposed.