

Non-profits encounter decision situations where regularly scheduled board meetings may not be the most effective way of dealing with a matter of some importance and urgency. Approval of an unexpected grant that has a deadline for acceptance, formal appointment of auditors, approval of an unbudgeted expenditure come to mind.

Some non-profits operate with an executive committee authorized to make decisions between board meetings. Increasingly though many have opted to constrain this committee's authority in favour of giving it more of planning role. In such cases a decision by the whole board, even a straightforward one, is often a better approach.

Many may look to email voting as a board decision mechanism without adhering to any guidelines. This sample policy is intended to fill the gap.

Board Email Voting

The Chair and/or the Executive Director may call for an email vote of the Board if the business at hand satisfies at least three of the following criteria:

1. A decision is regarded as an urgent one.
2. The matter needing a decision is one that has already been well considered by the board
3. It is impracticable to schedule the directors for a meeting, even a virtual one
4. The matter is not controversial
5. The decision before the board does not require extensive background reading or explanation.

Decisions made by email are intended to be straightforward ones. Therefore, no material amendments or discussion is permitted as part of the email voting process.

In conducting the vote:

Details of the proposed decision and a motion shall be proposed to all board members. Reference to the relevant policy requiring that the matter must be a board decision, if there is one, shall be provided.

The email subject line must indicate that a vote is required. Matters not related to the decision should not be included.

The date and time by which all votes must be communicated back to the Chair and/or Executive Director shall be clearly indicated.

If the normal practice of the board is one that requires a mover and seconder for such a decision item, the chair shall indicate that they are the mover, and another director shall be contacted prior to the vote to provide the second.

The email message regarding proposing the decision will not invite discussion.

When casting their vote board members shall reply to the entire group (reply all) so that all members will be made aware of all votes cast.

To be ratified, the decision of the directors must of an absolute majority of directors, not just a majority of those who cast their vote. Abstentions will be counted as a vote against the motion.

When the results of the vote have been determined, the chair or executive director will communicate it via an e-mail message to all members of the board.

The motion, voting process, the result and the number of votes cast shall be read into and recorded in the minutes of the next regular meeting of the board. There is no need for a second process of ratification.

Directors may use the recording of the vote in the minutes as an opportunity to offer comments and suggestions.

Should the matter to be voted on be more controversial or complex than expected, any board member may request a special meeting of the directors to decide the matter. In this instance the voting is to be suspended and motion made to initiate the email vote shall be the one before the special meeting.

If a director does not, for any reason, have ready access to email, the chair or executive director will endeavour to communicate the invitation to vote in some other way and relay this director's vote to the rest of the board.

Note: This sample policy may be freely used and adapted by non-profit organizations without attribution.