

Good Governance for School Boards: Trustee Professional Development Program
MODULE 12: RUNNING EFFECTIVE MEETINGS

Module 12: Part A – Running Effective Meetings

[Welcome]

Welcome, this is Bob Williams.

The Centre for Governance Excellence is pleased to introduce you to our expert presenter for this module on running effective school board meetings.

The module explores the procedural framework that governs board meetings. It provides insights into working with parliamentary procedures to ensure that the meeting agenda is handled effectively, achieves its intended outcomes and demonstrates accountable, transparent and inclusive practices to the board's public.

[Our Presenters]

Our presenter is Sheila MacKinnon, partner with the law firm of Shibley Righton. Sheila is a highly respected lawyer with a wealth of school board experience in Ontario. She has practical on the ground expertise in the area of governance. We thank Sheila and Shibley Righton for working with us to develop a module that sets out in clear detail the intricacies of running and contributing to effective school board meetings.

[Part A: Running Effective Meetings]

“Try not to have a good time this is supposed to be educational.” by Charles Shultz.

After completing this module, you will understand why a board of trustees meet, what is parliamentary procedure, board meetings from start to finish, role and conduct of the chair, role and conduct of individual trustees.

In this section we explore: role of the board of trustees, what is a meeting and how decisions are made by a board of trustees.

[Role of the Board of Trustees]

It may be trite to say but before we can understand the details of meeting procedures we must understand the context within which a board of trustees meets. By understanding the role of a board of trustees of a school board, it will help you understand the agendas of the meetings, the motions necessary to achieve the decisions of the board, and your role as a trustee or chair at meetings of the board.

It is important that your board of trustees be clear as to their role in setting the strategic direction versus involvement in operational matters. Each school board will have a model of governance and each trustee should understand what that model is. The

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board of trustees then develop overall policies to carry out the strategic direction. The board of trustees has an oversight and monitoring role over the implementation of these policies which is carried out by the director of education through his or her staff. This is done through the delivery of effective and appropriate education programs that promote student achievement and well-being. I believe that if individual trustees stay focused on this role of the board of trustees then you will be a long way towards running effective and efficient board meetings.

In order for you as a trustee to understand whether or not a meeting of the board or committee of the board must be held in public, and, or whether, the formalities of conducting the meeting in accordance with your boards by-laws and rules of order must be followed, you need to first determine whether the meeting is a true meeting of the board within the meaning of the *Education Act*.

We will discuss later in this module when a committee of a board can meet in private, known as in-camera meeting.

[What is a Meeting?]

If a board of trustees meets for the purposes of making decisions or advancing in a material way the decision-making process regarding matters that it has the authority to decide, then that is a meeting which must be held in the public, unless it is a meeting of the committee of the whole board or any other committee of the board which may be closed to the public when certain subjects matters are under consideration. If trustees are truly meeting for professional development and/or training, information sessions or briefing by staff, provided no decisions are made or discussions occur which materially advance the decision-making process.

Once a board of trustees is at a properly constituted meeting of a board, it needs to make decisions. Now how is this done? Remember individual trustees have no powers to make decisions that bind the board or to instruct staff, unless such power is delegated by the full board of trustees to the individual trustee. As a result, decisions by a board of trustees are made by the group and once decided, is a decision of the entire board of trustees regardless of how an individual voted.

[How decisions are made by a Board of Trustees]

Decisions of a board of trustees are made through the voting on motions in accordance with the parliamentary procedure that the board follows. Whenever a group gets together to make decisions that bind the organization this is a meeting and those decisions are made through a motion or consensus. The mechanics of a motion will be discussed in the next section. Trustees may be aware of other organizations that arrive

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at decisions through consensus. Given the political nature of school boards this would not be an efficient process for arriving at decisions. However, once a motion is moved, seconded and debated, a chair could consider whether there is any objection to the motion and seeing none could declare the motion passed. This is known as unanimous consent and can speed up dealing with routine matters such as approving the minutes of a meeting.

[What is Parliamentary Procedure?]

In this section we explore: definition, hierarchy of rules, parliamentary authorities, types of motions and the eight steps of a main motion.

[Definition of Parliamentary Procedure]

Parliamentary procedure is based on parliamentary law but not the kind of laws you find in statutes or case laws. It is the rules and procedures which have been agreed to over time to be used for the effective and efficient running of meetings in order to arrive at a decision that binds the group. Ultimately, for each group or organization which is needing to make a decision, parliamentary procedure is the parliamentary authority you choose to follow which may be modified by an organization, such as a school board, and is known as your special rules of order.

The purpose of following parliamentary procedure to conduct meetings and make decisions is to bring order, predictability and fairness in that process. All rules of order do, and any special rules of order should, follow the fundamentals of, the will of the majority, the right of the minority to be heard, the protection of the rights of absentees, fairness, and one question at a time. Doesn't this make sense? Once a vote is taken, the majority rules. The right of the minority to be heard is done through debate. Protection of the rights of absentees is done by following the rules on giving notice of a meeting, providing the agenda and supporting materials so the person entitled to vote can decide whether or not to attend the meeting and if they don't, they can be confident as to what took place. By reading the agenda and supporting materials, together with the ultimate minutes of the meeting, they will be kept up to date even though they were absent. Fairness is the underpinning and rationale for each and every rule in your rules of order. One question at a time means that only one issue at a time should be considered by the group, which of course makes practical sense. It is also the guide and rationale for dealing with the various motions that can be brought.

[Parliamentary Law]

In his book *Parliamentary Law*, written in 1923, General Roberts says "the greatest lesson for democracies to learn is for the majority to give the minority a full, free

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opportunity to present their side of the case, and then for the minority having failed to win a majority to their views, gracefully to submit and to recognize the action as that of the entire organization, and cheerfully to assist in carrying it out until they can secure its repeal." This is as true today as it was in 1923. Truthfully, to assist in carrying it out may be an unreasonable expectation in reality. The *Education Act* now requires each trustee to uphold the implementation of any board resolution after it has passed.

School boards are simply a creature of statute, as a result school boards are governed by many laws, by-laws, rules, policies and procedures. As a board of trustees, you need to know which laws, by-laws, etcetera, apply to which situations, and in what order of precedence, particularly if there is a conflict, say between the legislation and your by-laws.

[Hierarchy of Rules]

Any legislation such as the *Education Act*, which is applicable to school boards takes precedence over the by-laws of a school board. For example, the *Education Act* states that a quorum at a board meeting is a majority of all board members present. This means that a school board cannot set a different quorum through its by-laws or through its special rules of order. Your board's by-laws take precedence over any special rules of order you decide to follow. Again, this means that if the particular issue is dealt with in both and a conflict occurs, you follow your by-laws on that issue.

Usually a board's by-laws will indicate which parliamentary authority a board of trustees will follow. As well, the by-laws may state that the board has created its own special rules of order, which are to be followed ahead of any parliamentary authority adopted. And only when an issue is not covered in the special rules of order, does a board of trustees resort to the adopted parliamentary authority. If for some reason a board of trustees has not adopted special rules of order and or parliamentary authority on rules of order, then a board will resort to whatever procedure has customarily been followed regarding that particular issue, even though it has not been written down. As you would expect, relying on custom is not conducive to running an effective board meeting. For one thing it does not meet the fairness test. How does a new trustee know what the custom of the board has been?

[Parliamentary Authorities]

All published rules of order basically follow similar procedures since they are based on the same five fundamental principles discussed earlier. Bourinot's is based on Canadian parliamentary law. It is more informal, less detailed than the others and therefore leaves a lot of discretion in the chair to make rulings on points of order.

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“Robert’s Rules of Order” are based on the American Senate rules. It is very detailed and technical but covers every conceivable issue that could arise during the running of a meeting. “The Standard Code of Parliamentary Procedure” by Alice Sturgis is an alternative to “Robert’s Rules of Order” because it is based on “Robert’s Rule of Order” but is a streamlined simplistic version of it. There are a few books which assist in understanding “Robert’s Rules of Order”, they are “Parliamentary Procedure at a Glance” by Garfield Jones, “Robert’s Rules for Dummies” by Alan Jennings and “The Complete Idiot’s Guide to Robert’s Rules” by Nancy Sylvester.

Knowledge of the basic procedures and terminology will result in more efficient and productive meetings. Some board’s conduct orientation sessions for new trustees that include the basic rules of parliamentary procedures. Others may have a staff member present at meetings who can answer procedural questions.

[Types of Motions]

Once a main motion is on the floor, certain secondary motions may be brought which either deals with the main motion, actions which need to be taken even though there is a pending main motion, or the motion will help to handle the pending motion. When a secondary motion is raised, the chair then needs to ensure he or she deals with those motions in the proper order of precedence. The proper order is privileged motions first, then subsidiary motions next, and then the main motion is dealt with. Incidental motions have no particular order of precedence and are dealt with when the issue arises.

Restorative motions such as a motion to reconsider rescind etcetera are obviously dealt with after the main motion has been passed. Examples of privileged motions are: fix a time to adjourn, adjourn, recess, question of privilege and orders of the day. You can see why those motions will be dealt with before finishing with the main motion or dealing with any subsidiary motions – because if a motion is being brought to adjourn that is the will of the group and there is no point dealing further with the motion or any subsidiary motions.

There are various other subsidiary and incidental motions which each parliamentary authority has. For example, before a vote on a main motion is taken, business may be interrupted by a motion to lay it on the table, postpone the vote, refer the motion to a committee, withdraw it from consideration, or adjourn the meeting. Debate may be closed formally with a subsidiary motion to close or limit debate or to move the previous question, and a two thirds affirmative vote. In cases where the chair believes that discussion has ended, a vote on the motion may be taken without a formal motion to close debate unless a member objects. After motions have been passed or rejected, no further discussion on the same issue should be allowed at that same meeting, other than through a motion to reconsider. As well, your board’s special rules of order may

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provide for some of these motions and exclude others, or may define it differently from the parliamentary authority you otherwise follow. For example, Robert's rules regarding debate says that each member may speak twice and for a maximum of ten minutes each time. This may not be suitable for some boards.

The bottom line is, that to be an effective trustee at meetings you must understand the rules of order that govern your board meetings. It may seem daunting at first but learning at least the basic types of motions and how and when to bring them is empowering for a trustee. You would not dream of jumping into your car and driving away without ever having been taught to drive. As mentioned earlier there are various books on parliamentary procedure which can assist in understanding the basics of the rules of order.

If you need assistance you may rise and move a motion for a parliamentary inquiry which does not need a seconder and is not debatable. You simply ask the chair his or her opinion on the parliamentary issue, as well, if you feel that a parliamentary procedure is being breached you may rise to a point of order.

Understanding how to properly amend a motion will greatly enhance the efficiency of the meeting. The basics of amending a motion are: only two amendments at a time, amendments must directly relate to the main motion, debate amendments and main motion one at a time in reverse order. Strictly speaking there is no such thing as a friendly amendment, however, it has been accepted that if the amendment meets the following three criteria then there is no need to go through the previously discussed basics of amending a motion. Those three criteria are simple word inserts, mover of a motion must agree; and the unanimous acceptance by trustees.

[Eight Steps of a Main Motion]

Now, what are the eight steps of a main motion? Well they are first, if no other business is pending a trustee asks to be recognized by the chair. Second, the chair recognizes the trustee. Third, the trustee moves the motion. Fourth, another trustee seconds the motion. Now remember, seconding a motion does not mean endorsement of the motion or issue. The first trustee still has control of that motion at this point and time. This means that the trustee could choose to now withdraw the motion, without a seconder or any other input. Fifth, the chair states the motion. Before stating the motion, the chair can assist the trustee with his or her motion wording. Once the motion is stated it belongs to the group. Sixth, now the motion is debated. Seventh, the chair puts the question and the members vote. Finally, the chair announces whether the motion is carried or not. These are the basic steps to pass a main motion. Some boards do not permit main motions from the floor other than to deal with the items listed in the agenda. They may require that a notice of motion be brought at a previous meeting indicating an

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intention to bring a motion at the next meeting You would need to check your by-laws or procedures.

It is a good idea to write out your motion before beginning to speak. This saves time, focuses your thoughts and avoids having to amend a motion. You then simply need to say “I move that...” and whatever your motion is. In order to get the motion on the floor to be debated, most motions need a seconder. The practical reason is that if there is no seconder it's likely that there isn't the will of the group to deal with the motion. It is a misnomer that seconding a motion means that you are in favor of the motion. This is not true. Seconding a motion simply means that you agree that the questions should be debated and a decision made. Before the Chair states the motion, the mover of the motion may withdraw it or amend it without the permission of the rest of the trustees. Before the motion is read out by the chair, the chair may assist the trustee with the language of the motion or to clarify its content. Once the motion is stated by the chair it belongs to the group and can only be withdrawn by a motion passed by the majority of the members present.

Your board will have rules around the conduct of the debate, these rules will either be contained in your special rules of order or the parliamentary authority that your board uses. There are rules around who goes first, how many times a trustee can speak to an issue, the length of a time a trustee can speak, the order of speakers, the handling of secondary and incidental motions during the debate, rulings by the chair and how to challenge the ruling of the chair. Once the debate is over, the chair should indicate this and the fact that he is putting the question to the trustees. Then the members vote. The chair should advise the trustees the method of voting. Is it by voice? Show of hands? A secret ballot? The chair should also indicate whether or not the vote requires a majority vote, two-thirds a majority vote, etcetera. As well there will be rules around whether or not each trustee vote is recorded in the minutes. The chair then announces whether the motion is carried or not. The result of the vote then becomes a decision of the whole board and must be upheld by each member of the board until such time as it is successfully reconsidered or rescinded.

As you can see, the eight steps respect four of the fundamental rules of parliamentary procedures – those being the will of the majority, the right of the minority to be heard, fairness, and one question at a time. It is a best practice to have a motion on an item on the floor before discussing it and debating it. Otherwise the meeting can get out of control because the trustees may lose focus. Student trustees are not members of the board and are not entitled to exercise a binding vote on any matter before the board. However, they are entitled to request a recorded non-binding vote in order to have their opinion officially reflected in the board minutes.

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[End of Module 12 Part A]