

Going Through the Motions

*A basic guide of
what to do and how to do it
in meetings of boards and committees*



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This book is ...

... a *basic* book on how to handle the normal everyday things that happen in a meeting.

It covers basic procedures and understandings for people who attends meetings of clubs or associations, community groups, not-for-profit boards, corporate bodies of strata dwellings, and similar groups.

This book is NOT ...

... a guide to corporate law and related meeting procedure. It is not designed to be used in listed company meetings or shareholder meetings although the basic principles can be applied.

It is **not** designed to explain the details and background to every issue which is covered. If you want or need that, look at the reference list at the back for books which will be useful for that purpose.

How to use this book effectively

There are two parts to this book.

In Part 1 you'll find explanations of how meetings work and what makes them go right and wrong as well as specific information about what to do, when to do it, why to do it **and how to do it**.

In Part 2 you'll find ***The Meeting Toolbox***. The toolbox is designed to be used during a meeting to help the chair and the participants say the right words and respond in the right way.

Both parts are designed to provide you with information so you can fully participate without feeling "locked out" because you don't understand what is going on.

Caution

This book is general in nature. It contains widely recognised guidelines used in meetings in Australia, New Zealand and the United Kingdom. It does not supersede the constitution or local rules or laws of your organisation.

You *should* be aware of the content of your organisation's constitution and its bylaws and rules and consider them when applying the contents of this book.

The content of this book does not constitute legal advice. The author is not a lawyer.

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Meetings in the 21st Century –

A Reality Check

Meetings in the 21st century have changed. Formal meeting procedure is less common than it was a few years ago.

Most use modified versions of the procedures mainly because people simply don't understand a lot of the traditional rules.

A lot of the rules have been relaxed by many organisations because people simply don't understand them.

It's perfectly possible to use scaled down meeting procedure and still have an effective meeting.

Whether your organisation uses the procedures fully or partially, to be most effective in your role, you should understand the principles behind the rules and how they can work even if you don't use them in their "pure" form.

This book is your survival kit!

You need to observe the way the meetings you attend are run and you will find out quickly to what extent the "procedures" are used. It doesn't matter if the procedures are not fully used. This book will still help you survive and thrive in your meetings.

Remember this truism – a meeting is run by the person in the meeting who *sounds like* they know the most about meetings – whether they are in the chair or not.

Understanding the "Meeting Game"

Meetings are a game and the sooner you learn how to play the game, the more effective and successful you will be.

There are three main things you must understand.

1. People come to meetings for self interest.

That does not (necessarily) mean that they are selfish or ego driven, but they are there to get whatever outcome most closely matches what they believe should happen.

This creates energy so if you can harness the energy of those around you, the results will be greater.

2. There is a service/power continuum in meetings

Everybody sits somewhere along the Service/Power continuum. It is crucial that you know where the each person sits, including the Chair.

Essentially there are three main types of participants along this continuum.

Power Person.

Some people are driven by personal power. They want the outcome that suits them and give scant regard to the “good of the majority”. They want what they want and will do (almost) anything to get it.

Service Person.

Service people on the other hand come from a completely different perspective. They want the greatest good for the greatest number. Their focus is the good of the meeting, or the organisation, and not themselves. They are selfless.

Indifferent Person

Although most people sit somewhere along this continuum, some people are not on it at all. These are people who are either not attending willingly, or don't really care what happens, or who have lost interest in the group or the meetings.

Once you know where people sit on the continuum you will be much better placed to deal with them as fellow players in the meeting game for their strategies will be very different.

3. Meetings have rules. It is in your interest to know them.

The rules may be detailed in the constitution or by-laws. They may not be detailed at all. In this case, an assumption is made that the “customary” rules (such as those detailed in books like this) will apply.

The rules however are only half the game. The most effective people in meetings know that real success comes with understanding the rules and strategy needed to participate fully in the meeting “game”.

Once you understand rules **and** strategy, you can look forward to fully participating in the meeting game.

Caution Some organisations use an American book called “Robert’s Rules of Order”. It is 700 pages and is a fine book, but it is different from Australasian rules and procedures and contains many elements and, in particular, uses terminology which is rarely, if ever used in Australasian meetings. It is strongly suggested that your organisation adopts one of the Australasian authorities listed at the back of this book.

The Three Elements of a Meeting

There are three broad elements in every meeting – the people, the paperwork and the procedures.

Element 1 - The People

The person in the chair

Referred to as the chairman, chairperson, chair, president or other term your organisation uses.

Their role:

The role of the chair is crucial to the success of the meeting. They should be *fair, firm* and *focussed*. While they clearly have a view on most issues, their role as chair is to:

- allow free and open discussion so that a broad range of views are allowed to be expressed fairly
- help the meeting to reach the best decision for the organisation. The chair should, as much as possible, be impartial.

The office bearers (or officers)

Secretary, treasurer and other positions which vary from organisation to organisation, as well as the various portfolio holders. Most well run organisations break the “work” down into port-folios and a person is delegated responsibility for that portfolio. These people may or may not be regarded as “office bearers” but, nevertheless, have a slightly different role in the meeting because it is likely that they will report on activity in their portfolio.

Their role:

Office bearers and port-folio holders should come to the meeting prepared to report on the matters in their port-folio so that the meeting can be aware of things such as current status, issues of concern, and suggestions for future progress. These reports should be written, copied and made available to every person attending the meeting. Ideally they should be distributed before the meeting so people have time to read and consider their content, especially if they contain recommendations. Failure of a portfolio holder to bring “matters of concern” to a meeting is a serious issue.

The other participants.

These people will be members of the board or committee or organisation which is meeting but may also be visitors or non-members.

Upon request, visitors and non-members generally are permitted to () take part in the meeting discussion but not take part in the voting or decision making.

Their role:

Other participants who are members of the group have a responsibility to have read the agenda, to have read all supporting documents, to have canvassed opinion among other members if that is appropriate, and be ready to listen to and contribute to the discussion and take part in the decision. Participants who do not come properly prepared to a meeting do not serve their organisation well and appropriate moves should be taken to replace them with more committed people.

Element 2 - The Paperwork

The paperwork can be huge for some meetings but it falls into just three types – a) the agenda, b) the reports, supporting documents and position papers, and c) the minutes and action lists.

Each has a different role to play and they are explained in more detail in the next section. You need to be fully aware of the contents of all of these to participate fully in the meeting.

Element 3 - The Procedures

The procedures used by your organisation will come from three broad areas.

1. Legislation

If you are an incorporated association (you will have “Inc.” after your name), then you operate under the Associations Incorporations Act in each state of Australia or the Incorporated Societies Act in New Zealand. Each of these acts is similar but there are differences so you need to know about the act in your state.

If you are a company you may be what is known as a company limited by guarantee – this is what many national associations operate as and you will have “Ltd” after your name. Your organisation operates under Corporations Law in Australia and the Companies Act in New Zealand and you have many legal obligations and responsibilities as an organisation, and also you individually as a director (if you are on the board). You **must** know your obligations and responsibilities as your meetings have many legal requirements.

2. Your Constitution.

Every organisation has a constitution whether it is an incorporated association or a company. (If the company was formed some years ago, the Constitution may be called the “Articles of Association” or more commonly referred to as “The Articles”.) It lays out the objects of the organisation, what it sets out to do and broadly how it will do it. It will also contain things such as membership criteria and other details such as when a member is unfinancial and how often you need to meet for instance.

It’s a smart idea to have a copy of your constitution and know broadly what it contains. Constitutions cannot be ignored, nor can they be altered without a vote of the entire membership.

3. By-Laws or Local Rules or Standing Orders or Regulations.

These are called by a number of names but these are the most common. They lay out things which change from time to time such as membership fees, the types of committees which you may operate, rules for the criteria for awards or certain memberships etc.

These can be altered when required, much more easily than the constitution. The way they operate however, will normally be a clause in the constitution itself.

Before the Meeting

The Notice of the meeting

Every person entitled to attend a meeting needs to receive notice of the date, time and location of the meeting. The method of “delivering” the notice will either be by custom in your organisation, or be included in the constitution or by-laws. Some require the notice to be mailed, but most organisations today allow email or fax as sufficient means of notification.

The notice is important to allow people to make arrangements to attend or give their apologies and to prepare for the meeting and the issues they wish to raise for consideration. Notice of the meeting often also includes a “call” for agenda items. This is a wise and reasonable thing to do as it gives people the opportunity to give notice to the meeting (through the agenda) that they intend to raise specific matters of interest or concern at the meeting.

The Agenda

The agenda for any meeting is the “secret weapon”. The agenda, more than any other document can determine the success or failure of the meeting. It can be used by the chair, any meeting participant or even the minute taker to check the progress or to clarify the relevance of discussion and to keep a meeting on track, or bring it back on track – that’s why it’s the secret weapon.

An agenda must be a written document and should be distributed in advance of the meeting (along with any relevant papers).

The agenda should provide information about the time and location of the meeting but more importantly, information about the matters which are to be raised at the meeting and whether a decision is necessary or not.

It is very important that the agenda be followed carefully.

While it is common practice in many meetings to allow a section for “general business” or “business without notice” or “late items” etc, the best and most productive meetings do not allow matters to be raised “from the floor” as there is not sufficient opportunity for people to give them appropriate consideration or for them to be adequately considered. Emergency items are an exception to this.

Preparation – reading the papers

If you are a member of a committee or board, you have an obligation to be fully aware of the issues when the meeting occurs. You do this by reading the supporting papers and documents. This pre-supposes, of course, that these documents have been prepared and sent out in advance.

So, if the papers exist, read them thoroughly so you can intelligently participate in discussion and make a reasoned decision. Generally, the courts will not accept your lack of reading of documents as an acceptable reason for not being fully conversant with a matter.

If the papers do not exist, then you need to use your influence to ensure that papers are available in future meetings and/or abstain from voting on these matters and have your abstention and the reason recorded in the minutes.

All papers should provide information about the issue, the background to the issue and why it needs to be addressed, major points which need to be considered, financial implications if a decision is made or not made, and the recommended decision. You must insist that all issues that come to the meeting from any source also come with a recommendation – it will save hours of time.

At the Meeting

The Quorum

The quorum is the minimum number of people who must be present for the meeting to be valid. It needs to be verified before any meeting can begin. The actual number varies. Some organisations have a quorum of, say 5, others, 20. Some have a percentage of membership as their quorum – it depends on your organisation. The number for your quorum will be outlined in your constitution.

Some organisations have a different quorum depending on the type of meeting. For example, full membership meetings might have a different quorum than for a committee or board meetings.

Generally, if a quorum is not present, the meeting cannot transact business except to set a date for another meeting.

If during the meeting the number present falls below the quorum, the meeting automatically adjourns and no further business can be conducted.

Apologies

Apologies are *not* a list of people who are not in attendance. They are the list of people who have actually asked for their apologies to be recorded – not the people who are not present. This can have some legal implications so get it right.

It is very common meeting folklore that a motion is necessary to accept the apologies. **No motion is necessary** – once the apologies have been tendered, they are there, no motion is required as to whether you will accept them – you can't *not* accept them.

Confirmation of the Minutes

The minutes of the previous meeting are confirmed by someone moving the motion *"That the minutes of the previous meeting be signed as an accurate record"*

Contrary to popular belief, the motion can be moved by any person at the meeting – they do *not* need to have been present at the previous meeting. This is because a motion is only a suggestion to the meeting – see the next section on motions.

Once the motion to sign the minutes is carried, the chair should immediately sign and date the minutes which the secretary then files.

The Meeting Building Blocks - Motions

What is a motion?

Motions are the building blocks of meetings. A motion is a suggestion to the meeting that something be done (or not done). It is a statement and begins with the word "That". It can include an actual action that is being suggested, or it can refer to an action or recom-

mendation in a report or a paper. A motion should not be more than a phrase or a sentence in length and should contain just one element. If a motion contains more than one element, it becomes difficult because some people may be in favour of one part, but not another and so they have difficulty deciding which way to vote.

Examples of acceptable motions are:

"That we pay air fares for the president to attend the annual convention"

"That the locks on the main building be changed"

"That the next annual convention be held in Auckland"

"That meetings be held at the Melbourne Function Centre until December 2012"

"That membership fees for the 2009/2010 year be \$375 and that By-Law number 3 be amended accordingly"

"That the paper presented by the membership officer be adopted"

(This means that the recommendations in the paper are agreed to and will be implemented)

"That recommendations 1,2,4 and 7 in the report be adopted"

(This means that only those recommendations will be adopted. The others will not be implemented.)

There are two types of motions

substantive or main motions and procedural motions.

Main motions

are those which are about the business of the organisation.

Procedural motions

are those which have to do with the way the meeting itself runs – the procedures of the meeting. There are a number of procedural motions and they are covered in more detail shortly.

How to move a motion

To move a motion, get the attention of the chair and clearly say the words *"I wish to move a motion"*; wait for the approval of the chair and then state the motion – *"I move that"*

Alternatively, just get the chair's attention and say – *"I move that"*

Two ways to proceed

There are now two ways to proceed. Neither is better than the other and it depends more than anything else on the custom in your organisation.

The first is for the chair to call for a person to second the motion as soon as it is moved, then ask the mover of the motion to speak in favour of their motion.

The other method is for the mover to speak in favour as soon as he or she has moved the motion and before the seconder is called. This method is slightly more common in Australia. It also has the advantage of being able to persuade the meeting of the value of the motion and therefore being more likely to attract a seconder.

Seconding Motions

Most organisations require all motions to be seconded. Some have in their constitution or by-laws that all motions must be seconded.

Technically however, unless it is written in the rules of your organisation, motions do not need

to be seconded and they can proceed at the chair's discretion, without a seconder.

It is however, wise practise to have all motions seconded, as it shows that the meeting has interest in the idea being presented.

How to second a motion

If you think a motion sounds sensible and appropriate you can second it by simply saying "I second the motion" so that everyone can hear.

Once you have done that, the motion can proceed to be debated.

You can, if you wish, speak to the motion as soon as you have seconded it. This is a wise thing to do as you may not get the chance later.

Discussion & debate

Meetings today rarely follow the formal rules of debate where there is a speaker "for" the motion and then a speaker "against" it. What happens more frequently is that there is general discussion until the matter has been fully explored and then, if it is necessary, a vote is taken. In the formal rules, no-one is allowed to speak more than once (except the mover of the motion who gets a right of reply). That is often not considered reasonable in modern meetings and people are generally allowed to speak more than once.

There are however some guidelines which are worth following.

1. **People should not repeat themselves or what anyone else has said** so that the debate continues to proceed forwards and does not stand still on points that have already been made.

Deal with this by respectfully interrupting them when they are repeating and asking if they have any other points to make.

2. **Some people are not concise** and take too long to say what they want to say or they are unclear.

Deal with this in the same way – respectfully interrupt them and ask them if they could make their point.

3. **Some people simply want to speak too often** and deny the opportunity for other people to speak.

Deal with this by implementing the "**speak once**" rule. The "speak once" rule simply says that no-one can speak a second time until everyone who wishes to has spoken a first time.

When to finish the debate

The best way to judge if debate has run its course is when people start to repeat points that have already been made. When this starts to happen the chair should say "*I think that we are ready to make a decision*" and then put the issue to the vote.

It is quite reasonable for a member of the meeting who is not in the chair to suggest this (to the chair) especially if the chair is not confident and possibly not sure what to do.

The second way to finish a debate is to use what is called a closure motion – it's a procedural motion and it's explained more fully in the section on procedural motions on page 9.

How to amend a motion

Sometimes a motion needs to be changed – this is called *amending the motion*. It may be that a date or an amount or a person or the details need to be changed. To do this you need to move an amendment.

The first thing you need to do if you want to amend a motion is decide exactly which part of the motion you want to amend. For instance, if you want to change the date, then that is the part you need to amend.

For example, if the original motion was *"That the annual conference be held on June 6th – 8th"* and you want to amend the dates to be the 13th – 15th, you would say this:

"I wish to move an amendment. My amendment is to remove the dates 6th – 8th and replace them with 13th – 15th"

Other examples for amendments to other motions would be:

"I move to amend the motion by changing the figure \$5575 to \$6500"

"I move to amend the motion by adding the name Cameron Goold to the list of attendees"

"I wish to amend the motion by adding the words at the end of the motion 'and a written report to be provided at the October meeting'"

"I wish to amend the motion by adding these words to the motion 'and that this matter be treated as strictly confidential until it has been fully resolved'"

An amendment is treated as a separate "question" before the meeting and debate is allowed at this point on the amendment, but not on the original motion since it is a different "question". When the amendment has been debated, it is put to the vote using the exact words of the amendment itself – **not the words of the amended motion** because that is not yet carried.

Procedural Motions

Procedural motions are sometimes called *formal motions*. They are motions which act upon the procedures or processes of the meeting, not the substance of the debate. They will normally be moved during debate on a main motion or sometimes an amendment.

Important things to know about procedural motions

- Most procedural motions cannot be moved (or seconded, where required) by a person who has moved, seconded or spoken on the main motion or on an amendment to the main motion. This is because these people have already had their say and it is unfair that they then potentially deny the rights of others to speak.
- No right of reply is allowed for procedural motions.

There are just a few procedural motions which you will commonly need although there are

more which are used rarely.

If you wish to move a procedural motion while a person is speaking to a main motion:

Look at the person speaking and politely say:

"I have a procedural motion."

If they do not stop speaking, stand, and look at the chair and say:

"Mr chair, I have a procedural motion."

If no person is speaking when the procedural motion is moved:

I have a procedural motion.

If you wish to move a procedural motion when no person is speaking:

Stand, and look at the chair and say:

"Mr chair, I have a procedural motion."

When the chair acknowledges you, state the procedural motion.

If the chair does not acknowledge you, remain standing and repeat the same words more assertively.

A summary of all the procedural motions with what is required and what can and cannot be done is in *The Meetings Toolbox* at the back of this book.

Procedural Motions to close the debate

"That the question be now put"

This motion is used when discussion is dragging on and you just want to make a decision. It is used to close discussion and make a decision.

This motion needs to be seconded and is immediately voted on. If it is carried, the main motion is immediately put to the vote (although the mover can claim their right of reply). If the procedural motion is lost, debate continues.

"That the question be NOT now put" also called "The Previous Question"

This is sometimes called the "bastard" motion because it is used to kill debate. No matter what the outcome of this motion, the debate on the main motion ceases. Use this motion with great care.

It needs to be seconded but there can be debate. A wise chair however will limit the debate as much as possible. If it is carried, the main motion is effectively dead with no decision made. It cannot be raised again at the same meeting but could be raised at a future meeting.

If it is lost, the vote is taken on the main motion immediately after the right of reply by the mover of the main motion.

“That the meeting move to the next business”

This is used when discussion is dragging on and there is either no need to make a decision at all, or it seems clear that no decision is going to be reached at this meeting.

This motion needs to be seconded and is immediately voted on. If it is carried, the meeting simply moves to the next item on the agenda. If it is lost, debate continues.

“That the question lie on the table”

This is used when a matter either needs more research before a decision can be made or, more commonly, when a meeting does not want to make a decision now for whatever reason. Once the question is lying on the table it can be raised at any future meeting (or the same meeting) or it can also lie there indefinitely.

This motion needs to be seconded and is immediately voted on. If it is carried, the meeting simply moves to the next item on the agenda. If it is lost, debate continues where it was interrupted..

“That debate be adjourned”

This is used to stop debate on a motion but to ensure that it is considered in the future . This is different from having the matter lie on the table because this motion requires that the matter does get considered at a future time. When a matter lies on the table, there is no requirement for it (ever) to be considered again.

This motion needs to be seconded and debate is permitted but should be limited. This procedural motion is one of the few that can be amended but only as to time, date and place of the future discussion.

If it is carried, the meeting proceeds to next item of business on the agenda. If it is lost, debate continues where it was interrupted.

“That the meeting be adjourned”

This is used when a meeting cannot effectively continue for any reason such as disruption, lack of information or any other circumstance.

This motion needs to be seconded and debate is permitted but should be limited. This procedural motion is another of the few that can be amended but only as to time, date and place of the future discussion.

If it is carried, the meeting closes or *“stands adjourned.”* If it is lost, debate continues where it was interrupted.

Motions to assist with the efficient running of the meeting and/or the organisation

“That the matter be referred to a committee”

This motion is used when a matter is complex, or requires more consideration, or requires

expert opinion and the meeting cannot efficiently do that as a “whole”.

This motion needs to be seconded and is immediately voted on. It may be amended to state who should be on the committee or who should be the convenor of the committee. If it is carried, the meeting simply moves to the next item on the agenda. If it is lost, debate continues.

“That the matter be referred back to the committee”

This motion is used when a matter which has come from a committee has not been fully explored and more work is needed.

This motion needs to be seconded and is immediately voted on. If it is carried, the meeting simply moves to the next item on the agenda. If it is lost, debate continues.

“That the ruling of the chair be disagreed with” or “I move disagreement with the Chair’s ruling”

This motion is not a personal matter – it is a procedural matter where a member disagrees with a ruling made by the chair. That ruling may be to accept or not accept a motion or an amendment, or to uphold or disallow a point of order etc. Most organisations do not use this as they feel it is impolite, but it is a very useful way to streamline a meeting and to deal with people in the chair who are “bullies”.

This motion needs to be seconded and is immediately voted on. If it is carried, the ruling of the chair is reversed. If it is lost, the ruling of the chair is upheld and debate continues.

“That a time limit for discussion (or speakers) of x minutes be applied to this item (or the whole meeting)”

This motion is useful when there is a lengthy agenda or the matter is likely to have a lot of people wishing to speak or just for good management. A good time to allow speakers is 3 minutes each, 5 minutes absolute maximum.

This motion needs to be seconded and is immediately voted on. It can be amended only as to the length of time. If it is carried, the time limit is imposed from that time on. If it is lost, no time limits apply.

Point of Order

A point of order is a tool, which is used to draw attention to things such as a breach in rules, an irregularity in procedure, the irrelevance or continued repetition of a speaker or the breaching of established practices or contradiction of a previous decision.

It can be used at any time during a meeting including interrupting a speaker, but it must be valid. A point of order is not raised because you disagree with or do not like what is being said.

How do you raise a point of order?

You do not *move* a point of order - you *raise* it or *take* it. The method is to say the words “point of order”, wait for the chair to acknowledge the point of order and then state it clearly. Whether you normally stand to speak in your meetings or not, it is wise to stand when raising

a point of order so that it is perfectly clear that a) there is a serious point of order being raised, and b) to identify the person raising the point.

Caution

Do not use points of order too much. Many people use them to disagree with the speaker's opinion. When they are used either incorrectly, or too much, the other people in the meeting frequently tire of the person raising them and he or she loses support.

Examples of Points of Order

"... point of order Mr Chairperson,... the speaker is not speaking to the motion."

"... point of order, the motion contravenes our by-laws."

"... point of order, the speaker's time limit has expired."

Examples which are not valid Points of Order

"... point of order, that's not true."

"... point of order, I disagree with that."

Making Decisions

There are a lot of ways of making decisions but three are the most common.

The first is by **resolution**. This means that there is obvious agreement "around the table" and the decision is announced by the chair and recorded in the minutes.

In this case, after it was clear that there was agreement, the chair would say something along these lines: "I think our decision is clear. We have agreed on option B. Is everyone happy with that? Then it is decided."

The second is **consensus**. This can be a tricky one and many organisations actually have it in their rules that they make all decisions by consensus. This is a silly rule and has destroyed some organisations when they simply cannot reach 100% agreement - which is the technical definition of consensus.

A "working" definition of consensus which has stood the test of time is when 80% of the people agree, and the remainder can *live with the decision*. Note – this is different from majority rule!

The third and often the quickest method is to **vote** and whichever view has the majority wins the day.

Methods of voting

There are a lot but the most common is by a "**show of hands**". The chair asks for those in favour to raise one hand, and then those against to raise one hand. The chair (or more correctly another person) counts the hands and declares the numbers for all to hear and the result is declared by the chair.

Another common method is by the voices. This is quicker but open to be "thrown" by loud

voices. In this case the chair says “those in favour say “Aye”, those against say “No”. The chair listens and declares the loudest side to be the winner. This can be challenged with a procedural motion “*that the chair’s ruling be disagreed with*” – see page 10.

After the Meeting

The Minutes

The most important thing you need to know about the minutes is that they record **what was decided, not what was said**.

Minutes contain 5 broad components.

1. The protocol items;
 - Name of the organisation and type of meeting (committee, general etc)
 - Date, time and location
 - Attendance and apologies
 - Approval of previous minutes
2. The major items which were discussed;
3. The decisions that were made;
4. The actions that were decided as a result of the decisions;
5. This one is optional - the major reasons that led to the decisions **if and only if**, it is deemed important to record them and if so, they should be in bullet point form.

Minutes should be concise and not be narrative “stories”. Bullet point minutes are the most effective way to prepare modern minutes. Remember **what** is much more important than **who** in the minutes.

The most effective minute takers record the minutes directly onto a laptop computer. Some even display them on a data projector so everyone can see the minutes as the meeting progresses. This makes for an incredibly effective and efficient meeting bearing mind you are recording the *what*, not *who*.

Distribution of the minutes

Minutes should be in the hands of the participants as quickly as possible after the meeting. The rule of thumb in the business world is within 24 hours of the meeting. The Not-for-Profit world seems to take longer because it is often run by volunteers but in any situation, the minutes should be out within 72 hours of the meeting so that people can begin their actions. It’s much easier to prepare the minutes sooner rather than later.

For more information or to ask questions about minutes visit www.masterofmeetings.com and for information about training programs in minute taking visit www.minutetaking.com

The Action

The action is what moves organisations forward – by people *doing* something.

Every decision that requires action should have an action comment recorded in the minutes detailing exactly what has to be done, the person or people who need to do it and the time frame for completion.

Action should be recorded within the minutes but also in a separate document known as an "Action Register".

The Action Register keeps a track of every action item and allows the meeting to monitor the progress of actions.

The Action Register has new items added after every meeting with items only deleted when they are completed. It is an on-going "permanent" document. In this way nothing gets "lost".

An example of the Action Register format can be found at www.meetingsinstitute.com

Special Meetings

AGM's – Annual General Meetings

AGM's are required by the constitution of almost every organisation.

The rules are contained in your own constitution or by-laws but general principles which are important to know are these:

- You can only have one AGM per year – other meetings with similar powers are called SGM's – Special General Meetings or Extraordinary meetings.
- An AGM can be adjourned and continue at another time – in that case, the second meeting is still the same AGM.
- The minutes of an AGM are confirmed at the next AGM (or SGM if there is one before the next AGM) not the next ordinary meeting.
- Normal business of the organisation should not be transacted at the AGM as it is not reported upon until the next AGM.
- AGM's should be relatively short and contain the following:
 - ◊ Confirmation of the minutes of the previous AGM;
 - ◊ Annual reports of the officers which should each be formally accepted;
 - ◊ Presentation and acceptance of the audited accounts;
 - ◊ Presentation and acceptance of the proposed budget (which would include things like membership fees)
 - ◊ Election of office bearers'
 - ◊ Constitutional amendments (for which notice will need to have been given)'
 - ◊ Any other broad strategic or policy decisions affecting the overall operation of the organisation.
- It is common for the AGM to be conducted and then closed and an ordinary meeting then opened immediately to deal with the on-going management of the organisation. In this case they are two separate meetings with two separate sets of minutes.
- In the case above, if a new president has been elected, the new person would normally chair the ordinary meeting as they would now be the president (unless the rules say otherwise).

SGM's – Special General Meetings or Extraordinary Meetings

- SGM's are held between AGM's only if there is business to be dealt with that would normally be conducted at an AGM, but when the next AGM is too far away to make it efficient.
- Typically this would be things like a change to the constitution, or a major financial issue if the rules require an SGM or AGM to approve variations, or if the ordinary meeting does not have authority to make certain decisions.
- The rules covering an SGM are exactly the same as an AGM except for timing.
- The minutes which are approved at an SGM are those of the immediately preceding SGM or AGM, whichever was most recent.
- The minutes of the SGM are approved at the next SGM or AGM, whichever occurs first.
- SGM's should not be held without a strong cause as they incur considerable work in preparation and notice.

The Terminology Minefield

Here are some common terms that some people are not clear about. It is by no means an exhaustive list. An expanded list can be found at www.masterofmeetings.com

Absolute majority: The number of votes required to achieve a majority if everyone who could be present was actually present, whether they are there or not. For instance, if a committee has 13 members, the absolute majority would be 7 regardless of how many members were actually present.

Adjournment: Putting off discussion and or decisions on a matter until another time.
AGM: See Annual General Meeting

Amendment: A suggested change to the wording of either a main motion or certain procedural motions.

Amendment to an amendment: A suggested change to the wording of an amendment (not the motion).

Annual General Meeting: A meeting held, as the name implies, annually to conduct specific business usually laid down in the constitution or by-laws but also by custom. There are usually strict rules about what business **MUST** be transacted at an AGM such as elections of office bearers and also presentation of annual financial accounts and auditor's reports.

Articles or Articles of Association: See Constitution.

ASIC: Australian Securities and Investments Commission. ASIC Enforces Australian corporations legislation. If you are a company, you fall under this regulatory agency.

By Laws: These are rules which the organisation sets out usually as a subset of the constitution. Some organisations call their constitution the by-laws so check what your organisation does. Most organisations however include in the by-laws things such as rules for competitions, membership fees, criteria for things like Life Membership etc. They can usually be changed by the board or committee where the constitution usually requires a vote of the entire membership and a higher majority to amend. It's smart to put operational things in by-laws so they can be changed easily.

Casting Vote: The extra (or second) vote given to the chair of a meeting in some rules when the vote is tied. A wise chairperson will always exercise the casting vote to preserve the status quo.

The Closure: The name of the procedural motion "That the question be put".

Constitution: The set or rules about how the organisation runs. Longer established organisations may call the constitution the "Articles" or "Articles of Association" or "Memorandum and Articles".

The constitution may also have sets of by laws or standing orders which detail the way certain aspects of the organisation run such as the meetings.

Corporate governance: The OECD definition:

Corporate governance is the system by which business corporations are directed and controlled. The corporate governance structure specifies the distribution of rights and responsibilities among different participants in the corporation, such as the board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provides the structure through which the company objectives are set, and the means of attaining those objectives and monitoring performance.

A really simple definition that academics would probably find too simplistic:

Corporate governance is doing the right things, at the right time in the right way.

Corporations Legislation: The law which governs the operation of companies in Australia. It is enforced by ASIC.

Decision Register: A register of every substantive decision made and kept in a form that can easily be tracked so that you don't re-invent the wheel by making the same decision again months or years later.

Deliberative Vote: The vote which the person in the chair has by virtue of their membership of the organisation.

Dilatory: An action that is intended to cause delay, gain time, or defer a decision.

En Bloc: Voting as one group or all together. The whole group votes in the same way.

Ex Officio: Latin meaning "by virtue of his or her office". Means that a person is present at a meeting or a member of a group because they hold a particular office in the organisation such as president.

Extraordinary Meeting: This is a meeting which has the same status as an Annual General Meeting. It is usually held to deal with matters that cannot wait until the next AGM such as changes to the constitution.

Formal motion: Technically refers to certain motions for which the wording standard wording applies such as confirmation of minutes or acceptance of correspondence. Often used to mean a procedural motion.

Foreshadowing Motions and Amendments: Advising a meeting that you intend to move another motion on the same subject (usually called a counter motion or amendment) at a later time. Foreshadowing has no specific procedural significance and is very much more a strategy move than a rule.

General Business: Business which is either a) does not come up under any other agenda item, or b) business which is not on the agenda.

Germane: Relevance or pertinence of a matter. If something is said to not be germane, then it is not relevant or pertinent to the matter in question.

Governance: (See also Corporate Governance) The effective management of an organisation

so that the rights of all members, shareholders and stakeholders are upheld for the overall good of the organisation.

In camera: Means “privately, not in public”. Used to refer to discussions where people who are not members of the group are excluded from the room.

Main Motion: The substantive motion or the motion moved before any amendments are considered. Sometimes referred to as the “Original Motion”.
Memorandum and Articles (of Association): See constitution.

Notice of Motion: The process of advising a meeting in advance (in writing) that you intend to move a particular motion at the next meeting or a particular meeting (eg. AGM).

Notice Paper: The official document which lists and gives notice of the matters to be discussed. The term used in meetings such as local government or legislatures for the agenda.

Null and Void: Having no legal force or effect and cannot be enforced. A decision which cannot be enforced legally is said to be null and void.

NZCO: New Zealand Companies Office. NZCO enforces New Zealand corporations legislation

Original Motion: The main motion or substantive motion moved before any amendments are considered.

Other Business: A term often used for “General Business” or business for which notice has not been received.

Percentage Majority: The specific majority required under certain rules for certain questions to be carried. Usually 66% or 75% and used mainly in matters of significance such as increases in fees or changes to constitutions.

Point of clarification: Meeting folklore - there is no such thing. You probably want to ask a question.

Point of explanation: Meeting folklore - there is no such thing. You probably want to ask a question.

Point of Order: Drawing a meeting’s attention to a breach or irregularity in the proceedings.
Presiding Member/Presiding Officer: The term used for the person who presides at or chairs a meeting.

Previous Question: The name of the procedural motion “That the question be not now put”.

Procedural Motion: A motion which is used to decide on a particular procedure within a meeting. Sometimes called a formal motion.

Question: The particular matter about which a decision is being made. A motion, once moved and seconded is referred to as the question before the chair. Similarly, an amendment, once moved and seconded, is the question before the chair.

Quorum: The minimum number of people required as stated in the rules of an organisation, for a meeting to be formally opened and transact business.

Rescission: The process of formally making a decision to reverse a previous decision. Rescission logically cannot occur if the action has already occurred as a result of the first decision.

Resolution: A term used to refer to a decision. A motion once carried becomes a resolution. The term however, is often used in informal meetings or committee meetings where a decision is made without taking a formal vote.

Robert's Rules: The basic reference for meeting procedure used in the USA. Generally not used for meetings in Australia or New Zealand. The full title is "Robert's Rules of Order Newly Revised".

Second Vote: Another term for casting vote.

Simple majority: The number required to pass a resolution determined as one or more than half of the total number of people present at a particular meeting and eligible to vote.

SGM: See Special General Meeting.

Sine Die: Latin meaning "without a day being named". Used when not detailing time and date and time of an adjournment.

Special General Meeting: Often called an Extraordinary Meeting. This is a meeting which has the same status as an Annual General Meeting. It is usually held to deal with matters that cannot wait until the next AGM such as changes to the constitution.

Standing orders: The set of rules which detail how the meetings will run and how often and also how the organisation will administer itself.

Status Quo: Means "previous position" or "nothing changed". Often used in a tied vote so the status quo is maintained. In other words, the previous position remains unchanged.

Sub Judice: A matter is still under judicial consideration and is not yet decided.

Substantive motions: Called "Main Motions" in this book to minimise confusion. A motion which is used to suggest a particular course of action about an issue or project the organisation is concerned about or involved with. A motion concerned with the "business" of the organisation, not the procedures of the meeting.

Ultra Vires: Latin meaning "beyond the power". Means that an action or proposed motion is beyond the power of the organisation or outside its rules.

Unanimous Vote: A vote when every person present votes in the same way. A vote where there is no negative votes is not necessarily unanimous as there may be people abstaining. If even one person abstains, the vote is not unanimous.

Other books for more detailed information

General books on meeting procedure

Meeting Procedure Made Easy

By David Julian Price

Published by Cascade Publishing

Available at www.meetingsinstitute.com

Take the Chair

By David Price, Harold Luxton and Bill Smith

Published by Australian Rostrum

Available from Rostrum Western Australia

Guide for Meetings and Organisations

By N.E. Renton

Published by the Law Book Company

Available at bookshops

Books for Company Meetings

Company Meetings, What you need to know

By Greg Bateman

Published by Butterworths

Available at bookshops

Books for more legal and technical information

Joske's Law and Procedure at Meetings in Australia

By Ellis S Magner

Published by The Law Book Company

Available in bookshops

Horsley's Meetings. Procedure, Law and Practice

By A.D. Lang

Published by Butterworths

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