

Searching for Procedural Rules for Decision Making in Policy Governance (Part I)

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INTRODUCTION

The objective of this paper is to provide the reader with some review and analysis concerning available procedural tools for board decision making. Decision making which may, or may not, apply the Policy Governance (P.G.)¹ model created by Dr. John Carver of Atlanta. This qualification is provided by way of introduction as the Policy Governance model does not embrace or endorse any particular procedural set or “parliamentary” (meetings rules) authority and a specific declaration in that regard is considered warranted.

Policy Governance, however, like other models for organizational leadership is concerned with board “decisions”, “actions”, “official” determinations,² and the obligation on the Chair to enforce the board’s “rules” so as to ensure “orderly” deliberations.³ The adoption of Policy Governance does not relieve a board from the task of identifying and selecting appropriate procedural mechanisms⁴ for decision making – Policy Governance leaves that choice to the individual board as an operational matter.⁵ Therefore, the information provided in this paper may be of some value to the Policy Governance advocate or consultant as the procedural “how” of decision making will invariably be engaged respecting questions of “what good?”, and “for whom?”,⁶ or in countless other respects.

BOARD AUTHORITY

Before engaging in any discussion respecting procedural rules⁷ it is considered appropriate that some general observations are provided concerning the scope of board authority. This is often an unknown or lingering concern of newly appointed board members preliminary to any consideration of the “what” and “how” of decision making. Boards often do not know or understand the ambit of their authority. Generally speaking, boards (profit and non-profit incorporated) have plenary

¹ Carver J., “Boards That Make a Difference”, San Francisco: Jossey-Bass (1990).

² Carver J., and Carver M., “Reinventing Your Board”, San Francisco: Jossey-Bass (1997), at 168 and 172; Carver J., “Boards that Make a Difference”, 2nd ed., San Francisco: Jossey-Bass (1997).

³ See Policy Type: Governance Process; Policy Title: Chairperson’s Role. “Chairperson’s job is that board behaves ... with its own rules...”, sample policy – Policy Governance Academy, Atlanta (2002).

⁴ See, Carver J., “John Carver: On Board Governance”, San Francisco: Jossey-Bass (2002) at XXXIX (“the model does not dictate matters of structure”); See also, Carver Guide No. 5, “Planning Better Board Meetings” (1997).

⁵ Communication on <www.carvergovernance.com> – Forum – Board Discipline, Process, Self-evaluation (April 22, 2004), from John Carver to Pat Knoll: “The model is not a decision making model in the usual sense. The Policy Governance model outlines just what those decisions should be. Policy Governance leaves to individual boards a great deal of latitude in which to operate.... It includes only those bare-minimum principles that always apply, not all the optional ways...”.

⁶ *Supra*, note 4, Carver Guide No. 5, at p. 14 (“...taking a vote and declaring a position”; “Consensus, if honestly achieved, is certainly workable...”; “...fair process...”.

⁷ This paper does not consider applying consensus as a decision making tool, however, Policy Governance does not discount that method, see, *supra*, note 1, “Reinventing Your Board”, at p. 168; and, *supra*, note 6 at p. 14.

authority⁸ over decision making unless there are statutory, regulatory, or other limitations on board jurisdiction. The authority of the elected board, as the only legal representatives of the owners, runs from the most macro to the least micro. All others (non-owners) are employees and have what authority the board cedes to them at the pleasure of the board.

If the board is so inclined it may choose to focus on the most macro leadership issues for the organization. On the other hand the board is empowered to determine what manner of light bulb is to be used in hall closets, or what brand of pickle is to be purchased for the annual picnic. The C.E.O. or Executive Director of an organization has no authority whatsoever, other than what is provided to that management official by the board, and an assertion otherwise must be rejected outright should that ever surface. The range and degree of board authority as a starting point is a matter of information that board members should be apprised of when first coming onto a board – in the same vein senior management officers need to have a clear understanding that the authority of the board is generally unlimited.

It is the board then, that determines what decision making authority will operate within the management stream and that which shall be retained by the board. It is the board that determines how the organization will be governed and what manner of leadership will prevail. In this respect, although management should not be considered the “tail” of the horse – wagged by the board, neither does management control the entire space between the “horse’s ears”. That territory may be shared domain, but the board has authority over choice of left or right lobe and over how both lobes will function. The beauty of Policy Governance (notwithstanding its critics) is that it clearly delineates decision making streams between the board and management and situates the board in that portion of the “horse’s brain” that directs where that very horse is to go in the near and distant future.⁹

PROCEDURAL RULES OF ORDER

General

Procedural “Rules of Order”¹⁰ for decision making are intended to facilitate the efficient and orderly flow of business. They should operate not unlike highly functioning traffic lights at a busy intersection which control and regulate which party may proceed and in what sequence. When the traffic mechanism is operating smoothly and efficiently high facilitation will occur. If, however, the mechanism breaks down, or the intersection is fixed with an installation that is unsuitable for the level or mode of traffic, significant difficulty may arise. Indeed, on some occasions motorists may

⁸ Fletcher W.M., “Cyclopedia of the Law of Private Corporations”, Chicago: Callaghan & Co. (1990); Gray W., “The Annotated Canada Business Corporations Act” (2nd ed., Carswell 2002); Hills G.S., “Managing Corporate Meetings” (New York: The Ronald Press, 1977).

⁹ *Supra*, notes 1 to 4. The writer in this paper has used analogy to anatomical parts of a horse. Policy Governance does not use such analogies – a cylindrical “airtight enclosure” is used by Policy Governance to illustrate the four quadrant policy conception, see, e.g., Carver J. and Oliver C., “Corporate Boards that Create Value”, San Francisco: Jossey-Bass (2002), at p. 80.

¹⁰ In this paper “Rules of Order” is used interchangeably with “parliamentary law” and “meetings rules”; see, Robert’s Rules of Order Newly Revised (RONR - 10th ed.) Perseus Pub.: Cambridge Mass. (2000), at p. XXV.

reasonably argue that a traffic mechanism is so dysfunctional and lacking in utility that drivers would be better off were the traffic system completely dismantled.

In the context of business meetings, organizations, by and large, need some procedural mechanisms for decision making. Although common sense has a significant role to play in the appropriate manner in which a board makes determinations the absence of a fair, measured, and understood (by all) procedural process invites disharmony, confusion, and on occasion outright chaos. The underlying challenge for organizations engaged in decision making is not whether procedural rules should be adopted, but what rules to adopt. In this respect a board should avoid adoption of any particular set of procedural rules that are not reasonably understood by the users, although some basic training in business meetings rules may be appropriate and rightly made an obligation for those taking up decision making duties. Indeed, the real challenge is to construct a custom set of Rules of Order that will increase outputs – rules that place a premium on utility rather than complexity.

Procedural Rules - Common Sets

Contrary to popular belief and understanding there are a large selection¹¹ of procedural Rules of Order available in the market place for boards and organizations. Robert's Rules of Order, however, due to its longevity and proliferation, has become synonymous with rules for business meetings. The availability of resource options in this connection should be of note to the reader as choice of tools permits for comparative review and acquisition(s) based on the particular level of user need and degree of complexity. This reference to possible acquisition of a particular authority, or set of rules, however, should not be equated or taken by the reader as an assertion by this writer that one or another set of Rules of Order must be applied. On the contrary. Although the board library (resources collection) may contain one or more authorities on business meetings rules, none of such need necessarily be adopted as the authoritative Rules of Order for that board. Indeed, a board may productively consider an authority as a reference or guide, but not marry with any particular set. Instead, a board may be inclined to construct its own basic set of procedural rules and custom build those rules over time to fit the specific needs of the board. These custom rules, often described as "special rules", will be discussed further on in this paper. The writer will first turn to a consideration of two of the most widely used Rules of Order in North America.

Robert's Rules of Order Newly Revised (RONR)

As previously noted, Robert's Rules of Order Newly Revised (RONR)¹² has become, over time, the "brand name" leader in the Rules of Order marketplace. However, this writer would not generally recommend the adoption of RONR as a fixed parliamentary authority for any board of directors. This position is driven by several factors. To begin, RONR is a specialist text suitable only for highly

¹¹ See, for example, Henry W., "Parliamentary Parallels", National Association of Parliamentarians (N.A.P.) - 1997, Indep. Mo. (Cannon; Renton; Deschler; Riddick; and Keeseey); see also, Demeter G., "Demeter's Manual of Parliamentary Law and Procedure": Little, Brown & Co. (1969) – re-issued by American Institute of Parliamentarians (A.I.P. - 2000); Lochrie J., "Meetings Procedures: Parliamentary Law and Rules of Order for the 21 Century"; Scarecrow Press, Maryland (2003); Kerr and King, "Procedures for Meetings and Organizations" (3rd - 1996), Carswell: Thomson Can. Ltd.; Garfield Jones O., "Parliamentary Procedure at a Glance" (1990), Penguin Books.

¹² *Supra*, note 10.

trained experts in parliamentary law. It is an exceptionally cumbersome and cryptic set of procedural rules¹³ that runs over seven hundred pages and has a separately issued (N.A.P.) supplemental index running over one hundred pages.¹⁴ In addition, RONR is often couched in archaic language and is “rules” rather than “principles” driven. It is primarily designed for large (A.G.M.) meetings and convention size gatherings. RONR is best acquired as a secondary resource as it is highly inaccessible to a board that is seeking clarity, simplicity, and utility in the context of procedural rules.

The recent introduction of RONR *In Brief*¹⁵ is sufficient reason for this writer to somewhat alter the above position. RONR *In Brief* is an introduction and guide to RONR – but little more. It does not purport at any level to serve the reader as a useful stand alone condensed set of Robert’s Rules – in fact, it takes pains to eschew that very notion.¹⁶ As a primer it will gently lead the novice to the Dante like gates¹⁷ of RONR, but may best be described as a light salad to the large and indigestible meal that the freshman is prompted to subsequently acquire and consume. Notwithstanding these limitations RONR *In Brief* is considered a valuable and helpful primer.

Standard Code of Parliamentary Procedure

The Standard Code of Parliamentary Procedure,¹⁸ after RONR, is the most widely known and used meetings rules manual in North America. Now in its 4th edition, it was first published in 1950 as a direct challenge to Robert’s Rules of Order.¹⁹ Unlike Robert’s it is written in plain language and is reasonably accessible to the diligent lay reader. Although it draws much from the foundations laid out in Robert’s, it cuts away the deadwood and “labyrinthine tangle of rules... incomprehensible to the average meeting goer.”²⁰ By way of improvement it attempts to simplify and jettison obsolete, archaic, and pointless procedures that Robert’s has obsessively clung to for the last half century. The Standard Code is, by far, a superior procedural set to RONR in any comparative analysis based on standards of utility, clarity, and simplicity. Notwithstanding this reality many organizations

¹³ See, Phifer G., “Maybe Robert is Not the Worst Choice, But...”, *Parliamentary Journal (A.I.P.)*, Vol. XXXIII, No. 2 (April, 1992), at p. 66; see also, Sussman B., “The New Improved (?) Robert’s Rules”, *Parliamentary Journal (A.I.P. - 1990)*, ISSN: 0048-2994 at p. 88; Sturgis A., “The Standard Code of Parliamentary Procedure” (3rd ed., 1988), McGraw-Hill Inc., at XX and XXII.

¹⁴ Supplemental Index to Robert’s Rules of Order Newly Revised (10th ed.) N.A.P., 2000-2001 (approx. 5,000 sub-headings).

¹⁵ Robert H., *et. al.*, “Roberts Rules of Order Newly Revised *In Brief*”, Da Capo Press (2004), Cambridge, Ma. (see also - 2nd edition of *In Brief*).

¹⁶ *Id.*, at p. 7 (“only an introduction and guide to RONR”).

¹⁷ Dante A., “The Divine Comedy”, Canto 3 (gates of Hell – “All hope abandon, ye who enter here.”).

¹⁸ Sturgis A., “The Standard Code of Parliamentary Procedure”: McGraw-Hill Inc. (4th ed., 2001); see also Farwell H., “Parliamentary Motions”: Pueblo CO: High Publishers, (pocket guide for – The Standard Code).

¹⁹ *Ibid.*, at XXIII.

²⁰ *Supra*, note 13, Sturgis at XXIV.

continue on with RONR as their rules authority, as a matter of habit or custom – most often, unaware that a far better product is available.²¹

RULES OF ORDER – LEGAL CONTEXT

A question often of concern to novice board members is to what extent or degree must the board comply with “parliamentary law” or procedural Rules of Order. Must the board apply a previously blessed external decision making formula or adhere to some manner of procedural “mumbo jumbo”²² to satisfy director legal duties?²³ Put somewhat differently, is a decision of the board at jeopardy or subject to judicial intervention if Robert’s Rules, or some other procedural set, are not adopted or obeyed? The short answer, of course, is a modestly qualified but emphatic, no! The qualification arises, however, as boards must invariably satisfy the following requirements in decision making:

- all obligations under legislative enactments (if any);
- obligations imposed by the organization’s constitution (charter, articles of association) and by-laws;
- all notice and quorum imperatives (those in the by-laws or external to the by-laws);
- compliance with the mode of decision making agreed to by the board (e.g., majority vote, 2/3 vote, super majority, consensus, etc.) and allowance for fair and equal right of debate or discussion – if that is part of the agreed mode;
- clear articulation and presentation of the question to be determined;
- accurate counting of votes or legitimate pronouncement or assessment respecting the outcome in the chosen mode of decision making.²⁴

²¹ Ironically the American Institute of Parliamentarians (A.I.P.) has itself continued to reference RONR, rather than The Standard Code in its by-laws, notwithstanding A.I.P. endorsement of The Standard Code for well over a decade.

²² See, Webster’s Dictionary, “mumbo jumbo” – communication that is unnecessarily involved and incomprehensible.

²³ See, Nathan and Voore, “Corporate Meetings: Law and Practice”, Carswell, Thomson Can. Ltd. (1992 - And Supps.) at p. 19-1; see also Hills G.S., “Managing Corporate Meetings”, *supra*, note 8; see also, *supra*, note 18, The Standard Code, at p. 19 (inflated claim made that all profit and non profit boards – “must observe parliamentary law”); RONR *In Brief*, *supra*, note 15, at p. 157 (“Independent Boards” – “This type of board can adopt its own rules.”); *supra*, note 10, RONR at p. XXVI (no complete or consistent agreement as to what constitutes parliamentary law).

²⁴ Cannon H., “The Parliamentarian and the Law: The objectives are Different”, National Parliamentarian, Vol. 64 (1st quar. 2003) at p. 19; see also, Slaughter J., “Case Law on Parliamentary Procedure”: <www.jimslaughter.com/caselaw.htm>.

A board of directors that sees to it that the above duties are met may arguably apply whatever procedural approach for decision making that suits its fancy. This might well include tossing a coin,²⁵ cutting of playing cards, "black-balling",²⁶ or use of an applause meter. Indeed, if ultimate decision making by toss of coin is legitimate it is equally arguable that a board may lawfully agree that a particular decision will be settled by call of the director who can longest hold the yoga pose "Sirshashari"²⁷ (standing on head), although this notion pushes the proposition significantly towards one end of the decision making continuum in the context of procedural mode.

CONSTRUCT YOUR OWN RULES

Almost all the more prestigious sets of procedural rules²⁸ for business meetings discuss the notion of custom made or "special rules". It is suggested by the authors of those works that if there are particular forms or practices that organizations wish to employ by way of supplement or modification to the offered manual they should create "special" Rules of Order. These "specials" will prevail in any circumstance of conflict with the text, however, that text shall be the rules authority for the organization. By way of example a "special rule" might provide that members may speak for no more than three minutes on any one motion – if longer, permission must be granted by the chair. If the adopted manual provided for a ten minute right of debate the special rule of three minutes would trump the ten minute rule.

It is the opinion of the writer that, for board meetings (of approximately 12 directors or less),²⁹ it is unnecessary, and perhaps an invitation for conflict, that a board specifically adopt any text or manual of parliamentary rules as their *authority*. One difficulty in this respect is that to do so obliges some level of uniform knowledge of the set when that level of knowledge is rarely, if ever, warranted. In this context the time of directors is a valuable resource and should not be applied to the study of procedural rules when that time could be better used for policy construction or "ends" monitoring. It is, however, recommended that boards construct their own custom built set of procedural rules and select a text or manual as their "resource guide". This allows for development of a "small set" of procedural rules (never more than two pages) that may readily fit within the

²⁵ See, Demeter's Manual, *supra*, note 11, at p. 246 (toss of coin acceptable if by-laws so provide – in case of tie vote).

²⁶ See, RONR, *supra*, note 10, at p. 398 (black and white balls used for voting rather than ballot – black ball a *no* vote).

²⁷ Vishnudevanada S., "The Complete Illustrated Book of Yoga": Pocket Books, 1960 (according to yoga, advantage of head - stand is that intellectual powers increased).

²⁸ *Supra*, note 10, RONR at 15; *supra*, note 18, The Standard Code, at 209; *supra*, note 11, Cannon's Rules of Order, at p. 5 ("standing" rules rather than "special" rules); see also, "Fundamentals of Parliamentary Law and Procedure", American Institute of Parliamentarians (A.I.P.): Kendall/Hunt (1992) at p. 263-264.

²⁹ *Supra*, note 10, RONR at p. 1 (parliamentary law generally understood to apply to a dozen or more persons); but see, RONR at p. 470 (procedure in "Small Boards"); see also, Crane S., "Small Board Rules Are Not Enough", vol. 61 (2000, 3rd quar.) National Parliamentarian, at p. 29 (criticism of RONR respecting inadequate rules and informality in Condo Association context); *supra*, note 15, RONR *In Brief*, at p. 4 (after 12 to 15 persons "threshold" crossed – meeting regulation required); Stackpole J., et. al., "Parliamentary Opinions", Vol. XLIV, No. 2, April 2003, at p. 77.

Policy Governance paradigm and that are in keeping with the specific needs of the particular board. It is further the case that the selection of a particular procedural set as a guide allows that should some division or complexity arise respecting appropriate procedure, the board (or chair) is not floundering at the last minute over which authority is to inform the procedure to be followed. The board is not bound hard and fast to the "guide" but will consider its content as highly persuasive. Boards, unlike A.G.M.'s and convention meetings, do not need a highly sophisticated "traffic light" procedural installation – their needs are comparatively modest respecting meetings rules and can be satisfied through in-house development of a custom set. Such rules can be constructed through a consultative process – then backed by a pre-selected standard set by way of "guide".

If the above proposition of "homegrown" procedural rules is considered attractive how best should a board, chairperson, governance coach, or consultant, go about constructing such a set? The writer recommends the following measures, or some combination of those measures:

- (1) Acquire some basic understanding of proper meetings rules. A read of the Standard Code or RONR *In Brief* (or both) is a productive starting place – beware of "knock offs"³⁰ of Robert's Rules, or other offerings, that promise instant and effortless knowledge. The diligent study of an authoritative work is the easiest and most time conservative approach. An alternative is to take a course on "parliamentary law" or meetings rules at a community college, or enroll in a starter³¹ distance course from the National Association or American Institute of Parliamentarians. One does not need to become an expert parliamentarian to develop a useful "small set", but basic knowledge of procedural rules is important.
- (2) Do an audit on the current practices of the board concerned. This audit should consider the minutes from several earlier board meetings to allow for assessment of the current board mode of decision making and to track for inconsistencies or gross variations from generally accepted meetings rules practices. Such an audit, of course, is rarely of value unless the auditor has acquired the basic knowledge referred to in the point first noted above (1).
- (3) Survey the existing board members and seek particular input on: their level of knowledge of meetings rules; their preferences (if any) for a specific reference guide; concerns or challenges they currently perceive with board practices, and; the particulars and detail they most prefer to be included in a "small set". In the most latter context offer a checklist choice of various specifics (e.g., – duties of chair; tabling; amendments; debate or discussion; postpone; refer to committee, etc.).
- (4) Construct a draft set of rules (two page maximum) and circulate the draft for feedback.
- (5) Pilot the draft "small set" at a meeting (have the rules formally adopted by motion for that meeting) and monitor the outcome.

³⁰ See, Robert's Rules Association Website, <www.robertsrules.com> (concern expressed that name Robert's Rules being used in publications that are inadequate or erroneous in content); see also Rozakis L., "21st Century Robert's Rules of Order", Dell (1995); Zimmerman D., "Robert's Rules: In Plain English", Harper Collins (1997); Eisner W., "Robert's Rules of Order", Bantam Books (1982).

³¹ National Association of Parliamentarians (N.A.P.), <www.parliamentarians.org>; American Institute of Parliamentarians (A.I.P.), <www.parliamentaryprocedure.org>.

- (6) Second survey the directors for additional feedback.
- (7) Complete the "small set" for use on an annual or semi-permanent basis and construct an acceptable governance process policy.

Attached to this paper as Appendix "A" is a draft set of board meetings rules. This "small set" is constructed for the board of approximately 12 or fewer members. It contains sufficient detail for any board of this size (profit; non-profit; corporate or otherwise) in the context of procedural meetings rules. Use of these rules, however, requires some (albeit modest) effort on the part of the board, board chair, or P.G. consultant. Effort which must be expended to acquire basic knowledge respecting the collective use of these, or any small set of procedures. This knowledge can easily be obtained through self instruction (or external study) from the sources noted earlier in this paper.

It has been the experience of the writer that near billion dollar corporations³² have been well served with procedural small sets with less content than the set offered in Appendix "A". Any set, however, obliges board member participation in set design and construction to allow for reasonable return and ownership comfort. The small set offered in Appendix "A", or a variation on that small set, may allow for a procedural rules installation that meets board needs, but does not overwhelm, confuse, or cause division among busy directors. One possible variation of Appendix "A", for those engaged in Policy Governance, are the rules (from Appendix "A") re-worked as Appendix "B". This second Appendix ("B") is crafted as a Governance Process Policy and has the advantage of form and articulation in keeping with the Policy Governance paradigm.

CONCLUSION

The discussion provided in this paper is intended to assist those involved in Carver Policy Governance with some direction respecting procedural rules for decision making. Policy Governance does not advocate or presume any particular rules set as that procedural context is not considered within the scope of "a universal governance technology" – a technology which provides "bare minimum principles that always apply, not all the optional ways of applying them."³³

This paper, however, seeks to identify some of those "optional ways" that are understood to be beyond the chosen domain of Policy Governance. A future paper (possibly 2005) on this subject will provide those interested in further refinements and recommendations respecting a "small set" in the context of Policy Governance dynamics. That offering will also consider other aspects of meetings obligations not otherwise captured by the Policy Governance paradigm.

³² The writer has acted as parliamentarian for over a decade for incorporated bodies with sales or revenue near the billion dollar level. In some instances their "special rules" were less detailed than those set out in Appendix "A" – in some instances of similar length.

³³ *Supra*, note 5.

APPENDIX "A"
ALPHA (NON-PROFIT) CORPORATION LTD.
DRAFT
BOARD MEETING – RULES OF ORDER

- (1) Board meetings shall be governed by these rules.
- (2) The chair of the board is responsible for ensuring that all by-law obligations respecting board meetings are satisfied.
- (3) Board meetings shall be called to order by the chair at the time specified in the notice of meeting (or as pre-arranged) and upon satisfaction of quorum.
- (4) The chair of the board is responsible and shall ensure that meeting order and decorum is maintained and that all members are treated with dignity, courtesy, and fairness (in all respects) during a meeting.
- (5) Board members are obliged to act with courtesy and respect in discussion and debate with fellow board members and to keep their comment relevant to the issue under consideration.
- (6) Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
- *(7) At the commencement of a board meeting, and as a first matter of business, the board shall consider the pre-circulated meeting agenda provided by the chair and shall adopt by motion (as is, or adjusted) that agenda. The approved agenda shall subsequently be followed in the order adopted.
- (8) Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions do not require (or, "Motions require...") a second to proceed to discussion and subsequent vote.
- (9) A majority vote will decide all motions before the board excepting those matters in the by-laws or articles of association (constitution) which oblige a higher level of approval.
- (10) A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move a motion for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
- (11) A motion to amend a main motion may be amended but third level amendments are out of order.
- (12) A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.

- (13) Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.
- *(14) The agenda for board meetings may contain a consent listing of matters (grouped together) which are non-controversial and routinely approved. When a "Consent Matters" listing is reached on the agenda it shall be voted on in gross and without debate.
- (15) The chair of the board may, to the same extent as any board member, make motions, engage in debate, and vote on any matter to be decided.
- (16) A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.
- *(17) The board chair is responsible for the timely and accurate production of board meeting minutes.
- (18) The board shall, in the event of procedural controversy, consider the Standard Code of Parliamentary Procedure (or RONR; or other authority) as a resource guide.

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***NOTE:** Policy Governance users should consider the inclusion of draft rules (7), (14), and (17), from this paper, as appropriate subjects for coverage within "Agenda Planning" and "Officer's Role", Governance Process policies. Appendix "B" to this paper accordingly does not reflect any content respecting those draft rules.

APPENDIX "B"
Reid Lehman (06/05/04)
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POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: *RULES OF ORDER*

Board meetings will be conducted in an orderly, effective process, led and defined by the chair.

Accordingly:

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting (or as pre-arranged) and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may (may not) occur prior to a proposal that action be taken on any given subject.
6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions do not require (or, "motions require...") a second to proceed to discussion and subsequent vote.
 - A. The chair of the board may, (not) to the same extent as any board member, make motions, engage in debate, and vote on any matter to be decided.
 - B. A motion to amend a main motion may be amended but third level amendments are out of order.
 - C. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the board excepting those matters in the by-laws or articles of association (constitution) which oblige a higher level of approval.
10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.
11. When further rules or order are to be developed by the board, the board will consider the Standard Code of Parliamentary Procedure (or RONR; or other authority), as a resource guide.