

GN Policies, Procedures and Guidelines

Policy Section: General

Subsection: Meetings

Topic: General and Board Meetings

Status: Approved by GN Board

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Policy Statement

1. GN holds General and Board Meetings for its Members and Directors respectively.
2. GN will make all efforts to make the meetings productive, efficient and fair to all participants.

Procedures

Procedures Required by the GN Bylaws

1. General and Board Meetings are subject to clauses in Sections 3.2 and 4.6 of the GN Bylaws respectively. These are as follows:

“3.2 Society General Meetings

3.2.1 The Society shall hold regular General Meetings and may call Special General meetings with notice to the Members through a Society Announcement at least one week prior to the meeting.

3.2.2 An Annual General Meeting shall be called by the Executive within three months following the end of each fiscal year.

3.2.3 A Special General Meeting shall be called by the Executive following the receipt of a petition signed by 20 Members or 20% of the Members, whichever is least, setting forth the reason for calling the meeting. Members shall be notified by a Society Announcement at least one week prior to the meeting.

3.2.4 A quorum at all General Meetings shall consist of 10 Members or 10% of the Members, whichever is least.

3.2.5 The President, or the meeting chair, shall cancel the General Meeting if a quorum is not present within one-half hour after the set time. If cancelled, the meeting may be rescheduled for one week later. If a quorum is not present within one-half hour after the set time of the second meeting, the meeting shall proceed with the Members in attendance.

3.2.6 Any Member shall have the right to vote at any General Meeting. Such vote must be made in person. No electronic voting shall be allowed. Motions shall be voted by

show of hands and elections by secret ballot. A secret ballot shall also be used for any vote where at least 5 Members present at the meeting request it.

3.2.7 The President, or chair, does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.6 Board Meetings

4.6.1 Board meetings shall be held as often as required, but at least 4 times a year, and shall be called by the President, with a minimum of 2 days prior notice by electronic mail or phone. The meetings may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities as to permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

4.6.2 A Board Meeting quorum consists of 2 Executive Officers plus another Director who may or may not be an Executive Officer.

4.6.3 If there is no quorum, the President or chair shall adjourn the meeting. If adjourned, the meeting may be rescheduled to the following week.

4.6.4 If a Board meeting is held, with a quorum present, but without the minimum notice, any voting transactions at such meeting must be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.

4.6.5 Votes shall be made by show of hands or by electronic vote.

4.6.6 The President, or chair, does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.6.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Any person who is not a Director may be required to leave the meeting by a vote of the Board.”

2. Additional Procedures for General Meetings

2.1 Unless otherwise indicated through a Society Announcement, regular General Meetings shall be held on the fourth week of every month except June, July, August and December, when official General Meetings are not usually held. In June and December, GN members usually meet informally at a potluck dinner.

2.2 The meeting agenda and the minutes of the previous meeting shall be posted on the GN website before the meeting and be made available at the meeting.

2.3 Members who wish to include items on the agenda must do so by contacting the GN President or Secretary at least 5 days before the meeting.

2.4 When determining if a motion has passed, only Members who have voted in favour or against the motion will be included in the count.

3. Additional Procedures for Board Meeting

3.1 Unless otherwise indicated through a Society Announcement, regular Board Meetings shall be held on the first week of every month with the possible exception of July or August, when Board Meetings may or may not be held.

3.2 The meeting agenda and the minutes of the previous meeting shall be distributed to the GN Board Members and Committee Chairs at least 2 days before the meeting. When appropriate, an agenda item should include the name of the Board Member or Committee Chair responsible for leading the discussion.

3.3 Board Members and Committee Chairs who wish to add an agenda item can do so by contacting the President or Secretary at least one day before the meeting.

3.4 GN members, who wish to suggest an agenda item, including making a presentation to the Board, can contact any Board Member, who can then suggest the item as indicated in the previous clause.

3.5 Board Members and Committee Chairs, responsible for addressing an agenda item, shall inform the President or Secretary at least one day before the meeting if they are not able to attend and may submit a written report for the meeting in lieu of attending. Committee Chairs may assign another Committee Member to attend the meeting. In the case where it is anticipated that quorum will not be reached, the Chair has the option to postpone the meeting.

3.6 When determining if a motion has passed, all the Board Members available to vote at the meeting will be included in the count. This includes those who have abstained for any reason other than conflict of interest. Board Members, who intend to abstain due to a conflict of interest, shall inform the Board Members attending the meeting before the vote.

Guidelines

The following non-mandatory guidelines are based on a summary of Robert's Rules of Order.

The Importance of Rules to an Effective Meeting

It is generally accepted that deliberative bodies operate much more effectively when they follow known rules of procedure.

In most instances, the rules to be followed are **Robert's Rules of Order (RR)**. First established by General Henry M. Robert in 1876 and revised numerous times since. A complete copy is nearly 700 pages. This very shortened version is an attempt to establish an abridged but understandable draft. RR defines the role of the chair, of members of the body and establishes ruled of procedure. These rules have been crafted and adjusted over the years to assist in effective meetings, and to balance carefully the rights of the majority to act and the rights of the minority to be heard; and in some cases, to prevent action.

Proper Notice and Agenda for a Meeting

1. All meetings must be preceded by adequate notice. This is generally covered in the Society's Bylaws.

2. The notice must include all items to be taken up at the meeting in such a manner as to apprise the members of the nature of the business, "Agenda".
3. There can be no discussion of any item not on the agenda. Nor can there be any action on any item not on the agenda.
4. There may be action on any item on the agenda, unless the agenda explicitly states something to the effect of "for information only-no action".
5. Special rules govern when a body may go into a closed "Camera" session (*see Appendix I*).

Robert's Rules of Order/ Common Motions

This section will summarize some of the provisions of RR.

A. Proceed by Motion: The most basic element of RR is that matters come before the body by motion. A member makes a motion simply by saying "I move that _____" or "move adoption of _____" or "Move referral of _____" or "I move to amend _____." It is not the form of the motion, but the substance of it which governs.

B. Role of the Chair: It is the obligation of the Chair to run an orderly meeting. Members of the body are not to speak until they have been recognized by the Chair. Except for a limited class of motions, a member may not interrupt another member when they have the floor. The Chair also rules on any votes and rules on any questions of proper procedure. Generally, under RR, the Chair does not participate in debate or vote unless the chair's vote affects the outcome of the motion. Some organizations, such as GN, have changed this by rule to always allow the chair to vote.

C. Types of Motions: Under RR, motions generally fall into one of four classes. These are:

1. **The Main Motion:** This is the matter that is before the body at the moment. Nearly all other motions bear some relation to the main motion.
2. **Subsidiary Motions:** These are a series of motions which propose to do something to or with the main motion. Examples include amendment, referral, laying on the table and calling the question. Note that what is the "main motion" for application of the rules of precedence may change during the course of the consideration of the matter. For example, if the main motion is to adopt a resolution, and a member offers a subsidiary motion to amend the resolution, the proposal for amendment becomes the main motion for purposes of consideration of the order of precedence of other motions. That is, the motion to amend is subject to further amendment, referral, laying on the table, etc. It is only when that motion has been disposed of the motion to adopt is then back before the body for consideration.
3. **Incidental Motions:** Incidental motions relate to the pending matter, but generally relate to it in a procedural way such that the incidental motion must be dealt with before the body may return to either the main or subsidiary motion before it. Incidental motions take precedence over whatever motion is before the body, and in some instances, may be made when the mover does

not have the floor. Examples are: point of order or procedure, appeal of a ruling on a point of order or procedure, a point of information, call for a role call, or a suspension of the rules.

4. Privileged Motions: These are very few motions that take precedence over all other motions. They include motion to recess, question of privilege and a motion to adjourn.

D. Common Motions: An almost limitless number of motions may be made. Robert's Rules lists at least 84 potential motions. Below is a short discussion on some common motions. (see the accompanying "cheat sheet" attached as an appendix.)

1. Adjourn: Ends the meeting. Is not debatable.

2. Adoption: This is to adopt the matter before the body.

3. Amendment: To modify the main motion before the body.

4. Division of Assembly/Roll Call: A call for division is the same as calling for a roll call vote. Any member may do this and the motion need not be seconded: it is simply granted when asked. It is not debatable.

5. Division of the Question / Separation: This is a request to have separate votes on different paragraphs or portions of the proposal before the body. It is not debatable, but does require a second.

6. Lay on the Table / Take off the Table: This is a motion to temporarily defer consideration of a matter and then to ask that the matter be taken up again. It is often used, when, for some reason, a member of the assembly or some information necessary for consideration is temporarily unavailable. Motions to lay on the table or take off the table are not debatable. The motion is often made simply as a motion to "table". The motion should not be used if the intent is essentially to kill a proposal.

7. Place on File / Postpone Indefinitely: This is the equivalent of a motion to postpone or defer indefinitely. This is the motion to be used if the intent is to not adopt the matter before the body, without explicitly voting it down.

8. Point of Information: This is an incidental motion in which a member of the assembly desires some information prior to proceeding to a vote on the matter before the body. It does not require a second and no vote is actually taken on the point of information. A member simply says "I raise to a point of information" or "Point of information?" It is proper when another has the floor.

9. Point of Order or Procedure: This is another incidental motion and again is not subject to a second or a debate. It raises a question about the procedure being followed by the body. The ruling on the Point of Procedure is committed to the Chair of the body. If a member of the body disagrees with the ruling, they may appeal the ruling to the Chair or the full body. An appeal does require a second, and a majority of the body must disagree with the Chair's ruling for it to be reversed.

10. Point of Privilege: This is one of the privileged motions, and again does not require a second, nor is debatable. This normally relates to some personal matter or something relating to the operation of the body, such as a room that is too hot, too cold, too loud, or some confidential information which should not be discussed before the body, etc.

11. Previous Question: This is a motion requesting that the body immediately vote on whatever matter is otherwise before it; it cuts off debate and proceeds to an immediate vote. The motion can be made either by “calling the question”, “moving the previous question”, or simply stating “Question”. The motion requires a second and is non-debatable but requires a two-thirds vote.

12. Recess: This motion asks that the body take a short break. The length of time of the recess should be established. This is a privileged motion, in that it takes precedence over almost all other pending motions. It requires a second, it is not debatable, and requires a majority vote.

13. Reconsideration: This motion asks that the body reconsider something it has already acted upon. It must be made either at the same meeting at which the matter was considered, or at the next succeeding meeting. If it is to be made at the next succeeding meeting, it must be on the official agenda of the meeting. A motion to reconsider may only be made by a member who voted on the winning side of the prior question. This normally will be a member in the majority, but if a matter fails because it does not reach the required majority, it may be that the motion for reconsideration may be made by a member who actually is less than a majority. For example, if a matter needing a 2/3 vote falls one vote short of 2/3, reconsideration may only be moved by a member of the minority. If the motion to reconsider is approved, the prior proposal is then again before the body.

14. Motion to Refer/Commit: This is a subsidiary motion which asks that a matter be referred to another body, or to another meeting of the same body.

15. Suspension of the Rules: This is an incidental motion because it relates to the manner in which the body will take up an issue. It requires a 2/3 majority, but is not debatable.

E. Debate: Once a debatable motion is before the body, members of the body proceed to debate. In both the making of motions and in debating the motions, members should wait to be recognized by the Chair. The standing rules of the body should limit the number of times and length of time that a member of the body may participate in debate.

F. Unanimous Consent: Asking for unanimous consent is a quick way to dispose of non-controversial items. The body does this by proposing a “consent agenda” near the beginning of every meeting. Items that no member of the body objects to are disposed of by unanimous approval. The Chair may ask for unanimous consent, or a member may ask for it on any pending matter. The Chair may do this by asking: “Is there any objection to recording a unanimous vote on item?”

Precedence of Motions

Some common motions are listed in descending order of precedence, that is, a motion is not in order if it has a higher number than the pending matter.

A. Undeatable Motions

1. Adjourn
2. Recess
3. Question of Privilege
4. Lay on the Table
5. Previous Question
6. Limit or Extend Debate

B. Debatable Motions

1. Postpone to a Definite Time
2. Refer to Commit
3. Amend
4. Postpone Indefinitely/Place on File
5. Main Motion

Incidental Motions (eg. Point of Order, Point of Information, Suspend the Rules, Division of the Assembly or of the Question) take precedence over whatever matter is pending.

"Cheat Sheet" for Robert's Rules						
Motion	In Order When Another has the Floor?	Second Required?	Debatable?	Amendable?	Vote Required for Adoption	Can be reconsidered?
Main Motion	N	Y	Y	Y	Majority unless other spec'd by Bylaws	Y
Adjournment	N	Y	N	Y	Majority	N
Recess (no question before the body)	N	Y	N	Y	Majority	N
Recess (question before the body)	N	Y	Y	Y	Majority	N
Accept Report	N	Y	Y	Y	Majority	Y
Amend Pending Motion	N	Y	If motion to be amended is debatable	Y	Majority	Y
Amend an Amendment of Pending Motion	N	Y	See above	N	Majority	Y
Change from Agenda to Take a Matter out of Order	N	Y	N	N	Two-thirds	N
Limit Debate Previous Question / Question	N	Y	N	Y	Two-thirds	Yes, but not if vote taken on pending motion.
Limit Debate or extend limits for duration of meeting	N	Y	Y	Y	Two-thirds	Y
Division of Assembly (Roll Call)	Y	N	N	N	Demand by a single member compels division	N
Division of Ques/ Motion	N	Y	N	Y	Majority	N
Point of Information	Y	N	N	N	Vote is not taken	N
Point of Order / Procedure	Y	N	N	N	Vote is not taken	N
Lay on Table	N	Y	N	N	Majority	N
Take from Table	N	Y	N	N	Majority	N
Suspend the Rules as applied to rules of order or, take motion out of order	N	Y	N	N	Two-thirds	N
Refer (Commit)	N	Y	Y	N	Majority	Neg. vote only

Appendix I

In Camera Session

“In Camera Sessions” are usually at the Board level. They are only used at the meeting level when non-board members are present and a matter is raised for which only Board members are required. This is a very rare occurrence.

A definition of what constitutes an “in camera session” is when directors meet on their own without the management or any other non-board members present. No agendas are made or minutes taken.

One of the most delicate topics in Board governance is the ability to discuss freely any contentious items which may arise through the agenda or from members.

In Camera sessions provide:

- An opportunity for the board to discuss particularly sensitive matters within the jurisdiction of the Board, such as litigation, work relations and management’s performance.
- An opportunity to discuss sensitive internal board governance matters, attendance, evaluation and leadership issues.
- An opportunity to review the performance and compensation of the staff or the attitude of one of the directors, etc.

In camera sessions are a very valuable tool allowing full and open debate on different topics, strictly between board members and without any possible interference. Board members will ask questions among themselves that they will not in front of others.

One other way for non-profit organizations to address “in camera” sessions is to call them “independent directors gatherings”.