

Meetings, Rules & Responsible Governance



**By Eli Mina, M.Sc., P.R.P.
Professional Registered Parliamentarian**

Agenda (3 Segments)

Rules of Order & the Common Sense Factor (Day 1, 1:15 -2:45 PM)

Managing Tough Meetings: **OFEEDS** (Day 1, 3:00-4:30 PM)

Informed Decision Making (Day 2, 1:00 to 2:30 PM)

- a. **Boardroom Problems book**; Handout Package; **NOT** legal advice
- b. Free publications: www.elimina.com/#publications
- c. Timing, questions (*no 'stupid' questions'*)

Are there
any objections
to the agenda?

Unanimous Consent (handout p. 3)

- a. Routine, Non-Controversial Decisions
- b. Agenda Approval & Changes
- c. Time management
- d. Referrals
- e. `Friendly' amendments

What if there are objections?

Part 1:

Rules of Order and

The Common Sense Factor

Where do you stand on rules of order?

1. Are you **passionate** about rules of order?
2. Do you a bit **curious** about rules of order?
3. Do rules of order bring you **pain and suffering**?

Suffering Is
Optional
!!

If there is a process issue, make it OK to complain...

Introducing:

RONR12 (714 pages)

Henry, Burke, two Daniels, Shmuel

Gavel... Travel...

NAP (Model meetings? Example?)

How much of RONR will you need?

Is my work greeted with enthusiasm?

Councillor Charlie's request

Janitor's advice: *"Want a good meeting? Cancel it..."*

"I hear your voice and know exactly what to do..."

"A loud voice is not a pre-requisite..."

You've got a friend... Its name is 'The Process'...

Defending the Process

- a. The process is *'Your Best Friend'*
- b. Learn how the process works and follow it, willingly
- c. Ensure others know the process and follow it, willingly
- d. When the process is broken, defend it
- e. If you defend the process, **it will defend you...**

Example: Agenda *'Hijacked'* (7 Trustees & 7 Citizens)

Is Common Sense Present?

- a. An incoming Mayor's media interview (*T.E.A.M.*)
- b. *'Getting re-elected'* theme versus _____?
- c. RONR's phrase about Common Sense:

RONR12 page 427: “... any presiding officer will do well to bear in mind that no rules can take the place of tact and common sense on the part of the chair...”

What’s is the overall goal?

A healthy democracy, especially during tough times...

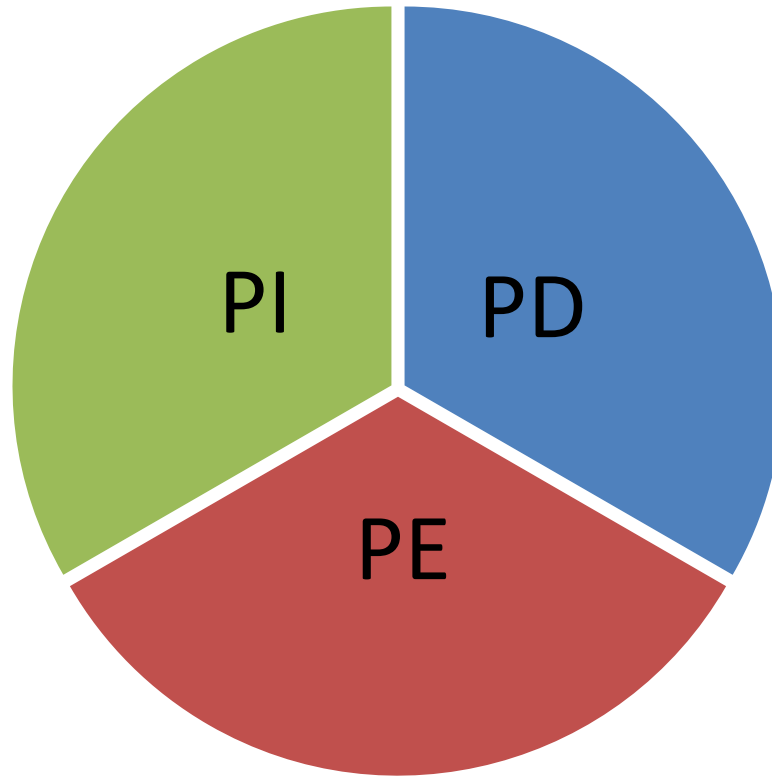
Three key sub-goals...

Common Sense Meeting Goals

- a. Engagement (**level playing field**)
- b. Sensible use of time (**per issue, per person**)
- c. Informed voting (**notices, preparation, open minds**)

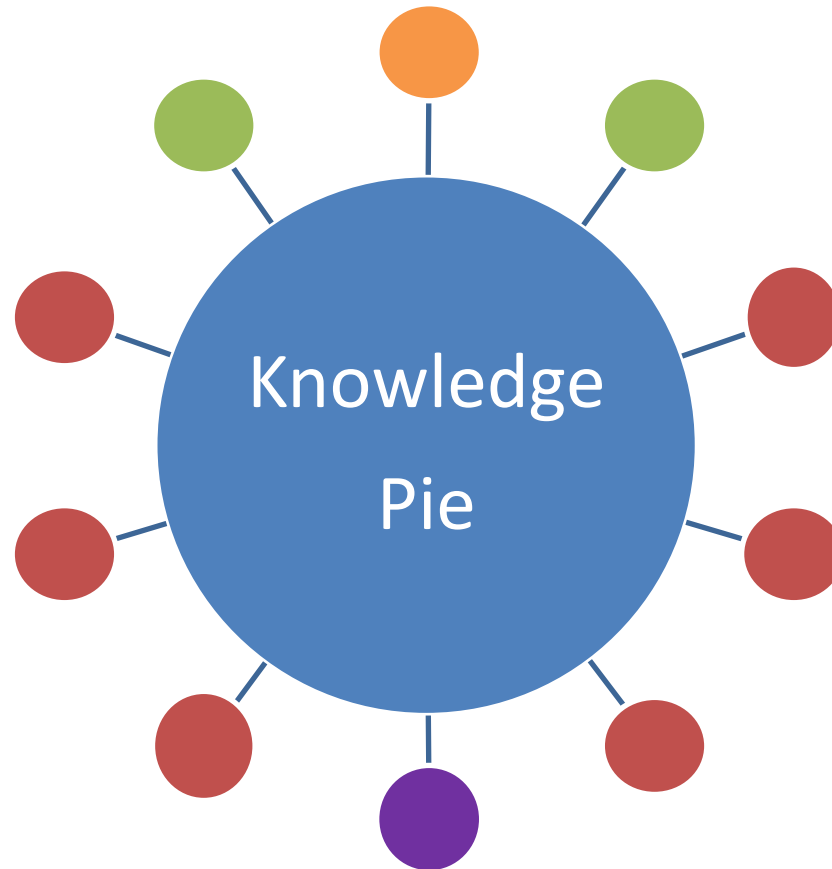
The JIGSAW PUZZLE ANALOGY

A Three Part Knowledge Pie



Safe learning environment

Knowledge based decisions



More on the Knowledge Pie

- a. Does the learning start when the meeting begins?
- b. Does the pie have to be “tasty”? Is “*bad news*” ok?
- c. Can segments be given to some ahead of others?
- d. Is a 500 page pre-meeting package too big?
- e. Are you missing valid input? (*electronic distractions?*)
- f. Is silence ‘golden’ in the Boardroom?

Is Common Sense Present?

- a. What problem are we trying to solve? (*Challenging AGM?*)
- b. `Calling the Question`
- c. *“Don’t sit next to me or write our motions for us...”*
- d. *“The best approach to the motion to reconsider is...”*
- e. A motion on the fly (*“I’ll move it...”*), Staff impacts
- f. Open minds v. *pre-meeting promises?... a strange story?*

Three Important Themes

- a. You're under the Public Microscope, 24/7
- b. The Process is *'Your Best Friend'*; Defend it !!
- c. Consider 'the Math'

Theme 1: The Public Microscope

- a. Frowns, eye-rolling, winks, pre-hearing hugs
- b. Texting, social media postings at meetings (*Impacts?*)
- c. The angry email
- d. Nepotism (French Immersion?)
- e. “*A breakfast pre-meeting*”: Is your mind truly open?

Theme 2: “Defending the Process”

- a. The process is *‘Your Best Friend’*
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Example 1: The AMBUSH (a procedural Fairness Issue)

Example 2: The **GREEN BANANA** story

Theme 3: It's About the Math

- a. The number FOUR
- b. Math of Intellectual Capacity (Time Management)
- c. Levels of engagement

Community Engagement Levels

Leaders

Creators: Constructive Partners

Critics: Their criticisms can be helpful

Watchers

Socialites

Lowest: Customers (entitled)

Main Motions

(Handout page 4)

- a. Main Motion = A formal proposal to take action
- b. Should be concise, unambiguous, complete, written
- c. Notices of motion are preferable (RONR low bar, p. 342)
- d. Input from staff and professional advisors is important
- e. OK for have informal discussion? (RONR `frowns', p. 30)

6 Steps for Processing Motions

1. A Member is recognized and says: “*I move that ____.*”

2. Another Member seconds the motion: “*Second!*”



3. Chair States the motion (if it is clear and in order)



4. Debate, amendments

5. When debate ends, the Chair takes a vote

6. Chair announces the result

Processing Amendments

(RONR12 Section 12)

Main Motion: *“To hold an awards reception in February”*

Amendment: *“I move to add `with spouses included.’”*

The amendment is debated and voted on **first**.

There can be one **primary** & one **secondary** amendment

Processing Amendments (Continued)

Chair: *“The amendment is adopted. The Main motion reads:
‘To hold an awards reception in February with Spouses Included.’ “*

Or:

Chair: *“The amendment is defeated. We are back to the
original main motion ‘To hold an awards reception in February.’ “*

“Is there any further debate on the main motion?”

General Procedural Tips (as per RONR12)

- a. Unanimous consent for `friendly amendments`
- b. On small Boards, RONR does not require seconding
- c. A motion to receive a report is not needed
- d. A motion that needs work can be **referred**
- e. Non-urgent decisions can be **postponed**

Parliamentary Myths (page 8)

- a. Do the mover & seconder own the motion forever? **No**
- b. Must you support a motion to second it? **No**
- c. Must a moved/seconded motion be debated? **No**
- d. Does the Chair only vote in the event of a tie? **??**
- e. May a Board Chair speak in debate? **Yes, but...**
- f. If a Member calls “Question”, must debate end? **No**

Parliamentary Myths (continued)

- g. Does a mover end debate by speaking a second time? **No**
- h. Must minutes capture all that was said? **No**
- j. Can I insist that my comments be in the minutes? **No**
- k. Can we place a tough issue on a closed meeting agenda? **??**
- l. Must there be no debate without a motion? **??**
- m. Can I call 'point of order' if I disagree with someone? **No**

**Questions About
Rules of Order and
The Common Sense Factor?**

Let us have
a 15 minute break,
after which we'll discuss
Managing Tough Meetings (OFEEDS)

Part 2:
Managing Tough Meetings
(The OFEEDS Acronym)

Story: What to do about ____?

1. Talking **about them** v. Talking **to them**?
2. A `bad person' or a weak system?

**Have you been
to
a really Bad Meeting?**

Been to a Bad Meeting?

- a. Mid sentence interruptions?
- b. Off topic remarks?
- c. Rambling? Too much time spent on an item?
- d. Domination?
- e. Personal attacks?
- f. Toxic environment?

*“If things go badly in a meeting,
we have no option but to suffer,
and then we can blame the _____
for not enforcing the rules.....”*

Right?

- 1. Suffering is Optional...*
- 2. Finger pointing? (1 to 3)*
- 3. Talk TO people, not ABOUT them...*
- 4. Everyone `defends the process`*

“Defending the Process”

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Here comes the process... (The OFEDS acronym)

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Here comes the process... (The OFEEDS acronym)

The OFEEDS Formula

(Handout Package page 2)

Oder

Focus: on current agenda item, on core mandate

Efficiency: per agenda item, per person

Equality: for fairness & informed voting

Decorum

Safe Meeting Environment

Implementing the `OFEEDS`

- a.** Cheat sheet (handout package **page 6**).
- b.** Cue cards.
- c.** Opening Script and Standing Rules.
- d.** Stories: Messy meetings, “I need your help”
- e.** Story: Errors and the value of feedback.
- f.** Story: The power of **community education**.

Raising a Point of Order

- a. The Chair or a Member interrupts another Member
- b. The interrupted member stops talking
- c. The procedural concern is stated
- d. The concern is addressed

Why is it hard to raise needed points of order?

Are we trying to achieve 'a perfect meeting'?

RONR12 23:4: *“In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business.”*

Examples: Brief digression, quick interjection, no second, defer v. postpone, mover speaks against own motion

A Clearly Flowing Comment

- a. A 'sandwich' approach: Clear, well flowing, **brief**.
- b. *'Tell them what you'll tell them, tell them, conclude.'*
- c. *Example: The **P.R.E.P.** Formula:*
 1. My **P**oint of view is _____. Let me tell you why.
 2. My first **R**eason is _____. An **E**xample is _____.
 3. My second **R**eason is _____. An **E**xample is _____.
 4. My third **R**eason is _____. An **E**xample is _____.
 5. Therefore, my **P**oint of view is _____.

Time Wasting Habits

- a. Rambling, going in circles (“*I must match him/her*”).
- b. Rebuttals (***YES, BUT... Can shut down input***)
- c. Motions on the fly (*no staff input*)
- d. Motions to receive a letter or report: *Required? Voting no?*
- e. Public delegations not timed (*‘They are our bosses...’*)
- f. No allocation of time to agenda items (***monitoring?***).
- g. Questions (?) with long preambles

**Questions About
Tough Meetings and
The OFEEDS Acronym**

End of today's session.

Plan to attend Friday's session
at 1 PM:
“Informed Decision Making”

Part 3:
Achieving
Informed Decisions
(The Jigsaw Puzzle Analogy)

Have you Ever Gotten M.A.D.?

a. M

b. A

c. D

Have you Ever Gotten M.A.D.?

.
a. Monarchy

b. A

c. D

Have you Ever Gotten M.A.D.?

- - a. Monarchy

- - b. Anarchy

- - c. D

Have you Ever Gotten M.A.D.?

- a. Monarchy
- b. Anarchy
- c. Democracy

Board Decision Making: Goals

Substantive Goals:

Judicious, Thoughtful, Informed Decisions

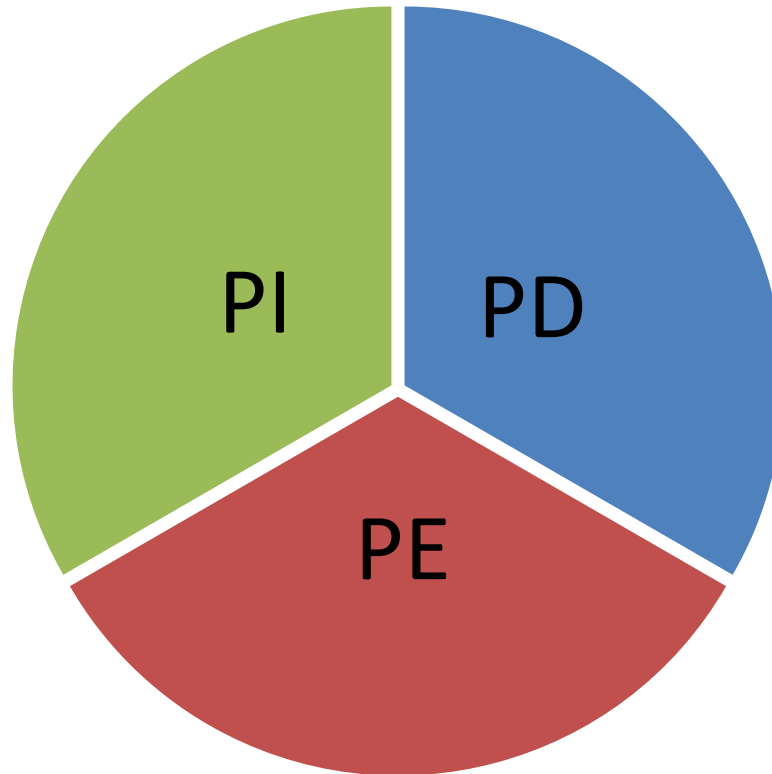
Optimizing Benefits, Minimizing Risks

Process Goals:

Participants: Engagement of Brainpower (**A Jigsaw Puzzle**)

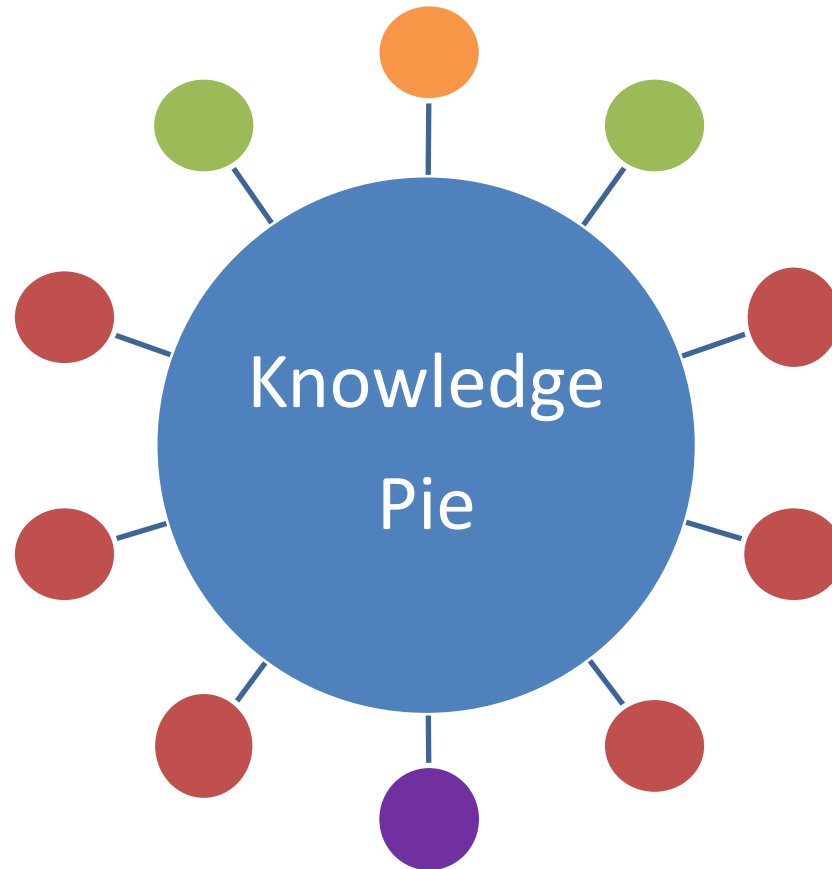
Timing: Comfortable pace, not too quick nor too slow

A Three Part Knowledge Pie



Safe learning environment

Knowledge based decisions



The Jigsaw Puzzle Analogy

How Does it Work?

A constructive or combative process (**Yes, but !!**)?

Does it matter where the puzzle pieces come from?

Is newness an Issue? (**Learn quickly, participate fully**)

Typical Boardroom Problems

Silence: Is it 'golden'?

Boss's presence causes anxiety?

An overly enthusiastic group? (investment story)

Silent, then voting no... Problem?

"Is it OK for me to ask her to raise her voice?"

More Boardroom Problems

No preparation: Too much trust? 1000 pages?

Defensive presenter or subject matter expert

A rush at the end of the meeting

Electronic distractions: texts, emails, social media

“Playing field is not level” (access to information)

The two-hats dilemma

The Two Hats Model



Bring Constituency Input



Share Constituency Input



Listen and Learn



Vote



Inform

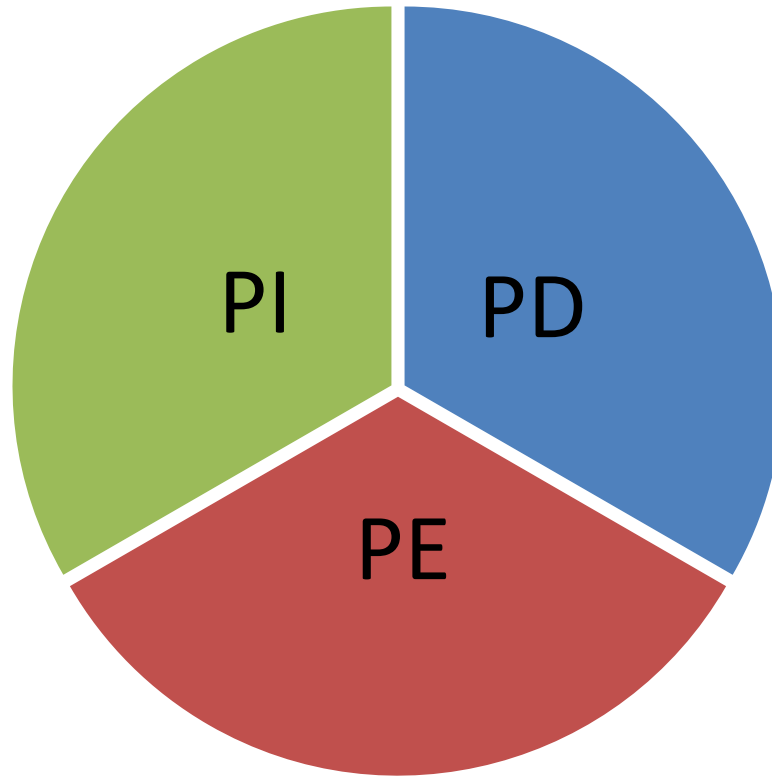


Two-Hats Examples

- a. Regional Board v. Municipality
- b. Pre-meeting `deal making' (pooling votes)
- c. `Advocate for special needs children'
- d. Proposed school closure in a certain ward
- e. NPO: *"My hands are tied..."*

*Questions on the
Two-Hats Dilemma?*

Three Part Knowledge Pie



Fundamental Premises

It is important that all elected members cast thoughtful, judicious, and fully informed votes.

Fundamental Premises

It is not acceptable to suppress
valid and relevant input...

Fundamental Premises

It is not acceptable to suppress valid and relevant input,
even when it may threaten your
desired outcome of a vote.

Elected Officials Interactions with Management

Cross-examining the `hostile witness`

Chair's order: Sit away from me; No staff-written motions

4 to 3, research done, but not used (pre-made decision)

Elected members doing research?

Elected members writing technical documents?

Privately requesting research (level playing field?)

Management's Interactions with Elected Officials

Sanitized or diluted report; Blocking valid options

Private briefings with an assertive Board Member

Arguing with elected officials on policy matters

Back talking or feedback (*'Feedback/Complaints are Gifts'*)

Minutes: How much is too much?

Pledges and Requests

Pledges: “I pledge to embrace these habits _____,
and abandon these habits _____:”

Requests: “_____ can help me by embracing these
habits _____, and abandoning these habits _____:”

Talk **to** people instead of talking **about** them...

Interactions with the Public

Fluff?

Off line promises?

Length of presentations enforced?

Heckling and clapping `normal'? (no *bad persons*)

Bylaw enforcement, social media engagement

Being bullied (**Green Banana**)?

Let us look at 6 levels of citizen engagement

Community Engagement Levels

Leaders

Creators: Constructive Partners

Critics: Their criticisms can be helpful

Watchers

Socialites

Lowest: Customers (entitled)

Time to Reflect:

How does this apply to us?

Questions About the Jigsaw Puzzle Process?

Where do you stand on rules of order?

1. Are you **passionate** about rules of order?
2. Do you a bit **curious** about rules of order?
3. Do rules of order bring you pain and **suffering**?

RONR12 23:4: *“In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business.”*

RONR12 47:6: “... *any presiding officer will do well to bear in mind that no rules can take the place of tact and common sense on the part of the chair...*”

*“Common sense is the least common of
all the senses...”*

**Life is for Learning
and for Having Fun**

***What about the rights
of the organization?***

Is the Organization Entitled to:

- a. Thoughtful, judicious, informed votes?
- b. Decisions that optimize opportunities?
- c. Decisions that minimize risk and liability?
- d. Everyone working to optimize decisions (**T.E.A.M.**)?

*Are these `rights' referred to in RONR? **NO***

*Can an entity raise **points of order** about `breaches'? **NO***

If not**, are members duty-bound to help? **YES!!

Member's Duties

(Unwritten Norms; Part of a Group's Culture)

- a. Review meeting material and be fully prepared
- b. Arrive on time and be there fully, in body and in spirit
- c. **Listen and learn** from debates (**an open mind**)
- d. Be prepared to share dissenting views, when needed
- e. Commit to making judicious and informed decisions
- f. Function as a **team member**

Motions on the Fly (MOFs)

- a. Are MOFs explicitly prohibited by Bylaws? RONR?
- b. Are MOFs problematic? Are you casting **informed votes**?
- c. MOF content impacts: **Input absent** (legal, \$, HR impacts)
- d. MOF process impacts: **Trust (absentees' perspective)**?

Potential Alternatives to MOFs?

Potential Alternatives to MOFs

- a. Notices of motion?
- b. Referrals to a Committee or staff/experts for input?
- c. Informal discussions (exploring the issues at hand)?