



## Southwest Harbour *Community Centre Society*

### Board Meeting Rules and AGM Procedures

*There is no universally accepted or prescribed set of procedures that non-profit boards must follow in their deliberations and decisions. This document is intended serve as an example of a set of decision procedures that any non-profit organization might create and adopt for themselves. This is an advance over not having any consistent approach from meeting-to-meeting or invoking "Roberts Rules" which few people are familiar with. These rules are especially valuable to board members such as the Chair, Secretary and to the Executive Director.*

#### **Board of Directors Meeting Rules**

1. Approval of agenda - No motion needed to amend or accept agenda. Chair need only ask for advice on the order of items, questions about priorities and if there are additions.

*(Note: Your board may wish to have a motion to approve or amend the agenda. Some boards utilize a consent agenda item for routine matters and seek a motion and vote to approve the items as a group under this heading)*

2. Approval of Minutes of previous meetings. Chair should ask if there are any changes or amendments to be noted and then pause. Hearing none the Chair may call for a *motion to approve* the minutes as presented or amended. A seconder and formal vote is needed.

Minutes can be amended to correct an inaccuracy, add context or better reflect the thoroughness of a decision process on an important matter. If the minutes of the previous meeting are amended, the amendments should be noted in the minutes of the current meeting rather than going back to change the previous minutes.

3. Policies intended to be implemented by the Executive Director (or the board itself where its practices are the focus), whether new or amended versions, require a *motion to approve*, a *seconder* and a *vote* recorded in the minutes. The same rules should be required for adoption of board or organizational goals, or a statement of organizational values.

4. Board Discussion: No motion is required to **initiate a discussion** of an agenda item including reports or options put before the board for a decision.

5. The budget for coming year or a revised budget requires *a motion to approve, a seconder and a vote*

- One of a boards main fiduciary responsibilities is financial oversight and the budget is the most important mechanism for this.

6. New organizational commitment involving a financial or reputational risk such as the assumption of a mortgage or taking legal action requires *a motion to approve, a seconder and a vote.*

7. Appointment, reappointment, release or termination of the Executive Director requires a motion to approve, a seconder and a vote.

8. Changes in the Executive Director’s job description or contract (if normally a board level matter) requires a motion to approve, a seconder and a vote.

9. The design of the Executive Director’s performance evaluation (description of criteria and process) requires a motion to approve, a seconder and a vote.

*Note: A board may want to have a formal motion to accept the results of this evaluation, including recommendations, if any, for action.*

10. The expenditure of funds from reserves, allocation of year-end surplus or a special or unusual expenditure not anticipated in the budget, requires *a motion to approve, a seconder and a vote.*

11. Appointment of new interim board member – *Motion to accept, seconder and a vote.* It is important to acknowledge and welcome a new member to the board team. Interim board members can appointed if the bylaws allow board additions between Annual General Meetings.

12. Board resignation (outside of formal term): *Motion to accept, a seconder and a vote.* A resignation may be in the form of a letter or email from the person (recommended), or statement of resignation made at a board meeting.

13. Annual general or special membership meeting business. *Motion to recommend a matter go to the membership at the AGM requires a seconder and a vote.* Examples

- Proposed slate of directors
- By-law change proposals
- Other matters where the board wishes to consult the membership

14. Reports received or submitted to the board do not require a motion either to approve or to allow discussion.

15. Committee reports themselves do not require board approval.

*Note: A board may wish for a motion to **accept** a committee report if there are no decision matters put forward to the board by the report.*

16. Public positions and endorsements by the organization require a motion to approve, seconder and a vote

Additional suggestions on motions, voting and recording in minutes:

- Where a matter is a decision item (as above) the minutes can record M for mover and S for seconder with the first name or initials in each case (e.g. M-gm).
- At the chair's discretion "voting" may involve a verbal call for "all in favour" or a show of hands. A show of hands is symbolically more affirming for building the governing team and should certainly be used in important decisions.
- Unless otherwise requested by one or more directors, the number of votes cast or the number for and against or abstaining should not be reported.
- The vote may be recorded in minutes as passed (most decisions), passed unanimously (indicating a strong consensus) or passed with # persons dissenting or abstaining.

## Annual General Meeting (AGM) Procedures

*Note: The requirements for holding and conducting an AGM, including the election of directors, are normally outlined in the organization's bylaws. Beyond what the bylaws state, organizations may want to outline their own AGM procedures. Like the procedures above for board of directors meetings, these serve as an example of what might be rather than advice on what should be.*

As the Annual General Meeting is an important legal and symbolic event, a greater degree of formality is recommended to acknowledge the power of the membership. Motions made at an AGM should be decided upon by a show of hands.

1. Agenda: Approval of AGM agenda does not require a mover, seconder or vote if the matters are those outlined in the bylaws as the **regular** business of the annual general meeting.

The chair may open the meeting with statement that “the normal business of the AGM is before the membership”. Following the close of the AGM meeting business, other matters can be discussed but not voted on.

*Note: Approval of the AGM agenda may be asked for if there are matters on it that are not part of the regular business of the AGM and have been added with advance notice of the meeting. Advance notice is often required on special matters where a membership decision is proposed that may be binding upon the organization.*

Matters may be added to the agenda by members at the AGM without advance notice **if the bylaws allow it**. If the bylaws offer no guidance, they need to be changed so that they do. If items are added the agenda ought to be approved with a motion and vote.

2. Minutes of previous AGM: Requires mover and seconder and vote.
3. Annual Directors’, Chairperson’s or Board Report require a motion to accept, and a seconder and a vote. This report and the one below can be moved and voted on separately or together.
4. Executive Director’s or Annual Operational Report requires a motion to accept, a seconder and a vote.
5. Annual Financial/Treasurer’s Report requires motion to accept, a seconder and a vote. Where it has been practice for the Auditors for the next year to be appointed at the AGM a separate motion naming the auditors will need to be made, seconded and voted upon.
6. Election of Board of Directors requires a motion to approve the list of directors, a seconder and a vote. (See Note on Election of Directors below)
7. Amendments to Memorandum of Association<sup>1</sup> and By-Laws. Should be introduced as a *Special Resolution* . Requires a motion, seconder and 2/3-majority vote<sup>2</sup>. The secretary should count and record votes for/against or abstaining unless the vote is unanimous.
8. Adjournment – An AGM requires motion to adjourn, typically made by meeting chair. It requires no seconder or vote.

### Note on Election of Directors

Item 6 above may be expanded depending on the organization's recruitment practice and/or bylaw requirements. The following are some examples:

- In cases where there is a *slate of board candidates*, whose names and backgrounds have been communicated to the membership in advance, the current board chair should briefly review the processes used for identifying and selecting the candidates and announce the list of proposed directors, ask for a mover and a seconder and then ask for a vote.
- In cases where some director nominations are also accepted from the members at the AGM (nominations from the floor) and where those candidates are present, the Chair shall confirm the candidates' willingness to serve on the board, announce all of the proposed directors and ask for a motion to approve those nominated as directors, a seconder, and then call for a vote.
- If there are more director candidates than board positions, the Chair will have to call for a vote by secret ballot. Preparations needed in advance and procedures for handling this should be added to this document.
- In cases where the bylaws specify that some or all the officers of the board (e.g., chair, vice chair, secretary and treasurer) are elected, appointed or confirmed at the AGM, the Chair should identify the names of the persons and office they are to hold from amongst those already elected as directors and ask for a motion to appoint said officers and a seconder and then call for a vote.
- In cases where some directors have not yet completed their terms, the election may just be for new directors. However, some bylaws require all the directors to symbolically retire from office at the AGM and for those whose terms have not been completed to be re-elected along with those newly elected.

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<sup>1</sup> This is a key document under the Societies Act of Nova Scotia, the legislation incorporating most non-profit organizations operating in the Province.

<sup>2</sup> In Nova Scotia, special resolutions on matters named in the bylaws to be voted on by the members must meet certain requirements and following the AGM must be filed with the Registrar of Joint Stock Companies, the Provincial government department responsible for the administration of the Societies Act.