Parliamentary Procedure for Pool Boards Made Easy

Ann G. Macfarlane, CAE, PRP
Jurassic Parliament

Association of Governmental Risk Pools
Nashville, Tennessee
Monday, March 7, 2016
Our Topics

I. Introduction
II. Principle of Equality
III. Point of Order
IV. The System of Motions
V. Effective Discussion
VI. Who’s in Charge of What?
VII. Conclusion
Fantasy world

• We are in the City of Dino Gorge in the League of Northwest Dino Cities.
• This is not entirely realistic – it is a fantasy – but there is some overlap with real life!
• We use broad strokes to convey the big picture.
Workshop method

• We’re going to have a risk pool board meeting.
• You are the board members (directors).
• Some people have “remarks” to make, printed on white paper.
• Please look at them and be prepared to speak up when your number is called.
• “Special instructions” are just for you – don’t read them aloud.
I. Introduction
Can Sam give a proxy?

Yes    No
Can Sam give a proxy?

• NO. It is a general principle that proxy voting is not allowed on boards of directors.
Can we suspend the rules?

Yes  No
Can we suspend the rules?

- NO. Some rules cannot be suspended. Rules pertaining to a quorum must be maintained in order to protect the rights of the minority.
Agenda

• Prepared by leadership, but within control of board.
• Should be adopted at the beginning of the meeting (by unanimous consent or majority vote).
• Once adopted, takes a two-thirds vote to change it later during the meeting.
• Should state outcomes and give approximate times.
• Do not need to include approval of agenda in minutes.
What do minutes include?
What do minutes include?

• According to Robert’s Rules, minutes include what is DONE not what is SAID.

• We recommend ACTION or SUMMARY minutes, not detailed minutes.
You didn’t have to be there

• According to Robert’s Rules, a member’s absence from a previous meeting does not prevent the member from participating in approving the minutes of that meeting.
II. Principle of Equality
Should this kind of discussion happen at a board meeting?

Yes   No
Should this kind of discussion happen at a board meeting?

• NO. It is a fundamental rule that all members have equal rights, privileges and obligations.
Should this kind of discussion happen at a board meeting?

• It follows that NO ONE MAY SPEAK A SECOND TIME until everyone who wishes to do so has spoken once.
Principle of Equality

• No one may speak a second time until everyone who wishes to do so has spoken once.
Key Point

Discussion in board meetings is NOT A CONVERSATION.
Why don’t we follow this rule?

• Boards tend to discuss their affairs in conversational mode.
• In conversations, dominant people tend to dominate,
• And agreeable people tend to let them.
• Must have a structure to make sure that everyone has an equal chance to speak.
• This is both fair and efficient.
This is CRITICAL!

• Applying this rule will transform your meetings.

• It is a MUST if you wish to maximize your effectiveness.
HOW to do this?

- Members must seek recognition from the presider before speaking.
- Members must address their remarks to the presider, NOT TO EACH OTHER.
- If someone fails to do this, a point of order should be raised.
- Presider should keep track of who has spoken and who is requesting to speak.
- Alternately, may ask vice-chair to do so.
III. Point of Order
Point of Order

• When ANOTHER MEMBER breaks one of the rules, a member may make a POINT OF ORDER.
Point of Order

• A motion claiming that a mistake has been made.
• According to Robert, can be made only by a member.
• We recommend authorizing staff to do this also
• May interrupt a speaker if necessary.
• Must be timely.
Timeliness

• Must be timely.
• May be raised up until the next item of business is taken up.
• If you wait, it will be too late.
• There are a very few exceptions, but they are rare.
Chair doesn’t say “point of order”

• The chair has the duty of maintaining order and decorum, so doesn’t need to say “point of order.”

• Just needs to take appropriate action.
Do we have to consider this amendment?

Yes    No
Do we have to consider this amendment?

NO. One of the duties of the chair is to protect the assembly from dilatory (time-wasting) or frivolous motions.
“For” or “against”

• When a motion is being discussed, members must speak for or against the motion, or ask a question.
IV. The System of Motions
Can we discuss something without a motion?

Yes  No  It depends
Can we discuss something without a motion?

- It depends. In a large board or assembly, a motion is required before any discussion begins.
Can we discuss something without a motion?

- However, Robert has special rules for small boards (up to about 12 people).
- In a small board, members may discuss something without a motion.
A Good Process

We suggest this process:

• Discuss the topic at hand
• When ready, propose a formal motion – in writing if at all possible
• Discuss the motion and, if desired, amend it.
• Vote on the motion.
Main Motion

*Tyrannosaurus rex*

- A main motion “starts the action” of discussion and decision-making.
- It should be in writing if at all possible!
How do you introduce a main motion?

Three little words:

I MOVE THAT
Main Motion

*Tyrannosaurus rex*

- It should be in writing unless it is very short.
- It should be clear and unambiguous.
- It should be phrased in the grammatical positive.
- It must comply with the bylaws and the procedural law of the land.
- It is in order when no other business is pending.
Amendments must be germane

- Amendments must be GERMANE to the main motion
- GERMANE = RELEVANT
- Chair decides whether something is germane or not.
- Chair may also ask group to decide.
Amendment

*Dimetrodon*

- You amend a motion to improve it.
- The amendment applies to the main motion.
- The amendment must be germane.
- Anyone may move to amend, even the person who made the motion.
When do we vote on amendments?
Amendment

• We vote on amendments before we vote on the main motion on the main motion, in order to make the main motion as good as possible - to **perfect** the motion.
Amendment

• Once the fate of the amendment has been decided, debate continues on the main motion.
• Don’t forget to vote on the main motion “as amended.”
More amendments are possible...

• Once you’ve dealt with one amendment, you may have others...

• provided that they apply to a different aspect of the main motion.

• It takes special actions to go back and change something we’ve already amended.

• The only limit to the number of primary amendments is the patience of your group.
Can chair say this?

Yes    No
Can chair say this?

• YES. In a small board, the chair may make motions, second them, participate in debate and vote (unless the bylaws or regulations say otherwise).
Can chair say this?

• At the same time, we recommend restraint.

• One option: chair speaks last, after others have spoken (note that this is a Jurassic Parliament recommendation, not Robert)
“Friendly amendment”

• Often misused.
• Handle this the same as any other amendment.
• Ask, “Is there a second?” etc.
• Once a motion has been stated by the chair, the maker and seconder have same rights as any other member.
• DO NOT turn to maker and seconder to ask if they accept the amendment – this give them improper power.
“Friendly amendment”

• Another approach: chair may ask, “Is there any objection to adopting this amendment?”
Unanimous consent

• Form of voting – a type of “fast track.”
• Very efficient.
• Presider suggests something, and if you agree, REMAIN SILENT. Silence means consent.
• If you disagree, say “OBJECTION.”
• Presider then knows that everyone does not agree, and abandons the fast track to use the regular method.
Refer to Committee

Ankylosaurus

• Motion sending main motion (and any amendments) off to another group.

• Should specify two things:
  1. Which committee it’s going to
  2. When it’s coming back
Refer to Committee

Ankylosaurus

Two different types:

1. Normally a motion is referred for a **recommendation**.

2. It is possible to refer a motion with **power to decide**.
Remarks must be germane

“Members will kindly keep their comments strictly to the subject under discussion.”
When in doubt, ask the group!

• Chair can always ask the group to decide if something is germane or not.
Do we have to stop debate and vote now?

Yes  No
Do we have to stop debate and vote now?

• NO. The “call for the question” or “previous question” merely means that ONE PERSON wants to stop debate and vote now.
Call the question *Triceratops*

- Requests that we stop debate and vote now.
- This motion requires a **second**.
- HOWEVER it cannot be **debated**.
- It cannot be **amended**.
- And it takes a **two-thirds** vote to pass.
Two-thirds vote

- When members’ rights are limited or extended, Robert requires a two-thirds vote.
- DO NOT take this vote by voice.
- Ask for a show of hands or some other means so that the result is clear.
Do we have to stop debate and vote now?

- Another approach: chair may ask, “Is there any objection if we stop debate and vote now?” (unanimous consent)
Let’s go back to the menagerie...

- HOW do you know which motion can be made when, and how to process them?
- There is a SECRET – not to unbounded prosperity, but to continued success at meetings!
What is the SECRET?
What is the SECRET?

Pree – SEE – dence of motions
Precedence of motions

- Each motion has a number or rank.
- Motions are processed in reverse order ("last in first out" or LIFO).
- When a motion is pending (under consideration), motions with a HIGHER rank may be made.
- Motions with a LOWER rank are out of order.
# Precedence of Motions

<table>
<thead>
<tr>
<th></th>
<th>MAIN MOTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td><strong>Mandatory yoga</strong></td>
</tr>
</tbody>
</table>
## Precedence of Motions

<table>
<thead>
<tr>
<th></th>
<th>MAIN MOTION</th>
<th>Amendment</th>
<th>and tennis</th>
<th>Mandatory yoga</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>MAIN MOTION</td>
<td>Amendment</td>
<td>and tennis</td>
<td>Mandatory yoga</td>
</tr>
<tr>
<td>3</td>
<td>Amendment</td>
<td>and tennis</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Why are we not going in numerical order?

- The motions we’re discussing today are the most common motions.
- The others (#2, #5, #6 etc.) can be taken up later.
## Precedence of Motions

<table>
<thead>
<tr>
<th></th>
<th>Motion</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Refer to committee</td>
<td>Send to committee</td>
</tr>
<tr>
<td>3</td>
<td>Amendment</td>
<td>and tennis</td>
</tr>
<tr>
<td>1</td>
<td>MAIN MOTION</td>
<td>Mandatory yoga</td>
</tr>
</tbody>
</table>
## Precedence of Motions

<table>
<thead>
<tr>
<th></th>
<th>Call the question</th>
<th>Stop talk and vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Refer to committee</td>
<td>Send to committee</td>
</tr>
<tr>
<td>3</td>
<td>Amendment</td>
<td>and tennis</td>
</tr>
<tr>
<td>1</td>
<td>MAIN MOTION</td>
<td>Mandatory yoga</td>
</tr>
</tbody>
</table>
Precedence of motions

• Each motion has a number or rank.
• Motions are processed in reverse order ("last in first out" or LIFO).
• When a motion is pending (under consideration), motions with a HIGHER rank may be made.
• Motions with a LOWER rank are out of order.
V. Effective Discussion
Seeking recognition

- Members must seek recognition from the chair before speaking.
Seeking recognition

• Raise your hand and wait to speak until the chair calls your name, nods at you, or gives some other sign that you have permission to speak (you “have the floor”)
Seeking recognition

• DO NOT raise your hand and start to speak at the same time. This is unacceptable.
Speak to the chair

• Speak to the chair, NOT to another member.

• It is a kind of “SONAR.” Everything pings back and forth between the chair and the members.
Speak to the chair

• This means that members may not say “YOU” to another member.
• Insist on this rule!
A great method – the “round robin”

• The chair goes around the table, asking each person in turn for their opinion. People may pass.
• Important to have a pencil in hand, to jot down points or questions for when your turn arrives.
• Chair must wait his turn also!
• This rule applies to questions and answers also, and to discussions with staff.
• Don’t let any two people “hijack” the meeting.
“Exploratory Round Robin”

- One further tweak – everyone agrees not to offer amendments or other motions during the first round.
- The first round becomes an information-gathering step.
- Staff notes comments or questions on a whiteboard.
- This prevents the discussion from being drawn off-track by proposed amendments or other motions.
- Gives the entire picture of the members’ views.
## Discussion Sheet

<table>
<thead>
<tr>
<th>+ (positives)</th>
<th>Δ (negatives)</th>
<th>? (questions)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
This solves two problems:

• Since amendments are considered before the main motion, sometimes the group ends up spending too much time on an amendment that is actually not that important.

• By moving an amendment, a member prevents others from speaking on the main motion, at least until the amendment is resolved.
WHAT matters most in discussion?

- The single most important factor in group decision-making is whether the individuals involved are thinking freely, and giving their true INDEPENDENT judgment. But oftentimes we fail to do this.
- You can have “group genius” instead of “group think” if you hear from EVERYBODY before moving into decision-making mode.
• Roman Senate
• St. Benedict’s Rule for Monasteries
• U.S. Supreme Court
• William Buckley
VI. Who’s in Charge of What?
Point of Order

• When the CHAIR breaks one of the rules, a MEMBER may make a point of order challenging the chair’s action.
Point of Order

• The CHAIR must rule on whether the point is correct (well-taken) or incorrect (not well-taken) – even if the Point of Order challenges the chair’s ruling.
Accountability Hierarchy

BOSS
Accountability Hierarchy
Voluntary Association
Voluntary Association
Three Duties of Leader

• Manage or administer the association
• Lead the association
• Preside at the association’s meetings
Key Point

During meetings, the chair controls the process so the group can make the decisions.
Key Point

During meetings, the presider is the servant of the group, and the group is the final authority.
What can a member do to change the chair’s decision?
What can a member do to change the chair’s decision?

• The member can APPEAL the ruling of the chair.
Appeal

The most important motion in all of Robert’s Rules – and the least known!
Appeal

• Chair must take care in explaining vote to members.
• Question being voted on is, “Shall the decision of the chair be upheld?
• Takes a NEGATIVE vote for the appeal to win. A majority vote or a tie upholds the chair’s decision.
Flow of Authority at a Meeting

The group adopts its rules and guidelines.

↓

In attending, members accept the rules of the group.

↓

During meetings, the presiding officer applies the rules for the benefit of the group.

↓

All persons present at a meeting have an obligation to obey the legitimate orders of the presiding officer.
Flow of Authority at a Meeting

Any member who disagrees with a ruling, decision or order by the presiding officer may appeal the ruling.

↓

If another member seconds the appeal, the group will decide by majority vote whether the ruling, decision or order is legitimate.

↓

The presiding officer obeys the group’s decision.
What is each person’s individual authority?
ZERO
Nothing
Nada
Zip
0
What is each person’s individual authority?

All members of a governing board share in a joint and collective authority which exists and can be exercised only when the group is in session.

*The Standard Code of Parliamentary Procedure*
The heart of democracy

• By using Point of Order and Appeal, the group is the final authority.
• In our view this is the heart of our democracy.
VII. Conclusion
Chair MUST control discussion

• Repeat: the chair must control the meeting discussion.
• The chair serves as a BENEVOLENT DICTATOR, enforcing the rules the group has chosen.
We don’t like this

• The modern style is completely opposite.
• We’re encouraged to speak softly, gently, indirectly.
• We’re encouraged to use “I” statements.
• Forget all that when running a meeting.
A balancing act

• Speak clearly and definitely.
• Don’t say “I.” Say “your chair” or “the presider” or “your president.”
• At the same time, keep emotionally connected to the members.
Brisk, warm neutrality

• It’s important to be business-like and focused.

• Keep things moving.

• At the same time, show humanity and humor when appropriate.
Who sez?

“It the duty of the presiding officer to enforce the rules relating to debate and those relating to order and decorum within the assembly.”

Who sez?

- All persons present at a meeting must obey the **legitimate orders** of the presiding officer.

Chair MUST control discussion

• If someone speaks up without being recognized, STOP THEM.
• If someone speaks to another member instead of to the chair, STOP THEM.
Chair MUST control discussion

- If someone speaks out of turn, STOP THEM.
- If someone make obnoxious remarks, STOP THEM.
Can chair do this?

Yes  No
Can chair do this?

- NO. Only the board has the power to order one of its members to leave the room.
Chair’s rulings can be appealed

• The CHAIR enforces order and decorum.
• The GROUP is the final authority.
• Any ruling of the chair can be appealed.
• EXCEPTION: If the ruling is a matter of fact on which there cannot be two interpretations, the ruling cannot be appealed.
The clash of opinions is vital

- The fact that people have different opinions is a strength, not a challenge.
- BUT we tend to identify with our own position.
- When we are defeated, we sometimes take it personally.
- This is a mistake.
At the end of the day, the board must unite behind its decision.

• It is an ancient democratic principle that the decision of the majority is the decision of the body as a whole.
• The minority must make it their decision as well.
• It’s a terrible system – but better than all the others that have been tried from time to time (Churchill).
Our Topics

I. Introduction
II. Principle of Equality
III. Point of Order
IV. The System of Motions
V. Effective Discussion
VI. Who’s in Charge of What?
VII. Conclusion
Disclaimer: Nothing in this presentation constitutes business or legal advice.

© Jurassic Parliament 2016. All rights reserved.
PO Box 77553, Seattle, WA 98177
Tel: 206-542-8422
Email: ann@jurassicparliament.com  Web: www.jurassicparliament.com