

# Board Meeting Procedures

## Introduction

Knowing and understanding all of the proper board meeting procedures can be a little overwhelming, even for the most seasoned board directors. The key to improving board meeting procedures is to continually learn more about them, along with learning more about the roles and responsibilities of board members. Board meetings require some upfront planning. They also require a little planning on the back end, after the meetings end.

Various people on the board have specific roles that come with specific duties and responsibilities. For example, much of the board's work doesn't even happen at the board meeting—it happens in committees.

The governing document guides much of a board's protocol and etiquette. All board members should take time to get acquainted with the Charity Governance Code. As issues about proper procedure arise during meetings, board directors should have the basic skills to be able to find the answers within the rules.

More and more, board meetings are taking place using teleconferencing or videoconferencing equipment. Technology offers useful tools for other parts of the board meeting as well.

It's rare that a board director would know absolutely all that there is to know about board meeting procedures without using some sort of reference on occasion. Board members sometimes need to remind themselves that they don't have to remember everything, and that they can rely on tools and other resources as needed. Practice makes progress and board members will improve their skills over time.

## Planning a Board Meeting

If you were to take a quick review of your board meeting dates for the last several years, you'd quickly see that board meetings have cycles.

Boards usually set dates around the same times of year for an annual meeting and a strategic planning meeting. The organisation's governing document usually states what time of year the board needs to hold elections for board directors.

The board secretary usually sets the dates for board meetings at least a year in advance. Management meetings usually occur about two weeks before board meetings. An efficient board secretary makes things much easier on the rest of the board by adding all meetings to a board calendar and sending it out to all board members, so they can check dates against their other commitments. Secretaries should allow for some degree of flexibility to encourage maximum attendance by board directors.

Board secretaries perform most of their duties before the board meeting. These duties fall into six basic categories: preparing the agenda, assembling the prior meeting's minutes, gathering reports, identifying action and decision items, obtaining a final approval for the agenda from the board chair and the executive director, and distributing the final copy of the agenda to all board members and expected guests.

## What Tasks Need to Be Completed Prior to the Board Meeting?

Even once the planning for the board meeting is done, there are still many things to follow up on before the board meeting starts. The key people involved in these activities are the board secretary, the board chair and the executive director.

Certain types of organisations require that the board posts a formal notice of the meeting. This is a common requirement for government or public boards of directors. It's vital that boards follow mandates for board meeting posting requirements, as there may be penalties for noncompliance.

Sometimes boards may need to call a special meeting to discuss an urgent matter that can't wait until the next board meeting. Special meetings may also require some type of formal notice or posting. The details for the posting requirements will be outlined in the organisation's governing document.

Regular board meetings may not require formal notice, but it is good practice for the board secretary to remind board members of an upcoming meeting a week or so ahead of time.

Board secretaries must gather much information in planning the meeting's agenda. They need information from the executive director or management team, the board chair, board directors, the treasurer and board committees.

The executive director report should include such items as a review of the entity's operations, projects and major initiatives. It should also include an overview of the general outlook, positive and negative trends, business updates and other aspects of the organisation's business.

The treasurer's reports should be organised in a way that's easy for board members to interpret them. Some board directors may need some additional training on how to better read and interpret financial reports. Board members should read financial reports with an eye on future growth and sustainability. Reviewing financial reports is also a way to identify potential threats and opportunities.

The board secretary should send a preliminary agenda out to board members asking them to make any suggestions for adding, changing or deleting agenda items.

The agenda should include the following items:

- Heading: date, location, time, name and address of organisation
- Call to order
- Consent agenda
- Approval of agenda
- Approval of minutes
- Reports
- Unfinished business
- New business items
- Open dialogue
- Adjournment

Last, the board secretary sends out board meeting books either manually, electronically or using a board portal.

## The Roles and Responsibilities of the Board Chair

The board chair is the most influential board director. In this role, the board director has two primary duties. The board chair is both the leader who presides over board meetings and the facilitator who runs them. A conscientious and effective board chair places a

primary focus on leadership and facilitation. Nearly every duty that the board chair performs incorporates these two duties in some capacity. It's a mistake to believe that the board chair's responsibility is to run the board. Rather, the board chair should facilitate board meetings in such a way that the board can do its own work.

The board chair serves as the direct link between the board directors and managers.

Board chairs set the tone for board meetings. As such, the person who serves as board chair should hold legal and ethical standards in high esteem. Board chairs should be people with a proven record of integrity, honesty, transparency and humility.

As a meeting facilitator, the board chair needs to keep the meeting moving, which requires active decision-making, such as knowing when to move an agenda item to a committee for deeper evaluation and reporting. An effective board chair streamlines meetings by encouraging collaboration, addressing distractions and keeping overzealous members in check. Board chairs should use best practices for board management and should require that board members do the same.

The board chair also plays a significant role in committee work. The board chair typically selects committee chairs and members and serves as an ex-officio member of all committees.

The board chair role extends into the community where the chair represents the entity as a community ambassador and organisational advocate. Boards may require or expect board chairs to contribute to newsletters, announcements, or other media or publications. Another facet of board chair leadership is to cultivate relationships with donors, members, affiliates and other stakeholders.

Board chairs should use an annual self-evaluation tool to assess their own performances and improve their effectiveness. Because of term limits, they should also be the primary person for succession planning.

## Procedures for Running a Board Meeting

People who serve in the role as board chair should be well-acquainted with the Charity Governance Code. Common procedures for running a board meeting occur in the following order:

1. Call the meeting to order
2. Recognise if there is a quorum
3. Board chair makes welcoming remarks and asks for introductions
4. Board chair reads the mission and vision statements
5. Board chair calls for officer and committee reports as ordered on the agenda
6. Board chair calls for a discussion of unfinished business items
7. Board chair calls for a discussion of new business items
8. Board chair calls for comments and announcements
9. Board chair calls for adjournment, noting time or the record
10. Board chair announces date and location of next meeting and thanks members for attending
11. Board chair and secretary review and sign meeting minutes

## Establishing a Quorum

The board chair should work to make sure that the meeting will have a quorum. The board could meet without a quorum, but they would have to delay voting and decision-making until a subsequent meeting.

The organisation's governing document will state the definition of a quorum. In many cases, a two-thirds majority establishes a quorum. In the absence of a stated definition of a quorum in the document, a simple majority constitutes a quorum.

The board chair may want to request RSVPs to board meetings to determine if there will be a quorum present before the start of the meeting. A board chair can take steps to establish a quorum when not enough members are present by delaying the meeting for a few minutes to see if more members arrive or by taking a break and contacting members to see if more will come.

If there is no quorum present, the board chair will announce that there is no quorum present and that no official business will be conducted. These statements should be preserved in the meeting record.

## The Roles and Responsibilities of the Board Secretary

With so many duties and responsibilities in front of them, many board secretaries find it helpful to use a checklist for every meeting.

The first duty of the board secretary in preparing for a board meeting is to confirm that the meeting location will be free and accessible on the date of the board meeting. The secretary will also want to confirm whether the facility will have all the necessary tools in the boardroom, such as flipcharts, easels, computers, whiteboards, projectors, and video or audio equipment.

Next, the secretary will need to prepare any legal or formal notices for the board meeting, if they are required by the organisations governing document.

Depending on the type of board, it may also be prudent to check with the legal department and see if the agenda or other legal matters need to be reviewed.

The secretary must also prepare the agenda and prior board meeting minutes for approval. Several weeks before the board meeting, the secretary should send out a packet to all board members that includes a draft of the agenda, a copy of the prior board meeting minutes and a schedule of all meeting dates for the coming 12 months. This correspondence should include a request for items that are lagging, such as overdue committee reports and follow-ups on tasks assigned at the previous meeting. The secretary should indicate a firm deadline for items to be included on the agenda and for reports or other documents to be copied and distributed prior to the meeting.

Board etiquette and common courtesy require that board members should indicate by RSVP whether they will be attending the meeting and whether they will need to attend by some other means, such as teleconference or video conference.

Five to seven days before the meeting is a critical time. At this point, the secretary should finalise the agenda and obtain final approval from the board chair and the executive director. As all documents become ready, the secretary prepares manual binders or electronic board books by adding all pertinent documents and distributing them to board directors. At this time, the secretary would also start preparing either a manual or an electronic template for taking minutes at the meeting.

A wise secretary arrives at the board meeting early to make sure that the room is properly set up. This gives the secretary time to test any audio or videoconferencing equipment to make sure it's working properly. Early arrival also gives the secretary time to record attendees as they arrive.

## Role of the Executive Committee

Unless the governing document indicate otherwise, forming an executive committee is optional. Formation of an executive committee helps to streamline many of the board's agenda items. An executive committee acts as a steering committee to vet and prioritise items before presenting them to the full board. Typical agenda items for an executive committee will be things like long- and short-term goals, succession planning, governance matters, spending priorities, the organisation's risk profile and matters related to human resources.

The executive committee usually meets within a week or a few days before the full board meeting. Some executive committees choose to include the executive director in all or a portion of their meetings.

## Conducting a Board Meeting Using Proper Parliamentary Procedure

Anyone who serves as board chair should be well-acquainted with Robert's Rules of Order. Parliamentary procedure defines and outlines all of the important procedures for running a proper board meeting. The rules include guidance on how to put a question to the board and how board members may vote. The rules also outline rules for committees, director nominations, director elections, board officers and board minutes.

Since the rules are lengthy and easy to misconstrue, board chairs should have a copy handy at the board meeting to use as a reference.

## Using Technology Successfully in the Boardroom

Considering board roles, meeting protocols and all of the important nuances that board meetings require, it makes perfect sense to take advantage of technology whenever it's possible and practical.

A board portal has become one of the most efficient and cost-effective electronic means for conducting board business. A board portal allows board officers and board members to send out reminders, notes, comments, RSVPs, reports, documents and other information in real time. A board portal stores and organises board meeting agendas, reports, meeting minutes, rules and other important documents on a highly secure electronic platform.

## Defining a Successful Board Meeting

We can define a successful meeting in several ways. Board members and other guests should be well-prepared for the meeting ahead of time. This means that they will have key documentation and other information early enough to review it and to arrive at the meeting prepared for discussion.

The agenda should be comprehensive, clear and orderly, and should list short descriptions along with action items to create a roadmap for informed and sound decision-making. The board chair and the secretary must work together to finalise all board meeting preparations. It's also prudent for the board chair and the secretary to perform a mental run-through of the meeting to identify any last-minute things they may have forgotten to include.

Finally, board members who follow proper meeting procedures should assign deliverables to certain members to be completed before the next meeting, set deadlines for response, and hold members accountable for their individual and collective duties and responsibilities.

## Writing Board Resolutions That Keep the Meeting Moving

A board resolution is also sometimes called a corporate resolution. It's a formal document that makes a statement about an issue that is so important that the board wants to have a record of it. Resolutions have no specified or required length.

They just need to be long enough to say whatever the board wants them to say.

A board of directors can decide to write up a resolution for almost any reason they choose. Think about it in terms of any decision that a board resolves to do. Resolutions can be written for the following reasons:

- To document that a new member of the board was voted in
- To record a decision made at a board meeting
- To document a decision made by the shareholders of a corporation
- When a company wants to hire new employees
- When a company wishes to sell shares in the corporation
- When a nonprofit organisation wants to delegate funds to a certain project
- When a government entity wants to honor someone

### Writing Clear and Informative Board Reports

Boards are limited in the time they have to conduct board business, so it's important that board reports are clear, concise and informative. Committee

reports should include the date, name of the committee and the committee chair, and should state the objective of the committee and its findings.

All reports should include a summary of information and any financial impact or dissenting opinions. Summaries should also include recommendations for the board and/or management.

### Final Thoughts on Running an Effective Board Meeting

Running effective board meetings is essential to good governance. Board directors must participate in board meetings individually and collaboratively. They must use meeting tools like parliamentary procedure, the agenda and minutes appropriately and with integrity. Board composition and relationships play big roles in board meeting effectiveness. Effective meetings reflect a healthy board. Board directors are individually and collectively responsible for running effective board meetings.

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