

SECTION 7

Meetings

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- **Board Meeting Guidelines**
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7.1 Meetings of the Board of Directors

The board exists to provide guidance and direction to SLA at legally constituted meetings. The Board should hear recommendations from committees, vote on decisions, and make and revise policy. Doing research and generating courses of action should be undertaken by committees, which report to the Board.

7.1.1 Schedule

The Board meets at least five times a year, usually every six or seven weeks. Dates and locations of meetings will be set at the Changeover Meeting and publicized in SLAte so that:

- Any SLA member may attend as a non-voting observer, and
- Committees may hold their meetings prior to the Board meetings, and
- Reports and recommendations can be submitted in time to be included in the agenda.
- Quorum consists of 5 directors, 3 of which must be Executive

7.1.2 Agenda

The agenda should be prepared by the President and distributed by the Executive Director to the members at least seven (7) days prior to a meeting.

7.1.2.1 A **consent agenda** may be used and is prepared to facilitate non-contentious, routine meeting activities and may include: minutes of previous meeting and reports. Any item from the consent agenda can be removed to be discussed at a later point in the meeting, and the consent agenda then approved as amended.

7.1.3 Documents

7.1.3.1 Background papers and reports are to be submitted to the Executive Director prior to the meeting for distribution with the agenda.

7.1.3.2 Whenever necessary, correspondence will be attached to the agenda.

7.1.3.3 Committees should report to Board meetings and submit written reports to the Annual General meeting.

7.1.4 Minutes

7.1.4.1 The minutes will be distributed to Board members within one month.

7.1.4.2 All Board motions are to be written out to achieve clarity and accuracy and to eliminate the possibility of error in their recording. Motions and voting results are recorded in the minutes.

7.1.4.3 SLAte will be used to inform the membership of important decisions and actions arising from the minutes.

7.1.4.4 Copies of minutes of a particular meeting or copies of a specific motion will be made available to members who make a written request to the Executive Director.

7.1.5 Openness of Meetings

Member of the Association may attend, observe, and, on invitation from the Chair, speak (but not vote) at meetings of the Board, except where any portion of the agenda is accepted by the members for discussion *in camera*.

7.1.5.1 Reciprocal members can have the President or designate from their organization attend a meeting except the *in camera* portion.

7.1.6 Duration of meetings

Day meetings shall conclude by 3:30 p.m.; evening sessions shall conclude by 10:00 p.m. Extensions of any meeting beyond these hours requires a motion.

7.1.7 Presiding over the Board Meeting

The President is responsible for convening meetings of the Board of Directors and for guiding those meetings to a productive conclusion. In order for the meeting to run smoothly and the Board members to participate effectively, the President needs to be familiar with basic parliamentary procedures as per Sturgis Standard Code of Parliamentary Procedures. See Appendix 7.1.7 at the end of Section 7 and Parliamentary Procedure at a Glance (based on *The Standard Code of Parliamentary Procedure* by Alice Sturgis) that is at:

<http://slta.ca/+pub/document/nutshell/Parliamentary%20Procedure%20at%20a%20Glance.pdf>.

7.1.8 Role of Board Members at Meetings

Because the Board convenes only five or six times a year, each member must help make those meetings productive by being prepared and actively participating in the discussions. Cooperation and open-mindedness are essential. Board members need to be familiar with Sturgis Standard Code of Parliamentary Procedures to use it effectively during the meeting. (See Appendix 7.1.8 at the send of Section 7.

7.1.9 Meeting Procedures:

7.1.9.1 Before a Meeting Takes Place

- a) The date, time, and location for the meeting should be set well in advance. Annual meeting planning normally occurs around the changeover meeting in June to help the Board members plan and schedule their time.
- b) An agenda should be distributed at least one week ahead of time.

- c) The agenda should include specific topics for discussion and, if possible, background information to aid in decision-making.
- d) The minutes of the previous meeting should be distributed well in advance of the meeting.
- e) Reports should be prepared as required.

7.1.9.2 During the Meeting

- f) The meeting should start on time; participants should remain for the entire meeting unless having informed the Chair in advance.
- g) The agenda should be followed.
- h) Reports are usually sent to the Executive Director at least 2 weeks in advance of the meeting, and incorporated into the consent agenda, if it is being used. If not, then reports should be in writing and presented verbally in a straightforward manner and submitted to the Executive Director.
- i) Discussions should stay on topic.
- j) Motions should be stated clearly and follow the Sturgis Standard Code of Parliamentary Procedures Order of Precedence depending on the purpose of the motion.

They should proceed through the following steps:

- i. Mover presents motion/resolution
 - Note: Motions can be made to consider a new action or position and amend, rescind, reconsider, or table a motion, or address a variety of other purposes.
- ii. Secunder is called for by the Chair.
- iii. Discussion is requested
- iv. Amendments can be made, discussed, and voted on
- v. Call for vote on original motion or its amended form
- vi. Motion carried/defeated
- vii. Action recorded
- k) Any follow up needed to motion or as a result of a report should be assigned to the appropriate committee or individual and, where possible, given a deadline.
- l) Summarize agreements reached or action items to allow for group feedback and support and to reduce the possibility of error or misrepresentation.
- m) Set the date and time for the next meeting.

7.1.9.2 After the Meeting

- a) The Executive Director is responsible to provide the minutes to the meeting. Minutes should be prepared and distributed as soon as possible following the meeting.
- b) Committees and individuals should carry out assigned tasks.

c) Follow up activities (e.g. Action Items and correspondence) should be carried out.

7.1.10 Parliamentary Procedure

Sturgis Standard Code of Parliamentary Procedures provides a clear guide to conduct business. Parliamentary Procedure at a Glance (based on *The Standard Code of Parliamentary Procedure* by Alice Sturgis) is at <http://slta.ca/+pub/document/nutshell/Parliamentary%20Procedure%20at%20a%20Glance.pdf> and can be used as a guide.

7.1.10.1 Motions and Voting Protocols

Motions are items brought to an assembly for a vote. The most important thing to know is which motion is discussed first. Follow the Order of Precedence:

Principal Motions –only dealt with when nothing else is on the floor. Only one main motion can be in the floor at any one time. Usually require a mover and seconder, and are usually debatable if no other motion is pending. Lowest order of precedence. A motion of higher precedence can be added before the motion to end debate and take a vote. The second motion must then be voted on first, and then refer to the first motion (these might be referred to as subsidiary motions).

Subsidiary Motions – apply directly to the principal motion and are discussed and voted on before the principal motion. They may include, but are not limited to:

- Postpone temporarily (Table) – to discuss at a later date
- End Debate (Call the question) – to take the vote
- Postpone – to delay the decision until another time
- Amend the principal motion – to make an alteration to the motion on the floor
- One can also amend the amendment, substitute for the amendment, or amend the substituted motion
- Postpone indefinitely – to defer the motion indefinitely

Incidental Motions – apply to meeting procedures and processes and are usually undebatable. These motions can be amended. The question is called immediately. They can:

- Suspend rules (sometimes moved to a committee or the whole)
- Withdraw a motion
- Allow one to read papers
- Raise a question for consideration

- Inquire about questions of order and procedure
- Make nominations
- Indicate a Point of Order

Privileged Motions – These are principal motions of the highest precedence and those of urgent importance. They take precedence over all other questions. They usually need a seconder and may (or may not) be debatable. They can:

- Fix the time of adjournment
- Adjourn the meeting
- Allow for a recess
- Draw to attention points of personal privilege (references to character or use of foul language)

Electronic Motions - The chair may call for an e-motion (e.g. via email) if the topic is time sensitive and not contentious. The same procedures are followed as a motion during a Board of Directors meeting except that normally there is 48 hours for discussion before the question is called for a vote. This process is used most often for Principal Motions but may be used for other types.

7.1.10.2 Voting Protocols

A majority vote is the vote of more than half of the board members present. This practice is also followed for quorum (see 7.1.1) and electronic motions. Additional factors when a vote is called are:

- Board members who fail to vote are presumed to have waived the exercise of their right
- A tie vote on a motion is not a deadlock vote that must be resolved; it is simply not a majority vote, and the motion is lost
- In case of a tie vote the chair may vote with either side, thereby establishing a majority, provided that the chair has not already voted. Or the chair may choose not to vote, in which case, lacking a majority, the motion is lost

7.2 Committee Guidelines

7.2.1 Board-Committee Liaison

In order to ensure that every committee of the Association has access to and support from the Board of Directors and to ensure that the Board, in turn, is kept informed about the activities of its committees, a liaison system has been established.

SLA Directors on the Board present reports on behalf of the committees assigned to them. In their capacity as liaisons, the Directors will not be managing

or directing the affairs of the committees, but acting as their representative at the Board table.

7.2.1.1 Committees can arrange to speak directly to the Board. In fact, certain situations (e.g. funding proposal) might require the presence of a committee Chairperson or designate at a Board meeting.

7.2.1.2 Committees are for the most part designed to be self-managing, although they are responsible for their actions to the Board as a whole.

7.2.1.3 Committee meetings are generally held by teleconference and only face-to-face when necessary.

7.2.2 Committee Meetings

Committees are the work units of the Board and have the Terms of Reference and duties described in **Section 5**. They should primarily be forums for discussion leading to problem solving, planning, and policy development.

7.2.2.1 It is not necessary for committee meetings to be as formal as Board meetings. Committee work should be a direct response to the Board's request as contained in the committee Terms of Reference. A record of the meeting should be kept by the Chair or a recorder and submitted to the Executive Director for later reference. Their purpose is to assist the Board by deliberating issues and bringing forth recommended solutions, including policy recommendations.

7.2.2.2 Ad hoc committees are established for a specific purpose and should provide a Terms of Reference (use format provided in Section 5) to guide their work and report in a prescribed manner.

7.2.3 Elements of an Effective Committee Meeting

- a) Having a clear idea of what tasks must be accomplished and when they have to be completed
- b) Having committee members who are dedicated to the goals of the committee, who are willing to work hard with others, and who have the time to devote to the tasks at hand
- c) Having an effective person to Chair the committee

7.2.4 Meeting Objectives

- a) To share information and allow for a wide range of individual input into discussions affecting the larger group
- b) To make decisions
- c) To reinforce common interests and values shared by committee members
- d) To identify those having the ability to perform and to lead

- e) To identify and focus on problems
- f) To approach issues from a problem solving viewpoint and involve everyone in discussions
- g) To examine all aspects of the problem and know where individuals stand on the question
- h) To come to a consensus of opinion
- i) To examine possible compromises and relative support
- j) To delegate and equitably allocate responsibilities

7.2.5 Keys to a Successful Meeting

- a) Establish why the meeting is being held and what is to be accomplished
- b) Develop a well-structured agenda. This shapes the meeting in that it determines the guidelines as to what will be covered and when.
 - i. After agenda items have been identified, the next step is to determine whether they are for: a) information, b) discussion, and/or c) decision-making.
 - ii. When this has been completed, a formal agenda can be developed that allows for appropriate sequencing of items, so that topics deemed most important or high priority can be discussed at the beginning of the meeting.
 - iii. Finally, indicate the estimated amount of time needed for each item.
- c) Timely and convenient location where the environment encourages participation and productivity (though committee meetings may be held by teleconference)
- d) Send the agenda and support material well in advance of the meeting

7.2.6 Keys to a Successful Committee Chair

The Chairperson of a committee:

- a) should be a skillful discussion leader and able to deal with various personalities and behaviours.
- b) may not be expert in the field, but need to have enough experience to direct the committee's work and to help the group collect the information it needs.
- c) should exhibit the following:
 - Be impartial; avoid entering the debate
 - Ensure everyone has a chance to participate in the discussion
 - Keep people focused on the agenda
 - Encourage consensus-making and compromise
 - Ensure the notes of the meeting are recorded, particularly decision

items that need to be reported to the board. These should be forwarded to the Executive Director in a timely way.

7.3 Annual General Meeting (AGM)

7.3.1 Purpose: The Annual General Meeting is the primary business meeting of the Association when members assemble to:

- a) To ratify the results of the Nominations/Elections Committee and to be introduced to the newly elected Board of Directors
- b) Amend the constitution of the Association
- c) Pass resolutions
- d) Receive the financial reports and the reports of the Board of Directors and the Committees of the Association
- e) Approve the recommendation for the auditor for the next year-end.
- f) Address business of the Association

7.3.2 Legal Requirement:

The Association is legally required to hold at least one general meeting of the membership within each fiscal year.

7.3.2.1. The AGM is convened by the President who works with the Executive Director and the Board of Directors to ensure that all legal and constitutional obligations are met regarding business transacted at the AGM.

7.3.2.2 The *Articles of Continuance and Bylaws, Article 14.3* states that notice of the AGM must be sent to members not less than 15 days nor more than 50 days in advance.

7.3.2.3 The meeting is conducted in accordance with the *Sturgis Parliamentary Procedures* as noted in the *Articles of Continuance and Bylaws, Article 16*.

7.3.2.4 The Parliamentarian is selected from the Advisory Council as described in the *Articles of Continuance and Bylaws, Article 9.4*.

7.3.2.5 The Executive Director arranges for the official recording of the minutes of the AGM.

7.3.3 Voting Eligibility and Registration:

All voting members (individual and institutional official delegate) shall register prior to the beginning of the meeting and receive the appropriate voting cards.

- Only members in good standing are eligible to move and second motions and to vote during the AGM.

7.3.4 Preparation for the AGM:

The Executive Director will assemble the following documents for the AGM and provide access to electronic copies prior to the AGM.

Some print copies should be available at the AGM.

Voting members of the Association will have access to:

- Minutes of the previous AGM
- Blank resolutions and motions forms
- Financial statement for previous year
- Executive and committee reports, if possible
- Motions/resolutions to be voted on

7.3.5 AGM Agenda usually includes the following:

- Call to Order
- Announcement of Parliamentarian
- Acceptance of Agenda
- Approval of minutes of previous AGM
- Business Arising from the Minutes
- Executive reports:
 - i. President's report
 - ii. Executive Director's report
 - iii. Treasurer's report (includes: the Audited Financial Statement, the budget for the upcoming year, the recommendation regarding the auditor for the upcoming fiscal year)
- Vice-President of Advocacy and Development's report
- Vice-President of Membership and Publication's report
- Member at Large Reports
- Committee Reports (e.g. Membership, Publications, Programming, Fundraising, etc.) and Other Reports (Multitype Library Board and other external organizations)
- Nominating Committee Report
 - i. Election Results and motion for AGM to ratify the results
 - ii. Introduction of the new members of the Board of Directors.
 - iii. Announcement of plan to fill positions, if vacancies exist
- New Business
 - i. Motions (to amend constitution, membership categories, etc.)
 - ii. Reports
 - iii. Resolutions
 - iv. Announcements
- Courtesy Resolutions
- Adjournment

7.3.6 The AGM Meeting

7.3.6.1 Start the meeting on time and keep it focused on the topic at hand. If reports were made available in advance, reiteration of the contents can be avoided. This allows time for comments and questions from the floor.

7.3.6.2 While Chairing the meeting, the President must avoid participating in the discussion unless a Vice-President is asked to assume the Chair.

7.3.6.3 Motions should be written down on an available form before presentation to the members. Members' resolutions are to be presented on the appropriate form and in accordance with procedures established by the Board of Directors.

Resolutions take the following forms:

- a) Notices of Motion to change the bylaws of the Association (these must be printed and distributed to members in advance.)
- b) Member's resolutions (they must be written on a special form available in their package or at the registration desk and submitted to the Resolution Committee.)
- c) Resolutions passed in committee meetings and subsequently presented at the AGM.
- d) Courtesy resolutions thanking those individuals and organizations that helped make the conference a success.

7.3.6.2 If a number of people wish to speak on an issue or motion before the membership, it is advisable to make note of their order in the form of a written speaker's queue. Floor microphones could be made available.

7.3.6.3 Shortly After the AGM has been adjourned, or soon after the close of the conference, the Executive should meet to discuss how to act on the motions and resolutions passed at the AGM.

7.4 Board Changeover Meeting

In May or June of each year, just before the end of the Board's term of office, the retiring Board members meet with the incoming officers and the Executive Director at an annual changeover meeting. At this time, each position exchanges past information, ongoing activities, future plans, and existing policies and procedures, as well as legal obligations.

The meeting usually includes the following topics:

1. Saskatchewan Library Association (SLA) Operations:
 - a. Handbooks
 - b. Personnel Policy
 - c. Financial situation
 - d. Meeting procedures and plans
 - e. Publications
2. Profiles
 - a. Executive
 - b. Executive Director

- c. Directors
- d. Committees
- 3. SaskCulture/Saskatchewan Lotteries for Sport, Culture and Recreation
- 4. Planning process (review strategic plan)
- 5. Delegation of duties for committee membership
- 6. Confirm appointments of SLA representatives to external organizations

Appendix 7.1.7 Presiding over the Board Meeting

The following are fundamental rules for conducting a meeting:

- a) Always start the meeting on time and follow a definite agenda to save time and keep the meeting on course. Do not waste time by digressing from it without good reason.
- b) Keep the meeting moving; interest lags when action lags. Get as many Board members as possible involved in discussions, but keep responses short and to the point.
- c) Speak clearly. If you can't be heard, you can't exercise control. If you have a low speaking voice, rap for silence before you speak.
- d) Insist on order. When general simultaneous discussion occurs, no one can be heard and nothing accomplished.
- e) Talk to the group, not to individuals. Side conversations can be disruptive.
- f) Make sure each individual who takes the floor talks clearly and audibly. Interrupt if you must and repeat what was said so everyone can hear it.
- g) Sum up what the speaker has said and obtain a decision.
- h) Stop aimless discussion by recommending a committee study. Lack of information or consensus usually warrants postponement to a future meeting.
- i) Retain control, but do not stifle free comment. Invite constructive criticism and even disagreement. Ask for support. Clarify issues by obtaining consensus.
- j) Do not argue with the individual who has the floor. Ask questions if you disagree, but remember to remain neutral.
- k) If you have a comment, ask for the floor as a participant.
- l) When a decision has been made, be sure it is clearly understood and is, whenever possible, in the form of a written motion stating: what is to be done, who is to do it, and when it is to be completed.

Appendix 7.1.8 Meeting Etiquette for Board and Committees

- a. Be prompt in arriving to the meeting and in returning from breaks.
- b. Turn cell phones off or to silent
- c. Come to the meeting with a positive attitude and present yourself in a positive manner
- d. Treat members with respect at all times
- e. If you must take urgent calls on the cell phone, take your conversation outside.
- f. Talk one at a time and wait to be recognized by the Chair.
- g. Limit side conversations.
- h. Be patient when listening to others speak and do not interrupt them.
- i. Stay on topic; if a member diverts the conversation, the Chair will direct it back to the topic being discussed.
- j. When a topic or agenda item has been discussed fully, do not bring the same subject back up.
- k. Don't discuss personal issues during the meeting, except when it is about the subject being discussed on the floor/via the agenda
- l. Don't make threats or rude comments to members.
- m. Address any concerns about the discussion or the meeting with the Chair.
- n. If members feel they cannot talk about issues or concerns during the meeting, they can talk to the SLA President, or any committee members about their SLA topic-related issues.
- o. Be respectful of other people's ideas or situations when they talk.
- p. Do not judge them or point fingers. Ask for clarification or repetition if needed.
- q. Confidentiality is an important component of most meetings.
- r. When confidential information is discussed among committee or association members, that information cannot be shared with anyone outside of that meeting. By participating as a committee member or Association member, you are agreeing to maintain confidentiality when indicated.