



Board Member

HANDBOOK



Table of Contents

1. <u>Welcome</u>	1.0
a. Welcome Letter	
b. Agreement/Expectations	
c. Orientation Checklist	
2. <u>General Overview</u>	2.0
a. Administrative Responsibilities	
b. Fiscal responsibilities	
c. Record Keeping and Record Retention Responsibilities	
3. <u>Board Operations</u>	3.0
a. Checklist for Board Chair	
b. Board Communication	
i. Internal	
ii. External	
c. Common Board Shortcomings	
d. Board Effectiveness Self-Assessment Checklist	
4. <u>Meetings</u>	4.0
a. Effective Meetings Overview	
b. Tips for Good Board Member Meeting Etiquette	
c. Ten Quick Ways to Improve Board Meetings	
d. Robust Discussions for Boards	
e. Wyoming Public Meetings Act Summary	
f. Right Way to Run a Meeting – by National Association of Counties (NACo)	
g. Meeting Evaluation Form	
5. <u>Board Specific Items (*Board Specific Items--to be compiled by your board*)</u>	5.0
a. Board Fact Sheet	
b. Bylaws	
c. Joint Powers Agreements and/or founding resolutions	
d. Overview of projects, programs and services	
e. Relevant board specific legal and policy documents	
f. List of all Board members: names, email addresses, phone numbers, and terms of office	
g. Officer Roles and Terms	
h. Minutes for most recent Board meeting	
i. Annual Plan/Long Range Strategic Plan (if applicable)	
j. Relevant budgets, fiscal documents and financial statements (if applicable)	
k. Organizational structure and staff (if applicable)	
l. Board specific acronym/glossary of terms	
6. <u>Contact Information</u>	6.0
a. County Clerk (307)367-4372	
b. County Treasurer (307)367-4373	
c. County Assessor (307)367-4374	
d. County Administrator (307)367-5214	
7. <u>Parliamentary Procedure</u>	7.0

Dear County Board Member:

Congratulations! You have been appointed to serve on a County board. We appreciate your willingness to accept this position.

This handbook will acquaint you with several aspects of the position. The first three sections – general overview, effective meetings, and board communication – provide basic information for all board members. The latter sections on parliamentary procedure, open meetings and county information are reference information. We hope you find it helpful during your board service.

If you have any questions, please do not hesitate to contact your board chairman or the county commissioners' office at 307-367-5214

Thanks for volunteering your time in service to Sublette County.

Sincerely,

Sublette County Commissioners





Sublette County Board Member Expectations

Thank you for your commitment to serve on a Sublette County volunteer board. As a Board Member, you are expected to affirm the expectations outlined here and strive to perform accordingly; you are accepted as an appointee only after agreeing to fulfill these expectations. Also, by accepting appointment, you confirm that this board service is one of your primary volunteer commitments.

1. Recognize that you are now a representative of and an ambassador for Sublette County. Act in a way befitting of this position and represent Sublette County in a professional, ethical, and respectful manner.
2. Serve the county as a whole, rather than any special interest group or constituency. Whether real or perceived, avoid even the appearance of a conflict of interest that might compromise the integrity of Board operations and decisions, and disclose any possible conflicts to the Board chair or, if the Chair, to the Board of County Commissioners, in a timely fashion. Abide by any decisions made related to the situation.
3. Understand and abide by the requirements, obligations, and limitations of the Board you are volunteering for. Regularly attend Board and committee meetings. Board members are expected to attend at least 75% of regularly scheduled and special meetings per calendar year. Be a prepared and active participant in Board meetings and activities; prepare for these meetings by reviewing relevant materials and information in advance and bringing the materials to meetings. Be available to serve as a Committee or Task Force Chair or member.
4. Act in a way that contributes to the effective operation of the Board. Work with fellow Board members and staff (as applicable) to assure that the Board functions well. This includes – but is not necessarily limited to the following:
 - o Focus on the good of the County and community, independent of personal agenda, self-interest, or the influence of others.
 - o Support the County’s policies, procedures, and practices for conducting business.
 - o Understand and respect the role of staff, as applicable.
 - o Suggest agenda items for Board and committee meetings to ensure that significant policy-related matters are addressed.
 - o Maintain confidentiality of the Board’s executive sessions, and speak for the Board only when authorized to do so.
 - o Support Board decisions once they are made.
 - o Participate in appraisal of your own performance and the performance of the Board and its committees.
5. Exercise prudence and sound fiscal practices with the Board in the control, expenditure, and transfer of Public/County funds. Read and understand the Board’s financial statements and otherwise help the Board fulfill its fiduciary responsibility.

I agree to honor the expectations set forth herein, and further agree to step down from my Board position if I am unable or unwilling to fulfill these expectations.

Name (printed) _____ Signature _____ Date _____

Name of Board _____ Member Term _____

Board Orientation Checklist

1. ___ New Board member(s) receive written notice of their election to the board stating dates their term begins and ends, regular meeting dates, times, places, and information about the board orientation process. (From Clerk's Office or Commissioner's Office)
2. ___ New Board member(s) provided with the following: (From chair or designee)
 - a. ___ Orientation Booklet AND:
 - b. ___ Board Fact Sheet
 - c. ___ Bylaws
 - d. ___ Joint Powers Agreements and/or founding resolutions
 - e. ___ Overview of projects, programs and services
 - f. ___ Relevant board specific legal and policy documents
 - g. ___ List of all Board members: names, addresses, phone numbers, and terms of office
 - h. ___ Minutes for most recent Board meeting
 - i. ___ Annual Plan/Long Range Strategic Plan (if applicable)
 - j. ___ Relevant budgets, fiscal documents and financial statements (if applicable)
 - k. ___ Organizational structure and staff (if applicable)
 - l. ___ Board specific acronym/glossary of terms
3. ___ Personal meeting with the chair prior to their first board meeting
Meeting Date and Time: _____
 - a. ___ Clear statement of expectations of Board members
 - b. ___ Open-ended opportunity for questions from new Board member(s)
 - c. ___ Discussion of new Board member preferences for committee assignment (if applicable)
 - d. ___ Brief explanation of upcoming significant Board decisions or events
4. ___ Tours of relevant facilities and introductions to staff by Board chair (if applicable)

Initial Board meeting for New Board Member(s)

1. ___ Formal introduction of new Board member(s) by the board chair
2. ___ Brief presentation to all Board members explaining Board role, procedures, history, goals and accomplishments
3. ___ Open-ended opportunity for questions from new Board member(s)

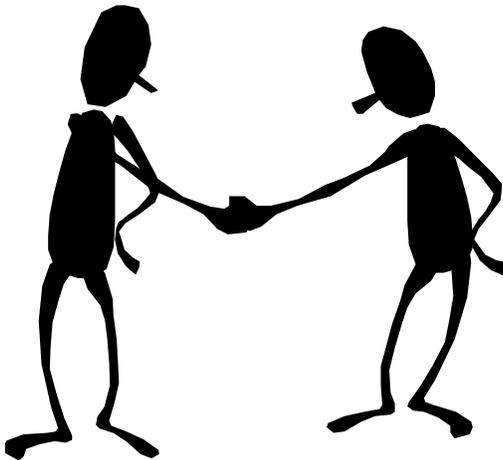
Follow Up Contact After Three Months of Service:

1. ___ Opportunity for general comments about Board service so far
2. ___ Inquiry into involvement with committees, if no involvement yet, discussion of barriers and problem solving
3. ___ Request for feedback in orientation process

General Overview

Basic Roles, Responsibilities and Expectations of County-Appointed Board Members¹

Board members are appointed to serve the County in good faith with the best interests of citizens in mind. Boards govern different county services and each board may have its own guidelines or bylaws. Members are responsible for fulfilling the duties described in their board's bylaws and following any state statutes or other applicable agreements. County-appointed boards serve at the will of the county, represent the County Commissioners and serve the citizenry of the county. This obligation means making careful decisions and managing board business in a prudent manner.



Not all boards are the same. Most boards are formed by county resolution or state statute and are either advisory or decision-making bodies. Advisory boards make recommendations to the County Commissioners who are the final decision-makers. Decision-making boards function somewhat independently from the County and have authority to make decisions. Joint powers boards are appointed from multiple elected bodies. Please ask the County Clerk or Attorney if you have a question about your board.

Bylaws describe the purpose or “business” of the board and how it functions. Any changes made to bylaws must be discussed at an official meeting of the board, acted upon and signed by the chairman with a copy of the most current bylaws filed in the County Clerk’s office.

When undertaking duties on behalf of the county, board members are indemnified by the county if action is within the scope of their authority and/or done in good faith. Indemnity means protection against hurt, loss or damage.

Administrative Responsibilities

Every board has governance and self-management responsibilities. Good *governance* includes pursuing the purpose for which the board is intended, establishing direction and

¹ Shipp, R., Northwest Area Community Development Educator, University of Wyoming Cooperative Extension Service, July 2007.

making decisions as well as providing internal controls to assure reliable financial information, compliance with applicable laws and regulations, and the effectiveness and efficiency of operations.

Conflicts of Interest:

Members are expected to attend meetings and participate but refrain from the discussion and voting when there is a conflict of interest. Members also must refrain from discussing board business with each other outside of board meetings.

What constitutes a conflict?

The general public places their trust and confidence in board members to act in the public's best interests. Board service carries with it important ethical obligations.

A clash between public obligations and personal interests arises when the individual tries to perform their duty while watching out for their personal interests at the same time OR when the person is in a public position of trust which requires them to exercise judgment on behalf of others (people, institutions, etc.) and also has interests or obligations that might interfere with their judgment. A person is required to either avoid or openly acknowledge these conflicts.

Examples may include: outside employment in which the interests of a job are involved; family/friends interests where goods or services or considerations are involved; and accepting gifts.

How should conflicts of interest be handled?

The best way to handle a conflict of interest is to make known the connection and conflict, then remove oneself from the room. In other words, avoid the conflict entirely by leaving the room during the discussion and vote.

In some cases, public disclosure may be acceptable. The conflict is stated prior to discussion and a person generally recuses themselves and abstains from the discussion and decision.

More information on government ethics is described in W.S.§. 9-13-101 through 9-13-109: <http://legisweb.state.wy.us/statutes/statutes.aspx?file=titles/Title9/Title9.htm>.

Boards make decisions and staff or committees do work. Boards often utilize committees to investigate issues, explore options and develop recommendations. Committee work is done outside regular board meetings and brief reports are given during the meetings. Usually the board acts on the information presented by the committees, but in some cases the board may direct committees to make decisions.

Self-management includes creating efficient meeting structures, policies and procedures that support good governance. Boards maintain appropriate records of decisions made (minutes) and financial accountability (asset inventories, cash flow statements, balance sheets and monthly treasurer's reports). Boards use appropriate procedures with personnel and related issues to manage their liability and seek counsel from the County Attorney when personnel may be disciplined or terminated. Records such as minutes and treasury reports are open and available to the public depending on governing statutes (few records are considered confidential in government). Board members usually do not receive compensation for serving on the board.



Employees: When boards employ staff, written job descriptions should clearly delineate duties and relationships. Personnel policies and procedures should be written and followed since the board is responsible for employee performance. Board members should differentiate their roles in governance from micro-management. Staff takes care of the day-to-day management. The board defines overall direction and policies and makes major decisions.

The ultimate responsibility for good internal control systems rests with board management. Internal controls such as policies, procedures and practices are used to guide activities that carry out its functions.

Fiscal Responsibilities

- Prepares and submits an annual budget to the Board of County Commissioners. Develops a realistic budget based upon known and projected revenues and expenses.
- Manages budget and purchasing procedures and capital expenditures.
- Maintains an accurate representation of the financial state of the board.
- Provides strict oversight and accounting procedures for handling cash and other assets.
- Annually names the depository for funds and requests FDIC certification from the bank.
- Ensures that annual audits are conducted to establish accounting procedures for cash, receipts and expenditures.
- Maintains a segregation of financial duties to reduce opportunities that might perpetrate and conceal irregularities in finances, i.e., two signatures on checks.
- Maintains fixed asset inventories including identification of assets and sales/dispositions/transfers of property.
- Maintains records of property and equipment.
- Operates within legal and liability guidelines under Wyoming State Statutes 16-4-100 through 16-4-408. See statutes at:
<http://legisweb.state.wy.us/statutes/statutes.aspx?file=titles/Title16/Title16.htm>.
- Provides for public openness and availability of minutes, records and treasury reports.



Sources:

Martin, M. "Board Governance", Mountain West Community Development Educator, University of Wyoming Cooperative Extension Service, 2007.

Porter, Muirhead, Cornia, & Howard, CPA's; Dodson, James, CPA and McNamee, Monte L., CPA. "Establishing Internal Controls", June 10, 1998. McGladrey & Pullen, LLP. "Effective Board Participation", June, 1998. Permission granted by Vickie Nunn, August, 2007.

Record Keeping and Record Retention Responsibilities²

Boards manage the records they create. Records generated when doing business may become historical documents. The decision to destroy public records should not be taken lightly. Organizations cannot afford to retain all or even most of the documents created. Uncontrolled retention of documents is costly, difficult to manage and impossible to store. For these reasons, record retention programs are created to ensure the organization's business is documented and kept in an organized manner.

When determining how long a record should be kept, it is important to review all legal requirements, the purpose it serves today and into the future such as history for new board members, the reason for keeping or destroying it, and the possibility that it is already being maintained by another organization. Don't be in a hurry to clear out files full of records, but remember too that destroying non-essential records is part of an overall record retention program for your board.

As outlined in Wyoming Statute 9-2-410, "All public records are the property of the state. They shall be preserved, stored, transferred, destroyed or disposed of, and otherwise managed, only in accordance with Wyoming Statutes 9-2-405 through 9-2-410." See statutes at: <http://legisweb.state.wy.us/statutes/statutes.aspx?file=titles/Title9/Title9.htm> . In order to assist units of government including appointed boards, the Records Management Unit of the Wyoming Department of State Parks and Cultural Resources has developed sound record retention programs for Wyoming's public records.

Information describing how long to keep specific documents is available through the **Records Management Unit at 307-777-7826**. They can assist you in determining which records have historical value, how long records should be kept and the method used in destroying records. They also serve as a repository for record storage, either in paper or archival (microfilm) format. Retention schedules for digital and electronic (e-mail) records are available to ensure the same system is followed for non-paper records. The Sublette County Clerk's Office is also a great source of information regarding retention – - - .

The State of Wyoming establishes guidelines for public recordkeeping. However, some county auditors recommend that records be kept longer than state recommendations.

² Jensen, Kelly. Park County Clerk, September, 2007.

CHECKLIST FOR THE BOARD CHAIR

Adapted from “Checklist for the Chairperson” by Nathan Garber

John Kenneth Galbraith wrote: “Meetings are indispensable when you don't want to do anything.” Unfortunately, in many cases, he is right. To make meetings creative and useful, a good chairperson is essential. The chair can make the difference between a successful, productive, stimulating meeting and a frustrating, disappointing, waste of time. Usually, chairing a meeting effectively does not come naturally, but it can be learned through practice and effort. The most essential aspects of a Chair’s role include:

- Creating an environment in which the Board can deliberate and discuss recommendations freely
- Present or have presented clear recommendations or dilemmas for discussion
- Managing the discussion process to maintain topic focus, and finally
- Sharing your thoughts and opinions about the topic under discussion

Use this checklist to help you as you learn the job. We recommend that you share it with your full board. While this is a checklist for the Chair, if all members understand what activities you carry out and the work you put into each meeting, it may encourage all members to better support the Chair’s efforts.

Before the Meeting

- Meetings are for making decisions. Be sure you understand what decisions have to be made at the meeting.
- Plan the agenda to ensure that the most important and most time-critical decisions are made first.
- Make sure that reports and information necessary to make the needed decisions are sent with the agenda in sufficient time for them to be read.
- Contact individuals scheduled to make a verbal report and make sure they will be present or will appoint someone else to give the report.
- Note when someone comes unprepared to the meeting. Call them in advance of the next meeting with a reminder to read and think about the agenda items before the meeting.
- The board or committee can be severely handicapped when members are absent. Frequent absences may indicate personal problems for the member or a problem with the Board. If you have reason to think that any member is not making a serious effort to attend all meetings, call him or her to find out why.

At the Meeting

- Use a “Consent Agenda” to dispense quickly with routine and non-controversial agenda items.
- Rules of order are important to ensure that decisions are made fairly and that the rights of the majority and minorities are protected. Make sure that the rules you follow encourage adequate discussion and participation.
- Start meetings at the scheduled time.

- Introduce and welcome all newcomers.
- Summarize the issues to be discussed.
- Clarify the time-line for discussion.
- Keep a speaker's list. Make sure that everyone who wishes to speak has done so before any speaker has a second opportunity.
- Encourage the quiet ones. Direct questions to them or go around the table so that everyone can comment.
- When discussion wanders, bring it back to the matter at hand.
- Be alert to nonverbal behaviours signifying dissent. Ask the dissenter to comment.
- When debate becomes confrontational and positions become entrenched, seek ways to identify the interests and values that underlie the positions and seek ways to negotiate resolution.
- Watch for signs that the debate has run its course. Then summarize the discussion and ask for a vote or expression of consensus.
- Ask the secretary to read all motions, amendments to be sure that they are clear, express the intent of the mover, and are correctly entered in the minutes.
- Before the meeting is adjourned (or before people start leaving), make sure that anyone who has been assigned a task is clear on their responsibilities and aware of the reporting date.
- Check to see if anyone has a problem with the next meeting date and time.
- End the meeting on time.

After the Meeting

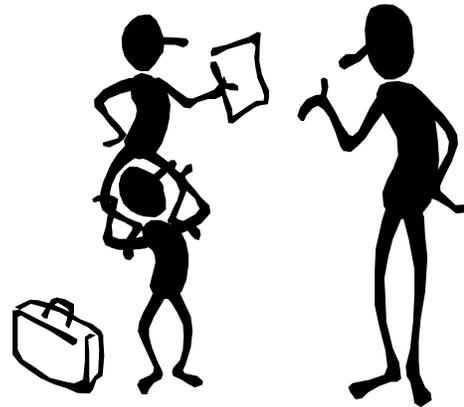
- Review the previous meetings to identify problems so that they can be addressed before the next meeting.
- Review the Annual Agenda to see what is coming up in the months ahead. Update the annual agenda if necessary.
- Review this checklist. Consider what you might do to make the next meeting better, and what long-term strategies might improve your meetings.
- Consider what you might do to assist new members, deal with absenteeism, or remediate poor performance.
- If you have a vice-chairperson or if there is someone in line for the chairperson's role, include her or him in this review process.
- Contact board members who did not attend and who did not notify you ahead of time to see if there is a problem.

Board Communication

Board members should foster group interaction to function effectively. It may help to establish ground rules that board members honor as business is conducted. Examples of ground rules include starting/ending on time, being respectful of diverse ideas and opinions, using active listening skills, coming to the meeting prepared and on time, and turning off cell phones.

Visuals can assist in board communication to help increase understanding, capture ideas, keep track of decisions made and increase group memory. These include written agendas, charts, maps, flip sheets and handouts.

Remember that while some individuals learn and process well through hearing, others do so through seeing or active involvement. It is important to use all learning preferences throughout meetings.



Internal Communication

Prior to meetings:

- Send agenda with meeting date and time and any other materials for review by board members in advance to allow for adequate review. This is especially important for consent agendas. Request RSVP to establish that a quorum will be present.
- Make facility arrangements.

During meetings:

- Introduce and welcome new members and guests present (if appropriate).
- Review ground rules.
- Encourage participation – discussion, identifying the pros/cons of various ideas, questioning, probing, researching facts.
- Summarize the final decisions made, board member assignments and action items, any preparations for the next meeting, other responsibilities and timelines.

After meetings:

- Send out minutes of decisions and action items in a timely manner. This may include flip sheet notes.
- Send out resource materials identified as needed by board members.
- Remind members of action items, responsibilities, timelines and date of next meeting.

New Board Member Orientation:

- Visit with new board members prior to their first meeting to update them on past and current issues.
- Provide them with a “Summary of Past Motions” notebook for historical reference.

External Communication

Speaking with the media:

- Once decisions are made, board members speak as a united voice. Even though members may disagree with a decision, members agree to honor the final decision once the vote has been taken.

Dealing with the public:

- Done in a courteous and respectful manner.
- Offer opportunities for input.

Public hearings:

Public hearings offer opportunities for stakeholders and other interested to voice opinions and concerns for those who believe their interests are affected by a decision.

- Ex parte communication – board members must disclose any contact and/or discussion of the issue outside of the meeting or hearing during the public meeting/hearing.
- Some counties have developed procedures to follow for public hearings. These procedures may include time limits for presentations and input from the public, avoiding repetition of public comments, handouts distributed during the hearing, and authority of the chair to limit or extend debate. Other protocols may address issues such as speaking through the chairman, using the microphone and what happens when the public hearing becomes uncivil. These procedures would be available from the county commission.

Public Hearings:

The Board Chair in concert with the board's administrative staff should work together to ensure that the full intent of the Open Meetings Act is in operation during the hearing.

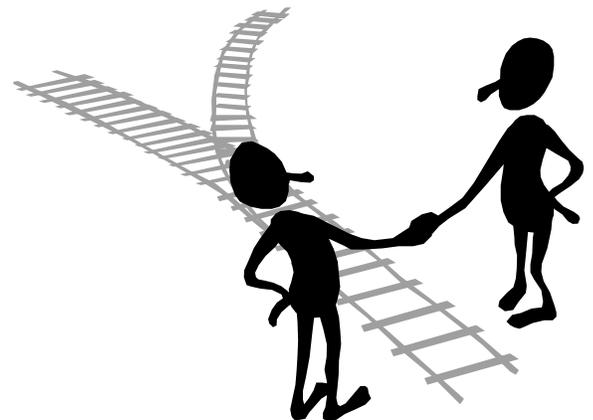
Public hearings are often part of the process of developing or explaining regulations and legislation. Public hearings require notification to the public of the purpose of the meeting. A public hearing's purpose may be to:

- inform the public (provide information about a proposed or enacted policy)
- consult the public (seek reaction to a proposal), or
- involve the public (use public input as the basis for policy development).

The first step in planning a public hearing is to identify its purpose. The purpose of the hearing needs to be articulated to the gathered participants at the beginning of the hearing. The hearing's agenda should be drafted and circulated prior to and at the beginning of the meeting. The agenda serves as the guide to keep the group moving towards accomplishing the purpose of the meeting.

It is helpful at the beginning of the meeting to explain the ground rules for the meeting and to set the parameters for participation. Ground rules might include avoid talking while others are speaking, avoid personal attacks or accusations, respect agreements about time being allowed for each participant, comments will be addressed to the chair. Also take care to make sure people feel included and welcomed at the beginning of the meeting. The gathering time prior to the meeting is a very important time to dispel discomfort and fear that is a natural emotion for people coming into the public process.

Another step in planning for the public participation involves identifying and involving key stakeholders. Diverse participation ensures that relevant information about the particular issue is not overlooked and diverse participation can also help legitimize the final decision or actions for the public. Taking the time to build rapport or relationships with the likely participants can help the participants to perceive the organizer(s) as a person(s) rather than a role and may help build trust and confidence that will reduce hostility at the meeting.



Hearings that are poorly run are not able to meet the expectations of participants. It is important for the chair or facilitator to realize that in his/her job as chair there are no friends, no enemies, just the job to orchestrate this meeting with proper procedures and adhering to the agenda and purpose of the meeting. Board members should understand the procedures in place for the public participation and be committed as a group to behave in a manner which adheres to the board procedures in place and creates a board culture which is conducive to accomplishing the county board's business.

A clearly defined purpose, a clear agenda, effectively engaged participants and an understanding by individual board members of the board's procedures are critical components to successful public hearings.

Characteristics of good board information:

Concise	Communicate the information as quickly or briefly as possible
Meaningful	Presented in relationship to a significant factor such as a goal set by the board, past performance or comparative data needed for deliberation
Timely	Is the information being distributed relevant to the current agenda
Relevant	does the information help the board or committee discharge its responsibilities
Best available	Is the information the best available regarding the situation or condition being described or deliberated by the board
Context	Is it clear as to why this information is important
Presentation	Could the information be presented better graphically than in words.

Common Board Shortcomings

From the Boardsource Knowledge Center

What are the main weaknesses, omissions, mistakes, flaws, bad judgements, and sins that a board or an individual board member can commit? This paper lists several ways that a board can lose its way, along with some basic principles by which to operate.

- **Veering off the mission** – The most important decision-making guideline for a board is the mission statement. If the mission is not a central theme at every board meeting, it can be easy for a board to lose focus of the organization’s true purpose.

Example: A youth education organization accepts a generous grant to build a sports facility for young people.

- **Complacency** – A core obligation of every board member is active participation. Some symptoms of complacency might include board members who put off their assignments, disregard the core responsibilities that come with being a board member, fail to ask questions, or miss meetings.

Example: A board member does not know how to analyze financial statement. Instead of asking questions, he votes with the majority.

- **Misguided motivations** – Board members must always think of the organization first. Allowing personal preferences to affect decision making places the organization in a secondary role in a board member’s mind. Misguided and unethical motivations, undeclared conflicts of interest, and the pursuit of personal benefit can endanger the organization’s tax-exempt status.

Example: A board member recruits an out-of-work relative to run the organization

- **Multiple Voices** – A board only has authority as a group. Boards speak with one voice, which is formulated through deliberation. Individual board members are bound by the collective decision. Differing opinions need to be resolved in the boardroom, not declared outside to constituents, the media, or customers.

Example: A board member is interviewed by the press and advocates for his/her own solution to a crisis – one not adopted by the board.

- **Micromanaging** – One of the duties of a board may be to hire a competent staff to run daily operations. Part of this duty assumes that there is a valid job description and a performance evaluation process in place.

A governing board's role is to oversee the organization is well run; not interfere in the domain of the chief executive or staff. An advisory board does not have this role.

Example: The board insists on being involved in choosing a new computer system for the organization.

- **Lawless governance** – Boards must heed federal, state, and local regulations, as well as their own bylaws. It is the board's role to make sure that all laws are respected. For example, the board needs to assure that the official documents are saved appropriately. If a board fails to adopt appropriate policies or to effectively oversee financial regulation, it may become liable for wrong doings.

Example: To get through a temporary financial crunch, the chief executive decides not to pay payroll taxes for several months. The board is unaware that this is happening.

- **No self-assessment** – By studying its own behavior, sharing impressions, and analyzing the results, a board can lay the groundwork for self-improvement. Failing to assess its own performance, a board is unable to define its strengths and weaknesses. As a by-product, it can also enhance its team spirit, its accountability, and its credibility with funders and other constituents.

Example: Board members' morale is low, attendance is sporadic, and the chair has no clue about how to energize the board.

- **Lack of self-improvement** – Self-improvement is one of the innate consequences of self-assessment. Regular self-assessment is a futile process if it does not address apparent weaknesses in a board and result in structured self-betterment. Boards that do not provide learning possibilities for their members miss opportunities and inefficiently utilize their members' abilities.

Example: Board members have never seen individual board member job descriptions and are not familiar with their legal obligations.

Checklist for Effectiveness

Mission: The legal document that established your board may specify exactly what your board’s responsibilities are. If not, check to see whether a written statement of mission or purpose exists. To better understand the environment within which your board operates, try to relate your board’s mission or purpose directly to broader, long-term goals.

	Yes	No	Needs Research
I understand exactly why my board was created.			
I can cite the legal document that created my board.			
I understand what type of board I am a part of. (i.e. Governing or Advisory)			
I know what my fellow board members and I expect to achieve for the community.			
I know who in the community is affected by my board’s work.			
I know the sources of information that my board needs to make decisions.			
I know which types of community issues are of concern to my board.			
I am familiar with and understand my agency’s mission and goals.			

Hierarchy: It is important to understand your board’s place within your community, that is, its relationship with other boards, agencies and governmental entities. It is also important to understand the interrelationships within your board.

	Yes	No	Needs Research
I understand the authority of my board.			
I understand my responsibility to the constituents of my agency.			
I understand the role of the staff with whom my board works.			
I understand the role of my board’s chairperson.			
I understand my role as an individual board member.			
I know which types of community issues are of concern to my board.			

I am familiar with and understand my agency's mission and goals.			
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Accountability: Legal requirements, constraints and issues will vary among boards depending on state and local laws and your particular type of board. It is important to call on the services of a professional to help your board sort out the various legal considerations applicable to you.

	Yes	No	Needs Research
I have sought out and read any statutory definition of my board on record.			
I understand the statutory definition of my board.			
I know my board is carrying out all its legal responsibilities.			
I understand my board's liability.			
As an individual board member, I understand my own liability.			
I understand what constitutes a conflict of interest in my capacity as a board member.			
I understand exactly how the law requires that a conflict of interest be handled.			
I understand my board's accountability to the public and the steps legally required toward guaranteeing it.			

Responsibility: Sharing responsibilities between and among board members is essential in getting the job done. No one person on a board can do everything. Each individual has certain responsibilities associated with board service.

	Yes	No	Needs Research
I know the length of my term on the board.			
I attend all board meetings.			
I prepare for board meetings by studying the meeting agenda and supplemental materials before every meeting.			
When I do not understand an issue, I seek the appropriate informational source and ask questions.			
When I have agreed to complete a task, I finish the task on time so as not to hold up progress of my board.			

I know what type of work is appropriate for the staff to do.			
I know what responsibilities each of us, as individual board members, has to our colleagues.			

Goals: goals are your board’s blueprint. In most cases, some of your goals are predetermined by your legal charger. Your board will want to make some decisions about what you want to accomplish in a shorter time frame. Write down your goals, use them to check your progress, and review them regularly.

	Yes	No	Needs Research
I have participated in a goal setting session.			
My board’s goals for the next 12 months are written down, and I understand them and support them.			
I know what tasks must be completed to reach each of our board’s goals.			
I know which task I am responsible for completing.			
I review our board’s goals periodically to remind myself of what we are trying to accomplish.			
I believe that the goals of my board are still appropriate.			
My board’s goals complement my community’s goals.			
I refer to my board’s stated goals in order to check our progress.			

Evaluation: You may be surprised at your board’s potential! By conducting a self-evaluation, you can assess your performance as a board. Check to see that you have reached your collective goals. If your evaluation indicates that you didn’t quite make it, then you can discuss the problems and collectively determine what can be done differently next time. On the other hand, if your evaluation tells you that you were successful, then you can, with a great deal of confidence, set more ambitious goals for your board at your next annual planning session.

	Yes	No	Needs Research
I understand how to write goals so that my board can evaluate its performance.			
I have participated in board self-evaluations regularly.			
I understand my board’s procedure for completing a self-evaluation.			
I understand how to use the results of a self-evaluation to improve my boards performance.			

Effective Meetings Overview

Holding effective, well-managed and open meetings is the responsibility of all board members.

Public business of the County should be conducted in meetings open to the public with full transparency in the decision making process and opportunities for all board members to participate in the final outcome. As stated in Wyoming Statute 16-4-401, “The agencies of Wyoming exist to conduct public business.” All meetings are to be considered public meetings and open to the public at all times except when an executive session is held. Notice of executive sessions must be given in advance. Discussion may occur in executive sessions but any action taken must be decided at the public meeting. Action taken at a meeting that does not follow these requirements is considered null and void. Conducting the business of the citizenry in a setting that is open to the people is the first step in ensuring effective meetings.

Allowable Reasons for Executive Session - W.S. §. 16-4-405

<http://legisweb.state.wy.us/statutes/titles/Title16/Title16.htm>

(see #9 in Open Meeting Law section for more detail)

Executive sessions are the only time when a meeting can be closed to the public. Sessions may only occur to discuss the following types of business:

- Meet with public attorneys or law enforcement on matters posing threats to public or private security or rights of access.
- Consider employment – appointments, dismissals and hear complaints unless a public hearing is requested.
- Litigation or proposed litigation.
- National security.
- Prepare, administer or grade examinations as part of licensing.
- Site selection or purchase of real estate when publicity could increase price.
- Acceptance of gifts/donations where donor requests confidentiality.
- Consider/receive information classified as confidential by law.
- Wages, salaries, benefits and terms of employment during negotiation.

General Meeting Requirements

- Presiding officer
 - Usually the Chair or President
- Secretary or recorder
- Other officers as stated in the bylaws
- A quorum of members

Quorum

- A quorum is the number of members required to be present at the meeting to conduct business. This amount is usually one member over half unless otherwise stated in the bylaws. If a quorum is not present at the meeting, a general discussion can be held on various issues, but no official business can be conducted.
- If stated in the by-laws or previously approved by the membership, alternative methods may be used to obtain a quorum, such as using electronic communications (speaker phone, web cam, email, etc.), proxy votes, or other methods.

Officer Duties: Effective meetings result when board members work together in productive ways to accomplish the purpose of the board. Board members elect officers to enhance meeting productivity and management.

Officers perform these functions:

President or Chair

- Prepares agenda for regular meetings when there is no executive staff. If the board has executive staff, it is prepared in concert with staff. The agenda determines the purpose of the meeting. The general order of business is:
Call to order, roll call, approval of minutes from past meeting, officers' reports (includes treasurer's report), correspondence and communications, committee reports, unfinished business, new business, time/place of next meeting and adjourn. *(Please see the Parliamentary Procedure section in the handbook. Sample agendas are in the Appendix.)*
The president keeps the discussion focused on the agenda items moving the meeting along in a timely manner.
- Facilitates the proceedings depending on the type of meeting structures and monitors the discussion to make sure everybody who wants to participate can voice their opinions while attending to the agenda.
- Adheres to open meeting laws. *(Please see further explanation in handbook.)*
- Acts as liaison with county commissioners and staff.
- Responsible for board communication to ensure participation of all board members, orients new board members, sends out meeting reminders and acts as spokesperson for the board when necessary.

Vice President or Vice Chair

- Serves as second-in-command and presides at all meetings when the President is not present.
- Assumes the duties of the President if s/he steps down due to an inability to fulfill his or her responsibilities.

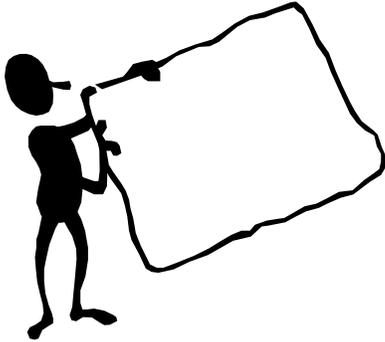
Secretary

- Responsible for meeting minutes. This task may be assigned to a staff member. Any competent person may take minutes, however the secretary must still sign off on them. The entire meeting discussion is not required in minutes. Minutes capture the highlights of the business conducted during the meeting, not the entire discussion detail, and usually include the date, place, starting time, members present/absent, presiding officer, approval of past minutes, balance of treasurer's report, name of any member making motions, action taken on the motion, roll call if any members were opposed, other actions/items that affect the body, adjournment and time, and the secretary's signature. (Sample minutes are in the appendix.)
- Cites statute and purpose of executive sessions in a motion and minutes when held.
- Executive session minutes –
- Written minutes serve as the official public record of the meeting. Audio recordings during meetings are supplemental to the written record.
- Makes sure minutes are open and available to the public depending on applicable state statute.
- Prepares meeting reminders if assigned by the President.
- Prepares board correspondence.

Treasurer

- Prepares an accurate accounting of the monthly financial status including balances, a record of income and expenses, and any other financial reports as needed.
- Makes sure records and reports are open and available to the public depending on applicable state statute.
- Encourages the board to carry out fiscal actions in a responsible manner.
- Prepares annual budget.
- Pays bills and makes deposits in a timely manner.
- Note: Some boards have fiscal responsibilities that may be subject to annual audits.

Other positions, if needed



Scribe – writes bulleted points on a flipchart for the entire group to see.

Timekeeper – monitors time to keep the group focused on agenda items.

Gatekeeper – monitors ground rules to maintain civil discourse and meeting management.

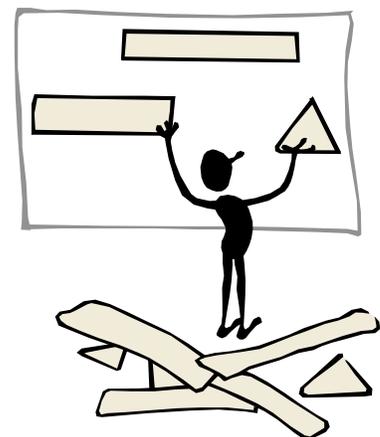
Special Committees – may be authorized and appointed for special, limited purposes and serve until completion of assignment. Boards utilize committees to investigate issues, explore options and develop recommendations. Brief reports are given during the meetings and the board usually acts on the information presented. In some cases, the board may direct committees to make decisions.

Meeting Management: Most board by-laws specify the mode of meeting operations, such as Robert's Rules of Order. These rules guarantee the democratic rights to assemble and organize, to propose ideas and speak without reprisal and honor the right of the majority to decide by voting and carry out decisions and the right of the minority to disagree and be protected. Effective meetings require adequate planning, preparation and group behaviors that foster productive interaction.

According to the 10th edition of Roberts Rules of Order, boards may create standing or special rules for conducting business meetings that supplement parliamentary procedure. This is especially useful for smaller boards. These rules still honor democratic principles but tend to be more flexible, relaxed and simpler. Bylaws must be amended stating that the board follows special rules for conducting business.

Board members should define the purpose of each meeting – what you hope to accomplish. Perhaps it is to gather input, plan a project or event, make decisions, monitor progress or recognize contributions and accomplishments.

Determining the structure of the meeting (five basic agenda types are described on p. 22-23), time and place, and the agenda content should be done prior to the meeting. County board members are obligated to follow Wyoming's "open meeting" laws (see notebook section or the website: <http://attorneygeneral.state.wy.us/OpenMeetingsAct2005.pdf>).



Group Processes

Sometimes, decisions can be made easily with general discussion. Other times, group process tools may be required. A few useful tools are:

- Brainstorming – usually lasts 1-5 minutes and involves the spontaneous contribution of ideas captured on a flip sheet. The goal is quantity to gather lots of ideas without criticism, judgment or concern for quality. Once the brainstorming ends, ideas are evaluated, combined, adapted, discarded or adopted.
- T-Charts – draw a large T on a flip sheet or whiteboard. Label one side Pros/Advantages/Pluses and the other side Cons/Disadvantages/ Minuses and name one solution. Make a T-chart for each solution. Board members explore the strengths and challenges of each option or solution before making a final decision.
- Rounds – all members participate by going around the table giving everyone an opportunity to speak. Participants may pass if they choose. However, the best information is gathered when all participate.
- Small Groups – when the group is large, this tool allows more people to be involved in the discussions so more viewpoints can be considered. After a time period, each group shares their findings “piggy-back” style – the first group reports their major points, then every group thereafter adds only the points that have not yet been mentioned.
- Brain Pool – each member writes the problem in the form of a question at the top of a sheet of paper, then writes 2-3 ideas in 4-5 minutes. All sheets are placed in the middle, shuffled and redistributed. Each member reviews ideas and records any modifications or suggestions. This exchange is continued until an agreed upon time limit is reached, i.e., 20 minutes. All ideas are then shared with the entire group.

Decision Making

Decision-making policies (i.e. voting) should be defined in the board’s bylaws and boards must adhere to those policies. There are several options for making decisions as a board. Options include:

- Majority Rule – final decisions are made when everyone votes. The majority carries the vote.
- Consensus – involves group interaction designed to reach conclusions that everyone can agree on or live with. Requires full participation, mutual understanding and inclusive solutions. This takes more time.

- Committee – small groups are assigned specific tasks and may be granted the authority to make decisions or make recommendations to the entire board for a decision.
- Individual – chairman/president or a designated individual makes the decision.

Building the Agenda

Before each meeting, the Chair should create a detailed agenda. This includes the regular procedures for the board such as call to order, any opening ceremonies (pledge to the flag, etc.), reading of minutes, treasurer's report, committee reports, announcements, items of old business, items of new business, executive sessions, breaks, next meeting date and location, and any other major items that should come up during the meeting.

Questions to ask before the agenda would be:

- Does the secretary have the minutes ready for approval?
- Does the treasurer have a financial report ready to present?
- Do any officers or standing committee chairs have actions to propose or reports to make?
- Are any special committee reports due? Will any actions be proposed? What are they?
- Were any agenda items not reached at the time the last meeting adjourned?
- Was anything postponed to this meeting?
- Does the annual planning calendar require that action be taken at this meeting?
- What items will support the strategic direction? How does this meeting promote the organization's progress?
- Have you kept your ear to the ground so there are no surprises?

There are five basic types of agenda:

Priority Agenda: Put the items that must be decided at this meeting early on the agenda. Make sure that the most important items are considered first, when everyone is fresh.

Subject-Based Agenda: Group similar subjects together so that you aren't constantly changing focus, such as: administrative, financial, membership, etc.

Strategic Agenda: Group your decisions according to the goals of the board. You can also create a strategic agenda for an entire meeting, retreat, or time period.

Presiding Agenda: After the members' agenda is prepared, make yourself a separate agenda with notations about votes required, committee appointments, etc. Leave extra space for notes and reminders.

Consent Agenda: The consent agenda is usually put near the start of the meeting. It is actually part of the regular agenda and can be made up of any number of items, but any item placed on the consent agenda should be so uncontroversial that it can be reasonably expected that it will be adopted with no debate or separate vote. The Chair calls up the consent agenda by saying "the consent agenda is before you" and then asks if anyone wants to remove anything. To do so, a member does not need to be recognized; he just calls out the item number. The Chair responds, "Item number x is removed." When no more items are removed, the Chair says: "Without objection, the remaining items on the consent agenda will be adopted." Remember: no debate or separate vote is allowed

on any item unless it is removed. If no one objects, all items are adopted. Removed items are either taken up right after the adoption of the consent agenda or are placed later on the agenda under the heading where they would have otherwise appeared. The approval of the minutes, routine matters, or motions that have been discussed at previous meetings are good candidates for a consent agenda.

It is often helpful to ask each person as they arrive if they have any agenda items and to check with committee chairs to see if they have reports to be included. Items of business brought up during committee reports can be handled immediately after the report or added to the order of business during old and/or new business.

Often the agenda is put before the group as soon as the meeting is called to order and the Chair asks for any changes, additions, or suggestions. The agenda can be agreed to by consensus and it remains simply a suggested outline for the Chair. However, if a motion is made and passed to approve the agenda, it becomes the order of the day and must be followed unless a motion is passed to suspend the order. If the "order of the day" is established and the group strays from this order of business, any member may call for the "order of the day" and the Chair is required to immediately bring the meeting back to the current or next item on the agenda.

Tips for Good Board Member Meeting Etiquette

- Arrive on time
- Pay attention to what is being said
- Watch body language
- Avoid side conversations
- Come prepared to listen, discuss, and vote (read staff reports and/or other relevant information in advance)
- Don't grandstand or use position as a pulpit
- State reasons for your vote
- Keep input succinct and to the point
- Balance individual interests with the good of the whole community
- Don't try to garner a consensus on a vote before a meeting
- Don't interrupt a speaker regardless of how important your point is
- Should an emergency arise that requires you to take a call during a meeting, step out of the room to take it
- Be quick to apologize when it is warranted

Ten Quick Ways to Improve Board Meetings

By Jan Masakoa, Board Café

When we think about the boards we're on, we usually think about the board meetings – which says a lot about the importance of having good meetings. Make a resolution to implement one of the following ideas each month:

- Name tags for everyone, every meeting. It's embarrassing to have seen people at several meetings and wondered what their names are . . . and later it's REALLY hard to admit you don't know their names.
- Post an acronym chart. Make a poster of frequently used external and internal acronyms (such as CDBG for Community Development Block Grants or DV for Domestic Violence) and post it on the wall of every meeting. If you distribute the list only on paper it is soon lost.
- Write an "anticipated action" for each agenda item. Examples: "Finance Committee report, brief questions and answers: no action needed." "Volunteer recruitment and philosophy: Anticipated Action = form committee of 3-4 board members." "Public Policy Committee: Anticipated Action = approve organizational statement to city council on zone changes."
- Make sure that each person says at least one thing at every board meeting. This is the Chair's responsibility, but everyone should help! "Cecilia, you haven't spoken on this issue. I'm wondering what you're thinking about it?" "Matt, at the last meeting you made a good point about finances. Are there financial issues here that we aren't thinking about?"
- No one-way communication from staff. If you have a regular Executive Director's Report on the agenda, or if a staff program director is giving you a briefing, be sure that such presentations need a response from the board. If not, put them in writing in the board packet and just ask if there are any questions.
- Don't include committee reports on the agenda just to make the committees feel worthwhile. If a committee has done work but doesn't need it discussed, put the committee report in the board packet. (In the meeting, be sure to recognize the committee's good work and refer people to the written report.) Instead, schedule committee reports in the context of the main discussion. For example, if there is a discussion planned on attracting and retaining staff, reports from the Finance Committee and the Personnel Committee may be appropriate.
- Note to the board president and the executive director: what are the two most important matters facing the organization – economic downturn, changes in government funding, decreased preschool enrollment due to higher unemployment, a competitor organization, demographic changes in the county? Is one of these matters on every board agenda?

- Encourage “dumb” questions, respectful dissent, authentic disagreements. Find a chance to be encouraging, at every meeting: “Sylvia, I’m glad you asked that ‘dumb’ question. I didn’t know the answer either.” “Duane, I appreciate the fact that you disagreed with me in that last discussion. Even though you didn’t convince me, your comment helped make the discussion much more valuable.”
- Make sure the room is comfortable! Not too hot or cold or crowded. Offer beverages and something light to eat such as cookies or fruit.
- Adjourn on time, or agree to stay later. Twenty minutes before the scheduled end of the meeting, the Chair should ask whether the group wants to stay later; “If we continue this very interesting discussion, we will have to stay fifteen extra minutes to hear the recommendation on the executive director’s salary. Can everyone stay that long, or should we end this discussion and move to that one immediately?”
- On a regular basis take a survey about board meetings. Pass out a questionnaire for anonymous return to the board vice president or secretary, asking, “What do you like best about board meetings? Least?” “Are you satisfied with the items that are usually on the agenda?” “How could the board president do more to encourage discussion at the meetings?” “Is the location or time of day difficult for you?”

Robust Discussions for Boards

From www.boardsource.org

Try these techniques to stimulate board deliberations that are highly participative and relatively spontaneous.

- **Silent Starts** – Take two minutes at the beginning of a meeting to let board members anonymously write the most important questions they feel the board and management should address. Read and talk to identify the most crucial issues.
- **One Minute Memos** – At the conclusion of each discussion item, board members take a minute to write down what they would have said if there had been more time. Collect for review by the chair and chief executive so there is no doubt about what is on the board's mind.
- **Future perfect History** – In breakout groups, develop future-perfect narrative of how the organization moved from its present state to its envisioned state. Compare story lines, pathways and detours.
- **Counterpoints** – Randomly designate two board members to make the most powerful counterarguments to initial staff recommendations.
- **Role Plays** – Ask subsets of the board to assume the perspective of different constituent groups likely to be affected by the issue at hand. How would they frame the issue and define a successful outcome? What would each group regard as worst-case scenario?
- **Surveys** – Prior to discussing a major issue, board members take an anonymous survey that includes questions like: What should top our agenda next year? What are we overlooking? What is the most valuable step we could take to be a better board? What are the most/least attractive and worrisome aspects of the proposed strategic plan? An analysis of the responses (not the loudest voices) drives the subsequent discussion.



The Public Meetings Act

A Summary

Prepared by

The Wyoming Office of the Attorney General

January 1, 2015

1. What is the purpose of the Public Meetings Act?

Answer: The overriding principle of the Act is that government should conduct its business in an open and transparent manner.

Public access to government agencies, boards, and commissions is critical to a representative form of government. Governmental boards and commissions are essentially engaged in the **public's** business. The first duty of government is to serve the public. Holding public meetings insures that all affected people are permitted an opportunity to be heard on issues that are important to their lives.

In 1973, the Wyoming Legislature enacted the Public Meetings Act. Wyo. Stat. Ann. § 9-692.10 through -692.16 (1973). Shortly after, Attorney General Clarence Brimmer answered several questions about the new public meeting law. *See* Op. Wyo. Att'y Gen. 1973-17 (Aug. 3, 1973).

Although the Act has been amended since its enactment in 1973 and portions of the Brimmer opinion are no longer valid or applicable, the Act's overriding purpose requiring state government to conduct its business in an open and transparent manner has remained steadfast. Currently, the Act's statement of purpose says: "agencies of Wyoming exist to conduct public business. Certain deliberations and actions shall be taken openly as provided by this act." Wyo. Stat. Ann. § 16-4-401. The Act expressly provides that "[a]ll **meetings** of the **governing body of an agency** are public meetings, open to the public at all times, except as otherwise provided." Wyo. Stat. Ann. § 16-4-403(a) (emphasis added). Thus, boards, commissions, and sub-agencies within departments or agencies of government are required to comply with the Act as set forth in this handbook.

2. Who is subject to the Act?

Answer: Meetings of State boards and commissions are subject to the Act's requirements. Meetings of directors of departments and State stand-alone agencies are not covered under the Act.

A. Agency:

All meetings of the governing body of an agency are public meetings and open to the public. Wyo. Stat. Ann. § 16-4-403(a). The Act defines an agency as: "any authority, bureau, board, commission, committee, or subagency of the state, a county, a municipality or other political subdivision which is created by or pursuant to the

Wyoming constitution, statute or ordinance, other than the state legislature and the judiciary[.]” Wyo. Stat. Ann. § 16-4-402(a)(ii).

B. State Boards and Commissions:

The Act applies to all multi-member state boards and commissions such as the Public Service Commission, Oil and Gas Conservation Commission, the Board of Education, and the Board of Control.

C. Directors and Stand-Alone Agencies:

Where the law governing a particular agency vests the full responsibility and authority for the agency’s decisions in a single individual (*e.g.*, Director of the Department of Administration and Information, Insurance Commissioner, State Examiner, State Engineer), the Act does not apply, since such an individual is not a ‘governing body’ within the definition of the Act.

D. Ad Hoc Advisory Committees:

Ad hoc advisory committees that have not been created by constitution or statute are not covered. An example of an *ad hoc* advisory committee is the gathering together of several multi-member boards and/or several agency heads for a particular purpose not considered an agency action, such as advising the Governor as to a particular problem or objective.

3. **When does the Act apply?**

Answer: Generally, the Act applies if at least a quorum of the members of a governing body meets, even informally, in order to consider matters which are within the agency’s official business.

According to the Act, all governmental meetings are open to the public, and the definition of meeting is broadly defined. A meeting is “an assembly of at least a quorum of the governing body of an agency which has been called by proper authority of the agency for the expressed purpose of discussion, deliberation, presentation of information or taking action regarding public business.” Wyo. Stat. Ann. § 16-4-402(a)(iii).

In 2012, the Wyoming Legislature defined the term “assembly.” An assembly “means communicating in person, by means of telephone or electronic communication,

or in any other manner such that all participating members are able to communicate with each other contemporaneously.” Wyo. Stat. Ann. § 16-4-402(a)(iv). The new definition makes it clear that a meeting can include telephonic and other electronic communications if the members are able to communicate with each other at the same time. Examples might include instant messaging, video conferencing, and conference calls. If a quorum of the members of a governing body are going to participate in such communication for the purpose of discussion, deliberation, presentation of information, or taking action regarding public business, the agency must give proper notice of a meeting and allow for public attendance.

In addition to the definition of “assembly,” the 2012 amendments further specify that, “[n]o meeting shall be conducted by electronic means or any other form of communication that does not permit the public to hear, read or otherwise discern meeting discussions contemporaneously. Communications outside a meeting, including but not limited to, sequential communications among members of an agency, shall not be used to circumvent the purpose of this act.” Wyo. Stat. Ann. § 16-4-403(d). Thus, if the governing body of an agency wishes to conduct a meeting by electronic means, the agency must also assure that members of the public are able to attend the meeting and discern the meeting discussions in real time. This provision also clarifies that e-mail or other forms of sequential communications cannot be used to thwart the purposes of the Act.

4. What are the notice requirements under the Act?

Answer: No action of a governing body of an agency is to be taken except during a public meeting **following notice of the meeting**. The Act contemplates fair and reasonable advance notice of meetings.

Under the Act, “[n]o action of a governing body of an agency shall be taken except during a public meeting following notice of the meeting in accordance with this act. Action taken at a meeting not in conformity with this act is **null and void** and not merely voidable.” Wyo. Stat. Ann. § 16-4-403(a) (emphasis added). However, the day-to-day administrative activities of an agency are not subject to the Act’s notice requirements.

An agency is required to provide notice of its meetings to any person who requests notice. The request may be made for the dates and times of future meetings of the agency.

In 2012, the legislature added that “[t]he request shall be in writing and renewed annually to the agency.” Wyo. Stat. Ann. § 16-4-404(a). This change might aid agencies in keeping current their lists of people requesting notice of meetings. The notice requirements vary for each type of meeting and are set out below:

A. Regular Meetings

In the absence of a statute setting out a schedule or requirement for regular meetings, a governing body is required by ordinance, resolution, bylaws, or rule to hold regular meetings, “unless the agency’s normal business does not require regular meetings[.]” Wyo. Stat. Ann. § 16-4-404(a). Under the Act, the governing body shall provide notice of its meeting to any person who requests notice. *Id.* Governing bodies must also comply with notice requirements in other statutes, outside the Act, that require them to provide notice to certain persons.

The notice requirement may be fulfilled by mailing or e-mailing a copy of the meeting schedule or resolution setting the next meeting to whomever has made a request for notice. No particular form of notice is required as long as it specifies clearly the name of the agency holding the meeting, the specific date, time and place of the meeting, and the general or specific purpose. Again, if a particular statute or ordinance, outside the Act, mandates special notice requirements for the particular governing body or situation at hand, then those requirements must be followed.

When notice under the Act is to be given, the agency should give sufficient advance notice of the meeting to the local news media to enable media representatives to attend the meeting. The Act does not specifically require that notice be made statewide. Nevertheless, whenever possible, agencies should adopt a regular meeting schedule, providing for an adequate number of scheduled meetings so that special meetings can be limited to the smallest number possible, and so notice of meeting schedules may be given to media representatives who normally cover the affairs of each agency or have requested notice of such meetings.

B. Special Meetings

In 2012, the legislature also clarified the type of notice required for special meetings as well as the timeframe for giving such notice.

Special meetings may be called by the presiding officer of a governing body by giving **verbal, electronic or written** notice of a meeting to each member of the governing body

and to each newspaper of general circulation, radio or television station requesting the notice. The notice shall specify the time and place of the special meeting and the business to be transacted and **shall be issued at least eight (8) hours prior to the commencement of the meeting. No other business shall be considered at the special meeting.** Proof of delivery of verbal notice to the newspaper of general circulation, radio or television station may be made by affidavit of the clerk or other employee or officer of the agency charged or responsible for distribution of the notice of the meeting.

Wyo. Stat. Ann. § 16-4-404(b) (emphasis added).

Prior to these amendments it was not entirely clear the type or how much notice an agency was required to give in order to hold a special meeting. The Attorney General's Office had typically advised simply that "reasonable" notice was required and suggested that written two week notice would be considered reasonable. These changes clarify that the notice may be verbal, electronic, or written and that the notice must be made at least eight hours prior to the meeting.

C. Recess of Meetings

A regular or special meeting may be recessed (cancelled or moved to another location) by the governing body as long as the alternate place and time are specified in the "order of recess." "A copy of the order of recess is to be conspicuously posted on or near the door of the place where the meeting or recessed meeting was held." Wyo. Stat. Ann. § 16-4-404(c).

D. Emergency Meetings

Governing bodies may hold emergency meetings on matters of "serious immediate concern to take temporary action without notice." Wyo. Stat. Ann. § 16-4-404(d). However, governing bodies shall make a reasonable effort to provide public notice. *Id.* **All actions taken at an emergency meeting are temporary. In order for actions taken at an emergency meeting to become permanent, they must be reconsidered and action taken at an open public meeting within 48 hours. *Id.***

The 2012 legislation clarified the procedures for emergency meetings. All action taken at an emergency meeting must be reconsidered and acted upon at an open public

meeting within 48 hours, “excluding weekends and holidays, unless the event constituting the emergency continues to exist after forty-eight (48) hours. In such case the governing body may reconsider and act upon the temporary action at the next regularly scheduled meeting of the agency, but in no event later than thirty (30) days from the date of the emergency action.” Wyo. Stat. Ann. § 16-4-404(d).

5. Does the Act cover deliberations after a contested hearing?

Answer: Yes.

Because the definition of “meeting” includes deliberations, deliberations by a governing body after a contested hearing, but before a decision is rendered, are subject to the Act. Excepted from this requirement are deliberations by the governing body following personnel hearings, professional licensing hearings and other executive sessions expressly exempted under Wyo. Stat. Ann. § 16-4-405.

6. When can a governing body go into executive session?

Answer: A governing body may go into executive session when any of the events listed in Wyo. Stat. Ann. § 16-4-405(a) occur and a member makes a motion to go into executive session, which is seconded and the motion carries by a majority of members in attendance when the motion is made.

Wyoming statute § 16-4-405(a) provides that governing bodies may hold executive sessions in the following situations:

(i) With the attorney general, county attorney, district attorney, city attorney, sheriff, chief of police or their respective deputies, or other officers of the law, on matters posing a threat to the security of public or private property, or a threat to the public's right of access;

(ii) To consider the appointment, employment, right to practice or dismissal of a public officer, professional person or employee, or to hear complaints or charges brought against an employee, professional person or officer, unless the employee, professional person or officer requests a public

hearing. The governing body may exclude from any public or private hearing during the examination of a witness, any or all other witnesses in the matter being investigated. Following the hearing or executive session, the governing body may deliberate on its decision in executive sessions;

(iii) On matters concerning litigation to which the governing body is a party or proposed litigation to which the governing body may be a party;

(iv) On matters of national security;

(v) When the agency is a licensing agency while preparing, administering or grading examinations;

(vi) When considering and acting upon the determination of the term, parole or release of an individual from a correctional or penal institution;

(vii) To consider the selection of a site or the purchase of real estate when the publicity regarding the consideration would cause a likelihood of an increase in price;

(viii) To consider acceptance of gifts, donations and bequests which the donor has requested in writing be kept confidential;

(ix) To consider or receive any information classified as confidential by law;

(x) To consider accepting or tendering offers concerning wages, salaries, benefits and terms of employment during all negotiations;

(xi) To consider suspensions, expulsions or other disciplinary action in connection with any student as provided by law.

Wyo. Stat. Ann. § 16-4-405(a)(i)-(xi).

In 2012, the legislature added the requirement that “[a] motion to hold an executive session which specifies any of the reasons set forth in paragraphs (a)(i) through (xi) of this section shall be sufficient notice of the issue to be considered in executive session.” Wyo. Stat. Ann. § 16-4-405(c). Prior to this addition, it was not clear that an

agency had to offer any particular reason for going into executive session. This language indicates legislative intent to require agencies to do so. Thus, when going into executive session, if an agency specifies one of the reasons for which an agency may hold executive session provided by the Act, the agency will have satisfied any such notice requirement.

7. Does the Act require that minutes be taken?

Answer: Minutes must be taken at all meetings, regardless of whether official action has been taken.

If no action is taken, the minutes do not need to be published; however, they should be available for public examination. Wyo. Stat. Ann. § 16-4-403(c)(i). An agency is not required to record or publish minutes for day-to-day administrative activities of an agency or its officers or employees. Wyo. Stat. Ann. § 16-4-403(c)(ii).

8. Do governing bodies need to take minutes during executive session?

Answer: Yes.

“Minutes shall be maintained of any executive session.” Wyo. Stat. Ann. § 16-4-405(b). Minutes and proceedings of executive sessions shall be confidential and produced only in response to a court order, except for portions of minutes reflecting a member’s objection to the executive session. *Id.*

9. Are there penalties for not complying with the Act?

Answer: Yes.

In 2012, the legislature also amended the penalty provision. Prior to the 2012 amendments, a violation of the Act was a misdemeanor. The penalty provision now provides:

Any member or members of an agency who knowingly or intentionally violate the provisions of this act shall be liable for a civil penalty not to exceed seven hundred fifty dollars (\$750.00) except as provided in this subsection. Any member

of the governing body of an agency who attends or remains at a meeting knowing the meeting is in violation of this act shall be liable under this subsection unless minutes were taken during the meeting and the parts thereof recording the member's objections are made public or at the next regular public meeting the member objects to the meeting where the violation occurred and asks that the objection be recorded in the minutes.

Wyo. Stat. Ann. § 16-4-408(a).

In addition to the penalties listed above, any action taken at a meeting where the Act was not followed is null and void.



THE RIGHT WAY TO RUN A MEETING:

A GUIDE FOR COUNTY OFFICIALS

ABOUT THE NATIONAL ASSOCIATION OF COUNTIES

The National Association of Counties (NACo) unites America's 3,069 county governments. Founded in 1935, NACo brings county officials together to advocate with a collective voice on national policy, exchange ideas and build new leadership skills, pursue transformational county solutions, enrich the public's understanding of county government and exercise exemplary leadership in public service. For more information about NACo, please visit www.NACo.org



THE RIGHT WAY TO RUN A MEETING:

A GUIDE FOR COUNTY OFFICIALS

CONTENTS

Introduction	3
The Right Way to Run a Meeting	4
The Basics	8
Summary of the Types of Motions.	14



INTRODUCTION

NACo'S VISION: ACHIEVE HEALTHY, VIBRANT AND SAFE COUNTIES ACROSS AMERICA

We are committed to pursuing excellence in public service by advancing sound public policies, promoting peer learning and accountability, fostering intergovernmental and public private collaboration, and providing value-added services to save counties and taxpayers money.

This publication is an example of that commitment. We believe that every county official needs to master the skill of running a meeting. The key role of local elected officials is to chair public and county meetings to ensure positive public engagement and civil discourse. Developing these skills can help you in your county or with running a meeting at a NACo conference.

We prepared this guide to show the steps for running a successful meeting and to present the basic rules, according to Robert's Rules of Order. It is not intended to replace Robert's Rules of Order, but act only as a quick reference guide. We hope that it is helpful.

Sincerely,

A handwritten signature in blue ink that reads "Matt Chase". The signature is fluid and cursive, with a large loop at the beginning of the name.

Matt Chase

Executive Director



THE RIGHT WAY TO RUN A MEETING

People who decide to run for public office come from all walks of life. Some are lawyers, some are doctors, and some are bankers, teachers, nurses, farmers or stay at home moms. What they all have in common is a desire to work for the betterment of their communities. Many candidates for office are outstanding in their chosen fields and know the rules of the game to make themselves successful. What happens when they get elected to public office? One of the first things is they usually have to do is attend a meeting. Or maybe conduct one.

How do you run a meeting? Chair a subcommittee? The rules may have changed from those with which you are familiar.

So you have been selected, elected, appointed the chair. However it was done, it is now your responsibility to run the committee, commission, or board so that it can properly conduct business. The basic activity any organization uses to conduct business is a meeting. Running an effective meeting, according to the existing rules, is not an easy task, but one every person in a leadership position should master. In order to conduct an effective meeting you also need to have an agenda. An agenda usually contains the following elements:

- Call to Order
- Roll Call
- Reading/Approval of Minutes
- Officer's (and others) Reports
- Committee Reports
- Unfinished Business
- New Business

The bylaws and constitution are used to govern the business of the organization. They also usually designate who will be in leadership positions and how these people are selected. The designated person in the leadership position is in control of the meeting. The "chair" usually sets the meeting agenda and controls and monitors the discussion at the meeting to make sure that everyone who wants to participate gets a chance to voice his/her opinions.

It is very important that you as the leader or “chair” of the meeting maintain order, allow full discussion of all items on the agenda and get through all agenda items in the allotted meeting time. What helps you do that is *“Robert’s Rules of Order.”*

According to the Robert’s Rules of Order website, Henry Martyn Robert was an engineering officer in the Army. One day, quite unexpectedly, he was asked to preside over a meeting and he realized that he did not know how. He tried to run the meeting anyway and suffered great embarrassment.

As a result of this experience, he decided that he would learn all he could about parliamentary procedure so he would never be in that situation again. What he found as he studied the subject and traveled around the country was chaos. Everywhere he went, he found people with differing ideas of how meetings should be conducted, based largely on what they had become accustomed to.

In an attempt to establish one standard procedure and make order out of the procedural nightmare, Robert wrote what became his Rules of Order. The original version, published in 1915, is now free from copyright and, therefore, in the public domain and can be found on the Internet at www.constitution.org/rror/rror--00.htm. The tenth revision is available for purchase at most bookstores.





THE BASICS

Robert's Rules contains certain basic rules that are meant to make it easy to run a meeting and move the agenda items along.

THE CHAIR

All meetings are facilitated by a chairperson who is responsible for making sure that the meeting is conducted smoothly and fairly. The chairperson is impartial during all debate and should have the respect of all meeting participants. The chairperson does not have final decision making authority. The meeting participants have this authority and largely have the responsibility to decide how the meeting will be conducted.

MAIN MOTION

The basis of discussion at a meeting is a motion. A motion is announced or put forward by an eligible meeting participant for the purpose of focusing the discussion. Each motion must have a "mover" – the person who makes the motion and a "second" who shows that there is some support for the motion for the meeting participants. When a motion is "put on the floor" for discussion by the participants, that discussion must focus on the substance of the current motion. All other discussion is out of order and not to be allowed according to the rules. Another motion cannot be introduced while there is a motion on the floor. A meeting participant making a motion – "the mover"- must state the motion before speaking. In many circumstances, the motions are in writing and shared with the chairperson, to assure that everyone is clear about the discussion.

ORDER

It is important that meeting participants are acknowledged in order. Once a motion has been introduced, it is the chairperson's responsibility to maintain a list of speakers to manage the discussion in an orderly manner. The participant who seconds the motion is always given an opportunity to speak after the mover. In order to make sure that all participants who wish to speak are heard, the chairperson will allow speakers who have not yet spoken to speak ahead of those who have already spoken.

AMENDMENTS

A person who legally has the floor can amend the main motion currently being debated. An amendment is another motion that is used to change, by adding, subtracting or completely changing the main motion under discussion. When the amendment has been moved and seconded, all subsequent discussion must be on the substance of the current amendment. An amendment can be amended once. An amendment can be passed by a simple majority of meeting participants. If an amendment is passed, defeated or withdrawn, the discussion goes back to the main motion on the floor with comments based on whether the amendment passed or not. Long amendments are usually presented in writing to the chairperson so that they can be read back to the meeting participants.

POINT OF ORDER

If a meeting participant believes that the meeting is progressing outside of the rules of order, the person can raise a "point of order." When raising a "point of order," the person states what rule or order has been violated or not enforced by the chairperson. A point of order can be used to interrupt a speaker. The chairperson has the responsibility of determining if the point is valid or not. A point of order cannot be used to abridge the speakers' list or comment on a motion out of turn.

POINT OF PRIVILEGE

A point of privilege can be used to interrupt a speaker. Any meeting participant who feels that his or her rights have been infringed upon or violated may bring this point by simply stating their problem. Privilege involves the comfort or accessibility of the meeting participant and can include such things as can't hear, too noisy, unclear copies, etc., or more personal actions such as misquotes, misinterpretations or insults. The chair has the responsibility of determining if the point is valid.

CHALLENGE THE CHAIR

If a meeting participant feels that his/her point of order or point of privilege was ruled on unfairly by the chairperson, a challenge can be made to the chairperson. The chairperson then can ask for a motion to uphold the chair's decision and a vote is taken. The vote by all meeting participants will decide whether the chairperson's action on the point was valid or not.

POINT OF INFORMATION

A point of information is a question raised by a meeting participant while another has the floor. The question can be raised but the person who has the floor may refuse the question. The chairperson asks the speaker if he or she wants to entertain the question when asked. The speaker can refuse. A point of information is only a question and cannot be used to speak out of turn or harass a speaker or disrupt the flow of the meeting.

TABLE

If a meeting participant feels that the decision and vote on a motion needs to be delayed temporarily when something else of immediate urgency has arisen for whatever reason, that person can move to "table" the motion. A meeting participant must be recognized by the chairperson in order to table a motion and cannot request this action at the end of a speech. Generally, a specific time limit is mentioned when tabling the motion so as not to leave the motion dangling. A motion to table requires a simple majority vote. The discussion allowed after a vote to table is only about the length of the tabling, unless a person makes a motion to "Take from the Table." The motion to lay on the table is often incorrectly used and wrongfully admitted as in order with the intention of either killing an embarrassing a question without a direct vote or suppressing a question without debate.

CALLING THE PREVIOUS QUESTION

If a meeting participant thinks that additional debate will be unproductive, he or she may "call the previous question" which can end the debate. If no other participants object, the meeting proceeds to the motion. If there is an objection, the participants vote on whether to end the debate. A two-thirds majority vote is required and no debate is allowed. If the "calling the previous question" is passed, a vote on the main motion is taken with no additional debate.

RESCIND

A meeting participant can make a motion to rescind only if the motion it refers to was passed at another meeting or on another day. This motion requires a two-thirds majority to pass.

RECONSIDER

A meeting participant can make a motion to reconsider if the motion under reconsideration was passed at that same meeting. The motion can only be made by a participant who voted with the prevailing majority on the earlier vote on the motion. A two-thirds majority is required.

SUSPENSION OF THE RULES

Any motion for suspension of the rules of order (usually used so that meeting participants can do something in violation of the rules) must have a two-thirds vote to succeed. There is no debate allowed. This motion cannot be amended and cannot be reconsidered at the same meeting.

ADJOURN

A motion to adjourn takes precedence over all other motions, except a motion to fix the time to adjourn. This motion cannot be debated or amended, nor can a vote to adjourn be reconsidered. A motion to adjourn cannot be made when a speaker has the floor, or when a vote is being conducted.

REFER OR COMMIT

A motion to refer or commit is used to send a question before the meeting to a committee to have further investigation of questions raised. The motion requires a second and debate can occur, but only on the topic of committing the motion, not on the content of the motion.

COMMITTEE OF THE WHOLE

Occasionally, meeting participants, especially in committee, may wish to consider a motion or group of motions before they are addressed individually for debate. Committees can vote but their votes are not binding on all meeting participants unless the vote is ratified when the meeting resumes its regular session. Motions are required to move from the committee of the whole and back to the committee of the whole.

EXIT

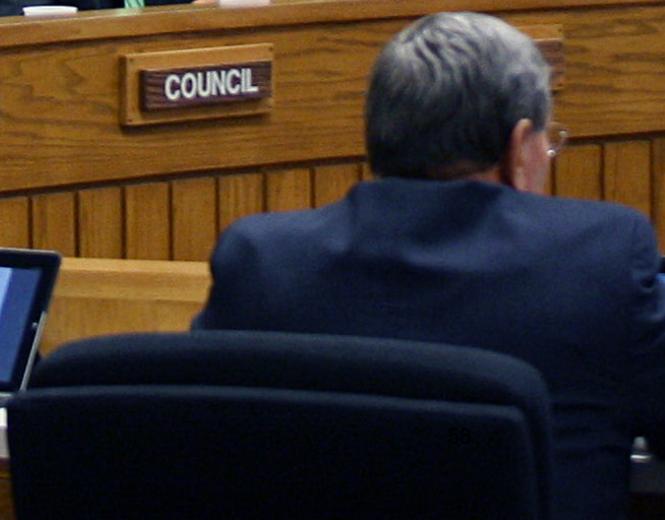


OF CUMBERLAND



MELVIN

COUNCIL



SUMMARY OF THE TYPES OF MOTIONS

PRIVILEGED MOTIONS	INTERRUPT SPEAKER	SECOND REQUIRED	DEBATABLE	AMENDABLE	VOTE REQUIRED	PURPOSE
fix time to adjourn	no	yes	no	yes	majority	sets definite continuation time
to adjourn	no	yes	no	no	majority	to end meeting
to take a recess	no	yes	no	yes	majority	to briefly interrupt meeting
question of privilege	yes	no	no	no	chair rules	to obtain urgent action immediately
call for orders of day	yes	no	no	no	none	to secure adherence to business

PARLIAMENTARY LAW ”
SHOULD BE THE SERVANT, NOT
THE MASTER, OF THE ASSEMBLY.

-Henry Martyn Robert

SUMMARY OF THE TYPES OF MOTIONS

SUBSIDIARY MOTIONS	INTERRUPT SPEAKER	SECOND REQUIRED	DEBATABLE	AMENDABLE	VOTE REQUIRED	PURPOSE
lay on the table	no	yes	no	no	majority	to temporarily set aside an item of business
previous question	no	yes	no	no	2/3	to close debate immediately
limit or extend debate	no	yes	no	yes	2/3	to provide more or less time for debate
postpone indefinitely	no	yes	yes	no	majority	to keep motion from coming to a vote
postpone definitely	no	yes	yes	yes	majority	to delay action
refer to committee	no	yes	yes	yes	majority	to place business in hands of a committee
amend	no	yes	yes	yes	majority	to modify a motion

MAIN MOTION	INTERRUPT SPEAKER	SECOND REQUIRED	DEBATABLE	AMENDABLE	VOTE REQUIRED	PURPOSE
general	no	yes	yes	yes	majority	to introduce new business
specific take from the table	no	yes	no	no	majority	to continue consideration of question
reconsider	yes	yes	yes	no	majority	to allow another vote on the questions
rescind	no	yes	yes	yes	2/3	to repeal previous action
adopt report or resolution	no	yes	yes	yes	majority	to declare facts, opinions or purposes as an assembly
adjourn (qualified)	no	yes	yes	yes	majority	to end meeting
create order of day (special)	no	yes	yes	yes	2/3	to set future time to discuss a special matter
amend (constitution, etc.)	no	yes	yes	yes	2/3	to modify or alter

INCIDENTIAL MOTIONS	INTERRUPT SPEAKER	SECOND REQUIRED	DEBATABLE	AMENDABLE	VOTE REQUIRED	PURPOSE
suspend rules	no	yes	no	no	2/3	to permit action not possible under rules
withdraw motion	yes	yes	no	no	majority	to withdraw motion before voted on
read papers	yes	yes	no	no	majority	to prevent wasting time on unimportant business
object to consideration	yes	no	no	no	2/3	to prevent wasting time on unimportant business
point of order	yes	no	no	no	chair rules or majority	to enforce rules of organization
parliamentary inquiry	yes	no	no	no	none	to determine correct parliamentary procedure
appeal from decision	yes	yes	limited	no	majority	to ensure majority of meeting participants support ruling of chair
division of house	yes	no	no	no	1 member	to secure a counted vote
division of question	no	yes	no	yes	majority	to secure more careful consideration of parts



SO THERE YOU HAVE IT.

Mastering these rules can help you be a better leader and also allow you to chair any meeting you may be called to. Good Luck!

This guide for county officials is not designed to replace Robert's Rules of Order, but can be used as a quick reference.







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Board Meeting Evaluation Form

Please put an "X" in the appropriate box to respond to the evaluation questions.

	<u>Yes</u>	<u>No</u>
The meeting agenda materials were distributed far enough in advance to adequately prepare for the meeting.	<input type="checkbox"/>	<input type="checkbox"/>
The Board meeting topics were, as a whole, important issues.	<input type="checkbox"/>	<input type="checkbox"/>
The Board meeting followed the agenda.	<input type="checkbox"/>	<input type="checkbox"/>
We discussed the topics clearly and accurately.	<input type="checkbox"/>	<input type="checkbox"/>
The amount of meeting time was adequate to discuss the topics.	<input type="checkbox"/>	<input type="checkbox"/>
All Board members were active participants.	<input type="checkbox"/>	<input type="checkbox"/>
The Chair led the meeting with skill.	<input type="checkbox"/>	<input type="checkbox"/>
The Agenda also focused on future issues	<input type="checkbox"/>	<input type="checkbox"/>

If you marked no to any of the above questions, what suggestions would you offer for the next Board Meeting? _____

Other comments? _____

**Thank you for completing this evaluation.
Your feedback will provide valuable input to help us to improve our Board meeting process
and future meetings.**

The Source: Twelve Principles of Governance That Power Exceptional Boards

Exceptional boards add significant value to their organizations, making a discernible difference in their advance on mission. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between *responsible* and *exceptional* boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication. The following twelve principles offer **chief executives** a description of an empowered board that is a strategic asset to be leveraged. They provide **board members** with a vision of what is possible and a way to add lasting value to the organization they lead.

CONSTRUCTIVE PARTNERSHIP¹

Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

MISSION DRIVEN²

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

STRATEGIC THINKING³

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping board recruitment.

CULTURE OF INQUIRY⁴

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

INDEPENDENT-MINDEDNESS⁵

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

Excerpted from The Source: Twelve Principles of Governance That Power Exceptional Boards. Washington, DC: BoardSource 2005. For more information or to order a copy of the complete book, please visit www.boardsource.org or call 800-883-6262.

ETHOS OF TRANSPARENCY⁶

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

COMPLIANCE WITH INTEGRITY⁷

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

SUSTAINING RESOURCES⁸

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

RESULTS-ORIENTED⁹

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

INTENTIONAL BOARD PRACTICES¹⁰

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

CONTINUOUS LEARNING¹¹

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

REVITALIZATION¹²

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

Parliamentary Procedure

PARLIAMENTARY PROCEDURE⁴

A Basic Guide to Meeting Procedures for Boards and Groups

Many boards follow parliamentary procedures to accomplish their business discussions and decisions. A review of parliamentary procedure follows.

Purpose of Parliamentary Procedure

Parliamentary procedure was developed by General Henry M. Robert during the Civil War to bring order to officer meetings. The basic premise of Robert's Rules of Order is to protect each member's rights, while seeing that the majority rules.

Parliamentary procedure is designed to accomplish one thing at a time, bringing each to resolution before going on to the next, all the while seeing that courtesy is extended to everyone.

Building the Agenda

Before each meeting, the Chair should create a detailed agenda. This includes the regular procedures for the board such as call to order, any opening ceremonies (pledge to the flag, etc.), reading of minutes, treasurer's report, committee reports, announcements, items of old business, items of new business, executive sessions, breaks, next meeting date and location, and any other major items that should come up during the meeting.

Questions to ask before the agenda would be:

- Does the secretary have the minutes ready for approval?
- Does the treasurer have a financial report ready to present?
- Do any officers or standing committee chairs have actions to propose or reports to make?
- Are any special committee reports due? Will any actions be proposed? What are they?
- Were any agenda items not reached at the time the last meeting adjourned?
- Was anything postponed to this meeting?
- Does the annual planning calendar require that action be taken at this meeting?
- What items will support the strategic direction? How does this meeting promote the organization's progress?
- Have you kept your ear to the ground so there are no surprises?

There are five basic types of agenda:

Priority Agenda: Put the items that must be decided at this meeting early on the agenda. Make sure that the most important items are considered first, when everyone is fresh.

Subject-Based Agenda: Group similar subjects together so that you aren't constantly changing focus, such as: administrative, financial, membership, etc.

Strategic Agenda: Group your decisions according to the goals of the board. You can also create a strategic agenda for an entire meeting, retreat, or time period.

⁴ Taylor, Bill, Northeast Area Community Development Educator, University of Wyoming Cooperative Extension Service, July 2007.

Presiding Agenda: After the members' agenda is prepared, make yourself a separate agenda with notations about votes required, committee appointments, etc. Leave extra space for notes and reminders.

Consent Agenda: The consent agenda is usually put near the start of the meeting. It is actually part of the regular agenda and can be made up of any number of items, but any item placed on the consent agenda should be so uncontroversial that it can be reasonably expected that it will be adopted with no debate or separate vote. The Chair calls up the consent agenda by saying "the consent agenda is before you" and then asks if anyone wants to remove anything. To do so, a member does not need to be recognized; he just calls out the item number. The Chair responds, "Item number x is removed." When no more items are removed, the Chair says: "Without objection, the remaining items on the consent agenda will be adopted." Remember: no debate or separate vote is allowed on any item unless it is removed. If no one objects, all items are adopted. Removed items are either taken up right after the adoption of the consent agenda or are placed later on the agenda under the heading where they would have otherwise appeared. The approval of the minutes, routine matters, or motions that have been discussed at previous meetings are good candidates for a consent agenda.

It is often helpful to ask each person as they arrive if they have any agenda items and to check with committee chairs to see if they have reports to be included. Items of business brought up during committee reports can be handled immediately after the report or added to the order of business during old and/or new business.

Often the agenda is put before the group as soon as the meeting is called to order and the Chair asks for any changes, additions, or suggestions. The agenda can be agreed to by consensus and it remains simply a suggested outline for the Chair. However, if a motion is made and passed to approve the agenda, it becomes the order of the day and must be followed unless a motion is passed to suspend the order. If the "order of the day" is established and the group strays from this order of business, any member may call for the "order of the day" and the Chair is required to immediately bring the meeting back to the current or next item on the agenda.

Voting

There are four basic methods of voting in a meeting:

1. *Voice*
The Chair asks members to verbally say "Aye" or "Nay" to a motion. This type of vote is used when a specific count is not required. When used, the Chair must decide and announce which vote carried the majority and whether the motion passed or failed.
2. *Rising*
Rising means standing or raising of hands. This method is used for a specific count and that count should be announced by the Chair along with the passage or failure of the motion.
3. *Secret ballot*
The secret ballot is used to allow each member to cast their vote while avoiding undue influence by others. The Chair is allowed to vote when using this method.
4. *Roll call*
The secretary polls and records the vote of each member. The Chair then announces the results, often stating which members voted for and against the issue.

Most votes require a simple majority, which is one more than half the members voting (**not** 51% of those present). For example, suppose there are 20 members present at a meeting and a vote is required on a motion which needs a simple majority to pass. Fifty one percent of the members present would be 10.2 members. Since you cannot count a portion of a member, 51% would be rounded up to 11 members. However, if only 16 of the members vote on the motion, then one more than half of those voting would be 9 members. So, in this case, it would require 9 favorable votes to pass the motion (one more than half those members voting), instead of 11 (51% of those members present).

A two-thirds majority is required for motions which limit rights. A two-thirds vote requires a rising or ballot vote.

The Chair does not vote during a voice vote to avoid undue influence by the power of his or her position. If the Chair cannot determine whether the “ayes” or “nays” have more votes, he or she may decide to call for a rising vote. In the case of a rising vote, the Chair may vote to create or break a tie, but not both. The Chair is free to vote in a secret ballot like any other member. In all cases, a tied vote fails to pass the motion.

If a member does not agree with the determination of the chair on a vote, they may call for a “Division of the House.” If the Division of the House is called for, the Chair must proceed to a counted vote (rising or ballot).

Not all motions require a vote by the body, some are simply ruled on by the Chair (e.g. point of order).

Quorum

A quorum is the number of members required to be present at the meeting to conduct business. This amount is usually one member over half unless otherwise stated in the bylaws. If a quorum is not present at the meeting, a general discussion can be held on various issues, but no official business can be conducted.

If stated in the by-laws or previously approved by the membership, alternative methods may be used to obtain a quorum, such as using electronic communications (speaker phone, web cam, email, etc.), proxy votes, or other methods.

General Meeting Requirements

- Presiding officer
 - Usually the Chair or President
- Secretary or recorder
- Other officers as stated in the bylaws
- A quorum of members

Motion

A motion is simply a tool to transact business. If parliamentary procedure is strictly followed, there should be no discussion or business completed without a motion on the floor. This means there is enough interest for discussion of the issue to proceed. However, this rule is often not strictly adhered to, especially in smaller boards and/or groups which may want to have some open discussion before deciding whether the issue needs to be considered as a formal item of business. However, the Chair should see that most issues proceed quickly to a motion. If a motion is not forthcoming, the item should be referred to another place and time outside the business meeting. The term “business meeting” means just that – a place where business is conducted, not unending discussion of related or unrelated issues.

A second is required by most motions to show that more than one person is interested. If there is no second then the motion lost for lack of second, and the Chair announces it as such. Until a motion is seconded the maker can withdraw it. Once it is seconded, it becomes the property of the group and is on the floor for discussion or final determination.

There are four types of motions:

- Main – to introduce business
- Subsidiary – to change or take action on the main motion
 - Most common – amendment
- Incidental – deals with rules and parliamentary procedure
- Privileged – handles personal matters
 - Such as: can’t hear, don’t understand, too cold, adjourn

See the **Summary of Motions** at the end of this document for a listing of the major motions of each type and their characteristics, such as whether they require a second, if they are debatable and amendable, what vote is required for passage, whether they can be reconsidered, whether subsidiary motions can be applied to them, and whether they are in order when someone else has the floor.

Handling a Main Motion

Let’s review the proper procedure for handling a main motion which has been properly made during the meeting.

A member rises or raises their hand for recognition and addresses the Chair, “*Mr/Madam/Ms President/Chair Person.*”

The Chair must recognize the member before the member continues by using their name or some other format and asking them to continue.

The member presents the motion by saying, “*I move...*”. A motion is **NOT** offered by saying, “*I make a motion...*” or “*I motion...*”. Motions are made in the positive. In other words, motions intend to do something or cause something to happen. Motions are not usually offered to **NOT** do something – simply refrain from making a motion if you don’t want to follow a course of action.

The Chair asks for a second. Parliamentary law does not require the recognition or recording of who made the second. Consequently, a second only requires a member to call out that they second the motion. A second is required to prove that more than one person is interested in the motion. If a second is required and not made, the Chair will declare that the motion is lost for

want of a second.

If seconded, the Chair repeats the motion and asks for discussion. Only during discussion can other motions be made to change the main motion or do something with it. Each member who wants to discuss must be recognized by the Chair. The maker of the motion should have the first right to provide arguments in favor of their motion. The Chair has the responsibility to recognize persons on both sides of the issue, preferably in alternating order if their position is known.

The Chair should not discuss or introduce business. The Chair should only discuss business if he or she gives up the chair to another (vice-chair, etc.). This should not become a general practice and only be used if the Chair feels they have vital discussion concerning the issue before the group. On the other hand, the Chair may provide information previously unknown to the board without giving up the chairmanship if it is given in a factual and neutral matter and allowing the members to discuss its implications and decide how the information should affect its decisions.

If the Chair gives up the chairmanship to discuss a motion, he or she should not take the chairmanship back until the matter is decided, and then must wait for the invitation of the person who assumed the chairmanship in their place.

Bringing the discussion to an end:

- 1) The Chair can ask for a vote if (s)he has asked for more discussion and there is none.
- 2) A member can call out "*Question*," which means they are ready and asking for a vote. The call for the question carries no legal weight – it is only a suggestion. If more discussion is offered, the call for the question is ignored.

The Chair states, "*The question has been called. Is there any further discussion?*" If there is none then... "*Seeing none, we will proceed to vote.*"

- 3) A member can move "*The Previous Question*." In this case the member is moving to end discussion and move to a vote. This motion requires a second and, since it curtails the right for further discussion, takes a two-thirds vote to pass.

After discussion, the motion must be voted on unless another motion has done something else with it; e.g. – lay on the table, postpone indefinitely, postpone to a certain time, refer to a committee. The Chair states, "*We shall now proceed to vote on the motion to...*" and restates the motion (as amended, if amended) so all understand what they are voting on. If a counted vote is not required, the Chair calls for a voice vote: "*All in favor of the motion say 'aye.'* All opposed '*nay*'."

After the vote, the Chair must announce the outcome: "*The motion is carried/lost.*" If a gavel is used, one tap of the gavel follows the Chair announcement.

Order of Precedence

Order of precedence is the order in which motions must be handled if more than one is on the floor at one time. The chart below shows the order of precedence of some of the more common motions. A motion lower on the chart is out of order if a motion above it is being considered. Whenever a motion is decided it loses its precedence because it is no longer on the floor.

Adjournment
Recess
Points of Order
Lay on the Table
Previous Question
Postpone to Definite Time
Refer to a Committee
Amendment to Amendment
Amendment to Main Motion
Postpone Indefinitely
Main Motion

The motion to adjourn always has highest precedence because it will end consideration of all other business.

See a complete guide in Robert’s Rules of Order for in-depth directions on precedence procedures.

Amendments

Amendments can be made to insert, delete, or change the wording of an amendable motion. However, an amendment is not in order to completely reverse the meaning of the motion. Amendments are made during discussion of the main or another amendable motion. A second is required, it is debatable and amendable, a majority vote is required, and the amendment can be reconsidered.

If made and seconded, the amendment must be discussed and voted on before going back to discussion on main motion. Why? Because it may change the main motion and change opinions on whether it be pass or fail.

Once the amendment is passed or failed, business proceeds back to discussion on the main motion as it was made or as amended. If amended, the Chair should state the wording of the main motion as amended.

Amendments can be amended.

The same procedure applies as for the amendment to a main motion. However, only two levels (an amendment to the amendment) are usually allowed – too many levels of amendments are confusing. Remember that the “amendment to the amendment” must be decided first (takes precedence), then the “amendment to the main motion,” and then the main motion. And each level of amendment is offered, discussed, and voted upon during the discussion of the motion to which it applies.

Example Procedure

Chair: *Is there any further business?*

MAIN MOTION:

Member: *Mr. Chairman*

Chair: *Tom (Sam, Eunice, Mary, Bill...)*

Member: *Since our treasury is getting low I move that we hold a sale of services.*

SECOND:

I second the motion.

Chair: *It has been moved and seconded to hold a sale of one day services by members. Is there any discussion on the motion?*

DISCUSSION:

Member 1: *Mr. Chairman*

President: *Mary*

Member 1: *I think this is a great idea because we have the manpower and our benevolence fund has been completely drained.*

Member 2: *Mr. Chairman*

Chair: *Dick*

Member: *I would urge the membership to vote against this motion because I am so busy. I just don't have the time to donate a day of free work, and I doubt that many of you do either.*

AMENDMENT ONE:

Member: *Mr. Chairman*

Chair: *Lucy*

Member: *I move to amend the motion to add the words "at the February 10th basketball game."*

Chair: *Is there a second?*

Member: *I second the motion.*

Chair: *It has been moved and seconded to amend the motion by adding the words "at the February 10th basketball game." Is there any discussion?*

Member: *Mr. Chairman*

Chair: *Sam*

Member: *I don't think that will work because that is the same day that most of us will be gone on a business trip to Cheyenne.*

AMENDMENT TWO:

Member: *Mr. Chairman*

Chair: *Susie*

Member: *I move to amend the amendment by changing the 10th to the 17th.*

Member: *Second.*

Chair: *It has been moved and seconded to amend the amendment by changing the date from the 10th to the 17th. Is there any discussion? (No discussion offered.)*

If there is no discussion, we are ready to vote on the amendment to the amendment to change the date to the 17th. All those in favor say "aye."

Those opposed "nay." (Makes judgment on prevailing vote.)

The motion carries.

AMENDMENT ONE:

Chair: *We will now resume discussion on the amendment as amended to add the words "at the February 17th basketball game." Is there any further discussion? (No discussion offered.)*

If not, we shall proceed to vote on the amendment. All those in favor say "aye."

All those opposed "nay." (Makes judgment on prevailing vote.)

The "ayes" have it. The amendment is passed.

MAIN MOTION:

Chair: We will now resume discussion on the main motion as amended to read: "We will hold a sale of services at the February 17th basketball game." Is there any further discussion? (No discussion is offered.)

Hearing none, we will proceed to vote. All those in favor of holding a sale of services at the February 17th basketball game, say "aye."

All those opposed say "nay." (Makes judgment on prevailing vote.)

The motion is carried.

Member: I call for a division of the house.

Chair: A division of the house has been called for. All those in favor of the motion please stand and remain standing to be counted. (Those standing are counted.)

All those opposed please stand. (Those standing are counted.)

The count is 23 to 14 in favor of the motion. The motion is carried.

MOVING TO NEXT ITEM OF BUSINESS:

Chair: The next item of business on our agenda is...

[or]

Mr./Madam Secretary, what is our next item of business?

[or]

Is there any further business to be presented?

[or]

That completes our business for today. I declare this meeting adjourned.

Reports

Secretary's minutes, the Treasurer's report, and committee reports are just that, reports. They do not require a motion for acceptance and are simply received by the Chair.

The minutes of previous meetings should be read, either at the beginning of the meeting, or sent out to members previously. After reading, the Chair simply asks whether there are any corrections, then declares the minutes approved as read or corrected. No motion is necessary.

The same procedure is used for the Treasurer's report.

If committee reports contain recommendations for the board, then the person making the report should properly move for the adoption of the report at its conclusion. A second is not required, since the committee recommendation proves that more than one person is already interested in its passage. Adoption of the report means that the group has approved and adopted the recommendations. If there is disagreement on whether the recommendations should be adopted, discussion on the motion to adopt the report should reveal the pros and cons. If necessary, use the motion "Divide the Question" to consider recommendations separately.

All reports should become part of the Secretary's records.

Nominations

A nomination is a suggestion, not a motion. Consequently, nominations do not require a second. Nominations should be taken for the highest office first and election for that office should be completed. Then those not winning the election can be nominated for succeeding offices. If a nominating committee is used, accept their report, but then the membership should be asked for any additional nominations. A

motion to close nominations requires a two-thirds vote since it is closing the privilege of offering names for the office in question.

Referral to Committee

A motion to refer to a committee can be made with three levels of power for the committee:

1. To report findings back to the body.
2. To report and make recommendations to the body.
3. To have the power to act on behalf of the body.

When a committee recommendation is brought in the form of a motion, no “second” is required from the floor since the committee is made up of several persons and this shows that more than one person is already interested in passage of the motion.

How to preside

President must:

Keep members well informed concerning:

Pending business

Vote results

Motion before the group

Any matters affecting members’ rights

Insist on accepted parliamentary procedure

Maintain order

If an improper motion is made, the Chair should tactfully and courteously suggest the proper motion, avoiding “You are out of order!”.

Depending on the formality and working relationship of the group, the Chair can assume general consent without asking for a vote or motion. This is often reserved for items of lesser importance for which there is little indication of a difference of opinion. The Chair should state that the item is decided by consensus unless there is an objection. Members may ask for any item to be put to a vote if they doubt there is consensus.

Meeting Minutes

The following are items that should be included in meeting minutes.

- Kind of meeting
- Date
- Place
- Starting time
- Members present and absent
- Presiding officer
- Reading and approval of past minutes
- Balance of treasurer’s report
- Name of member introducing motion
- Action taken on motion
- Vote if counted
- Other actions/items which affect body
- Adjournment and time
- Secretary’s name and/or signature

It is not necessary to record who seconded a motion – it is sufficient to simply record that the motion was seconded. Nor is it necessary to record discussion or comments; only motions and decisions need be recorded.

Parliamentarian

It is quite acceptable for the Chair to stop the proceedings to check with a designated parliamentarian on proper procedure. If a parliamentarian is not designated, the Chair may take time to check on proper procedure or ask someone within the meeting to do the necessary research. It is better to get it right first than to try to go back and correct mistakes.

Use When Prudent and Necessary

Once you understand the basics of parliamentary procedure, the question remains – how much do you use? You can go all the way from not using any parliamentary procedure on the one end, such as using consensus or other methods to find agreement, to the other end, insisting on complete and total parliamentary law for any and everything in the meeting.

Most boards or groups find a middle pathway that works best for them. One of the dictating factors will be the board's bylaws. Most sets of bylaws state that meetings will be run by Robert's Rules of Order. If your bylaws state such, and you are not following proper parliamentary procedures, your actions could be deemed null and void, or even worse, illegal. Consequently, if you are constrained by law or your board bylaws state to function by parliamentary law, you must do so.

At the same time, there is a wide variance in the degree of enforcement of the use of parliamentary rules. Usually it is best to not use more parliamentary rules and procedures than is necessary and practical for your board and/or group meetings to run smoothly and efficiently. It may not be necessary to use more than the basics of properly making and completing main motions, amendments, and a few of the other subsidiary and incidental motions as needed. At the other extreme are legislative bodies and the Congress who follow very detailed, and sometimes convoluted parliamentary rules which are often used by one faction to thwart the efforts of another.

Find the level of parliamentary law that works well for your meetings and still falls within the requirements of being legal and efficient according to your bylaws and the statutes which empower your board.

SOME OTHER COMMON MOTIONS

Question of Privilege

Used for questions or issues which relate to the rights or privileges of any member. For issues affecting the entire group, the person raising the issue would say, "I rise to a question of privilege related to the assembly." These could be issues or questions related to items like heating, lighting, ventilation, disturbance or noise, punishing disorderly conduct, accuracy of reports, etc. For personal issues you would state, "I rise to a question of personal privilege." The Chair should do their best to remove any obstacles to a proper meeting and/or environment.

Point of Order

This is used to correct a parliamentary error occurring in the meeting to bring the group back to the proper order of procedure. To raise a Point of Order say, "Mr/Ms Chairperson, I rise to a point of order," without waiting for recognition. After being recognized, state the error in parliamentary procedure. The Chair will rule on the point if (s)he knows the answer, check with the parliamentarian, ask for advice from other knowledgeable members, or a decision by the body.

The Chair will state, "Your point is well taken," or "Your point is not well taken," with an explanation of the reasoning for the decision.

Appeal From the Decision of the Chair

If you do not feel the Chair made a proper or legal decision, you may appeal their decision. Your appeal should be based on the occurrence of improper procedure, not disagreement on issues. This motion must be made at the time of the decision. Say, "Mr/Ms Chairperson, I appeal the decision of the Chair," without being recognized. The Chair must then put their decision to a vote of the body.

Parliamentary Inquiry

This motion is used to clear up a parliamentary question that needs to be answered immediately or may affect the outcome of the meeting. Start by saying, "Mr/Ms Chairperson, I rise to a parliamentary inquiry," without recognition. The Chair should provide an answer immediately if necessary, or may wait for the speaker to finish if possible. The Chair may need to check with the parliamentarian, other members, or the body to determine the proper parliamentary procedure.

To Lay on the Table

The object of this motion is to clear the floor for more urgent business and has the effect of delaying action on the issue to which it is applied. It should not be used to kill action on an item. The item of business should be taken up again as soon as is practical and is brought back to the floor by the motion: *To Take From the Table*.

To Postpone to a Certain Time

Unlike *To Lay on the Table*, this motion sets a specific time when the item of business is returned to the floor for action. This motion is not in order when the time set could not be realistically used to bring the item back on the floor, such as when the assembly will not be in session or when the time set is after the action must occur.

To Postpone Indefinitely

The purpose of this motion is to prevent a vote on the question and to actually suppress or kill the item.

Other Types of Meeting Facilitation

There are other types of meeting facilitation besides using parliamentary procedure and Robert's Rules of Order. These other methods of leading a meeting are usually used for other things besides legal business which can be recorded in typical minutes.

Consensus is often used by working groups that have certain tasks to perform, such as a committee or a conflict resolution process. Consensus does not mean that everyone always sees eye to eye or totally agrees on every issue, but rather those involved in the meeting are willing to give and take to find a

resolution or solution that all can live with. Consensus means that everyone involved in the process will support the final solution put forth by the group and will not take action to stop or undermine that solution.

Another type of meeting facilitation which might be used is asking for unanimous support and agreement. If an issue is especially important, the board may not want to go ahead unless everyone is in agreement. This would require a favorable vote or comment by everyone involved in order to proceed.

If the board is not looking to conduct official business, general discussion may be in order. This is often used when the group is in the information gathering stage and the meeting is simply open to each person asking questions and making comments to come to greater shared understanding.

General discussion is similar to brainstorming. However, brainstorming is more generative. With this method, everyone is invited to provide any idea they might have on a subject or problem – the purpose being to get as many ideas on the table as possible without discussing the pros and cons, strengths or weakness of any of them. That is done later by other group processes which can help to group ideas, identify those that seem most practical or useful and have the most interest from group members.

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