

Board Member Procedures & Tools

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Board Meeting Agenda Development

1. Chair – The Chair is responsible for developing the agenda. A good agenda involves the entire board by soliciting issues and ideas from the officers, directors and committee/task force chairs. Ultimately, the chair determines which items are appropriate for the board agenda. If the chapter employs an Executive Director, he/she works with the chair to construct the agenda.
2. The Chair ensures each agenda item should have accompanying research, supporting data, committee reports, etc.
3. Make certain the agenda is realistic and manageable within the timeframe of the meeting.
4. Consider adopting a policy to start board meetings with an “approval of agenda”. In doing so, the board agrees to limit discussion to the tasks outlined in the agenda.
5. Consider using a consent agenda for routine items that do not require explanation or discussion. When using a consent agenda, be sure to group all such items together. Make one motion to approve all items on the consent agenda. However, it takes only the request of any one board member—not a formal vote—to remove any item from the consent agenda before the vote. If removed from the consent agenda, the item will be taken up later in the regular agenda.
6. Agenda items that may require lots of discussion and energy should be placed at the beginning of the agenda.
7. Set time limits on discussions involving items that are time sensitive (but not terribly important).
8. Minimize oral reports of old business by requiring written reports.
9. Carefully consider placement of potentially controversial issues.
10. Focus on urgent agenda items first.
11. Always list the responsible person along with each agenda item.
12. Try to ensure members have access to the agenda and any supporting materials prior to the meeting.

Discussion and Consent Agendas

The consent agenda is a strategy utilized by many associations to assist in freeing the Board for review of materials already placed in the Board Books in writing. It is intended to allow the Board to focus on issues such as strategic planning and issues of professional concern.

The written reports included on the consent agenda will be handled during the Board meeting by a blanket motion to accept the reports and recommendations as listed at the close of the business on the Discussion Agenda. If someone wishes to move an item to the Discussion Agenda for full Board discussion, the President should be advised at the close of the Discussion Agenda when he/she so indicates. Those items moved to the Discussion Agenda will be discussed time permitting.

New Board Member Orientation and Training

Orientation and training of professional volunteers

- Will likely be substantially different.
- Training shouldn't be necessary, but orientation will.
- The professional volunteer working on an independent project (e.g. chapter financial audit) needs to receive grounding in chapter structure and services.
- They may also need to learn the procedures and rules, which govern the operation of your chapter.

For a board to operate effectively, new officers and directors need to feel informed and empowered to do the job for which they were elected. All board members no matter how qualified will need time to digest key information and feel comfortable working as a team. The steps you take toward reaching that comfort level will greatly enhance the process and lead to an effective team.

Conducting a new member orientation is the most efficient way to train your newly elected board members. The following outlines key areas of concern and interest:

1. Make appropriate introductions. Be sure to include everyone: Officers, Committee Chairs and Members, Other Board members, Staff, Guests, etc.
2. Be sure to describe the Organization...it's mission and vision. Include whom we serve, what we do, etc.
3. Explain meeting attendance requirements, committee assignments, the role of the board and relationship to any administrative staff.
4. Provide Board Orientation Manual which might include the following:
Mission statement, Bylaws, Policy Manual, Minutes of Board Meetings for the past year, Annual Report, Audit Report, Current Budget, Current Financial Report, Strategic Plan, Goals for the year, Roster of board members including addresses and telephone numbers, List of Board Officers, List of Committees, Membership including Chairs, Annual calendar of activities and meetings, copies of the newsletter for the year, etc.
5. Collect contact information for each new board member which might include:
Addresses, telephone, fax number, email address, best time to contact, best time for meetings, etc.

Supervision of Professional Volunteers

- For situations involving individual volunteers like an accountant and an attorney, a buddy system may work well.
- One chapter volunteer is appointed to work with the professional operating as a primary liaison with the chapter.
- This volunteer both monitors the progress of their work and helps the professional by retrieving chapter information in the form of reports, etc.
- The volunteer professional may have a much better notion of how the job is progressing than the leadership of the chapter.
- And any evaluation of the work may rely on the professional's expertise.
- If the professional's contribution is to be an on-going project, you might want to conduct an annual evaluation and review the work or project focusing on how can we do this better in the future?

Your Credibility as a Leader

Success of chapter leaders also depends on two key skills...

1. *Clear and effective communications*
2. *The ability to defuse conflict*

Tips for success:

1. Provide as much information as possible and repeat often. Do not wait for members to ask...many of them won't.
2. Tell the truth and be open when you don't have the answers. It's okay to say, "I don't know, but I'll find out and get back to you."
3. Don't argue. If you feel misunderstood, ask members to clarify what they thought you said. Most importantly, remember that some arguments are simply members venting their feelings, not debating the truth.
4. Accept all feelings both good and bad as an honest expression of the membership.
5. Guard against self-fulfilling prophecies like "That won't work". Respond with, "We can't say yet exactly what will work, so we intend to explore every opportunity. We're a smart group and we can learn new ways to make things work."
6. Let the membership witness leaders write down important things that need follow-up. It's reassuring to the members, especially when leaders actually do follow-up.
7. Follow-up on all questions rumors and concerns. What's out in the open can be dealt with. It's what chapter leaders don't know that's likely to hurt the chapter.
8. Don't forget to listen...encourage peer input and even bring in an outsider with credibility to discuss the need for change.
9. Do not condemn the old system. During its time, members valued and enjoyed its benefits and successes. Rather, suggest that change is a natural and expected process...that the chapter is not ending an old system as much as it is simply making a natural progression to a new stage in its development.

Dealing with Conflict

- Clarify what the problem is and is not
- Identify any common goals, values and assumptions
- Experiment until you find an approach that gets through effectively
- Use simple wording to explain your position. Practice your position in advance until you know it well and can state it effectively.
- Rehearse positive interaction before the meeting
- Keep your attitude positive
- Clarify what you want or need from the other person and distinguish between the two
- Watch out for old attitudes that are interfering with your current effort
- Make sure your body and verbal language are in agreement
- Don't get sidetracked into irrelevant arguments
- Speak in private if a difficult issue must be addressed
- Don't take dislike personally
- Don't discuss your dislike for someone with other chapter members
- Set a limit on what you will put up with and stick to it
- Remember that you are not God. Winning may mean arranging a tolerable working relationship, not resolving personality defects
- Treat that difficult person nicely. It may make them like you...or at worst, it will simply confuse them.

Process/Protocol of Bringing Issues to the Board

The following outlines a process and protocol for bringing issues to the Board. It has been reviewed by the Board and edits and additions made as recommended. In addition, it has been reviewed and approved by CMSA's General Counsel, Terry Hutton, Esq. It was updated by Mr. Hutton on 1-99. Revisions are incorporated in this draft.

CMSA Bylaws:

Article X, Section 11.

Action Without Meeting – The Board of Directors may take any action which it could take at a meeting of directors without a meeting if written notice of the proposed action is given to all directors setting forth the action to be taken, and is signed and returned by not less than a majority of all Directors or such greater number as may be required by these bylaws or by statute entitled to vote on the subject thereof. Such written voting records shall be filed with the records of the Society.

29-599.1 District of Columbia Not-For-Profit Act. Action By Key Members or Directors without Meeting; Written Consent Required.

- (a) Any action required by this Chapter to be taken at a meeting of the members or directors of a corporation, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be. [key words in italics]
- (b) Such consent shall have the same force and effect as an unanimous vote, and may be stated as such in any article of document filed with the Mayor under this Chapter. [key words in italics]

I Staff, Committee Chair or Board Member Develop Issues Format on an Issue

II Submit to Executive Director and President who determine the next step

- 1. Defer due to other priorities
- 2. Send to Committee or Task Force or Staff for further development
- 3. Send Directly to Board for Action
 - a. President determines whether it may be handled by a Consensus Request or would be addressed on the Board Meeting Agenda
- 4. Dismiss as outside the Scope of the Society

III-A When Issue is ready to go to Board as an Action Without Meeting/Electronic Vote (formally called a Consensus Request):

If the issue is simple and straightforward and in appropriate format, it will go directly to the Board for a vote.

- 1. If the issue is complex, it will go to the Board as a draft for a two-week period of input/recommendations from the Board. An extension may be requested.
- 2. During this period, discussion may occur. It is highly recommended that discussion be limited to online so that all may have access.
- 3. If any member of the Board is not able to be online, recommendations from Board members unable to get online should be sent /faxed in writing to the office. The office will post those comments online.
- 4. Recommendations for document wording revision must be sent to the office in writing so staff can appropriately revise the language of the draft document.

5. If the document revision recommendation comes from only one source, it will not be incorporated in the final document. If it comes from the majority, it will be incorporated. Note there is a period for discussion online so the individuals with revisions can air their opinions.
6. If during the discussion period, there is a desire to lengthen the discussion period or to amend the document, that request should be noted in writing and directed by mail or fax to the President.
7. The President will then request a vote from the Board. In accordance with the outcome of the vote, the President will then lengthen the discussion period or proceed with the discussion period or direct the amendment of the document as voted.
8. Please note, the online forum is for discussion of issues and can be used effectively for expressing dissenting opinions, offering information, and for consensus building.
9. After the period for discussion has closed and all Board members have had the opportunity to fax written working changes to the office, the final document will be faxed to the Board for Consensus Request noting that discussion is now closed.
10. The Board will have a week (including one weekend) to respond by fax.
11. The vote proceeds without interruption. (This includes phone calls, fax, email, or online comment related to the issue being voted.)
12. The vote will be tallied and posted online with comments.
13. "Actions by the board of directors outside of a meeting require a unanimous written consent by each of the directors. If a director fails to respond, or votes no, then the unanimous written consent is lacking and the action may be challenged on that basis as invalid."
14. "CMSA's bylaws provide for directors voting outside of a meeting, and an action is approved if a majority vote (rather than the stricter unanimous vote) is obtained, but that is contrary to the statute and the statute controls. "
15. However, the Executive Committee, which exercises the power of the board of directors between meetings under CMSA's bylaws can then hold a special meeting by teleconference, and take the action approved by a majority of the board action on-line. In this way, the board expresses its will and the executive committee will provide the necessary voting to carry out the board's direction.
16. At the next regular meeting of the board of directors, the actions taken by the executive committee are to be ratified by the board of directors.

IV-A After the Action Without Meeting/Electronic Voting is concluded, additional business may then be conducted.

1. Old or New Business or online conversation related to the topic previously under consideration may continue.
2. A Point of Information or Clarification may be requested.
 - a. In this case, the questions or discussion regarding the charge for chapters or voting privileges of the chapter representative would be in order and can be addressed and discussed.
3. A Request for Reconsideration of **all** of any previously passed old business; consensus request or vote may be requested by a member of the Board who voted with the majority. This request would be for reopening the discussion on an entire topic or consensus request. To reopen would require the majority vote of the Board and an additional vote on all proposed amendments.

4. To Amend the language of a **portion** of a previously Board approved document would require a majority vote of the Board and an additional vote on the proposed amendment.
 - a. The Request for Reconsideration or Amendment will be noted by the President
 - b. The President may call for an Action Without Meeting/Electronic Vote to address the wishes of the Board as a whole.
 1. If the majority of the Board votes to reconsider or amend all or part of any old business, it may then be brought before the Board for Discussion and an additional consensus request.
 2. If the majority of the Board votes not to reconsider or amend all or part of any old business, the item under consideration is then dropped and the Board proceeds with other business or conversation.

III-B If the issue is determined to be a Board Agenda Item, the following may occur:

1. If the President determines that the issue under consideration will be placed on the Board Agenda, the discussion period online, by email, by phone, by fax and at the Official Board Meeting is open and may continue until the vote is called.
2. The Final Document will be made available to the members of the Board prior to the meeting.
3. During the period in which the proposed document is discussed at the official Board Meeting, the members of the Board may wish to reconsider or amend the document, or lengthen the consideration period. The Board Members may accomplish these tasks by formally requesting the same of the President by means of a motion. After a second, the President will then call for discussion of the issue, poll the Board for a vote and continue in accordance with the wishes of the majority in accordance with Roberts Rules of Order.
4. After the discussion has concluded, the President calls for the motion, second and vote. Because the motion would change action already taken by the meeting, they require:
 - a. a two-thirds vote, or
 - b. majority vote when notice of intent to make the motion has been given at the previous meeting or in the call of the present meeting, or
 - c. a vote of the majority of the entire membership—whichever is the most practical to obtain.
5. Business then continues.

IV-B If the issue is determined to be a Board Agenda item,

The points noted in item IV A regarding resuming old or new business or requesting a Point of Information or Clarification or Requesting Reconsideration or Amendment are also applicable in the Official Business Meeting.

V. Items which may not be handled by Action Without Meeting or Electronic Voting.

The following items may not be handled by Action Without Meeting or Electronic Voting: Termination of the Executive Director, Dissolution of the Corporation, and Sale of All Corporate Assets.

Board Confidentiality Policy

No CMSA board member shall knowingly disclose confidential information gained by reason of information shared at a board meeting. This includes details about:

- Contracts
- Operations
- Personnel
- Policies
- Affairs of the nonprofit

Information placed online in the Executive Committee, Board and Board and Committee Chair Forums is considered confidential and may not be shared with members or chapters.

Board handouts, faxed, emailed or mailed information or any other communication marked confidential may not be shared.

Information obtained while the Board is in executive session may not be shared.

Board Book Information is confidential.

No Board member shall accept employment or engage in any business or professional activity that might be expected to induce him or her to disclose confidential information acquired by reason of serving this board.

A breach of this policy will be reviewed by the Executive Committee and may result in Board dismissal

My signature indicates I have read, understand and agree to follow the above policy.

Nominee's Signature

Date

CONFIDENTIALITY

It seems that there may be some confusion as to what is intended to be confidential information during the in between fact to face work of the association. The following may help us all with a benchmark.

The following is an excerpt from *The Association Law Handbook* published by ASAE.

“A third responsibility of association volunteers related to confidential information. The volunteer must maintain in confidence whatever information the association desires to keep confidential and that it treats as confidential. Volunteers are not permitted to disregard, overrule, or second guess an association’s determination to designate and treat information as confidential. The obligation to maintain confidentiality continues indefinitely, not just until the volunteer’s position expires or is terminated.”

“Associations have the legitimate right to maintain information as confidential. “

“The most obvious indication to a volunteer that the association desires to maintain certain information as confidential is if the information is marked or otherwise identified as such. Alternatively, the information may be transmitted in executive session of a deliberating body, such as a board or committee. It may be otherwise evident to a volunteer that the association treats certain information as confidential. If the volunteer knows, or should know, the confidential nature of the information, the volunteer’s obligation to maintain confidentiality is triggered.”

“The volunteer should carefully preserve the confidentiality of any information that comes into the volunteer’s possession and that is designated or treated as confidential by the association. Confidential information should not be shared with unauthorized persons or entities.”

In regard to the issue at hand, the information placed online is not a “meeting” as such of the Board. It is placed online in a password protected environment to facilitate the discussion and input of all Board members in order to then move the business of the association forward between face to face meetings and to decrease costs. All Action Without Meeting Ballots are marked confidential. Unless CMSA otherwise determines that an issue placed online is one for general discussion, it should be considered confidential.

The business coming before the Board at the in person meetings is well prepared in issues format with the Board having access to study the information prior to meeting so that the comments made in a public forum can be well thought out.

The online forum is being utilized in a less formal manner with the understanding that information residing there is confidential.

Board Member Code of Ethics

As a member of the board, I will:

- ◆ listen carefully to my board colleagues;
- ◆ respect the opinion of fellow board members;
- ◆ respect and support majority decisions of the board;
- ◆ recognize that all authority is vested in the full board only when it meets in legal session;
- ◆ keep well-informed about developments relevant to issues that may come before the board;
- ◆ participate in board meetings and actions;
- ◆ bring to the attention of the board any issues I believe will have an adverse effect on the nonprofit or those we serve;
- ◆ attempt to interpret the needs of those we serve to the nonprofit, and interpret the actions of the nonprofit to those we serve;
- ◆ refer complaints to the proper level on the chain of command;
- ◆ recognize that my job is to ensure that the nonprofit is well-managed, not to manage the nonprofit;
- ◆ represent all those whom this nonprofit serves, not just a particular geographic area or interest group;
- ◆ consider myself a “trustee” of the nonprofit and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those we serve;
- ◆ always work to learn how to do my job better;
- ◆ declare conflicts of interest between my personal life and my position on the board, and abstain from voting or discussion when appropriate.

As a member of the board, I will not:

- ◆ criticize fellow board members or their opinions, in or out of the board room;
- ◆ use the nonprofit for my personal advantage or that of my friends or relatives;
- ◆ discuss the confidential proceedings of the board outside the board room;
- ◆ promise before a meeting how I will vote on any issue;
- ◆ interfere with the duties of the administrator or undermine the administrator’s authority with staff members.

Board member’s signature

Date

Conflict Of Interest Policy & Statement

No board member shall use his/her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the organization or any of its affiliates and his/her personal interests arises.

Each board member has a duty to place the interest of the organization foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

Board members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the organization by virtue of their Board position.

If a board member has an interest in a proposed transaction with the organization in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction, or holds a position as, director, or officer in any such organization, he/she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any board member who is aware of a potential conflict of interest with respect to any matter coming before the board may be excused during the discussion and/or voting periods in connection with the matter.

Disclosure

To implement this policy, board members of the organization will submit annual reports on the attached forms and, if not previously disclosed, will make disclosure before any relevant board action.

These reports will be reviewed by the Executive Committee, which will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

Conflict of Interest Statement

I have read the statement of policy regarding conflicts of interest.

To the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal or business relationship is engaged in any transaction or activity or has any relationship that may represent a potential competing or conflicting interest, as defined in the statement of policy.

Further, to the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal, business, or compensated professional relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to become the recipient of any substantial gifts or favors that might be covered by the statement of policy regarding conflicts of interest.

(A) Without exception _____

(B) Except as described in the attached statement _____

Signature: _____ Date: _____

Conflict of Interest Questionnaire Form

Please answer all questions. If the answer is “yes,” please explain. An affirmative response does not necessarily imply that the relationship is improper or that it should be terminated.

1. Have you or any related party* had any material interest, direct or indirect, in any transaction since _____(date your term of office was effective), to which the organization was or is to be a party?

If so, please describe the relationship, including total billings (fees and reimbursement of out-of-pocket expenses).

2. Do you or any related party* have any material interest, direct or indirect, in any pending or incomplete transaction to which the organization is or is to be a party? If so, please describe the relationship, indicating actual or projected total billings (fees and reimbursement of out-of-pocket expenses) for this item.

3. Since _____(date your term of office was effective), have you or any related party* been indebted to the organization? Please exclude amounts due for ordinary travel and expense advances and for outstanding pledges.

If the answer is “yes,” indicate the type of indebtedness and the amount.

The answers to the foregoing questions are accurately stated to the best of my knowledge and belief.

Signature: _____ Date: _____

* “Related party” is defined as members of your immediate family, which includes your spouse, minor children, and all other dependents; estates, trusts, and partnerships in which you or your immediate family has a present or vested future beneficial interest; and a corporate or entity in which you or your immediate family is a beneficial owner of more than five percent of the voting interests.