

<b>SUBJECT:</b> Procedures for Holding Meetings and Decision-Making	<b>REF #:</b> <b>2019-005</b>
<b>APPROVED DATE:</b> Sept. 5, 2019	<b>REVISION DATE:</b>
<b>ISSUED TO:</b> Unit 249	<b>EFFECTIVE DATE:</b> Immediately
<b>POLICY:</b> Unit 249 will conduct its meetings in an organized and orderly manner, respecting the rights and obligations of participants and protecting the interests of the Unit and its membership in its deliberations and decision-making processes.	
<b>SCOPE:</b> Applies to meetings of the Unit 249 Board of Directors	
<p><b>PROCEDURES:</b></p> <p><b>1. Personal Conduct</b></p> <p>We promise to relate to one another with</p> <ul style="list-style-type: none"> <li>• respect;</li> <li>• humility;</li> <li>• patience; and</li> <li>• open-mindedness.</li> </ul> <p>We will</p> <ul style="list-style-type: none"> <li>• come prepared to discuss the business at hand;</li> <li>• not interrupt when others are speaking;</li> <li>• speak clearly, concisely and without ambiguity;</li> <li>• ensure that each person that wishes to speak will have the opportunity to do so;</li> <li>• listen carefully and seek to understand each other's point of view, regardless of whether we agree with it;</li> <li>• welcome the conflict of ideas, and when conflict exists, build cooperatively from such conflict;</li> <li>• take a future orientation;</li> <li>• demonstrate appreciation for other's efforts;</li> <li>• honour the decisions of the board; and</li> <li>• be efficient in our use of time.</li> </ul> <p>In so doing, we will always strive to maintain and promote the interests of the Unit and its members.</p> <p><b>2. Meeting Procedures</b></p> <p><b>2.1. The Chair</b></p> <p>The chair keeps a meeting on track and may make rulings on procedure and the conduct of the meeting.</p> <p>All members must be able to participate fully and comfortably.</p> <p>Any member may bring to the attention of the chair any concerns about how a motion is being dealt with.</p> <p>When an agenda has been adopted that specifies the time for particular items, such time shall be strictly adhered to, unless decided otherwise by a 2/3 majority of those voting.</p> <p>The chair does not participate in the discussion, other than to keep order and provide information relevant to the item under discussion. If the chair wants to express an opinion, then they move aside from the role and ask another member to chair until the matter is disposed of.</p>	

### **3. Conduct of a Meeting**

#### **3.1. Attendance at Meetings**

Unless the meeting is held "In Camera" (see section 4) Unit 249 meetings are open to Unit members and invited guests.

#### **3.2. Reports**

When possible, reports to be presented to the meeting should be circulated in advance to allow members to review them and be in a position to handle them expeditiously when presented at the meeting.

#### **3.3. Motions**

The Board may only pass motions for which it has the authority and which do not contradict the decision of a higher body.

A motion contradicting a motion already passed at the same meeting is out of order, unless it is a motion to reconsider.

#### **3.4. How to Amend a Motion**

When a motion has been made and is open for discussion, any motion to amend must be dealt with before dealing with the original motion.

When all motions to amend have been dealt with, the Board may deal with the final form of the original motion.

Any voting member, except the mover and seconder of the original motion, may make a motion to amend the original motion.

A motion to amend fails if there is no seconder.

A motion to amend may not change the intention of the original motion.

A separate vote must be taken for each motion to amend.

#### **3.5. Challenging Rulings**

A voting member may challenge a ruling of the chair at the time the ruling is made. The chair restates the ruling and may give reasons. The secretary then calls the vote without any discussion on whether the chair's ruling is sustained.

#### **3.6. How to Vote**

##### **3.6.1. General**

Voting will normally be by show of hands. A motion to vote by recorded poll on any specific question may be made and, if carried by a simple majority, the vote on the question will be by poll and the votes recorded.

Each member present, including the chair, shall have one vote. Unless specified otherwise herein, a simple majority of the voting members present is required for a majority.

The chair will have a second and deciding vote if a tie occurs.

Voting may not be by proxy or mail-in ballot.

##### **3.6.2. Voting by Teleconferencing**

Voting may be done by telephone or electronic means if all voters can communicate with one another at the same time. There is one exception for decisions by email in section 3.6.3 below.

Notice of a teleconference must be given at least 48 hours in advance, providing particulars on the following:

- The time, date, and expected duration of the teleconference;
- Details on how to link into the teleconference, including access codes or passwords;
- The specific topics to be discussed including, if available, relevant documentation, background information and/or proposed motions.

Upon opening the teleconference the chair will take a roll call to determine who is participating.

Before any vote is taken the chair will call upon each participant individually to speak to the matter at hand. Following the first round of comments the chair will then ask each participant if they have any additional comments or rebuttal prior to calling the vote.

The Secretary will record minutes of the teleconference for presentation at the next meeting.

### **3.6.3. Decisions by Email**

At the discretion of the chair, decisions may be made between meetings by email voting in circumstances that the chair considers to be **exceptional**. Email should only be used when voting by teleconference is not practical, or the question under consideration is so clear and straightforward that the risk of passing up on the opportunity for direct verbal exchange is negligible.

Email voting may be conducted only if every member of the voting body has already provided the voting body with an email address that ensures confidentiality.

At the direction of the chair, the secretary circulates a proposed decision and initiates a vote by email on it. The email must contain:

- a) the proposed decision and sufficient background to inform the other members of the voting body; and
- b) a specified time for replying to the email, allowing for at least 72 hours from the time that the email is circulated.

The email must be circulated to all members of the voting body, with all members' email addresses visible.

Members may ask questions of clarification and offer comments by email, ensuring they are visible to all members.

No amendments to the motion are allowed.

Members must vote by email, ensuring their vote is visible to all members.

Members must vote in the affirmative or negative without any conditions.

A member may object to making this decision by email, and if any two members so object, a meeting must be held in one of the other ways set out in sections 3.6.1 or 3.6.2, above.

Members may vote before the deadline, and may change their votes up until that time.

The motion is passed if there is a simple majority of the votes cast, except if the number of votes cast is less than the minimum number of members required to be present for a meeting, in which case the decision is not approved.

Following the deadline, the secretary must inform all members of the voting body of the voting results by email.

The secretary must include the proposed decision and the outcome of the vote in the minutes of the next regular meeting of the voting body.

### **3.7. Motions That Interrupt the Meeting**

At any time during a meeting, any voting member may make a motion to:

- a) close discussion without a vote on the motion;
- b) fix the time to adjourn;
- c) adjourn;
- d) take an immediate vote (2/3 vote required);
- e) limit or extend limits of discussion (2/3 vote required);
- f) postpone discussion and decision on the motion to a definite time; refer the motion to another body or commission;
- g) amend/change the motion; or
- h) postpone discussion and decision on the motion indefinitely (without a specified time).

An original motion may be interrupted by any of the above motions.

While these motions are being dealt with, they may only be interrupted by a motion above it in the list.

### **3.8. How to Reconsider a Motion**

A motion to reconsider a motion already passed may be made if no motion is under consideration. A motion to reconsider has the same priority as the motion to be reconsidered.

Only a voting member who voted “yes” for the original motion may move the motion to reconsider. This motion must be seconded by a voting member.

A motion to reconsider in an ongoing meeting must be approved by 2/3 of the voting members present.

The revised motion may be reconsidered if a motion is changed on reconsideration and passed.

A motion on which action has been taken may not be reconsidered.

## **4. In Camera Sessions**

At times there will be discussions which, due to their sensitivity, need to be in private. In such a case the meeting will be held “in camera”. When so held, persons not on the committee will be asked to leave for that portion of the meeting.

Normally, only a portion of a meeting will be held “in camera”, however, when it is known that an entire meeting must be held “in camera” the notice for such meeting shall so state.

Minutes of the meeting will reflect when a meeting moves into and out of “in camera” sessions.

The meeting will go “in camera” only after a motion to do so has been passed by a simple majority of the members present. In the same manner, the meeting may go back to an open session only upon a motion to do so has been passed by a simple majority of the members present, or upon adjournment of the “in camera” meeting.

Decisions made “in camera” will be reported in the minutes with no reporting of the discussions themselves.

## **5. Minutes**

Minutes are the official written record of the meetings. They are not transcripts of those proceedings. The minutes should contain mainly a record of what was *done* at the meeting, not what was *said* by the members. It is important for the minutes to be concise and need only include a summary of the decisions, specifically highlighting **motions** and **action items**.

### **5.1. Written Reports**

Written reports presented to the meeting should be attached as reference material. It is not necessary to include them within the text of the minutes.

### **5.2. Motions**

Motions must be recorded in the exact wording as they were presented. To assist in this respect, members presenting a motion should have a copy available for the Secretary.

### **5.3. Action Items**

Action Items are those items that the Board has designated for follow-up. The following should be recorded in the minutes:

- What action is required?
- Who is responsible to handle the item?
- What is the time frame?
- What follow-up is required?

## **6. Additional Procedures**

On any point not covered above, the parliamentary rules accepted in Canada (Bourinot’s Rules) will be followed. A synopsis of Bourinot’s Rules is attached.

**AUTHORITY:** Authority is vested in the Board of Directors to undertake enabling actions consistent with this policy.

# Bourinot's Rules of Order at a Glance

To take this action:	You say:	May interrupt the speaker?	You must be seconded?	Is the motion debatable?	Is the motion amendable?	What majority is required?
Move a motion	I move...	No	Yes	Yes	Yes	Majority
Change a motion (you may not merely amend to negate)	I move that the motion be amended to read...	No	Yes	Yes	Yes	Majority
End debate on a motion	1. I call the question...	No	Yes	Yes	No	Motions on which question is called will be debated at the next meeting if the motion fails
	2. I move that Council proceed to the next order of business	No	Yes	No	No	Majority
Consider something out of its scheduled order	I moved the agenda be amended in order to deal with the following item....	No	Yes	No	No	Majority
Have a motion studied more before voting on it	I move that the motion be referred to...	No	Yes	Yes	Yes	Majority
Postpone further discussion on a motion until a more desirable/appropriate time	I move that the motion be deferred until.... (a specific time or indefinitely)	No	Yes	Yes, only to time	Yes	Majority
Postpone consideration of a motion so that more urgent business can be attended to	I move that the motion be tabled. (Consideration of motion may resume upon motion that the matter be taken from table.)	No	Yes	Yes	No	Majority
Raise a matter previously deferred (if at a different time from when was decided)	I move that the motion about _____, previously differed be considered at this time.	No	Yes	No	No	Majority
Raise a matter previously tabled	I move that the motion about.... be lifted from table	No	Yes	No	No	Majority
Reconsider a motion that has failed	I move that the motion about... be reconsidered at the next meeting. (Written notice of motion must then be provided, advising that the matter will be readdressed at the next meeting).	No	Yes	Yes	No	2/3 Majority
Object to something which prevents your continued participation (e.g. excessive noise)	Point of Privilege	Yes	No	No	No	No vote taken, Chair rules
Seek clarification from the previous speaker	Point of Information	Yes, if urgent	No	No	No	No vote taken, Chair rules
Overturn the ruling of the Chair	I challenge the Chair on...	Yes	Yes	Yes	No	Majority
Enquire about procedure or consequences	Point of Order	Yes	No	Yes, only on the point	No	No vote taken, Chair rules
Object to incorrect procedure being used	Point of Order	Yes	No	Yes, only on the point	No	No vote take, Chair rules

**Rules of order** are procedures by which meetings can be conducted in an orderly fashion, issues debated and motions passed according to the majority but with due regard to the rights of the minority. For the most part, Rules of Order are based on common sense and the need to move through an Agenda expeditiously.

**Duties of the Chair:** The Chair conducts meetings, preserves order and decorum, and interprets the Rules of Order. The Chair is impartial and may not take part in the debate nor vote.

**Agenda and Minutes:** The Agenda is the order of business for the meeting. It describes the items for consideration and gives the order in which they will be taken up. The Agenda must be passed or adopted before the meeting can commence. The adoption of the minutes of the last meeting ratifies any decisions taken at that time. Any changes in the Agenda or minutes must be proposed and considered before the Agenda and minutes are adopted. An item on the Agenda may be taken out of sequence and disposed of only by majority consent.

**Motions:** A motion is a proposal made pursuant to an item of the agenda that certain actions be taken, certain views become policy, etc. which is then debated, possibly amended and voted on. There are also motions that propose procedures for considering other motions, e.g. Motions to Table, to Divide the Question, to Put the Question, to Adjourn, to Amend. Any member may move a substantive or procedural motion as long as it is 'in order'. A substantive motion or "an important motion, or one containing a number of considerations, should be prepared in writing and given to the Chair, preferably in advance of the meeting." The mover of a motion is allowed to speak first on the motion followed by the seconder. Questions about the motion are directed to the Chair, thence to the mover or person to whom they are addressed. The mover may withdraw her/his motion with majority consent.

**Amendments:** A motion to amend a (main) motion must be relevant to that motion and properly moved and seconded. An amendment may propose: (a) to leave out certain words, (b) to insert or add certain words, (c) to leave out certain words in order to insert or add other words. When 'in order', an amendment takes precedence over the main motion and becomes the subject of debate. It must be accepted or rejected before debater everts to the main motion. If accepted, the main motion as amended is debated. If it fails, the main motion is unchanged. A sub-amendment may be proposed to an amendment under the same conditions as an amendment is moved to a main motion. At no time may there be more than one main motion, one amendment and one sub-amendment on the floor. When all three exist, the Chair submits them in the reverse order to which they were moved. A motion, once defeated, cannot be re-introduced as an amendment to some other motion. The mover, with the consent of the seconder, may incorporate a 'friendly' amendment into the main motion if the mover and seconder of the amendment are agreeable.

**Quorum:** The quorum of a meeting is the minimum number of members required by the Constitution to conduct business. When the absence of a quorum is brought to the attention of the Chair the meeting adjourns and sets a date for a future meeting. The agenda item then being considered dies for that meeting but may be re-introduced at the next meeting. Motions passed and items considered prior to the absence of a quorum being noticed are valid and may stand.