

Chapter Board Meeting Guidelines

Most nonprofit board work is done in meetings, either with the full board or in committees. The board president is responsible for ensuring that meetings are well organized and begin and end at a scheduled hour. Nothing damages board effectiveness more than poorly organized meetings that don't stay on topic and continue late into the night.

Quorum

- A quorum is the minimum number of members who must be present for the meeting to be conducted. The VAREP Local Chapter quorum is defined as a "Majority" of the board members who must be physically present or attending via conference call at a given meeting.

Plan and Set Goals for the Meeting

- Find a comfortable and convenient meeting place, preferably a standing meeting.
- Determine the purpose of the meeting, day, time and location so Board Members may plan ahead and schedule meetings in their respective calendars.
- Consult with other Board Members to finalize the agenda.
- Prepare yourself and prioritize issues to be discussed.
- Research information necessary for making important decisions.
- Be sure to provide advanced and written notice (by email) to all Board Members, pursuant to bylaw requirements.

Arrange Logistics

- Arrive early and check seating arrangement, AV equipment set up, lighting, ventilation and heat.
- Prepare directional signs and post in key spots of the building to guide members to the meeting room.
- Ensure that minutes are being taken or a recording is being made by the Secretary.

Facilitate the Meeting

- Introduce yourself and the Chapter Board of Directors and welcome any members and guests.
- One of the most important roles of the president is to create a warm and friendly atmosphere so board members feel free to express themselves.
- Ensure you or your Parliamentarian observes Robert's Rules & Order in conducting the meeting.

- Review the agenda for the meeting: consider business topics, pending issues, and timing and revise as necessary.
- Set ground rules for the meeting, including the expectation that everyone should participate, that no judgmental statements should be made during brainstorming sessions, and that there will be an ending time for each segment of the meeting.
- Pace the meeting and observe specified time limits for agenda items. This will allow everyone a chance to speak and helps ensure that all issues on the agenda are covered. Be sensitive, however, to the need for discussion. Allow the group to talk things through. If they want more time to discuss a key issue, adjust the agenda. Recognize when there is consensus and move on.
- Be gentle but firm with people who speak too long or get off the subject. A simple "let's move on" or "thanks, now let's hear from someone else" can be very effective.

Voting

- VAREP Board Members are the only ones that have voting power with one (1) vote each. The advisory board members don't have voting power. The majority of the quorum votes is consider sufficient to pass the motion. Verbal votes or a show of hands on minor issues. More important or controversial issues may be voted on by ballot. All must be recorded by the Secretary in the minutes.

Who Can Participate

- Board Members, general members, advisory board members and invited guests may attend the meeting.

Stick to the agenda

- Don't allow people to wander off topic. Some agendas set the time allowed for discussion after each item. You don't have to do this, but if your meetings have been veering off course, setting time limits may help control them.

Follow Robert's Rules of Order

- You don't need to be overly formal in your meetings (many board meetings are very casual), but having a basic knowledge of when to make a motion and when to call the question is helpful.

Bring Closure

- Come to some closure or decision resolution and key issues and in some cases agree to table the discussion to a later date or more appropriate time.
- Prepare an action plan.

- Summarize main points and establish what and how follow-up will be accomplished.
- Plan the next meeting (date, place, time, and develop a preliminary agenda).

Thank your board

- Board members are volunteers who give time and money to your organization. Take every opportunity during meetings to make sure they're appreciated. Mention their names when appropriate in newsletters and media releases. Small gifts are sometimes useful but don't be extravagant. You don't want to be accused of wasting the organization's money.

Robert's Rule of Orders

Meeting standards crafted based on Parliamentary procedure and are the generally accepted and VAREP required, standards for conducting Board Meetings.

Quick Reference Table

TO DO THIS	YOU SAY THIS	May you interrupt speaker ?	May you be seconded ?	Is the motion debatable?	Vote Required
Adjourn the meeting	I move that we adjourn	No	Yes	No	Majority
Recess the meeting	I move that we recess until...	No	Yes	No	Majority
Complain about noise, room, temperature, etc.	Question of Privilege	Yes	No	No	No Vote
Suspend further consideration of something	I move that the motion be laid on the table	No	Yes	No	Majority
End debate	I move the previous question	No	Yes	No	2/3 Vote

Postpone consideration of something	I move we postpone this matter until...	No	Yes	Yes	Majority
Have something studied further	I move to refer the motion to the committee	No	Yes	Yes	Majority
Amend a motion	I move to amend...	No	Yes	Yes	Majority
Introduce business	I move that...	No	Yes	Yes	Majority
Object to procedure or a personal affront	Point of order	Yes	No	No	Chair decides
Request information	Point of information	Yes	No	No	No Vote
Object to the consideration of some irrelevant matter	I object to the consideration of the question	Yes	No	No	2/3 Vote
Take up a matter previously tabled	I move to take from the table	No	Yes	Yes	Majority
Reconsider something already disposed of	I move to reconsider...	Yes	Yes	Yes	Majority
Consider a vote of an item out of its scheduled order	I move we suspend the rules and consider...	No	Yes	No	2/3 Vote
Vote on a ruling by the chair	I appeal the decision of the chair	Yes	Yes	Yes	Majority

Keeping Meeting Minutes

Minute writing is an art and the level of detail and format of minutes will vary of a variety of factors. The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved.

What to Include

Robert's Rules of Order, a manual for running nonprofit organizations, explains that minutes are a record of what was done at the meeting, not what was said. At a minimum, minutes should include:

- Name and kind of meeting. Is it a regular board meeting, an annual meeting, a meeting of the housing committee or a special meeting? If it is a special meeting, attach a copy of the meeting notice given to members.
- Date, place, and time that the meeting began and ended.
- Names of the chair and secretary or their substitutes.
- Names of voting members attending and whether a quorum was present. You may circulate a sign-in sheet and attach it to the minutes.
- Names of guests and their subject matter.
- Whether minutes from the previous meeting were approved or corrected.
- Motions made.

You must record:

- The exact wording of the motion.
 - Who made the motion?
 - The result of the vote.
 - Reports. Record the name of the report, the name of the member presenting it, and any action taken on the report. If the report was in writing, attach it, or tell where it may be found. An oral report may be summarized briefly.
- Other actions, assignments and deadlines, resolutions, and recommendations can be briefly recorded.
 - Secretary's signature once the minutes have been approved. This copy is maintained in the local chapter records and be available to VAREP National to review when requested. The secretary submits all minutes within the fiscal year to the State Director by January 10 following the end of the fiscal year on December 31; the local chapter annual

meeting minutes are submitted to VAREP National by January 15 each year for review and storage.

Meeting Substance

- Specify issues discussed, including names of presenters.
 - Note materials distributed, if any.
 - List major points of discussion or matters considered, in summary form

- Clearly state decisions/actions taken.
 - Include resolutions adopted, if any.
 - Indicate names of directors voting against or abstaining on resolution, or not present at the time of the vote.
 - When a conflict of interest situation is being dealt with by the board, indicate whether the director with the conflict was present for some or all of the discussion or action.
 - If no resolution adopted, indicate if there was consensus on the topic, or if matter was deferred or informally tabled.

- Identify information items and reports received.
 - Include name of report or item and topics covered.
 - Include list of materials distributed, if any.
 - Include names of individuals (and if applicable, their position, such as committee chair) giving oral reports.

- Indicate whether executive session was held

What to Leave Out

- The minutes are a factual record of business. Do not include:
 - Opinions or judgments: Leave out statements like "a well done report" or "a heated discussion."
 - Criticism or accolades: Criticism of members, good or bad, should not be included unless it takes the form of an official motion. Thanks or expressions of appreciation should only be included if there was a clear consensus of meeting participants. (For example, by applause.)
 - Discussion: If the organization has opted to include discussion summaries, do not personalize it by recording the views of individuals.

- Extended rehashing of reports: Just hit the highlights or key facts, particularly if a written report is attached.

What to avoid

- Tape recording the meeting.
- Taking notes that attempt to capture every word.
- Waiting for weeks to do initial drafts or to send out for review.

Approving the Minutes

- Minutes do not become official until they are read and approved by formal vote. They should be read by the Secretary at the next regular meeting. The Chair then asks for corrections and additions, and calls for a vote.
- Members may agree to skip reading the minutes aloud if members have had enough advance time to read them. Send a draft of the minutes to members before the meeting. This is a good way to save time, while also helping members prepare for the meeting.

Confidential Items

- Occasionally a meeting calls for confidentiality, such as when sensitive personnel matters are being handled. In that case, the board may vote to go into executive session, restricting participation to members and invited guests only. The minutes of an executive session are read and approved only by those members attending the executive session. If they wish, the participants may opt to make the minutes available to all members, but the discussion must remain confidential. Executive session minutes are kept separate from regular minutes.