

Sounding Board

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Parliamentary Procedures for Charter School Board Meetings

Charter School board meetings vary greatly in the manner in which they are conducted; however, for all ACNW authorized charter schools, there is consistency in that all schools use some form of board-approved structure or parliamentary procedure to guide and manage their meetings. The most common of the parliamentary procedures used in ACNW authorized charter schools is Robert's Rules of Order (RRO). A small number of schools use different parliamentary models, such as "The Carver Model" by John Carver or the Holacracy Model of Governance. Most ACNW school boards seem to adopt and use portions of RRO, but not the entire protocol. That is understandable since the purest form of RRO is exceptionally detailed, process heavy, and contains procedures for situations that, practically speaking, charter school boards rarely, if ever, encounter.

So it makes sense that a charter school board, if using RRO, would use its structure and processes only down to the level the board usually experiences and not go beyond that. This does cause some confusion at times for the board since some members, especially those board members who have not had any formal RRO training and practice, and those who have been involved with other organizations that use RRO at a different level, bring their perspectives and experience to bear in the board's governance activities. Therefore, it is best practice for a charter school board to periodically devote some of its training time together to review the RRO (or other) protocol it has adopted and intends to (or does) use.

What do Minnesota Statutes say about parliamentary procedures for non-profit organizations, including charter schools?

MN §124E (charter school statute) and MN §317A (nonprofit statute) do not speak specifically to this issue. However, it seems to be implied in both of them that a nonprofit board, including a charter school board, would include reference to the parliamentary scheme the organization planned to use within its bylaws. For example, MN §124E.07 Subd. 6 states, "The board of directors also shall decide and is responsible for policy matters related to operating the school, including budgeting, curriculum programming, personnel, and operating procedures."

In fact, many ACNW charter schools do include this information in their bylaws, although generally in not much detail. For example, a school's bylaws may simply say that the board's meetings will be conducted in accordance with RRO, when in fact there have been eleven approved revisions to RRO since the first edition was published in 1876. Stating which edition of RRO is being used will be very helpful to both board members and others who may have interest in such information since each edition of RRO has changes from the previous edition(s).

Why use a parliamentary process to conduct charter school board meetings?

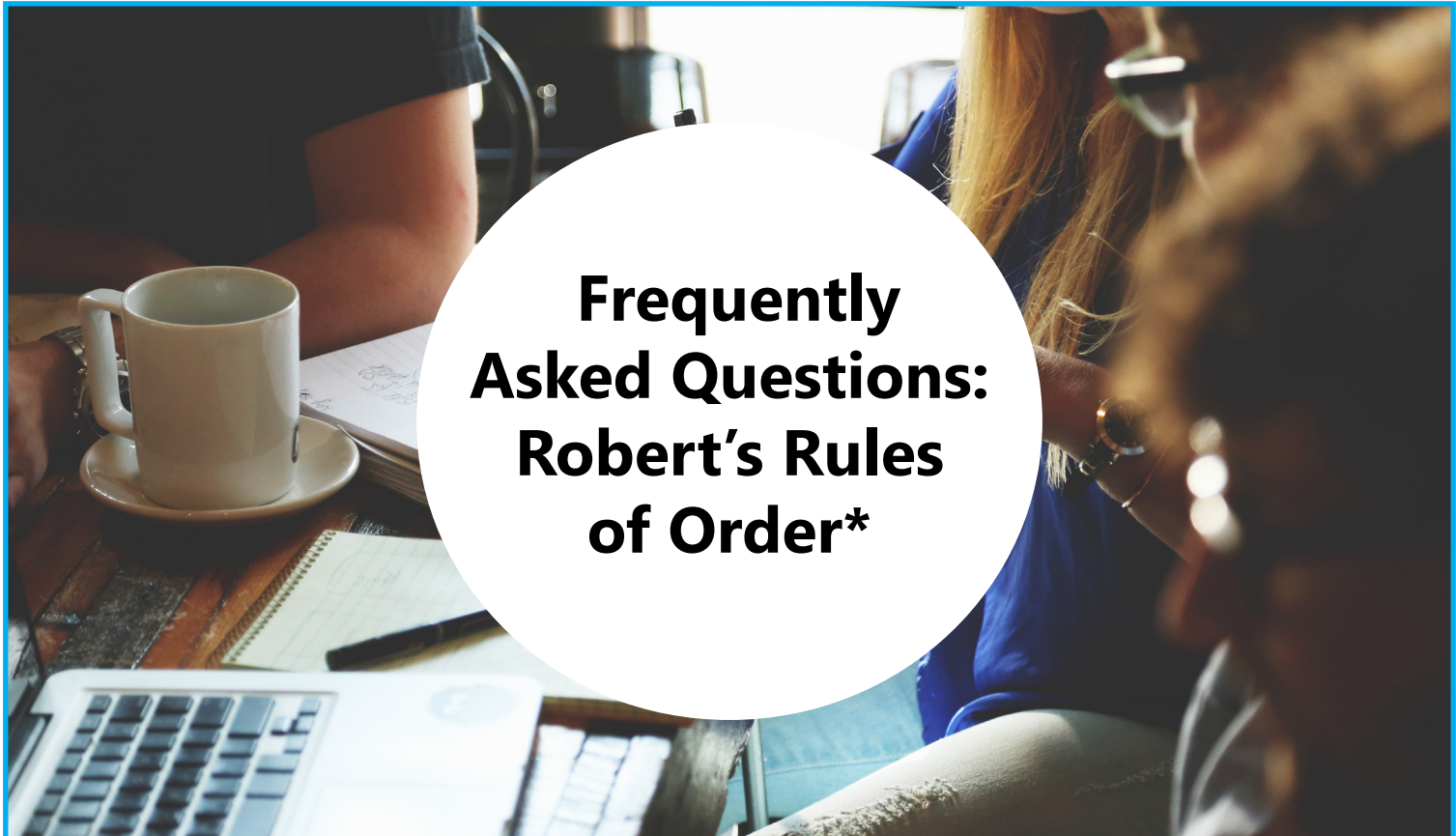
Simply put, as it relates to charter school board meetings, the purpose of using a parliamentary procedure is for the board to conduct its business

in the most efficient and effective way possible while considering the rights and priorities of its members. A basic parliamentary procedure can be a very effective tool that is easily understood and followed by board members. A significant difference can be seen between the effectiveness of charter school boards that consistently follow a basic parliamentary procedure and those that are more random and informal in the conduct of board business.

Boards are encouraged to review their current practice regarding the conduct of their board meetings to determine the degree to which they could be improved in effectiveness and efficiency if a basic parliamentary procedure such as RRO is trained on by board members and used regularly to conduct board

meetings. Observing board meetings of other charter school boards that regularly and consistently use RRO or other parliamentary procedures to conduct their meetings can be very beneficial to understanding the potential of such practices.

As previously mentioned above, the complete and detailed latest edition of RRO is the 11th edition and it provides parliamentary procedures that go well beyond what most, if not all, charter school boards will ever deal with. However, *Robert's Rules of Order, Newly Revised In Brief (2nd Edition)* is more basic and a great reference for charter school boards to consider for their use. The publication can be obtained from many sources, including Amazon.



Frequently Asked Questions: Robert's Rules of Order*

**All answers are based on information from RRO, 11th ed.*

Is it true that the president can vote only to break a tie?

No, it is not true. The president or chair is a member of the board and as such has full voting rights, the same as other board members

Can ex-officio members vote, and are they counted in determining whether a quorum is present?

In most cases, ex-officio members cannot vote, and they cannot be used in determining whether or not a quorum is present, unless the organization's bylaws state otherwise. Most, if not all, ACNW authorized charter schools specify in their bylaws specifically that ex-officio members cannot vote.

Is it true that, once a quorum has been established, it continues to exist no matter how many members leave during the course of the meeting?

A quorum is required for a charter school board meeting to be convened. If a quorum is not present at the start of the meeting the board can either wait for additional board member to arrive, eventually creating a quorum, or the board members present can determine a date certain when the meeting will be convened. The board, without a quorum present at the start of a meeting, cannot proceed with any board business, including informational reports, etc. until it has achieved a quorum.

However, if a quorum is present at the start of a meeting and it is lost during a meeting because one or more board members leaves the meeting, the board MAY continue to conduct board business. However, ACNW recommends that in such a situation the board should adjourn the meeting when the quorum is lost and reconvene at another time when a quorum will be present.

In determining the result of a vote, what constitutes a majority?

The word "majority" in this context means, simply, more than half. The use of any other definition, such as 50 percent plus one, is apt to cause problems. For example, suppose in voting on a motion 17 votes are cast, 9 in favor and 8 opposed. Fifty percent of the votes cast is 8 1/2, so that 50 percent plus one would be 9 1/2. Under such an erroneous definition of a majority, one might say that the motion was not adopted because it did not receive 50 percent plus one of the votes cast, although it was, quite clearly, passed by a majority vote

Can we round to the nearest number in computing the result of a vote?

No

Do abstention votes count?

No, absentee votes are not permitted.

How do you deal with a "friendly amendment"?

"Friendly amendments" are not recognized in RRO. The preferred method is to vote on the original motion first and then a second motion can be made and voted upon.

Isn't it true that a member who has a conflict of interest with respect to a motion cannot vote on the motion?

In RRO, a board member cannot be compelled to refrain from voting even if they have a real or perceived conflict of interest. However, the board's bylaws may limit member's voting privileges in such instances, and even without bylaws that state so, most board members respect this concept and do refrain from voting voluntarily.

Should proxy votes be counted?

Proxy votes are not recognized and thus are not counted.

Must debate on a motion stop immediately as soon as any member calls the question?

No, this is not true. For a member to "force" a vote he/she must first get the floor (be recognized by the chair) and then make a motion to end debate on the motion. That motion to end debate must be seconded and approved by a majority of the board. If approved, the debate ends, and a vote is taken. If not approved, the debate continues.

How can I get an item on the agenda for a meeting?

For a proposed agenda to become the official agenda for a board meeting, it must be adopted by the board at the outset of the meeting. At the time that an agenda is presented for adoption, it is in order for any member to move to amend the proposed agenda by adding any item that the member desires to add, or by proposing any other change. Agenda items so proposed are added if a majority of the board agrees with their addition.

It is wrong to assume, as many do, that the president (board chair) "sets the agenda." It is common for the board chair/school leader to prepare a proposed agenda, but that becomes binding only if it is adopted by the full board, perhaps after amendments as just described.



Parliamentary Procedures: 5 Commonly Observed Practices to Avoid

The following action/lack of action on the part of ACNW authorized school boards are the most commonly observed by ACNW evaluators.

They may not occur at all for some schools and may occur for some schools at some but not every board meeting. Often, the degree of adherence to parliamentary procedures depends on the knowledge, experience, and skill of the board chair and/or the training and interest levels of board members.

- 1** When board meetings are convened, board chairs sometimes do not take definitive action to verify and announce that a quorum of the board is present at that time. One simple solution is for the board chair to do the following: ask the board clerk or secretary to call the roll of board members and while that is taking place, the chair can count members present to determine if there is a quorum. After which, for example, the chair can announce, “We have five of seven board members present, which is a quorum.” Or, the chair can ask the clerk or secretary to announce the result of the roll call and then to announce that a quorum is or is not present based on that announcement.
- 2** Discussion of a board meeting action item (items on which board members must individually vote) takes place prior to a board member making a motion for the board to approve the action proposed in the motion, and the motion receiving a second. The preferred procedure is: a) board member moves approval; b) a different board member seconds the motion; c) the board discusses/debates the motion; d) a vote is taken to approve / deny the motion.
- 3** The board chair does not inform the board members how they should signify their votes on action items. The correct RRO procedure is for the board chair to say, for example, “All members in favor of the motion signify by saying aye.” The chair then counts and records the number of ayes; then, the board chair says, “All members who oppose the motion, signify by saying nay.” The chair then counts and records the number of nays. Then the board chair calls for and records the number of abstentions. The board chair verifies that all board members present voted, and if not asks any board member who did not vote to

do so. After all votes are cast, counted, and recorded, the board chair reports the result to the board. For example, if the motion is approved, the chair might say, "With five yays, two nays, and no abstentions, the motion is approved." For a motion that is not approved, the chair might say, "With two yays, five nays, and no abstentions, the motion is not approved."

4 Board meetings are very informal. This means that board members do not wait to be recognized by the board chair prior to speaking. They often speak over or interrupt other board members, and board members wander off task to discuss non-agenda items, or have side conversations. Best practice that yields both efficient and effective board meetings does not have to be stiff and formal; however, there is a middle ground where board members are cordial and engaged and stick to the agenda by following the very basic RRO as described above.

5 Board meetings do not follow the approved meeting agenda. This occurs most often when conditions described in #4 above are in play and/or when the board has a chair that does not take an active role in managing the meeting in a way that keeps board members engaged and on task with the agenda items. Sometimes board chairs need to be a bit assertive to accomplish this; however, this can be done in a friendly manner, too.