

Forest Lakes

Mutual Water Company

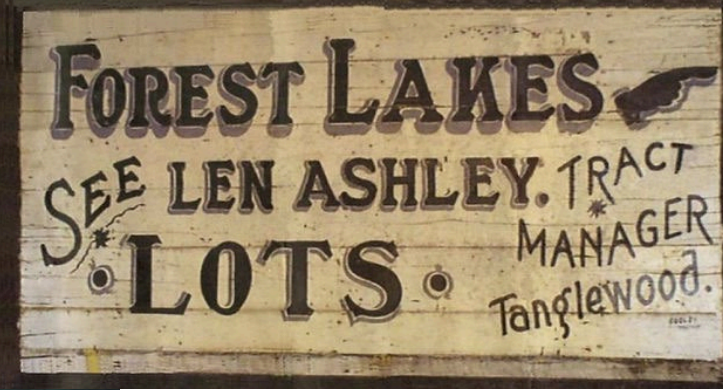
Board of Directors Series Training:

Conducting Board Meetings

June 14, 2022

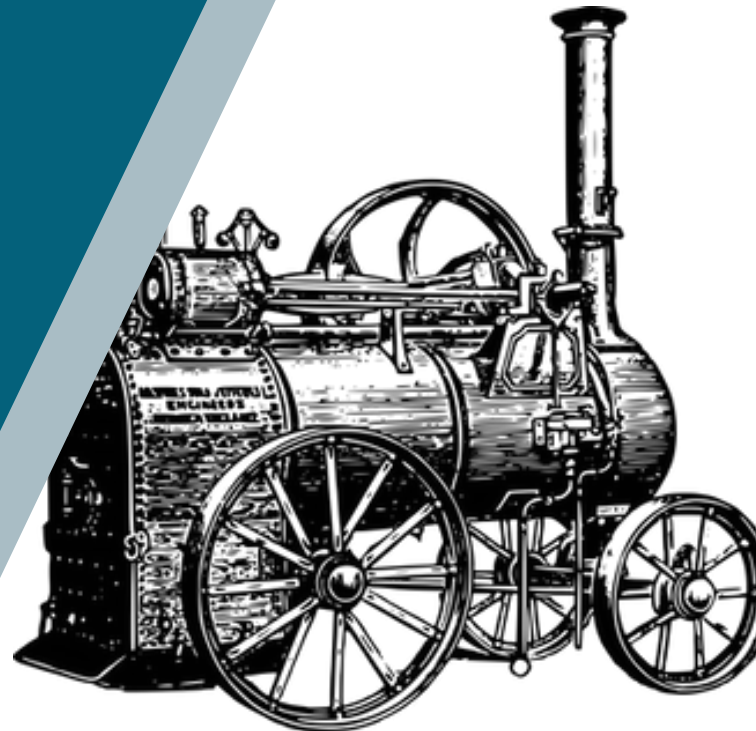
Henry Burnett

Pete Gonda



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Forest Lakes Mutual Water Company
Water Conservation Level



Training Topics



A. Conducting Board meetings

B. Board member responsibilities

C. Codes of conduct and ethics

D. Open meeting requirements

Conducting Board Meetings

Parliamentary Procedure (Robert's, Rosenberg's Rules of Order)

Establish
framework for
orderly meetings

Engender wider
understanding of
issues at hand

Encourage
discussion and
facilitate Board
decisions

Majority rules

Role of Board President During Meeting Discussions



Applies Rules of
Conduct



Takes Less Active
Role in Discussions



Makes final ruling
on rules

All Board members should understand and help with application of the rules

Meeting Agenda and Meeting Flow

- Roadmap for meeting
- Board and community should be able to discern what is being discussed or acted upon
- Should identify, differentiate between discussion and action items
- Could include consent agenda, old and new business
- Should not be overloaded
- Committee reports should be brief and cover only what they are charged with doing
 - *Not an opportunity for discussion or to introduce new business*

Consent Agenda

- Facilitates one vote for multiple items
- Typically used for accepting bids/awarding contracts
- Not used for controversial or politically sensitive items
- Not used for discussion items or new business
- Can be used for old business that has been acted upon or discussed
 - New policy that comes back to Board for final consideration of directed changes
- Requires written report with all relevant information, fiscal impact and recommendation

Basic Format for Agenda Item Dialogue

First

- Chair announces agenda item number, subject and format to be followed to consider the item

Second

- Chair invites appropriate person to report on agenda item, including any **recommendation they** have

Third

- Chair then asks Board members if they have **clarifying questions** for the presenter
- Presenter responds to questions

Basic Format for Agenda Item Dialogue

Fourth

- Chair should now invite **public comment** to speak on the agenda item, with time limiter as appropriate
- Chair then announces end of public comment period

Fifth

- Chair then invites a **motion** from the Board
- Chair should announce the name of the Board member who makes the motion

Sixth

- Chair then asks if a Board member wishes to **second** the motion, and announce the name of the Board member

Basic Format for Agenda Item Dialogue

Seventh

- If a motion is made and seconded, chair should **ensure everyone understands** the motion by asking maker or secretary to **repeat it**, or by repeating it

Eighth

- Chair now **invites discussion** of the motion by Board members
- If there is no desired discussion, chair **calls for vote**
- If there is discussion, it is good practice to repeat the motion

Ninth

- Chair then calls for vote, announcing the “ayes” and “nays”
- Board members **may abstain** by not voting or registering an abstention
- Simple majority determines whether motion passes or fails

Tenth

- Chair announces result of vote and what action, if any, has been taken
- If announcing the vote, chair should indicate **dissenting** Board members

Making Motions

Best to have motion
before Board prior
to having discussion

Helps Board focus

President initiates
the motion

President Invites Motion: 3 Ways

Inviting Board Members

“A motion at this time would be in order.”

Suggesting a Motion

“A motion would be in order that we give a 5-day notice in the future for all meetings.”

Making the Motion

- President can make motion at any time
- Typically done if convinced no other member is willing to do so

Types of Motions

Basic Motion

- Initial motion that puts forth a decision for consideration:
“I move that we create a Board sub-committee to develop a new rate structure.”
- Must be seconded

Motion to Amend

- Changes the basic motion by amending it:
“I move that we amend the motion in order to create a committee of shareholders to recommend a new rate structure.”
- Requires a second

Substitute Motion

- Completely eliminates basic motion and introduces a new motion
- Requires a second

Friendly Amendments

Simple, efficient way of sidestepping formal motions

Use when it appears that change to basic motion is desirable

Suggested by member who has floor

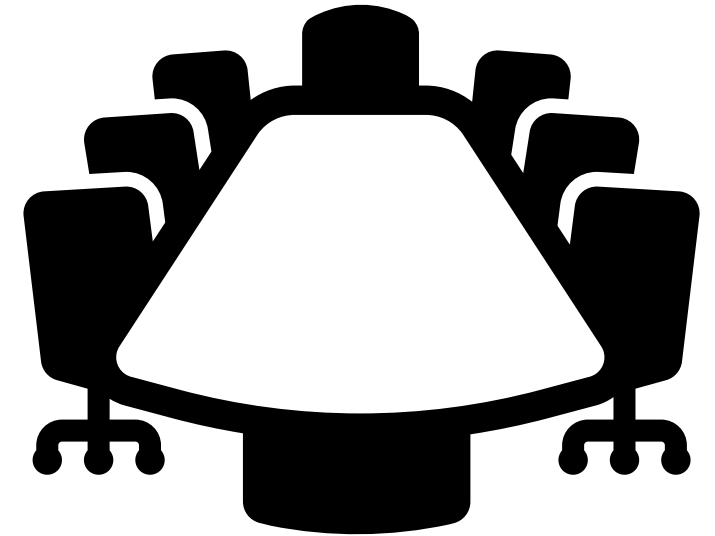
Requires maker of motion, and person who seconded, to agree

Becomes pending motion on floor

Note: If maker or the person who seconded rejects the proposer friendly amendment, then the proposer may formally move to amend the motion.

Additional Information About Motions

- ***Can have multiple motions before the Board***
 - Up to three motions at the same time
 - All must be seconded
 - Requires President to deal with last motion first!
- ***Basic rule of motions is that they are subject to discussion and debate***
 - If debate is taking too long, President can cut off debate to move on
- ***Non-debatable motions (requires second)***
 - Motion to adjourn, fix time to adjourn
 - Motion to recess
 - Motion to table
 - Motion to limit debate
 - Motion to reconsider
 - Other



Courtesy and Decorum



Always best for one person at a time to have the floor



Each speaker is recognized by President before proceeding



Debate and discussion must focus on the agenda item as presented

Attend to business fairly, efficiently and with full participation