

Say What?! How Effective Board Process Reduces Disruption and Improves Governance

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Association of Washington Public Hospital Districts

October 6, 2015

Seattle, Washington

Workshop method

- We're going to have a board meeting.
- You are the directors.
- Some people have “remarks” to make, printed on white paper.
- Please look at them and be prepared to speak up when your number is called.
- “Special instructions” are just for you – don't read them aloud.

Workshop plan

- I. Principle of Equality
- II. Rules for Discussion
- III. Role of Chair
- IV. What Members Can Do
- V. Who's in Charge of What?
- VI. Conclusion

Unanimous consent

- Form of voting – a type of “fast track.”
- Very efficient.
- Presider suggests something, and if you agree, REMAIN SILENT. Silence means consent.
- If you disagree, say “OBJECTION.”
- Presider then knows that everyone does not agree, and abandons the fast track to use the regular method.

I. Principle of Equality

Key Principle

All members have equal rights,
privileges and obligations.

Key Point

Discussion in board & council meetings
is NOT A CONVERSATION.

Rules for discussion

- No one may speak a second time until everyone who wishes to do so has spoken once.

Rules for discussion

- No one may speak a second time until everyone who wishes to do so has spoken once.

This is **CRITICAL!**

- Applying this rule will transform your meetings.
- It is a **MUST** if you wish to avoid disruption and maximize your effectiveness.

Why don't we follow this rule?

- Boards tend to discuss their affairs in conversational mode.
- In conversations, dominant people tend to dominate,
- And agreeable people tend to let them.
- Must have a structure to make sure that everyone has an equal chance to speak.
- This is both fair and efficient.

HOW to do this?

- Members seek recognition before speaking.
- Members speak to the chair, not to each other.
- You keep track of who has spoken and who wishes to speak.
- You can empower your vice-chair to keep track – great training for them.
- You can use the “round robin.”

Seeking recognition

- Members must seek recognition from the presider before speaking.

Seeking recognition

- Raise your hand and wait to speak until the presider (chair) calls your name, nods at you, or gives some other sign that you have permission to speak (you “have the floor”)

Seeking recognition

- DO NOT raise your hand and start to speak at the same time. This is unacceptable.

ROUND ROBIN

A great method – the “round robin”

- The chair goes around the table, asking each person in turn for their opinion. People may pass, and speak at the end.
- Important to have a pencil in hand, to jot down points or questions for when your turn arrives.
- Chair must wait his turn also!
- This rule applies to questions and answers also, and to discussions with staff.
- Don't let any two people “hijack” the meeting.

II. Rules for Discussion

Speak to the chair

- Speak to the chair, NOT to another member.
- It is a kind of “SONAR.” Everything pings back and forth between the chair and the members.

Speak to the chair

- This means that members may not say “YOU” to another member.
- Insist on this rule!

Unacceptable Remarks

- Personal remarks may not be made.

Unacceptable Remarks

- Insults or attacking language are not allowed.
- Profanity is not allowed.
- Courtesy and respect are required at all times.

Unacceptable Remarks

- Members may not use inflammatory language.

Unacceptable Remarks

- Members may not refer to another's motives (except in case of conflict of interest).

Unacceptable Remarks

- Members may not criticize past actions of the group (unless subject is under discussion, or you are going to propose a change at the end of your speech).

Rules for discussion

- One subject is discussed at a time.
- Robert's Rules is very linear!
- This helps create efficiency.

Unacceptable Remarks

- All discussion must be germane to the topic or motion.
- Germane = “relevant”

Unacceptable Remarks

- When someone says something that isn't germane, use this phrase:

Members will kindly keep their comments strictly to the topic under discussion.

“For” or “against”

- When a motion is being discussed, members must speak for or against the motion, or ask a question.

Rules for discussion

- Seek recognition before speaking.
- Speak to the chair, not to another member.
- **No one may speak a second time until everyone who wishes to do so has spoken once.**
- No personal remarks.
- No insults or attacking language.
- No inflammatory language.

Rules for discussion

- No speaking about other members' motives (except for conflict of interest).
- No criticizing past actions of the group, unless under discussion or planning to introduce motion to amend or rescind at end of speech.
- One subject at a time.
- Remarks must be germane (relevant) to motion.
- Must speak for or against motion, or ask a question.

III. Role of Chair

Chair **MUST** control discussion

- Repeat: the chair must control the meeting discussion.
- The chair serves as a **BENEVOLENT DICTATOR**, enforcing the rules the group has chosen.

Chair **MUST** control discussion

- Interrupt people when necessary.
- Don't shrink from this duty!

Who sez?

- “It the duty of the presiding officer to enforce the rules relating to debate and those relating to order and decorum within the assembly.”

Robert's Rules of Order p. 450

Who sez?

- All persons present at a meeting must obey the mayor's orders.

Rules of procedure for a Washington city

Who sez?

- All persons present at a meeting must obey the rules of the meeting.

Rules of the meeting are the same as the rules of the city

Who sez?

- “All persons present at a meeting must obey the **legitimate orders** of the presiding officer.”

Robert's Rules of Order p. 645

Chair **MUST** control discussion

- If someone speaks up without being recognized, **STOP THEM.**
- If someone speaks to another member instead of to the chair, **STOP THEM.**

Chair **MUST** control discussion

- If someone speaks out of turn, **STOP THEM.**
- If someone make obnoxious remarks, **STOP THEM.**

We don't like this

- The modern style is completely opposite.
- We're encouraged to speak softly, gently, indirectly.
- We're encouraged to use "I" statements.
- Forget all that when running a meeting.

A balancing act

- Speak clearly and definitely.
- Speak warmly and with energy.
- Know when to smile and when not.
- Never say “but.” You can always say “and.”

Compare and contrast...

- *Well, I guess the agenda is adopted....*
- *The agenda is adopted and our next item of business is approval of the minutes.*

Compare and contrast...

- *I kind of feel as if we're not really focused here...*
- *At this point we are discussing Motion X. Discussion on any other topic is not in order.*

Compare and contrast...

- *I've been noticing that some people are speaking several times in a row...*
- *Members are reminded that no one may speak a second time until everyone who wishes to do so has spoken once.*

A balancing act

- Don't say "I." Say "your chair" or "the presider" or "your president."
- Don't say "you." Say "the member" or "members."

Brisk, warm neutrality

- It's important to be business-like and focused.
- Keep things moving.
- At the same time, show humanity and humor when appropriate.

Bottom line

- If you lose control, the meeting is a failure.
- Control the meeting while at the same time,
- Keeping emotionally connected to the members.

IV. What Members Can Do

IV. What Members Can Do

- a. When chair is passive in face of meeting discussion done badly
- b. When chair behaves badly
- c. When unacceptable remarks are made

Point of Order

- When ANOTHER MEMBER breaks one of the rules, a member may make a POINT OF ORDER.

Point of Order

- A motion claiming that a mistake has been made.
- According to Robert, can be made only by a member.
- We recommend authorizing staff to do this also
- May interrupt a speaker if necessary.
- Must be timely.

Sequence

- Member says “point of order.”
- Chair responds, “State your point.”
- Member states the issue.
- Chair issues a ruling: Either
 - The point is well taken OR
 - The point is not well taken.

Timeliness

- **Must be timely.**
- May be raised up until the next item of business is taken up.
- If you wait, it will be too late.
- There are a **very few exceptions**, but they are rare.

Chair doesn't use the words “point of order”

- The chair has the duty of maintaining order and decorum, so doesn't need to say “point of order.”
- Just needs to take appropriate action.

Point of Order

- When ANOTHER MEMBER breaks one of the rules, a member may make a POINT OF ORDER.
- When the CHAIR breaks one of the rules, a MEMBER may make a point of order challenging the chair's action.

Point of Order

- In either case, the Chair must issue a ruling on the point of order.

Chair may not participate in debate

- In large assemblies, chair may not participate in debate.
- Exception: Chair may relinquish position as presider and sit on the floor with other members. Vice-President presides until issue resolved.

Robert has special rules for small boards

- In small boards (up to about 12 people), rules are different.
- Chair may participate in discussion, make motions and vote, unless bylaws or regulations say otherwise.
- Nevertheless, we recommend restraint.

Chair controls process, not content

- Chair has a duty to ensure a fair process.
- Chair may not attempt to direct **CONTENT** of members' speeches.
- Exception: when speech is not germane.

Chair may not get all emotional

- Chair has a duty to maintain a calm, steady demeanor, no matter how deeply he feels about the issues and the meeting.

Chair may not interrupt speaker

- Chair may not interrupt speaker just because she knows more about subject than speaker does.
- Exception: when rules are being broken, chair may interrupt.

Chair may not throw member out of the room

- Only the body has the right to order one of its own members to leave the meeting.

Appeal

A member who disagrees with the chair's ruling may APPEAL it.

Chair's rulings can be appealed

- The CHAIR enforces order and decorum.
- The GROUP is the final authority.
- Any ruling of the chair can be appealed.
- EXCEPTION: If the ruling is a matter of fact on which there cannot be two interpretations, the ruling cannot be appealed.

Appeal

The most important motion in all of
Robert's Rules –
and the least known!

Appeal

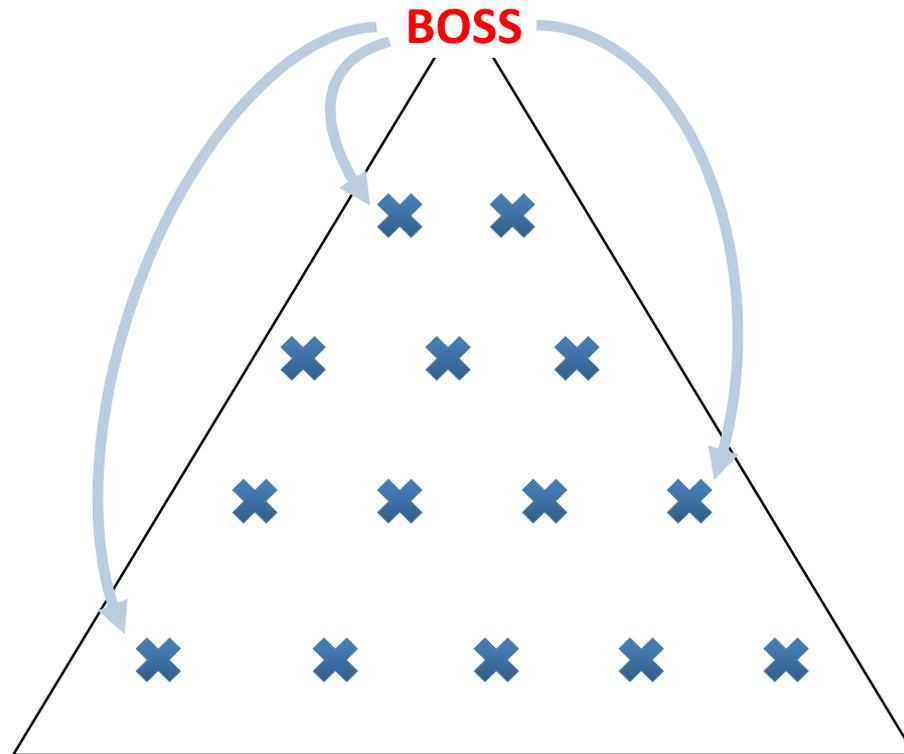
- When a member disagrees with a ruling of the chair, the member may “appeal.”
- If another member seconds the appeal, the group decides.
- This is the ultimate way in which “the group is the final authority.”

Appeal

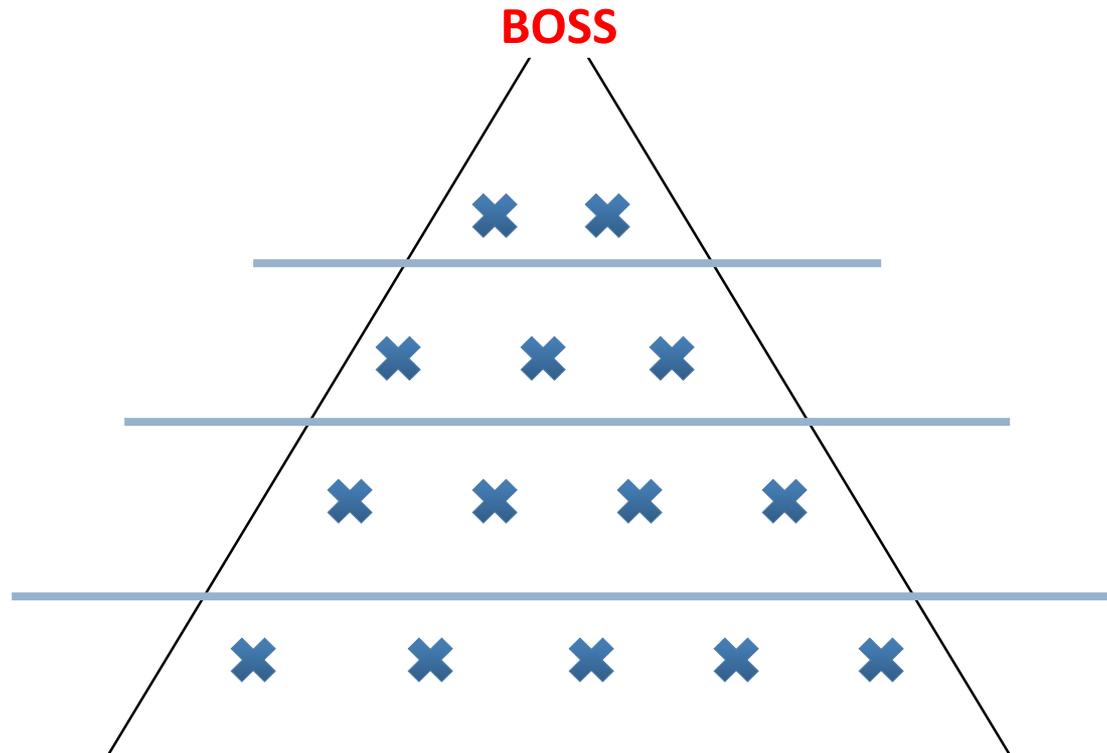
- Chair must take care in explaining vote to members.
- Question being voted on is, “Shall the decision of the chair be UPHELD?”
- Takes a **NEGATIVE** vote for the appeal to win. A majority vote or a tie upholds the chair’s decision.

V. Who's in Charge of What?

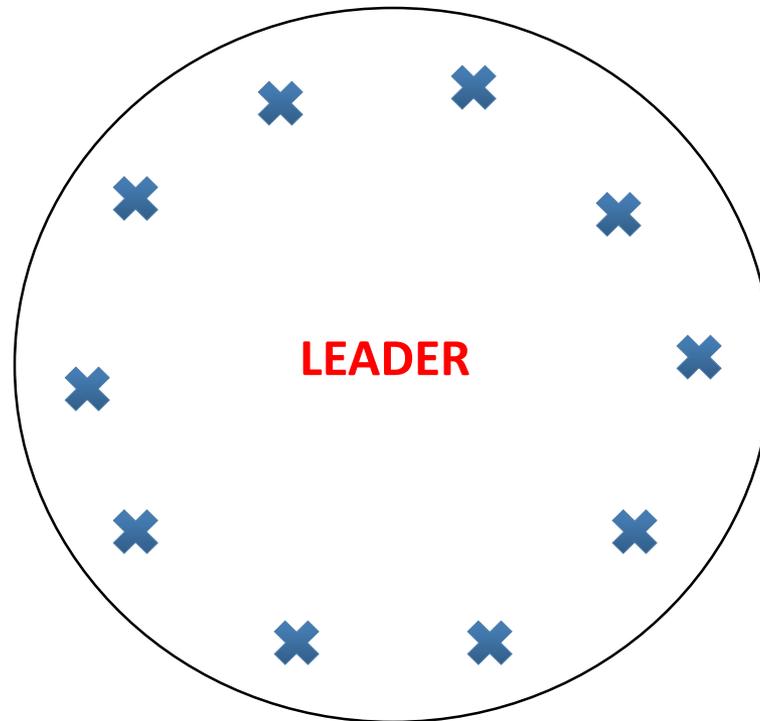
Accountability Hierarchy



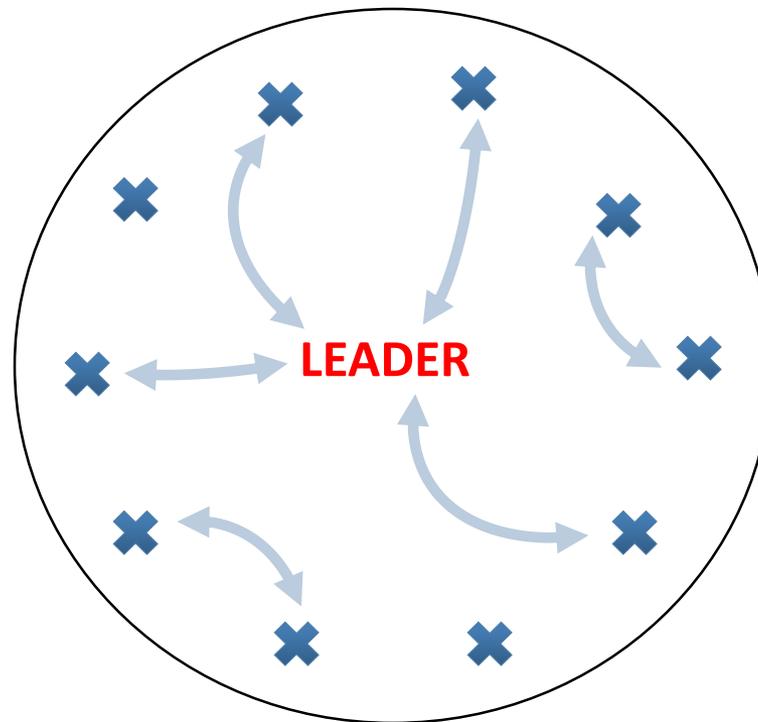
Accountability Hierarchy



Voluntary Association



Voluntary Association



Three Duties of Leader

- Manage or administer the association
- Lead the association
- Preside at the association's meetings

Key Point

During meetings,
the presider controls the process
so the group can make the decisions.

Key Point

During meetings,
the presider is the servant of the group,
and the group is the final authority.

**What is each person's
individual authority?**

ZERO
Nothing
Nada
Zip
0

What is each person's individual authority?

All members of a governing board share in a joint and collective authority which exists and can be exercised only when the group is in session.

The Standard Code of Parliamentary Procedure

VI. Conclusion

Chair **MUST** control discussion

- If someone speaks up without being recognized, **STOP THEM.**
- If someone speaks to another member instead of to the chair, **STOP THEM.**

Chair **MUST** control discussion

- If someone speaks out of turn, **STOP THEM.**
- If someone make obnoxious remarks, **STOP THEM.**

Chair **MUST** control discussion

- Stop them nicely, but stop them.
- Explain clearly.
- Move ahead briskly.
- Be polite and be firm.
- Keep calm!

Chair MUST NOT:

- Participate in the debate (unless small board).
- Try to control the content of the debate.
- Get all emotional.
- Interrupt a speaker because he knows more than speaker about the subject.
- Throw a member out of the room.

Informal discussion

- Sometimes there is benefit in the conversational style or “informal discussion.”
- This can work well in study sessions.
- However, DON'T make the conversational style your “default” style of discussion.

WHY do we need these rules?

- Because the single most important factor in group decision-making is whether the individuals involved are thinking freely, and giving their true **INDEPENDENT** judgment. But oftentimes we fail to do this.
- You can have “group genius” instead of “group think” if you hear from **EVERYBODY** before moving into decision-making mode.

Key principles

- The presider must control the meeting.
- The presider is the servant of the group and the group is the final authority.
- Courtesy and respect are essential.

Key rules

- Members must seek recognition before speaking.
- No one may speak a second time until everyone who wishes to do so has spoken once.

Thomas Jefferson said it best...

An association of people who will not quarrel with one another is a thing which has never yet existed, from the greatest confederacy of nations down to a town meeting or a vestry.

In conclusion...

- If you lose control, the meeting is a failure.
- Control the meeting in the service of the members.
- Remain the servant of the members.
- Keep an emotional connection with the members.
- When in doubt, ask the group! The group is the final authority.

Disclaimer: Nothing in this presentation constitutes business or legal advice.

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