

Bite Size Pieces

Learning Topic- Board Meetings – Module Three

1. Recommended Pre-requisite(s) - Governance BSP modules one and two

2. Learning Objectives

Develop and Effective Meeting Model and Structure for Board Meetings

This session will help you and your fellow board members decide on how to best run your meetings. It draws both on some common wisdom for running meetings of any kind and on the essential ingredients needed for effective board meetings.

Note – Has your board already completed the Governance BSP modules one and two? If not, you can download them from the BSWG website!

3. Content Covered

Guidelines for Running Effective Meetings
Your Board's Commitment Moving Forward

Tip – If food is being served at your meeting, you might consider having the board start the module while eating.

4. Learning Outline

Before the session, you may wish to read 'Board Meeting Tips', which is an excerpt from the Community Legal Clinics Board Manual Template. You will also want to prepare the 'Charter' flip chart so it is ready for you to fill in the blanks at the end of the session.

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Remember to keep it hidden until the Board is ready to commit to future actions!

Begin the session by asking participants to call out what they think works well in your board meetings. Capture their ideas on one flip chart. (5 minutes)

Now ask participants to call out what they would like to see improved in your board meetings. Capture their ideas on one flip chart. (5 minutes)

Hand out the 'Making Meetings Matter' document. Ask the group to call out where they see agreement with the good things about your meetings and where they would like to see improvement. Ask them to also call out any ideas they do not see on either flip chart. Capture on a third flip chart. (5 minutes)

Ask board members to reflect on what they see on the flip charts and how they could contribute to making meetings more productive. Ask board members how staff could contribute to making meetings more productive. Summarize the key points on the 'Charter Flip Chart'. (5 minutes)

Option – You may prefer to handout the 'Making Meetings Matter' document and divide your board into two groups to discuss how they are doing in relation to this list. Once they have had a chance to discuss this, ask a representative from each group to identify what is working well and where they would like to see improvement. Capture on flip charts as noted above.

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Note – All References to readings and handouts are covered in the “Equipment and Materials” section.

5. Equipment and Materials

Pre-reading - “Board Meeting Tips” (pages 6-11)

Flip chart and markers

Flip Chart - Charter (page 12)

Handout – “Making Meetings Matter” handout (pages 13-17)

Note – This session’s pre-reading is taken from the Board Manual template which is available on our website – www.onboardlegalclinics.org under “Board Tools” – “Board Tool Kit”

6. Timeframe

20 minutes

7. Facilitator Notes

Use this section to make your own notes about the session. Be sure to share anything of an evaluation nature when the session is over.

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8. Results/Evaluation

Please make enough copies of the Evaluation form (page 18-19) and have each participant complete and hand in to you at the end of the session

Note – Evaluation is an important part of our training success! Please ask all participants to complete an evaluation form.

9. Next Steps

Consider adding another Bite Size Piece module to your next agenda.

Ask for a volunteer to lead the next session.

Encourage all board members to visit www.onboardlegalclinics.org to sign up for automatic updates on board learning and development

Tip – why not download the ‘Bite Size Pieces Board Training Grid’ which your board can use to track what training has been covered and who has been a session leader?

Learning Topic – Board Governance – Module Three

Pre-reading – Board Meeting Tips

1. Corporations Act

There are very few requirements in the *Corporations Act* with respect to the meetings of the Board of Directors. Section 288(1) provides that a quorum for a Board meeting cannot be less than two-fifths of the Directors. If there is no specific provision in the By-laws (or Letters Patent or Supplementary Letters Patent) regarding a quorum for Board Meetings, then a quorum is a majority (i.e. over 50%).

Section 283(3.1) of the *Act*, enacted in 1998, provides for conference call meetings and even “virtual” meetings in a computer “chat room” if there is unanimous consent. Section 283(3.1) reads as follows:

Unless the by-laws otherwise provide, if all the directors of a corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes on this Act to be present at the meeting.

This may be useful in an “emergency” situation, or if a Clinic Director is physically unable to attend meetings because of distance, or health or disability considerations.

2. Recommended Approaches

It is very important that meetings of the Board of Directors of a clinic effective and productive. The following are

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recommended approaches to help ensure that these ends are accomplished:

- It is helpful for the Board to schedule at least a few meeting dates in advance, so that Board members can plan to keep them open, and so that arrangements for child care and accessibility can be made. If the same time each month is not equally convenient for all Board members, consideration may be given to having the meeting on alternate days each month.
- An important starting point is to plan for the meeting in advance. The president or Chair, in consultation with the senior staff person, should identify the key issues that need to be discussed at the Board meeting, and plan an agenda that will facilitate discussion of these items. The agenda should have recommended timelines for dealing with agenda items, although these cannot necessarily be adhered to rigidly.
- Where possible, the minutes of the previous meeting, reports and other background information should be distributed to the Board members in advance of the meeting, to permit them to prepare effectively.

* COMMUNITY LEGAL CLINIC BOARD MANUAL
TEMPLATE Excerpt pp. 43 to 45

At the beginning of the meeting, Board members should be given an opportunity to identify any actual or potential conflicts of interest that they may have with respect to specific agenda items, so the meeting can be organized to excuse them with these items are discussed if necessary. Board members should also be asked if any have a special

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reason for leaving early, so that the agenda can be organized to ensure so far as possible that they have an opportunity to take part in key decisions.

Board meetings of clinics tend to be relatively small and informal, and not to require formal rules of procedure (see Section VI-E). However, Boards should discuss and develop informal rules to ensure that Board meetings are effective, and everyone is treated with courtesy and respect. The President or Chair, and other experienced or senior Board members, have an important leadership role to play in this regard. The Chair should hear everyone's viewpoint, but should not allow one, or a few, Board members to dominate the discussion on every point. One effective way of keeping the discussion "balanced" is for the Chair to ask a Board member who has not spoken on an issue for her or his opinion. If there is a "personal conflict" or contentious issue before the Board, it is especially important for the President or Chair to demonstrate fairness and even-handedness in dealing with it.

While the President or elected Chair is usually also the Chair of the Board meetings, if this is creating a perception of unfairness on the part of Board members (e.g. if the President tends to speak to all issues as well as Chairing) consideration can be given to allowing the Vice-President or another Board member to Chair, or even to rotating the role of the Chair. However, if there are to be different Chairs it is probably best to have a rule determining this in advance, rather than working it out on an ad hoc basis at each meeting.

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To encourage frankness and openness in Board discussions, it is usually best as a general practice not to record discussions in detail in the minutes, and especially

Best not to record specific comments made by individual Board members. A Board member who speaks on one side of an issue at a point during the meeting may come to be persuaded by those speaking on the other side, or may wish to subsequently express solidarity with the rest of the Board in its position, even if it is one the Director personally would not have supported. On occasion, a Board member may feel strongly that he or she wants a specific position or comment to be recorded, and this request should usually be respected.

The clinic must keep the minutes (preferably in a minute book) of members meetings, board meetings and executive committee meetings. All clinic members are entitled to look at these minutes, including any minutes from in camera (a private meeting for Board members only) meetings. In camera meetings are held to discuss delicate issues such as personnel matters.

It is important that all decisions of the Board be expressed clearly in the form of motions and recorded in the minutes. If further action is required, it is also helpful to indicate this clearly in the minutes.

If resolution of an issue is proving difficult for the Board, Directors should turn their attention to some additional process that may help in resolving the issue fairly and appropriately. Some possible approaches include:

- Appointing a sub-committee to work on the issue

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Requesting Board or Staff members to research the issue further

Recommending a meeting with others in the community to discuss the issue further

Tabling the issue until the next meeting to give Directors an opportunity for reconsideration and informal discussion among themselves.

Agreeing on a process for dealing with a difficult issue fairly is often an important first step in coming to a resolution. Even those who disagree with the ultimate decision may be more comfortable in accepting it, if they believe a significant effort was made by the Board to consider it fully and openly. Where there is a sharp disagreement on an issue before the Board, generally an effective approach is to involve those who feel most strongly on each side in further attempts to resolve it (if there is some element of reasonableness and good will on both sides). Those who can "see both sides" and have mediation skills need to be involved as well.

Sometimes with smaller Boards, as is typical of legal clinics, there is a tendency to make decisions "by consensus" without recorded votes. This, however, may shade over into an approach in which clear decisions are not made and recorded at all. It is probably a better approach for the Chair to call for a vote on motions, particularly important ones, being careful to ask for abstentions as well as "nays". While consensus may be a desirable goal in general, Board members should be expected to have some diversity of opinion on contentious issues from time to time. A vote in which dissenting members can at least record their

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opposition to a Board decision may not be the worst way to bring "closure" to a difficult issue.

Ordinarily Board meetings and discussions should be open to the membership and to interested members of the community, except for discussion of matters that require confidentiality, such as human resources issues regarding individual staff, or client complaints. It is within the discretion of the Chair whether to permit members who are not Directors or community representatives to address the Board meeting and participate in the discussion. While the Board should encourage broader community participation which is constructive in intent, it is under no obligation to allow non-Directors to speak if that will unduly disrupt the meeting. The Board has been elected by the membership to govern the affairs of the clinic and has a right to meet and deliberate to carry out that mandate.

Learning Topic – Board Governance – Module Three
Flip Chart - Charter

BOARD MEETINGS CHARTER 2006-2007

Purpose

This charter is our commitment to run effective board meetings.

Key Objectives

Prepare and deliver agenda one week in advance
Allow for approval of 'consent agenda' items
Promote full and fair discussion of other topics
Stick to the allotted time frame for each topic
Agree to take other topics 'off line' as necessary

Measures of Success

Meetings begin and end on time
All items are sufficiently covered
'Other' business handled effectively 'off line'
Majority of board members agree meetings are effective

Learning Topic – Board Governance – Module Three Handout – Making Meetings Matter

Community clinic boards are made up of a very valuable but limited resource – volunteers and the time they have available. To make the most of this time together, you may wish to consider the following:

1. Circulate an Agenda in Advance

Send out the meeting agenda and any attachments one week in advance by e-mail

If not everyone has access to e-mail, arrange to have a copy available at the clinic on the same day it is sent out

Make sure all board members know it is their responsibility to pick up their agenda and attachments either by e-mail or at the clinic office

2. Allot Specific Times For Each Topic on The Agenda

Gauge the length of time you think will be needed for each topic

Put a time allotment beside each topic on the agenda

Consider allowing for a range of time – e.g. 10-15 minutes

Appoint a timekeeper for the meeting

Give the timekeeper authority to call ‘time’ on any topic

Agree that all topics where ‘time’ is called will be deferred

Learning Topic – Board Governance – Module Three Handout – Making Meetings Matter

Defer items either to another meeting (if a vote is needed) or a committee (if a recommendation can be brought to the next meeting)

3. Start The Meeting on Time

If you start with food, allow 15 minutes of 'flex time'
At the end of the 'flex time' begin the meeting by taking attendance

Confirm who has send 'regrets' and who is still expected

Ask one member of the board to attempt to contact those expected

If you have quorum, begin reviewing the minutes of the last meeting

Approve the minutes of the last meeting

4. Review All Action Points Emanating From the Last Meeting

Maintain a list of all action points from the last and previous meetings

Make sure at least one board member is assigned to each action item

Review the status of each action item

Learning Topic – Board Governance – Module Three
Handout – Making Meetings Matter

5. Make People Account For Their Action or Inaction

Congratulate those board members who completed their tasks

Ask those who did not, the reason why they did not complete them

Ask those who did not if they feel capable of completing the task

Confirm how they will ensure it is completed for the next meeting

Capture the reason and action plan in the meeting minutes

6. Review the Agenda

Confirm that everyone has had a chance to review the Agenda and any attachments

Poll the group for questions, amendments or additions to the Agenda

Poll the group to ensure everyone agrees with the amendments or additions (e.g. change the order of topics, allow more time for one)

Make the necessary changes and begin to discuss the topics

Learning Topic – Board Governance – Module Three
Handout – Making Meetings Matter

7. Allow For ‘Consent Agenda’ Voting

Items which require a vote at the meeting but are unlikely to need discussion are presented as a package (called the ‘consent agenda’) to be voted on as one item

At the request of any member who wishes to have an item discussed, that item is removed from the ‘consent agenda’ and dealt with separately. The ‘consent agenda’ vote is then taken for the remaining items

8. Promote Full and Fair Discussion

Assign one board member to lead the discussion on each item

Assign another board member to facilitate the discussion

Make sure everyone understands the basic precepts of ‘Robert’s Rules’

Ask your ‘timekeeper’ for a ‘5 minutes warning’ so you can wrap up the discussion or amend your agenda

9. Agree to ‘Park’ or Take Items ‘Off Line’

Agree that all items not included on the amended agenda will be taken ‘off line’

If topics emerge in the course of discussion, make a note of them and assign a board member to lead the ‘off line’ discussion

Learning Topic – Board Governance – Module Three
Handout – Making Meetings Matter

Should an item require full board discussion, ask this person to send it as an agenda item for the next board meeting

10. Try to Make Your Meetings ‘Pain Free’

Remember that laughter stimulates creativity by reducing levels of hormones that create stress and pain perception

Try tossing a ‘stress ball’ to identify the next speaker

Consider bribery – organize contests to generate ideas and offer prizes to encourage participation

Pass out five poker chips to each board member to use each time they want to share a thought – once done, tell them they now have to “hold ‘em”

11. End the Meeting on Time

Respect the time allotted and the other commitments board members have

Ask your ‘timekeeper’ for a 10 minutes warning so you can wrap up the meeting in something less than a flurry

12. Evaluate Your Meetings Regularly

Allow 5 minutes at the end of each meeting to poll board members on what they liked about the meeting and what they think could be improved

Learning Topic – Board Governance – Module Three Handout – Making Meetings Matter

At least once a year, send board members a written meeting evaluation request

Tabulate the results and share with the whole board

Brainstorm what you can do to deal with the areas that need improvement

Bite Size Pieces Evaluation

Name of Clinic:

Module Name: Board Meetings

Date:

Module Number: Three

About this Module

(To be completed by all participants and the session leader)

This material contributed to a better understanding of the
topic

Disagree Neutral Agree Strongly Agree

The Content was relevant

Disagree Neutral Agree Strongly Agree

The content was organized and easy to follow

Disagree Neutral Agree Strongly Agree

The time spent on this module was worth it

Disagree Neutral Agree Strongly Agree

For an introductory session, the level of the content material
was:

Too Advanced Just Right Too Basic

This module could be improved by:

Bite Size Pieces Evaluation

About Bite Size Pieces Training

(To be completed by all participants and the session leader)

This is an easy and cost-effective way to learn

Disagree Neutral Agree Strongly Agree

I like making learning a board agenda topic

Disagree Neutral Agree Strongly Agree

Everyone on the board should take a turn at leading a session

Disagree Neutral Agree Strongly Agree

About the Bite Size Pieces Facilitation

(To be completed by the session leader)

I found the facilitation notes and material easy to follow

Disagree Neutral Agree Strongly Agree

I enjoyed my role as session leader

Disagree Neutral Agree Strongly Agree

Session Leader. Please provide a copy of this evaluation form to each participant and ask that it be completed and returned to you at the end of the session.

Tabulate all results on a separate sheet and fax to the BSWG at: 1-866-674-6714. You can also send an email of the results to: contact@onboardlegalclinics.org