June 6, 2017
Regular Meeting
Item #9a
BOS/CAO

Board Governance Workshop

Board of Supervisors

Workshop on Board Governance

June 6, 2017

MONO COUNTY BOARD OF SUPERVISORS

Board Strategic Workshop

ITINERARY

Tuesday, June 6, 2017 ◆ Bridgeport, CA

9:00 Call to Order, Public Comment

Times are approximate

9:30 **Characteristics of Effective Governing Boards – Crafting Effective Relationships**

Opening: First Job
Stories from participants about leadership lessons and desired outcomes from the workshop.

Conversation: Characteristics of Effective Boards
Links characteristics of effective boards with the practices of the Mono Board to enhance communications and the climate of trust, openness and mutual respect amongst the members.

Team Building: Communications Style Inventory
Tool designed to identify and enhance interpersonal communications and relationships amongst members.

Working Together as a Governing Body *E Pluribus Unum* – Uniting the Many into One

Discussion: Effective Governance of California Counties
Participants examine the roles of County Supervisor highlighting the balance of authority and leadership practices, shared decision-making, and role of the board versus staff

- *How do we want the Board to be known by the community?*

Noon Lunch

12:45 *Roundtable:* Roles and Expectations of Board Members and Executive
Discussion explores roles of County Supervisor highlighting the balance of authority and leadership practices, and shared decision-making, and expectations Members have of each other as they govern the County

- Board, Board Member and Executive Roles
- Expectations: Board Members, CAO
- Strategies to enhance Board Governance and Board Meetings

1:30 *Conversation*: Enhancement of Board Governance and Board Meetings
Participants identify approaches to make the most effective use of their time together, both in governance practices and meeting structure

2:45 **Desired Futures for Mono County**
External Scan: Changes Which May Influence County
Changes in the world which may influence Board, County and future decisions

Future Scan: How We See Mono County in May, 2037
Board members share their desired futures and vision for County. Conversation provides members an opportunity to share individual perspectives and begin crafting a shared vision and strategy for the County.

- *How do we want the County to be known by our constituents?*

3:50 Summary Discussion: Action Steps

4:00 Adjourn

E PLURIBUS UNUM

Workshop on Board Governance

The general meaning of each Latin word is clear:
Pluribus is related to the English word: "plural"
Unum is related to the English word: "unit"

E Pluribus Unum describes an action: **Many uniting into one**

An accurate translation of the motto is "**Out of the many, the One**" – a phrase which elegantly captures both the symbolism and the reality of local governance.

WORKSHOP MATERIALS

Presented by

ALTA MESA GROUP
A public agency consultancy

No man is good enough to govern another man without the other's consent.

Abraham Lincoln

Government is a trust, and the officers of the government are trustees. And both the trust and the trustees are created for the benefit of the people.

Henry Clay

The government is us; we are the government, you and I.

Theodore Roosevelt

E Pluribus Unum

Governing Board Effectiveness

Presented by

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A public agency consultancy

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William "Bill" Chiat

Bill Chiat is Dean of the California State Association of Counties Institute for Excellence in County Government and President of Alta Mesa Group, LLC. His expertise spans over 40 years in local and state governments. He served as County Executive Officer of Napa County and Director of Organizational Effectiveness for Santa Barbara County, along with executive positions in city and special district governments. At the state level, he served as Executive Director of the Arizona Governor's Office for Excellence in Government and served on the Cabinet, and as executive director of the California Association of Local Agency Formation Commissions.

Bill provides organizational development, executive development and facilitation services for local governments throughout the West, and is an instructor in the UC-Berkeley Goldman School of Public Policy executive programs.

Bill has a B.S. from the University of Minnesota, a M.S. from the University of Michigan and is a graduate of the Senior Executives in State and Local Government Program from the Kennedy School of Government at Harvard University. He has research and taught a wide range of courses in public agency leadership, structure, governance and operations.

Leadership – Agility – Resourcefulness
Bill works to expand leadership capacity and capabilities of those in public service so they may better serve their communities and advance their personal and agency goals.

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Building Blocks of Effective Governance

1. **Clear Sense and Unity of Purpose**
2. **Common Definition of Roles and Relationships**
3. **Culture of Team Success Based on Integrity, Trust and Respect**
4. **Structure and Process Focused on Ends**

Sense and Unity of Purpose

A common focus on the difference the organization makes in the lives of its stakeholders. The core values and key goals the council members hold in common about the community and the services the organization provides. The clear sense and unity of purpose helps board members transcend their differences to fulfill a greater purpose.

The Reality

- *You were appointed as an individual, but serve as a member of a team.*
- *You don't have the authority as an individual to fix the problems you want to fix.*
- *Your success as a board member and organization is inextricably tied to the success of your board and your staff.*

Roles and Relationships

The Board's responsibility for itself: A common understanding of how the individuals will work together to accomplish the unity of purpose. Boards should have a well-defined definition of their function. The performance of that role and the relationships among members must be defined through conversation, mutual definition of those behaviors and practices expected of the members and the chief executive, and mutual responsibility for the board's performance.

Strong Governing Boards work effectively with their executive and staff: Recognition that the role of the board and that of the chief executive and the professional staff are truly separate. With the complexity of governance in today's organizations, the balance is less one in which there are firm boundaries to roles, and more one in which stakeholders, board members and professional staff view themselves as mutually supportive partners in the unity of purpose, problem solving and the delivery of agency services.

Board's Focus on Ends

- *Goal setting – retreats*
- *Exploration and analysis – committees*
- *Disposition and policy – regular meetings*
- *Stakeholder relations – stay in touch with the community 'owners' as well as constituents*
- *Resource stewardship – effective direction to staff*

Culture of Team Success

How the board leads as a team: How collectively and individually the board models and practices behaviors which inspire others, drives performance, shares authority and responsibility, and demonstrates to stakeholders and employees a caring about people, the community and the unity of purpose. Board members value differences while recognizing the importance of finding common ground. Trust is built around understanding and respect, not necessarily agreement. Successful boards appreciate the profound influence of interpersonal practices on governance and strive to develop expected norms.

Focus on Ends

Bifocal vision – The board is forward thinking both on immediate ends and the creation of policies with a long-range perspective. Immediate ends are aligned with long term priorities.

Strategic agility – The board manages political diversions to avert detours and focus its efforts and those of the staff on the immediate ends and collective goals. It guides these "means" through clear and consistent expectations of outcomes.

Communications Style Inventory

Instructions: This tool is designed to help you assess how you usually act in everyday work situations. The more you understand yourself, the more effective you can be in communicating and interacting with others. It will be most helpful to you if you candidly select each statement ... there is no right or wrong answer.

On the Scoring Table, circle A or B from each pair of statements below which is the one which MOST describes you in your work environment.

1. A) I'm usually open to getting to know people personally and establishing relationships with them.
   B) I'm not usually open to getting to know people personally and establishing relationships with them.
2. A) I usually react slowly and deliberately.
   B) I usually react quickly and spontaneously.
3. A) I'm usually guarded about other people's use of my time.
   B) I'm usually open to other people's use of my time.
4. A) I usually introduce myself at social gatherings.
   B) I usually wait for others to introduce themselves to me at social gatherings.
5. A) I usually focus my conversations on the interests of the people involved, even if that means straying from the business or subject at hand.
   B) I usually focus my conversations on the tasks, issues, business, or subject at hand.
6. A) I'm usually not assertive, and I can be patient with a slow pace.
   B) I'm usually assertive, and at times I can be impatient with a slow pace.
7. A) I usually make decisions based on facts or evidence.
   B) I usually make decisions based on feelings, experiences or relationships.
8. A) I usually contribute frequently to group conversations.
   B) I usually contribute infrequently to group conversations.
9. A) I usually prefer to work with and through others, providing support when possible.
   B) I usually prefer to work independently or dictate the conditions in terms of how others are involved.
10. A) I usually ask questions or speak tentatively and indirectly.
    B) I usually make empathic statements or directly expressed opinions.
11. A) I usually focus primarily on ideas, concepts, or results.
    B) I usually focus primarily on persons, interactions, and feelings.
12. A) I usually use gestures, facial expression, and voice intonations to emphasize points.
    B) I usually do not use gestures, facial expressions, and voice intonations to emphasize points.

13. A) I usually accept others' points of view (ideas, feelings, and concerns).
    B) I usually don't accept others' points of view (ideas, feelings, and concerns)

14. A) I usually respond to risk and change in a cautious or predictable manner.
    B) I usually respond to risk and change in dynamic or unpredictable manner.

15. A) I usually prefer to keep personal feelings and thoughts private, sharing only when I wish to do to.
    B) I usually find it natural and easy to share and discuss my feelings with others.

16. A) I usually seek out new or different experiences and situations.
    B) I usually choose known or similar situations and relationships.

17. A) I'm usually responsive to others' agendas, interests, and concerns.
    B) I'm usually directed toward my own agendas, interests and concerns.

18. A) I usually respond to conflict slowly and indirectly.
    B) I usually respond to conflict quickly and directly.

Scoring Table

	O	G	D	I
	1A	1B	2B	2A
	3B	3A	4A	4B
	5A	5B	6B	6A
	7B	7A	8A	8B
	9A	9B	10B	10A
	11B	11A	12A	12B
	13A	13B	14B	14A
	15B	15A	16A	16B
	17A	17B	18B	18A
TOTALS	_____	_____	_____	_____

Total the numbers of items circled in each column and write it on the spaces above.

Compare the "O" column with the "G" column and circle the letter with the highest total:

O or **G**

Compare the "D" column with the "I" column and circle the letter with the highest total:

D or **I**

Examine Your Results

- If you circled the G and D, you tend toward being a **Dominance Style** communicator.
- If you circled the O and D, you show the qualities of an **Influence Style** communicator.
- If you circled the O and I, you're predominantly a **Steadiness Style** communicator.
- If you circled the G and I, you have lots of **Conscientiousness Style** communication characteristics.

Steadiness Style

- Harmonizer
- Values acceptance and stability in circumstances
- Slow with big decisions; dislikes change
- Builds networks of friends to help do work
- Good listener; timid about voicing contrary opinions; concerned for others' feelings
- Easy-going; likes slow, steady pace
- Friendly and sensitive; no person is unlovable
- Team Relationship Oriented

Your strengths may include that you are:

- a good team player
- empathetic and sensitive to the needs of others
- methodical and good at preparing meeting agendas and minutes
- good at listening
- easy to get along with

Those you work with may see these limitations:

- indecisive
- indirect
- resistant to change

You can be a more effective team member by:

- becoming more assertive and direct with others
- coping better with change
- not carrying the burden of everyone else's problems

Conscientiousness Style

- Assessor
- Values accuracy in details and being right
- Plans thoroughly before deciding to act
- Prefers to work alone
- Introverted; quick to think and slow to speak; closed about personal matters
- Highly organized; even plans spontaneity
- Cautious, logical, thrifty approach
- Thoughtful; no problem is too big to ponder
- Idea Oriented

Your strengths may include that you are:

- thorough
- certain to follow standards accurately
- conscientious
- diplomatic
- accurate

Those you work with may see these limitations:

- overly concerned with perfection
- aloof
- hampering creativity in others with your desire to stick to the rules

You can be a more effective team member by:

- better accepting differences
- being more open and communicating more

Influence Style

- Entertainer
- Values enjoyment and helping others with the same
- Full of ideas and impulsive in trying them
- Wants work to be fun for everyone
- Talkative and open about self; asks others' opinions; loves to brainstorm
- Flexible; easily bored with routine
- Intuitive, creative, spontaneous, flamboyant approach
- Optimist; nothing is beyond hope
- Individual Relationship Oriented

Your strengths may include that you:

- are always available for others - give your time easily
- are good at inspiring others
- spread your enthusiasm and positive attitude to others
- easily give positive feedback to those you work with

Those you work with may see these limitations:

- disorganized
- superficial in your approach
- lack of follow through

You can be a more effective team member by:

- listening more carefully to what people really need
- becoming more organized and providing more detail

Dominance Style

- Commander
- Values getting the job done
- Decisive risk taker
- Good at delegating work to others
- Not shy but private about personal matters; comes on strong in conversation
- Likes to be where the action is
- Take charge, enterprising, competitive, efficient approach
- Fearless; no obstacle is too big to tackle
- Results Oriented

Your strengths may include that you:

- can make a decision when no one else wants to
- are not afraid to confront tough situations
- accept change as a personal challenge
- keep the team focused and on task

Those you work with may see these limitations:

- may come across as unapproachable
- insensitive to others
- impatience with others
- try to get the team moving along before it is ready

You can be a more effective team member by:

- developing more patience
- toning down your directness - asking more questions
- enhancing your approachability - watch body language and offer more encouragement in conversation

Moving from 'Out of Many' to 'The One'

Effective Boards do Eight Things Well

- Have a clear unity of purpose
- Are focused on task and consistent
- Operate with integrity and trust
- Treat each other with dignity and respect
- Govern within Board policies, standards and ethics
- Take collective responsibility for the Board's performance
- Ensure multiple voices from the community are heard

> "Exemplary boards ... are robust, effective social systems."
> - Jeffrey Sonnenfeld

Three Realities for Board Members

1. You campaigned as an individual but serve as a member of a team.
2. You do not have the authority as an individual to fix the problems you campaigned to fix.
3. Your success as a Board member is inextricably tied to the success of your Board.

A Unity of Purpose

- Finding common ground
- How the Board wants to be known by the community
- What the Board believes; stands for as a governance team
- What the Board wants to accomplish

Build a Culture of Trust and Respect

- The members shape the culture
- The members maintain the culture
- The members may shift the culture
- Trust is the result of understanding and respect; it is not agreement

Craft a Sustainable Culture of Trust and Respect

- Based on beliefs, values and attitudes
- How members want to act towards each other to live the desired unity of purpose
- How members want to communicate

The Ladder of Inference

- What we see is colored by what we believe
- Effective Board members understand how assumptions affect beliefs
- Question the Reflex Loop
- Are actions based on all data?

Rich Communication

- Practice effective communication at all times
- Listen actively, empathetically
- Ask questions for clarification
- Avoid imputing motive
- Use 'I' messages
- Pay attention to non-verbal messages

The Ladder of Inference

The Fifth Discipline Fieldbook

Board Governance

Working Together to Accomplish Good

Foundations of "Policy"

- Values
- Perspectives

Categories of Board Policy—A Model for Governance

- **Ends** to be Achieved
- Executive Limitations to **Means**
- Board-Executive **Relationship**
- Board **Process** of Governance

Focus on Results

- Reasons for organization's existence
- Clarifying and sustaining mission
- Results = Ends = Outcomes = Impacts

- **Product** Benefits to be produced
- **Recipients** For whom
- **Efficiency** At what cost

- *What **good** is to be accomplished for which **people** at what **cost**?*

Core Board Products

- Linkage to Ownership
- Explicit Governing Policies
- Assurance of Executive Performance

E Pluribus Unum

- Pursuing ***Pluribus***
- Achieving ***Unum***

County Governance Responsibilities

1. **Set Direction and Establish Ends for the County**
   - Assess county needs and trends
   - Build the board's unity of purpose
   - Create, review and revise policy and direction-setting documents (vision, strategy, values, priorities, initiatives, success indicators)
   - Ensure an appropriate inclusive process is used
   - Ensure these documents are the driving force for all county efforts

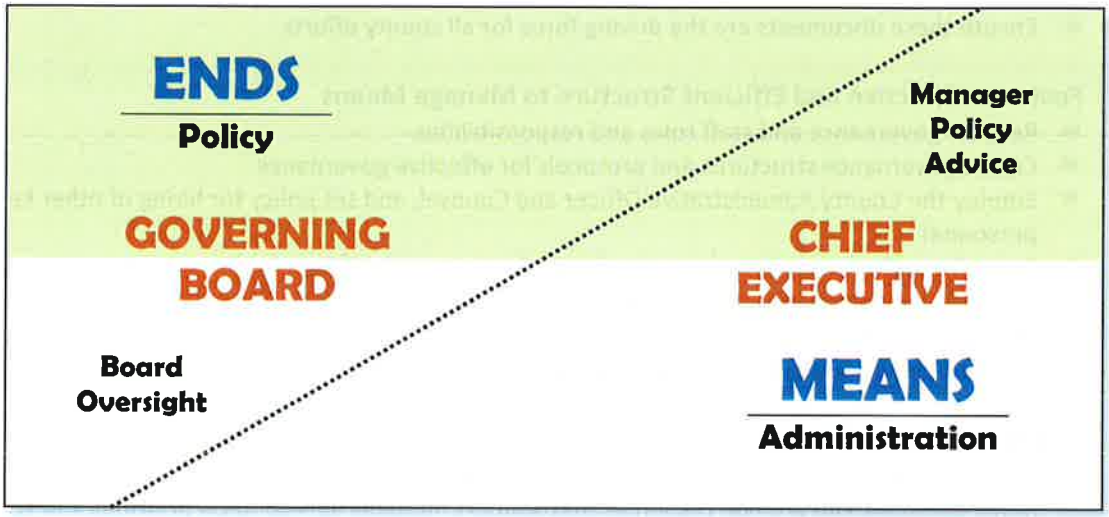
2. **Foster an Effective and Efficient Structure to Manage Means**
   - Respect governance and staff roles and responsibilities
   - Create governance structures and protocols for effective governance
   - Employ the County Administrative Officer and Counsel, and set policy for hiring of other key personnel
   - Conceive and oversee development of and adopt county policies
   - Establish budget priorities, adopt the budget and monitor implementation
   - Provide direction to ensure a healthy relationship with employees
   - Build employee and organizational capacity

3. **Govern Professionally**
   - Act with professional demeanor that models the county's values and vision
   - Make decisions and provide resources that support mutually agreed upon priorities and goals
   - Model a positive team culture of governance
   - Debate as five; speak as one
   - Uphold board approved county policies
   - Be knowledgeable enough about county efforts to explain them to the public

4. **Ensure Accountability and Transparency to the Public**
   - Evaluate the CAO and counsel
   - Monitor, review and revise policies
   - Serve as a judicial and appeals body
   - Monitor program effectiveness and require program changes as indicated
   - Monitor and adjust county finances
   - Monitor the collective bargaining process

5. **Practice Community Leadership**
   - Create and sustain a positive governance team culture
   - Speak with a common voice about county strategies, priorities and issues
   - Engage and involve the community
   - Communicate clear information about policies, programs and fiscal conditions of the county
   - Educate the community and the media about issues facing the county
   - Advocate for county programs to the general public, community, and local, state and national leaders

Division of Responsibilities in Local Government Board-Executive Relations



A Conversation for the Board and Executive

* What expectations does the governing board and governing board members have of the executive?

* What will the governing board contribute to support the executive?

* What will the executive contribute to support the governing board?

* What expectations does the executive have of the governing board and governing board members?

A Model for Governance in Local Government

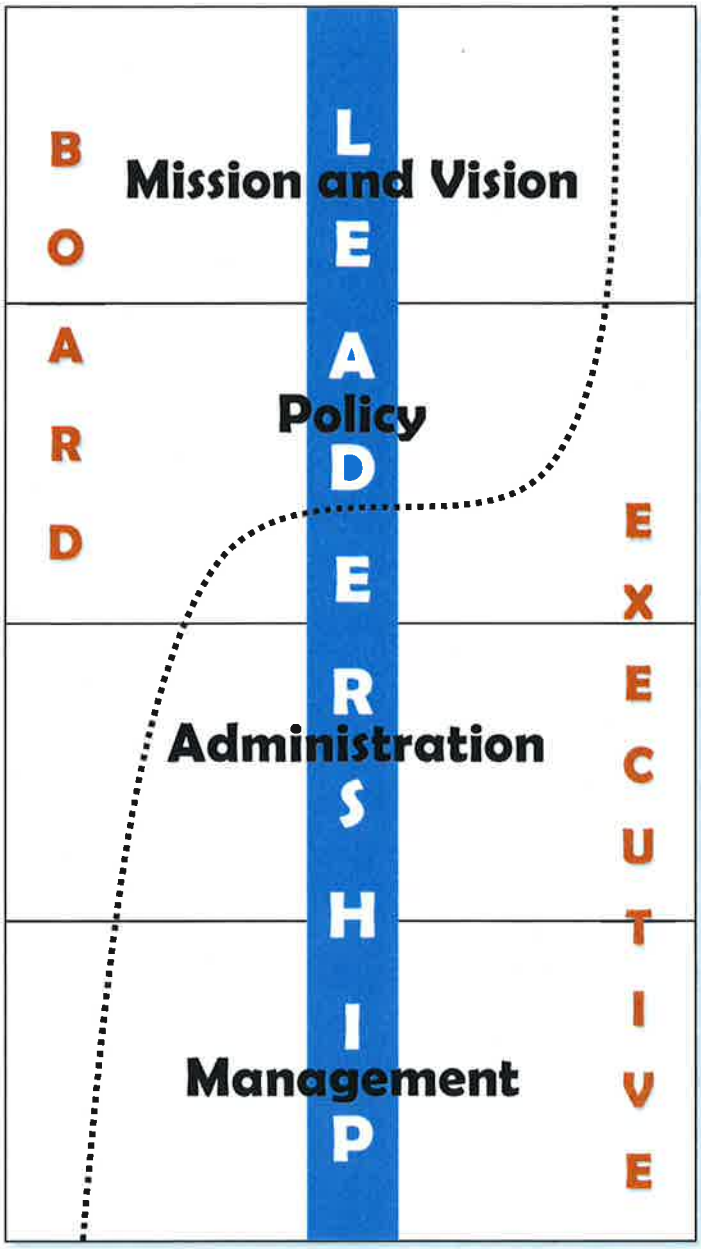
Typical Tasks

Determine purpose of organization, establish long-term vision, determine services and service levels, set strategic goals and priorities

Pass ordinances, approve projects and programs, ratify budget, identify ends and outcomes, establish values and perspectives in policy

Make key implementation decisions (i.e. siting), handle complaints, oversee administration, set decision boundaries, review performance measures

Suggest management changes to manager, approve labor and other major contracts, review performance of organization in manager review



Typical Tasks

Advise, options, past practice, analyze conditions and trends, identify constraints

Make recommendations on all decisions, formulate budget, determine service distribution formulae, create implementation plans (means)

Establish practices and procedures, make decisions for implementing policy, monitor performance

Control human, financial, material, and informational resources of organization to support policy and administrative functions

Adopted from: Svara, J.H., 1985. *Dichotomy and Duality: Reconceptualizing the Relationship between Policy and Administration in Council-Manager Cities.* In: Public Administration Review 45:228, **and** Carver, J., 2006. *Boards that Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations.* Jossey-Bass Publishers, San Francisco.

10 Habits of Highly Effective Governing Boards

1 **Think and Act Strategically**

- Govern by creating policy focused on the ends, rather than becoming immersed in the means

2 **Demonstrate the Elements of Teamwork**

- Works collectively to deliberate as many and act as one

3 **Diagnose Situations and Practice Effective Decision Making**

- Build capacities to interpret circumstances and maintain strong interpersonal relationships, apply data and knowledge, and act adaptively in complex decisions

4 **Shared Definition of Roles and Relationships**

- Clear understanding of the role and responsibilities of each Board member, the Board as a whole, the CEO/CAO and the staff

5 **Establish and Abide by Board—Staff Partnership**

- Board establishes ends and sets limits to staff means and empowers them; staff acts on means within set limits to achieve ends; Board evaluates results produced

6 **Make Periodic Evaluations of Strategy and Policy Implementation**

- Regularly review and receive feedback on strategy, vision, priorities, and changing circumstances from community and staff

7 **Use Board Time and Energy Wisely**

- Use the very limited time together to best benefit their community; put Board time in the things that matter.

8 **Live By Clear Rules and Procedures for Governance at Meetings**

- Meetings are conducted respectfully and productively by adherence to agreed-upon norms, rules and/or procedures designed to enhance decision making and community involvement

9 **Consider Public Value of All Owners**

- Board acts in trusteeship for all owners in the county, not just the ones who put them in office

10 **Pay Attention to Themselves**

- Practice continuous individual and group personal development and leadership practice

Worksheet for Creating Board Protocols

Structure and process agreements about how we operate and do business

	Is this an issue or concern?	Do we need a Board protocol?	Rate 1-3 1=low/3=high priority
Developing the board meeting agenda			
Structure of the board agenda			
Placing items on the board agenda			
Agenda questions answered before a meeting			
Sticking to the agenda			
Using meetings as political tools			
Collaboration on single district issues			
Informal board reports at board meetings			
Allowing majority vote to set the direction			
Preparation for meetings			
Civility in discussions amongst board members			
Treating each other with respect			
Treating staff with respect			
Treating public with respect			
Bringing agenda items back for further discussion			
Explaining 'no' votes			
Board meeting management, length of meetings			
Sharing expertise			
Bringing up new ideas or issues			
Revoting on issues			
Seating arrangement at the board table			
Placement of CAO and staff in the board room			
Requesting information from staff by the board			

	Is this an issue or concern?	Do we need a Board protocol?	Rate 1-3 1=low/3=high priority
Individual supervisors requests for information			
Individual supervisor requests for action or directing staff			
Handling complaints from the community			
Handling complaints from the staff			
Addressing concerns of the community			
Role of the chair			
Use of committees			
Use of study sessions; scheduling of study sessions			
Confidentiality of closed sessions			
Board member role in the community			
Board member engagement in other's districts			
Board/board communications			
Board/CAO communications			
Board/staff communications			
Self-monitoring of governance team effectiveness			
Board member assignments to commissions, advisory committees, external agencies			
Others:			

Rate your sense of the trust level amongst the board members:

LOW ● ● ● ● ● HIGH

1 2 3 4 5

Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg

MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and automony of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

Table of Contents

About the Author ii

Introduction 2

Establishing a Quorum 2

The Role of the Chair 2

The Basic Format for an Agenda Item Discussion 2

Motions in General 3

The Three Basic Motions 3

Multiple Motions Before the Body 4

To Debate or Not to Debate 4

Majority and Super-Majority Votes 5

Counting Votes 5

The Motion to Reconsider 6

Courtesy and Decorum 7

Special Notes About Public Input 7

Introduction

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:

First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the "ayes" and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain." Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body."

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words "I move … "

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion,** for example, "A motion at this time would be in order."
2. **Suggesting a motion to the members of the body,** "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. **Making the motion.** As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."

The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

A "friendly amendment" is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, "I want to suggest a friendly amendment to the motion." The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic "motion to have a five-member committee to plan and put on our annual fundraiser." During the discussion of this motion, a member might make a second motion to "amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser." And perhaps, during that discussion, a member makes yet a third motion as a "substitute motion that we not have an annual fundraiser this year." The proper procedure would be as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold." The motion can contain a specific time in which the item can come back to the body. "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, "I move the previous question" or "I move the question" or "I call the question" or sometimes someone simply shouts out "question." As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a "request" rather than as a formal motion. The chair can simply inquire of the body, "any further discussion?" If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the "question" as a formal motion, and proceed to it.

When a member of the body makes such a motion ("I move the previous question"), the member is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item.* This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, "I move the previous question," or "I move the question," or "I call the question," or "I move to limit debate," it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the "no" votes and double that count to determine how many "yes" votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote "no" then the "yes" vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote "abstain" or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in

California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting," then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting."

Accordingly, under the "present and voting" system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice? Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting." If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three "yes," one "no" and one "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members "present." Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the votes were three "yes," one "no" and one "abstain," then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an "abstention" vote? Any time a member votes "abstain" or says, "I abstain," that is an abstention. However, if a member votes "present" that is also treated as an abstention (the member is essentially saying, "Count me for purposes of a quorum, but my vote on the issue is abstain.") In fact, any manifestation of intention not to vote either "yes" or "no" on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote "absent" or "count me as absent?" Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually "absent." That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is "no." There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, "point of privilege." The chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be, "point of order." Again, the chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.

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