

## Appendix H – Board Governance Templates<sup>19</sup>

### Best Practices on Running Effective Meetings

#### **Call to Order/Confirm Quorum**

It is important to confirm quorum at the beginning of the meeting. This dictates the process for decision-making.

- Quorum met, proceed with business meeting using bylaws to guide the decision making process
- Quorum not met; there needs to be a documented decision on process for managing decisions

For example: to ratify old business items at a duly constituted meeting of the board (a board meeting where quorum has been established, and is therefore legal), to have a board vote “approve/validate/ratify” business decisions that were made at a previous meeting. Note: ratifying board meeting decisions retroactively is a process for either correcting mistakes or tying up loose ends for recording in meeting minutes, which are public record; ratification is not a process in place to be used liberally.

#### **Note attendance and regrets**

This is the role of the secretary. This individual should take roll call and identify absences or those excused.

#### **Agenda**

The role of the Chair is to call for any additions to the agenda. There should not be many cases where additions are made as the call for agenda items should be made prior to the meeting. Once all comments are heard and changes made, if necessary, motion to accept.

It is a best practice to assign timelines to each of the points on the agenda and the person responsible for speaking to that item. This assists in being able to effectively moderate the discussion and keep the meeting moving forward.

#### **Minutes**

It is an important best practice to distribute the minutes/supporting documents as soon after the meeting as possible (usually within 24 hours) to all who attended, any invitees who did not attend, and anyone else affected by the discussion. Distributing the minutes informs those not at the meeting of the progress that was made and reminds every one of their action items. This will also reduce the amount of time required during meetings to approve minutes.

#### **Financial Report**

The treasurer delivers the financial report and answers any questions. This is simply an explanation of the financial situation as it now stands – any discussion of fundraising or economies should come elsewhere in the meeting under its own agenda item.

It is a best practice for the chair to have a brief discussion with the treasurer before the meeting to be sure that she/he/they are on top of the figures.

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<sup>19</sup> These are sample templates and each unique situation will require customized descriptions.

## **Conducting Business**

Some best practices include:

- Provide a supporting documentation for each issue which includes recommendations for further action
- Any motions or amendments should be in writing. This is not only for the convenience of the secretary but so that it can be shown that decisions have been made according to the rules in case there is any argument later
- Decisions should be made in the form of motions, even when everybody agrees on them and there's no need for a vote.

## **Adjournment of a meeting**

Some best practices include:

- Briefly review decisions and in particular the actions resulting from the discussions
- Identify when the meeting minutes will be distributed (i.e. within a week) as they are an aide to help people remember what they have agreed to do
- Confirm the next meeting date and time to make sure everyone is able to attend
- Finally, thank the meeting participants for taking part. Remember that as volunteers, they have made a serious investment of their time to support the BIA and its cause.

## Meeting Agenda Template

**BIA Name**

### **AGENDA**

Date:

Time:

Meeting Location:

- I. Call to Order
- II. Approval of the Agenda
- III. Approval of Last Meeting Minutes
- IV. Approval of Consent Agenda (if board uses a consent agenda)
- V. Reports
  - A. Executive Director
  - B. Board Chair
  - C. Treasurer
  - D. Event Committee
  - E. Governance Committee
  - F. Public Relations Committee
- VI. Old Business
  - A. Board nominations
  - B. Contract negotiations
- VII. New Business
  - A. Special Event
- VIII. Comments and Announcements
- IX. Adjournment

Next meeting date:

## Simplified Roberts Rules of Order

\*NOTE: this is one tool on how to run meetings but there are many resources online.

### **Guiding Principle:**

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times.
- Only urgent matters may interrupt a speaker.
- Only one item (motion) can be discussed at a time.

A **motion** is the topic under discussion. (E.g., “I move that we add a coffee break to this meeting.”) After being recognized by the Chair of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely) before another motion or item can be discussed.

### **How to do things:**

#### **You want to bring up a new idea before the group**

- After recognition by the Chair of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

#### **You want to change some of the wording in a motion under discussion**

- After recognition by the Chair of the board, move to amend by
  - adding words
  - striking words or
  - striking and inserting words.

#### **You like the idea of a motion being discussed, but you need to reword it beyond simple word changes**

- Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the board will vote on which motion they prefer.

#### **You want more study and/or investigation given to the idea being discussed**

- Move to refer to a committee. Try to be specific as to the charge to the committee.

#### **You want more time personally to study the proposal being discussed**

- Move to postpone to a definite time or date.

#### **You are tired of the current discussion**

- Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds vote.

#### **You have heard enough discussion**

- Move to close the debate which requires a 2/3rds vote.
- Or move to previous question. This cuts off discussion and brings the board to a vote on the pending question only which requires a 2/3rds vote.

#### **You want to postpone a motion until some later time**

- Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the

next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

**You believe the discussion has drifted away from the agenda and want to bring it back**

- Call for orders of the day.

**You want to take a short break**

- Move to recess for a set period of time.

**You want to end the meeting**

- Move to adjourn.

**You are confused about a procedure being used and want clarification**

- Call for "Point of Information" or "Point of Parliamentary Inquiry." The Chair of the board will ask you to state your question and will attempt to clarify the situation.

**You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side**

- Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

**You want to change an action voted on at an earlier meeting**

- Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3rds vote is required.

**You may INTERRUPT a speaker for these reasons only:**

- To get information about business – **point of information**
- To get information about rules – **parliamentary inquiry**
- If you can't hear, safety reasons, comfort, etc. – **question of privilege**
- If you see a breach of the rules – **point of order**
- If you disagree with the Chair of the board's ruling – **appeal**

### Quick Reference for Rules of Order

	<b>Must be Seconded</b>	<b>Open for Discussion</b>	<b>Can be Amended</b>	<b>Required to Pass</b>	<b>Reconsidered or Rescinded</b>
Main Motion	✓	✓	✓	Majority	✓
Amend Motion	✓	✓		Majority	✓
Kill a Motion	✓			Majority	✓
Limit Debate	✓		✓	2/3rds	✓
Close Discussion	✓			2/3rds	✓
Recess	✓		✓	Majority	
Adjourn	✓			Majority	
Refer to Committee	✓	✓	✓	Majority	✓
Postpone to a later time	✓	✓	✓	Majority	✓
Table	✓			Majority	
Postpone Indefinitely	✓	✓	✓	Majority	✓

## Minute Taking Best Practices

### **It is best practice to:**

- Distribute minutes as soon after a board meeting as possible as it acts as a record for action items and allows members that missed the meeting to become informed on decisions and actions
- Have a copy of the approved minutes signed by two members of the board and filed within a minute book to minimize concerns regarding hearsay and disagreements.

### **It is recommended that minutes include the following:**

- Name of the organization.
- Location, date and time of the meeting,
- Time the meeting starts and ends.
- Names of the directors and other individuals present at the meeting.
- Notation of the existence of a quorum.
- Approval of the minutes from the last meeting.
- Notation of the time when individuals entered or left the meeting (if applicable).
- Brief summaries or descriptions of any presentations made at the meeting and the names of the individuals making the presentation.
- Highlights of written reports considered by the directors, which may be attached to the minutes as an appendix.
- Descriptions of any discussions and time spent on information or reports provided to the directors in advance of the meeting on subjects considered at the meeting.
- Delegations made by the board and the reason for the delegation.
- Summaries of each major issue or subject matter before the board for deliberation including:
  - A description of any issues raised, materials considered, and arguments, pro and con.
  - Notation of the length of time the subject matter was deliberated by the directors.
  - Highlights of the points made in deliberation and discussions.
  - The rationale discussed by the directors in reaching a decision.
  - Information obtained from specialists, consultants, lawyers, and experts, which may be attached to minutes.
- All motions made at the meeting and the board's vote.
- The minutes should reflect a board acting as one in reaching decisions.
  - Only director abstentions or recusals should be noted in the minutes for conflict of interest issues.
- Upon request, a director who disagrees with the outcome of a vote may have his/her/they name noted in the minutes as a dissenting voter.
- Name and of the person who took the minutes.

### How to Prepare for an AGM (Detailed Version)

1. Book a venue.
2. Prior to the AGM, ascertain which board members are standing for re-election and how many openings for new members exist.
3. Notify businesses of the AGM:
  - Print labels from The City of Calgary tax rolls labels (You must use the version from the end of previous year).
  - Mail out may include an invitation letter, a nomination form, and a list of current board members with openings indicated as well as the agenda and a nomination form to run for the board.
  - A minimum of two weeks' notice for scheduling an AGM is required. All ratepayers must be notified. AGM invitation is required to be postmarked and mailed via Canada Post.
4. Check tax rolls to make sure businesses have paid their taxes. Inform tax assessment of any missing businesses.
5. Nominations for new board members:
  - Contact potential new board members and endeavour to recruit if needed.
  - Collect nomination forms (candidates must be a landlord, business owner, or employee of a BIA business).
  - Extend invitations to guests (e.g. Councillors and City of Calgary, i.e. Calgary Neighbourhoods, Calgary Police Services, Bylaw).
6. Create reports:
  - Write a point form list for the Chairman of strategic accomplishments in the past year.
  - Write a report of tactical accomplishments in the past year to be delivered by the Executive Director.
7. Prior to AGM:
  - Create an agenda.
  - Get all necessary audio-visual equipment.
  - Buy refreshments and cutlery.
  - Buy name tags.
8. You may wish to include the following on the sign-in table at the AGM:
  - Clip board sign-in sheet for everyone who attends.
  - Binder containing minutes of all board meetings for previous year.
  - Audited financials.
  - Copies of the minutes of the last AGM for each person attending.
  - Copies of approved budget for the following year.
  - Copies of agenda for each person attending.
  - Copies of current newsletter.
  - Copies of ballot forms.
  - Copies of nomination forms (if nominations permitted from the floor at the AGM). Below shows a sample nomination form.



- Use the end of last year version of the tax assessment rolls to verify voting members.  
(Only those businesses on these tax rolls are permitted to vote at the AGM.)

Sample AGM Nomination Form



**NOMINATIONS FOR THE \_\_\_\_\_ BIA BOARD OF DIRECTORS<sup>20</sup>**

We, the undersigned, hereby nominate:

**PRINT NAME:** \_\_\_\_\_

**COMPANY/BUSINESS:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

A member in good standing of the \_\_\_\_\_ Business Improvement Area (BIA), to stand for election to the Board of Directors of the \_\_\_\_\_ BIA in (date).

**PRINT YOUR NAME:** \_\_\_\_\_

**COMPANY:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

**SIGNATURE:** \_\_\_\_\_

**PRINT YOUR NAME:** \_\_\_\_\_

**COMPANY:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

**SIGNATURE:** \_\_\_\_\_

**PRINT YOUR NAME:** \_\_\_\_\_

**COMPANY:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

**SIGNATURE:** \_\_\_\_\_

\_\_\_\_\_

<sup>20</sup> Adapted from Kensington BRZ.

I, \_\_\_\_\_, hereby consent to being nominated as a candidate in the election of the \_\_\_\_\_ BIA Board of Directors \_\_\_\_\_  
(Signature). Please return completed forms to the BIA office by (date).

### Sample AGM Agenda

#### **Annual General Meeting Agenda**

##### **1. Annual General Meeting**

- a. Call to order  
Welcome and Introductions
- b. Approval of agenda
- c. Approval of 20XX AGM minutes
- d. Appointment of auditors
- e. 20XX Budget Review and Presentation of the 20XX Budget as approved by the Board
- f. Election of new Directors
- g. Adjournment

##### **2. Report to membership (Year in Review and Strategic Plan)**

- a. BIA Executive Director's Report
- b. Committee Reports
- c. Questions and Answers