

# Formality:

## The Key to Board Success

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Intelligent, committed and experienced Board members notwithstanding, the single most important factor contributing to the success of the Board of Directors is “formality” – not formality in dress or physical surroundings but rather the formal, methodical and predetermined procedures for dealing with circumstances, both routine and unique or problematic, on behalf of the Board of Directors.

Tempered by reason and implemented with diplomacy, formality can and will alleviate numerous unnecessary stressful situations while assuring trust in the board and success for the organization.

The following concepts, while commonplace for many Boards and organizations, are simple but powerful tools to inject a sense of formality in decorum and procedure, meant to instill confidence and assure success for the Board.

### Concept # 1 – Calling and Beginning the Meeting

You (the Board) have announced a meeting, board members, guests, and general public start to arrive, and they expect a meeting to be held ... but, they have other matters in their lives to be concerned with. They want to conduct the business at hand and be gone. This is a time to conduct business. It is not the time to be social. The social hour can follow. Conduct the board's business and close the meeting. Those that want to fraternize following the meeting can do so and those that want to go home will welcome and appreciate your respect for their time. So, be focused on the agenda items and keep conversation on other matters to a minimum

The person designated to chair the meeting at the appointed hour, should call the meeting to order by saying:

“The \_\_\_\_\_ (monthly, quarterly, special, annual, etc) meeting of the \_\_\_\_\_ Board of Directors will now come to order.”

### Concept #2 – Agenda & Minutes – Written Formality

An agenda is required by law to be posted (together with the notice of the meeting) prior to the meeting. In addition to satisfying the public's right to knowledge, the agenda will help keep you focused on the important subjects and prioritize the items of business.

An effective agenda has three primary purposes that help the board invoke a sense of formality and procedural efficiency to your meetings. They are:

1. An agenda provides order. A well-crafted agenda will include all of the important issues or tasks for a board to accomplish in discrete items and (hopefully) in a logical order. When discussion begins to go off-topic, the board members or board chair can revert back to discussion as the agenda mandates, maintain forward progress in a predetermined order. Prioritizing the agenda items so they most important agenda items are handled first assures there will be time for them; saving less-important or less-time-sensitive items to the end means they could be handled at a future meeting if necessary.

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#### ***A good agenda...***

*...provides order*

*...handles 1 issue at a time*

*...protects the rights of BOTH  
the minority and the  
majority.*

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## How to Make a Motion

When the chair announces the next agenda item and has allowed time for the appropriate board member (or him/herself) to introduce the topic, the chair will say, *"I will entertain a motion on this item."*

Board Member: *"I make a motion to ..."*

Board Member 2: *"I second the motion."*

Chair: *"There is a motion and a second motion on the floor, is there any discussion on the motion?"*

Discussion ensues. (*note – in parliamentary procedure, discussion occurs AFTER, motion has been made, not before. In many boards' processes, this is reversed.*)

Chair: *"We have had a motion and a second to ... (repeat motion). If there is no further discussion, let us proceed to a vote."*

Chair: *"Those in favor say yes."*

Chair: *"Those opposed say no."*

Chair: *"The motion has passed (or failed)."*

*All official business of the association should be adopted by motion so that the intent of the Board is on record.*

2. An agenda mandates that the board handle one issue at a time. For the sake of accurate recording, it is imperative that discussion, motions, and decisions are handled one item at a time. Although many issues can 'blend' and are connected to each other, discussing them in a dedicated time is critical to assure an accurate recording of the boards' proceedings.
3. An agenda protects the rights of BOTH the minority and the majority. The purpose for having a board is to represent the unique and differing viewpoints of a broader public; having individuals on both sides of an issue is part of the benefit of multiple (and often, differing) viewpoints. An agenda that is well-crafted and succinctly followed assures that the differing or opposing viewpoints will have an opportunity to be respectfully presented and a decision made with input from all.

Minutes of the "Organization" or "Board" meetings are often taken for granted and frequently a forgotten item – until needed. When needed, minutes become extremely important and, when properly prepared, generally provide the necessary information to solve a problem or settle a dispute.

Minutes are prepared to establish a number of things, including a historical and legal record that: an official meeting was held, clarify a topic, establishing a policy of the Organization or Board, providing direction for future stakeholders to confirm solutions to problems, and/or disclosing the thinking of the public and the Board. Minutes help to identify the needs of the Association and can help alleviate future misunderstandings and problems.

Minutes (or notes) should be taken during the respective meeting(s) and the "Official Minutes" prepared by the person taking the minutes whom was in attendance at the meeting. The minutes should include the DATE, PLACE, TIME and TYPE of meeting as well as a roll call of board members in attendance. Approval of minutes and all matters in the minutes should be reflected by "Motion, Second and Vote" (which will be explained in greater detail later) of those in attendance.

### Concept # 3 – Business Actions

The sincerity of the action being discussed and the intent of Board is strengthened when supported by a motion from the Board of Directors. Therefore, when an item of business is presented, the time will come when it is proper to "call for a motion" to approve the item being discussed.

See the 'sidebar' on the left for a quick summary of making a motion.