



Tip Sheet 5

Rules of Order and Minutes: Key Points

Disclaimer: The information in this tip sheet is not legal advice and must not be treated as such. In the event of a conflicting provision in your legislation or bylaws, the latter documents supersede the advice given in this tip sheet.

Rules of order are intended to establish a degree of structure and formality in a meeting of a democratic decision-making body. The need for formality is greater if the group is large or if the issues are complex or controversial.

Rules of order are intended to facilitate progress and engage members as equal partners in decision-making. The rules should not be used in a manner that slows things down unnecessarily or makes the process more cumbersome than needed. They should also not be used in a manner that intimidates, confuses or frustrates your members.

Here is an example of the varying degrees of formality that may apply:

- In a large, formal or adversarial decision-making body, it is often unproductive to have unstructured discussion. It is then generally preferable to focus the debate on a motion that was moved and seconded and placed before the group.
- In a small or harmonious setting, informal discussion of a problem often precedes a motion and usually leads to better outcomes.

Unanimous Consent

Unanimous consent is an informal voting method that is used to facilitate routine and non-contentious decisions, usually of a procedural nature. For example:

“Is there any objection to changing the agenda as requested?” (Pause) “There being no objection, the agenda has been changed, and the next item is #7.”

“Is there any objection to extending the time for this discussion by 5 minutes?” (Pause) “There being no objection, the time has been extended and we will take the vote no later than 10:35.”

“Is there any objection to adding the words: ‘including all taxes and delivery costs?’ (Pause) “There being no objection, the motion has been amended and it reads as follows: ‘To purchase a new desk at a cost not exceeding \$500, including all taxes and delivery costs’ Is there any further discussion of this motion?”

“Is there any further business to come before the committee?” (Pause) “There being no further business, the meeting is adjourned.”

“Are the members ready for the vote? Is there any objection to closing debate?” (Pause) “There being no objection, debate is closed. We will now proceed to the vote on the motion to ____.”

Note: Unanimous consent should not be used to facilitate voting on substantive issues or main motions. Even if a main motion seems to be non-controversial, it is important to give members an opportunity to debate it and then vote on it formally by a show of hands.

Quorum

A quorum is the minimum number of members who must be present for valid decisions to be made. Pertinent points about a quorum are as follows:

- A quorum is intended to protect the organization against action taken by a small and unrepresentative group (smaller than a quorum).
- A quorum is usually established in bylaws, policies, or applicable legislation.

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- A quorum must be present throughout the meeting for valid decisions to be made (unless the bylaws make an exception to this rule).
- If your meetings are poorly attended and you routinely have trouble meeting your quorum requirement, one option is to amend the bylaws to make your quorum smaller. Alternatively, you could strive to make your meetings more interesting and work to boost your members' commitment levels.

Voting parameters

- Collective decisions usually require a majority vote (more than half of the votes cast on a motion) to adopt.
- In some instances, the legislation or bylaws require a 2/3 or higher vote.
- A tie vote means that a motion is defeated.
- Abstentions are usually not counted, unless the legislation or bylaws stipulate that are counted as positive or negative votes.

Main motions

A main motion is a formal proposal that the group take certain action or express a view. For example:

- A motion to hold an awards banquet next month
- A motion to donate \$500 to the Red Cross
- A motion to express strong opposition to a proposed re-zoning bylaw

Using a formal approach, a main motion requires 6 steps:

1. A member makes the motion
2. Another member seconds the motion
3. The chair states the motion and opens it for discussion
4. The group debates and may amend the motion
5. The chair puts the motion (original or amended) to a vote
6. The chair announces the result (the motion is carried or defeated)

Consider the following pertinent points regarding main motions:

- A main motion should be clear, concise and complete.
- A main motion should be in writing, especially if it is lengthy.

- Neither the mover nor the seconder owns the motion once debate begins.
- Debate is closed by the group, often by unanimous consent.
- The motion must be repeated before the vote on it is taken.

Amendments

An amendment is a proposal to change the wording of another motion before voting on it. Consider the following pertinent points:

- To be adopted, an amendment requires a group's decision (majority vote).
- Non-contentious amendments can be adopted by unanimous consent.
- Contentious amendments usually require a formal vote.

Minutes

Minutes are a high-level summary of a meeting, focusing primarily on what was done and decided and less (or not at all) on what was said by the participants.

It is strongly suggested that you avoid verbatim minutes (which capture the conversation and attribute comments to individuals) because:

- Such minutes are wasteful and can lead to arguments at subsequent meetings about who said or did not say something
- Such minutes can inhibit discussion (because people hesitate to speak up for fear that they will be embarrassed by the minutes)

Instead of verbatim minutes, consider:

- Decision-only minutes (no record of conversations)
- Anecdotal minutes (a summary of key points leading to decisions)

In Closing

Rules of order are a means to an end and not an end in themselves. Use them to establish the necessary level of formality in a meeting, so that members have equal opportunities to speak and influence the outcomes.