

Don't Let Parliamentary Procedure Scare You

By Leigh Wintz, CAE

If you ever feel ill equipped to participate in a board's unique style of dialogue and deliberation, remember this: Parliamentary procedure is not intended to intimidate anyone or stifle debate. Rather, its goal is to enable deliberative bodies to practice good governance. It ensures that the will of the majority is established and the voice of the minority is protected.

To put you more at ease with parliamentary procedure, consider these thoughts on where it fits into the scheme of board activities and how to eliminate common time wasters.

Understanding the True Role

To put parliamentary procedure in perspective, recognize that organizations are typically governed by rules that fall into a hierarchy. Common classes of rules, from highest to lowest, include

- Federal, state, and local laws;
- Articles of incorporation;
- Bylaws;
- Special rules of order;
- Standing rules;
- Parliamentary authority;
- Custom.

Note that special rules of order and standing rules rank higher than any parliamentary authority that may be in place. So read your bylaws, standing rules, and board policy. Only where they are silent will the parliamentary authority come into play. *Robert's Rules of Order Newly Revised* (10th edition is the most current) is the most commonly stated authority in associations. This is followed by Sturgis and then a variety of other, less well-known authorities.

But note, too, that parliamentary authority has a higher rank than custom. Just because you have "always done it that way" doesn't make a particular action right. If it conflicts with your parliamentary authority, it is still incorrect unless you adopt a standing rule or special rule of order to preserve the custom.

Eliminating Time Wasters

Unnecessary motions. There is no need to adopt a motion to receive or hear committee reports. In addition, financial reports should not be approved or accepted by the board, but rather "filed for audit."

Unneeded seconds. There's also no need to ask for a second for uncontroversial motions, for motions that come from a committee, for nominations, or for approval of minutes. The only reason to secure a second is to ascertain that more than one person thinks the motion is important enough to discuss. Seconds do not have to agree with what is being proposed, nor do they have to give permission to withdraw or perfect a motion's language. And minutes need not contain the name of the person who seconded a motion.

Unclear motions. In most modern boardrooms with smaller boards, much of the discussion occurs before a motion is made, so that by the time a course of action is decided, the motion has almost written itself. Avoid the temptation, however, to just say, "So moved." The chair must restate the motion exactly as it should appear in the minutes before calling for a vote so that all board members are clear about what the motion states. Often, staff, committees, or officers take action implementing a motion before the minutes are written, circulated, and approved. Although it might seem that stating "so moved" will speed up the meeting at that moment, it can cause undue delay at a subsequent meeting when there is a difference of opinion about what exactly was intended. Worse yet, an action that was not intended in the motion may be carried out.

Ineffective use of time. Unanimous or general consent is a great way to expedite routine or uncontroversial motions. The chair states, "Without objection, we will (*state motion*)." The chair pauses, and if no member calls out, "I object," the chair states, "Since there is no objection, we will (*restate motion*)." The action is decided on and the motion appears in the minutes. If someone does object, the chair handles the matter as any other main motion.

You don't have to be an expert on parliamentary procedure to be an effective board member. What matters is common courtesy and a culture that encourages honest, open, and fair dialogue and deliberation.

For more information, visit www.parliamentarians.org, where the National Association of Parliamentarians has many inexpensive resources available.

Leigh Wintz, CAE, is executive director of Soroptimist International of the Americas, Philadelphia. She is also a Professional Registered Parliamentarian. Email: leigh@soroptimist.org

Who is Robert? Henry Martyn Robert was an army engineer in the mid- to late 19th century. He wrote *Robert's Rules of Order for Deliberative Assemblies* in 1876 as a result of his own personal experience during a church meeting.