

June 21, 2019

### **Legal Alert: Running an Effective Board Meeting**

Whether it's a nonprofit's organizational meeting, annual meeting, a special meeting of the Board, or a regularly scheduled Board meeting, it is important to get Board meetings right. Disorganized meetings can not only potentially lead to issues under the New York Not-for-Profit Corporation Law (the NPCL), but can severely hinder the efficiency and efficacy of a nonprofit Board.

#### ***Setting the Agenda***

Most Board members are volunteering their time to an organization. Setting an agenda is a crucial first step to ensure that Board members' time spent at a meeting is maximized. An agenda should include any major item to be discussed and/or voted on at the meeting. An agenda might also include a placeholder for an executive session.

The agenda for the meeting should be sent to all Board members at least several days in advance of a meeting (as specified in the organization's bylaws), along with any other meeting materials. Other meeting materials might include minutes from the prior meeting, financial reports, committee reports or a report from the Executive Director or other staff member.

#### ***Attending the Meeting***

Confirming attendance by members can be useful for larger Boards where not everyone will always be able to attend a meeting. This is important for any meeting at which a large discussion will be taking place, but can be particularly important for meetings on which items are being voted – knowing how many directors will attend will allow the organization to ensure that they will have a quorum. A quorum is the number of Board members that must participate in a Board meeting to permit official business to be transacted at the meeting. The number of Board members constituting a quorum is set forth in an organization's bylaws, so it is important to know this in advance to ensure that there are sufficient directors present to hold a meeting.

#### ***Sticking to the Agenda***

While Board meetings should allow for flexibility in discussion, particularly on important issues, the Board Chair should lead the meeting to ensure that the agenda is followed and the meeting keeps moving. Committees, consultants, and anyone else that may be presenting at the meeting should also be instructed to stay within the appropriate time limits.

#### ***Roberts Rules of Order?***

Nonprofit Board members may consider whether to adopt Roberts Rules of Order as a mechanism for running a board meeting. Roberts Rules of Order provide an extensive and detailed guide that can be a useful tool for running large meetings effectively, but the NPCL does not require adoption of those rules, and most nonprofit organizations adhere to a simpler framework that requires motions to approve (or disapprove) action prior to a vote by the Board, but do not incorporate the many specific requirements contained in Roberts Rules of Order.

### ***Alternatives to In-Person Meetings***

It can be hard to gather all of your Board members in one place every time the Board needs to discuss an issue, especially on short notice. Unless your organization's certificate of incorporation or bylaws say otherwise, one or more (or all) of your Board members may participate in a meeting by video or telephone conference, so long as everyone can hear and be heard.

Note that if unanimous written consent is authorized in the bylaws, a Board also has the ability to conduct business without a meeting so long as *all* members consent to the adoption of a resolution authorizing the action.

### ***Keep Minutes of the Meeting***

The Secretary should record minutes of every Board meeting, or ensure that a staff member is doing so. Meetings should include attendees, topics discussed, and all resolutions passed. In the case of major corporate decisions, or conflicts of interest, minutes should be sufficiently detailed to document that decisions were made in the best interests of the corporation. All Board minutes should be kept with other corporate documents, in an easily accessible place, in accordance with your organization's recordkeeping policy.

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