



BOARD OF DIRECTORS AGENDA REPORT

MEETING DATE: **JUNE 27, 2024** ITEM: **9E**

SUBJECT: **Review of Recommended Amendment to Policy 3.05 (Board Meetings and Agendas) and Vote on Whether or Not to Approve**

DATE: June 20, 2024

FROM: Michele Richards, CEO

PRESENTATION BY: Director La Belle and Chair Kovacevich – Governance Committee

Action Item

BACKGROUND

At the April 2024 Board of Directors meeting, a member of the public pointed out a discrepancy in Board Governance Policy 3.05 (Board Meetings and Agendas), referencing a recent vote taken by the Board at the March 2024 meeting. In that meeting, there were six Board members present. A vote was taken on a motion which resulted in three Board Directors voting “yes,” two voting “no” and one voting to abstain.

Under the “Regular Meetings” heading, the policy states, “Board meetings will follow Robert’s Rules of Order unless the Board Bylaws explicitly substitutes an alternative procedure.” Robert’s Rules of Order states that a majority vote is defined as more than half of the votes cast by persons entitled to vote, excluding abstentions. In this case, the forementioned motion would pass with a 3-2-1 vote.

However, under the “Decision-Making Process” heading of Governance Policy 3.05 approval on a motion is defined as a favorable vote of a majority of the members present, regardless of abstentions. Under this definition, the forementioned motion would fail since a majority of members present was four.

RECOMMENDATION

Due to the discrepancy in Policy 3.05, and to be consistent with Robert’s Rules of Order, the Governance Committee is recommending that the policy be amended to read: *“A favorable vote of a majority of the members voting, excluding abstentions, is required for approval”* which is consistent with Robert’s Rules of Order as stated above.