

# General Counsel Report

## Update On Parliamentary Procedures and Board Functions



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# Rosenberg's Rules Of Order

- Resolution No. 2019-10, adopted November 18, 2019
  1. Adoption of Parliamentary Procedures The Board does hereby adopts Rosenberg's Rules of Order as its parliamentary procedures for conducting meetings of the Board of Directors and Board committee meetings
  2. Current Version of Rosenberg's Rules of Order The current version of Rosenberg's Rules of Order was attached to the Resolution
- This presentation cites or paraphrases directly from Rosenberg's Rules of Order



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# Goal Of Parliamentary Rules (As stated by Rosenberg's)

- Rules should enforce the will of the majority while protecting the rights of the minority
- The rules must enable the majority to fashion a result, while permitting the minority to also express itself, but not dominate



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# Role of the Chair

- The chair is charged with applying the rules of conduct
- Since the chair runs the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other board members
- The chair should strive to be the last to speak at the discussion and debate stage
- The chair should not make or second a motion unless the chair is convinced that no other member of the board will do so at that point in time



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# Format For Discussion Of An Agenda Item

1. The chair announces the agenda item and calls on staff to provide the staff report
2. The chair asks board members if they have any technical questions for clarification



# For example:

- EXAMPLES OF CLARIFYING QUESTIONS
- “Can you please explain the calculations in the proposal?”
- “What is the deadline to make a decision?”
- EXAMPLES OF WHAT ARE NOT CLARIFYING QUESTIONS :
- “Isn’t it true that this project will never get off the ground?”
- “This is a great project and I support it”



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# Format For Discussion Of An Agenda Item cont.

4. The chair calls for public comments
5. The chair calls for a motion and a second
6. If the motion is made and seconded, the chair calls for discussion by the board
7. After the discussion, the chair announces that the board will vote on the motion



# Amended And Substitute Motions

- MOTION TO AMEND
- If a Board member wants to change a motion that is before the Board, he/she would move to amend it
- SUBSTITUTE MOTION
- If a Board member wants to completely do away with the motion that is before the Board, and put a new motion before the Board, he/she would move a substitute motion



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# Multiple Motions Before The Board

- The vote should proceed with the last motion that is made
- For example, a motion is made and seconded, then a motion to amend is made and seconded, and then a substitute motion is made and seconded



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# Multiple Motions Before The Board Cont.

1. After discussion and debate, a vote would be taken first on the substitute motion
  - If the substitute motion passes, it would be a substitute for the original motion and would eliminate it
  - No vote would be taken on the original motion or the motion to amend



# Multiple Motions Before The Board Cont.

2. If the substitute motion fails, then the Board takes up the motion to amend.
  - If the motion to amend passes, then the Board takes up original motion as amended
  - If the motion to amend fails, then the Board takes up the original motion in its original form



# Motions Without Discussion Or Debate

- MOTION TO TABLE
- Can contain a specific time in which the item can come back
- Or may contain no specific time, in which case a motion to take the item off the table and bring it back will have to be taken at a future meeting
- MOTION TO LIMIT DEBATE – CALL FOR THE QUESTION
- “I call for the question”
- The chair asks for a second and the vote is taken on the motion to stop debate



# Refresher: Role of the Board Member

- Represent the citizens
- Ask questions
- Stay informed
- Know the rules



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# Refresher: Role of the Board As A Whole

- Create Policy
- Set the priorities for the Agency
- Hire and Evaluate the board's sole employee – the general manager
- Responsible for fiscal sustainability of the Agency



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# Refresher: The Role Of Staff

- Inform and educate the board
- Facilitate policy implementation
- Turn priorities into a reality
- Run the Agency day-to-day



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# Role of Board Member vs. Role of Staff

- To avoid liability issues, Board Members must not micro-manage
- To avoid liability issues, staff must not overstep and attempt to set policy

## Role of General Manager:

- Oversee Agency operations
- Supervise staff
- Implement policies adopted by the board





# Role of General Manager vs. Board

- Neither the board nor its members can give orders to any of the general manager's staff
- General manager takes his orders from the board when sitting in a duly held meeting of the board
- Individual board members cannot give any orders to, or set policy with, the general manager

