

CIRCLE THE WAGONS NOT THE MEETING

DIRECTOR MEETINGS
COMMITTEE MEETINGS

HOW TO STAY ON TRACK AND ON TIME

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May 5, 2018 Slide # 1

CIRCLE THE WAGONS NOT THE MEETING

- J. Cameron Nolan
- Rotary Club of Hamilton AM
- 43 years GOVERNANCE experience on 45 Boards/Committees
 - Director, Rotary Club of Hamilton AM
 - Chair Hamilton-Wentworth Housing Authority
 - Chair REALTORS® Association of Hamilton-Burlington
 - Trustee, Hamilton Health Sciences
 - Trustee, Hamilton Entertainment & Convention Facilities
 - CEO Hamilton Construction Association
 - Director, Eastbrow Cooperative
 - Director, Hamilton - Canadian Mental Health Association
- Led/Sustained Governance Changes
 - Rotary Club of Hamilton AM
 - Hamilton Construction Association
 - Realtors® Association of Hamilton-Burlington

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CIRCLE THE WAGONS NOT THE MEETING

- Introduction - 2 minutes
- Overview of Good Governance - 10 Minutes
- Meeting Elements - 15 minutes
 - Group Discussion , Review and List
- Annoying Meeting Time Wasters - 30 minutes
 - Group Discussion , Review and List
 - Facilitator Commentary
- Operations vs Governance - Two Solitudes - 13
 - Group Discussion , Review and List
 - Facilitator Suggestion
- Wrap Up with Final Q & A - 5 minutes

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- Corporate Governance Hierarchy
 - Statute - Corporations Act
 - Ontario Corporations Act
 - ★ Forms - Ontario Regulation 244/05
 - ★ R.R.O. 1990, Reg. 181: GENERAL
 - New York State - Not-For-Profit Corporation:
 - ★ Outline and Explanation
 - Articles of Incorporation
 - By-Law(s)
 - Rotary Requirements
 - Rules of Order (if named)



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Directors are responsible to members/stakeholders providing monitoring and decisions as the primary accountabilities regarding the following:

- Compliance
- Fiduciary stewardship
- Risk/asset management
- Performance
- Strategic leadership

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Softer language on role:

- Ensure financial health in service to its service goals
- Develop & implement strategic vision
 - In concert with Stakeholder input/approval
- Responsive to Stakeholder Relations
- Identify & act to reduce risk
- Ensure Rotary Club is compliant
 - Laws (Statutes), Articles, By-Law(s), Rotary International guidelines, District Guidelines, Club Directives, & Policies
- Ensure Club Performance

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- Discussion:
 - Groups of 2 - 4
 - Identify Meeting Elements
 - i.e. Adjournment
 - Name top 2 least understood

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CIRCLE THE WAGONS NOT THE MEETING

- Discussion:
 - Groups of 2 - 4
 - Identify Meeting Elements
 - i.e. Adjournment
 - Name top 2 least understood

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CIRCLE THE WAGONS NOT THE MEETING

■ Meeting Elements

- Date/Notice
- Agenda
- Reports
- Call to Order
- Conflicts of Interest
- Minute Approval
- Financial Statements
- Standard Reports
 - Committees
- Special Reports
- Old Business
- New Business
- Adjournment

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CIRCLE THE WAGONS NOT THE MEETING

■ Discussion:

- Groups of 2 - 4
- Use List of Meeting Elements
- Name top 2 Time Wasters
- Why are they Time Wasters

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CIRCLE THE WAGONS NOT THE MEETING

■ Time Wasters

- Off Topic
 - Minute Approval
 - Any item
- Old Business
- New Business
- Information Reports
- Agenda
- Making Motions
 - Incomplete
 - Poorly worded
- Un-written reports
- Repetitive Comment
- Re-hashing
- No Rules of Order

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■ Agenda

- Advance Notice
- Approved by Directors (assembly)
- Time allocated = Time Required
- Not a template - meeting specific

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■ Minutes

- Short - NOT Looooooooong!
- Includes ONLY:
 - Resolutions Passed
 - Date, Start & End Time
 - Place of Meeting
 - Present, including indication of time arrived or left
 - Regrets
 - Otherwise Not Present
 - Guests
- NOTHING ELSE INCLUDED

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■ Financial Statement - Focus On

- YTD Balance Sheet (1st page)
- YTD Profit & Loss compared to budget (2nd page)
 - Include a variance column
 - Avoid monthly statements, just YTD
 - Performance Assessment
 - Avoid nit picking small variances - focus on larger factors
- Received - not approved
- Focus on key items, avoid general discussion

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CIRCLE THE WAGONS NOT THE MEETING

- Old Business
 - NEVER EXISTS
 - Always REFER unfinished items
 - Always REFER undecided items

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CIRCLE THE WAGONS NOT THE MEETING

- New Business
 - NEVER EXISTS
 - Except, if raised should be referred to next meeting or
 - Should be referred to an officer to decide/handle
 - ★ Delegation on items not requiring all Director input

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CIRCLE THE WAGONS NOT THE MEETING

- Unclear Recommendation
 - NEVER EXISTS
 - If it isfix it first before discussion
 - Advance notice of recommendation:
 - What is to be done
 - Who will do it
 - What amount of money is to be spent/limitation
 - When is it to be done or when to be completed
 - Limitations on scope of decisions as delegated
 - When results are to be reported to the Board

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- “Without rules, there would be injustice and confusion. Hence, it is as necessary to follow the rules of parliamentary procedure as it is to follow the rules of a ball game or a card game.” Unknown



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- Rules of Order
 - Eliminates Time Wasters
 - Provides means to focus on decisions
 - Chair should be knowledgeable about them
- The most misunderstood yet important element to a well run meeting
- Choices: Roberts Rules, Call to Order, Wainberg's, Bourinet's

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CIRCLE THE WAGONS NOT THE MEETING

- Operations vs Governance
 - Directors play both roles
 - One requires discipline in process
 - One requires flexibility in process
- Discussion Group – 2- 4
 - Define Items found in most Board Meetings:
 - OPERATIONAL
 - GOVERNANCE

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CIRCLE THE WAGONS NOT THE MEETING

■ OPERATIONAL

- Regular club meetings
- Event planning
- Funding approval
- Membership Approval
- Speaker Decisions
- ?
- ?
- ?
- ?

■ GOVERNANCE

- Monitoring
- Compliance
- Policy Development
- Financial Oversight
- Risk Management
- Board Performance
- Fiduciary Stewardship
- Strategic Leadership
- Stakeholder Management

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CIRCLE THE WAGONS NOT THE MEETING

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