

SIMPLIFIED “ROBERT’S RULES”

Robert’s Rules describe basic protocols for discussing and deciding issues when a large number of people are involved. It usually would not be necessary to use many aspects of it for the typical board or committee meeting of 3 to 12 people, but the “basics” are a useful way to manage any meeting. There is nothing special about Robert’s Rules other than that there has to be some protocol that everyone follows and this protocol has been tested over decades and proven sound. The rules anticipate every possible scenario and can be quite convoluted for the ordinary course of business; usually, particularly in smaller board settings, using the protocol for ordinary motions is enough to get the job done. However in larger groups, such as the larger shareholders meetings, it is useful to have a more complete protocol. This attachment provides two summaries:

- the basics of addressing a motion, and
- some additional information on ancillary motions (subsidiary, privileged and incidental) which might be needed in larger settings.

It is recommended that, if you have a particularly large shareholder or membership group or if there are contentious issues being addressed, you become familiar with the more detailed Robert’s Rules.

Basics of Addressing a Motion

A motion is a course of action recommended by the person putting the motion forward.

- * **The Chair controls the flow of the meeting.** In order to put forward a motion, the mover must be recognized by the Chair. In a board meeting setting, this is generally done with a nod or a gesture. In a more formal members of shareholders meeting, the mover must stand and wait to be recognized.
- * **The group can only consider one motion at a time.** If there is a motion on the table, then a second motion will not be “heard”. There are exceptions to this rule – see Ancillary motions below.
- * **The mover states his/her motion;** usually in positive terms (i.e. you would move that the organization pursue such-and such a course of action, rather than that the organization NOT pursue another.) The motion statement is structured to start with the words “I move that...”
- * **A second person, or seconder, declares “I second the motion”** (meaning, “there are two here who think this is right”). In a friendly environment, the Chair may ask if there is a second to the motion, but is not obliged to do so.
- * **If there is no seconder to the motion,** it will not be considered by the group – it is considered “lost”.
- * **If the motion is seconded,** the **Chair declares** to the group that **“It has been moved and seconded that....”** The motion must now remain unchanged while it is discussed and debated by the group.
- * **Formally, the Chair will ask if the mover wishes to expand on his/her motion.** In a friendly or smaller meeting environment, the mover may be given an opportunity to explain their reasons or rationale to the group before putting the motion forward, but technically, they should not do so until this point. The mover will not be given another opportunity to speak unless the Chair calls upon him/her to answer a question or clarify a statement as a result of a contribution from the floor (the shareholders, members, or directors of the board)

- * **The shareholders or membership are given an opportunity to express their views or ask questions about the motion.**
- * **All comments, starting with the motion and the second and running right through the entire process, should be directed at the Chair** (that is why in Parliament, you hear MP's talking to Mr. Speaker all the time – the Speaker operates as the Chair of the House of Commons). In this way, the Chair operates as debate or discussion “traffic cop” by recognizing only one person at a time and making sure that everyone plays by the same rules.
- * **There is a time limit**, usually set by the Chair at the beginning of the meeting, for how long someone can hold the floor to talk about the motion. This prevents filibustering and helps everyone treat everyone else's views with respect. Sometimes there is a limit put on the debate of the entire motion rather than on individual contributions to the discussion.
- * If no one has any comments or questions on the motion, **it can go immediately to a vote.**
- * Otherwise, when there has been a full discussion and no further comments or questions are forthcoming from the floor, the Chair will then ask for a vote. This is called “Calling the Question”. Depending on the circumstances, **votes can be**
 - o By the show of hands – typical in a board room setting. This method can also be extended to a show of “votes” where proxies are used. Some organizations hand out one special card for every proxy vote, so a show of hands might include someone putting their hand up with, say, 10 proxy cards.
 - o By voice (shouting “Aye” or “No” to indicate positive or negative vote). Somewhat more typical in political settings than in corporate settings.
 - o By roll call – the Secretary reads the name of each voter who then indicates individually what their vote is. This can be used in any setting but is time-consuming.
 - o By division – the members, shareholders or directors literally stand up and go to one side or another of a room or dividing point to indicate their position on the motion. The House of Commons often used division on important questions.
 - o By ballot – where secrecy is important. Not used often.
- * In addition to these methods, the Chair, if he/she judges there to be a general consensus on the motion, can say, “**There being no objection**,. . .The motion is passed”. The pause allows any individual to say that they object. If there are not objectors, then the motion is carried or passed. However, if there is even one objector; the motion must be put to a formal vote.
- * **Once a motion is put to a vote that is the end of that motion one way or the other.** It cannot be reconsidered by the group, whether it was passed or lost, unless there is a new motion to reconsider or rescind it.

Basics of Ancillary Motions

The motion described above is a “main motion”, although the process is generally the same for all motions. Even though the group can only address one motion at a time, there are sometimes motions related to the motion on the floor that it would make sense to consider at the time they come up. Under Robert's Rules, some of these motions are debatable and others go directly to a vote.

Subsidiary Motions

The purpose of a subsidiary motion is to change how a main motion is handled and voted on. It must therefore be considered before the group can proceed to consider the main motion.

Subsidiary Motions Include:

- * Lay on the Table – Temporarily suspends further consideration of the main motion while a related motion is considered.
- * Take from the Table – Resumes consideration of the item laid on the table.
- * Previous Question - Returns to the motion previously being considered (used in situations where a subsidiary motion or other motion is pending).
- * Limit Debate – Limits the discussion of the motion to a specified period of time or for a specified period of time.
- * Extend Limits of Debate – Extends existing limits of debate for a specified period of time or to a specified period of time.
- * Postpone Definitely – postpone the debate to a specific time or for a specific time.
- * Refer – used when additional information is considered to be useful for a decision, the question is referred to a committee or some other individual or body to gather this information and sometimes to make a recommendation.
- * Amend – change the wording of the main motion. In a “friendly” amendment, the mover accepts a suggested amendment without the need to vote.
- * Postpone indefinitely – essential removes the motion from consideration indefinitely.

Incidental Motions

Incidental motions deal with procedural issues relating to other motions and are therefore considered before both subsidiary and main motions. Incidental motions are generally undebatable and should be put to an immediate vote. Incidental motions include:

- **Question of Order** – to point out an infraction of the rules
- **Suspension of Rules** – where it would be advisable for the group to voluntarily suspend some aspect of its own rules.
- **Objection to Consideration of a Question** – applied only to a main motion, the nature of the objection must be stated.
- **Divide a Question** – spit the question into its component parts to consider each independently
- **Methods of Voting** – to change the method of voting.

Privileged Motions

Privileged motions do not relate to the main motion or the related subsidiary or incidental motions, but rather relate to the general order of business of the group. As these are “meta” questions, they take precedence over both subsidiary and incidental motions. They are not debatable and should be put to an immediate vote. Privileged motions include:

- Fix the time at which to Adjourn – self-explanatory
- Adjourn – self-explanatory
- Take a Recess – self-explanatory
- Raise a Point of Privilege – used to remind members of the group of the need for courtesy or quiet or to make a request which will enable more effective participation, such as asking participants to use a mike or request a translation
- Call for Orders of the Day – a motion reminding the group to adhere to the agenda