

The Governance Guru's Rules for Board, Committee, and Small Group Meetings V2.2

Guru's Rules

These rules have been developed for non-profit organizations and are meant to be both simple and helpful in establishing expectations for board members, shaping your board's culture, and fostering productive meetings even beyond boards. Instead of being focused on enforcement, Guru's Rules are meant to empower the chair and participants to execute their work proficiently. This is not parliamentary procedure, and it is not intended for a legislature. Rather it's a compilation of best practices and pragmatic approaches to **making your board better**.

1. Before the meeting starts

- a. Incorporate these guidelines into a board policy or within the bylaws/constitution
- b. A discussion on board culture, expectations, and these rules will be held at least once per year
- c. Meeting dates and times are ideally determined at the start of the board year or set far enough in advance to ensure universal attendance
- d. Meeting invitees will RSVP with their intentions to attend or not
- e. A meeting package including a clear agenda as approved by the chair, as well as reports, previous minutes, and other essential information will be distributed at least five days prior to the meeting
- f. Participants will read the meeting package ahead of time and come to meetings prepared with questions and comments regarding the material
- g. Participants will arrive on time and ready to begin at the set start time for any meeting
- h. New agenda items are only to be added at the last minute or during the meeting if they are urgent

2. During the meeting

- i. The meeting chair runs the meeting in accordance with these guidelines and has the authority to enforce them to achieve efficient meeting outcomes. The chair only presents their perspective on a discussion topic after allowing all others to speak
- j. Meetings will follow the agreed-upon agenda and participants will speak to the specific agenda item under consideration and stay on topic
- k. Participants are respectful of each other at all times and strive to give others the benefit of the doubt in disagreements
- l. Participants shall give the speaker their undivided attention, be open-minded to others' comments, and refrain from forming judgements prematurely
- m. Only one person speaks at a time and there is no interrupting except as outlined in [Appendix A](#)

- n. Participants wishing to speak shall raise their hand and await recognition by the chair prior to speaking
- o. Universal participation at meetings is expected, though it is recognized that participation may look different from person to person
- p. Each individual wanting to address a particular agenda item shall be granted an opportunity to do so before anyone speaks on the same issue for the second time. Participants will be mindful of their level of participation to ensure they are contributing to but not dominating a discussion
- q. Every agenda item welcomes a fulsome discussion, but board members should strive for efficiency and avoid redundancy when deliberating
- r. Criticisms and challenges may have their place in discussion but shall be directed at the problem or idea and not at the person
- s. Participants will acknowledge their biases and question their own assumptions
- t. Distractions such as unrelated social media and email are to be avoided during meetings
- u. Motions shall be read verbatim by the meeting chair or recording secretary prior to a vote
- v. Regular motions as part of the presented agenda do not require a mover or seconder prior to voting on the motion but rather may be introduced by the chair and then voted on. A mover and seconder is only required for new business not on the agenda and shall precede any discussion on the topic
- w. Participants shall actively pursue consensus on decisions, resorting to voting via a show of hands only when consensus cannot be reached or in accordance with the organization's bylaws

3. After the meeting

- x. Confidentiality of meeting discussions must be respected; specifics shared in a meeting should not be divulged beyond the participants
- y. Board members shall uphold board decisions as determined according to the bylaws, even if they voted against such decisions at a meeting
- z. Participants shall complete any tasks assigned to them by the set deadline

Appendix A – Interrupting

Interruptions are generally uncalled for at a board or committee meeting. However, it may be appropriate for the meeting chair or even a participant to interrupt when a speaker digresses, dominates, or demonstrates disrespect. It is the chair's responsibility to ensure a smooth meeting that adheres to the rules and they should usually be the only person to interrupt another speaker. However, a participant may politely interrupt should they feel sufficient concern regarding process or conduct. This should happen rarely and only when necessary.

