



Board of Administration

Agenda Item 5a

September 17, 2019

Item Name: Proposed Changes to Board Governing Documents to Replace Robert's Rules of Order

Program: Board Governance

Item Type: Action

Recommendation

In keeping with the recommendations of Board Workstream 2 and the Board's adoption of its recommendations, approve proposed changes to replace Robert's Rules of Order with Rosenberg's Rules of Order in the Rules and Guidelines for the Conduct of Meetings and the Governance Policy.

Executive Summary

At the August meeting the Board approved the adoption of Rosenberg's Rules of Order to govern its meetings. In accordance with the Board's decision and direction, management has brought forward proposed changes to the Board's governing documents.

Strategic Plan

This agenda item supports the 2017-2022 Strategic Plan to reduce complexity across the enterprise and the objective to streamline operations to gain efficiencies, improve productivity, and reduce costs.

Background

At the Board Governance Committee's June 2019 meeting several Board members expressed interest in reviewing Rosenberg's Rules of Order and considering whether to utilize them in place of Robert's Rules. Subsequently, Board Workstream 2 recommended making such a change, and the Committee and the Board approved it at their August meetings.

Analysis

Consistent with the Board's direction, management has brought back proposed revisions to both the Board's Rules and Guidelines for the Conduct of Meetings and the Board Governance Policy to implement the use of Rosenberg's Rules as the Board's parliamentary authority.

Several substantive changes were made to the Rules and Guidelines for the Conduct of Meetings to bring it into conformance with Rosenberg's Rules. Those changes are reflected in the red-lined version of the document that is attached as Attachment 1.

Management is recommending one deviation from Rosenberg's Rules. In the Table of Rules Relating to Motions in the Rules and Guidelines, management has deliberately omitted the following motions provided for in Rosenberg's Rules: motion to adjourn, motion to close nominations, motion to fix the time to adjourn, and motion to recess. Management believes these motions lack practical utility for the Board and are unnecessary.

Only a few minor revisions were required to update the Governance Policy. Those revisions are reflected in the red-lined version of that document that is attached as Attachment 2.

Budget and Fiscal Impacts

Not applicable.

Benefits and Risks

Judge Rosenberg aptly captured the benefit to using his rules in place of Robert's Rules: "Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate."

Attachments

Attachment 1 – Proposed Changes to Board of Administration's Rules and Guidelines for the Conduct of Meetings

Attachment 2 – Proposed Changes to Board Governance Policy

Attachment 3 – Rosenberg's Rules of Order

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