



CERTIFIED GENERAL ACCOUNTANTS OF ONTARIO

Certified General  
Accountants  
of Ontario



## How to Conduct a Meeting

# How to Conduct a Meeting

**Certified General  
Accountants  
of Ontario**



## **Mission Statement:**

The Mission of the **Certified General Accountants of Ontario** is to ensure its members merit the confidence and trust of all who rely upon their professional knowledge, skills, judgment and integrity, by regulating qualification, performance and discipline standards for certified general accountants, while advocating the use of their professional expertise in the public interest.

The Certified General Accountants of Ontario acknowledges William Nailor, FCGA, as the original author of this text and thanks contributors Marilyn Benninger, CGA and Denis Boyer, CGA.

While great care has been taken to ensure the accuracy of the information as at February 2008, the Certified General Accountants of Ontario does not assume any liability.

*How to Conduct a Meeting* Copyright © Certified General Accountants of Ontario 1995, 1997 and 2002. Revised and updated 2008.

ISBN 0-9690132-4-8

# Table of Contents

Introduction .....	5
Constitution and Bylaws .....	5
Committees .....	5
Advantages of the Committee System .....	6
General Guidelines .....	6
Conducting a Meeting .....	7
Notice .....	7
Waiver of Notice .....	8
Quorum .....	8
Points of Order .....	8
Opening the Meeting .....	10
Voting .....	10
Order of Business .....	10
Agenda .....	11
Sample Agenda .....	11
Minutes .....	12
Sample Format of Minutes .....	13
Adoption of the Minutes .....	13
Motions and Resolutions .....	14
Delaying Motions .....	14
Amendments .....	15
Ending the Meeting .....	15
Reports .....	15
The Office of Chair .....	17
Appointment of the Chair .....	17
Powers and Duties of the Chair .....	18
Personal Qualifications .....	18
Removal of the Chair .....	19
Committee Secretary .....	20
Making Small Meetings Successful .....	21
Distance Meetings .....	23
Pluses .....	23
Minuses .....	24
The Ideal Mix .....	24
Tips and Tricks for Effective Teleconference Meetings .....	25
Conclusion .....	26
Appendix: Meetings Made Easy .....	27
Other Resources from the Certified General Accountants of Ontario .....	28



# Introduction

For many of us, meetings are a fact of life. Well-run meetings can be effective and valuable to an organization's activities, while poorly run meetings waste time and cause frustration. Whether it be a company meeting for employees or a regular gathering of volunteers, the same principles of good meeting management apply.

This booklet outlines the proven methods of parliamentary-style meeting management—methods commonly used by volunteer organizations and governing bodies. Organizations that favor a less formal approach can still adapt the basic principles of this system to increase meeting effectiveness.

## Constitutions and Bylaws

Any group conducting a continuous program of activities should have some formal structure, which establishes:

- the group's official name or title
- the organization's objectives
- its methods or procedures
- the number and functions of its officers
- a definition of membership qualifications
- its financial organization; and
- other conditions, limitations and provisions that will provide a clear and practical basis for the efficient management of the group's affairs.

The **constitution** defines the manner in which, and the authority by which, a body is constituted. It establishes the fundamental pattern of the group's existence. The bylaws are a separate document that represent a rule book for the day-to-day procedures of the organization. The power to create **bylaws** is provided by the constitution.

Each member of an organization—particularly the officials and those chairing committees—should receive, or have access to, a copy of the constitution and the bylaws. Each member should be knowledgeable about the restrictions and powers outlined therein.

## Committees

Any organization may delegate certain powers and functions to committees that will, in turn, make recommendations on matters assigned to them after extensive discussion and debate at committee meetings.

There are two classes of committees:

- **Boards of Managers or Directors, Boards of Trustees, etc.:**  
These are deliberative assemblies, subordinate to the body that appoints them with duties and authority. The number of regular meetings and quorums is defined by the parent body, or by its authority.

- **Committees, Ad Hoc or Standing:** The above-mentioned boards usually have all preliminary work completed by committees. The committee may be a “standing committee,” appointed for a definite time, an “ad hoc committee,” appointed for a special purpose, or a “committee of the whole,” consisting of the entire assembly. Committees can appoint subcommittees if the workload is heavy and complex.

## Advantages of the Committee System

An organization may wish to implement a committee system for the following reasons:

- it ensures a more equitable distribution of work among members
- members who have specialized knowledge can be assigned to appropriate committees so that they may apply their experience to the advantage of the group (additionally, special interests are better understood and protected by those who possess knowledge in these fields)
- by delegating work to committees, the parent body is able to manage its business quickly and more effectively
- matters may be examined in more detail by a committee than is possible at a meeting of a large governing body; and
- when a matter is referred to a committee, with instructions to report back to the main governing body, the governing body has an opportunity to consider the subject twice.

## General Guidelines

Here are a number of guidelines for organizations that decide to adopt a committee system:

- appoint as few committees as possible
- establish standing orders or bylaws that regulate the committees
- develop clear-cut terms of reference and objectives for each committee
- keep the number of committees to a minimum by allocating several related functions or duties to each committee
- keep the number of members on each committee to a minimum and ensure that responsibility is shared equally among members
- ensure that committees concentrate on broad principles and policies and do not perform the work of administration
- initially direct all matters for policy decision to the appropriate committee
- appoint an ad hoc committee only when an existing committee cannot deal with the matter
- provide committees with the financial and physical resources required to function effectively; and
- ensure that there is efficient co-ordination among committees.

# Conducting a Meeting

A meeting is defined as the coming together of two or more persons for the transaction of a common lawful order of business. Deliberative assemblies, such as committees, meet to make decisions or to develop recommendations.

There are two main classes of meetings:

**Public:** These are meetings that members of the public are entitled to attend by virtue of their interest and by their payment of funds as outlined in the organization's charter, e.g.,

- the annual meeting at which all interested people are invited to attend and consider past performance
- the election of officers; and
- the regular business of the association or society.

**Private:** These are meetings that relate to matters of private concern; members of the public are not entitled to attend unless they have been specifically requested to do so by the organization. Many are monthly meetings, with only officers or board members in attendance.

A meeting is properly constituted and valid when the following conditions are satisfied:

- the person calling the meeting has the authority to do so
- proper notice was given to every person entitled to attend the meeting
- a quorum is present; and
- the rules and regulations—or the bylaws—of the organization or society are observed.

Meetings should only be called when there is a sufficient volume of business.

## Notice

For a meeting to be valid, a notice of meeting must be sent to all persons entitled to attend. Apart from special provisions in the rules of the organization, even accidental omission to give notice will invalidate the proceedings.

The bylaws of the organization should state the preferred method of giving notice; if they are silent on this point, notice should be given by ordinary mail, fax or electronic mail. Notices sent by post are deemed to be effected 24 hours after mailing, if properly addressed.

Send a notice of meeting well in advance of the date to allow the people concerned to plan ahead and allocate time. If a meal is planned, you may want to follow up to ascertain who will attend; it is costly to plan a meal for 20 and have only six show up.

If the bylaws of an organization stipulate that a certain number of days' notice must be given, the word "days" is taken to mean clear days, i.e., excluding the day the notice is mailed and the day the meeting is to be held.

The notice must include the following details:

- date
- time; and
- location of the meeting.

The time and location must be reasonable, otherwise the meeting could be ruled invalid. The notice of meeting also should include the major items on the agenda. Many organizations send the agenda with the notice.

## Waiver of Notice

An individual may waive the right to receive notice of one particular meeting or of a series of meetings to be held in the future. Such a request must be precise and must be submitted in writing.

Notice to attend a meeting convened for the discharge of legal duties, either common law or statute, cannot be waived.

The giving of notice may be waived by the meeting, if all entitled participants are present and agree that the failure to send the notice be waived and the meeting be held. If even one member dissents, the meeting is invalid.

## Quorum

An organization consists of a number of people, of whom a certain number or "quorum" must be present at meetings if the decisions taken are to be recognized as valid and binding.

When the organization has no rule regarding the required number, a majority of members must be present. Members of a quorum must be entitled to attend the meeting and vote on any matter that comes before the group. Observers and visitors do not count towards a quorum.

A quorum must be present at the start of a meeting and remain throughout the entire meeting in order to validate decisions made.

## Points of Order

Unless your bylaws provide specific guidelines for managing meetings, you should conduct your meetings according to *Robert's Rules of Order*. It's a good idea to have a copy of this document on hand for reference (available from most major bookstores).

Points of order (questions of procedure) may be raised by any member of the quorum at any stage in the proceedings, whether or not they have previously spoken. The chair must rule on the validity of the question raised before proceeding with the business at hand. If the meeting participants do not respect the chair's ruling on a point of order, they can remove the chair.

Following are some general rules for conducting meetings that, if not observed, can be raised as points of order:

1. Items of business are taken in the order outlined on the agenda. Only the chair, with the consent of the meeting participants, may rearrange the order.
2. Any participant wishing to speak must be recognized by the chair and must address comments to the chair. Under certain circumstances, the chair may allow a member to directly address another member.
3. At public meetings, the speaker stands facing the chair. If the individual chairing the meeting rises, the speaker must stop and may continue only after the chair has spoken.
4. Only one person at a time may address the chair.
5. No person should speak more than once on a main motion or on each amendment proposed. At a large meeting, it can become time consuming and repetitious if members are allowed to speak a number of times. The one exception to this rule occurs when the mover of the motion is allowed to reply to points raised before the motion is put to a vote.
6. Some organizations have standing orders or bylaws stating the length of time a member may address the chair on each subject. In small groups this may not be necessary, but it is advisable for larger groups. If such guidelines do not exist, a time limit should be determined at the beginning of the meeting.
7. No discussion should take place unless a motion or an amendment is before the meeting. The object of this rule is to confine discussion to the business at hand.
8. The chair should not participate in debates. However, a chair who has strong personal feelings can vacate the chair and express that opinion after informing the meeting of the desire to speak on the particular subject and by asking permission to vacate the chair. If agreed, a temporary chair is appointed: one of the vice-chairs, the secretary or a member of the committee.

See page 25 for a summary guide to points of order.

## Opening the Meeting

Meetings should begin on time. Officers, particularly the chair, should respect the starting time so that business can be conducted efficiently.

The person chairing the meeting must be seen and heard by all participants, and should be positioned accordingly. The secretary should take a place near the chair. After establishing that a quorum is present, the chair calls the meeting to order and it officially begins.

If a quorum is not present, the meeting must be adjourned.

## Voting

Most decisions on the meeting's agenda are decided by majority vote. The usual methods of voting are:

**By a Show of Hands:** This is the most common method of voting. The chair counts the hands raised in response to the questions: "Those in favour?" and "Those against?" The chair then announces the count, stating "motion carried" or "motion defeated."

**By Ballot:** The secretary distributes slips of paper, or "secret ballots," to record the vote of each member. The secretary collects the ballots, tallies the results and reports to the chair, who announces the results.

**By Voice of Acclamation:** This method is only suitable for small meetings. In large meetings it is impractical to decide the outcome of a vote from the sound of voices.

In any of the above methods, when the vote results in a tie, the motion fails.

The chair is entitled to vote when the vote is by secret ballot and in all other situations where that single vote will change the result. For example, the chair may vote with the minority if this action will prevent adoption of the motion. The chair also may vote with the minority if this action will produce a tie vote and cause the motion to fail. The chair cannot vote twice (i.e., first to create the tie and then to give the casting vote). The chair should exercise the vote to retain the status quo.

## Order of Business

At some meetings the chair may make certain announcements before the group begins business; for example, introduce any guests at the meeting, express congratulations or condolences, or mention other items of personal or general interest to the group. However, these announcements should be brief, and any privileged remarks must be in good taste. In large meetings these informal openings are normally bypassed.

The first order of business in a formal meeting is to call upon the secretary to read the notice of meeting. However, usually someone moves that the reading be waived. If the motion is seconded and a vote is taken, the reading is waived. The next order of business is the adoption of the agenda.


## Agenda

This word is derived from the Latin verb “agere” meaning “to do.”

Following an agenda helps to avoid confusion and wasted time. Participants should receive the agenda before the meeting, along with copies of any reports or briefs to be presented.

Advance distribution enables members to study the items of business under consideration and allows them to come prepared for informed discussion. The agenda need not be elaborate but it should be as clear and concise as possible. The meeting participants adopt the agenda as circulated or after suggested changes or additions have been made.

## Sample Agenda



**Agenda**  
**Board of Governors Meeting**  
Wednesday, September 26, 20 \_\_\_\_  
6 p.m.

1. Call to Order
2. Approval of Agenda
3. Approval of Minutes from Previous Meeting
4. Business Arising from Previous Minutes
5. Report of Standing Committees
  - Budget
  - Education
6. Reports from Ad Hoc Committees
  - Chapter Boundaries
  - Website
7. New Business
8. Date of Next Meeting
9. Adjournment

## Minutes

There is no rule requiring organizations to record minutes of their meetings, whether of the membership as a whole or of its committees. It is, however, desirable that recorded minutes be kept to serve as a history of the decisions that have been made by the members. Minutes also constitute an authority for the actions of the officers of the organization. People may be unable to recall the exact conclusion reached on a subject debated months ago.

The form used for minutes is a matter of organizational style or personal preference; however, minutes should include:

- date, time and location of the meeting
- name of the presiding officer
- names of all in attendance or enough names to indicate the attendance of a quorum—at large meetings, members can sign a register or roll as they enter the meeting room
- name of the secretary
- dates or other suitable identification of correspondence or documents dealt with or referred to in the course of discussion; and
- person who makes a motion, the seconder and whether the motion is carried or defeated.

Frequently it is convenient to incorporate items such as financial statements, reports of committees, and other relevant information in the minutes. This may be done by appending them with a suitable reference and identification in the body of the minutes such as Appendix I, Appendix II, etc.

*The minutes record what is decided, not what is said.* They are not a verbatim account of the proceedings. Each subject includes sufficient description to identify its origin and the main considerations involved. This may be followed by a brief reference to important examples used in discussion. Each item should conclude with the decision reached. The minutes also should indicate if no conclusion is reached.

The following should not be recorded in the minutes:

- a motion that was moved but not seconded
- an amendment that was moved, seconded, but not carried
- an amendment that was moved, but that was ruled out of order by the chair
- the vote count for and against a motion; or
- the manner in which members vote, unless a member requests that the manner of his or her vote be recorded in the minutes.

If, for any reason, a meeting ends before the agenda is completed, the remaining subjects should be noted in the minutes so they may be deferred to the next meeting.

## Sample Format of Minutes

<b>Certified General Accountants of Ontario Board of Governors Meeting September 26, 20____</b>		
Subject	Minutes	Action By
Acceptance of Agenda	The Agenda was accepted as circulated.	
Acceptance of Minutes	The minutes of the August 19, 20____, meeting were accepted as presented.	
Business Arising from Previous Minutes	G. Lopez, chair of the Finance Committee, reported on recent correspondence regarding amendments to Bylaw 6. An action item will be presented at the next meeting.	Finance Committee

### Adoption of the Minutes

Usually the minutes of a meeting are presented at the next meeting for approval by, and signature of, the chair. This is known as the verification or adoption of the minutes.

It is frequently said that the minutes are “confirmed.” This is recorded in the minutes of the next meeting as, “...that the minutes of the previous meeting were read, confirmed and signed.” The use of the word confirmed in this connotation is, however, misleading as it tends to convey the erroneous impression that the meeting is confirming the decisions of the previous meeting. The decisions of the previous meeting are final and complete and are beyond the powers of the later meeting to alter. The accuracy of the record alone is at issue here. A more appropriate word, such as “verified” is recommended.

The chair asks the secretary to read the minutes, if they were not previously circulated, and asks for any changes or corrections. If all are satisfied that the minutes are an accurate recording, the chair requests someone to move the adoption. The motion is then seconded and put to a vote.

If there are corrections or additions, the chair requests the members to agree to changing the minutes. When all corrections have been approved, a member moves that the minutes be adopted as corrected. This motion is seconded, the chair

requests the vote and, if the motion is carried, the secretary makes the requested changes.

If the minutes have been circulated in advance, the chair will request a motion for their adoption as circulated. If any corrections or additions are to be made, the procedure is the same as when the minutes are read. The chair now proceeds to business arising from the minutes. Only items that are not covered later in the agenda are dealt with at this time. Questions arising from the minutes are allowed only to obtain information, not to renew discussions.

## Motions and Resolutions

Although the terms “motion” and “resolution” are frequently used as synonyms, the terms are separate and distinct. A **motion** is a proposition placed before a meeting for discussion and decision. If, as a result of that discussion, the proposal is carried by a vote of the members, it is considered a **resolution** of the meeting.

Motions should be presented clearly and precisely, leaving no doubt in the minds of either the proposer or the members of the committee as to the meaning of the motion. The member making the proposal says: “I move that,” and then states the action proposed to be taken.

Once placed before the meeting, a motion cannot be withdrawn, except with the consent of the meeting.

After a motion has been seconded, it is debated and voted upon. Debate must be limited to the business before the meeting. Speakers must address their remarks to the chair; be polite and concise; and, where possible, avoid referring to the other officers or members by name or presuming their motives.

In the absence of a seconder, the motion fails and the meeting passes on to the next item of business.

Resolutions and motions cannot be raised twice at the same meeting. All the pros and cons should have been aired before the vote. Some associations have rules that specify the subject matter of any resolution or motion may not be reconsidered for a period of six months or more, to give members time to examine the implications.

## Delaying Motions

Generally, delaying motions are used only in formal meetings such as meetings of government. However, volunteer organizations may want to consider using a delaying motion to prevent a question before the meeting from further discussion at that time. The chair should ensure that such motions are used only as an interim procedure to gain time for further study and not simply to avoid an awkward or complicated subject.

The principle delaying motions are:

- that the motion be referred to another committee or to a subcommittee for further deliberation; or
- that the motion be deferred for discussion at a future meeting.

## Amendments

An amendment is a proposed alteration to the terms or content of a motion presented to the meeting. Amendments may be moved at any time during the discussion and before the vote on the original motion. Like the original motion, amendments must be seconded by another committee member. There can be only one amendment at a time to the motion before the meeting.

An amendment cannot negate the intent of the original motion but can add, delete or substitute words for those in the original motion. In other words, an amendment phrased as a direct negative of the motion is “out of order.” When an amendment has been put to the meeting, seconded and carried, it must be repeated and embodied in a substantive motion that supersedes the original motion.

If there is more than one amendment, the second amendment is voted on first.

If more than two amendments have been proposed, the group should consider withdrawing the whole motion, as it would appear the original motion was not carefully developed. Each complex motion should be written down and edited, if necessary, before moving, as all motions should clearly express the intention of the mover.

## Ending the Meeting

When there is no further business on the agenda, the chair declares the meeting closed. The chair needs no resolution or approval to do this, provided all the business before the meeting has been completed. If, for any reason, the business has not been satisfactorily concluded and the group must reconvene, the meeting should be adjourned by resolution and the time and place of the next meeting specified.

## Reports

Information reports are an important element in the affairs of any organization. Each committee should submit at least one report on its activities during the year, usually at the annual meeting. Any committee, standing or ad hoc, should prepare and submit a report as soon as possible on any subject specifically referred to it for consideration.

If the study is a long one, the committee should submit progress reports from time to time. While reports can be written or oral, a written report is preferable because it

serves as a permanent record. Written reports must be dated and signed by the committee chair.

The introduction of the report includes the subject of the study and the terms of reference. The body of the report should contain the particulars and the commentary. The conclusion, containing the committee's recommendations, may be in the form of a motion. Many organizations find it effective to begin reports with the recommendations and then outline the details that led to them.

When a committee disagrees on a topic, majority and minority reports should be prepared. The majority report is presented first; however, opportunity should be given for presentation of the minority report before a vote is taken. In practice, minority reports are rare, because most differences are resolved before the preparation of the report.

Various actions may be taken following the submission of a report:

1. If it is an information or progress report, it may be "received," meaning the report has been accepted and duly noted.
2. A report may be "tabled," meaning that it is received and noted, but that action on it is deferred until the next meeting; until new facts are considered; or until there is a change in circumstances. This course is taken when it is felt that the subject requires further consideration or if immediate action is inappropriate.
3. When the report contains recommendations—such as the proposal of a course of action or the adoption of a policy—the adoption of the report must be moved by the presenter, seconded and voted upon. If adopted without change, the report and all recommendations contained in it are automatically approved and must be acted upon. Alterations to the report must be in the form of amendments.
4. When a report is considered incomplete or its conclusions inadvisable or unacceptable, it is referred back to the committee responsible to be re-examined, revised and presented at a later date. If the presenting committee feels that it cannot change the report, it must ask the receiving group to dissolve the committee and appoint a new one.

# The Office of Chair

The word chair is used to designate anyone who has been chosen to act as the leader of a group and to preside at the meetings. At all other times, the chair is simply one of the group, but when a meeting is called to order the office is endowed with responsibility, power, and prestige. This office must be respected by all other members. The chair is the umpire in debate, the judge of admissibility and the upholder of order and decorum. A good chair maintains harmony and achieves results by being even-tempered, patient, impartial and fair.

The chair determines the manner in which a meeting is conducted, subject to the bylaws of the organization. The chair may wish to observe all the formalities or may decide to conduct the proceedings in an informal manner. In a small group of three or four, the informal method can be very effective. Informality, however, should not be allowed to confuse the issues or decisions or to obscure the authority of the chair.

## Appointment of the Chair

The bylaws of an organization normally state how the chair of the organization is elected or appointed. In the absence of the chair, the vice-chair or vice-president assumes the office. If neither is present, the members present may elect a member to fill the position. A member who is appointed in this manner is entitled to occupy the position even if the chair subsequently joins the meeting; however, courtesy usually prevails and the chair is vacated in favor of the official chair.

The procedure for electing someone to chair the meeting in the absence of a chair is as follows:

A member moves, "I move we appoint Mr./Ms Jones to take the chair." Another member says, "I second that motion." If there are no other nominations, the motion is presented to the meeting and, if carried, the person becomes the temporary chair.

If two or more candidates are proposed, a vote is taken by a show of hands.

Candidates for election as chair cannot preside during the election process. The person who presides at the meeting has the duty of counting the votes and announcing the results; however, these acts cannot be lawfully carried out if the presiding chair is a candidate for re-election. Should the presiding chair be nominated along with one or more other candidates, someone not standing for election must be appointed to preside.

The person vacating the chair need not leave the meeting and may support his or her own candidacy. If the presiding chair is the only nominee, there is no requirement to vacate the chair.

## Powers and Duties of the Chair

A chair must:

- be fully aware of the bylaws or rules of order the organization has adopted
- confirm that the meeting has been duly convened and is properly constituted
- open the meeting
- introduce guests at the beginning of the meeting
- conduct the meeting in a regular and proper manner, as outlined in the bylaws or according to *Robert's Rules of Order*
- ensure proper minutes of the proceedings are kept
- decide points of order and all incidental questions of procedure
- ensure that all business transacted is within the jurisdiction of the meeting
- decide who shall speak
- decide when there has been sufficient discussion of a matter and call for the vote
- put motions and amendments to the vote and declare the result
- vote to maintain the status quo
- evaluate the mood of the meeting on any question put before it
- ensure that minority opinions are given a fair hearing
- preserve order
- cause the removal of disorderly persons
- adjourn the meeting when it is impossible to maintain or restore order; and
- declare the meeting closed when all of the business has been transacted.

The chair has no right to adjourn the meeting against the wishes of the members present, unless the bylaws or rules of order of the organization expressly gives the chair this right, or in either of the following circumstances:

- for purposes of taking a poll; or
- when general and persistent disorder makes the transaction of business impossible.

## Personal Qualifications

The key attributes of an ideal chair include:

**Patience:** The control of a meeting can impose a certain degree of strain on its presiding officer, either because the matters being discussed are highly controversial or the members appear to be in a bad mood. Debates in general can lead speakers to repeat themselves or go off on tangents that have no bearing on the subject. If a speaker is digressing excessively from the subject, the chair must refocus the discussion. On the other hand, the chair must allow members to express themselves fully and freely on a matter. The chair must control not only the meeting, but personal attitudes and inappropriate behaviour.

**Tact:** The curtailment of debate requires the exercise of considerable tact on the part of the chair. Few speakers welcome an interruption of their remarks from other members or an admonition from the chair. At all times the chair must show interest in the remarks and respect for the speaker.

**Dignity:** The chair must uphold the dignity of the position. The chair who lacks respect for the office also lacks respect for the meeting being held. As a result, the members themselves will eventually lose interest and the committee will disintegrate.

**Decisiveness:** A chair should analyze the thinking leading to any decision he or she makes at a meeting, and once satisfied that the decision is correct, should adhere to it. A decision, once made, must be applied uniformly to all members, regardless of their official status.

**Impartiality:** The chair should be above all personal animosities or group intrigues in the conduct of the proceedings. The respect of the meeting will be lost if the chair plays favorites or appears antagonistic to certain members.

**Courtesy:** Courtesy is an attribute that helps meetings proceed smoothly and pleasantly. The chair must be firm yet courteous to both members and guests.

**Perception:** The chair must be able to sense the feeling of the meeting and know when to bring a subject to a vote. Pointless repetition of arguments is tiresome and time-consuming.

## Removal of the Chair

A chair who has been elected to a meeting can only be superseded by the will of the meeting if exhibiting gross partiality in the conduct of proceedings or if he or she is being deliberately obstructive.

Many organizations have written power to remove the chair and other officers in their bylaws, rules of order and regulations. If not, the chair may be removed by a resolution of the meeting.

# Committee Secretary

The secretary performs invaluable services to the chair and members of the meeting and is instrumental in ensuring that the meeting runs smoothly.

A secretary's duties include:

- sending notices of meeting to all persons entitled to receive them
- preparing the agenda (in discussion with the chair)
- ensuring that a meeting place is available
- arranging for the meeting room to be adequately set up
- ensuring that all subcommittees have submitted their reports for the meeting
- having a copy of the bylaws, previous minutes and orders, etc., at meetings for purposes of reference
- following up with various committee members to ensure tasks assigned at the last meeting are acted upon
- reading any document that may be required at the meeting
- taking adequate notes of the proceedings of the meeting in order to prepare the minutes
- preparing accurate minutes; and
- carrying out instructions arising from the meeting that pertain to the secretary.

# Making Small Meetings Successful

The small meeting—10 people or fewer—is of vital importance to any organization. In fact, small meetings often accomplish a vast amount of work. However, because of the human factors involved, a small meeting often is much more difficult to conduct than a large one. This is particularly true if the small meeting is scheduled on a regular basis, and it brings together the same people each time to discuss similar issues and subjects.

Following are some principles, which can help make a small meeting more agreeable and productive:

- 1. Quash the tacit agreement immediately:** The only way to arrive at a decision in a small meeting is to discuss the question from all perspectives, then take a formal vote on the subject.

However, if the chair is not vigilant, one member can manipulate the group into making a tacit decision. For example, an individual may monopolize the conversation, or appoint an associate to continue the conversation toward a particular line of thinking. These techniques stifle the free expression of the group and can force the meeting to consider only one idea.

To counter a tacit agreement, the chair should take action the moment these techniques become evident, by reminding the group that decisions are not to be made with only a few participants in the process—instead, everyone should have the opportunity to contribute.

- 2. Do not allow members to assume static roles:** In a healthy atmosphere, meeting participants may express different viewpoints on a variety of topics. Real commitment depends on participation from many fronts, by all members.

A committee member who maintains one viewpoint, however, can become isolated, “labelled” in the minds of others, and ultimately excluded from the discussion. For example, the “harmonizer,” in the quest for a pleasant, friction-free atmosphere, may not recognize that conflict and creativity can be closely related. A group may become sterile unless all ideas and opinions are explored.

Similar roles are the “gatekeeper” who focuses on the quantity of participation, rather than the quality of discussion, and the “compromiser” who seeks the lowest common denominator and may trade the best solution for one that is agreeable to all.

A meeting chair who suspects that a member has fallen into this trap should gently and indirectly encourage full participation. For example, ask a “harmonizer” to generate additional ideas by attacking or defending another point of view.

- 3. Never criticize a group for having a hidden agenda:** A hidden agenda in a group can be established by individual members, the meeting leader or the group as a whole. The leader, for example, may call a meeting for the announced purpose of having the group make a decision, when in fact that individual's decision has been pre-determined. Or, one member may feel antagonistic toward another and direct all comments toward discreditation.

The best tactic here is to handle the hidden agenda just as you would an official agenda—directly. Ask another member about the validity of a comment that has been dismissed, or ask your challenger to lead the meeting discussion for a while. A common sense approach to a hidden agenda will usually resolve the problem and keep the meeting on track.

- 4. Vary the chairs of a group that meets regularly:** In too many cases, patterns of interaction are set after several meetings. Because the same topics are usually discussed, viewpoints of members become fixed and understood, with accommodations worked out according to a particular formula. As a result new and creative directions are often not attempted. However, by asking various members to be responsible for planning and leading some sessions, involvement and interest may be stimulated.
- 5. Structure the meeting:** Too often the natural human dynamics of a small meeting are allowed to influence the course and outcome, because no preset direction exists. An agenda allows the meeting leader to limit discussion to relevant subjects, and control the way time is spent. When participants have assisted in planning the agenda, they are more likely to co-operate fully in pursuing the meeting's objectives.
- 6. Limit the chair's role to that of neutral leader, not lecturer:** A good meeting leader determines the time and subject limitations, provides the background information, and then sends the group into action. The leader is in no way the person with all the answers. Rather, this individual stimulates an exchange of ideas, keeps the meeting on target, draws out the introverts and quiets the talkative ones. The chair then summarizes all points discussed. A good leader's status in the discussion should equal, but not exceed, that of the others.

The business conducted at a small meeting should be taken seriously by its chair and participants. The small meeting is one of the basic building blocks of an organization. If you make use of its best characteristics and avoid its inherent human pitfalls, you will help to make your whole association, club or company more effective.

# Distance Meetings

In recent years, a number of different technologies have emerged that allow small, medium and large-sized meetings to be held, where business can be conducted and participants communicate, without being physically in the same location. For many organizations virtual meetings are now outpacing in-person ones.

The most popular platforms include:

1. **Teleconferencing:** conferencing over the telephone.
2. **Web meetings:** conferencing using personal computers and web cameras.
3. **Video conferencing:** conferencing through television or computer screens, using dedicated data transmission lines.

Because it is the most cost-effective, teleconferencing is often used in not-for-profits and small- to medium-sized organizations. Its usage has been growing by a rate of approximately 60 per cent per year.

Web conferences (telephone and computer) are seeing nearly 100 per cent growth per year, but as the requirements are greater, this format remains less common than teleconferences.

Video conferences (phone and live feed) are even far less common, but because of the advantages of its personalization, it is anticipated that future growth will be huge for this platform.

## Pluses

1. Teleconference meetings connect participants a variety of locations to participate. The only requirement is access to a telephone.
2. The medium is suitable for organizations with offices dispersed across a large geographical area.
3. Because they save time and money, teleconferences can be held daily, weekly or monthly, with minimal impact on meeting budgets.
4. Teleconferencing (or videoconferencing) is suitable for a variety of meetings (e.g., CEO/president, boards and committees).
5. Technology enables more frequent meetings, with less advance notice, as there is no travel time and reduced meeting costs (i.e., no need for room rentals and food or beverage services). This allows for improved productivity.
6. Staff or volunteers can be called upon to attend a teleconference (or web conference) on relatively short notice to discuss a specific issue, which minimizes the disruption of work schedules. This allows for more frequent and effective consultation and participatory decision-making with relevant parties.
7. Teleconferencing helps further good governance, continued communication and connectivity, simply by enabling more frequent meetings at an affordable cost.

## Minuses

1. Using technology rather than in-person meetings is more challenging, as it is harder to feel connected; the amount of personal interaction is reduced.
2. Effective visual presentations aren't really possible during teleconferencing or web conference, as they are limited to downloaded paper copy or static documents on the computer screen.
3. Participants can work on other things while the meeting is taking place, with their level of attention and participation reduced.
4. Other challenges with teleconferencing include technical difficulties (i.e., participant having difficulty getting connected or getting disconnected during the course of the meetings). The quality of sound via the phone lines can be poor or participants are using an inferior telephone. And unless participants have hands-free speaker phones, it can become tiring to hold a receiver to the ear for the length of a meeting.
5. During teleconference meetings background noises must be kept to a minimum.

## The Ideal Mix

Another challenge to teleconferencing includes building effective working relationships with participants, as it is difficult to do team building at a distance. Rather than rely solely on the medium, a mix of teleconference and face-to-face meetings is ideal. People need to see each other occasionally in order to build good working relationships.

In addition to teleconferences for large groups, smaller meetings (involving two or three people) can be held using web cameras. This helps to personalize the meeting, but is less effective for larger-sized groups.

Video conferencing allows each participant to see one another in addition to a shared desktop screen, exchanged e-mail messages and PowerPoint presentations, etc.

Although teleconferencing remains the most popular distance meeting, and likely will continue to be so for several more years, as web, video and other forms of electronic conferencing become more sophisticated, accessible and affordable, use of these mediums will increase.

## Tips and Tricks for Effective Teleconference Meetings

1. “Arrive” (i.e., dial-in) on time for your meeting.
2. Ensure the room you are using is quiet, such as a personal office or boardroom. Inform colleagues you will be in a meeting (and for how long). Shut your door.
3. Avoid using a cell phone.
4. Use the Mute button if your teleconference is interrupted by someone entering the room.
5. Never use the Hold button.
6. At the beginning, each attendee should say hello and introduce him or herself briefly.
7. The person chairing the meeting should encourage input, either a general request or by specific name(s).
8. As there are no visual cues or feedback, be considerate of others, including:
  - try not to interrupt someone who is still speaking
  - say your name at the beginning of your contribution
  - practice your tone of voice
  - don't shuffle papers, tap a pen, drum your fingers, type e-mails, etc.
  - never sit on a leather chair, as the noises it makes when one shifts are quite intrusive.

## Conclusion

By following the guidelines outlined in this booklet, you will be well on your way to conducting meetings that are both productive and enjoyable. However, like most other skills, successful meeting management takes more than knowledge and talent; it requires practice. And more practice. So begin working today toward better meetings tomorrow.

## Meetings Made Easy: A Summary Guide to Points of Order

Action	Second Required	Debatable	Can be Amended	Can be Reconsidered	Requires Mandatory Vote	Out of Order when Another Speaker on Floor
1. Adopt a report	Yes	Yes	Yes	Yes	Yes	Yes
2. Amend a motion	Yes	Yes	Yes	Yes	Yes	No
3. Amend an amendment	Yes	Yes	No	Yes	Yes	No
4. Debate, close, or limit	Yes	No	Yes	Yes	2/3	No
5. Adjourn the meeting	Yes	No	Yes	Yes	Yes	Yes
6. Lay on table (suspend further consideration of a matter)	Yes	No	No	No	Yes	Yes
7. Introduce a main motion or question	Yes	Yes	Yes	Yes	Yes	Yes
8. Question of order	No	No	No	No	Yes	No
9. Postpone to a certain time (or next meeting)	Yes	Yes	Yes	Yes	Yes	Yes
10. Call or move the previous question	Yes	No	No	No	2/3	No
11. Reconsider	Yes	Yes	No	No	Yes	No
12. Suspend rules	Yes	No	No	No	Yes	No
13. Take from table	Yes	No	No	No	Yes	Yes
14. Withdraw a motion	No	No	No	No	Yes	No

# Other Resources from the Certified General Accountants of Ontario

## Other Booklets in This Information Series

- ABCs of Accounting: Accounting Definitions
- Effective Planning to Achieve Goals
- Executorship: A Guide for Those Called Upon to Act as an Estate Trustee
- Grassroots Governance: Governance and the Non-Profit Sector
- Keeping the Record Straight: Accounting for Not-for-Profit Organizations
- Resource Guide for Business Immigrants to Ontario

## Accountant Referral Service

The Certified General Accountants of Ontario offers an accountant referral service, free of charge to Ontario residents and businesses that would like to hire a professional accountant for help with financial planning, tax returns, financial statement preparation and other accounting services. CGA Ontario will match clients' specific needs to a CGA Ontario practitioner's preferred area of practice.

To access CGA Ontario's online accounting referral service, visit [www.cga-ontario.org/contentfiles/services/accountant\\_referral.aspx](http://www.cga-ontario.org/contentfiles/services/accountant_referral.aspx) or for more information, call CGA Ontario at 416-322-8884 or toll-free at 1-800-242-9131.

240 Eglinton Avenue East  
Toronto ON M4P 1K8

[www.cga-ontario.org](http://www.cga-ontario.org) or  
[www.nameyouneed.org](http://www.nameyouneed.org)

Certified General Accountants of Ontario

240 Eglinton Avenue East

Toronto ON M4P 1K8

416-322-6520 or

1-800-668-1454

E-mail: [info@cga-ontario.org](mailto:info@cga-ontario.org)

Website: [www.cga-ontario.org](http://www.cga-ontario.org) or [www.nameyouneed.org](http://www.nameyouneed.org)

**Certified General  
Accountants  
of Ontario**

