

# Key terms commonly used during board meetings within a Canadian not-for-profit organization, along with their definitions:

## 1. Quorum

- **Definition:** The minimum number of board members required to be present to legally conduct the meeting and make decisions. In Canadian not-for-profits, the quorum is often specified in the organization's bylaws.
- **Context:** "Our bylaws state that a quorum of five directors is needed to proceed with the meeting."

## 2. Agenda

- **Definition:** A structured list of items that will be discussed and addressed during the board meeting. The agenda is usually distributed to board members prior to the meeting to allow them to prepare.
- **Context:** "Please review the agenda before the meeting, as we will be voting on the new community initiative."

## 3. Minutes

- **Definition:** The official written record of what was discussed and decided during the board meeting. Minutes must be approved by the board at the subsequent meeting and are often required for compliance purposes.
- **Context:** "We need to approve the minutes from our last meeting before moving on to new business."

## 4. Resolution

- **Definition:** A formal decision made by the board that typically involves significant issues such as policy changes, budget approvals, or strategic directions. Resolutions are usually documented in the minutes.
- **Context:** "The board passed a resolution to increase funding for our youth outreach program."

## 5. Motion\*

- **Definition:** A proposal put forward by a board member for discussion and voting. In Canadian not-for-profits, a motion must be seconded by another board member before it can be debated and voted upon.
- **Context:** "I motion that we allocate additional funds to the environmental awareness campaign."

## 6. Executive Session

- **Definition:** A confidential portion of the board meeting, closed to non-board members, where sensitive issues such as legal matters, personnel issues, or confidential donor information are discussed.
- **Context:** "We will enter an executive session to discuss the CEO's performance review."

## 7. Conflict of Interest

- **Definition:** A situation where a board member's personal interests could potentially interfere with their duty to act in the best interest of the organization. In Canadian not-for-profits, board members are legally required to disclose any conflicts of interest.
- **Context:** "As I have a potential conflict of interest with this vendor, I will abstain from the discussion and vote."

## 8. Proxy

- **Definition:** The authority given by a board member to another individual to vote on their behalf when they are unable to attend the meeting. Proxy voting is often permitted by the organization's bylaws but may be subject to specific rules.
- **Context:** "Julie has submitted her proxy to David for today's votes."

## 9. Bylaws

- **Definition:** The rules and regulations that govern the operations of the not-for-profit organization, including the conduct of board meetings, the roles and responsibilities of board members, and the process for amending policies.
- **Context:** "Our bylaws require us to hold an annual general meeting with our members each year."

## 10. Fiduciary Duty

- **Definition:** The legal obligation of board members to act in the best interests of the organization. This includes duties of care, loyalty, and compliance with applicable laws and regulations governing not-for-profits in Canada.
- **Context:** "Board members have a fiduciary duty to ensure that all decisions benefit the organization and align with our mission."

## 11. Chairperson

- **Definition:** The individual who leads the board of directors, facilitating meetings and ensuring that discussions are orderly and productive. The chairperson also plays a key role in setting the agenda and representing the board externally.
- **Context:** "The chairperson will guide us through today's discussion on strategic planning."

## 12. Consent Agenda

- **Definition:** A collection of non-controversial items grouped together on the agenda that can be approved in a single motion without discussion. This allows the board to focus on more complex issues during the meeting.
- **Context:** "We will move to approve the consent agenda, which includes the approval of routine financial reports and previous meeting minutes."

Understanding these terms helps ensure effective participation in board meetings, allowing Canadian not-for-profit organizations to govern more effectively and fulfill their missions.

## Different types of motions a Board Can Make

In board meetings, especially within a not-for-profit organization, several types of motions can be used to facilitate decision-making and manage the flow of the meeting. Here are the different types of motions:

### 1. Main Motion

- **Definition:** A proposal that introduces a new item of business or decision for the board to consider. Main motions must be seconded, discussed, and then voted upon.
- **Example:** "I move that we allocate \$5,000 to the new community outreach project."

### 2. Subsidiary Motions

- **Definition:** Motions that modify or affect how a main motion is handled. They are voted on before the main motion.
- **Types:**
  - **Amend:** Modifies the wording of the main motion.
  - **Table:** Postpones discussion of the main motion to a later time.
  - **Postpone Indefinitely:** Disposes of the main motion without a direct vote on it.
  - **Limit or Extend Debate:** Restricts or extends the time allocated for discussion.
  - **Refer to Committee:** Sends the motion to a committee for further study.

### 3. Privileged Motions

- **Definition:** Motions related to the rights and privileges of the board members, and these usually take precedence over other motions.
- **Types:**
  - **Adjourn:** Ends the meeting.
  - **Recess:** Takes a short break during the meeting.

- **Question of Privilege:** Addresses issues affecting the comfort or rights of members (e.g., request to close a window).
- **Call for the Orders of the Day:** Requests adherence to the agenda.

#### 4. Incidental Motions

- **Definition:** Motions that arise out of other motions and must be decided immediately.
- **Types:**
  - **Point of Order:** Challenges a breach of the meeting's rules.
  - **Appeal:** Questions a decision made by the chairperson.
  - **Suspend the Rules:** Temporarily sets aside the established rules to address a specific situation.
  - **Withdraw a Motion:** Allows the original proposer to withdraw their motion.
  - **Division of the Assembly:** Requests a recount of votes, typically used when the outcome is unclear.

#### 5. Motions to Bring a Question Again Before the Board

- **Definition:** Motions that allow the board to reconsider, amend, or cancel a previous decision.
- **Types:**
  - **Reconsider:** Reopens a motion that was previously voted on, allowing for further discussion.
  - **Rescind:** Cancels a previous motion.
  - **Take from the Table:** Resumes consideration of a motion that was previously tabled.

Each type of motion serves a specific purpose in facilitating orderly and effective meetings. Understanding how and when to use these motions is key to ensuring that meetings run smoothly and that all members have the opportunity to contribute to the decision-making process.