



# Taking Care of Business

## Using the Modern Rules for Conducting an Effective Board Meeting

**T**he ballots have been cast or you've received your appointment. Congratulations! You are now a member of your local fire protection district board. It's time to take care of business. Under Illinois law, in order to conduct the business of a fire protection district, the board may only reach decisions at an official meeting. But how do you run these meetings?

While parliamentary procedure can form the foundation for good decision making, it can also get in the way of running an effective meeting. Most people who conduct or participate in meetings have heard of Robert's Rules of Order. Originally created as the standard by which most official meetings were conducted, Robert's Rules are often misunderstood and misapplied, either by accident or design. More flexible and less tedious guidelines can be found in the Modern Rules of Order, a Guide for Conducting Business Meetings (Third Edition, Donald A. Tortorice). Most fire protection district boards will find it easier to comply with the less technical and structured 'substance over form' principles found in the Modern Rules.

Illinois law does not specify which parliamentary authority must be used by fire protection districts for board meetings. The Board is free to adopt the parliamentary rules that will govern the procedure and conduct of meetings. Conveniently, the Modern Rules provide a sample Resolution adopting the Modern Rules. The primary concept of the Modern Rules of Order is the orderly, relevant and respectful participation of every board member in the meeting. With this idea in

mind, the Modern Rules set forth several rules that promote participation and a substantive exchange of opinions.

### **Modern Rules #1 and 2: A Strong President that Follows the Law**

Under the Modern Rules, the President of the fire protection district is responsible for the smooth operation of the meeting. During the meeting, decisions of the President are generally final as they relate to questions of procedure. Therefore, when electing a President, care should be taken by the Board Members to select a candidate who is willing and able to establish and maintain authority and control of the meeting.

Of course, any parliamentary authority that is adopted by a fire protection district takes second chair to the governing laws of the State of Illinois.

### **Modern Rules #3 and 4: The Game Plan and Getting Started**

The agenda is the document that sets the plan for the meeting and the business that may be discussed. The Modern Rules require the President and Secretary of the Board to compile and distribute the agenda. Agendas are also subject to certain provisions of Illinois law. Among other requirements, an agenda for each regular meeting of the district must be posted at the principle office of the district and at the location of the meeting 5 ILCS 120 et seq. The agenda must be posted at least 48 hours in advance of the meeting and state issues that the district intends to address at that meeting. Under the Modern Rules principles,

the agenda not only serves to notify the public of the topics that will be addressed, but it is also the "punch list" for the board to follow at the meeting.

However, not all meetings of the board must be "open". Under certain limited circumstances, a fire protection district board can hold all or a portion of a meeting in closed session. This does not mean however, that the board can avoid its notice and agenda requirements. Every meeting, whether open or closed, must have an agenda that is posted in advance. No action can be taken on an issue that is not on the agenda.

The Open Meetings Act, 5 ILCS 120 et seq., contains an enumerated list of topics which include, but is not limited to discussions of collective bargaining negotiations, deliberations concerning employee salary or employment, purchase of real property and to discuss pending or probable litigation. Since the specific topic must be stated in the closed session motion, the board cannot talk about anything else unless the new topic is disclosed in open session.

Convening a meeting under the Modern Rules is simple. The President announces the opening of the meeting and the presence of quorum. A quorum constitutes a majority of the members of the board. If an official meeting is called, and not enough board members are present, the meeting cannot take place. This means that no vote can be taken and no business can be conducted. This also means that if a quorum is lost at any

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time during a meeting, the meeting must be stopped until a quorum is reconvened.

Under a recent amendment to the Open Meetings Act, the definition of "meeting" for 5-member public bodies has been revised so that a meeting requires a quorum of the board, instead of a majority of the quorum. This amendment can make a world of difference for 5-person fire protection district board members, because two board members can speak about public business without violating the Open Meetings Act. Please note, however, that this new rule does not affect trustees on a three-member board. In that case, two members can only discuss public business at a properly convened meeting of the district.

### Modern Rule #5: Special Officers

Most fire districts have an occasion where a Board Officer may not be present, or may be unable to conduct their official duties. In that circumstance, the President may appoint a special officer to address the matter. The President can make this appointment without a motion or vote of the Board. For example, the President may appoint a person other than the elected Secretary to serve as a Recording Secretary to take minutes at the meeting.

### Modern Rule #6: Approval of Minutes and Reports

In addition to preparing a written agenda, the board must maintain minutes of all meetings, whether open or closed. At a minimum, the minutes must reflect (1) the date, time and location of the meeting, (2) what board members were present or absent during the meetings, (3) a general description of what was discussed at the meeting and (4) a record of any votes taken. There is no requirement as to who is responsible for taking the minutes. Usually, the board designates the secretary as the official keeper of records.

The board should review and approve its minutes within a reasonable time after the conclusion of the meeting. Usually, this is done at the next regular meeting. Once the minutes have been approved, they must be available for public inspection within seven days. Different rules apply for closed meeting minutes. These minutes should be reviewed at least every six months. If the board determines that the minutes should remain confidential to protect either the public's interest or an individual's privacy, they remain closed until the next review.

To approve the minutes, the President of the Board should announce that unless there is an objection, the minutes are approved as submitted, with no motion or vote necessary. However, if an objection is made to the content of the minutes or reports, then a motion must be made and a vote taken to approve the amended minutes.

### Modern Rules #7 and Rule 8: Let's Talk it Over: Principles for Discussion

Assuming that a detailed, well-thought out agenda has been posted pursuant to law, and forwarded to all Board Members prior to the meeting, the Board Members will know and prepare for the issues that require consideration and discussion at the meeting. Under the Modern Rules, the discussion of any issue on the agenda is regulated by the President. The key to meeting success is to ensure that each Board Member receives consideration to express their relevant opinions related to the issue at hand, with respect for the time of others. It is essential that the Board President maintain order during the meeting so that each Board Member who wishes to express their point of view may

do so without fear of criticism or retribution. However, the President may limit comment fairly and equitably based on time, relevance or other considerations.

The Modern Rules differ from Robert's Rules regarding discussion. The Modern Rules do not limit discussion to that period of time after a formal motion, and second of the motion, is made. Rather, the President announces the next topic on the agenda for consideration and discussion ensues. It is up to the President to control the discussion. The issue is then resolved either through a consensus of the Board or, if required, through a motion and vote.

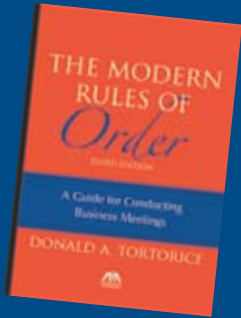
### Modern Rule #9: Getting to Yes, or No

The Modern Rules permit approval of an issue by a general consensus of the Board. Under Illinois law, there are certain issues that must be decided by motion and vote. For example, a fire district's levy or budget and appropriation ordinance requires formal action. However, many matters do not require a motion and vote. A fire district board could recognize residents for assistance to the fire district, set an open house date, or appoint someone to research the purchase of apparatus or equipment, without the necessity of a motion and vote. These matters would be on the agenda as items to discuss and would be decided by a consensus of the Board after discussion of the topic. The President then announces the general consensus based on the comments of the Board Members and that consensus is recorded in the minutes.


### Modern Rules #10, 11 and 12: Motions and How to Use Them

When there is dissension in the ranks, or a vote of the Board is required by law, the Board would use familiar motion practice. A motion is made, a second is received (when required), and the matter is voted on. The Modern Rules set forth three primary areas of motion practice: 1) meeting conduct motions; 2) disposition motions; and 3) main motions. Each of these motion areas has specific, but simple, requirements that are set forth in detail in the Modern Rules book.

Meeting conduct motions do not require Board action, even though they are called motions. These are motions that can address



A limited supply of  
The Modern Rules of Order  
is available for purchase at a  
discounted price of \$20 each.  
Contact IAFPD 800-524-6620 or  
email Trish Duknoski at trish@  
iafpd.org.



physical comfort issues of a Board member or perhaps include a matter that needs clarification. These minor issues are resolved by the President without formal motion or vote of the entire Board. However, there may be times when another Board member disagrees with the action of the President. The Modern Rules provide for an appeal process. An appeal of the action taken by the President requires a motion, second and a majority vote to overturn the procedural decision of the President.

Disposition motions are used to modify existing motions. Familiar examples of this type of motion are those used to withdraw, amend or postpone consideration of a motion. Debate may be limited using this category of motion. However, in keeping with the general concept of open discussion, a motion to limit, extend or modify discussion requires a two-thirds vote of the Board.

At the heart of the meeting are main motions. These motions address the “action items” on the agenda that may not be resolved by a general consensus of the meeting or

where a vote is required by law. Because of their significance, main motions require a second, are amendable and debatable.

### **Modern Rules #13, 14 and 15: Last but Not Least**

The last of the Modern Rules are straightforward. Rule 13 regulates the election of officers. The Modern Rules encourage discussion of each candidate. Ultimately, the election of officers in a fire protection district is governed by the Illinois Fire Protection District Act, 70 ILCS 705 et seq. Likewise, Rule 15 applies to the requirement that minutes of the meeting be kept. The board is obligated by law to take minutes of its open and closed session deliberations and discussions. In addition, the closed meetings also must be recorded by audio or video recording.

Finally, business is done and it’s time to end the meeting. Upon completion of the items on the agenda, the President announces that the meeting is adjourned.

The Modern Rules can help streamline your Board meetings. But, even while using

the Modern Rules there are some general considerations that should be made. If an item is not ready for discussion, don’t put it on the agenda. If a controversial matter has been decided by consensus or vote, close the issue and move on. If Board members try to discuss irrelevant or off-topic issues, the President must keep the Board on task. If public comment is a repeated problem, it can be limited or even eliminated unless the meeting is a hearing.

Most importantly, Board members should prepare in advance for all meetings. Board packets should be distributed with the meeting agenda providing sufficient time to be reviewed. With a President who uses the Modern Rules and a good dose of common sense, you should have no problem taking care of business in an effective and orderly way. ■