

How to Plan For and Have Effective Meetings:

February 7, 2023



It's Going to Be a Wild Ride:

- French Revolution
- Bylaws
- Board Committees
- Parliamentary Procedure
- Annual Meetings
- Chicken Nuggets
- Public Comment
- Executive Session
- Odds and Ends
- Tips to Tie it Together
- Enjoy Our Company

The French Revolution

A hundred members might be seen trying to address the House at the same time. The authority of the president was wholly disregarded. Spectators applauded or hissed at pleasure. No rules were observed in the conduct of business. Sir Samuel Romilly, deeply sympathetic, had prepared a statement of the practice of the House of Commons, and Mirabeau had translated it into French. It was ignored. Much of the violence which prevailed in the Assembly would have been allayed, and many rash measures unquestionably prevented, if their proceedings had been conducted with order and regularity.⁶

⁶Robert Luce, Legislative Procedure, (Boston: Houghton Mifflin Co., 1922), p. 1.

Our Objective:

- ❑ Examine How Tools For Governance May Be Structured to Support Efficiency and Effectiveness
- ❑ Corporate Governance Has a Long (and Interesting) History - Charter Schools Do Not
- ❑ We'll make the components of corporate governance support the operation of a state charter school and the performance of its students.



Corporations Generally:

- ❑ Corporations Addressed Public Needs When Private Costs Where Prohibitive (and the state didn't want to or care)
- ❑ Corporations Help Reduce Cost by Pooling Resources...and Minimizing Liability
- ❑ But When We're Pooling Resources and Risk - Who makes decisions? How do other people working with the corporation know who makes the decisions?
- ❑ Articles of Incorporation, Bylaws, Corporate Seals, Committees, Meetings, Motions, Resolutions, Agents, and Records.
- ❑ Oh, and as a Public Agency: Transparency
- ❑ And as a State Charter School: Greater Accountability

Bylaws:

- ❑ Bylaws are the Internal Rules for How the Corporation Operates - All actions must be consistent with the Corporate Bylaws.
- ❑ There are some requirements for bylaws as a nonprofit corporation - but...schools have wide latitude.
- ❑ **How can they be used to support effective meetings?**
- ❑ **Draft Bylaws with Clear Descriptions of Roles, Responsibilities, and Operations of a Charter School**
 - Role of Officers / Board Members / Administrators
 - Role and Functions of Committees
 - Delegation of Responsibility / Signatory Authority
 - Finances and Property

Governing Board Committees:

- ❑ Committees are Established by the Bylaws with the Purpose and Responsibilities Described Therein.
- ❑ They allow management and oversight in greater detail than the full board.
- ❑ They can be inefficient.
- ❑ They are absolutely public meetings. (No matter what it's called.)
- ❑ **How can they be used to support effective meetings?**
- ❑ Use Governing Board Committees only to support key functions - such as meeting academic, financial, and operational performance metrics.
- ❑ Adopt and Adhere to a Regular Meeting Schedule
- ❑ Be Clear - What's the role of the committee vs. board? How does information go from the committee to the board?

A Note on Parliamentary Procedure:

Parliamentary law is concerned with the means by which beliefs and ideas are best translated into effective group action. It must provide orderly ways of the will of the majority. It must be clear, considerate, kind, fair, and it must effect the desired aims of the assembly. It must, in other words, be democratic.⁵

- ❑ In my experience for charter boards, attempting to implement formal (Robert's Rules of Order) procedure often yields the exact opposite of the intent - **Votes and Actions That Are Unclear.**
- ❑ Identify the Parliamentary Procedure in Your Bylaws, then **Follow a Simple and Consistent Procedure:**
- ❑ Recommendation, Motions, and Votes with minimal amendments.
- ❑ If you are slightly unsure of the discussion or vote - the public most certainly is.

Annual Meeting

- ❑ Lots and Lots (and lots) of “administrative” work needs to be done on an annual basis.
- ❑ You’ll usually have a meeting in which you elect your corporate officers, adopt a meeting schedule, review and determine committee assignments, and other tasks that may be necessary to remain consistent with your corporate bylaws.
- ❑ **How can they be used to support effective meetings?**
 - Review and Attest to Code of Ethics and Conflicts of Interest Policies
 - Ensure Your Meeting Schedule Includes Committee Meetings and Locations
 - It would be a great time to adopt a Budget Calendar.
 - Your Calendar may also include dates/timeframes/expectations for Critical Board Activities.
 - e.g. Review GMAS Performance in May.
 - **Consider Board Operational Policies that are reviewed each year. These policies outline the roles and responsibilities for ensuring public access, accurate record keeping, dissemination of information to the board, etc.**

Public Comment:

- ❑ Public Comment is a necessary and important component of meaningfully engaging with stakeholders.
- ❑ It is also the most destructive force to an effective and efficient meeting.
- ❑ You MUST be careful of First Amendment Implications - you are a government actor.
- ❑ You can restrict and enforce time limitations. [You may not know what people will say, but at least it will be short.](#)
- ❑ **How can they be used to support effective meetings?**
- ❑ Seriously - Have a policy that addresses time and format.
- ❑ Even policies that prohibit “profane, uncivil, or abusive remarks” towards the board or school staff, likely can’t be upheld.

Executive Session:

- ❑ Georgia law recognizes a few narrow exceptions to the general requirement that members of the public be afforded access to the meeting.
- ❑ The SCSC and the Attorney General's Office have great resources for general and specific application of the Open Meetings Act and when boards may exclude access for executive session.
- ❑ Given the exclusive nature of executive session in an otherwise public meeting, transitioning to and from executive session is critical to effective and efficient meetings.
- ❑ **How can executive session be used to support effective meetings?**
 - Plan. Minimize the need executive session, and when it does arise, place the item on the agenda to facilitate the public's access to the entire meeting. (If possible, place it at the beginning or the end of the meeting.)
 - Know and Understand the Process for Entering Into Executive Session - EACH reason is STATED and there is a motion, second, and vote.
 - DO NOT VOTE - but DO keep minutes and execute the affidavit
 - Remember to Reconvene the Public Meeting
 - If you later vote on an item discussed in executive session, the recommendation and vote must provide a clear and specific description of the action. (NOT "the matter discussed in executive session" or "personnel recommended by the Head of School.")

Executive Session (Continued!):

- **Just a few more things on Executive Session:**
 - Be careful with Discussing Legal Matters. Executive Session for discussing legal matters isn't allowed because of the Open Meetings Act - it's only by virtue of the Attorney-Client Privilege. That privilege will only allow executive session for actual threats of legal nature with an attorney present.
 - Some documents, and the discussion thereof, may also be privileged - legal and financial records. (And identifiable student educational records.)
 - While there is some debate, the mantra, "What happens in Executive Session stays in Executive Session" is not accurate.
 - It should usually be held in confidence with those present, but it will not preclude an individual's protection under the First Amendment.

A Few Odds and Ends:

- ❑ **Called Meetings** are a Frequent Obstacle in Sound Governance, but specific policies will help eliminate confusion -
 - “The Chair shall notify the CEO of the date, time, and location of the called meeting. The CEO shall send the following notice to the Marietta Daily Journal no later than the close of the same business day in which the meeting information was provided by the chair. The notice shall read as follows...”
 - “The CEO shall provide a copy of the meeting notice to the Chair, and the CEO shall ensure the notice is physically posted in the Front Office and on our website.”
- ❑ **Minutes** of Meetings vary in detail and formality but always:
 - Record All Motions (firsts and seconds) and Votes
 - Record the Names if Not Unanimous
 - Make a Summary Available in 2 Business Days
 - Post and Maintain Your Minutes on Your Website

Just a Couple More Odds and Ends:

- ❑ **Agendas** should be clear and specific with accurate meeting times and clearly identified locations.
 - It's not a public meeting if the public can't readily discern what's being discussed or where.
 - The manner and location in which meetings are held will impact stakeholder participation, board engagement, and staff commitment.
- ❑ If you do not have a **quorum**, you do not have a meeting. As official business may only be discussed at a public meeting, any further discussion of matters relating to the school in any official capacity is not consistent with public transparency. (No. You can't talk about the issues anyway.)

Gregg's Tips for Effective Meetings:

❑ **Codify Expectations in Bylaws and Policies**

- Roles and Responsibilities should be clearly defined.
- Processes for execution should be specific. If it's not detailed who, when, how, and where something will be done or located, over time it will not happen and disappear.
- Define Board vs. Committee

❑ **Establish and Adhere to a Detailed Calendar**

- While school days are not predictable - the annual calendar generally is. Adopt a detailed schedule of meetings, deadlines, board submissions, so you can identify what's happening (and not).
- You'll minimize the need for Called Meetings.

Gregg's Tips for Effective Meetings(2):

❑ **Commit to Decorum and Transparency**

- Meetings usually **devolve**. Maintaining mutual respect - and brevity - at all times helps to keep order.
- Staying on topic in accordance with the agenda will help avoid “rabbit holes” and additional “administrative work.”
- You'll get better engagement, feedback, and results with additional stakeholders.

❑ **Perfect Board Recordkeeping**

- If it's not reflected in board records, it did not happen.
- Meeting Minutes, Agendas, Board Packets, Reports, Presentations, Board Communications, all need to be maintained and easily accessible.
- Establish a Process and Make Sure it Works
 - **(Strongly, Strongly Consider Board Management Software)**

Together We'll Enjoy Meetings That:

- ❑ Foster Greater Understanding of the School's **Purpose**;
- ❑ An Increased **Appreciation** of Board and Administrative Roles;
- ❑ Are **Concise, Orderly, and Transparent**;
- ❑ Discussion that is **Engaging** and **Respectful**; and
- ❑ **Records that indicate everything above!**



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