

Effective Meetings: Making Decisions

There is nothing more frustrating than sitting through committee meetings where discussions go round in circles, and no decision gets made, or the decision is so vague that it is difficult to do anything about it. Or the same thing comes up again and again, meeting after meeting, and never gets resolved.

This information sheet is intended to help your committee take control of its decision making.

Must we have meetings?

Your committee ought to meet regularly. Your governing document may specify that your committee must meet, and how often. But even if it doesn't, how can your committee be effective and accountable without meetings?

For it to be a meeting, common law requires that people can see and hear each other, so unless your governing document allows it, you cannot make decisions by emails, or phone calls. If there are practical reasons why it is difficult to bring people together, your group may need to make amendments to its governing document to allow meetings to be held electronically (e.g. by video conferencing).

Meetings and the minutes of meetings show that your committee is actively managing the organisation, and that it is accountable and responsible. Meetings that are properly called and minuted help protect individual committee members from being held personally liable for things.

Every member who is eligible to attend must be given notice of the meeting, otherwise the meeting and decisions made might not be valid.

If your organisation does not follow its own rules about calling meetings and making decisions, it can result in your decisions being invalid, and individual committee members could find themselves being held liable for things that they presumed the committee had agreed.

Who has the power to make decisions?

Your committee are the people who your members have appointed to run the group. They have delegated decision making authority. So you need to be clear who your committee members are, and that they were properly appointed (e.g. at an AGM by the members, or by whatever other rules your constitution states).

If your committee sets up sub groups, you need to be very clear whether or not your sub groups are able to make decisions, or are they only able to report to the full committee. Unless your governing document allows it, you cannot delegate decision making authority to a sub group. If you do have sub groups, the terms of reference of the sub group need to be set by the committee, including what powers it has; any limits to what it can do especially limits to money it can spend; how it reports to the full committee; who can be part of it. The committee can disband the sub group at any time. Sub groups can be a good way to involve more people than committee members in running your group.

Guests (e.g. employees, volunteers, advisors etc) are there to inform and advise the committee, not to make decisions.

Planning meetings

Decision-making is so much easier if you have a well planned meeting: that means a clear agenda, and information available to help the committee make its decision.

The Chair and Secretary need to discuss the agenda before sending it out, preferably well in advance to give people notice of what will be discussed. It helps to decide whether each item on your agenda is there for a decision, or just for information. Not everything requires a decision.

Some technical or legal issues might be difficult for the committee to make decisions about if they don't have the technical or legal knowhow. So you might need to do some research first and bring additional information to the committee to help them, or invite someone to advise the committee to help them understand the technical or legal aspects.

It is the responsibility of each committee member to attend the meeting, turn up on time and stay till the end. If a committee member misses a meeting, is late or leaves early, they must accept that the rest of the committee will reach its decision without them. The matter should not be revived and discussed again because someone is late or absent. The decision, once made, should stand. If a committee member is genuinely unable to attend a meeting and has strong views about a particular item, they could ask another committee member to pass on their comments for them, or send their comments with their apologies. But all committee members must support the final decision even if personally, they disagree with

it, which is why it is so important that all committee members attend and participate in meetings.

The role of the Chair

It is not the job of the Chair to make decisions for the organisation. No member of the committee has more decision making authority than any other. The Committee must act together, and make its decisions together. The job of the chair is to lead the committee through that process, making sure the committee meets regularly; members turn up or send apologies; meetings are quorate; stick to the agenda; take account of all relevant information; that nobody dominates the discussion, or opts out altogether; and that the committee eventually reaches a decision when it needs to.

The chair might introduce the issue, summarise the advice received, and point out the implications arising from the issue to help the committee. Then the chair needs to listen and keep order during the discussion, and keep everyone on topic. The chair must keep an eye on the time, and ensure that the committee has sufficient time to discuss the matter thoroughly, but also that it doesn't run over time. Eventually, the chair needs to summarise the points that have been made, and invite the committee to make their decision, and manage the voting process if the committee decides to put the matter to a vote. Finally the chair will confirm the decision that the committee has made to ensure that everyone is clear, and will ensure that the decision is clearly written in the minutes. It would also be up to the chair to ensure that the decision is clear for example, that volunteers are named who will put the decision into action, or deadlines set by when the action must be taken etc.

Quorum

The quorum is the minimum number of people eligible to vote that must be present to make a decision. Your governing document will probably say what the quorum is for your committee. If it does not, then your committee will need to agree what its own quorum is. Typically, your rule might be, e.g. "3 members or 1/3 of the members of the committee at the time, whichever is greater."

A word of caution, guests such as employees, volunteers, advisors etc, do not count towards your quorum, as they are not voting members of your committee.

The chair needs to keep track of the number of committee members, and who they are, and know what the quorum is. The chair needs to check that a quorum is present at the start of a meeting, and that the meeting remains quorate if members leave. If not, the meeting cannot make valid decisions any longer. Either it can take a risk, make a decision, and then ask the committee to "ratify" (approve) the decision at the next meeting, or the meeting would have to be adjourned and continue at another date.

Voting

Most meetings reach their decisions by consensus without voting. But occasionally, because the matter is very important, or because there is disagreement, it is necessary to have a formal vote.

Your governing document might specify the rules for voting in your group. If it does not, your committee needs to agree its rules for voting. Voting is normally decided by a simple majority of votes cast.

The chair only has the casting vote if it says so in your Governing Document and the casting vote is only used in the event of a tie.

Only those eligible to vote (i.e. the members of the committee) should vote. Any guests (e.g. members who are not committee members; employees and volunteers; advisors etc) may not vote.

Once the decision is made

The decision (and any key points raised during the discussions) must be written in the minutes. It is vital that the decision is clearly worded, so that there can be no confusion later about what was decided. For example “it was agreed we need a bank account” says little, compared to “It was agreed to open a bank account in the name of the group at the Yorkshire Bank. The treasurer will get the forms next week, and Hamad, Peter and Shagufta will be signatories, and any two together may sign transactions.”

Once the decision is made and recorded, the committee must support it. If it emerges later that the decision was a poor decision, the matter and reasons why it was a poor decision would need to be discussed again at a future meeting, and a new decision made and recorded in the minutes – the committee should not simply ignore or go against its previous decision.

Further Information

Charities and Meetings Institute of Chartered Secretaries and Administrators, published by the Charity Commission, available to download free from www.charity-commission.gov.uk

The Russell Cooke Voluntary Sector Legal Handbook Chapter 19: Meetings, resolutions and decision making. ISBN 1 978 1 903991 87 9