



Running Effective Meetings

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Agenda

Meeting Facilitation

Agenda Planning

Decision Making

Robert's Rules

Meeting Minutes

Corporate Meeting Requirements:
Board, Committee, Membership

✓
YWCA of the City of New
York



Barbara Paxton, Director, BoardStrong,
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- ✓ 30 plus years of experience working and volunteering in the nonprofit sector a fundraiser, executive director and consultant.
- ✓ Experience with all aspects of fundraising, including grant writing and management, annual campaigns, major donors and events.
- ✓ Board Training, retreat facilitation, and strategic planning.

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What is BoardStrong?

Our Vision

A vibrant, impactful nonprofit sector governed by boards of directors made up of diverse, educated and motivated members.

Services

- Nonprofit board Candidate training and placement.
- Board training.
- Board consultation.
- Educational resources for organizations and individuals.
- Online board recruitment platform connects organizations and diverse board candidates

BoardStrong is an affiliate of NYCON.



Wealth
Management



CRISISservices
this moment forward



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Group Exercises

➤ What is the worst meeting you have ever been in?

➤ Why?



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What do Board Members Want?

- To make a meaningful impact
- To leverage their professional skills for a cause
- To contribute to a well-governed, sustainable organization
- To have their time used well

What do they want from Board Meetings



- To connect with the mission
To be excited about it
- To learn critical information that will enable them to exercise their fiduciary responsibilities
- To have a little fun
- To give input that is valuable and valued

Organizing a Meeting



Major Components

- Preparation
- Agenda
- Discussion & Action
- Minutes



Preparation

- **Define a clear purpose:**
- Before planning anything, determine the meeting's specific goal and what decisions or outcomes need to be achieved.
- **Create a structured agenda:**
- Outline the discussion topics, frame them as specific questions to drive decisions, and assign owners to each item.
- **Invite the right people:**
- Only include those who are essential for the discussion to foster a more focused conversation.
- **Send materials in advance:**
- Include the agenda and any required



Meeting Basics

- Be clear on who needs to be there and what their roles are.
- Establish ground rules and meeting protocols
- Distinguish between brainstorming and decision making
- Don't meet if there is nothing to accomplish
- Summarize meeting outcomes, actions, and responsibilities
- Don't Waste People's Time
 - Start on time, end on time
 - Know how long you will spend on each agenda item



Preparing for a Board Meeting



- Ensure board members know the date, time, and place of meetings well in advance
- Directors have a duty to be prepared & informed, therefore all meeting materials should be forwarded in advance
- Typical board packet
 - ✓ Agenda
 - ✓ Minutes of last meeting
 - ✓ Treasurer's report
 - ✓ Committee minutes and reports
 - ✓ ED/CEO report (if applicable)
 - ✓ Any other pertinent materials



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Your Meeting Needs a Leader

Role of the Chair

An effective chair creates an environment where everyone feels heard, facilitates decision-making, and keeps the group moving efficiently toward its goals.

- Ensure it is focused and productive
- Guiding discussions
- Maintaining order
- Encourages participation
- Ensures clear outcomes and follow-up actions

The Meeting Agenda



What do you want to accomplish?

Meetings are first and foremost for making decisions.

Be sure you understand what decisions have to be made at the meeting.

The purpose of the agenda is to tell people about those decisions - what *they* are there to accomplish and how it will be accomplished.

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Sample Agenda

Chair Welcome

Minutes

CEO Report

- Success Story

- Outcomes of new initiative

- Update on progress with collaboration project

- Priorities for upcoming quarter

Committee Reports

- Finance

- Others (if they need a board vote or input)

Topical Issue (e.g.)

- NYS Budget – how it impacts us

- Recent changes in town

- Staffing issues

Executive Session

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Discussion and Debate

- Discussion and debate is the very core of due diligence.
- Uses the expertise and perspectives of board members, staff, and professionals.
- Disagreement and constructive conflict is good.
- Use meeting facilitation tools such as flip charts, white boards, etc. if and as needed to identify issues and concerns and avoid repetition and grandstanding (e.g. pros/cons; risks/benefits).
- If serious discord persists and the timing is not critical, assess whether additional research or consensus-building is needed before a decision needs to be made.
- If action is needed, then call the question- bring the issue to vote

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Decision Making

Boards & Committees Take Action Through VOTING *via...*

Meetings

- A. In person
- B. Video or Tele-conference: all directors must be able to hear each other
- C. Hybrid

Unanimous Written consent to take action without a meeting

- A. Directors “waive” their right to a meeting
- B. All** directors must agree to the decision
- C. Snail Mail, Fax, E-mail, in-person signatures

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Parliamentary Procedure and Robert's Rules of Order



- To maximize efficiency in a meeting and to ensure equal and fair participation by Directors, a clearly defined form of parliamentary procedure is helpful
- You may, but are not required, to utilize Robert's Rules of Order
- *However, if you specify Robert's Rules as your form of procedure, without qualification, you are bound to adhere to those rules*

Barbara's favorite: No one speaks twice until everyone who wants to has spoken once

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Robert's Rules – Key Definitions



Motion: Proposals for Decision or Action. A Motion may be made by an individual or committee in accordance with the agenda

Second: Support for considering a decision or action.

Abstention: A non-voting procedure that indicates support for the majority decision. If you oppose, a NO vote should be voiced and recorded in the minutes.

Discussion: The period between the Motion and the vote where Directors are expected to discuss the proposal in total. Once discussion has ended, the vote takes place

Tabling: Voting to adjourn the actual voting on an item or action to an indeterminate point in the future

Referral: Refer to committee for further assessment and recommendation

Amendment: Changes to the original motion, requires a second for discussion

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Robert's Rules *(continued)*



- The Chair controls the meeting, calls it to order & determines when quorum is achieved.
- Agenda sets course and brings issues to motion.
- If an action item comes from a Committee, the recommendation of a Committee is the same as a motion brought by the chair that has been moved and seconded.
 - Chair calls for discussion of the recommendation
 - Chair re-states the motion to be voted upon
 - Chair calls for a vote

Meeting Minutes



- Membership, Board and Executive Committee minutes must be taken and kept at the office of the corporation.
 - Best Practice – Keep all committee minutes
 - Can be viewed by “members” under some circumstances
- Kept by the Secretary and can be modified until they are approved by Directors at a subsequent meeting
 - Secretary is custodian of records but does not need to record
 - Consistency in format and style is important
 - Have a policy around audio/video recordings of the proceedings; if done, have policies in place on ownership, use and possible destruction of tape
 - If a board member disagrees with the presented and approved minutes the objection should be noted in the minutes.

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Meeting Minutes *(continued)*



- Record & memorialize internal Board discussion
 - Excellent for new board orientation
 - Allow for a reference source on past discussions that once again become relevant
- Document binding and properly made decisions relevant to the Board's fiduciary duty and exemplify the reasonableness of corporate action
- Document votes for later use if necessary (*i.e.* litigation scenarios)
 - Record names of who votes yes, no, and abstentions
 - Abstention, except for conflict of interest, does not remove a director from potential liability for decision made

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Alternative Decision Making Protocols

- **Martha's Rules**
- **Formal Consensus:** <https://theanarchistlibrary.org/library/c-t-butler-and-amy-rothstein-on-conflict-and-consensus-a-handbook-on-formal-consensus-decisionm>
- **Simplified Rules of Order:** <https://www.counseling.org/docs/default-source/Branches/simplified-roberts-rules-of-order.pdf?sfvrsn=0>
- **Democratic Rules of Order:** <http://democraticrules.com/compare.html>
- **Atwood's Rules of Order:** <http://ezinearticles.com/?Alternatives-to-Roberts-Rules&id=6791151>
- **Food for thought:** <https://leadingwell.org/2021/11/17/ready-to-kick-robert-off-your-board/>

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Types of Corporate Meetings

- Board Meetings
 - Annual Board Meeting
 - Regular Board Meeting
 - Special Board Meeting
- Committee Meetings
- Membership Meetings
 - Annual Meeting
 - Special Meeting



Board Meeting Basics: Regular Meetings



➤ **Number of Meetings**

- Typically set forth in bylaws
- Only annual meeting is legally required
- Best practice: Minimum of 6 unless you have strong committees

➤ **Notice Requirements for Regular Meetings**

- If date and location is set forth in the bylaws, or routinely scheduled by the Board, no notice is required to Board Members for regular Meetings. If only date is set, notice must be given of the time/location.
- However, if the bylaws require notice be given of regular meetings, said notice must be provided.
- A majority of Directors present at a meeting may adjourn the meeting even if a quorum is not present.

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Special Meetings (Board of Directors)



- Not regularly scheduled – usually in urgent situations or in-between board meetings
- Meetings may be called by any Officer or upon written demand by no less than 20% of the entire Board or as specified in your bylaws.
- Notice is required of Special Meetings
 - The bylaws can set the time required for notice. Reasonable notice is the standard.
 - Notice must be given to each & every Board member.
 - Failure to give notice could result in negation of any action taken at the meeting.
 - By statute, unless required by the bylaws, the purpose of the special meeting need not be communicated in the notice
 - ✓ *Best practice* would be to do so.

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Quorum to Conduct Business



- Quorum must be present at the calling of a meeting to conduct business.
- Majority of those Directors in office is the minimum quorum, *unless* the bylaws, certificate or charter set a lower number; but the quorum cannot be:
 - Less than 1/3 for Boards of 15 or less
 - Less than 5 plus one additional for every ten or a fraction thereof for boards over 15 directors (*i.e.* Board of 30 = 7 Directors for quorum)
- Directors cannot vote via proxy or email, but can be present by electronic communication if not restricted in the bylaws
- Quorum is not violated if people leave after it is established

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Open Meetings



- Most nonprofits are considered private corporations & are not required to required to adhere to NYS Open Meetings Law
 - General public, employees & even corporate members can be excluded from Board Meetings.
- Exceptions include:
 - If articles, charter or bylaws state otherwise
 - If meetings are held in public facilities
 - Libraries
 - Regulatory or contractual requirements

Membership Meetings



- Can be Annual or Special
- Annual Meetings are typically used to for the Election of Directors and Presentation of Annual Financial Report
 - Officers are optional & may be elected by the board
 - Can be used for other business
- Special Meetings can be requested by members entitled to cast votes by 10% of the total number of members in writing
 - The Board must call a meeting of the members not less than two, and no more than three months after the demand



Membership Meetings: Notice

- Both Annual & Special Meetings require notice, typically 10-50 days unless modified upwards in the bylaws
 - Notice may be sent personally by email or first-class mail not less than 10, no more than 50 days prior to the meeting.
 - Annual Meeting notices need not specify the purpose of the meeting.
 - Special meeting notice **MUST** specify the purpose of the meeting.
 - If more than 500 members, may give notice via publication on your website or in a newspaper in the county of the corporate office.

Membership Meetings *(continued)*



- Membership Voting (not board) may take place by proxy.
 - The proxy should specify the date, time & location of the meeting as well as the matters to be voted upon.
- Quorum, in the absence of a bylaw, certificate or charter provision to the contrary, is the lesser of 100 or 10% of the total membership.
 - Appearance by proxy counts toward the quorum.
- Record date for determining members can be set at any time.
 - Best practice is to set it as the date the meeting notice is mailed.
- Action without a meeting requires Unanimous Written Consent
 - Every member must vote and every member must vote in the affirmative

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Membership's Legal Voting Rights



- Election & removal of Directors
- Authorize amendment of the Certificate/Charter & other fundamental corporate changes
- Approval of changes to Membership Rules promulgated by the Board if the rules affect the rights of members
- Approval of the sale of all or substantially all of a corporation's assets.
 - Includes real property
- Unless specified in the bylaws, the right to amend or repeal bylaw provisions & to restrict the Board from amending same
- Dissolution of the membership.

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Further Questions - Discussion?
Thank you!

