Rules of Procedure
for the Board of Directors

Developed by the Board Affairs Committee
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Summary of How Consensus Works

Consensus is a decision-making process which involves gathering and considering diverse perspectives and synthesizing them. It allows members to work together to improve a proposal to make it the best decision for the group. It requires a commitment to active cooperation, disciplined speaking and listening and a creative response to conflict. At ConnectWell Community Health, the board and its committees use a decision-making process based on consensus.

These Rules of Procedure have been developed as a guide. Over time, we may feel that we can follow the general principles but modify our approach slightly. The key is that all times participants understand the process and the meeting unfolds in an effective and harmonious way.

A. INTRODUCTION TO CONSENSUS DECISION-MAKING

How it Works:

1. These Rules of Procedure were developed to provide guidelines for discussion and decision-making at ConnectWell Community Health (ConnectWell) board and board committee meetings. These rules are based on a modified version of consensus decision-making. In consensus, a proposal or question is put before the group. Everyone with something to add to improving the proposal or answering the question speaks. The entire meeting then seeks out the best decision to which all can agree. The chairperson's role is to summarize the emerging areas of agreement. No decision is made until everyone feels that his/her position on the matter is understood and that it has been given a proper hearing. Areas of disagreement are further discussed, and either resolved or referred to some other group to work on and report back to the next meeting.

2. In general, consensus is used for decision-making. However, should there be a lack of time to build a consensus on a matter crucial to the organization; the meeting can choose to vote to decide a matter. (See section D.6)

Philosophy:

3. At its heart, consensus is a process based on cooperation rather than competition. As the board stated in its March 27, 2001 decision to move to this style of decision-making:

"As a community-based health centre, we strive to operate inclusively, with all aspects of our community represented on our board. At our meetings, we seek to incorporate the wisdom of all board members in our decisions. Currently, our official decision-making process, Robert's Rules of Order, is one in which the majority can make a decision with no obligation to incorporate the minority opinions. We believe a system based on consensus is more in keeping with our general inclusive approach to health."

4. Consensus requires a commitment to disciplined speaking and listening and a creative response to conflict. The rules of consensus do not become a weapon in the hands of the party more familiar with them. In fact, the opposite is true: the more participants become familiar with consensus and how it works, the faster they will move to a position of seeking a full

understanding of a differing opinion. This allows them to meet others' needs, if possible, within their proposals and create the best possible decision. Use of consensus promotes the growth of community and trust.

5. Consensus has been used by various groups over time including the Quakers, the Iroquois Confederacy and the British Commonwealth. There is no universally used rule book for consensus so these guidelines have been developed using several different sources (See Credits at the end of this paper). These Rules of Procedure have been developed as a guide. As we work with these, we may feel that we can follow the general principles but modify our approach slightly. (For example, if the meeting is small, we may not see the need to keep a speakers' list.) The key is that all times participants understand the process being used and feel comfortable. As we gain more experience with this approach, we may also revise these guidelines to better serve us.

In adapting these rules, or in dealing with situations not covered in the Rules, meeting participants can be guided by the basic principles of consensus:

1) respect for the unique contributions of all participants that are carefully considered and used in achieving a resolution;

2) belief that the best decisions result when the group works cooperatively and not as competing individuals;

3) clarity of process and discipline in speaking and listening; and,

4) care to create a cooperative atmosphere in which conflict is expressed, supported and resolved creatively.

Some Definitions:

For the purpose of these Rules of Procedure:

- "**Participant**" is anyone attending a meeting.
- "**Member**" refers to those participants who can make decisions. At Board meetings, "members" are the people elected by the AGM to be the Board of Directors. For committee meetings, "member" includes board members, staff (with the exception of resource staff) and community representatives who regularly sit on that committee.

- "**Resource staff**" is designated staff at the meeting to provide information and clerical support to the committee in its work. They participate in discussion but not the final decision-making.

B. MEETING PREPARATION

1. Before the meeting

a. The agenda and documents related to the agenda should be made available to members one week before the meeting. Members should read them in preparation for the meeting's discussions.

b. Meeting dates are usually set in advance and members are responsible for keeping track of the meetings at which they are expected. If members can't attend a meeting, or know they will be arriving late, they should notify staff or the chairperson in advance so that a quorum can be assured or the meeting rescheduled.

2. Quorum

a. Quorum is one-half the number of members plus one or as otherwise specified in the By-Law.

b. Any member may take part in board or committee meetings by speaker phone or video link.

3. Starting the Meeting

a. Meetings generally begin at the time set. The chairperson starts the meeting by welcoming all participants. The chairperson may make opening remarks related to organizational business, meeting procedure or other matters and then direct attention to the agenda.

b. If neither the chairperson nor the vice-chairperson is present, and they have not designated anyone else, the members shall chose someone to preside over the meeting from among those present.

c. In introducing an agenda item, the speaker should identify the matter to be discussed,

i) place it in context of the organization's (or the committee's) mandate/workplan; and,

ii) state whether this item is *information* for the meeting's review or a matter requiring a *decision*.

d. The chairperson will then ask for speakers on that agenda item and will declare the speakers' list open.

C. DISCUSSION

1. Participating in the discussion

a. People indicate their wish to speak by raising their hand. Participants may speak when recognized by the chairperson. They should address comments to the group as a whole and not solely to the chairperson or the person introducing the agenda item.

b. Consensus only works if members and resource staff participate in every discussion by careful listening and speaking. Guests may be invited by the chairperson to speak.

2.   Speakers' List

a. When more than one person wishes to speak, the chairperson (or designate) will record their names chronologically on a speakers' list.

b. The chairperson will call upon people to speak in the order their names appear on the speakers' list. There are three exceptions to this rule:

i) when a person who has not yet spoken on that agenda item wishes to speak, they may be called ahead of someone who has already spoken;

ii) when the chairperson judges that the discussion would flow more smoothly if there is a deviation from the list. (For instance, if there are a series of questions being asked of someone, the chairperson may allow the person questioned to answer those questions before continuing with the speakers' list.);

iii) when a meeting participant indicates a Time Out (See point 3 below)

c. When any of these exceptions from the speakers' list order is used, the chairperson explains the reason so that participants understand at all times what is happening.

3.   Time Out

a. When participants feel themselves unable to participate meaningfully in the discussion, they may ask for a Time Out by making a "T" signal (one hand held horizontally on top of the other hand held vertically) to the chairperson. The chairperson will interrupt the speakers' list, and as

the chairperson judges appropriate interrupt the current speaker and call on the person to explain the need for the Time Out. Examples of situations for using a Time Out include:

i) someone can't hear or understand the speaker

ii) something is distracting participants from focusing on the speaker

iii) someone is uncertain as to where the group is on the agenda or in a decision-making process

iv) someone feels uncomfortable with *how* another member presents their opinion, in that their choice of words is offensive or in any other way runs contrary to the customs, values or rules of the organization.

b. A Time Out cannot be used to get the floor to make a comment on the *content* of the discussion.

c. The chairperson will ask the reason for the Time Out and will work with other participants to fix the problem. The Chairperson will then re-open discussion, and return to the speakers' list at the point where it was interrupted.

4. Participation of the Chairperson in the discussion

a. To participate in the discussion, the chairperson will put him/herself on the speakers' list.

b. If the chairperson has a brief intervention to make, s/he may figuratively "take off the chairperson's hat," make the intervention and then resume the role of chairperson. If the chairperson needs to make a lengthy or strongly felt intervention s/he should pass responsibility for chairing to the vice-chairperson (or some other member) for the duration of the chairperson's participation in the debate. Similarly, if a chairperson is very involved in an issue and needs to participate regularly in the discussion, then s/he should pass the task of facilitating that whole agenda item to someone else.

5. Conflict of Interest

Members who have in any way, directly or indirectly, an interest in an existing or proposed contract, transaction or proposal regarding the Centre or who otherwise may have a conflict of interest or perceived conflict of interest are encouraged to raise the matter as soon as they are aware of it. Should there be any doubt, the board or committee will decide if a conflict of interest existsand, if so, that member shall not participate in the discussion or decision-making regarding the issue being considered. The member may respond to questions of fact or process on the issue. Withdrawal from the discussion may involve, but does not necessarily require, the

member leaving the room. The existence of a conflict of interest will be recorded in the minutes.

6. Moving from Discussion to Decision

During the discussion, the chairperson, primarily, and members, as well, are responsible for:

a) ensuring that participants have an opportunity to be part of the discussion,

b) keeping the discussion on topic and moving toward resolution,

c) providing clarification and rephrasing of complex or confusing matters,

d) summarizing agreements and differences in viewpoint,

e) identifying new issues as they arise,

f) ensuring all viewpoints are heard and understood by the group as a whole, and

g) identifying problems with the group's process and trying to remedy them.

D. DECISION

1. The meaning of a decision by consensus

A Consensus decision is the best decision to which all can agree. It may not be the preferred option for some members, but if they can accept it, consensus exists. It does mean that objections to the decision have been completely expressed, given a full hearing, are understood and have been considered in coming to the decision.

2. Receiving routine reports and other examples of easily reached consensus

On some agenda items, like the acceptance of routine reports, the meeting may reach decisions rapidly with little or no discussion. In hearing no response to his/her opening request for speakers, the chairperson may conclude the item has the support of the meeting and may say something like:

> *"Unless there are objections, I will take this silence as acceptance of the report as submitted."*

The recorder will then record the decision.

3. Summarizing

a. Some matters will require a full discussion to reach a decision. When the chairperson considers that a consensus is emerging, s/he may say:

"I believe we have a consensus emerging on the following points.... (then provide a summary of what s/he perceives to be aspects of the discussion which have full meeting support) ...*"

b. The chairperson will then ask for confirmation from the meeting. If there are disagreeing responses, the discussion continues but, if not, it is time to test for consensus.

4. Testing for Consensus

a. When the chairperson considers that agreement exists in the room, s/he may say:

*"I believe we are now ready to test for consensus on the following position **...** (here the chairperson states the position s/he believes has support of the meeting*) **"**
b. The chairperson then may ask:

"Are there any blocks to consensus?"

c. If there are no blocks to consensus, the chairperson may say:

"Seeing no blocks to consensus, I recognize that we have a decision to ... (re-statement of what it is that has been decided)."

d. This decision is written down by the recorder.

5. Disagreement with emerging Consensus

a. When the chairperson tests for consensus on a proposal that a member does not fully support, the member can express his/her objections by either "standing aside" or by "blocking consensus."

Standing Aside

b. A member stands aside, when s/he has any of the following opinions:

- "I don't see the need for this, but I'll go along"

- "I think this may be a mistake, but I can live with it"

- "I personally can't do this, but I won't stop others from doing it."

c. When a member "stands aside" the consensus is not blocked, and so a decision is still made. The member should ensure that they have voiced their concerns with the decision.

d. If a large number of members (or members key to the implementation of the decision) express this form of lukewarm support, even though consensus is possible, it may not be able to be implemented effectively. In this case, the meeting may wish to reconsider making a decision at that time.

Blocking Consensus

e. If a member cannot support a decision and cannot allow the rest of the meeting to make that decision, then that member should express their position by "blocking consensus." This is the strongest form of disagreement. A person who blocks consensus is saying, "I cannot support this or allow the group to support this." To block consensus is to state a belief that to proceed in the way proposed is wrong. When blocking consensus, the member will explain as fully as possible the nature of their objection.

6. Responding to a Block to Consensus

a. If members indicate they *do* block consensus, the chairperson states:

"We do not have consensus on this point."

b. To resolve the outstanding conflicts, the chairperson may suggest a process or may seek the suggestions of the other participants. Options include:

i) Encouraging further discussion, perhaps starting with those who blocked consensus in order to ensure they were fully understood.

ii) Identifying the points around which there is agreement and test for consensus on these points.

iii) Identifying unresolved issues and invite process suggestions for how they might be resolved.

iv) Suggesting the meeting take a short break for informal caucusing.

v) Postponing the decision.

• defer matter to the next meeting to give members time to reflect

• create a working group to develop more alternatives in preparation for the next meeting

• send it to a (sub-) committee with reasons

vi) Using any other process acceptable to the meeting which would assist achieving consensus.

7. Deciding to use a vote:

a. Voting is not used as a regular part of decision-making for the reasons set out in the Introduction. However, there is one circumstance in which voting may be used.

b. The meeting may decide to vote to resolve an issue if consensus cannot be reached and making a decision or 'acting' at that time would be critical to the organization.

c. A vote may be requested by any member of the meeting.

d. If a vote has been requested, the meeting must decide if they want to vote. To assist this decision, the chairperson may state:

"A vote has been requested. I will now open the floor inviting comments as to whether members believe 'consensus cannot be reached and making a decision or 'acting' at this time is critical to the organization' and voting is how we want to make this decision."

e. Consensus will be sought on the idea of moving to a vote. If consensus is reached favouring a vote, a vote is held. (See sub-section 'h' below.)

f. If there is a block to consensus, no vote will be held unless a member asks that the board "votes to vote". In this case the chairperson may say:

"Consensus has not been reached on this question. A member has requested we decide by vote whether we should vote on the matter. I ask for a show of hands to indicate whether you want to decide this by vote. Those in favour? Those opposed?"

g. The decision of whether to vote will be decided by a simple majority of members. If the proposal to vote does not pass, no vote is held and the chair returns the meeting to the consensus process, including all options available, such as taking a time out or suspending the discussion of the topic at this meeting.

h. If the meeting decides to vote, the chairperson will read the original statement regarding which consensus could not be reached and then ask:

"All in favour?" "All opposed?"

A simple majority is needed to decide the question. The chairperson does not vote unless there is a tie. The recorder writes down the decision.

E. MEETING ROLES

1. Responsibilities of the Chairperson:

a. Open the meeting. Close the meeting.

b. Make sure everyone has the opportunity to participate by maintaining a speakers' list

c. Announce each agenda item, call on the presenter, open the floor for discussion

d. Assist meeting in moving from discussion to decision:

• Aid the meeting in defining the decision that needs to be made

• Provide clarification and rephrasing of complex or confusing discussion

• Identify new issues as they arise

• Summarize agreements and differences in viewpoint

• Ensure all viewpoints are heard and understood by the group as a whole

• Call on other members to assist in any of the above

e. Test to see if consensus has been reached

f. Recognize a block to consensus and guide process of choosing appropriate response

g. Identify problems with the group's process and try to remedy them.

2. Additional Responsibilities of Committee Chairpersons

a. Present a written or oral report of their committee to the board.

b. Highlight in the verbal report, areas of greatest importance, controversy or upon which you seek board feedback or decision. (Regarding such items, explain why the matter was before the committee, the nature of the discussion and why the committee decided as it did. Board members need to know in broad strokes the nature of the committee discussion, especially on controversial issues. This saves time as it allows board members to know if their views have already been considered.)

c. Present the committee's work in the context of its mandate and/or annual work plan. (This is especially for the sake of newer board members and guests.)

3. Responsibilities of the Recorder:

a. Record the meeting's decisions. (This will include each of the statements for which the chairperson tested and found consensus support and any matters decided by vote.)

b. Record a brief summary of the discussion leading up to the decision. (Key points in the debate, background information etc. will make the record of the meeting more understandable to those not present.)

c. Assist the chairperson, to the extent mutually desired, by keeping note of the points around which consensus is forming as the discussion continues. (This will assist the meeting in coming up with the final wording of their decision.)

4. Responsibilities of Meeting Participants

a. Read meeting material in preparation for the meeting. (The staff resource will email an agenda and post all meeting materials on SharePoint days before the meeting.)

b. Notify staff or the chairperson in advance if s/he can't attend a meeting or will arrive late so that a quorum can be assured or the meeting rescheduled.

c. Arrive five minutes before the meeting to allow time to greet others, settle in and read any last minute material.

d. Raise a hand to get on speakers' list and speak only when recognized by the chairperson.

e. Offer comments on issues in relation to what other participants have already said. (This will assist in identifying areas with consensus support.)

f. Try to offer summaries of the emerging points of consensus.

g. Listen with an open heart and mind. Try to build on the strengths recognized in others' comments.

F. CREDITS

Many organizations have generously made their materials on consensus available to the organization. This manual has been developed and inspired by borrowing from the following documents:

• **Catalyst Centre Policy and Process Manual** Toronto, Ontario 1999

• "Consensus" **OPIRG Operating Manual**

• Consensus website **(**www.earlham.edu/~consense) of the Quaker Foundation of Leadership 1999 Earlham College, Richmond, Indiana.

•"Decision making among Friends" **Faith and Practice** Philadelphia Yearly Meeting of the Religious Society of Friends (Quakers) 1990

• "Decision making and Conflict Resolution" Ottawa Midwifery Steering Committee

• "Decision making by consensus" South Riverdale CHC

• **On Conflict and Consensus: A Handbook on Formal Consensus Decision Making** by C.T. Butler and Amy Rothstein 1991 (www.ic.org/pnp/ocac)

Special thanks to the members of the Board Affairs Committee and others who worked so hard on this over many months:

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G. APPENDIX: PROCEDURAL COMPARISON OF ROBERT'S RULES OF ORDER AND THE ORGANIZATION'S MODEL OF CONSENSUS

Voting is a means by which we choose one alternative from several.	*Consensus is a process of synthesizing diverse elements*.
Method of Reaching a Decision	**Method of Reaching a Decision**
Decisions are made by debating a motion and then voting on it.	Decisions are made by discussing and modifying a proposal until agreement is reached.
A motion must be proposed by a member of the meeting. It should be submitted in writing to the secretary. A vote to dispense with a motion under discussion may be made to table (non debatable), refer (debatable only as to place/time) or withdraw. Only the motion on the floor may be debated. The exact wording must be maintained.	A proposal or a question is put to the group as a starting point for discussion (either in writing or orally). Chairperson summarizes emerging areas of agreement as the proposal is discussed.
A motion may be amended. The amendment must be debated and voted before the main motion is debated and voted.	A proposal may be modified during the course of the discussion with the agreement of those present. The proposal may be discussed in sections to make decisions easier.
When the chairperson finds no further speakers to a motion, the chairperson will call the question. A member may request that the question be put and a vote must be held to call the question.	When the chairperson considers that agreement is possible s/he states a summary of the agreement and tests for consensus.
The amendments either pass or fail individually. Each passed amendment modifies the main motion. The motion either passes or fails.	If there is a block to consensus the chairperson, with all members of the meeting, seeks a process to resolve the outstanding areas of disagreement.
A 'recorded' vote may be requested. A member may abstain from voting.	A member may indicate a lack of full support without blocking consensus.

Reconsideration	Re-examining a Decision
Some decisions may be reconsidered under special rules.	A re-examination of a decision may be proposed at any time by a member of the meeting.
Points of Order and Privilege	**Time Out**
Members may attempt to correct meeting process by asking the chairperson to recognize them on a Point of Order. A Point of Personal Privilege may also be requested.	Board members who, because of a problem with process, do not feel that they can participate meaningfully in the discussion may call for a time out.
Closure	**Voting**
Debate may be stopped by such means as Calling the Question or Tabling the motion.	If it is decided that making a decision immediately is critical to the organization, the meeting may decide to resolve the matter by voting. In this case the decision will be made by simple majority vote.
Recording Decisions	**Recording Decisions**
The motion as passed is the formal record of the decision. Passed or failed amendments are also part of the record.	The decision as stated by the chairperson is written down by the recorder and becomes the formal record of the decision. A summary of the discussion leading up to the decision is also part of the record.
Each motion is attributed to a mover and seconder.	The record may reflect who introduced the subject.
Members can be recorded (after a request for a recorded vote) as for, against or abstaining from voting on the motion.	A block to consensus will not be attributed.