



## What are the Rules for Board of Director Meetings?

Board of Directors meetings are crucial for the governance and strategic direction of an organization. They require thoughtful planning and adherence to best practices to ensure that they are effective and comply with legal and regulatory requirements. Here are some great rules to follow:

### 1. Preparation

**Agenda Distribution:** Circulate the agenda and related materials well in advance to allow board members adequate time to prepare.

**Include Necessary Documents:** Provide all necessary documents, such as minutes from the previous meeting, financial reports, and other relevant information.

### 2. Timing

**Start and End on Time:** Respect the time of board members by starting and ending promptly.

**Set Time Limits:** Assign time limits for each agenda item to ensure that all important issues are covered.

### 3. Conduct

**Follow a Formal Structure:** Adhere to Robert's Rules of Order or another structured format to maintain order and decorum.

**Encourage Participation:** Ensure all board members have the opportunity to speak and avoid allowing one or two individuals to dominate the discussion.

**Maintain Confidentiality:** Stress the importance of confidentiality regarding sensitive information discussed in the meeting.

### 4. Decision Making

**Clear Voting Procedures:** Follow clear procedures for voting, including how votes are to be recorded and what constitutes a quorum.

**Conflict of Interest Policy:** Have a clear policy to handle conflicts of interest and ensure board members disclose any potential conflicts.

### 5. Record Keeping

**Take Accurate Minutes:** Designate a person to take detailed minutes, including attendance, motions made, voting results, and key discussion points.

**Archive Documents:** Store all meeting documents, including minutes, in a secure and accessible location.

### 6. Communication

**Open Lines of Communication:** Encourage open and respectful dialogue, both during and between meetings.

**Chairperson's Role:** Ensure the Chairperson effectively facilitates the meeting, guides the discussion according to the agenda, and ensures that all voices are heard.

## 7. Legal and Regulatory Compliance

**Follow Bylaws:** Adhere to the organization's bylaws and relevant laws and regulations pertaining to board meetings.

**Regularly Review Governance Practices:** Regularly review and update the governance practices to stay compliant with legal changes and best practices.

## 8. Evaluation

**Assess Board Performance:** Periodically evaluate the performance of the board, including individual members, to identify areas for improvement.

**Review Meeting Effectiveness:** Solicit feedback on the effectiveness of meetings and make continuous improvements.

## 9. Technology Considerations (if applicable)

**Use Secure Platforms:** If meeting remotely, utilize secure and reliable technology.

**Ensure Accessibility:** Ensure that all board members have the necessary technology and support to participate fully in virtual meetings.

By adhering to these rules, a Board of Directors can conduct meetings that are effective, compliant, and respectful of the time and contributions of its members. Regular review and adherence to these principles contribute to good governance and the success of the organization.



**Dennis Cagan** consults nationwide in his Trademarked role as a Shadow CEO®. He is a noted high-technology entrepreneur, executive, and board director. He has founded or co-founded over a dozen different companies, taken some public, been a CEO of both public and private companies, a venture capitalist, a private investor, a consultant, and a long-time professional board member – over 71 corporate fiduciary boards. His book, *The Board of Directors of a Private Enterprise*, is considered one of the definitive works on the subject. Mr. Cagan is a respected CEO and Chairman.

He founded his first software firm in 1968. In 1976 he founded his fifth company. In 1980 it was ranked #32 on the first *Inc. 100*. His first public board seat was when he took the company public in 1981. In 1979 he was the Keynote Speaker at the first COMDEX Show in Las Vegas. In 2011 he was inducted into the IT Hall of Fame - Channel Wing, administered by CompTIA. In 2013 he was honored by NACD and the Dallas Business Journal as one of 12 Outstanding Directors in North Texas. Mr. Cagan can be contacted at [dennis@caganco.com](mailto:dennis@caganco.com).