



TVPI Meeting and Annual Meeting Rules

Although there is no universally accepted or prescribed set of procedures that non-profit boards must follow in their deliberations and decisions, this document is intended serve as an example of a set of decision procedures that TVPI can use at its Board and Committee meetings. These rules are to assist the Chair, Vice Chair, Secretary and Managing Director to avoid situations that may result in a call for “Roberts Rules”.

Regarding any meeting of the organization:

- Approval of agenda. No motion needed to amend or accept agenda. The Chair (or Vice Chair) need only ask for advice on the order of items, questions about priorities and if there are additions.
- Approval of Minutes of previous meetings. Chair should ask if there are any changes or amendments to be noted and then pause. Hearing none the Chair may call for a motion to approve the minutes as presented or amended. A seconder and formal vote is needed. Minutes can be amended to correct an inaccuracy, add context or better reflect the thoroughness of a decision process on an important matter. If the minutes of the previous meeting are amended, the amendments should be noted in the minutes of the current meeting rather than going back to change the previous minutes.
- Policies intended to be implemented by the Managing Director or the board itself, whether new or amended versions, require a motion to approve. A seconder and the outcome of the vote recorded in the minutes. The same rules should be required for adoption of board or organizational goals, or a statement of organizational values.
- Board Discussion. No motion is required to initiate a discussion of an agenda item including reports or options put before the board for a decision.
- The budget for coming year or a revised budget requires a motion to approve, a seconder and a vote. One of a boards main fiduciary responsibilities is financial oversight and the budget is the most important mechanism for this.
- New organizational commitment involving a financial or reputational risk such as the assumption of a mortgage or taking legal action requires a motion to approve. A seconder and the outcome of the vote recorded in the minutes.
- The expenditure of funds from reserves, allocation of year-end surplus or a special or unusual expenditure not anticipated in the budget, requires a motion to approve, a seconder and a vote.
- Appointment of new Interim Board members. This can be done at any meeting or as allowed between meetings as allowed in the bylaws. This requires a motion to accept, a seconder and a vote. It is important to acknowledge and welcome a new member to the board team. Interim board members can be re-appointed at the Annual Meeting.
- Board resignation (outside of formal term). This requires a motion to accept, a

seconders and a vote. A resignation may be in the form of a letter or email from the person (recommended), or statement of resignation made at a board meeting.

- Changes in the Managing Director's job description, or any other staff position, requires a motion to approve, a seconder and a vote.
- Appointment, reappointment, release or termination of the Managing Director requires a motion to approve, a seconder and a vote.
- The Managing Director's performance evaluation shall be discussed in Executive Session. A draft should be provided for comment, but the Executive Committee shall be responsible for finalization and review with the Managing Director.
- Annual general or special membership meeting business. Motion to recommend a matter go to the membership at the Annual Meeting requires a motion, a seconder and a vote. Examples
 - Proposed slate of directors
 - By-law change proposals
 - Other matters where the board wishes to consult the membership
- Committee or Board Member Reports received or submitted to the board do not require a motion either to approve or to allow discussion. If there is action to be taken by a recommendation from a Committee or Board member, this will require a motion, a seconder and a vote.
- Managing Director's Report. Approval of the report requires a motion to approve, a seconder and a vote.
- Public positions and endorsements by the organization require a motion to approve, seconder and a vote. This includes legislative action, support of local policy, or other items that require the organization to take a particular position.
- At the chair's discretion "voting" may involve a verbal call for "all in favor" or a show of hands. A show of hands may be needed to affirm a vote has successfully been cast. The number of votes cast or the number for and against or abstaining do not need to be reported.

Regarding Annual Meeting:

- The Chair (or Vice Chair) may open the meeting with statement that "the normal business of the AGM is before the membership". Following the close of the meeting business, other matters can be discussed but not voted on.
- Approval of the Annual meeting agenda may be asked for if there are matters on it that are not part of the regular business for the annual meeting and have been added with advance notice of the meeting. Advance notice is often required on special matters where a membership decision is proposed that may be binding upon the organization.
- Matters may be added to the agenda by members at the Annual meeting without advance notice if the bylaws allow it. If items are to be added the agenda, these need to be approved with a motion and vote.
- Minutes of previous Annual meeting. A motion to approve, a seconder and vote are required.
- Annual Directors', Chairperson's or Board Report require a motion to accept, and a seconder and a vote. These reports can be moved and voted on separately or together.
- Executive Director's or Annual Operational Report requires a motion to accept, a seconder and a vote.

- Annual Financial/Treasurer's Report requires motion to accept, a seconder and a vote.
- Election of Board of Directors requires a motion to approve the list of directors, a seconder and a vote. Regarding the Election of Board Members at the Annual Meeting:
 - In cases where there is a slate of board candidates, whose names and backgrounds have been communicated to the membership in advance, the current board chair should briefly review the processes used for identifying and selecting the candidates and announce the list of proposed directors, ask for a mover and a seconder and then ask for a vote.
 - In cases where nominations are also accepted from the members at the Annual Meeting (i.e. nominations from the floor) and where those candidates are present, the Chair shall confirm the candidates' willingness to serve on the board, announce all of the proposed directors and ask for a motion to approve those nominated as directors, a seconder, and then call for a vote.
 - If there are more director candidates than board positions, the Chair will have to call for a vote by secret ballot. Preparations needed in advance and procedures for handling this should be added to this document.
 - In cases where the bylaws specify that some or all the officers of the board (e.g., chair, vice chair, secretary and treasurer) are elected, appointed or confirmed at the Annual Meeting, the Chair should identify the names of the persons and office they are to hold from amongst those already elected as directors and ask for a motion to appoint said officers and a seconder and then call for a vote.
- Amendments to Memorandum of Association and By-Laws. These should be introduced as their own item, with the language warned, leading up to Annual meeting. Amendments require a motion, seconder and 2/3-majority vote. The secretary, or acting Secretary, should count and record votes for/against or abstaining unless the vote is unanimous.
- Adjournment – Annual meeting requires a motion to adjourn, typically called for by the meeting chair. It requires a motion, a seconder and a vote.

Signature:

Lucas J. Herring

Board President

August 21st, 2025