

RUTHERFORD CABLE EXECUTIVE COMMITTEE & BOARD MEETING FLOW CHART

Call to Order

- President or President-Elect calls meeting to order
- Must be quorum present to vote
 - Exec Committee: RuCable officers: Pres, Pres-Elect, Secretary, & Treasurer (Main), plus historical advisors including Past Pres, Treasurer (Foundation), & Governance. Plus HR and Legal Advisors as non-voting members. Quorum is majority: 4 of 7.
- **Voting positions on the board:** Exec Committee plus Program, Membership, Communications & Marketing, Development, Community Engagement, DE&I, and Professional Development Directors. Quorum is majority: 8 of 14. Nonvoting members appointed by President: HR and Legal Advisors. Per Affiliation agreement: Nashville Cable President (nonvoting).
- **Non board member chairs:** Special Events, Networking, Member Services & Retention, Share the Connection, Technology, ATHENA, LA, Mentoring, and Special Projects. May attend board meetings, participate in discussions, and make presentations, but cannot make motions, 2nd motions, or vote.

Opening "Ceremony"

- Mission Moment (normally ask someone in advance of meeting to share a mission moment)
- Share Rutherford Cable: General ask to board to share how they have shared RC with others or a significant accomplishment

Approval of Consent Agenda

- Board members are responsible for submitting on-time (1 week prior to meeting) board reports to Google drive and for reviewing board reports, financial reports, and prior months minutes before the board meeting. **Note: Meeting agendas are created from monthly board reports so on-time submission is critical! If a Committee report is not submitted on time, the EC and Board cannot guarantee that an item will be reviewed at the upcoming meeting.**
- Pres or Pres-Elect asks for any corrections to the consent agenda documents. **Consent agenda** includes prior month/specialty meeting minutes; financial reports; & board reports (as written but not approval of pending or new business to be discussed during meeting).
- If no corrections, Pres or Pres Elect makes motion to approve consent agenda. Motion must be seconded and voted on.
- If there are corrections, motion may be made to approve correct portions and defer incorrect portion to following meeting.
- Majority vote of those present (in person or virtual) at a meeting is sufficient for any action. **

Note: Rutherford Cable board (501c6) and Rutherford Cable Foundation board (501c3) are the same boards serving different IRS designated organizations.

RUTHERFORD CABLE EXECUTIVE COMMITTEE & BOARD MEETING FLOW CHART



- Financials are important. The EC and board review financials at each meeting.
- Treasurers review monthly financials (budget vs. actual), raise & discuss any concerns, review our cash position, and answer questions.
- Cable Main and Foundation in EC. Cable Main in board meeting. Foundation in Foundation board meeting.



- Discussion of items carried over from prior month's meetings.
- Some items may be solely for discussion and some may require a vote. Discussion only items may include topics about potentials changes or new programs to gain insights but committee isn't ready to make formal proposal, tactical committee discussions, etc.
- Motions for vote must be made by a voting board member.
- Voting items** include: proposed changes to mission, vision, or values; board nominations, replacements, or removals; first time new event or activity; financial impact; budget change; core program impact (breakfast speakers, etc.). Note: The board reserves the right to add or subtract items from the voting list based on impact to these subject areas with advance notice to board members.
- For vote items:**
 - If approved by EC, President or member of EC makes motion for approval and board votes.
 - If item doesn't require prior EC approval, Director of the appropriate committee area makes the motion. Requires a 2nd and a vote.
- Votes pass by majority vote of those present (in person or virtual) at meeting.**



- Items for discussion & voting are pulled from committee board reports. **Board reports must be submitted 1 week prior to the board meeting. If a committee report is not submitted on-time, the board cannot guarantee that a new business item will be discussed.**
- Some items may be solely for discussion and some may require a vote. Discussion only items may include topics about potentials changes or new programs to gain insights but committee isn't ready to make formal proposal, tactical committee discussions, etc.
- Motions for vote must be made by a voting board member.
- Voting items** include: proposed changes to mission, vision, or values; board nominations, replacements, or removals; first time new event or activity; financial impact; budget change; core program impact (breakfast speakers, etc.). Note: The board reserves the right to add or subtract items from the voting list based on impact to these subject area with advance notice to the board members.
- For vote items:**
 - If approved by EC, President or member of EC makes motion for approval and board votes.
 - If item doesn't require prior EC approval, Director of the appropriate committee area makes the motion. Requires a 2nd and a vote.
- Votes pass by majority vote of those present (in person or virtual) at meeting.**

RUTHERFORD CABLE EXECUTIVE COMMITTEE & BOARD MEETING FLOW CHART



Adjournment

- President or President-Elect asks if there is any further business for the board. If there is no further business, the meeting is adjourned by call of the vote.

General Comments:

For a smaller, informal board:

- Raise your hand vs. standing to obtain the floor
- Board member may speak any number of times
- Informal discussion of item is allowed while no motion is pending
- Votes can be taken by voice. If the voice vote is unclear, the vote may be taken by show of hands. The board may also vote by ballot (online or via paper).

Confidentiality

- The board strives to create a safe environment for all types of discussion and comments and encourages open, honest, respectful and transparent communication between board members. In order to safeguard this openness, some aspects of the board should not be shared with membership (for example-how specific board members voted on a specific items).

****When more than a majority of voting directors is required:**

- With the approval of 2/3's of all voting directors (whether present or not), the board will have to option to declare a chapter board position vacant and replace any director who repeatedly fails to attend board meeting.
- Vacancy for President-Elect requires board and membership vote.
- May vote by written consent without a meeting if all voting directors consent to a written vote.
- Exec Committee may act for the board between meetings of the board when approval is needed. Exec Committee must report actions to the Board.

RUTHERFORD CABLE EXECUTIVE COMMITTEE & BOARD MEETING FLOW CHART

Board Communications:

- All board reports, minutes, etc. are currently housed on Google drive and directors/chairs are required to submit monthly updates.
- The President communicates on behalf of and represents Rutherford Cable and the board.
- Actions of the board are shared in the minutes and new programs are communicated to membership via official communication channels.
- Any communication regarding a Board action or other business of the Board must be approved by the President or President Elect and communicated by the President, President Elect, or Board Secretary.
- Any communication from the Board or from a committee must be approved by the President or President Elect and the Marketing & Communications Director (or designate) before it is distributed to membership.
- When a board member communicates to other board members or committee members, the board member must make it clear that the communication is made:
 - **Representing a committee** (For example, requesting board members attend an upcoming Rutherford Cable event).
 - **Representing personal concerns, opinions, or items**, but not being made at the request of the board or representing the board. (For example, sharing an action item relating to an Ombuds issue which you don't personally agree with).

Robert's Rules of Order

(From Board Orientation 6/28/22)

TYPES OF MOTIONS

Main Motion: Introduce a new item

Subsidiary Motion: Change or affect how to handle a main motion (vote on this before main motion)

Privileged Motion: Urgent or important matter unrelated to pending business (HVAC, noise, etc.)

Incidental Motion: Questions procedure of other motions (must consider before the other motion)

Motion to Table: Sets aside a motion

Motion to Postpone: Delays a vote (can reopen debate on the main motion)

EVERY MOTION HAS 6 STEPS

#1-Motion: A member raises a hand to signal the chairperson.

#2-Second: Another member seconds the motion.

#3-Restate motion: The chairperson restates the motion.

#4-Debate: The members debate the motion.

#5-Vote: The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.

#6--Announce the vote: The chairperson announces the result of the vote and any instructions.

TIP! If the board is in obvious agreement, the chairperson may save time by stating, "If there is no objection, we will adopt the motion to..." Then wait for any objections. Then say, "Hearing no objections, (state the motion) is adopted." And then state any instructions. If a member objects, first ask for debate, then vote and then announce the vote.

Robert's Rules of Order

(From Board Orientation 6/28/22)

POINTS OF SOMETHING

Point of Order: Draws attention to a breach of rules, improper procedure, breaching of established practices, etc.

Point of Information: A member may need to bring up an additional point or additional information (in the form of a nondebatable statement) so that the other members can make fully informed votes.

Point of Inquiry: A member may use point of inquiry to ask for clarification in a report to make better voting decisions.

Point of Personal Privilege: A member may use point of personal privilege to address the physical comfort of the setting such as temperature or noise. Members may also use it to address the accuracy of published reports or the accuracy of a member's conduct.

OUR TYPICAL PROCESS FOR VOTING ITEMS

#1-Executive Committee meets to review and discuss agenda and voting items.

#2-Once item is approved by the Exec Committee, President or an Exec Committee members presents motion for approval of item to BOD.

#3-If item does not require Exec Committee vote, motion is presented by Director of appropriate area.

#4-Discussion on motion by the BOD

#5-BOD votes after motion & item are discussed.

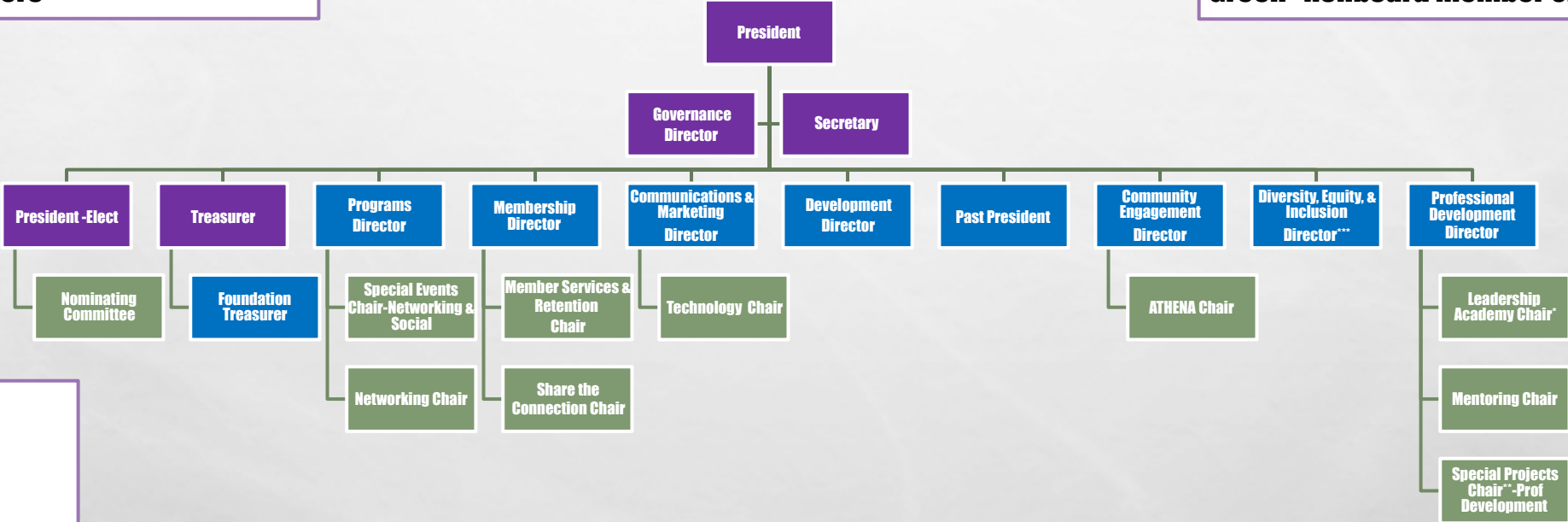
#6-President announces the vote:

- Approved
- Motion to kill
- Postponed

RUTHERFORD CABLE BOARD OF DIRECTORS

Bylaws:
Minimum of 12 voting members with up to 8 nonvoting members

Purple=officers (5)
Purple & Blue=voting directors (14)
Green=nonboard member chairs (10)



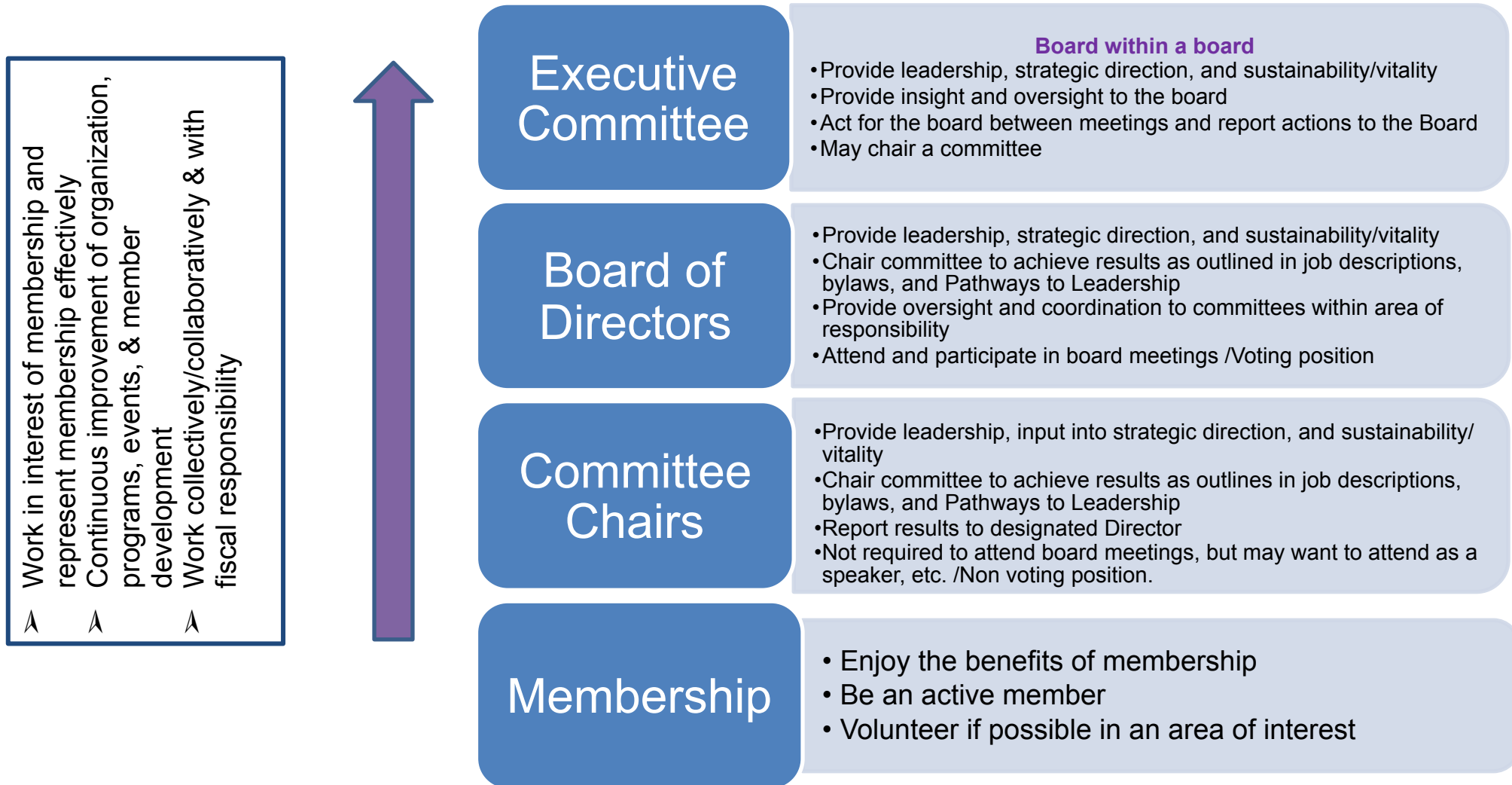
Appointed by President (nonvoting members):
Legal Advisor
HR Advisor

Affiliation Agreement Advisor:
Nashville Cable President

***=former CEL, Dale Carnegie, & new content**
****=Hot Topics, Book Club, & new projects**

RUTHERFORD Cable Board-Roles

(From Board Orientation 6/28/22)



RUTHERFORD Cable Board-Approvals

(From Board Orientation 6/28/22)

Executive Committee

• Discussion, vote to approve/not approve, and recommendation of action to board:

- Budget
- Monthly meeting speakers
- New events to ensure alignment to mission
- New policies, procedures, and changes to mission, goals, strategy, etc.
- Strategic Plan
- May delegate various approvals to Board of Directors at it's discretion
- Operate within approved budget.
- All contracts must be reviewed by Governance or Legal Advisor prior to signature. Exception for repeat vendors (for example-SRCC)

Board of Directors

• Discussion and vote to approve/not approve:

- Budget
- Monthly meeting speakers
- New events to ensure alignment to mission
- New policies, procedures, and changes to mission, goals, strategy, etc.
- Strategic Plan
- Operate within approved budget for areas of responsibility & help ensure overall spending within budget.
- If budgeted expenses is >\$1000, complete RFP. Committee makes vendor selection and recommend approval to an Executive Committee member. Exception for repeat vendors (for example—SRCC).
- All contracts must be reviewed by Governance or Legal Advisor prior to signature. Exception for repeat vendors (for example-SRCC)

Committee Chairs

- Operate within job description framework, Pathways to Leadership, & bylaws
- Report progress to committee assigned Director
- Develop and recommend new programs/events to further mission and present to Director, EC, and BOD
- Operate within approved committee budget.
- If budgeted expense is >\$1000, complete RFP. Committee makes vendor selection and recommend approval to board/ exec committee. Exception for repeat vendors (for example—SRCC).
- All contracts must be reviewed by Governance or Legal Advisor prior to signature. Exception for repeat vendors (for example-SRCC)

Membership

Vote on:

- Board nominations
- Strategic plan
- Bylaw and affiliation agreement updates
- Any other major updates or changes to mission and strategic direction