

How to Have a Successful Meeting

I. General Prep Time Line Summary

At the Previous Meeting

Set a Meeting Date and Time

Agree on a meeting date and time with your committee staff. Chairs may choose a day and time for their meeting and keep that slot throughout the year, e.g., 2 pm on Saturday of each conference, while others may decide at each meeting when they will meet next. It is easier for members to plan ahead if you agree on a set time. You may choose to do this prior to adjournment.

About 3 Months Before the Meeting

Your Staff Begins Meeting Arrangements

About 3 months before the meeting, committee staff secures meeting location, food and beverage, and AV equipment. Staff will contact you to discuss a preliminary agenda and anticipated guests or speakers and will send meeting notices and invitations accordingly. Preparing 3 months in advance allows you and your committee staff enough time to plan the meeting material, notify members of the upcoming meeting, and arrange for special guests to attend (if necessary).

About 2 Months Before the Meeting

Finalize the Agenda

You and the committee staff will develop a final agenda and meeting material. Frequent communication and guidance when drafting business documents is appreciated by staff, as well as your cooperation and timeliness in creating the agenda—this ensures committee members are informed of important issues and prepared before arriving at the meeting. Once compiled, agenda material is sent to committee members two to three weeks prior to the meeting.

Remember when developing agenda material, stay focused on the committee charges. It's the chairs responsibility to know the issues pertinent to the committee's goals and to inform members of important information so sound policy recommendations can be made.

Keep in mind—other committee members have their own areas of expertise just like you and together members help one another to stay informed.

Just Before the Meeting

Meet With Your Staff

It is helpful, if not essential, to meet with your staff for 30 minutes to an hour before the meeting starts to briefly discuss agenda material and any last minute details. This time ensures you understand agenda items, have all relevant information, and are aware of necessary action that needs to occur. This time also allows for candid discussions regarding any additional information either of you may or may not want to discuss during the meeting.

Following the Meeting

Reports

Committee staff draft minutes and action reports when they are back in the office after the meeting. Staff welcome and need guidance from you when drafting these documents to ensure relevant and accurate information is recorded. Because chairs are responsible for the content in minutes and action reports and are often asked to explain or defend them, working closely with your staff when they are drafting the documents make your job easier. Plus your knowledge and expertise guarantees a factual and quality handbook report.

Ongoing

Remember, your TMA staff is here to help you! Communicate with your staff as often as needed. Forward information to your committee staff that is relevant and important to the committee's work. Staff may use this information to prepare for meetings.

II. Meeting Basics

According to bylaws, a majority of voting members assigned to the component are required to officially transact business. (Ch. 9 and 10)

FOR EXAMPLE: In a nine-member committee, if there are five members present, there is a quorum. If there are only four members present, there is not a quorum. If there is four members present, one medical student, and an alliance member present, there is not a quorum and you cannot officially transact business. Business can still be reviewed and discussed, but in this case, those present should act as a subcommittee, working through the agenda. After reviewing the material the group should prepare their action recommendations for the full committee to review and consider at the next quorum. Final action can be decided at the next meeting, via conference call, fax, or mail ballot (but not by e-mail). Should this scenario occur, when you are back in the office, make immediate arrangements for getting the full committee's vote on the items. TMA components are not allowed to vote by e-mail.

It is important you are familiar with bylaw attendance provisions because if an appointed member fails to attend two consecutive scheduled meetings, the position shall be declared vacant. If this scenario occurs contact your staff. (Ch. 9 and 10)

Sturgis Standard Code of Parliamentary Procedure, Pg. 242:

If a quorum is not present for a meeting, what can be done?

A legal meeting for the transaction of business requires the presence of a quorum. If a quorum is not present, it may be possible to take action to obtain a quorum. Even in the absence of a quorum, members may remain for informal discussions, or to hear reports of officers or committees (but not take action on those reports), and to hear the speaker scheduled for their program.

Sometimes an emergency requires that some action be taken despite the absence of a quorum. Those approving such action should realize that risk is involved: the organization is not bound by their decision, and those who take such actions are individually responsible for them. Emergency actions taken in the absence of a quorum should be ratified later at a properly constituted meeting, in order to remove any doubt as to their validity.

Voting Rules

§22.220 - Action Without Meeting of <u>Directors or Committees</u> TMA ALLOWS THIS	-allowed if certificate of formation or bylaws provide that an action may be taken without a meeting if a written consent states the action to be taken and is signed by the number of directors or committee members necessary to take action at a meeting where all directors and committee members are present. Consent must be dated and signed.
§6.205 – Reproduction or Electronic Transmission of Consent TMA ONLY ALLOWS THIS FOR TRUSTEES	-any photographic, photostatic, facsimile of a signed consent may be used instead of original -unless otherwise provided the electronic transmission must show it was transmitted by owner, member or governing person and date See §1.007
§6.201 – Unanimous Written Consent to Action (<u>members</u>)	-members may take action without meeting but such action must be unanimous.
§6.202 – Action by Less Than Unanimous Written Consent (<u>members</u>) TMA DOES NOT ALLOW THIS	-certificate of formation must allow for the minimum number of votes that are necessary to take the action if all voters were present.

Below are some pointers for a smooth-running committee meeting:

- Make all meetings interesting and worth while to attend.
- Call the meeting to order on time.
- Determine that a quorum is present (a majority of members and special appointees—not consultants). If there is no quorum, you may continue the meeting but you cannot vote on action items until there is a quorum present. If by the end of the meeting there still is no quorum, you must postpone voting on action items. Work with your committee staff to plan a conference call within the next few weeks so that a quorum can vote.
- Introduce yourself and the other members of the committee. Residents, students, and alliance members who serve as representatives to councils and committees are a valuable resource for the association. Encourage these special appointees to participate in your discussions and activities.
- Resident and student representatives have voting privileges. As chair, it is your choice whether or not alliance representatives are allowed voting privileges. Some councils and committees allow this, others do not, it is your decision.
- Approving the minutes of the previous meeting is always the first action item on the agenda.
- Announce business that are before the committee in order as they are listed on the agenda. Review and discuss business.
- Recognize members as they are entitled to the floor.
- If you feel a business item needs to be acted upon, recommend that it become an action item to go before the House of Delegates. State the motion after its been seconded and before debate. Restate the motion before putting it to vote.
- Call for the negative vote even if the affirmative vote seems to indicate approval of all.
- Announce the result of each vote and what will happen as a result of the action.
- Expedite business in every way possible without denying members their rights.
- When there is no objection to a business item, a vote may be expedited by asking for a vote of general consent.
- Be sure to discuss any unfinished and invite new business.
- Make announcements, including when the next meeting of the committee will occur.
- Adjourn on time.

III. Committee Chair Presents a Report to Council for Approval

It is appropriate for parent councils to provide comment on committee reports, as either council or committee chair may be asked about the report during reference committee hearings and may need to provide testimony on the item.

When necessary, a committee chair, not staff, should present his committee's report to the parent council for comment and final approval. While it is not required, you may wish for your committee staff to attend the council meeting with you for support. Staff may assist in the presentation, but should not take the lead, it is the chair's report.

Reporting to a parent council may work differently for each committee and council depending on the chairs of each respective component. Meet with staff prior to the meeting start time so you are better prepared. When presenting a report to a council for its approval, the council may make edits to the committee report to enhance its strength and message.

All committee reports intended to be published in the *Handbook for Delegates* should be acted upon by its parent council or if a council's report, then the council itself must act upon it prior. Committee staff will provide copies of the report(s) to council staff for inclusion in the council's agenda and meeting materials.

IV. Handbook Reports and Minutes

As chair, you are the expert in your field—be clear, concise, and direct in all communications with your staff. This will help staff assist you and other members of the committee more efficiently and helps the meeting process will go much smoother.

Handbook Reports are reports of TMA boards, councils, committees, and sections to the association's House of Delegates. These reports, together with resolutions from individual voting delegates and county medical societies, are published in *Handbook for Delegates* and become business of the house at its next meeting.

Chairs of TMA component groups are responsible for handbook report content. Staff is responsible for research and drafting reports.

Handbook reports are either 1) *informational*—of interest to members or provide information likely to impact physicians, their patients, or the association; or 2) *action*—include background information supporting a recommendation and include the recommendation stated clearly and concisely.

Minutes are a record of all actions and proceedings that happen at meetings but are not a record of discussion. The objective of minutes is to state an issue or request and record decisions made during the meeting. That is it! ONLY action (main motion[s]) that occur are included in minutes, not all of the background information leading up to it.

Details, background information, and discussion about your committee's recommendations are important, and are noted in the handbook report, but NOT in the minutes.

When reviewing draft minutes, make sure the following is accurate:

- Date, location, and the names of those present and those who were absent are recorded;
- Whether or not a quorum was present;
- Only main motions, and whether or not they were approved are noted (not discussion);
- Each individual topic is in separate paragraphs and in narrative form;
- Name of guest speaker(s) and their subject presentation(s) are recorded (but not a recap of their remarks—this is included in handout material);
- Handouts or documents discussed are referenced; and
- Once approved as written, chair signature and date is requested.

Remember, minutes remain a draft document until they are officially approved by a quorum at the next meeting.

The following SHOULD NOT be included in the minutes:

1. Debate, opinions, interpretations, or comments;
2. Descriptive phrases or flowery language such as “a wonderful report” or “a heated discussion”;
3. Any motion that has not been seconded and restated by the chair;
4. Criticism or praise of members (praise of a member or members can be recorded ONLY if in the form of an officially adopted commendation, for example, when an end-of-service plaque is given);
5. The name of the seconder of a motion or withdrawn motions;
6. Statements by a member who asserts the he or she is “speaking for the record”; and
7. Reports or handouts; these may be attached if necessary but not included in the body of minutes.

Sturgis Standard Code of Parliamentary Procedure, 4th Edition, p. 198-202

Meeting minutes should **ONLY** state the issue or request of the group, as well as the motions that were approved or disapproved. **That is ALL.** Handbook reports include detailed background information and support for recommendation(s).

State statute regarding meeting minutes for Texas corporations says that any member on written demand stating the purpose of the demand has the right to examine and copy the books and records relevant to that purpose at the expense of that member. TMA members are allowed to view meeting minutes without a written demand or cost. Tex. Bus. Orgs. Code § 22.351.

V. Recommend New Committee Members

New committee members are the future of the association's leadership and success!

One of your roles as chair is to identify outstanding members in the association to fill new vacancies because you are asked annually for appointment recommendations. Further, when your tenure as chair is up, you will be asked to recommend someone on your committee who exhibits outstanding chair qualities to replace you.

Standing council and committee terms are for three years, and are staggered. Tenure shall not exceed two terms and serving as much as two years is considered a full term (*Bylaws, Ch. 9 and Ch. 10*). Service terms span from TexMed to TexMed, so a new member's first meeting is at TMA's Fall Conference. Annually you are asked for your new member appointment recommendations.

Here are a few things to consider when recommending new committee members:

1. Reputation for expertise or prestige within his or her specialty.
2. Representation of different member groups: geographic, demographic, viewpoints.
3. Previous service on the committee, i.e., retain members who have served previously on the committee and who remain eligible, and active.
4. Avoid overworking those who have made significant contributions over the years.
5. Consider Leadership College graduates and young physicians who have expressed interest in serving on TMA boards, council, and committees.