



# The Leadership Puzzle

## Putting the Pieces Together

### Adorna O. Carroll, DSA

ABR, SRS, CRB, C-RETS, RENE, PSA, GRI, SFR, ePRO, C2Ex

[Adorna@Adorna.com](mailto:Adorna@Adorna.com) - DynamicDirections.com

AdornaSpeaks – FB; @AdornaCarroll – Twitter

Linkedin – AdornaCarroll



training today's professionals for tomorrow's business

[Info@DynamicDirections.com](mailto:Info@DynamicDirections.com)

# The Question Really Is ...



**Are you operating like a club or a business?**

# Association Management Models

What's an Administrative Association?

What Is a Management Association?

What Is a Leadership Association?

<https://www.nar.realtor/ae/manage-your-association/association-models-planning-tool/understanding-the-three-association-management-models>

## Strategic Mapping and Project Areas



# Association Management Models

## What's an Administrative Association?

- Small staff, ranging from one part-time association executive to three full-time professional staff.
- AE maintains a general familiarity with business issues impacting the association and has a basic competency in the office management
- Compensation is locally comparable to other high-level administrative positions.
- Elected leadership and BOD is very involved in the administration of the association, and the authority for nearly all decision-making

# Association Management Models

## What Is a Management Association?

- Staff with defined positions responsible for specific programs.
- Staff possesses expertise in managing all association business issues and office management
- AE responsible for all administration and management of the association, with added focus on community and real estate industry issues. The AE creates staff job descriptions, hires and manages staff, sets staff salaries within the budget, and determines staff structure.
- Compensation regionally competitive and may be based on data from statewide salary surveys.
- Elected leadership and BOD determines the strategic vision and sets parameters for staff empowerment. Decision-making authority is vested in the BOD with authority for operational decisions delegated to staff. Overall, management is a hands-on model with healthy volunteer involvement and some restrictions on the AE's authority.



# Association Management Models

## What Is a Leadership Association?

- A leadership association implements innovative and creative programs, products, and services
- Staff includes a senior management team of department heads who are empowered and report to the AE association executive
- Compensation consideration is nationally competitive in the upper range
- Elected leadership, BOD and others determines strategic vision, but staff develops goals and plans to implement the vision. AE has decision-making authority and is empowered to take action without having to seek approval from elected leaders.

Who is working at the office and when we get “Back to Normal” will it be Live, Virtual or Hybrid Meetings?





**SETTING**

**BOUNDARIES**



# Overview of Legal Duties and Other Corporate Responsibilities



- Article 10 – SOP 5 Conduct
- Agreement to Serve
- Fiduciary Duties to Association
- Harassment
- Conflicts of Interest
- Anti-Trust

# AGREEMENTS TO SERVE



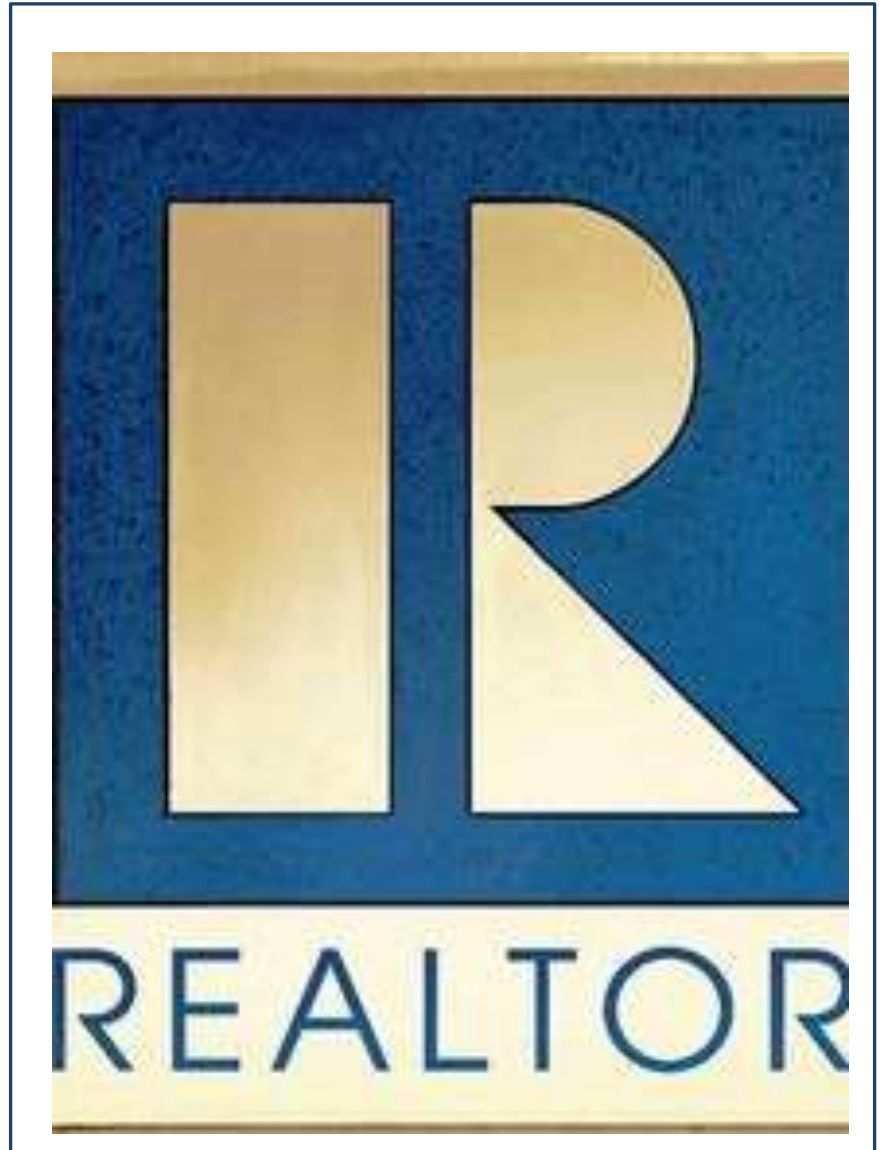
- Required for 'Agreement to Serve' be referenced in policy stating that even if elected or appointed, a person may not serve if the agreement is not signed prior to serving
- For BOD but can also be used for Finance or other closed committees, task or project-based groups and workgroups
- Agreement includes
  - Attendance Requirements
  - Fiduciary duties; Anti-trust; Conflict of interest, Harassment, Whistleblower, other federal or state corporate duties
  - No Recording Policy for any closed meetings
  - Virtual meeting expectations/policies including
  - COE Article 10-SOP 5 and other conduct expectations
- An acknowledgement that the agreement is binding, non-negotiable and not subject to appeal before immediate removal if any of the laws, duties, conduct, policies or other governing documents are violated



- **A business and industry organization is NOT a government entity**
- **Unless your state has a different set of state corporate laws, private companies and industry organizations are NOT subject to “sunshine laws”, free speech laws or other similar ‘freedom’ standards**
- **Private companies and Industry Organizations have every right to set policies, procedures and standards of conduct to manage the reputation of its brand**
- **You are free to disengage from involvement or leave the organization if your personal views of ‘freedom’ are not in sync with the entity that has set those standards**

# Article 10 – SOP 5

- REALTORS® must not use harassing speech, hate speech, epithets, or slurs based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, or gender identity.
  - Rationale: This SOP directly flows from the requirement to not deny equal professional services or be parties to a plan to discriminate. Specifically, bias against protected classes revealed through the public posting of hate speech could result in REALTORS® not taking clients from certain protected classes or not treating them equally, which would lead to violations of the Fair Housing Act due to overt discrimination or disparate impact.
- The **first** few words of the **First Amendment** are: Congress shall make no law restricting freedom of speech or of the press or religion.
- When you work for the **private sector and your employer is not the government**, the Constitution gives you **NO protection** based on what you say. Aug 8, 2017
- <https://www.nar.realtor/national-leadership/committee-members-liaisons/code-of-ethics-professional-standards-policies>





# Public Trust



- That the definition of “public trust” be expanded to include all discrimination against the protected classes under Article 10 of the Code of Ethics and all fraud.
- The definition of “public trust” be expanded to include all discrimination against the protected classes under Article 10 of the Code of Ethics and all fraud, and to limit the reporting requirement to final ethics decisions involving real estate related activities and transactions.
- Associations would be required to share with the state real estate licensing authority final ethics decisions holding REALTORS® in violation of the Code of Ethics in instances where there is reason to believe the public trust, as expanded, may have been violated.
- Section 2. Any Member Board which shall neglect or refuse to maintain and enforce the Code of Ethics with respect to the business activities of its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.
- Enforcement of the Code of Ethics also requires Member Boards to provide mediation and arbitration services to members and their clients so that the dispute resolution requirements of Article 17 of the Code of Ethics can be met.



# Satisfying to Core Standards



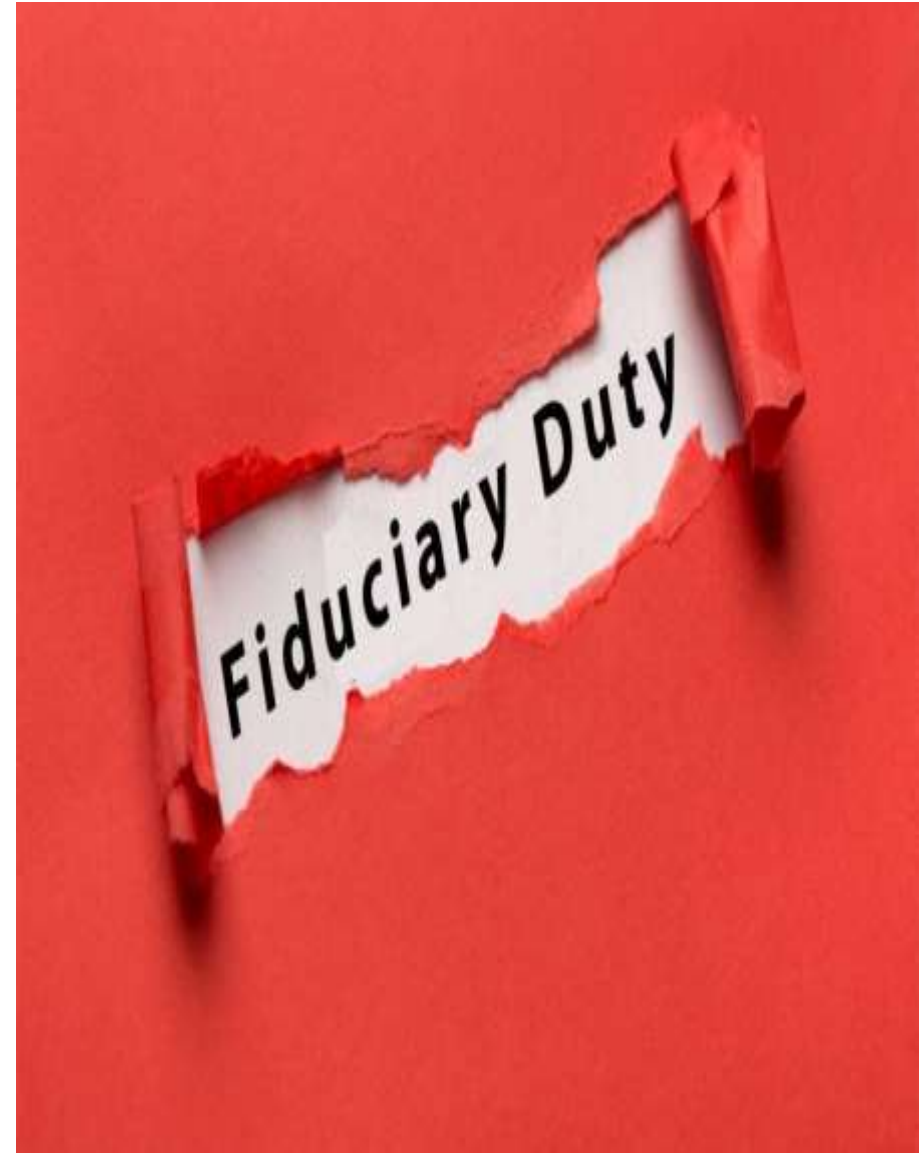
- Governance –
  - Diversity and Inclusion on BOD, in Leadership Academies, etc
- Community Outreach
  - Programs demonstrating “Who We R”
  - Hate Has No Home Here
- Professional Development
- Fair Housing and Diversity Training
- Full COE Training

# <https://fairhaven.realtor>

- The National Association of REALTORS® is excited to announce the launch of our new fair housing training platform.
- **[Fairhaven](#): A Fair Housing Simulation** is an interactive online simulation where learners confront discrimination in real estate from the point of view of both agent and client.
- In the fictional town of [Fairhaven](#), agents work against the clock to sell homes, confronting different scenarios where discrimination gets in the way. Learners make choices about how to handle each scenario and receive feedback they can apply to their daily business interactions.
- NAR members can navigate to <https://fairhaven.realtor> and log in with their NRDS ID to launch the platform for free. The training takes 60-100 minutes to complete, depending upon the learner's performance. Fairhaven is also available as a software package for brokerages and associations to load into their own Learning Management Systems.



- CEO and staff works for the corporation, not for any person(s)
- Officers, Directors and other volunteers owe duties to the corporation
- A Fiduciary breach nullifies the E&O; Director/Officer Insurance provided by NAR
- Allows for class action and general lawsuits against BOD naming the directors individually
- Opens door to personal financial liability
- Consciously breaching these duties can be construed as negligent behavior



# Breach of Fiduciary Duty

- **Obedience** to by-laws, policies, procedures, guidelines, BOD decisions
- **Loyalty** to the decisions of BOD whether you agree or voted for it
- **Disclosure** of facts, research, pros/cons of any issues to be voted on
- **Confidentiality** for all debates and votes; BOD could be expected to sign an “Agreement to Serve” – *there is no transparency!*
- **Accounting** for money and docs
- **Reasonable Care** and due diligence; engage in full debate; make decisions for those engaged in business; no added voting items to agenda without all noticed in advance with background materials

# Realtor® Leadership Decisions – On the Hotseat!

- Sally is a member of a local Association's Board of Directors. One day, she gets a call from a reporter for the local newspaper, who also has a website/blog for which the reporter regularly writes. The reporter, who Sally met at a local chamber of commerce meeting, remembered talking with her at the chamber meeting about the real estate market and the fact that she was on the Association's Board of Directors. The reporter explains that she (the reporter) heard about an event the Association would be having about the housing needs of the community into the future and she would like some comments from Sally about the event. Sally is flattered that the reporter remembered her and decided to ask her to comment about the Association's views. She (the reporter) proceeds to ask Sally several questions, which Sally answers, explaining how the idea for the event was started and the vigorous and energetic discussion it generated with the Board of Directors, concluding in what was a somewhat controversial decision. The reporter asked Sally if Sally had supported the decision and Sally responded that she (Sally) was proud to have been the deciding vote to put on the event. The reporter asked a few follow up questions and thanked Sally for her help.
- Sally was proud of herself that she was able to develop this contact with the reporter and thought that the reporter may call her again about real estate issues. Sally thought that would be an exciting and potentially beneficial development for her business if she could get regularly quoted in the press on real estate issues in the community.
- What does your group think of Sally's actions?





# **HARASSMENT**

## **DEFINITION, TYPES AND PROCESS**



- ***Harassment - n. the act of systematic and/or continued unwanted and annoying actions of one party or a group, including threats and demands.***
  - ***Purposes may vary, including racial prejudice, personal malice, an attempt to force someone to quit a job, grant sexual favors, apply illegal pressure to collect a bill or merely gain sadistic pleasure from making someone anxious or fearful.***
- A systematic pattern of harassment may subject the employer to a lawsuit for failure to protect
- Once a complaint is filed, a non-negotiable process must be followed

# Types of Harassment



1. **Discriminatory Harassment** – of protected clauses like race, sexuality, age, gender, religion and disability
2. **Racial Harassment** - Connor who is Irish is called Carrot and Ginger because of his hair color
3. **Sexuality-based Harassment** - a heterosexual man may face harassment working as a make-up artist, while a homosexual woman may not be considered as an efficient relationship therapist
4. **Age-based Harassment** - Bullying trainees
5. **Disability-based Harassment** - Imitating a crippled person's gait or teasing a person with down syndrome
6. **Harassment based on Religion** - Managers not granting leave or half-day to Muslim employees on a religious holiday
7. **Personal Harassment** - Favoritism of staff who go out drinking with the boss, makes the job stressful for Ralph who is a recovering alcoholic and makes him feel that he does not belong and is not appreciated
8. **Physical Harassment** - A team leader throws fists angrily on the desk of an employee who didn't meet the target. Stephanie doesn't clear the way for Julie to the restroom and collides shoulders intentionally



# Types of Harassment



9. **Power Harassment** - A team leader gives a 2-hour long, non-urgent task to an employee 30 minutes before he/she is about to leave and asks them to get it done as a matter of urgency
10. **Psychological Harassment** - Never considering what Tim has to say in the meeting, even when he makes valid points
11. **Sexual Harassment** - Jacob compliments Susan on how her new dress fits so well and accentuates the right parts
12. **Third-Party Harassment** - A supplier verbally abuses the accounts payable staff member when moneys have not been received on time
13. **Verbal Harassment** - Jeff repeatedly found Sam replying to his ideas as "that's silly" or "that's because Jeff doesn't know what he is doing" in group discussions, without any explanation
14. **Cyber Bullying** - Shane messaging the intern Sara repeatedly over a course of six months via the internet and social media to ask for a date, even when she clearly showed her disinterest
15. **Retaliation Harassment** - Justine complains about Imogen, Imogen gets to know about that and now he harasses Justine for revenge



# THE PROCESS

NAR.Realtor to  
review their policy  
<http://bit.ly/1cwLLJA>

- **Complaint Procedure**
  - Anyone who believes they've suffered sexual harassment by any other, including supervisors and coworkers, or by any member of the Association or by any guest or visitor of the Association must bring the problem to the attention of the appropriate party
- **Complaint Investigation and Confidentiality**
  - All complaints will be investigated promptly and the identity of the person making the complaint as well as the identity of the individual accused will be kept strictly confidential unless they are a witness, a member of the investigatory team, or the CEO.
  - Upon completion of the investigation, the team will prepare a written report of its findings and recommendations
- **Discipline**
  - Any employee found to have engaged in such conduct is subject to severe discipline, including termination.
  - In the event a complaint is found to be without basis, appropriate disciplinary measures may be taken against the person who brought the complaint.
- **Follow-up**



A graphic featuring two large, opposing arrows. A teal arrow points to the right, and a red arrow points to the left. They overlap in the center, creating a white space. The word 'CONFLICT' is written in white on the teal arrow, and 'INTEREST' is written in white on the red arrow. The word 'OF' is written in white on a small red tag that hangs from the top of the teal arrow and the bottom of the red arrow. The background is split into a teal left half and a red right half.

**CONFLICT**

**OF**

**INTEREST**



## Conflicts of Interest “Follow the Money”

---

- Ownership interest or close relationship in a program, product, service or entity
- Employee of an entity or competitor
- Personal agendas/relationships; Company policies
- Voting on more than one level of the association

1. Does the BOD/Group have a right to ask the person with a conflict questions?
2. Is the person with the conflict obligated to answer those questions?
3. May they stay in the room for the debate?
4. Can they vote?



# General and Event-Driven Conflict of Interest Disclosure Situations



**Forms Available for Every Meeting  
Work Group, Task Force, Committee  
Meeting, Executive Meeting or BOD**

You can't participate on a decision/selection group if you, your family, your company or person with a close personal relationship to you can or intends to benefit

- **Nominating** (not credentialing which is a staff function) – if you want to be one of the nominees
- **Awards** (Realtor of the Year, Humanitarian or Service Awards, etc not production awards which are a staff function) – if you want to be considered as a recipient or have a relationship with one of the possible recipients
- **Charitable Giving Recipient Selection** – if you serve on an outside charity that is being considered as a recipient
- **Vendor Selection** – if you are an employee/competitor of a vendor or have any ownership/familial relationship with Vendors in that category
- **Arbitrations, Mediations, Sanction Decisions** – if the person is in the same company, if you have a negative bias or if you are related or have a team relationship
- **Professional Development Trainer/Course Selection** – if the trainer has intentions to be teach and/or be paid
- **Government Affairs** – only exception since everyone has a conflict; disclosure of party, campaign activity for another, financial support of another, public office holder, running for office





## Serving On More Than One Level Of The Organization

When you serve on both the state and local associations at the same time –

- Whose interest do you serve at each vote?
- Are you bound by the local association in any way when voting on the state level?
- What is your obligation to each if the local differs from the state on any issue?
- What is your obligation to the local after the state vote?



# **ANTI TRUST**

**Price Fixing    Boycotting  
Restraint of Trade**



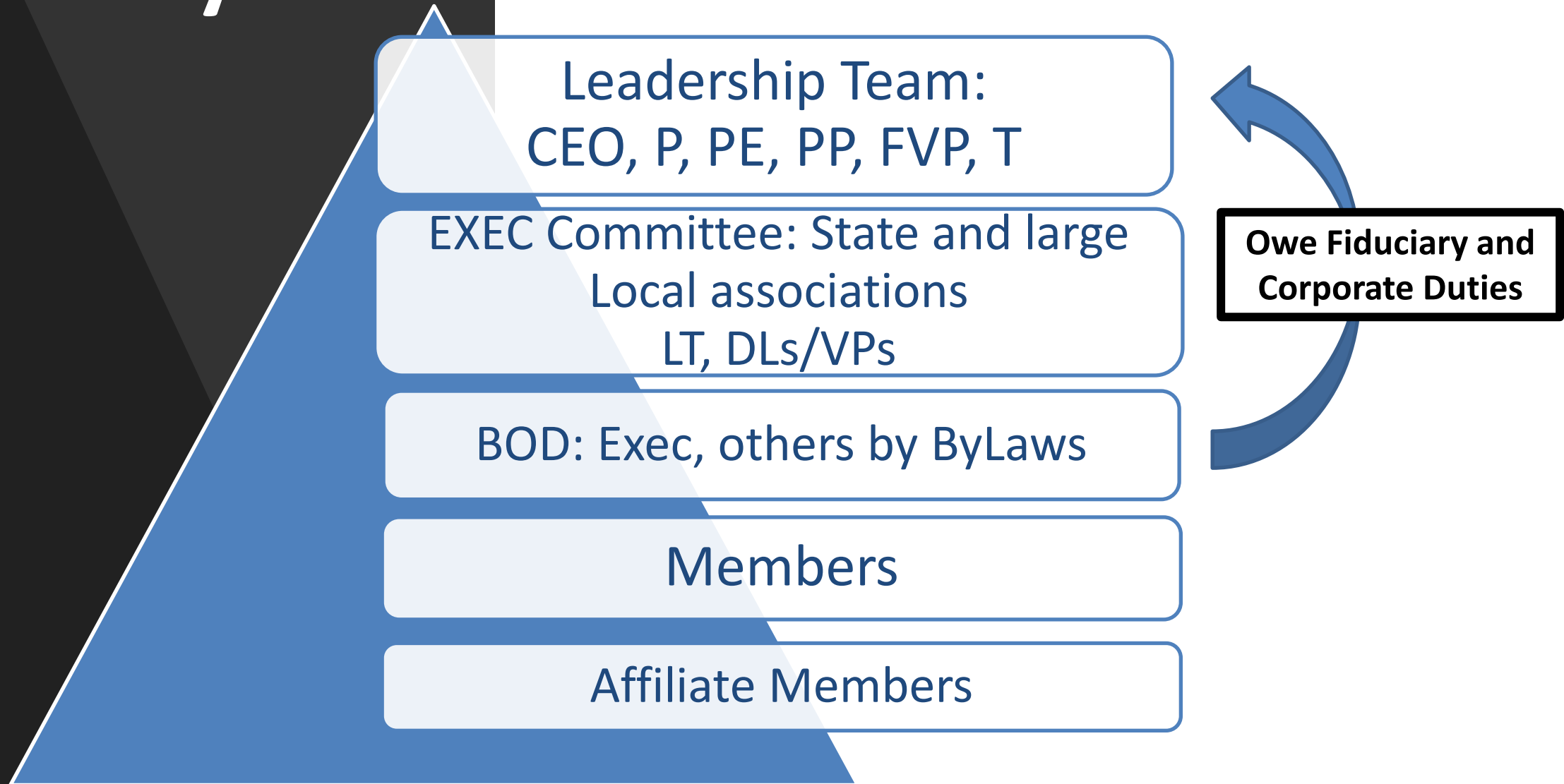
# Realtor® Leadership Decisions – On the Hotseat!

- Two Directors, Harry and Bob, are in a local Association Board of Directors meeting, across the table from each other. Because they have become friends as Directors, they regularly traded text messages “under the table” (literally) during Board of Directors meetings “just for fun”, making “comments” about people and issues within the meeting.
- One of the items on the agenda at this meeting was an appeal from an ethics hearing by a Stan, a broker-member who was found in violation of the Code of Ethics. Harry and Bob both knew Stan from their regular real estate dealings in the market. In fact, both Harry and Bob had experienced “issues” with Stan in the past, particularly since the Stan had a firm that used an “alternative” business model based on a flat fee commission.
- Stan had been fined \$10,000 as part of the disciplinary recommendation. Stan’s appeal was based on the grounds of misinterpretation/misapplication of the Code and that the amount of the fine was excessive.
- As the appeal hearing progressed, Harry sent Bob a text message that said “I am so glad they finally caught this guy. I wish they would have fined him the max - \$15,000.” Bob texted back “Boy are you right. Maybe this will send him the message he better reconsider his flat fee shenanigans. Geez, he is such a pain to deal with.”

GET  
THINGS  
DONE

**EFFICIENTLY AND  
EFFECTIVELY**

# The Players

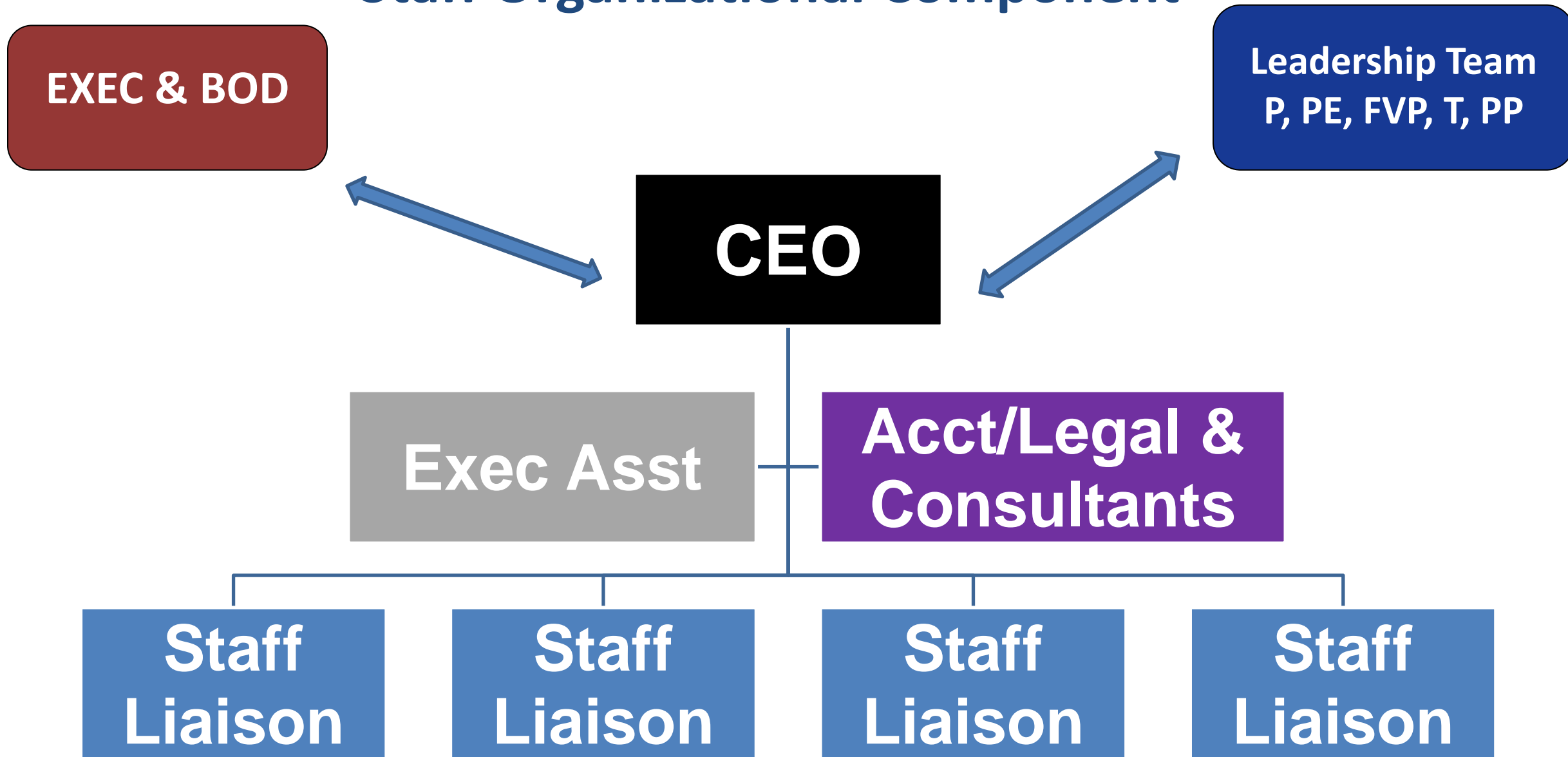




- CEO manages the business and also the staff
  - Sole responsibility to hire, fire, award bonuses, benefits, duties for staff members
  - Responsible for budget and business plan implementation
  - Follows instructions based on the BOD votes, policies, procedures, bylaws
- Titles for “AE” – Generic term
- Your volunteer involvement in staff issues could
  - Cost them their raise
  - Get them fired
  - Create additional liability for you and other members
- BOD office is ONLY for staff



# Staff Organizational Component





<http://goo.gl/iilJ5S>

# CEO Evaluation Process

- Huge legal liability issues when not properly done
- Boards should have HR training to mitigate risk
- Formal consistent process required to evaluate CEO
  - Eval team is group of leaders who work closely with CEO
  - Criteria should be consistent, understood and utilized
  - Allow time to CEO to make adjustments if expectations are not being met
  - Understand the importance of cost of living increases, raises and bonuses
  - Evaluation must be in writing

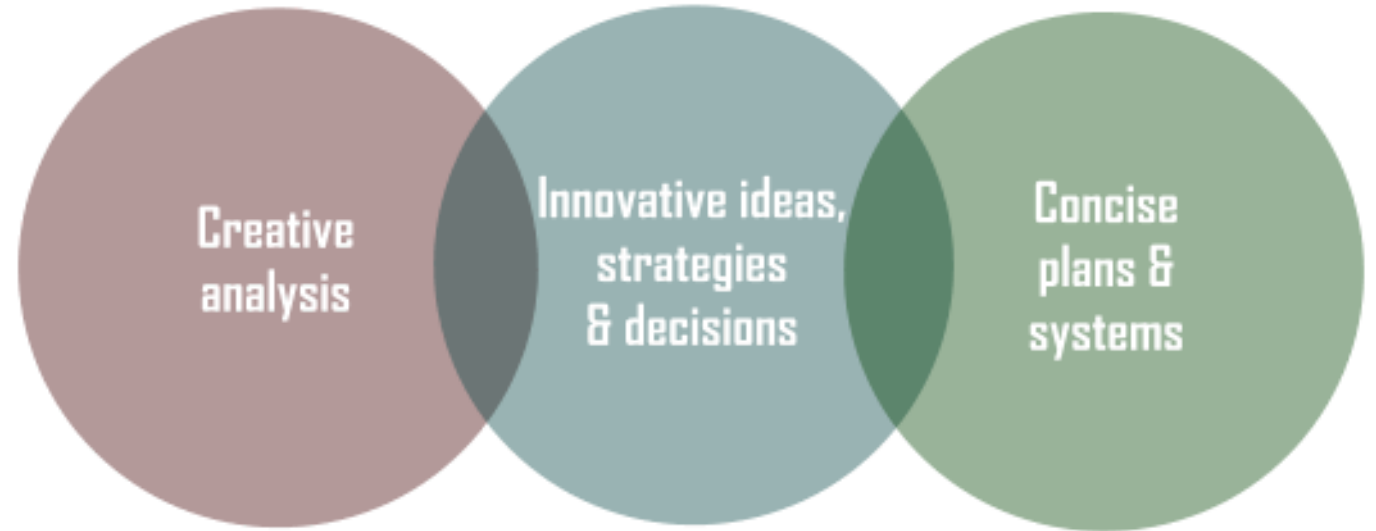
Link to AE Resources provided on REALTOR.org

- Chief Staff Performance Evaluations
- Getting Started
- Process Guidelines & Considerations
- Process Scenarios
- Sample Evaluation Forms

**What Do You  
Want to Do?  
and  
How Do You  
Plan To Fund  
Your Ideas?**

## **Strategic Thinking - The Most Valuable Business and Personal Skill**

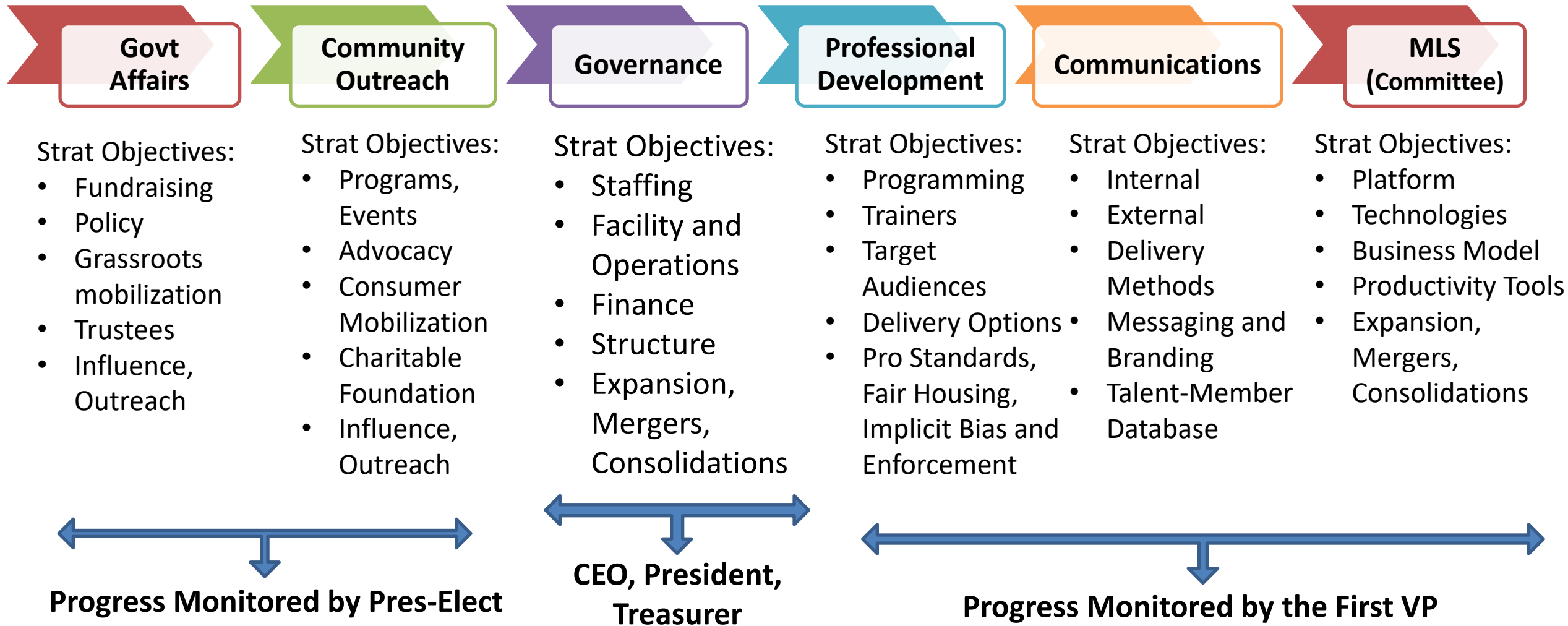
### **The Three Key Outputs of Strategic Thinking**



# Strategic Mapping and Project Areas

**CEO plus Officers: President; P-Elect; First VP; Treasurer; Immediate Past President**

Depending on Size - Each of the Six Areas Can Have At Least One Director Liaison





# WHAT IS . . . *What!*

- **Committees** – yearly appointment corresponding to an area of the strategic plan that has a strategic purpose and correlates to a series of strategic objectives
- **Workgroups** – a series of meetings addressing a comprehensive topic/objective that can overlap different areas of the strategic plan, engaging subject matter experts from all areas to analyze ramifications and unintended consequences of an issue that may affect those different areas of the plan; recommend the best solution to the LT/BOD
- **Project/Task Group** – one meeting of subject matter experts to resolve a specific topic/issue from the strategic plan and make a recommendation to LT/BOD or larger committee
- **Advisory board** – a year+ appointment of subject matter experts that review items and make recommendations on their assessment
- **Forums** – open event to inform or solicit general ideas or both





# Process is Everything

- BOD, Executive Team and/or staff identifies work to be completed
- Objectives from the Strategic Plan are identified and prioritized for budgeting and implementation
- Task or Workgroups associated with the strategic objectives are formulated with subject matter experts
- Some task forces/workgroups are legacy programs and others are specific to a long-range projects
- Each group convened has a purpose, timeline and possible budget
- Depending on the group convened, recommendations in the form of suggested motions are forwarded to committee, LT and/or Executive Committee for vote

# How To Get Things Done - Steps from Plan to Action

1

- Strategic Goals Created; Budget and Human Resources aligned

2

- BOD reviews, prioritizes goals; ratifies plan; delegates objectives to “committees”; sets timeline; outlines budget if applies

3

- “Committee” receives objectives from BOD; Determines HOW to attain them

4

- “Committee” forwards actions with rationale to LT thru DL and/or PE

5

- Actions filtered thru budget/legal for recommendations if needed

6

- LT discusses each action to determine if it makes this agenda

7

- LT makes recommendation on each agenda item

8

- BOD debates/acts on each agenda item considering recommendations from budget/legal and LT

9

- Action items provided to members with rationale

# The Ultimate Cheatsheet for Critical Thinking

Want to exercise critical thinking skills? Ask these questions whenever you discover or discuss new information. These are broad and versatile questions that have limitless applications!



<b>Who</b>	<p>... benefits from this?</p> <p>... is this harmful to?</p> <p>... makes decisions about this?</p> <p>... is most directly affected?</p>	<p>... have you also heard discuss this?</p> <p>... would be the best person to consult?</p> <p>... will be the key people in this?</p> <p>... deserves recognition for this?</p>
<b>What</b>	<p>... are the strengths/weaknesses?</p> <p>... is another perspective?</p> <p>... is another alternative?</p> <p>... would be a counter-argument?</p>	<p>... is the best/worst case scenario?</p> <p>... is most/least important?</p> <p>... can we do to make a positive change?</p> <p>... is getting in the way of our action?</p>
<b>Where</b>	<p>... would we see this in the real world?</p> <p>... are there similar concepts/situations?</p> <p>... is there the most need for this?</p> <p>... in the world would this be a problem?</p>	<p>... can we get more information?</p> <p>... do we go for help with this?</p> <p>... will this idea take us?</p> <p>... are the areas for improvement?</p>
<b>When</b>	<p>... is this acceptable/unacceptable?</p> <p>... would this benefit our society?</p> <p>... would this cause a problem?</p> <p>... is the best time to take action?</p>	<p>... will we know we've succeeded?</p> <p>... has this played a part in our history?</p> <p>... can we expect this to change?</p> <p>... should we ask for help with this?</p>
<b>Why</b>	<p>... is this a problem/challenge?</p> <p>... is it relevant to me/others?</p> <p>... is this the best/worst scenario?</p> <p>... are people influenced by this?</p>	<p>... should people know about this?</p> <p>... has it been this way for so long?</p> <p>... have we allowed this to happen?</p> <p>... is there a need for this today?</p>
<b>How</b>	<p>... is this similar to _____?</p> <p>... does this disrupt things?</p> <p>... do we know the truth about this?</p> <p>... will we approach this safely?</p>	<p>... does this benefit us/others?</p> <p>... does this harm us/others?</p> <p>... do we see this in the future?</p> <p>... can we change this for our good?</p>

## Critical Thinking is Essential for members who serve on

- Strategic Planning
- Workgroups
- Taskforces
- Committees
- Board of Directors



# MEETINGS



# Open vs Closed Meetings

- Liability issue for BOD members since non-BOD visitors have NO duties or liability
- Local Board Meetings should be closed to protect the officers and directors
- Most State and the National Association have a closed Executive Committees
- One State Association has also closed their BOD and others are considering
- **Other specific types of meetings should be closed** for the protection of subject matter experts, committee members and other volunteers







# Team Decision-Making

- Creates solidarity between the leadership and staff liaison
- Provides for collaborative decision-making process of the volunteers rather than individual decisions
- Fortifies a unified front for recommendations to BOD

# Meeting Before the Meeting

- All meetings driven by the strategic plan
- Pre-Meeting with staff and leadership
- Set date, time, meeting purpose, objective
- Know your quorum number
- Consider project task groups/workgroups instead of full committees to get job done
- Have agenda with suggested motions and any Committee, workgroup rationale
- Have all docs, research and filed reports
- LT, Legal, Finance recommendations to any recommended motions should be prepared
- Review debate and voting protocols
- Minutes and Records



# Committees, Workgroups and Project Groups



- Pre-Meeting with Chair, Vice-Chair and Staff Liaison. Can include the Director Liaison for that area and/or officer reporting action items
- Collectively set the agenda
- Solicit the proper subject matter experts
- Determine if the meeting is open or closed based on the sensitivity of the issues, topics or agenda items
- “Zoom” platforms are great for these meetings
- Breakout Rooms can be used for multiple or concurrent workgroups

# Virtual Meetings Protocol for Meeting Participants



- Consider virtual meeting registration, waiting room and lock meeting features for security
- Disable Recording and Chat features
- Decide on a voting protocol – hands, poll, software program like “Election Runner”
- Have full agenda, all presentations, motions and docs cued up and ready for display
- Meetings start and end on time
- Cameras should be on and on you entire time
- In closed or private meeting, you have a duty of confidentiality to be in a private space
- This is a meeting - no doing laundry, shopping, showing property, doing other work, etc
- Know what the objective of the meeting is
- Be prepared and participate
- Set/commit to future dates in your calendar
- No Action Items – No Meeting



# Sample Meeting Agenda



- Quorum Met and Retained
- Call to Order
- Consent Calendar
  - Info Reports of Committees, Workgroups, etc
  - Can include Minutes of previous meetings
- Receipt of Treasurer's Report
- President's Report
- CEOs Report
- President-Elect's and FVP Report
  - Identify groups that met
  - Identify Action Items under 'New Business'

**Above Can Be OPEN; Below is Limited to BOD Due to Fiduciary Duties**

- Unfinished Business
- New Business
  - Committee, Workgroup, Task Force Action Items
  - Others - Identified in advance
- Adjourn





# Minutes and More

- ONLY STAFF takes minutes for liability reasons
- No secret/private meetings, on or off site, without the CEO's knowledge
- Minutes are corporate documents and can be subpoenaed
  - Includes any videos, audio recordings, personal notes, emails and texts in/out during meeting
- Only motions and status of votes are recorded
  - No recording of abstentions
  - No recording the debate or statements of dissent
  - No names mentioned
  - No actual votes recorded unless it is a ballot vote
  - Fiduciary duty of loyalty means that all votes unanimously pass or fail
- Background materials are confidential
- Final minutes can be posted on your member website
- Records kept for life of corporation

# Sample Agenda and Minutes Template

ITEM#	DONE	PASS	FAIL	GENERAL REPORTING
1				Attendance List if Required by By-Laws
2				Quorum Present
3				Meeting Called to Order
4				Consent Calendar – Identify Items *** 1. Committee Reports – Informational Only 2. Notes, Flyers of Upcoming Events 3. Non-actionable Correspondence 4. Other Non-Debatable, Information Only Items *** Items formerly under 'Consent Calendar' removed by group agreement move to the most appropriate section for resolution
5				Minutes of the Previous Meeting – Approval Required 1. Additions/Corrections as Follows;
6				Finance/Treasurer's Report – Receive Report Only 1. Review Financial Statements; Assets/Liabilities including Reserves, Restricted Funds, Dedicated Funds 2. Budget – Actual versus Proposed/Forecasted 3. Communication/Reports from any Financial Advisors
				<b>REPORTING to BOD and/or General Membership</b>
7				President's Report 1. Informational items only 2. Updates on Industry Meetings in Attendance 3. Personal Preference of the Chair
8				CEO's Report 1. Update on Corporate Activities, Business Consultants 2. Information on Trends, Issues affecting the industry from State/National Meetings, Conferences or Symposiums 3. Other items that can affect the Association's business dealings
9				President-Elect's Report 1. Statement of all Committees, Workgroups, Task Forces that met and where their filed informational reports are 2. Statement of Committees, Workgroups and Task Forces that have action items recommendations under either unfinished or new business

ITEM#	DONE	PASS	FAIL	
10				<b>First Vice-President's Report</b> If there is a position – a suggestion is to have them responsible for all government affairs and community relations to share responsibilities with the President Elect
11				<b>Committee/Workgroup/Task Force Reports</b> Rather than filed reports, if desired, report can be made verbally by either the Chairs or the Director Liaisons to the groups
				<b>BUSINESS MEETING for BOD Only</b> 1. Only those authorized by By-Laws may remain due to Fiduciary Duties and Corporate Responsibilities that must be adhered to and cannot be set aside 2. Consultants and Subject Matter Experts may be invited for input prior to debating and voting on issues
12				<b>Unfinished Business – Process in Steps</b> 1. Action item Stated in Motion Form on Agenda a. State why this motion has returned – Referred back to Committee; Postponed Date Specific b. Identify the item in the Strategic Plan that allowed it to be addressed by the BOD 2. Motion placed on Table by President-Elect or Director Liaison responsible for that like-kind grouping 3. Motion Seconded 4. Add Committee Rationale for Motion/Position 5. Add Leadership Team's Rationale for Motion/Position 6. Add Finance's Perspective (in budget or non-budgeted item) 7. Add any Legal Perspective/Opinion on Motion 8. Debate 9. Vote 10. Add rationale or talking points if desired
13				<b>New Business – Same Steps are Unfinished Business</b> 1. List All Motions – Indicate section of the Strategic Plan ____ Motion Made ____ Motion Seconded
14				<b>Adjourn</b> Since no motions should be added arbitrarily to the agenda since it violates 'Reasonable Skill and Care' of the Fiduciary Duties and no prior research has been done, the meeting should conclude



# Who is Robert?

... And why do we have to  
listen to him?

# Henry M. Robert

**AKA** Henry Martyn Robert

**Born:** 2-May-1837

**Birthplace:** Robertville, SC

**Died:** 11-May-1923

**Location of death:** Hornell, NY

**Cause of death:** unspecified

**Remains:** Buried, Arlington National Cemetery, Arlington, VA

**Gender:** Male

**Religion:** Baptist

**Race or Ethnicity:** White

**Sexual orientation:** Straight

**Occupation:** Administrator, Military, Engineer

**Nationality:** United States

**Executive summary:** *Robert's Rules of Order*

**Military service:** US Army Corps of Engineers (1857-1901, Brig. Gen.)

Active in civic and church groups, Brigadier General Henry M. Robert grew frustrated at meetings slowed down by interruptions and off-topic conversation. Unable to find a workable set of rules for meetings, he spent several years researching and writing his own rules. The first edition was self-published by Robert in 1876, and his *Robert's Rules of Order* remains the standard.

In his military career, Robert engaged in battle against Indians and Confederates, and in engineering he helped construct defenses against the British in the Pig War of 1859, Civil War defenses for Philadelphia Harbor and Washington DC, and a 17-foot sea wall protecting Galveston, Texas, after it was damaged by a 1900 tidal wave. He retired in 1901 as Chief of the US Army Corps of Engineers.

In 1940, seventeen years after his death, Robert's publisher presented his widow with the millionth copy of *Robert's Rules of Order*. His father, Joseph Thomas Robert, was a staunch abolitionist and served as the first President of the Augusta Institute, now known as Morehouse College, which was established to educate freed slaves.

University: [US Military Academy, West Point \(1857\)](#)

Teacher: [Philosophy, US Military Academy, West Point \(1857-58\)](#)

Teacher: [Practical Engineering, US Military Academy, West Point \(1865-66\)](#)

[Huguenot Ancestry](#)

Risk Factors: [Malaria](#)

## Official Website:

<http://www.robertsrules.com/>

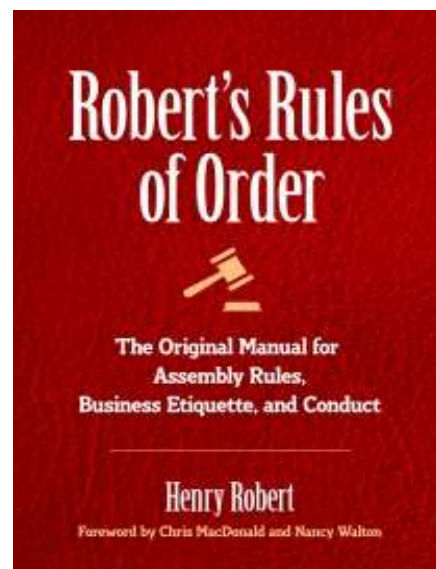
## Author of books:

*Robert's Rules of Order* (1876)

*The Water-Jet as An Aid to Engineering Construction* (1881)

*Parliamentary Practice: An Introduction to Parliamentary Law* (1921)

*Parliamentary Law* (1923)





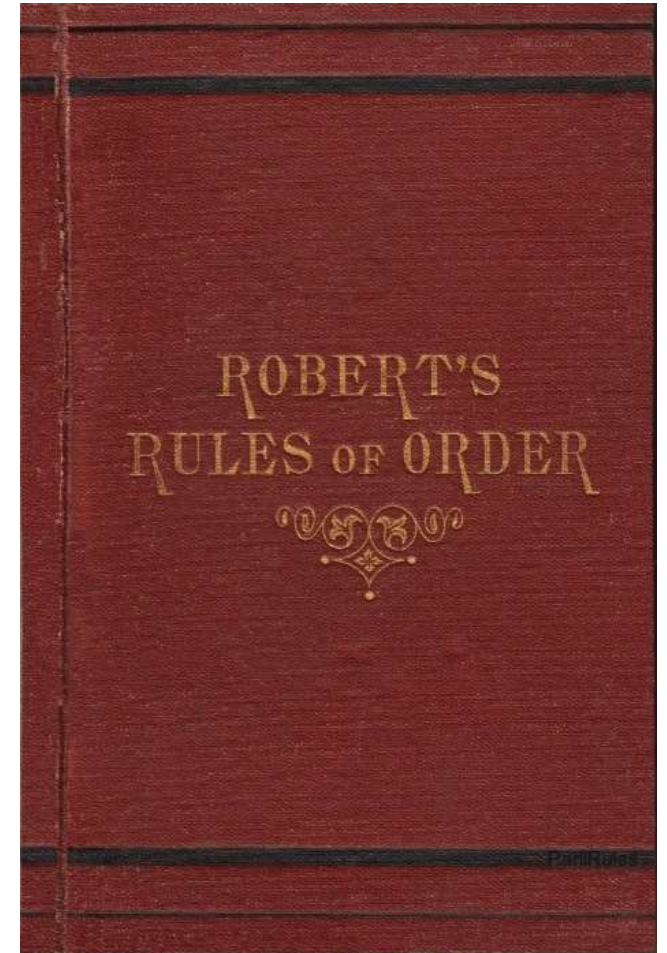
# Concept of Roberts



- Bylaws and Fiduciary Duties are superior to the meeting methods of Roberts Rules
- Provides common procedures for deliberation and debate
- Conduct of ALL business is controlled by the general will of the voting body
- Provides for constructive and democratic meetings to help, not hinder, business of the assembly.
- The fundamental right of deliberative bodies requires all questions to be thoroughly discussed before taking action!
- Silence means consent!
- Must be recognized by the Chair before speaking!



- After the second, the Member moving the "question" is entitled to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to Chair and must be courteous.
- Once the personal ballot is cast, the decision belongs to the body, not the individual
- Unless otherwise stated in bylaws, the president can choose to vote on all issues, not vote at all, vote to break a tie or vote to make a tie.

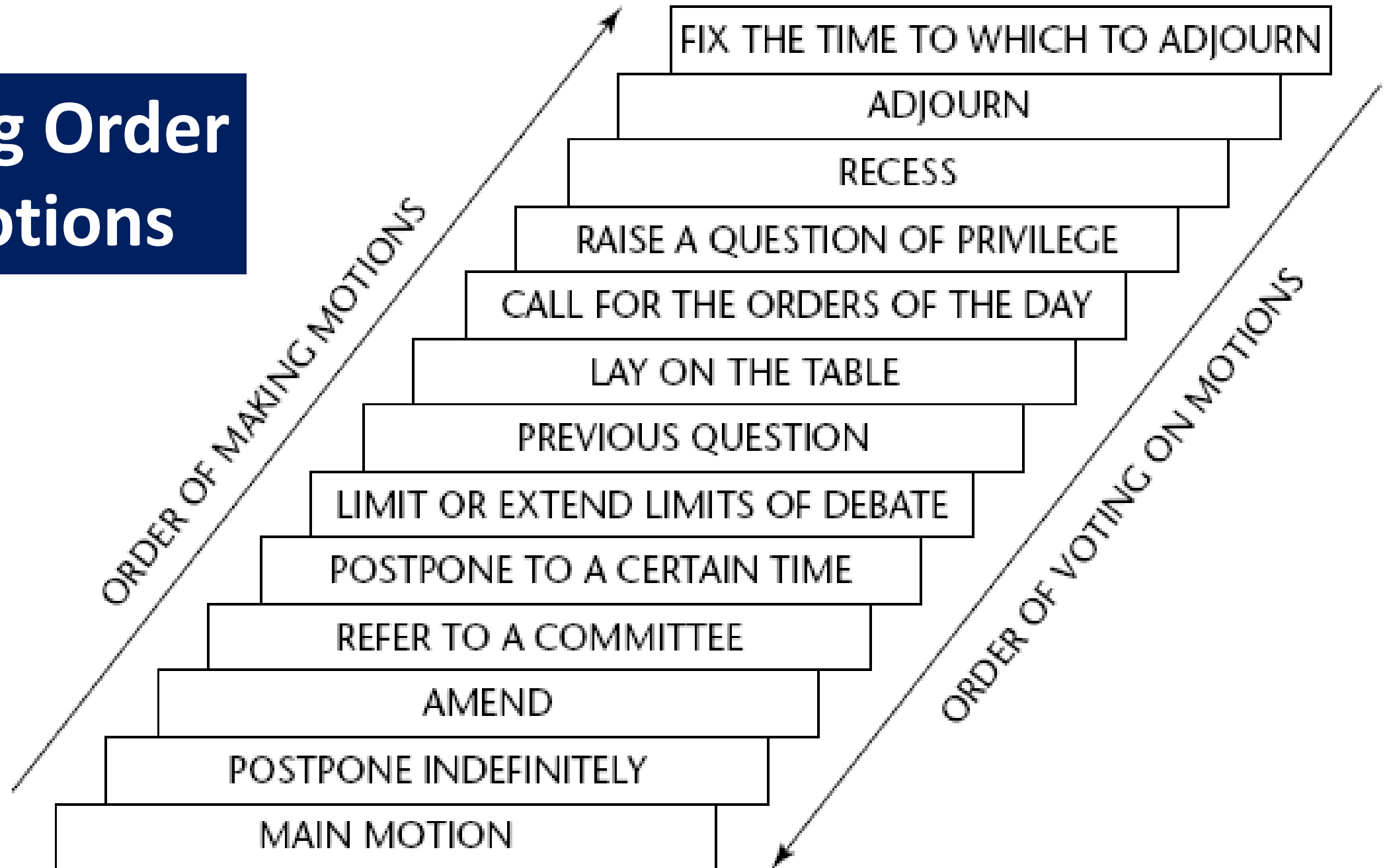


## Action Items Processed Efficiently

- When possible, all participants know
  - Actual motion prior to attending
  - Reviewed all the background material
  - Time to process the issue, ramifications and unintended consequences
  - Committees may not have actual motions to consider but the issue should be identified to allow for substantive discussion
- Motion placed on table by PE or DL
  - Chair receives a 2<sup>nd</sup>
  - Committee rationale, LT/Finance/Legal recommendations offered for consideration
  - Debate is then opened
  - Vote taken, recorded as pass/fail



# Ranking Order of Motions





**Every Person Has a Role  
Every Action Has a Process**



# Job Descriptions

- CEO
- President
- President-Elect
- First Vice President
- Treasurer
- Past President
- Director Liaisons
- Board Of Directors
- Committee Chairs & VChairs







# Team Decision-Making

- Creates solidarity
- Provides for collaborative decision-making process
- Fortifies a unified front for recommendations to BOD
- Derails knee-jerk reactionary decisions by weak leaders
- Minimizes personality clashes between President and CEO and/or other officers

# Leadership Team- Officers: President, P-Elect, FVP, T, PP

- No one has offices in, or access to the BOD office, member files, networks or otherwise confidential info – they are not employees
- Is involved in evaluating CEO
- Have no role in evaluating staff
- Team leaders for Director Liaisons, Chairs and V-Chairs
- Implements strategic plan
- Delegates and supervises loosely
- Recruits others to get involved
- Prepares the next person to take over





# Others on 'Leadership Team'

## **Treasurer**

- Chairs the Finance Committee evaluating current budgets, financial goals and policies
- Is not a 'rung on the ladder'
- Whether by appointment or election, is held by someone with financial background
- Delivers Financial Reports to BOD and members

## **Past President**

- Is a point person for LT positions at BOD
- Recruits future leaders
- Chairs controversial workgroups
- Rises to other levels of service



# Director Liaisons and Committee Chairs/VChairs



- DL Supervises a collection of like kind work
- Director Liaison is the bilateral conduit between BOD and committee working with Chairs and Vice Chairs
- Is the point person at the board for the committees perspective on issues before the board
- Does attend committee meetings
- Works with staff liaisons to help committee complete their objectives from the Strategic or Business Plan
- Informs the LT when the committee will be forwarding action items to the BOD
- Absent a DL all action items flow to the President Elect
- No automatic upward direction

# Board of Directors



- Must follow Fiduciary Duties or BOD has an obligation to remove them
- Makes business decisions for members that are “engaged in the business” - not all members
- Credibility of organization tied to each person’s business reputation
- May hear procedural reviews
- Meet as needed unless bylaws say otherwise
- Identifies the horizon lines of the Strategic Plan and determines what will be done
- Reviews and approves all budgets that fund the strategic initiatives of the corporation
- Helps mobilize subject matter experts to provide the BOD with how best to get strategies done
- May elect officers
- Debates/Votes on action items only
- Does not do committee work



# One Important Collaborative Effort is RPAC



**If real estate is your career, politics is your business**

Support the issues that support issues affecting our communities and our industry

Leaders invest ... have you and your teams invested?



# Signs You are NOT a Leader

## **Micromanagement –**

You don't know your job so you screw up someone else's

## **Personality Clashes –**

You don't have to like or love each other – you just have to work together so get over it

**Both are signs of a weak ego and  
fragile personality**

# Answers

## **1. What is your obligation if you have a conflict?**

Disclose in writing prior to the event/item is discussed

## **2. Does the BOD/Group have a right to ask the person with a conflict questions?**

Yes – the fiduciary duty of Reasonable Skill/Care and Due Diligence gives them the right to ask – should they or would they knowing the response may be skewed is a different question

## **3. Is the person with the conflict obligated to answer?**

Yes because their fiduciary is to the BOD or Group unless they are bound by confidentiality on another board

## **4. May they stay in the room for the debate?**

NO since their presence alone might influence, intimidate or restrain someone from providing an honest opinion

**5. Can they vote – NO** they are not even in the room to vote and it's not an abstention

# Training Today's Professionals for Tomorrow's Business

- ✓ Strategic Planning, Scenario and Business Planning
- ✓ Leadership Training and Leadership Academy Retreats
- ✓ Executive and Team Coaching
- ✓ Designation Course Training
  - ✓ ABR – Accredited Buyer Representative
  - ✓ SRS – Seller Representative Specialist
  - ✓ RENE – Real Estate Negotiation Expert
  - ✓ C-RETS – Certified Real Estate Team Specialist
  - ✓ CRB – Certified Residential Broker
  - ✓ More!
- ✓ GRI, CE and Conventions & Ed Fairs



**Adorna O. Carroll, DSA**

ABR, SRS, CRB, C-RETS, RENE, GRI, SRES, SFR, ePRO

[Adorna@Adorna.com](mailto:Adorna@Adorna.com)

@AdornaCarroll facebook.com/AdornaSpeaks

