



Managing Meetings and Member Engagement in the New Normal

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ABR, SRS, CRB, C-RETS, RENE, GRI, SRES, SFR, ePRO, C2EX

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The Question Really Is ...



Are you operating like a club or a business?



SETTING

BOUNDARIES

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.

Breach of Fiduciary Duty

- 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



- **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 of Confidentiality” – ***there is no transparency!***
- **Accounting** for money and docs
- **Reasonable Care** knowledgeable prior to voting; engage in full debate; render an action in best interest of association



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 background is split vertically: teal on the left and red on the right. 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 the white space between the arrows. The entire graphic has a slight 3D effect with shadows.

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

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

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?



GET
THINGS
DONE

Efficiently and Effectively

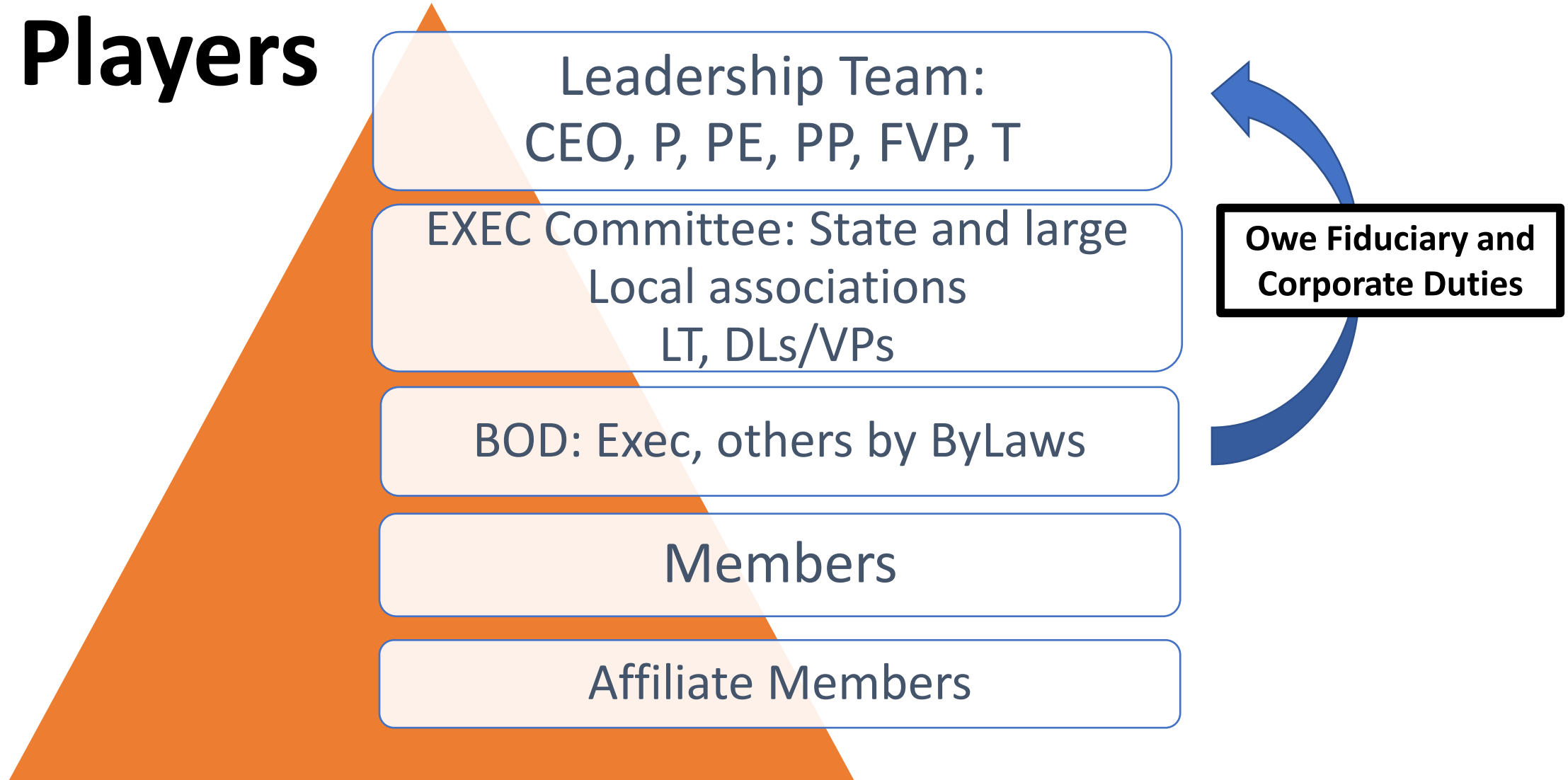
IT STARTS WITH



a plan.



The Players



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

Govt Affairs

Strat Objectives:

- Fundraising
- Policy
- Grassroots mobilization
- Trustees
- Influence, Outreach

Community Outreach

Strat Objectives:

- Programs, Events
- Advocacy
- Consumer Mobilization
- Charitable Foundation
- Influence, Outreach

Governance

Strat Objectives:

- Staffing
- Facility and Operations
- Finance
- Structure
- Expansion, Mergers, Consolidations

Professional Development

Strat Objectives:

- Programming
- Trainers
- Target Audiences
- Delivery Options
- Pro Standards, Fair Housing, Implicit Bias and Enforcement

Communications

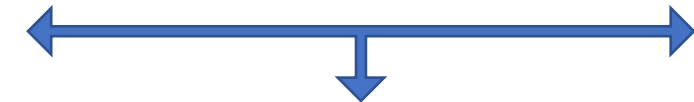
Strat Objectives:

- Internal
- External
- Delivery Methods
- Messaging and Branding
- Talent-Member Database

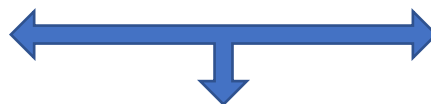
MLS (Committee)

Strat Objectives:

- Platform
- Technologies
- Business Model
- Productivity Tools
- Expansion, Mergers, Consolidations



Progress Monitored by Pres-Elect



**CEO, President,
Treasurer**



Progress Monitored by the First VP



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 of the issue to either LT or Executive Team
- **Forums** – open event to inform or solicit general ideas or both



HOW TO MAKE SURE
THE IMPORTANT
stuff
ALWAYS
GETS DONE

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

Open vs Closed Meetings

- This is an issue of liability for associations due to participating members having fiduciary responsibilities and discussing sensitive issues
- Visitors don't have fiduciary responsibility and not all info is public
- Other specific types of meetings should be closed for the protection of subject matter experts, committee members and other volunteers
- List to follow



Once a group is convened, determine if the group is open/closed and who the group reports to



1	open	Appraisal Committee	BOD
2	open	Article 12A Working Group	Legislative Steering
3	closed	Association Executives Advisory Committee (termed)	BOD
4	open	Association Executives Forum	BOD
5	closed	Budget & Finance Committee (termed)	BOD
6	open	Commercial Issues Working Group	Legislative Steering
7	open	Communications, Marketing & Technology Forum	BOD
8	open	Co-op Issues Working Group	Legislative Steering
9	closed	NYS Real Estate Education Foundation (termed)	Independent body
10	open	Education Management Committee	BOD
11	closed	Executive Committee (termed)	BOD
12	closed	Faculty Development Sub-committee	Independent body
13	open	Fair Housing & Cultural Diversity Committee	BOD
14	open	Global, Resort & Second Home Markets Committee	BOD
15	closed	Grievance Committee (termed)	BOD
16	open	Housing Opportunities Committee	BOD
17	closed	Housing Opportunities Foundation (termed)	Independent body
18	closed	Investment Committee (termed)	Independent body
19	closed	Issues Mobilization Committee (termed)	BOD
20	closed	Leadership Academy Advisory Board (1-year termed)	President
21	closed	Legal Action Committee (termed)	BOD
22	open	Legislative Policy Forum	Legislative Steering
23	closed	Legislative Steering Committee (1-year termed)	Independent body
24	open	Local Board Education Forum	BOD
25	open	Multiple Listing Issues & Policies Committee	BOD
26	open	NYC Issues Working Group	Legislative Steering
27	closed	Nominating Committee	BOD
28	closed	NYSAR Awards Committee	Independent body
29	closed	NYSAR Past Presidents' Advisory Board	President
30	closed	NYSAR Real Estate Services (termed)	Independent body
31	closed	Organizational Planning Committee (termed)	BOD
32	open	Professional Standards Committee	BOD
33	closed	Professional Standards Steering Committee (termed)	BOD
34	closed	RPAC Trustees (termed)	Independent body
35	closed	Statewide Forms Committee	BOD
36	open	Young Professionals Network	BOD



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
- Determine if meeting is open or closed due to the legal liability of the issues, topics or agenda items
- 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
- Sterile Minutes and Records



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
- Chair/President's Report
- Staff/CEO's Report
- President-Elect's and FVP Report
- Special Reports

Above Can Be OPEN;

Below Limited to BOD or Closed Group due to Fiduciary Duties

- Unfinished Business
- New Business
 - Committee, Workgroup, Task Force Action Items
 - Others - Identified in advance
 - If possible, No items laid on the table at the meeting
- Adjourn

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
				REPORTING to BOD and/or General Membership
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				First Vice-President's Report
				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				Committee/Workgroup/Task Force Reports
				Rather than filed reports, if desired, report can be made verbally by either the Chairs or the Director Liaisons to the groups
				BUSINESS MEETING for BOD Only
				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				Unfinished Business – Process in Steps
				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				New Business – Same Steps are Unfinished Business
				1. List All Motions – Indicate section of the Strategic Plan _____ Motion Made _____ Motion Seconded
14				Adjourn
				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

During the Meeting

- Focus on the objective at hand and/or follow the agenda as laid out
- Each motion requires a 'Second' (unless coming from a committee)
- Maker of the motion is permitted to present a rationale
- Other groups (LT, Exec, Legal, Finance) can provide support or other input to the motion prior to debate
- Debate is civil, pertains to the supporting research/evidence, free of conflict of interests
- Chair solicits input but cannot participate in the discussion
- Chair recognizes when debate is done
- Voting occurs – pass or fail



Reporting to the BOD

After the agenda is set

- LT/CEO will determine proper format for reporting informational and action items
- Informational reports from Workgroups/Task Forces and Committees should be written and filed in advance
- If directed for an oral report, provide an informational executive summary of the topic or issue
- If a report is tied to a specific motion, a director makes the motion first; waits for a second and then provides the rationale for the motion
- Get to the point
- If scripted by staff, read the script



Virtual Meetings for Committees, Workgroups, Project Groups and Forums



- Teleconference platforms are great for these meetings
- Eliminates transportation issues and allows for busy professionals to beam in, do the work and beam out to get on with their day
- Using Breakout Rooms they can also work for more than one meeting at once
- Staff members can bounce in and out to any or all during the time allotted
- Or a staff person can be assigned to a room for their department

Virtual Meetings Protocol for Meeting Participants



- Consider virtual meeting registration, waiting room and lock meeting features for security
- Disable Recording and Chat features
- 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 your face at all times
- In closed or private meeting, you have a duty of confidentiality to be in a private space
- This is a meeting. Can't be doing laundry, shopping, showing property, doing other work, etc
- Know what the objective of the meeting is
- Be prepared
- Set future dates aside in your calendar and commit to them
- No Action Items – No Meeting



Minutes and More

- ONLY STAFF takes minutes for liability reasons
- No meetings 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
 - 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

Reporting to the BOD

- Directors can give reports and make motions
- If directed, provide an informational executive summary of the topic or issue
- If a report is tied to a specific motion, a director makes the motion first; no second required if it comes from a committee otherwise ,waits for a second and then provides the rationale for the motion
- Get to the point
- If scripted by staff, read the script
- If Chair not available to report; consult with staff in advance and have VC deliver at BOD



Will “Back to Normal” be Live, Virtual or Hybrid Meetings?

- Prior to the pandemic, almost all meetings were live
- Then everyone was forced into doing business virtually
- One of the lessons most have learned is that virtual meetings are actually very effective in managing everyone’s time





**STAY
IN YOUR
LANE**

- CEO manages the business and 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



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/>

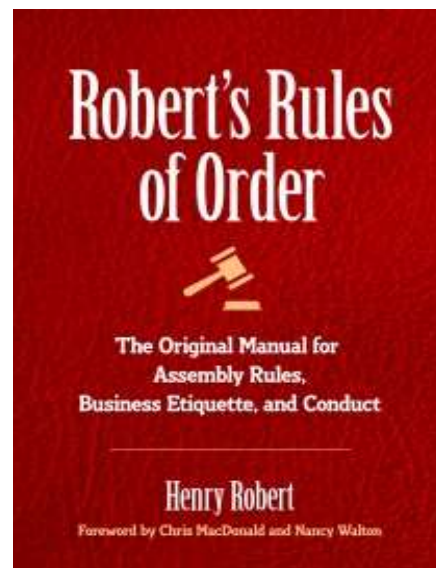
Author of books:

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)

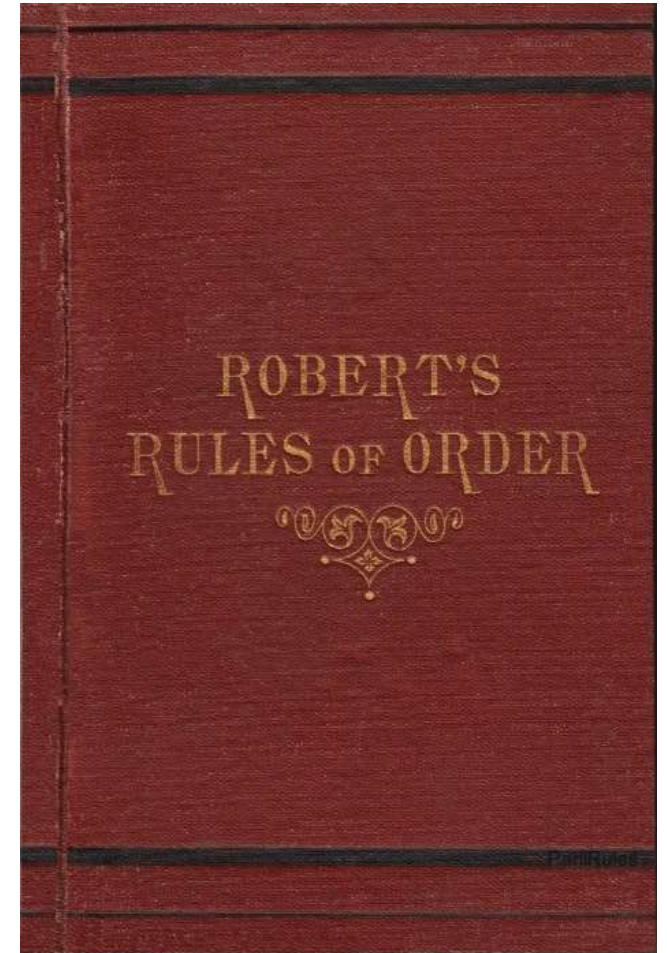


Concept of Roberts

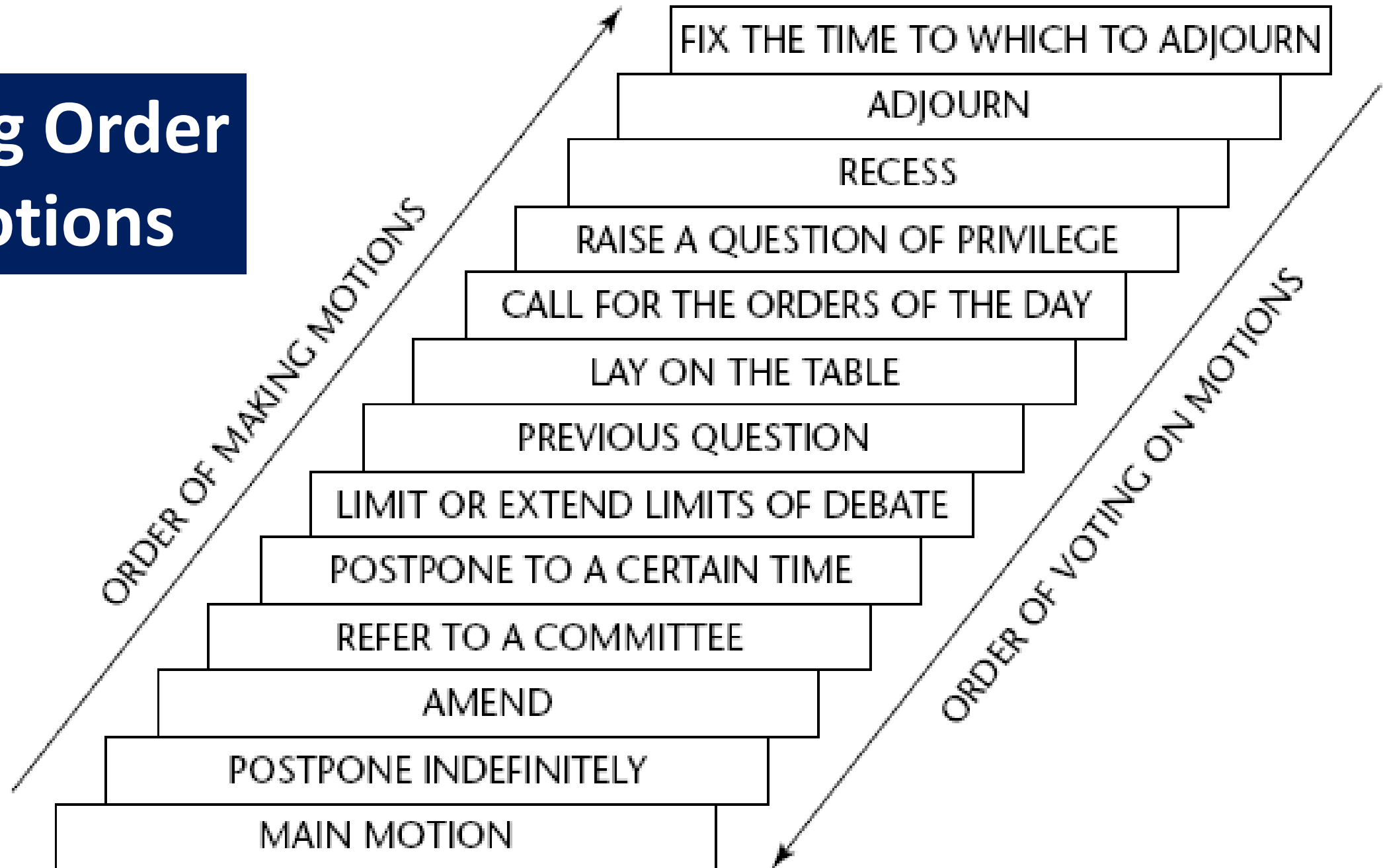


- Bylaws and Fiduciary Duties are superior to the meeting methods of Roberts Rules
- Provides common procedures for deliberation and debate
- Conduct of ALL business is controlled by the general will of the voting body
- Provides for constructive and democratic meetings to help, not hinder, business 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.



Ranking Order of Motions



One Important Collaborative Effort is RPAC

Lead by Example



Training Today's Professionals for Tomorrow's Business

- ✓ Strategic Planning, Scenario and Business Planning
- ✓ Leadership Training and Leadership Academy Retreats
- ✓ Executive, BOD and Leadership 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



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

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