Learning Objectives

After studying this chapter, a student should be able to:

- Identify the goals of group decision making and the necessary foundation for effective decision making
- List the steps recommended to address the ten typical dysfunctions of decision-making bodies
- Identify the ten key ingredients of a successful meeting
- Explain the tools and ideas required to plan a meeting for success, as well as practical guidelines for meeting chairs and participants
- Understand how to use rules of order sensibly and intelligently, so as to include participants in shared decision making, protect basic rights, and improve time management
INTRODUCTION

This chapter provides the strata manager with tools to help improve the quality of strata council meetings and annual and special general meetings of the strata corporation. Its goal is to help balance the need for efficiency in meetings with the need for inclusiveness and democratic decision making. Ultimately, this chapter should assist strata council members and owners achieve decisions that boost benefits and reduce waste, risk and conflict for strata corporations.

SHARED DECISION MAKING

Strata corporations in British Columbia are governed by the Strata Property Act (the “Act”), the Strata Property Regulation, and the particular strata corporation’s bylaws and rules. Strata corporations are established as collective entities, with some decisions (such as the annual budget and bylaw amendments) being made by the owners at annual or special general meetings, while other decisions are made by the elected strata council at its own meetings.

To achieve excellence in decision making, strata corporations should focus on two factors: the decisions themselves (the substance), and the manner in which they are made (the process):

• Substantively, decisions should be based on objective data and analysis, usually provided by the strata manager. The overall substantive goals should be to advance the strategic objectives of the strata corporation, while minimizing waste, risk and liability.

• Procedurally, there should be a balance between the need to engage participants in the process in a meaningful way and the need for efficiency and effective time management.

Strata corporations and strata managers are oftentimes challenged by minor or major dysfunctions that undermine their ability to achieve excellence in decision making. To prevent dysfunctions and reduce their negative impacts, both proactive and reactive measures are necessary.

The remainder of this section includes two parts:

• Proactive measures to build the foundation for effective decision making; and

• Measures to deal with common group dysfunctions.

Building the Foundation for Shared Decision Making

Proactive foundational work can prevent or reduce group dysfunctions and minimize their associated risks and negative impacts. The strata manager can help develop and maintain the foundation for good governance and effective decision making. This section covers three foundational areas:

• Organizational compass;

• Strata council selection and orientation processes; and

• Evaluations.

Organizational Compass

It is essential for a strata corporation and its owners and council to have “a compass,” or a clear, compelling and unifying sense of purpose and direction. This compass should guide decision making processes, and should consist of three key components: mission, vision, and strategic plan.

A mission statement should state what the strata corporation is mandated to do, for whom, and with what desired outcomes. Here is a sample mission statement for a strata corporation:

The mission of the ABC Strata Corporation is to provide its owners and residents with a clean, safe, secure, visually appealing, comfortable, and pleasant living environment.

A vision statement describes an optimal community to perpetually strive for. Regardless of any progress made towards this perfect picture, a vision statement will always remain something to strive for. Here is a sample vision statement for a strata corporation:

The ABC building will be a model for community living and a highly desirable place to live in, with:

• its buildings and premises maintained and repaired in a proactive and timely manner;

• its community of owners and residents proud of their building, responsible and compliant with bylaws and rules, and caring, considerate and respectful towards one another;
the strata manager, contractors and suppliers providing top quality service; and

the strata council providing proactive, visionary, cohesive, responsive, transparent, and accountable leadership, and upholding and promoting the values of democracy, community, altruism and service.

A strategic plan should list initiatives to advance the mission and vision statements. With such a plan the strata council would work proactively and do more than just attend to emergencies. One way to establish such a plan is for the council to complete the following statement at the start of its term: “At the end of our term, we will report the following achievements at the annual general meeting.” The plan may list high priorities (things we must do) and discretionary ones (what we will do if money and time permit). To support the attainment of the strategic plan, the strata manager should maintain a “tracking list,” identifying the status of various items, for review at strata council meetings.

Priority areas for the strategic plan may include:

- A proactive building maintenance plan, in accordance with a long-term financial plan and a depreciation report (if obtained);
- Security and safety improvements;
- Building and ground beautification (landscaping, painting, etc.);
- Enforcing bylaws and rules and encouraging compliance; and
- Community development activities.

**Strata Council Selection and Orientation Processes**

The strata council plays a critical role in the life of a strata corporation. Many strata corporations are content to elect (often by acclamation) whoever volunteers to serve, with little or no attention to their skills, knowledge, or attitude. There must be effective selection and orientation processes, or else the risk of the council and its meetings becoming dysfunctional increases.

Although the nominations process is usually looked after by the strata council or a nominating committee, it may be helpful or necessary for the strata manager to provide advice regarding:

- Roles, responsibilities and expected commitment of council members;
- Desired traits of leaders, e.g., reliable, caring, team players and humble, lifelong learners;
- Reactive and proactive roles of a nominating committee;
- A pre-election orientation for potential nominees; and
- A post-election orientation and strategic planning session for the incoming strata council, covering roles, responsibilities and fiduciary duties of members and officers, confidentiality and conflict of interest guidelines, agendas and rules for meetings, etc.

**Evaluation and Recognition of Efforts**

When the going gets tough, communication lines can break down and people may end up talking about other people instead of talking to them. In a well functioning strata corporation, communication is abundant and helps build a sense of community, which is essential to its effective functioning.

In connection with meetings, the strata manager should help the strata council develop these tools:

- Regular meeting evaluations, to ensure the council constantly strives for excellence;
- Tips on sharing feedback, honestly but constructively, in order to prevent small problems from escalating, damaging the decision-making process, and increasing risk for the strata corporation; and
- A program to recognize achievements on the strata council and within the strata community, to perpetuate and reward good habits and build a sense of community.

**Ten Common Group Dysfunctions**

The efforts to build the foundation for group decision making may reduce the occurrence of group dysfunctions, but may not eliminate them altogether. Most strata councils are not trained to identify and handle dysfunctions, and they stand to benefit from the strata manager’s advice. Below are the ten most common dysfunctions that can diminish a strata council’s ability to achieve quality decisions, and the assistance that the strata manager can provide to help deal with them:
1. **Silence:**
   When a meeting environment is unsafe, participants are inclined to remain silent and not raise valid concerns. Without their input, the group’s ability to make balanced and informed decisions is undermined, which can negatively impact the well-being of the strata corporation. Every participant must be committed to speaking up and raising valid points, and also to make it safe for others to do so, regardless of how unpopular a point may be or how impatient the group may become. This point should be emphasized during the strata council orientation and reinforced later, as needed.

2. **Last minute agenda items:**
   If new items arise at a meeting, it is difficult to achieve informed decisions, as no research was done beforehand. The strata manager should establish with the strata council that last minute additions should be kept to a minimum (i.e., cases of unavoidable emergencies), and that most items should be submitted by an agreed-upon deadline (at least a few days prior to a meeting), so necessary materials can be prepared and reviewed by everyone.

3. **No preparation:**
   If no pre-meeting documents are available, especially on significant issues, or if they are circulated but not reviewed, time may be wasted and decisions may be based on trust and ignorance rather than knowledge. The strata manager should prepare needed material, make it available in advance of a meeting, and emphasize the importance of preparation by all those involved.

4. **Poor time management:**
   If time is wasted at the start of a meeting and it drags on, members may become tired, and their capacity to absorb material and make truly informed decisions on complex matters may be reduced. They may also rush important decisions because a meeting is running late, leading to flawed decision making. The strata manager should provide the meeting chair with time management tips, so he or she can set a good pace for a meeting.

5. **Short tempers and bullying:**
   If, when dealing with tough issues, strata council members become defensive or aggressive, the meeting environment can become toxic and unsafe, with decisions possibly being made on the loudness of voices instead of the strength of arguments. A toxic environment also makes it difficult to recruit effective owners to future strata councils. The strata manager should help set the rules for meetings (see the Meeting Procedures portion of this chapter) and, when the going gets tough, should not hesitate to encourage members to focus on the issues, rather than the personalities.

6. **Pre-determined outcomes:**
   If strata council members commit their votes before a meeting, their capacity to learn from discussions and make informed decisions is diminished. In addition, with their minds closed, they may become argumentative and dismissive, thereby creating a toxic and adversarial environment. The strata manager may need to remind everyone to come to meetings with open minds, ready to speak, but also ready to learn from others and make fully informed decisions.

7. **Distractions:**
   If meeting participants are pre-occupied by initiating or responding to text messages, emails or phone calls during meetings, they create distractions and annoy others. Everyone's ability to focus on the discussion, learn from it and make informed decisions is likely reduced. The strata manager can help establish an understanding that cell phones, pagers, and other electronic devices must be turned off during a meeting, or, at a minimum, be turned to silent mode.

8. **Post-meeting attacks:**
   When a vote does not go their way, individuals sometimes attack or even undermine a decision after a meeting. This can diminish collegiality and trust and can make a group dysfunctional. Two principles must be established:
   - The first principle is that all relevant points must be raised at the meeting itself, before decisions are made, and that all members must listen to others, regardless of how unpopular their views may be.
   - The second principle is that, after a decision is made, everyone (including those who voted against it) should accept it and move forward.
9. **Undeclared conflicts of interest:**

   When a strata council member stands to uniquely benefit from an impending decision and does not declare a conflict of interest nor leave the meeting, there can be a reasonable apprehension of bias and abuse of power. A section of the annual council orientation should focus on a council member’s duty to uphold the highest ethical standards and build trust and confidence towards the strata council’s decision making processes.

10. **Breaches of confidentiality:**

    When a strata council member releases information from a closed meeting (which would typically deal with complaints about bylaw infractions, or a private hearing initiated by an owner), the privacy of individuals may be compromised and heightened legal exposure may arise. A part of the annual orientation program should clarify when and why confidentiality is required, and the duty of strata council members to prevent confidentiality breaches and risk.

**MEETINGS IN GENERAL**

The next section of this chapter covers meetings in general and provides tools for the following:

- Measuring the success of a meeting;
- Planning a meeting;
- Participating in a meeting; and
- Chairing a meeting.

**Measuring the Success of a Meeting**

A great deal of time, effort and money are invested in meetings. To make this investment pay off, the strata council needs an affirmative vision of success. Below is a list of ten measures of success that describe a vision of an ideal meeting.

1. **Clarity and focus:**
   
   The group’s mandate is clear and evident in how the agenda is designed and the way the meeting is conducted. The purpose and expected output of the meeting are clearly established. Issues and decision-making options are clearly framed. Debates are on track, and digressions are minimized.

2. **Protocol and conduct:**
   
   Only one member speaks at a time, after being recognized by the chair. Members speak without being interrupted, as long as they follow basic rules, stay on topic, and are reasonably efficient. Members are courteous, use appropriate language, and direct their comments to the issues while avoiding personal attacks. A safe meeting environment is maintained. Cell phones are kept off.

3. **Comfortable pace (good time management):**
   
   The meeting moves forward at a comfortable pace, not too slowly and not too quickly. Time is spent on issues in accordance with their significance. Members leave with a sense of accomplishment and a renewed commitment to the team and to their collective efforts.

4. **Flexibility and creative thinking:**
   
   Formal meeting structures (agendas, time limits, rules of order) facilitate progress without stifling creativity. The level of formality is customized to the needs of the group, with fewer rules used in smaller and more harmonious groups; and more rules used in larger groups or formal hearings. When circumstances require it, formal motions are replaced with informal consideration of issues.

5. **Quality decisions:**
   
   Collective decisions are informed, wise and responsible. Prior to a meeting, members receive useful documents and review them fully. When issues are complex, members consider a broad range of inputs and take into account both the short- and long-term impacts of their decisions. When dealing with contentious issues, efforts are made to fully understand problems before delving into solutions or making motions prematurely.
6. **Openness and collaboration:**
   Members come to meetings with open minds, ready to share their views, but also ready to learn from discussions before voting. There are no pre-determined outcomes. Adversity (you against me) is replaced by collaboration (you and me against the problem). The tendency to instinctively dismiss and trivialize some ideas is avoided, and the benefit of the doubt is given to everyone’s input.

7. **Balanced participation:**
   Every member has equal opportunities to speak and influence the decision making process. Dominated discussions, where 90% of the time is consumed by 10% of the people, are avoided. Decisions are based on the strength and quality of arguments, and not the loudness of the voices.

8. **Shared responsibility:**
   Each member contributes to the success of the meeting, avoids finger pointing, and does not automatically defer to the chair or experienced members for knowledge or leadership. Members do not hesitate to raise concerns about meeting procedure (such as disorder, digressions, wasted time, dominance or personal attacks), and do not hesitate to share creative ideas or ask “silly questions.”

9. **Variety and a light touch:**
   Efforts are made to keep the meeting varied, engaging, interesting, and even fun. Predictability, monotony and repetitiveness are replaced by a dynamic and engaging pace.

10. **Logistical support:**
    The room setup is appropriate for the size of the group and the nature of the discussion. The room temperature is comfortable. The ventilation and the lighting work properly. The room is quiet and distraction-free. Audio-visual aids and the sound system (if any) function well.

### Meeting Evaluation Form

The ten success measures for a meeting are captured below in an evaluation form, which the strata manager can provide to the strata council.

<table>
<thead>
<tr>
<th>Key Success Measure (score between 0 and 10 for each of the ten items; see below)</th>
<th>Score</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Clarity and focus: Mission evident; clear decision-making options; staying on topic.</td>
<td></td>
</tr>
<tr>
<td>2 Protocol, conduct: One speaker at a time; courtesy; safe environment; cell phones off.</td>
<td></td>
</tr>
<tr>
<td>3 Comfortable pace: Not too fast or too slow; each item receives the time it needs.</td>
<td></td>
</tr>
<tr>
<td>4 Flexibility, creative thinking: Rules facilitate progress without stifling creativity.</td>
<td></td>
</tr>
<tr>
<td>5 Quality decisions: Quality pre-meeting documents &amp; preparation; full and meaningful debates; thoughtful, knowledge-based decisions (long &amp; short term impacts addressed).</td>
<td></td>
</tr>
<tr>
<td>6 Openness, collaboration: Open minds; teamwork; listening and learning from diverse views.</td>
<td></td>
</tr>
<tr>
<td>7 Balanced participation: Equal opportunities to contribute; no domination.</td>
<td></td>
</tr>
<tr>
<td>8 Shared responsibility: Everyone is engaged and prepared to speak up if there is a problem.</td>
<td></td>
</tr>
<tr>
<td>9 Variety, light touch: Efforts to make the meeting varied, interesting, fun (where appropriate)</td>
<td></td>
</tr>
<tr>
<td>10 Logistical support: No logistical problems that distract participants.</td>
<td></td>
</tr>
<tr>
<td><strong>Grand total (Minimum = 0. Maximum = 100 points)</strong></td>
<td></td>
</tr>
</tbody>
</table>

Each item is scored on a scale of 0 to 10 (0 means “as bad as it gets”; 10 means “as good as it gets”). Numbers are added to a total of between 0 and 100. Members compare notes, celebrate areas that work, and take corrective action, as needed. The evaluation can be done by the group at the end of every meeting, or there can be one individual designated as “meeting evaluator” each time.
Based on the total score, your strata council could rate itself as follows:

- 91 to 100: Excellent
- 71 to 90: Effective
- 51 to 70: Functional
- 0 to 50: Dysfunctional (very unlikely if honest evaluations are done regularly)

**Planning a Meeting**

The planning work for strata council meetings and annual or special general meetings is mostly done by the strata manager. What complicates the planning process is the fact that strata corporation meetings are usually held in the evening, when volunteer members may be tired after a work day. In addition, strata council meetings are usually not held more often than monthly, and the volume of items that require debate and decision making can be high. With this in mind, each meeting needs to be planned to maximize focus and productivity. Planning activities may include the following:

- Agenda design;
- Scripting a meeting;
- Discussion guidelines; and
- Logistical support.

It should be noted that, although this section focuses primarily on strata council meetings, similar principles and steps should apply when planning an annual or special meeting.

**Agenda design**

Strata council meeting agendas should be planned by the strata manager with input from the strata council president (or designated member). In turn, the strata council president may solicit agenda items from council members and committees before the agenda is finalized.

When planning the agenda, several issues should be considered:

- Strata manager’s decisions versus strata council’s decisions;
- Agenda deadlines;
- Time frame for a meeting;
- Scope of the agenda;
- Physical or mental breaks;
- Nature of agenda items;
- Consent agenda;
- Reactive versus proactive agenda components.
- Pre-meeting package; and
- A sample strata council meeting agenda.

**Strata council decisions versus strata manager’s decisions**

With so much to do in a strata council meeting, there is no time to waste. To focus the strata council on larger issues, there should be a clause within the management contract that spells out which decisions can be made by the strata manager (possibly with input from the president) and those that must be made by the strata council. Usually, a management contract would set a threshold amount for expenditures, below which the strata manager has the full discretion to authorize (with a requirement to report at the next strata council) and above which there must be a decision by the strata council.

**Agenda deadlines**

In the case of strata council meetings, there should be an understanding or a formal policy that agenda items must be submitted to the strata manager a set number of days before the meeting (e.g., three days), and that last minute additions to the agenda would be limited to emergencies. This approach will enable both the strata manager and council to function in an organized and proactive manner.
A second deadline that should be established is the number of days before the meeting that the agenda will be sent. If several last minute items are added after this deadline, it may be necessary to send an updated agenda closer to the date of the meeting.

In the case of an annual or special general meeting, all deadlines should be driven by the fact that, according to section 45 of the Act, notice to the eligible voters must be given at least two weeks before the meeting. Everyone should work together to help meet this deadline.

**Time frame for a meeting**

The strata manager and the strata council should decide jointly what time frame (start time and end time) they are prepared to work with. A strata council meeting should generally not be scheduled to last much longer than two hours, or else participants may become tired, irritated and impatient. There should be a commitment to start on time and to work hard to end on time or early.

The printed agenda should indicate the opening time and the projected closing time. If the agenda is busy, it may be prudent to set a time for “half way point” or even propose time limits to substantial issues, so the chair can alert members when the time allocated for an agenda item is about to run out.

**Scope of the agenda**

With the time frame established, the strata manager should estimate how much time will be needed for substantial items versus how much time is available. The agenda should not be so busy that it is impossible to conclude it on time without rushing items through. Such a rush can increase the risk of flawed decisions. If the agenda is busy, the items that must be dealt with should be scheduled early. Lower priority items should be scheduled later and, if not concluded, it may be wise to postpone them to a future meeting.

**Physical or mental breaks**

If the agenda is substantial or the meeting is long, it would be useful to schedule short breaks for members to move and get re-energized. It may also be productive to intersperse lighter items between heavier ones, so as to give the members mental breaks.

**Nature of agenda items**

The agenda (or an attachment to it) should indicate the nature of each item: is it only for information? Is it only for discussion? Or does it require collective decision making? If the latter is the case, what are the options for decision making? The wording of potential motions should be included, if possible.

**Consent agenda**

If there are several routine and non-controversial items, they can be grouped into a “consent agenda,” so they can be voted on more efficiently, as a package (by a single vote), rather than one at a time. At the meeting, any member can request that an item be pulled from the consent agenda for discussion.

**Reactive versus proactive agenda components**

Many strata councils are pre-occupied by responding to immediate priorities and crises, and rarely set aside time for “large picture” strategic agenda items. The strata manager should encourage the council to schedule discussions on strategic or emerging issues, possibly at the end of the business portion of a strata council meeting or at separate gatherings. Owners should be invited to participate in such proactive conversations, in order to promote transparency and build a cohesive community.

**Pre-meeting package**

A preliminary meeting package, including the agenda and support documents, should be circulated to strata council members at least a few days before a meeting. If, by the day of the meeting, the changes are minimal, they can be presented at the meeting. If there are substantial changes, it may be necessary to send an entire new package electronically. The circulation of significant last minute documents at the meeting itself should be kept to a minimum.
The strata manager should make meeting documents as “reader friendly” as possible, including, for example: point-form summaries (replacing long paragraphs), highlighted options for decision making, lists of abbreviations and technical terms, executive summaries and tables of contents for longer reports.

FIGURE 2: Sample Strata Council Meeting Agenda

<table>
<thead>
<tr>
<th>Time</th>
<th>Agenda Item</th>
</tr>
</thead>
<tbody>
<tr>
<td>6 p.m.</td>
<td>Call to order</td>
</tr>
<tr>
<td></td>
<td>Verification of quorum</td>
</tr>
<tr>
<td></td>
<td>Opening remarks, meeting procedures</td>
</tr>
<tr>
<td></td>
<td>Agenda review Alterations?</td>
</tr>
<tr>
<td></td>
<td>Questions/comments by residents present Questions/Requests</td>
</tr>
<tr>
<td></td>
<td>Minutes of November 5, 20XX strata council meeting For approval</td>
</tr>
<tr>
<td></td>
<td>Strata manager’s report For information</td>
</tr>
<tr>
<td></td>
<td>Financial statements for November 20XX For approval</td>
</tr>
<tr>
<td>6:20</td>
<td>Review of annual maintenance plan Review and decisions</td>
</tr>
<tr>
<td>6:45</td>
<td>Tree striking the building during storms Discussion of options</td>
</tr>
<tr>
<td></td>
<td>Proposed hiring of caretakers for weekends For approval</td>
</tr>
<tr>
<td></td>
<td>Proposal to paint the second floor hallway For discussion</td>
</tr>
<tr>
<td>7:30</td>
<td>Adjournment (or sooner than 7:30, if possible)</td>
</tr>
</tbody>
</table>

Scripting a Meeting

The strata manager should be prepared to advise the strata council on how each agenda item should be processed, and, if needed, provide a sample script to the meeting chair. Below are pertinent comments on how typical agenda items may be outlined or scripted.

Opening portion

At the appointed time, the chair should check whether a quorum is present, and, if so:

- Call the meeting to order (ideally on time);
- Announce that a quorum is present and that the meeting is therefore duly convened;
- Welcome attendees (strata council members and residents observing the meeting);
- Explain that residents are there only to observe and may only speak under resident comments;
- Remind everyone to turn off cell phones or, at a minimum, turn them to silent prompting, and leave the meeting room if they need to make or respond to a call; and
- Inform the strata council of last minute agenda changes (if any) and seek agenda approval: “Is there any objection to the agenda as circulated? (Pause) “If not, the agenda is approved.”

Questions, requests or comments by residents

Under this section, residents may make comments or requests and may ask questions. If there are several residents waiting to speak, it may be necessary to advise them that, due to the busy agenda, they should keep their comments brief. Here are a few tips:

- Questions or requests can be responded to by the strata manager or a council member/officer;
- Strata council members should not argue with presenters with whom they disagree; and
- The duration of this agenda segment should usually not exceed ten minutes.
Approval of minutes of previous meetings

Minutes of a previous meeting can be processed as a separate agenda item or included in a consent agenda and voted on together with other non-contentious items. If the approval of minutes is a separate item (as in the sample agenda at Figure 6), this item can be processed informally, by unanimous consent, or formally, by a motion. Using unanimous consent, the chair asks: “Are there any corrections to the minutes?” If none are indicated, the chair declares the minutes “approved as circulated.” If errors are indicated, the chair asks: “Is there any objection to making the correction?” After all corrections are made, the chair declares the minutes “approved as corrected.”

Documents for information only

If a report or document is presented for information only and requires no decision, there can be a discussion of its content and any follow-up. There is no need to adopt a motion to receive such a report. The chair can simply say: “The report will be placed on file.”

Issues that require action

If an agenda item requires decision making, the options for decision making should be included in a pre-meeting written report and be stated fully and concisely. At the meeting, the recommendations (which can be framed as motions and included in the report) may be debated and voted on.

Issues for discussion and problem solving

If an issue is complex or controversial, it may be unwise to craft motions and vote on them too quickly. In such cases, it may be more productive for the strata council to discuss the issue informally, without the constraining effect of a specific solution or a motion, and then direct the strata manager to develop decision making options for consideration at a subsequent meeting.

Discussion Guidelines

When meetings are large (such as annual or special general meetings), discussion guidelines are needed to ensure fairness, equality and common sense. It may be useful to include a one-page summary of discussion guidelines with the agenda package. If this is done, discussion guidelines should be reviewed and voted on at the start of the meeting. Alternatively, or at a small meeting, discussion guidelines can be stated by the chair, who then seeks the group's agreement on them.

Sample discussion guidelines to govern debate in a large meeting are as follows:

- To speak at this meeting, an eligible voter must approach a microphone (or raise his or her hand) and wait for recognition to speak (recognition is usually on a first-come-first-served basis);
- When speaking in debate, eligible voters must focus their comments on the issue at hand and avoid side topics;
- On each debatable issue, each member is entitled to speak up to two times, each time no longer than two minutes.
- To speak a second time on the same issue, a member must wait until those who wish to speak on it for the first time have done so; and
- Members must respect decorum, focus their comments on issues, and avoid personal attacks.

Logistical Support

Logistical distractions (such as a hot, cold or noisy room, or non-functioning microphones and sound system) can cause frustration and discomfort in meetings. The strata manager (and/or strata council members designated to help look after logistics) should anticipate and prevent such difficulties.

In strata council meetings, logistical support is as simple as making sure that a suitable meeting room is booked, that a table is set up for the strata council and the strata manager, and that chairs are set up away from the meeting table for residents who wish to observe the meeting.
In annual or special general meetings, logistical details can be complex. They may include an outside meeting room (free of distractions and of an appropriate size), a suitable seating arrangement (theatre style or round tables), microphones (one exclusively for the chair, one for presenters, and one or two floor microphones), audio-visual aids (if presentations are planned), catering arrangements, etc. If an election by ballot is anticipated, ballot forms, ballot boxes and private voting booths would be needed.

**Participating in a Meeting**

With the principle of shared responsibility in mind, every strata council member should function as a full partner in decision making. The strata manager should provide advice and guidance to newly elected members for meetings, and clarify their roles to:

- Be fully prepared for meetings, having reviewed the pre-meeting materials;
- Arrive at the meeting on time and attend for the full duration, in body and in mind;
- Arrive with an open mind; being prepared to learn from discussions and cast informed votes;
- Offer relevant insights before decisions are finalized, even at the risk of being unpopular;
- Maintain curiosity and not hesitate to ask “silly” but necessary questions;
- Keep comments clear, concise, focused, on topic, and easy to comprehend and listen to;
- Avoid personal attacks and help make the meeting environment constructive and safe;
- Know when to be a critic (identifying flaws) and when to be a creator (proposing solutions);
- Be a team player and help colleagues perform to their best; and
- Speak up if there is a problem which the chair does not address, such as an unclear motion, a deviation from the agenda, etc.

Besides evaluating a meeting as a whole (which was discussed earlier), strata council members can use the above list to evaluate their own performance and effectiveness as partners in decision making. For each item they can give themselves up to 10 points, and the grand total would be up to 100 points.

To help strata council members further, a strata manager can share sample scripts for potential use during meetings, to help enforce meeting rules, and to improve the quality of the discussion and the decisions that are made. Following are a few samples.

<table>
<thead>
<tr>
<th>FIGURE 3: Sample Scripts</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>If this occurs:</strong></td>
</tr>
<tr>
<td>Digression</td>
</tr>
<tr>
<td>Interruptions</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Personal attacks</td>
</tr>
<tr>
<td>Slow meeting or a rambling member</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Repetitive debate</td>
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<tr>
<td></td>
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<tr>
<td></td>
</tr>
<tr>
<td>Side conversations</td>
</tr>
<tr>
<td>Unbalanced participation</td>
</tr>
<tr>
<td>Unclear motion</td>
</tr>
<tr>
<td>Last minute proposal</td>
</tr>
<tr>
<td>A potentially bad proposal that others seem to like</td>
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</tbody>
</table>
Chairing a Meeting

This section covers the following topics:

- Who should chair a meeting;
- Chair’s roles during meetings;
- Chair’s do’s and don’ts;
- Chair’s debating rights; and
- Chair’s voting rights.

Who Should Chair a Meeting

In most strata corporations, the elected strata council president is mandated to chair strata council meetings. If the president is unable or unwilling to act, the vice president usually chairs strata council meetings.

As to annual and special general meetings, the Standard Bylaws under the Act stipulate that they must be chaired by the president of the strata council. If the president is unwilling or unable to act, the meeting must be chaired by the vice president of the council. If both the president and the vice president are unwilling or unable to act, the Standard Bylaws require that a chair be elected by majority vote of the eligible voters present in person or by proxy from among those persons who are present at the meeting.

In some circumstances, it may be beneficial to have an outsider who is skilled at presiding to chair a specific meeting. Such an arrangement can be especially beneficial if the issues are contentious and/or if the elected officers are embroiled in controversies and are not seen as impartial by all sides. In such cases, an invited outsider may preside under the following conditions:

- In the case of a strata council meeting, the strata council needs to approve this arrangement;
- In an annual or special general meeting, the voting body needs to approve this arrangement; and
- In any event, the invited outside chair (who may, in some cases, be the strata manager) must understand that his or her role is purely facilitative, that he or she must act with absolute objectivity, and that he or she must never bias the debates or the voting in favour or against certain outcomes.

It is common for a strata corporation to elect the strata manager as chairperson for annual or special meetings. Nevertheless, it is entirely possible for the strata corporation to pass an amended bylaw that prohibits the strata manager (or others) from acting in this capacity. If the current bylaws of a strata corporation do permit the strata manager to act as chairperson, he or she must be very careful to act impartially when elected to this role. Because, as discussed below, the chairperson may be placed in a position to make important decisions on behalf of the strata corporation, a strata manager acting as chairperson is at risk of liability for poor decision making and/or conflict of interest.

If the president or vice president chairs the meeting, they will look to the strata manager for guidance on the procedure for the meeting. If the strata corporation’s bylaws do not contain a meeting procedure, one of the first resolutions after the election of the chair should be to approve an accepted set of meeting procedures such as Robert’s Rules. The strata manager should be knowledgeable in the procedures adopted by the strata corporation and should have a copy of the procedural rules at hand during the meeting.

Chair’s Roles During Meetings

An effective meeting chair is expected to lead the discussions in a fair and efficient manner. The chair’s challenge is to create a balance whereby participants are treated fairly and are given equal opportunities to debate and affect the outcomes, time constraints are complied with, and issues are properly addressed. In essence, the chair needs to manage people, time, and issues.

The following is a list of the chair’s roles during meetings, together with sample scripts.
### FIGURE 4: Chair’s Roles and Sample Scripts

<table>
<thead>
<tr>
<th>Chair’s Roles</th>
<th>Sample scripts</th>
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</table>
| **Setting the tone and guidelines for the meeting:** | "Before we proceed with the meeting, I would like to establish a few principles and rules with you. These rules are summarized on a sheet in your agenda package and are intended to ensure fairness, equality and common sense:  
  - First is the principle of order, whereby only one person speaks at a time, after being recognized to speak by the chair.  
  - Second is the principle of focus, under which you focus your comments on our core mandate and on the topic at hand, and avoid digressions.  
  - Third is the principle of efficiency. We have a busy agenda and we’ll need to move forward in a comfortable but efficient pace. You can help us by keeping your comments concise and to the point.  
  - Fourth is the principle of equality, which means that first time speakers get priority over second time speakers.  
  - Fifth and last are the principles of decorum and a safe meeting environment, by which we acknowledge that some of the issues tonight are tough, but, as a proud democracy, we must maintain civility and respect, focus on the issues without personalizing them, and keep the meeting environment safe.  

  Are these rules acceptable to you? Can I count on all of us following these rules and upholding these principles? (Pause) Thank you." |
| **Deciding who speaks next:** | "Can we please have some order?"  
  "We need to start a speakers' list. Who wants to speak?"  
  "Just a moment, Rudy. I have Ruth on the list ahead of you. Ruth, go ahead." |
| **Keeping the meeting on topic:** | "We need to get back to the topic at hand, which is ___"  
  "Jared, how are these comments related to the core issue, which is ___?"  
  "To clarify, we're discussing the proposal to ___. Let's stay focused."  
  "To clarify, there are three different issues here. One is whether we want to ______, the second issue is costs, and the third is timing. Can we discuss them one at a time? First is the question of ______. Any discussion on that issue?" |
| **Keeping the meeting on time:** | "Before we continue, we need to discuss timing. It is now 7 o'clock. We said we'll finish by 7:30 and we have three issues left. Can we limit discussion to 10 minutes per issue? And, can I also ask everyone to keep comments brief? Thanks."  
  "We’re running short on time. Does anyone have anything new to add to this discussion, and, if not, shall we move on?"  
  "Are you ready to vote on this motion?"  
  In the case of an annual or special general meeting with approved time limits: “You have 30 seconds left. Please wrap up.” Then, when time is up: “With respect, your time is up. We need to be fair to other speakers. The next speaker is ______.” |
<table>
<thead>
<tr>
<th>Chair’s Roles</th>
<th>Sample scripts</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Requiring decorum and a safe meeting environment:</strong> reminding members to focus their comments on issues, and not on personalities.</td>
<td>“I need to interrupt you and remind everyone that we have to focus our comments on the issues, and not personalize them.” If needed, add: “I can acknowledge that the issues we're dealing with are not easy and we have some disagreements here, but we can disagree without being disagreeable. Ok? Thanks.”</td>
</tr>
<tr>
<td><strong>Creating balance:</strong> asking outspoken members to give way to those who have not spoken; inviting quieter members to comment; if needed, initiating a round table poll.</td>
<td>“Is there anyone who has not spoken on this issue and wants to add their perspective? How about you, Rick, you’ve had some experience with a similar situation in another building. Any input?” “Thank you Tom and Joan. We need to hear from people who have not spoken yet. How about going around the table to those who have not spoken, starting with ___?”</td>
</tr>
<tr>
<td><strong>Listening, observing and responding in a timely manner:</strong> responding to comments, but also to vocal and facial expressions.</td>
<td>In response to people showing dismissive body language (like rolling their eyes): “Can I make a suggestion? As difficult as it may be, can we please hear each other out, and add our names to the lineup if we want to respond? Thanks.” “Can we take a short break?” At the break, the chair may speak privately to the person who seems frustrated to find out the reason and see what needs to done.</td>
</tr>
<tr>
<td><strong>Re-directing:</strong> shifting discussions from criticisms and complaints (a negative focus) to creativity and solutions (an affirmative focus).</td>
<td>“Samantha, your concern is clear and sounds legitimate. Can you or someone else suggest how we can address the concern while still solving the current problems?”</td>
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<tr>
<td><strong>Summarizing and initiating closure:</strong> briefly recapping key points or capturing the consensus; leading to a formal vote or seeking consensus; repeating task assignments and ensuring that missing details are covered.</td>
<td>“What I am hearing is that the main issue is ___, and that we want to address it by doing three things: ______, ______, and _______. Did I capture things correctly?” “Thank you Joseph for taking this on. When would you be able to report back? Thanks. Ron, can you please capture in the minutes that _____?” In a formal setting: “It would be in order to make a motion to _______.”</td>
</tr>
<tr>
<td><strong>Varying the pace:</strong> suggesting a break, small breakout group discussions (in a large meeting), etc.</td>
<td>“Here is a suggestion. We could take a twenty minute break, during which you’ll do some brainstorming in small groups of five each, on the question of ____.”</td>
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<td><strong>Recognizing contributions and progress:</strong> commending members individually and/or collectively and thereby helping build a sense of pride and community.</td>
<td>“I would like to compliment Sonia, our community outreach committee chair, on a job well done. Over the past three years, Sonia has done exceptional work, and put in many volunteer hours on the community outreach committee. Sonia, please come forward to accept a small token of our appreciation. How about joining me in a round of applause for Sonia for her great efforts?”</td>
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Chair’s Do’s and Don’ts

Whether the chair is an elected officer or an outsider, he or she should consider these tips:

- When you preside, be fair and objective; guide the group, but don’t dictate the outcomes;
- Speak less and listen more;
- Do not dominate a meeting, and do not offer a response or rebuttal to every comment;
- Resist the temptation to work solo. Instead, learn to delegate and empower others;
- Remember: The most important duty of a leader is to build more leaders; and
- Regularly invite feedback on your leadership style and on how you run meetings.

Chair’s Debating Rights

There is a myth that the chair must always be neutral and never speak in debate. The truth is that if the bylaws stipulate that Robert’s Rules of Order (“RONR”) apply, then, in large meetings (like annual or special general meetings), the chair usually refrains from taking advocacy positions on motions. If the chair needs to speak in favour or against a motion, RONR requires him or her to vacate the chair to enter the debate, and the vice chair then presides until the issue is concluded and the vote is taken. This does not preclude the chair from offering information or directing the discussion.

In a strata council meeting, the rules are different, since under RONR it is treated as a meeting of a small board. In such meetings, RONR permits the chair to debate motions on the same basis as other members. Considering this issue from a non-procedural perspective, the chair is often one of the most knowledgeable council members, and muzzling him or her would be senseless. The chair may therefore speak in discussions, provided he or she does not dominate them: “I will add my name to the speakers’ list” or “I want to speak a second time. Is there anyone who wants to speak for the first time?”

Chair’s Voting Rights

Similarly, there is a myth that the chair may only vote when his or her vote will alter the outcome. The truth is not that simple. It depends on the size of the meeting. It also depends on what the bylaws stipulate.

In large meetings (such as an annual or special general meeting), RONR indicates that the chair, if a voting member, refrains from voting unless his or her vote would alter the outcome, e.g., on a majority resolution, if there is a tie without the chair’s vote and the chair wants the resolution adopted, or when a resolution would be adopted without the chair’s vote and the chair wants it to be defeated. In such cases, the chair could opt to vote and alter the outcome. The same principle would apply to 3/4 vote resolutions, when the chair’s vote could cause or block the passage of a 3/4 resolution.

A complicating factor in annual or special general meetings is that, if the chair is the elected strata council president or vice president, she or he may be designated as the default proxy holder, and should not be prevented from exercising them, or else the proxy givers would be disenfranchised.

On the other hand, in a strata council meeting, the rules are much less restrictive. With the chair ordinarily being the elected president (or, in his her absence, the vice president), he or she has the same voting rights as other strata council members, and he or she may make or second motions and may vote. RONR does not require that this officer withhold his or her vote, under any circumstances.

It should be noted that, if the person chairing a meeting is a non-voting outsider and does not have a proxy, this person would obviously have no vote and the above discussion would not apply.

It should also be noted that some strata corporation bylaws allow the elected president to cast a second vote in the event of a tie.

MEETING PROCEDURES

Parliamentary procedure (or “rules of order”) is the combination of rules that are used to establish the necessary formality for debate and democratic decision making. The rules are intended to balance the need to make timely progress with the need to protect member rights and engage them in shared decision making in a meaningful, fair and sensible manner.

The most commonly used parliamentary authority is the current edition (11th edition at the time this chapter was written) of Robert’s Rules of Order Newly Revised (RONR). Although there are other authorities (which differ from RONR on subtle details), the underlying principles are similar.
Hierarchy of Governing Documents

Although the Act and the Standard Bylaws contain specific provisions regarding the meeting procedure, such as who will chair the meeting, who can vote, and the order of business for a meeting, neither the Act nor the Standard Bylaws set out an acceptable procedure for the conduct of meetings. Because even the simplest meeting requires a process, it is advisable to adopt a parliamentary authority to govern meeting procedure. If a parliamentary authority is formally adopted, it fits within a hierarchy of governing documents:

Applicable legislation: The Strata Property Act, the Strata Property Regulation, and any other applicable legislation are at the top of the hierarchy of governing documents. Any clauses in the legislation that affect meetings and voting supersede any provisions in the strata corporation’s bylaws and in RONR.

Bylaws: A strata corporation’s bylaws are second on the hierarchy of governing documents. Bylaw provisions must not conflict with the applicable legislation. On the other hand, any provision in the bylaws supersedes a chosen parliamentary authority (if any). If a parliamentary authority is to be formally adopted, there should be a statement in the bylaws to this effect: “In all cases where the applicable legislation and these bylaws are silent, the current edition of Robert’s Rules of Order Newly Revised shall apply to meetings.”

Parliamentary Authority: The parliamentary authority has the lowest ranking in the hierarchy of governing documents. For example, section 27(5) of the Standard Bylaws provides that, if there is a tie at an annual or special general meeting, the president (or, if the president is absent or unable or unwilling to act, the vice president) may break the tie by casting a second, deciding vote. This clause overrides RONR, which stipulates that each member has only one vote.

Fundamental Principles of Parliamentary Procedure

Overall, rules of order are intended to help facilitate democratic decision making. They should be used to establish a logical and fair process and a level playing field, with each eligible voter generally having equal opportunities to speak and influence a group’s decisions. The rules should protect the rights of the majority (to rule), the minority (to be heard), individual members (to speak, make and second motions, and vote), the absentees, and the organization as a whole.

Although the need for formal rules rises with the size of the group and with the level of controversy attached to issues, the following fundamental principles for debate should always apply:

Order: One person speaks at a time; the chair maintains the speakers’ lineup;
Focus: Debate focuses on the group’s core mandate and on the current agenda topic;
Efficiency: Time limits are placed on agenda items and on speeches (formally or informally);
Equality: First time speakers on an issue are given priority over second time speakers;
Decorum: Debate focuses on issues, not personalities; civility and respect are maintained;
Safe meeting environment: It is safe to express dissenting views without fear.

Assessing Procedural Violations

Rules of order are often viewed as “law,” with fear of serious consequences if they are not followed with absolute precision. The reality is not this extreme. Some rules in RONR can be seen as “hard” (e.g., rules on voting and quorum), but others can be seen as “soft” and can be suspended, if needed.

Consider the following citation from RONR current (11th) edition, page 250, lines 11-15:

“...it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business”.

The above text discourages nitpicking and seeking absolute “perfection” with the rules. The strata manager can advise the officers to use two tests to determine the significance (or lack thereof) of a procedural “violation” and whether corrective action is needed:

1. Are anyone’s rights being infringed upon?
2. Is any real harm being done to the proper transaction of business?
If the answer to either question is yes, the procedural violation is significant and should be addressed. On the other hand, if the answer to both questions is no, the procedural violation is likely insignificant and can possibly be viewed as an acceptable imperfection; therefore, raising a point of order about it is not desirable. The intent is not to nitpick, but to get the business done while respecting basic rights.

The following examples illustrate how to assess the significance of a procedural violation:

<table>
<thead>
<tr>
<th>FIGURE 5: Procedural Violations</th>
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<tbody>
<tr>
<td><strong>The Procedural Violation</strong></td>
</tr>
<tr>
<td>Assertive members speak without being recognized and control the meeting. Quieter members are left behind.</td>
</tr>
<tr>
<td>A motion is not seconded, but the group proceeds to discuss it anyway.</td>
</tr>
<tr>
<td>The chair closes debate unilaterally and ignores members who still want to speak.</td>
</tr>
<tr>
<td>Discussion of an issue takes place without a motion on the floor. Most people seem interested and involved and progress is being made, but some people think that “no discussion can occur unless there is a motion on the floor.”</td>
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**Quorum and Notice**

Collective decisions can only be made during duly held meetings, of which all voting members were notified, and at which a quorum is present. Notice and quorum requirements for strata corporations were also discussed in Chapter 15. A quorum is the minimum number of members of the voting body who must be present or represented at the meeting for valid decisions to be made.

Regarding a quorum:

- For annual and special general meetings, unless the bylaws stipulate otherwise, the Act generally provides that a quorum is one third of the total number of eligible voters, and that, if a quorum is not present thirty minutes after the time set for the meeting to start, the meeting is adjourned to a week later (same place and time), and at that subsequent meeting, if within 30 minutes from the start time a quorum is still not present, the eligible voters present and represented constitute a quorum.

- For strata council meetings, the Standard Bylaws stipulate that the size of a strata council for strata corporations that have four or more owners is between three and seven, and the quorum is two for a council of three or four, three for a council of five or six, and four for a strata council of seven members. Note that the Standard Bylaws (or any other bylaws) can be amended at an annual or special general meeting by a 3/4 vote resolution.
Regarding notice:

- The Act requires a notice of at least two weeks for annual and special general meetings.
- The required notice period for strata council meeting should be specified in the bylaws. This notice should be given to all owners (as well as certain mortgagees and tenants who satisfy section 45 of the Act) so they can attend and observe strata council meetings.

There are two practical issues with the quorum and notice for annual and special general meetings:

- A lack of interest in the governance of the strata corporation may make it difficult to obtain a quorum at an annual or special general meeting, especially when there are no contentious issues on the agenda. To address this issue, some strata corporations have amended their bylaws to stipulate that, if a quorum is not present within 30 minutes of the time set for a meeting, the voters present or represented constitute a quorum (rather than wait a week). Alternatively, efforts should be made to make meetings interesting, relevant and attractive for owners to attend.
- Although RONR generally permits amendments to resolutions, this practice should be kept to a minimum in all cases, and should be prohibited outright in the case of 3/4 resolutions (except for possibly correcting obvious grammatical or numbering errors). Restricting such amendments is needed in order to avoid disenfranchising absent owners, who could justifiably complain that what was adopted at the meeting was substantially different from what was included in the notice.

Decisions Made Away From a Meeting

Emergencies may force some strata council decisions to be made outside a duly held meeting. Such decisions should be kept to a minimum, since they are not made in front of observers (thereby compromising transparency) and do not benefit from face to face discussions. Such decisions must be brought to a duly held meeting for ratification and reported fully in the minutes of that meeting.

Closed (In Camera) Meetings

From time to time, the strata council would need to hold a hearing at the request of an owner, or discuss a matter that involves a particular owner (such as a complaint about a bylaw infraction). Such discussions must be held “in camera” (privately), with only council members and the strata manager and possibly the affected individual in attendance. This type of situation was introduced in the Chapter 15. This is done in order to avoid breaching the privacy of an affected individual. Private meetings may also be justified when dealing with sensitive legal advice. The proceedings of in camera meetings must be kept confidential, but related decisions should be disclosed at an appropriate time, while protecting the privacy of affected individuals.

Majority Requirement

Decisions of the strata council require a majority vote to adopt. RONR defines a majority vote as “more than half of the votes cast, excluding abstentions.” For example, if seven council members are present, three vote in favour of a motion, two against it, and two abstain, the motion is adopted by a vote of three to two. The Strata Property Act does not differ with the above definition.

A tie vote means that a motion is defeated, as a tie is only 50%, and not more than 50% of the votes.

As to the chair’s vote (in the event of a tie or otherwise), refer to the previous section entitled “Chair’s Voting Rights.”

Notwithstanding the fact that a narrow majority can adopt a motion, tight votes can be problematic, since minority concerns, if ignored, may prove well founded over the long run. With this in mind, a majority should never be so arrogant as to push forward with a contentious initiative, while refusing to listen to minority concerns. The interests of the strata corporation would suggest that all members are duty bound to come to meetings with open minds and be prepared to learn from the debate and make fully informed decisions. In a well functioning knowledge-based democracy, members may come to a meeting with a certain view, but may change it and vote differently because of what they learned.
Conversely, the strata council need not insist on unanimity on every decision, as this can lead to paralysis and “the tyranny of the minority,” meaning that a good decision would be defeated or diluted to accommodate one or two individuals who refuse to budge. Insistence on unanimity can also make it uncomfortable or unsafe for members to dissent or abstain if they truly want to do so.

To reduce the occurrence of narrow majorities, a difficult issue can be dealt with as follows:

- The chair describes the issue and the options for decision making;
- The chair invites an opening comment from each member;
- The chair summarizes the key points that were made;
- The chair invites members to offer a second comment (with the benefits of what was learned);
- If no consensus emerges, the chair emphasizes that unanimity is not a requirement and, as long as the various perspectives were listened to, a divided vote is acceptable; and
- The chair then takes the vote, and, in the absence of unanimity, the majority rules.

It should be clear that, once a collective decision is made (unanimously or by a majority vote), it is no longer a majority decision. It is a strata council decision, and everyone should accept it and move on.

When significant post meeting criticisms by dissenting members occur, it may indicate that the debate was not as full as was needed, and that minority concerns may not have been fully considered with open minds. If this is the case, it may be prudent to re-visit the decision at a later meeting.

Super-Majorities

In most cases, only a majority vote is required to adopt a motion. The only times when more than a majority vote is required are when the legislation, bylaws, or the parliamentary authority (if adopted and included in the bylaws) require it. For example:

- On various types of decisions (such as bylaw amendments), the Act requires a 3/4 resolution. This means that, for such a resolution to be adopted, at least 75% of the votes cast (not counting abstentions) must be in favour of it.
- For some strata corporation decisions, the Act requires a unanimous vote (e.g., change to the basis for calculating strata fees).
- RONR requires a two thirds vote for some procedural motions, such as the motions to end or limit debate. This means that, for adoption, at least two thirds of the votes cast must be in favour.

Abstentions

Under RONR, voting results are calculated based on the votes cast (in favour and against a resolution), and abstentions are not counted. The Act does not differ with this principle. For example, if there are forty votes in favour, thirty against, and fifteen abstentions, the motion is adopted, even though less than a majority of those present voted in favour of it.

Notwithstanding the technical interpretation of abstentions, here are a few points to note:

- If numerous members are abstaining, it may be a good idea to find out why. If members are about to abstain because they don’t understand the issue, the decision should be delayed until they have the details that they need. If they are not comfortable with the options presented, it may be prudent to refer the issue to the strata manager or to a committee, with instructions to present more options to address any significant concerns.
- Abstentions are sometimes symptomatic of an unsafe or intimidating meeting environment, or possibly of members not understanding the precise wording of a motion being voted on. These issues must be addressed before any motion is put to a vote.
- Under RONR, a decision is not final until the chair announces the outcome, and the chair may re-take a vote if it seems to be unrepresentative (i.e., too many abstentions). The chair should pay close attention to the meeting environment and intervene accordingly (e.g., ask to help make the environment safe, or suggest a delay in voting) rather than proceed to take a vote.
Conflict of Interest

Conflict of interest provisions are intended to ensure ethical conduct and prevent abuse of power by elected bodies. In most cases, such guidelines apply to strata council members, as they have a broad scope of authority, meet often, and their judgment can be impaired by personal interests. Examples of conflict are when a strata council member applies to the strata council to make alterations to his or her strata lot, or when a complaint about a bylaw infraction (such as noise) is filed against a strata council member and the complaint then needs to be processed by the strata council.

It should be noted that holding a strong view or being a member of a group that may be affected by a strata council decision may not, by itself, be a personal conflict of interest. A member who believes he or she has a conflict of interest should proceed as follows:

• Declare the conflict immediately upon becoming aware of it;
• Leave the meeting just before the discussion on the issue begins, in order to avoid any possibility of influencing the votes of other members;
• Return to the meeting after the issue is settled;
• Avoid influencing the decision in any way (whether at a meeting or away from a meeting); and
• The minutes should show the member’s conflict of interest declaration, the fact that he or she left the meeting before the discussion began, and the time when he or she returned to the meeting.

If a strata council member believes another member is in a conflict position, he or she should express the concern directly to the affected individual. Those who receive such feedback should not respond defensively, but should listen with an open mind and act in the best interests of the strata corporation.

Recorded Votes

RONR does not require that individual votes be recorded, unless a roll call vote is ordered by the voting body. This generally makes sense, since decisions are made by the voting body, collectively, and minutes should generally have a collective focus, rather than focus on individuals.

Notwithstanding the above comment, the strata manager can propose the following practices:

• In strata council meetings, members who genuinely believe a decision is so flawed that it presents an unacceptable risk for the strata corporation should not hesitate to request that their dissent or abstention be recorded, and such requests should be granted.
• To reduce the need to record divided votes in minutes, the strata council should strive to function as a collaborative and knowledge-focused decision making body. If members truly listen to and learn from one another and from the strata manager, the likelihood of risky decisions and divided votes would likely be reduced. In such an environment, when divided votes occur, members would more likely accept the outcome and move on, without requesting to have their votes recorded.
• With respect to annual and special general meetings, there should generally be no recorded votes, unless the group, by a majority vote, orders a roll call vote.

Formal Voting

Substantive decisions (which can be framed as main motions or resolutions) should always be voted on formally, by a show of hands or by ballot. This must be done regardless of whether or not a motion was formally moved and seconded. Formal voting ensures that, on substantive issues, each member has a meaningful opportunity to express his or her approval or dissent. Formal voting may slow things down, but speed should not come at the expense of effective decision making.
Formal voting is typically done in one of three ways:

1. **An uncounted show of hands or voting cards:**
   The chair says: "The resolution is: _______. Those in favour of the resolution please raise your voting cards. Thank you. Those against the motion, please raise voting cards. Thank you. The motion is carried (or “defeated”)."
   If the vote seems to be conclusive, there is no need to count it.

2. **A counted vote:**
   If the vote seems close or if there appears to be a large number of abstentions (as may occur at an annual or special general meeting), the chair should re-take the vote and have it counted: "The vote is inconclusive, so we’ll re-take it. The resolution is _______. Those in favour of this resolution please raise your voting cards and keep them up for the count. (Count). Thank you. Lower your cards. Those against the resolution raise your cards and keep them up (Count). Thank you. The 3/4 resolution is carried by a vote of 50 in favour to 16 against."

3. **A secret ballot:**
   If there is a contested election (i.e. there are more candidates than the available positions on the strata council), the vote should usually be taken by secret ballot. The Standard Bylaws force a ballot vote if one is requested by a voter. It may also be advisable to have a vote by secret ballot if a resolution addresses a highly sensitive issue (such as a special levy), as a ballot may make it safer for attendees to vote as they wish without fear. If voting by ballot is a possibility, the strata manager should pre-print ballots and arrange voting booths, for privacy.

Although formal voting is often preceded by a motion being moved, seconded and debated, it can also be initiated by the chair assuming a motion, without it being moved and seconded. For example, after informal discussion of some options, the chair says: "What I am hearing is that council wants to hire Company A. I will assume the motion that we hire Company A to do the annual building envelope inspection, at a cost not exceeding $1500 plus taxes. Those in favour of this proposal raise one hand. Thank you. Those opposed raise one hand. Thank you. The motion is carried."

**Informal Voting (Unanimous Consent)**

In the interests of efficiency, some uncontroversial group decisions, typically of a purely procedural nature, can be made via informal voting, described by RONR as unanimous consent.

Under unanimous consent, the chair does not wait for a motion, but simply asks if there is any objection to a proposed action. For example: "Is there any objection to changing the agenda by moving item 7 ahead of item 3?" The chair then pauses to see if anyone objects. Then, if no one objects, the chair declares: "There being no objections, the agenda has been changed. We will proceed with item 7 and return to item 3 afterwards."

If there are objections, the chair reverts to a formal show of hands (without waiting for a motion to be made): "There are objections and we will take a show of hands. Those who agree that the agenda be changed raise one hand. Thank you. Those opposed raise one hand. Thank you. The agenda will not be changed. We will proceed with item 3."

Figure 6 includes additional examples of routine and non-controversial decisions that do not require the formality of a motion and can be made by unanimous consent.

Unanimous consent should not be used to make substantive decisions, regardless of whether they are framed as resolutions or main motions or not. Substantive proposals should always be stated clearly and then opened for debate and formal voting, thereby providing meaningful opportunities for members to express approval or opposition to a proposed decision.
FIGURE 6: Routine and Non-controversial Decisions

| Approval of minutes | Chair: “The minutes of the previous meeting were circulated. Are there any corrections to those minutes? (Pause). There being no corrections, the minutes are approved as circulated.” |
| Setting a time limit on discussion | Chair: “We have about 30 minutes left and two important items. Is there any objection to allowing 15 minutes for each item?” (Pause) “There being no objection, we agreed to set 15 minutes for each of the remaining two agenda items.” |
| Taking a break | Chair: “Is there any objection to a 10-minute recess? (Pause). There being no objection, we will take a 10-minute recess and resume at 8:00.” |
| Adjourning a meeting | Chair: “Is there any further business to come before this meeting?” (Pause). “There being no further business, the meeting stands adjourned.” |
| Non-controversial (“friendly”) amendments | Chair: “Is there any objection to amending the motion by adding the words ‘including taxes?’” (Pause) “There being no objections, the motion is amended, and it now reads as follows: _______. Is there any further debate on the motion to ______?” |

Unnecessary or Inappropriate Votes

If a report is presented only for information and contains no recommendation, a motion to receive it is meaningless and should be avoided. The report was already received by virtue of the fact that it was presented, and a vote on a motion to receive it cannot validate or negate this fact. All the chair needs to do is say: “Thank you. The report will be placed on file.” The only time when a report requires action is when it contains recommendations. In such a case, it can be proposed that the recommended actions be taken, rather than that the report itself be received or adopted.

With one notable exception, there is also no need to adopt a motion at an annual general meeting to ratify the actions of the strata council. As long as the strata council acts within its legal mandate, its decisions stand and there should be no requirement that owners ratify them. One exception is in case the strata council makes rules between annual general meetings. According to section 125 of the Act, such rules are valid only until the annual general meeting, and must then be ratified by the owners if they are to remain valid.

Main Motions or Resolutions (General)

A main motion (or resolution) is a proposal that the voting body take certain action. It should be noted that the terms “main motion” and “resolution” are equivalent, except that a resolution is more formally worded, sometimes with a preamble that explains the reason for the proposal. If a preamble is included, the format for a resolution may be as follows:

“Whereas, it is desirable that _______; and
Whereas, it is desirable that _______; now therefore be it
Resolved, by a 3/4 resolution, that Section ___ of the Bylaws of Strata Corporation BCS9999 be amended to read as follows: ________.”
Unlike secondary motions (see Secondary Motions), which may be voted on by unanimous consent and often with little or no debate, main motions or resolutions should always be opened for debate, and then voted on formally, by a show of hands, a show of voting cards, or secret ballot.

Regardless of how a main motion or resolution is introduced (i.e., formally moved and seconded, or informally brought forward by the chair), four procedural ingredients are essential:

1. **The main motion should be concise, unambiguous and complete.** To achieve this standard, the strata manager should phrase clear decision-making options for strata council meetings, as well as resolutions for annual or special general meetings. At a meeting, the chair should state the main motion before debate begins and do so again later, as needed, to ensure everyone knows what is being debated and voted on. If anyone is uncertain about the wording of a main motion, he or she should not hesitate to demand clarity.

2. **The main motion must not contravene the applicable legislation and the bylaws.** If a main motion or resolution is in contravention of a governing document, the chair (likely after receiving advice from the strata manager), should rule it out of order. For example: “The resolution is out of order because the Strata Property Act requires advance notice for it.”

3. **The main motion should be opened for debate.** Members may speak in favour or against the proposal, express mixed sentiments or confusion, or ask questions. This should lead the group to a better understanding of the issues at hand and to casting confident and informed votes.

4. **When debate ends, the main motion is put to a vote,** by a show of hands or voting cards (or possibly by ballot), with the wording of the motion repeated just before the vote is taken: “We will now vote on the 3/4 resolution to amend our bylaws by ______. Does everyone understand what we’re voting on? If so, those in favour of this resolution please raise your voting cards. Thank you. Those opposed raise your voting cards. Thank you. The resolution is adopted (or defeated).”

### The Six Steps of Handling a Main Motion

Under RONR, there are six steps for handling a motion:

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<thead>
<tr>
<th>Step</th>
<th>Language</th>
<th>Pertinent points</th>
</tr>
</thead>
</table>
| 1. A member makes a motion (after being recognized to speak by the chair). | “I move that ___” Or “I move that the following resolution be adopted: Resolved, That ___.” | 1. Make sure the motion is concise, complete and unambiguous.  
2. It is good practice to require motions to be submitted in writing. |
| 2. Another member seconds the motion. | “I second the motion” Or “Second” | Seconding does not mean endorsement of the motion, but only agreement that it should be discussed. In fact, a member may second a motion because he or she wants it on the record as a defeated motion. Note: Under RONR, seconding is not required on small councils, with no more than about a dozen members present at a meeting. |
| 3. The chair states the motion. | “It is moved and seconded that we ___. Is there any discussion?” | 1. The chair may rule the motion out of order (giving the reasons, such as: the required notice was not given) or ensure clarity before stating the motion.  
2. After a motion is stated, it is owned by the group, collectively, and the mover no longer controls it. From this point, withdrawing or amending the motion requires the group’s consent. |

*continued next page*
FIGURE 7: Handling a Main Motion, continued

<table>
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<tr>
<th>Step</th>
<th>Language</th>
<th>Pertinent points</th>
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<tr>
<td>4. Debate and amendment.</td>
<td>The motion is debated and possibly amended by the group. Debate is closed by the group, either by unanimous consent or by a formal motion to end debate, which is not debatable and requires a 2/3 vote to adopt.</td>
<td>Ensure clarity by repeating the motion before taking the vote.</td>
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<tr>
<td>5. The chair puts the motion to a vote.</td>
<td>“There being no further debate, we will proceed to the vote. The motion is that ______. Those in favour of this motion raise your voting cards. Thank you. Those opposed raise your voting cards. Thank you.”</td>
<td></td>
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<tr>
<td>6. The chair announces the outcome.</td>
<td>“The motion is adopted” or “The motion is defeated.”</td>
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**Amending a Motion**

Under RONR, it is in order to propose an amendment while a main motion is debated, usually suggesting that certain text be inserted, added, deleted, or replaced. In strata council meetings, amendments would ordinarily be handled informally, by unanimous consent. In annual or special general meetings, amendments should be prohibited in case of 3/4 resolutions. Majority resolutions may be amended, e.g., if a rule restricting real estate signs was adopted by the strata council and is brought forward for ratification at the AGM, it can possibly be amended and thereby made less restrictive or more restrictive. Similarly, if an obvious error is discovered in the annual budget, it can be corrected before the budget is approved.

Non-controversial (or “friendly”) amendments are usually approved informally, by unanimous consent. For example, if a renovation project is proposed with the total cost not specifying “including taxes,” the words can be added by the chair saying: “Is there any objection to adding the words ‘including taxes’?” (Pause) “There being no objection, the proposal is amended and reads _____, including taxes.”

Contentious amendments may require a more elaborate process, similar to that of a main motion: An amendment is moved and seconded, then opened for debate, then voted on, and then the group returns to the main motion. If the amendment is defeated the main motion remains unchanged, and, if the amendment is adopted, the main motion is amended. The group then processes the main motion further.

Under RONR, there can be up to one main motion, one primary amendment (proposing to amend the main motion), and one secondary amendment (proposing to amend the primary amendment). For example, a main motion “To hold an awards reception on June 3rd,” a primary amendment to add “with spouses invited,” and a secondary amendment to insert “or significant others” after “spouses.” Votes are taken in the reverse order of introduction (last-in-first-out): First, a vote on the secondary amendment, then a vote on the primary amendment (original or amended), then a vote on the main motion (original or amended).

RONR’s approach to amendments requires parliamentary sophistication, which is not always present in ordinary meetings. In many instances, it may be more practical to apply a structured but easier method. For example, if it becomes apparent that the strata council is divided on a proposal, the chair can suggest informal consideration. Using the awards reception example, the following questions can be considered:

1. Do we want to hold an awards event at all? If a majority thinks “no,” the process ends.
2. If the first reply is “yes,” should spouses be invited? How about significant others?
3. What should the budget be for the awards event?
At the end of the informal conversation, a better understanding of the issues develops and someone (perhaps the strata manager) can prepare a motion that addresses the concerns effectively. The group can then withdraw the first motion and process the new motion instead.

Alternatively, the motion can be referred to a committee to address any concerns and present a revised motion at the next meeting or after a break.

**Secondary Motions**

Besides main motions and amendments, RONR provides many other procedures for meetings. The main procedures that will likely apply to your strata council meetings and annual and special general meetings are listed below. If you require more information, check the respective sections in RONR, 11th edition.

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<th>FIGURE 8: Secondary Motions</th>
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<td>Appeal (RONR Section 24)</td>
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<td>Postpone Indefinitely (RONR Section 11)</td>
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<td>Amend (RONR Section 12)</td>
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<tr>
<td>Commit/Refer (RONR Section 13)</td>
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<tr>
<td>Postpone to a Certain Time (RONR Section 14)</td>
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<tr>
<td>Limit or Extend Debate (RONR Section 15)</td>
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<td>Close Debate (or “Previous Question”) (RONR Section 16)</td>
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<td>Table (RONR Section 17)</td>
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<td>Withdraw (RONR Section 33)</td>
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<td>Reconsider (RONR Section 37)</td>
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<tr>
<td>Rescind/Amend Something Previously Adopted (RONR Section 35)</td>
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<td>Renewal of Motions (RONR Section 38)</td>
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CONCLUSION

Strata corporation meetings consume a great deal of time and efforts by the strata manager and meeting participants. If meetings are well run, they produce quality outcomes in an inclusive and efficient manner, and without the side effects of stress, fatigue, bruised egos, hurt feelings, and subsequent reluctance to attend meetings or serve on the strata council.

The information contained in this chapter is intended to help the strata manager in planning and creating productive, pleasant, and well-focused meetings. With it, the strata manager will be able to advise the strata corporation when the issues at hand are easy, and when they are contentious, and to do so from a position of knowledge and authority. Lastly, this chapter will help the strata manager demystify the rules of order and help the strata corporation use them sensibly and intelligently.