



3.2.1: Email Voting

Purpose: This policy articulates the standard procedure for routine email voting, including prior discussion; and defines the procedure for handling urgent matters

Applies to: Board of Directors

Policy:

Email Voting

Background

The Board has handled many routine votes by email, and on at least one occasion has handled a sensitive matter requiring quick action. However, prior to this policy, the procedure was *ad hoc*. In some cases, a motion was sent to the Board with no opportunity for prior discussion, which ideally should never occur, except perhaps in an emergency.

The goal here is (1) to establish a standard procedure for routine email voting, including prior discussion; and (2) to define the procedure for handling urgent matters, where it is difficult to anticipate the requirements of the specific situation.

This procedure was extensively discussed by the Operational Oversight Committee, with HQ participation. Due consideration was given to adhering to the degree possible with Robert's Rules of Order.

Email voting procedure

The steps for introducing a motion and voting on it by email are as follows:

1. Introducing the motion

Any of the Board Governing Committees may introduce a motion for consideration, by having the proposed motion emailed to each Board member. Generally, this email will be sent by HQ on behalf of the Committee requesting the motion. This email should include: the names of Board members moving and seconding the motion; any appropriate supplemental information; and the name of the person who will Chair the discussion (typically the Chair of the proposing Committee). In cases where little or no discussion is expected, or sufficient discussion has already occurred in a prior meeting or series of emails, the Committee may, in the email that introduces the motion, propose a time for ending discussion and sending out the ballot. The period for discussion shall be at least 5 business days.

2. Discussing and amending the motion

The discussion of record occurs by email from any participant to all participants.

The discussion participants include the entire Board, the HQ staff serving as the recording secretary (normally this will be the person who sends out the original email), and anyone else (such as additional HQ staff or operating committee members) that the originating Governing Committee designates as a participant. If, based on the discussion, changes proposed by discussion participants, or other information, the originating Committee judges that changes are needed in the motion, they can at any time introduce a revised version of the motion, or table the motion. The discussion period will be extended if necessary to ensure a minimum of 2 days of discussion time following any revision to a motion.

3. Ending discussion and calling a vote

If a date for voting was not already specified, then the discussion Chair will judge when discussion will soon have run its course, and send an email announcing the date on which discussion will end and the vote will be called. This date should be at least 5 business days after the email announcing the date for the vote is sent.

If, before the announced date of the vote, two Board members request an extension of the time for discussion, the Chair shall either extend the time, or call a vote to close discussion. The vote to close discussion can take place immediately, with no additional discussion period. Discussion on the original motion can continue without interruption during the voting period for the motion to close discussion. If a vote to close discussion is successful, the vote on the original motion may be taken immediately.

4. Voting

All email ballots will provide options to vote “yes”, “no”, or “abstain.” Generally, email ballots will be distributed by HQ on behalf of the Committee proposing the motion. When an email ballot is distributed, it shall include a deadline for voting, which shall be at least 5 business days after distribution. Board members are encouraged to vote promptly; and HQ staff will attempt to remind Board members who have not voted by the third day of the voting period. Board members shall normally vote by replying to the email ballot. However, when necessary, any Board member can vote by communicating with appropriate HQ staff in any manner, if they provide reasonable proof of identity. In establishing a quorum, only those actually voting shall be counted as present.

The results of the vote will be promptly reported by the HQ recording secretary to all participants. The report will include the number of votes for each option (yes, no, or abstain); the names of those voting for each option; and the names of those voting by other than email, and the method used for their vote.

Special procedures for special situations

When, in the judgment of the President (or in his/her absence, the Vice President, or in the absence of the Vice President, the Past President), it is necessary to carry out an email vote by different procedures than outlined above, a quorum of the Governance Committee may initiate a special email vote. In this case, the Governance Committee may establish special procedures for discussion (and for limiting discussion) and for voting. The Governance Committee may also specify the majority required for passage; but this majority shall not be less than for a Board meeting, with only those voting being counted as present. The procedures followed for the voting, including the initiating individual and the names of those constituting the quorum of the Governance Committee, will be documented as background to the motion to preserve this information for the record.

Subsequent ratification of email votes

Votes taken by email will normally be put to the Board for ratification at the next regular Board meeting, in keeping with legal requirements. GovCom shall establish procedures to identify cases where a legally binding vote is needed sooner, taking into account the probability of non-ratification and the seriousness of possible repercussions. When GovCom deems it necessary, they shall call a special Board meeting to ratify by telephone, or ratify the vote under the emergency provisions, as appropriate.

Deliverables: N/A; Review every three years or as needed

Who: Secretary

When: At least 8 weeks before the Board meeting at which amendments should be considered.

To: President

Policy first adopted: 07/18/04

Last modified: May 2012 – Removed reference to “emergency procedures” previously included in Constitution

Last reviewed: August 2015 – Secretary, HQ Staff, OpsCom

Enacting Legislation: Board Motion B:2004:17

Policy created by: OpsCom Party responsible for this policy: OpsCom