

**NOTES ON CLERKS' COFFEE KLATSCH**  
**August 16 & 18, 2021**  
Glen Ferguson, Stated Clerk

Thank you everyone who attended the two Zoom meetings last week. I hope you found the information and discussion fun and informational. Below is a write-up regarding some of the issues discussed. If you have any questions please let me know.

**1. What gets recorded in the minutes?**

As for contents of the minutes, RONR 12th, Section 48:2 states: **"In an ordinary society, the minutes should contain mainly a record of what was done at the meeting, not what was said by the members.** The minutes must never reflect the secretary's opinion, favorable or otherwise, on anything said or done." (My note: The term "done" refers to action, which means resolutions or motions).

**2. Corrections to the minutes.**

Can minutes be corrected prior to approval in order to rectify an error? Yes! Assuming everyone agrees that there was an error, agrees on the correct information that should substitute for the error, the error without bringing an new or remedial motions. **In order to handle such a correction the following procedure is set forth in Robert's Rules of Order:**

- i. "A formal motion to approve the minutes is not necessary...." *RONR 12th, Section 4:10*, p. 336. This is always the case, whether dealing with correction of an error, or not.
- ii. "[T]he chair asks, **"Are there any corrections to the minutes?"** and pauses. Corrections, when proposed, are usually handled by unanimous consent (4:58-63), but if any member objects to a proposed correction-which is, in effect, a subsidiary motion to Amend-the usual rules governing consideration of amendments to the main motion are applicable (see 12)." (*RONR 12th*, 4:10).
- iii. **After any proposed corrections have been disposed of, and when there is no response to the chair's inquiry, "Are there any corrections [or "further corrections"] to the minutes?"** the chair says, **"There being no corrections [or "no further corrections."] to the minutes, the minutes stand [or "are"] approved... [.. or approved as corrected"]**. The minutes are thus approved without any formal vote, even if a motion for their approval has been made. The

only proper way to object to the approval of the secretary's draft of the minutes is to offer a correction to it." (RONR, 4:11, p. 337).

- iv. "The Secretary's draft of the minutes... does not become *the* minutes - that is, the official record of the proceedings of the society - unless it is approved, and **the minutes may be materially modified in the correction process**. Only the secretary's corrected version of the minutes is official in such a case." (RONR, 4:12, p. 337).

So, for example, say a motion is approved based upon an incorrect dollar amount. If everyone agrees the amount is wrong and that the vote on the motion would be the same if the correct amount was plugged in, then that is the perfect circumstance for making the change as part of the process of approving the minutes described above. However, if there is disagreement, then no change can be made and there will either need to be a motion approved to rescind the past action, or some other action taken to express their true collective intent.

### **3. The curious matter of the abstention.**

Although the chair should not call for abstentions when a vote is taken, members have the right to abstain. Roberts Rules says: "To **"abstain"** means **not to vote at all**, and a member who makes no response if "abstentions" are called for abstains just as much as one who responds to that effect." (See, RONR 4:35).

The right to abstain allows a member to remain neutral on an issue (See generally, RONR 44:9. See also, 45:3). However, it can have the same effect as a negative vote in certain circumstances. For example, if there are 7 voting members in attendance, with 3 voting "yes" on a resolution and 3 voting "no," if the 7<sup>th</sup> person abstains the resolution fails for lack of a majority.

Because abstaining is the equivalent of not casting a vote at all it is not necessary to record the names of those who abstain. However, as a courtesy, the Clerk may wish to query an abstainer who is doing so in an attempt to appear neutral on an issue that they have a personal in, to see if they would like their name recorded as having abstained.

### **4. The "Rule" regarding email voting on boards, sessions, and committees.**

The "Rule" regarding e-mail voting by boards, sessions, and committees

There is no specific rule that states that email votes must be on a single topic, have the participation of all eligible voting members, or that it be unanimously passed. So where does this Presbytery "Rule" on email voting come from?

The Book of Order requires that, "Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised (RONR)...." [G-3.0105]. The 12th Edition is the most recent edition.

Reference to Robert's Rules reveals an interesting fact about email votes, which is that EMAIL VOTES ARE NOT MEETINGS. A call for a simple vote by email does not satisfy the requirement of simultaneous aural communication among all participants equivalent to the one room or area rule [See, RONR 12th, 8:2(1) and 9:31]. This rule goes to the heart of preserving the deliberative nature of a democratic assembly [See, RONR 12th, 1:1]. Specifically:

Under general parliamentary law... a board can transact business only in a regular or properly called meeting of which every board member has been sent any required notice (see 9:2-5, 9:13-16) ... and at which a quorum (see 40:5) is present. The personal approval of a proposed action obtained separately by telephone, by individual interviews, or in writing, even from every member of the board, is not the approval of the board, since the members lacked the opportunity to mutually debate and decide the matter as a deliberative body. [See, RONR 12th, 49:16].

A call for vote of each member by email fits well within the description above. This means that an email vote is not a meeting, so technically it is not a valid means to transact business... except that it can be made valid through the process of ratification at the next regular meeting:

The motion to ratify... is used to confirm or make valid an action already taken that cannot become valid until approved by the assembly. Cases where the procedure of ratification is applicable include: ... action taken by officers, committees, delegates, subordinate bodies, or staff in excess of their instructions or authority -- including action to carry out decisions made without a valid meeting, such as by approval obtained separately from all board members (49:6) or at an electronic meeting (9:30-36) for which such meetings are not authorized. [See, RONR 12th, 10:54].

Accordingly, ratification is the means by which we take all of these email responses of "personal approval" by individual members, which is not valid, into action that is valid.

Given the above, it is only logical to minimize the use of this system of action without a meeting, so when it is used it should be kept simple. That is why it is recommended that only a single item be addressed in an email vote; in order to avoid confusion, since there is no opportunity for simultaneous aural communication among all participants equivalent to the one room or area rule, which means there can be no debate, etc. Since there can be no debate the logical form for any item to be addressed by email vote is in the nature of a resolution calling for unanimous consent [See, RONR 12th, 4:58]. Unanimous consent is permissible under Robert's Rules even though it deviates from the normal deliberation requirement because if everyone votes and everyone votes "yes" there is no minority, and if there is no minority to protect there is no need for deliberation. However, if anyone votes "no" or objects the question

must be rolled over to an actual deliberative meeting that does comply with 8:2 or 9:31, so that the rights of the minority can be protected through the deliberation process.

A note on abstentions. Can a member(s) abstain from an email vote and still have that vote be permissible under this framework? Yes. So long as all members manifest receipt of the notice of an email vote, and no objection thereto, abstentions do not affect this process. This is because, “To “abstain” means not to vote at all...” [RONR 12th, 4:35] So long as no one objects or affirmatively casts a “no” vote, the e-voting process remains valid, so long as it is later ratified.

So, to summarize:

- i. An email vote is not a meeting, but rather approval obtained separately from all board members;
- ii. Since an email vote is not a meeting there can be no discussion on the resolution, everyone who is eligible to vote must vote, the resolution must pass by unanimous consent, and the approved resolution must later be ratified at a regular meeting;
- iii. The topic to be addressed should be kept as simple as possible; preferably one item;
- iv. So long as there are no objections or “no” votes abstentions do not affect the e-vote process; and
- v. Any action taken by email vote must be passed by unanimous consent of all eligible voting members, or it must be rolled over to a proper meeting where deliberation can occur prior to a vote.

**Glen Ferguson**

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