

# Fine & Deo

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## ‘The Role of the President’

### Growing Pains – Board Member Relations

While all officers are important, the President’s role is the most important role on the Board of Directors. The Board of Directors should choose a president that has a strong character. The President’s most important job is to chair the meetings of the Board of Directors and to chair meetings of owners. The President does not have a casting vote. This is usually a confusing concept that comes from business corporations and the role of President in those corporations. The President of a condominium corporation only has one vote, and may cast that vote at any meeting. He cannot cast an additional vote to break a tie. The President is usually charged with the general supervision of the business affairs of the corporation and, unless an agent or a contractor is directly appointed by the Board or Directors, the President has the authority to appoint or remove employees and agents of the corporation and determine the terms of their appointment or removal. In order to fulfill this job properly, the President must:

ensure that meetings are conducted efficiently, with as little waste of time as possible;

track, gather and confirm consensus on issues;

listen before coming to a conclusion;

conduct meetings fairly and not allow one or more members of the board to monopolize the meeting or waste the time of the remaining board members; and,

have a minimal understanding of how to lead in a business.

### Establish Procedures – Meeting – Rules of Order

All board members, and especially the President, must be aware of the meeting procedures and rules of order that apply to board meetings. The same rules also apply to meetings of owners, which are chaired by the President. Where the rules of order are applied fairly and effectively, meetings will have the following characteristics. They will be meetings:

that start on time;

attended by board members that have reviewed all of the relevant material and reports prior to the board meeting;

that follow an agenda that is carefully prepared prior to the meeting;

that are professional and courteous but not casual;

that will not be hijacked, monopolized or conducted by one member or a group of the Board of Directors;

where all matters are considered carefully and where conclusions are not arrived at prior to consideration of all of the facts available;

that are less than 1.5 hours (for most board meetings);

that will be attended by all of the directors (most of the time);

where decisions are made by the whole and not board members individually;

where the board members are acting in good faith;

where all board members only consider the interests of unit ownership as a whole and not the particular interests of one unit owner or specific unit owners, or their own personal interests;

where board members act in such a way as to gain the trust of other board members while being able to express their sincere opinion on all matters;

where board members respect and never treat other board members or their opinions inconsiderately; and,

where board members, management, and all staff work cooperatively before meetings and all board members work cooperatively at meetings.

From my discussions with hundreds of board members, it is clear that the main problems that affect boards may be easily solved if there is a strong, knowledgeable and considerate President presiding at each meeting. The rules of order, when properly applied, will allow the President, in almost all cases, to regain control of the meeting and to allow the board to have a productive, cooperative and efficient meeting. For example, where board meetings are consistently too long, there should be a policy limiting the time that each board member can address the meeting, and on the amount of time that is spent on each agenda item. The President must ensure that these time limits are complied with. After the time limit for each item has expired, the President must decide, with the board, whether the item should be voted upon or postponed to the next meeting. In all matters, the majority of the board governs. The President is simply the catalyst by which the board acts. While the President may seem to control the board, he logically cannot, because he may be removed as President by the majority of the board. The President's role is to simply guide the board in the right direction on issues affecting the meeting.

### **The Board, Assisted by the President, Must Know the Facts Before a Decision is Made**

In the course of making decisions, the President must do the best he or she can to ensure that each board member will be presented sufficient facts to decide the matter properly. The board will either be asked to make a decisions on a particular issue or will have to investigate the matter further. Common sense and caution must be applied to all situations where the Board of Directors is about to make a decision. The more important the decision, the more certain that each director must be of the facts that are in involved. If a director feels that he or she is not given all of the facts in each particular case, the director must state so for the record and his or her statement should be recorded in the minutes. The President's efforts are essential in ensuring the proper process actually takes place.