

## 8 - Leadership & Meetings

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## ● Leadership Development

*“If you don’t know where you are going, any road will get you there.” – Alice in Wonderland*

If you always do what you’ve always done, you will always get where you’ve always gone.

### o Are You a Leader?

adapted from CSAE *Executive Memo*, March 2004

- ❖ Leaders start projects by asking “What has to be done?”
  - NOT: “What do I need?”
- ❖ Leaders ask “What do I have to do to make a real contribution?”
- ❖ Leaders continually ask “What are my organization’s purposes and objectives?”
- ❖ Leaders ask “What qualifies as acceptable performance and adds to the bottom line?”
- ❖ Leaders don’t want clones of themselves. But they don’t tolerate poor performance either.
- ❖ Leaders aren’t threatened by others who have strengths they lack.

### o Return on Investment (ROI)

What are you getting from volunteering? Everyone is different – different rewards and expectations. You need to personally identify what is your ROI and then make sure you get it. Be selfish when you volunteer.

- ❖ WIIFM (what’s in it for me)
- ❖ Don’t assume that members know what the assn does for them or what problems you can solve for them.
- ❖ Need to blow horn more. Value exceeds the dues.
- ❖ How do members get more for their money?
- ❖ How do you show the members the results?

### o Privileged Information

Because of CACVT’s relationships with other associations and allied partners, there may be times when sensitive information is heard or relayed due to the position of leadership within CACVT. Discretion should be used when talking about these matters.

In addition, if mis-information is overheard in a public setting, it is the duty of the CACVT leader to redirect or politely terminate these types of conversations. Professional conversations are appropriate; gossip and hearsay is not.

### o Social Networking

With advancements in the social media networks and outlets (Facebook, MySpace, Twitter, etc.), CACVT leaders will be more public than ever. While there is no restrictions on these personal outlets, be aware that comments, photos, or discussions will reflect back on the association and other CACVT volunteers. Therefore, caution and constant awareness of association representation should be mindful when using these social outlets.

In addition, a person’s e-mail address will also reflect upon the individual and the content of the message. Appropriate e-mail addresses should be created to reflect positively. Cute, fun names are not appropriate for conducting association business. With free sites such as gmail, hotmail, or yahoo, there is no reason not to have a professional-sounding e-mail address for all CACVT business.

## ● Effective Meetings

### o General

There are four components to running an effective and efficient meeting:

1. Before the meeting: develop an **agenda** to know what items need to be addressed
2. During the meeting: follow **parliamentary procedure** in conducting the meeting
3. During the meeting: **facilitate** good discussion on the relevant issues.
4. After the meeting: write and distribute **minutes** to document what took place during the meeting to the participants and the office administrator.

## o Agenda

An **AGENDA** is a very useful tool for efficient meeting management. Think of it as a meeting plan or map. Making an agenda involves thinking over the topics to be discussed and listing them in appropriate order of discussion. This eliminates wasted time in your meetings and promotes efficient and productive discussion.

To be most helpful, the agenda and all supporting materials (such as committee reports) should be drafted and circulated in advance of the meeting (ideally, five days in advance). This does mean a lot of emails around meeting time. The pay off is it saves time at the meeting.

In general, there should be no items presented cold at the meeting. Exceptions may come up, but by trying to have everything ready ahead of time, this will minimize the unexpected.

### A typical agenda includes:

- ❖ **The meeting purpose statement:** Be specific, “committee meeting” is not suitable. A better statement would be “discuss upcoming activities of XXX committee”.
- ❖ **Time allotted for each agenda item:** If topics run long, participants must decide if they should table discussion or “borrow” time from another topic.
- ❖ **Topics and Sub-topics of the meeting:** All topics should relate to the overall meeting purpose
- ❖ **Persons responsible for leading off each topic.**
- ❖ **Methods for handling each topic:** For instance, methods might include a notation to brainstorm a list of ideas or to discuss a topic using a round robin technique.
- ❖ **Desired outcomes for each meeting segment:** Possible outcomes include reaching a decision, assigning further tasks, developing a plan etc.

### More formally an Agenda includes:

- ❖ Opening/ Call to order
  - Roll call
  - Approval of minutes of the previous meeting
- ❖ Review of the agenda for the meeting (with possible additions)
  - Reports
  - Officers
  - Committees
- ❖ Business
  - Unfinished (old) business
  - New business
- ❖ Announcements
- ❖ Adjournment

**All are prepared:** All members should read the material and come prepared to discuss items - not to present new items or "wing it" at the meeting. If items can't be retrieved off email, then contact the appropriate person PRIOR to the meeting. Additional attachments should be noted on the agenda.

## ■ Creating a Board Meeting Agenda

From Association Efficiency Symposium 2002 – R. Harris 850-570-6000

Robert C. Harris, CAE - Harris Management Group, Inc., Tallahassee, FL [www.nonprofitcenter.com](http://www.nonprofitcenter.com)

An agenda is the nucleus of the meeting. A properly created agenda has the power to energize the meeting and provides direction and purpose. It serves to accomplish the objectives of the organization and to fulfill the mission. It manages the meeting.

The chair is responsible for creating the agenda. The agenda itself requires a vision, understanding of the organization and what must be accomplished, and consideration for all the board members and staff's desires and demands. Here are several suggestions to follow:

- ❖ Solicit issues and ideas from other officers, directors, and committee chairs, making certain that all items are appropriate concerns for the board level.
- ❖ Together with the staff, assemble the agenda.
- ❖ Make certain that items have been researched with supporting data, committee findings, options and recommendations made available. Only legitimate items go on the agenda. Nothing should be vague or unexplained.
- ❖ Be realistic. Make the agenda manageable. Don't add more items than the meeting can reasonably consider. Some items may need to be held over.

- ❖ Consider an "approval of agenda" item at the beginning that allows the board to agree to the tasks with corresponding times for discussion. With all in agreement, members agreed to be "self-facilitators" by confining their discussions to relevant information. The time limit can be stretched but only if the entire group agrees.
- ❖ Consider the use of a consent agenda which eliminates the need to vote separately on many of the routine items and resolutions not requiring explanation or board discussion. All items for the consent agenda (e.g., such as signatory authority for banking and investment accounts, minor procedural changes, reports) are grouped together. There will be one motion to approve all items on the consent agenda, but it will only take the request of anyone board member-not a formal vote-to remove any item from the consent agenda before the vote. If removed from the consent agenda, the item will be taken up later in the regular agenda.
- ❖ In dealing with agenda items requiring action, allow sufficient time for discussion to allow for opposing points of view, clarification of ideas and expression of personal viewpoints.
- ❖ If an item needs energy and fresh ideas, put it near the beginning of the agenda.
- ❖ Don't dwell too long on trivial but urgent items. Put a time limit on such agenda items and stick to it.
- ❖ Minimize oral reports of old business by requiring written reports.
- ❖ Focus on the future.
- ❖ If an issue is potentially divisive, consider its place in the agenda carefully. You may want to sandwich it between less controversial issues.
- ❖ Urgent items must come before those that can wait.
- ❖ For each agenda item, list the person who is responsible for introducing the subject.
- ❖ Try to end the meeting with a unifying item.
- ❖ Be sure the agenda is mailed to members with any required supporting material in ample time prior to the meeting date. It is helpful to send out the meeting packet in an organized fashion, perhaps tabbed or indexed, so that documents can be found easily during the meeting.
- ❖ The typist should be identified by initials and date typed in case revisions are made.
- ❖ Be alert to antitrust violations, i.e. references to standard setting or boycotting.

The tone of the meeting, as well as the accomplishments, will be impacted by the design of the agenda. It is a task that should be taken with utmost seriousness by the chair.

## o Parliamentary Procedure

Chapter Representatives and Committee Chairs will be called upon to lead group discussions.

How much knowledge of procedural rules is necessary to lead a discussion effectively? That varies with the group size and the complexity of the discussion. A presiding officer needs to have practical knowledge of enough parliamentary procedure to supervise the democratic process of a given organization. The absolute minimum requirement would be to open and close a meeting, call for reports, accept motions, guide discussions and conduct elections. To know less is a threat to leadership and efficiency, to know a whole lot more is, in most instances, a waste of time.

- ❖ The term "chairman" is generally conceded to be of neutral gender.
- ❖ A quorum consists of that number or proportion of the membership that must be present in order to transact business. The size of the quorum should represent numbers that can reasonably be expected to be present at a meeting.
- ❖ Before a subject is open to debate or discuss, it is necessary that a motion be made by a member who has gained the floor by recognition of the chairman.
- ❖ The motion must be seconded (or dies for want of a second).
- ❖ The motion must be restated by the chairman and placed before the assembly.
- ❖ Remarks of members, even in response to other members, are addressed to the chairman.
- ❖ If a member wishes to change the wording of a motion under debate (known as the main motion), an amendment should be proposed. This simply involves presenting the proposed change by using one or more ways of moving to amend the motion by "striking the words...", "inserting the words..". "adding the words..."
- ❖ The amendment must have a second and is then open for discussion.
- ❖ When debate is completed on the amendment, it is then voted on before the main motion. Acceptance requires a majority of those voting.
- ❖ If the amendment passes, the amended version becomes the main motion, which must again be placed before the assembly for its consideration.
- ❖ As a safeguard against haste action, parliamentary requirements for changing previous official decisions are greater than the rules for adopting them initially.
- ❖ Rules that interfere with a proposed action may be temporarily suspended by a two-thirds vote, unless otherwise specified in the constitution.
- ❖ A motion may be tabled by a simple majority (one more than half). The motion remains tabled until a majority vote brings it from the table.

- ❖ The chairman may announce that debate is closed and call for a vote on the question if discussion has stopped. For debate to close while discussion is still going on, a motion to close the debate must be made, seconded and passed by a two-thirds vote.
- ❖ Nominations do not require a second. However, a second is usually allowed as a matter of courtesy.
- ❖ The chairman, if a member of the organization, is entitled to vote on all motions, however, it is a common practice that the chairman does not vote unless the vote is decisive: that is, to make or break a tie.

#### Other Meeting Guidelines:

- ❖ When a topic is first introduced or a main motion is made, allow all questions for information purposes to be asked before opening to debate.
- ❖ Discourage the repetition of arguments. Attempt to call on people who have not yet spoken before those who have already spoken. Discourage dialogues that start up between two individuals in debate.
- ❖ If debate carries on too long, impose time limits on speakers.
- ❖ Discourage people from talking in initials – spell them out.
- ❖ Discourage additional stories or tangents. All discussion should be on point to the material at hand.

#### Terms and Procedures:

**Debate:** Discuss a Motion. Debatable questions are discussable after the question has been stated by the chairperson and the floor has been obtained. Debate must be limited to the immediately pending question.

**Vote:** A vote is used to obtain a decision by the members of the group. Methods include: Show of hands, voice, roll call, ballot and general consent.

**Introducing Business:** A main motion is presented by: Addressing the chairperson, Being recognized by the chairperson, Making the motion “ I move that...”, Second the motion, Statement of the question.

**Main Motion:** Requires a second, is debatable and amendable and requires a majority vote.

**Amendment:** To modify a motion under consideration requires a second, is debatable is the motion it refers to is debatable, amendable to the second rank (an amendment to an amendment cannot be amended) and requires a majority vote.

**Lay on the Table:** Requires a second and is undebatable and unamendable and requires a majority vote.

**Take from the Table:** Requires a second and is undebatable and unamendable and requires a majority vote.

**Refer to a Committee:** When a group needs more information regarding a question. A two-thirds vote is necessary to discharge a committee (task force). Another motion at a meeting is necessary to bring the business back before the group. This requires a second, is debatable and amendable and requires a majority vote.

**Previous Question:** When one wishes to terminate discussion on a motion and to have an immediate vote. This requires a second, is undebatable and unamendable and requires a two-thirds vote.

**Point of Order:** To enforce the rules by calling attention to the violation of the rules or a mistake in procedure. This does not require a second, is undebatable and unamendable and recognition from the chair is not necessary. A vote is not required unless referred to the group for their decision and it may interrupt a speaker.

**Parliamentary Inquiry:** Is for a member to obtain information on parliamentary procedure and does not require a second, is undebatable and unamendable. A vote is not required, recognition is not required and it may interrupt the speaker.

**Adjourn:** A second is required, is undebatable and unamendable. A vote is required and it cannot be made while the group is voting or verifying a vote.

## ■ Robert’s Rules of Order – Specifics for Motions

The Chair of the Executive Board is generally the President. It can also be someone appointed to fill this role in case the President is unable to run the meeting.

- 1) Chair: “Do I hear a motion to...” or the Chair can say: “Do I hear a motion? OR “Would someone like to make a motion to that affect?”
  - a. Note: only voting members may make motions and second.
- 2) “So moved.” Just means the person agrees with the wording already stated by the Chair. Or the person can say “I move to...” The exact wording should be noted in the minutes.
- 3) Chair: “Do I hear a second?”
- 4) “Second.” A second must be made in order for the motion to proceed forward (discussion then vote).
  - a. If no second, the motion dies and no further discussion can continue. Chair says: “Due to a lack of a second, the motion dies.”
  - b. If there is a second, then eventually the motion must be voted upon. It cannot be dropped at this point in time.

- 5) Chair: “Any discussion?” If yes, the discussion must stay on topic. If it starts to wander, then it is the Chair’s duty to bring the conversation back to the motion’s issue. No other business should be conducted until the motion is completed. If people start repeating themselves, it is also the Chair’s duty to reign in these people.
  - a. Any changes, see below for amendments
  - b. After discussion is done (the Chair feels all sides have been presented), the Chair will re-state the motion so it’s clear, or the Chair will ask the recording secretary to read the motion.
  - c. If a voting member “calls for a vote,” then the vote must proceed forward without any more discussion.
- 6) If motion was not changed, or if the amendments have been resolved, it goes to vote. Chair: “All those in favor say aye. All those opposed same sign.” (just meaning that voting members say “aye” for both a positive and negative vote. The Chair can also say: “All those opposed say ney.” Either one is fine as long as the voting is clear.
  - a. The people who made the motion/seconded should also vote at this time. Due to discussion, they might not support the motion. The person who seconded it, might have done so just to get the discussion (i.e., you do not have to support the motion to second it).
- 7) Chair: “The motion passes/fails.” If there are dissenting votes, the number of opposed votes should be recorded in the minutes (but not the names of individuals).

### **Amendments:**

#### **1) Friendly**

- Once in discussion, if there is something minor, a voting member can make a “friendly amendment” to the motion. This is usually something very specific like clarifying a number or a date that was already mentioned.
- The Chair will ask the person who made the original motion if the change is okay. If yes, the Chair will ask the person who made the second if the change is okay. If yes, the discussion proceeds forward as above #5 with the new motion’s wording. No additional acceptance of the change is needed as it will be involved in the final vote.

#### **2) Regular Amendments**

- If during discussion, if there are some changes that need to be made to the motion that are not simple, then an amendment to the motion can be offered.
- It must proceed just like a motion.
- Voting member: “I make an amendment that...” OR I amend the motion by “striking the words...,” “inserting the words...,” “adding the words...” etc.
- Needs a second. If no second, then it dies and the discussion proceeds on the original motion (#5 above).
- If have a second, then Chair opens up floor for discussion on the amendment ONLY (#5 above)
- Once Chair feels discussion is complete, a vote is called for (#6 above).
  - If passes, then the amendment is incorporated into the motion and then discussion continues on the new motion with the new wording (#5 above)
  - If fails, then discussion continues on the original motion (#5 above)
- All said amendments with corresponding motions/votes, must be recorded in the minutes.

#### **3) Other**

There is no limit to the number of amendments, but if it is totally rewriting the original motion, or if discussion leads to changes that are larger than just an easy amendment, the Chair may make a suggestion to vote on the original motion. If there is a feel that the consensus wants the new direction, then they can vote down the first motion. Then the Chair can call for another motion (with the new direction) and proceed as above. Usually the discussion section is little to none at this point in time as all the issues have been presented.

## ■ Robert's Rules of Order (condensed)

<b>Motion Description</b>	<b>In order when another has the floor</b>	<b>Must be seconded</b>	<b>Debatable</b>	<b>Amended</b>	<b>Vote required For adoption</b>	<b>Can be reconsidered</b>
1. Main motion	no	yes	yes	yes	majority	yes
2. Adjourn	no	yes	no	no	majority	no
3. Adopt a report	no	yes	yes	yes	majority	yes
4. Amend constitution and bylaws	no	yes	yes	yes	majority	no
5. Amend a pending motion	no	yes	if motion to be amended	no	majority	yes
6. Amend an amendment of a pending motion	no	yes	if motion to be amended is debatable	no	majority	yes
7. Amend something previously adopted	no	yes	yes	yes	majority with notice or 2/3 majority	no
8. Depart from agenda	no	yes	no	no	2/3 or majority assembly	no
9. Commit (refer to committee)	no	yes	yes	yes	majority	if committee has begun to consider
10. Discharge a committee	no	yes	yes	yes	majority with notice or 2/3 majority	negative vote only
11. Division of assembly	yes	no	no	no	demand of one member	negative
12. Point of information	yes	no	no	no	not voted on	no
13. Lay on table	no	yes	no	no	majority	no
14. Approve minutes when done by motion	no	yes	yes	yes	majority	yes
15. To dispense with reading minutes	no	yes	no	no	2/3 vote	no
16. To make nominations	no	no	yes	no	majority unless bylaws say otherwise	no (if elected person declines)
17. To close nominations	no	yes	no	yes	2/3 vote	no
18. To reopen nominations	no	yes	no	yes	majority	no
19. Point of Order	yes	no	no	no	ruled upon by chair	no
20. Parliamentary inquiry	yes	no	no	no	responded to by chair	
21. Postponed indefinitely	no	yes	yes, debate on main question	no	majority	yes
22. Postponed to a certain time	no	yes	yes	yes	majority	yes
23. Previous question	no	yes	no	no	2/3 vote	yes, but only before vote
24. Reconsider	no	yes	if motion to	no	majority	no
25. Rescind, Repeal, Annul	no	yes	yes	yes	majority with notice or 2/3	negative vote only
26. To take from table	no	yes	no	no	majority	no
27. Withdraw or modify	if not granted by unanimous consent	yes, if motion made by person requesting	no	no	majority	withdrawal neg vote modification yes

## o Facilitation

Excerpts from: **THE MAKINGS OF A GOOD MEETING** By Kevin Wolf

### ■ Tricks of a Good Facilitator

- ❖ **Know the agenda.** Have a good understanding of the big picture. Make sure the agenda is put in writing. Why is the group trying to accomplish certain objectives? Why are certain decisions important, and why can others wait. The facilitator can be much more flexible with the flow of the meeting if the objectives are clearly understood. When an impasse occurs, the facilitator can bring the group back to the goal of the item being discussed. Sometimes it is valuable to meet with key meeting attendees ahead of time.
- ❖ **Get everyone's name.**
- ❖ **Call on people in the order in which they raise their hands.**
- ❖ **Use the ground rules established in the meeting as early as possible.** For example, interrupt a speaker politely and diplomatically if they are off subject, and ask how their point deals with the agenda subject being discussed. If it doesn't, tell them where it will be dealt with in the meeting, or write it in the "bin", where items and ideas that aren't immediately pertinent are put for later consideration. A diplomatic, early intervention to enforce the ground rules establishes the seriousness of the facilitator. It helps everyone be more self-disciplined. If the ground rules are applied unfairly or erratically, problems will often result.
- ❖ **Make the group come up with a proposal** when enough discussion and process has occurred for a decision to be made. The facilitator can summarize what has been said and try to formulate a consensus proposal for the group to discuss, or they can stop the order of hands and ask someone in the group to come up with a proposal. For example, "It seems that what I hear everyone saying is..." or "a rough consensus might be..." *Whenever the facilitators are "stuck" they should not hesitate to ask the group for help.*
  - o Once a proposal is on the floor, ask who has serious objections to the proposal, and call on these people to speak. Once the serious objections are before the group, ask if someone can come up with a proposal that will resolve these concerns. Less serious concerns can be dealt with through wordsmithing the proposal and through friendly amendments.

### ■ Specific Tasks of the Facilitator

- ❖ **Introduce yourself** (or have the meeting chair introduce you). Then begin introductions all around.
- ❖ **Make sure there is a time keeper and note taker.** Don't let the meeting start without them. Give brief instructions to each (e.g. "With hand signals, so as not to interrupt, Timekeeper please let me know when half the time is gone, when one minute is left, when we are out of time." "Note taker, please take down decisions, only, or try to take details of what people say, or whatever the group's preference is.")
- ❖ **Make sure that people's comments and ideas and commitments are properly recorded.** This can be done by the facilitator or by an official recorder.
- ❖ **Encourage the expression of various viewpoints** - the more important the decision, the more important it is to have all pertinent information (facts, feelings and opinions) on the table. Call on people who haven't spoken as much to give them an opportunity to address the issue. Notice who is confused, agitated or unhappy with the debate, and call on them to speak to the issue.
- ❖ **Don't let discussion continue between two people**, but ask for comments from others in the group. After all, it is the group that needs to make the decisions and carry them out. One of the easier ways to do this is to keep the order in which hands are raised, or ask who else would like to speak and then proceed with the other speakers.
- ❖ **Hold people to speaking for themselves** rather than making vague references to others. For example, discourage: "some people say...", "we all know", "they would not listen..." Even though this is difficult in the beginning, it will foster trust in the long run. [Use phrases such as "in my opinion" or "I believe."]
- ❖ **Make the group deal with going beyond the allotted time limit** for an agenda item. Where will the additional time come from? What agenda item should have less time, or does the group agree to extend the time for the meeting and adjourn later. Be careful in this because it can sometimes take more time arguing for more time than it would have taken to resolve the issue. It is often wise for the facilitator to be flexible about time, especially if a decision is about to be made.
- ❖ **Focus on closure** by insisting that discussions be resolved with the identification of appropriate next steps, and that agreements and decisions are suitably identified and recorded.
- ❖ **Make sure that the next meeting is scheduled.** It is much easier to schedule the next meeting when everyone is present. Allow time for it on the agenda, and insist that people consider it.
- ❖ **Use humor to alleviate tension.** When intense situations arise, or when solutions are hard to reach, remember to use humor, affirmation, quick games for energy, changing places, small buzz groups, silence, etc.

- ❖ **Remain neutral.** If you find yourself drawn into the discussion in support of a particular position, it would be preferable to step aside as facilitator until the next agenda item. This can be arranged beforehand if you anticipate a conflict of interest.
- ❖ **Take regular breaks.** Almost any meeting will benefit from quick breaks in the proceedings - energy injections - provided by short games, songs, a common stretch, etc. Keep open to the over-all mood of the group and don't take too much time asking for consensus on whether to take a quick break. Just say "OK, I want everyone to stand up for one minute and stretch and then we will sit down." The break is shorter than the argument over whether to take the break or not.

## o Minutes

### ■ What should be included in the minutes of a board meeting?

While content can vary, based on your individual organization, the basic elements of good minutes include:

- Name of the organization
- Date and time of meeting
- Board members in attendance, excused, and absent
- Existence of a quorum
- Voting results
- Names of abstainers and dissenters
- Reports and documents introduced
- Future action steps
- Time meeting ends
- Signature of secretary and chair

Some boards also include motions made and by whom and a brief account of any debate. Your board should determine how much detail is desirable without cluttering the document with irrelevant data.

For further reference:

*Meet Smarter* BoardSource, 2004. Order #341 through the online bookstore or call 800-883-6262.

Board Source. www.ncnb.org. Copyright 2002 all rights reserved. BoardSource 1828 L Street NW Suite 900, Washington DC 20036-5114. 202-452-6262 or 800-883-6262 Fax 202-452-6299

### ■ What Goes into Meeting Minutes

From Association Efficiency Symposium 2002 – R. Harris 850-570-6000

Robert C. Harris, CAE - Harris Management Group, Inc., Tallahassee, FL [www.nonprofitcenter.COM](http://www.nonprofitcenter.COM)

- ❖ Complete and accurate minutes should be kept of every meeting, whether it is a meeting of the membership, of the board of directors or of a committee.
- ❖ Minutes should be a record of what was considered and accomplished at a meeting, not a record of each statement by those attending. They should not include sidebar conversations, if they occur.
- ❖ Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting.
- ❖ There should be a statement that the minutes of the previous meeting have been distributed and were approved either as written or as changed. Similarly, if a financial report is presented a statement reflecting receipt of the financial report is appropriate.
- ❖ The ultimate legal importance of meeting minutes can be substantial if antitrust, tax or other legal issues are raised in litigation or some other context. (In several antitrust cases, later recollections of those who attended meetings were disregarded in the face of minutes in conflict with those recollections.)
- ❖ Whenever appropriate, minutes should include self-serving statements about the procedures used by the organization to assure legal compliance. For example, "An antitrust avoidance plan was reviewed and implemented." This is to the advantage of the organization.
- ❖ Early drafts of minutes, and notes used to make them, should not be retained in organization files once the final draft of the minutes is prepared and distributed. The chief elected officers must be sure they are discarded.
- ❖ Copies of the minutes should be distributed to those who attended the meeting and should be safeguarded in the permanent files of the organization.

## ■ Taking Minutes to Protect the Organization

From : "How to Create a Policy Manual" – Distribution of Minutes (Can We Get In Trouble For That?) pages 26-27.  
Robert C. Harris, CAE. [bob@rchcae.com](mailto:bob@rchcae.com) or 850-570-6000

The purpose of taking minutes is to protect the organization and the people who participate in the meetings. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization. Recent court decisions support this.

In the case, *Multimedia Publishing of NC v. Henderson County*, the court noted, "the purpose of minutes is to provide a record of the actions taken by a board and evidence that the actions were taken according to proper procedures. If no action is taken, no minutes (other than a record that the meeting occurred) are necessary."

In another case, *Maready v. City of Winston-Salem*, the court wrote, "generally, the minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Their purpose is to reflect matters such as motions made, the movant, points of order, and appeals – not to show discussion or absence of action." This decision highlights what association counsel frequently emphasize when advising association executives regarding minutes – they should be kept as brief as possible, and should only reflect action taken at the meeting.

These guidelines will help volunteers and staff members take minutes that will protect the organization.

- ❖ Accurate minutes should be kept for all official meetings, including committee and chapter meetings.
- ❖ Minutes should be a record of what was considered and accomplished at a meeting, not a record of conversations, reports and work assignments. They should not include sidebar conversations, if they occur.
- ❖ Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.
- ❖ The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy or other legal issues are raised in litigation or some other context. Include a statement in the minutes about distribution of financial reports and approval or corrections to prior minutes.
- ❖ From time to time, minutes may contain self-serving statements to protect the organization. For example, "An antitrust avoidance statement was read and distributed to the board." This is to the advantage of the organization.
- ❖ Drafts of minutes, notes and audio or video recordings should NOT be retained in the organization's files once the minutes are approved. The chief elected officer and staff must be sure they are discarded. The organization should have a policy about who may create audio and video recordings.
- ❖ Distribute minutes within a reasonable time following the meeting to those who attended, those who were supposed to be at the meeting and then safeguard them in the permanent files of the organization. If you distribute minutes electronically, be sure your bylaws and corporate laws permit this. Also, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.

Consider asking legal counsel to review minutes before they are distributed to be certain no liability is created for the association.

## ■ Disclosure of Meeting Minutes

Adopted November 2007 by the CACVT Executive Board

Any CACVT minutes should not be distributed to the general membership. They are for internal use only. If general members would like a copy of the minutes, please refer them to the CACVT office for a summary of the minutes. In addition, summary of the meetings may be posted on the Web site (members-only area).

However to release the actual minutes may not be appropriate. Sometimes sensitive information is included in minutes and there is a fine line between transparency and disclosing this type of information. People who attend these meetings need to be protected as well.

## o Solve communication problems that hamper meetings

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Whenever you gather a group of people together - for any reason - you're bound to run into differences of opinion and clashes of personality. Business meetings are no different. But you can calm the waters and stay productive if you're prepared to troubleshoot some common meeting problems. Below are some common meeting-related issues and advice on how to resolve them:

**"People start veering off topic, and soon the entire meeting runs off track."**

*Here are a few ways to bring a meeting back on track quickly and tactfully:*

- **Designate a "parking lot,"** where all off- topic ideas can reside. It can be a whiteboard where you can list ideas as they pop up. Tell participants that those ideas will be pursued at a more appropriate time.
- **For minor diversions,** use these phrases to lightly steer people back on course: "I'd like to go back and see how that relates to our original agenda item," or "Let's stop for a moment and review our main points," or "OK, let's come back and focus on the problem we need to solve."
- **When a small group starts a side conversation** - one that doesn't meet the objective of the meeting - make the situation public. Say: "This discussion appears to involve only a few people. Is it something that can be resolved quickly or is there another way to handle this? What does the group want to do?"
- **When the entire group has delved into an unrelated topic** and needs serious redirecting, say: "This discussion appears to be straying into areas outside the scope of this meeting. Can we table it, or do we need to add it to the agenda?"
- **Call for a clarity check** when you suspect a conversation has moved away from the objective of the meeting. Ask for their attention, then say to the group: "Excuse me, I'm not clear that this conversation relates to our topic. I'd like to check to see if it's important to pursue now." Let others in the group give their opinions. If they confirm your suspicion, ask that the conversation be continued outside the meeting.

### **"Long-winded people are eating up time and keeping other participants from speaking."**

*The trouble with pontificators is that they tend to crowd out quiet participants whose ideas may never be heard. In that situation:*

- **Step in with a polite interruption** that cuts the speaker short. Say: "Brent, our time is running short. Can you please wrap up?" If the rambler doesn't comply, then stop him short with this direct statement: "Thank you, Brent. We need to move on. Judy, you're next. Go ahead."
- **After repeatedly trying to tone down the nonstop talkers,** if you still feel they're dominating the meeting, take them aside. Explain that you cannot allow them to continue monopolizing meeting time. Let them know that if they keep it up, they'll be ousted from the next meeting.

### **"People seem hesitant to speak up."**

*Consider a couple of possibilities:*

#### **1. There are too many people in the room.**

The ideal number of participants depends on the objective of the meeting. If, for example, you need to relay pressing, sensitive information to everyone - and you don't expect group participation-then a jam-packed room is fine.

If you're aiming for intense group discussion, keep the number of people between five and eight. Smaller groups allow people to feel comfortable enough to speak up. They'll be more likely to offer their ideas if they're not intimidated by a roomful of people.

It's not always possible to limit the number of people attending, especially when the meeting is a retreat or department-wide gathering. In that situation, you'll want to divide attendees into smaller groups for at least some portion of the agenda. After all groups finish their discussions, they reconvene, with one representative from each group summarizing their conclusions.

#### **2. People are afraid of being criticized by others.**

Creating a positive atmosphere is essential to gaining the trust of the group. Here's how Marsha Palanci, president of Cornerstone Communications, keeps her brainstorming meetings positive:

*Palanci's rule:* No put-downs. "When you start a creative process, you can't stop someone's thinking by saying, 'No, that won't work.'

"If people do pan a concept, I remind them that no ideas are bad. Then I try to take a nugget of the idea that was criticized and elaborate on it, because sometimes a wacky notion can evolve into something not so wacky. It's like racquetball. When you're hitting the ball, sometimes it just bounces around and dies-but sometimes you swing and the racquet connects."

### **"A person I'd describe as 'difficult' is ruining our meetings."**

*Difficult behavior puts a strain on the assembled group-and can sabotage productivity. Here's how to step in:*

- **Set the tone for the meeting.** Say something like: "I don't expect us all to agree with everything said, but I want to hear all viewpoints. So say what's on your mind and don't criticize other ideas until we can fairly evaluate all input."
- **Try to make him more aware of his behavior.** Say "John, [pause] is this really going to solve our problem?" At the same time, attempt to change the climate of the room by gently prompting other participants to speak up.
- **Ask the difficult person to step out of the meeting if all else fails.** You may not enjoy taking that step, but consider the comfort level of the other participants. Consider, too, that with the troublemaker out of the way, group participation will likely skyrocket.
- **Give feedback as soon after the incident as possible.** Take the offender aside and report what you observed, not your interpretation of what the person was thinking or implying: "Susie, I noticed in the meeting that you had your arms

crossed and an angry look on your face." Use "I" statements, since these are observations about how the person's behavior affected you.

Tie the behavior to the negative result caused by it "And Susie, I noticed that after you spoke, everyone else quit talking and started finding excuses to leave the meeting before we were done." You need to establish that the behavior was serious enough to cause negative results.

Ask for what you want to be different in the future. *Example:* "I'd appreciate it if in the future you would voice your opinion without getting upset."

## ● Motivating to Accomplish Tasks

### o Goal Setting

An organization or committee without goals has no direction to get it from where it is to where it wants to be. The members in a group without well-defined goals often have little commitment to the organization, because they see nothing to which to be committed. They usually work towards the accomplishment of personal goals that may not further the tasks that the group needs to accomplish. Goals get people involved, motivate them to work on tasks, and give them a sense of accomplishment when they are fulfilled.

#### ■ How to set goals

- ❖ Get everyone involved. People support what they help create.
- ❖ Be sure to reflect the purpose of the group and strive to move towards a specific objective.
- ❖ Develop a few very broad goals to work on year to year.
- ❖ Outline specific ways –tasks- to fulfill the goal.
- ❖ The tasks should be in the form of concrete statements of the desired objective.
- ❖ Delegate the tasks to specific people.
- ❖ Periodically review the goals and tasks to evaluate progress and ascertain the need for redesign or reassignment.
- ❖ When a task is accomplished or goal achieved, it should be acknowledged and those who worked on it should be recognized.

## ● Strategic Plan Overview

### o Strategic Planning Doesn't Have to be Scary!

From: Association Efficiency Symposium © 2002 - R. Harris 850 570 6000

Going from Big to Small .... From Input & Brainstorming to Accountability & Deadlines

#### **Input to the Plan**

- Issues and Trends Impacting Associations
  - Competition, Governance, Staffing, Leadership, Technology, Generational Diversity, Scrutiny, Image/Branding, Services, Membership, Alliances
- Association Survey
  - S.W.O.T. - Strengths, Weaknesses, Opportunities and Threats
  - Solicit Member Input, Survey, Focus Groups
  - Review of Resources (funds, volunteers, staff, board, consultants, partners)
  - Select the Strategic Planning Team
- Discussion and Brainstorming
  - Will our association be viable to the members 3, 5 or 10 years?
  - Where could we be if we had unlimited resources?
  - What are the major challenges facing members?
  - Growth strategies for the organization?

#### **Output - The Strategic Plan**

- Mission, Vision Statement - Review
- Goal Setting & Discussion - Identify
- Strategies to Achieve the Goals - Setting

- Prioritizing
  - Immediate, Short, Medium and Long Term
  - "Parking" ideas that cannot be achieved within this plan.
- Integration, Tasking - Accountability and Action Steps
  - Setting a Plan of Action, Assigning to Committees, Staff, Delegating
  - Setting Quantifiable, Accountable Tasks and Deadlines
  - Integration with Budget, Resources, Committees, Staff
- Post Strategic Plan - Staff
  - Circulation of the Plan; Formal Adoption of the Strategic Plan.
  - Creation of a Strategic Plan Promotional Piece for Members, Public
  - Promoting Plan on Website, Newsletter, & in Press Release about Assoc. Goals

## o SWOT and Goals

Reprinted from: Apr 28, 2008, By: Marnette Denell Falley, Veterinary Economics

Consultant Shawn McVey recommends that veterinary practices perform a SWOT analysis every six months to identify their strengths, weaknesses, opportunities, and threats. "Use this time as a reality check, and describe your business the way it really is today," McVey says.

Ideally, McVey says you'd include any member of your team who has supervisory duties and all the veterinarians in your practice. "You need to create a non-threatening environment where everyone feels comfortable voicing his or her views. That means everyone needs to listen with an open mind," he says. "You'll all start with opinion. Then you'll try to quantify the statements that you make in each of these four areas."

SWOT =

### 1. Strengths

These are advantages that you have over most practice teams. As you list them, decide how you can demonstrate that you're really achieving what you say you are. For example, if you say you offer a pleasant working environment, can you demonstrate lower than average turnover? Strengths might include financial resources, capacity for production, people, or your facility.

### 2. Weaknesses

Your weaknesses limit your practice's performance, holding you back somehow. For each weakness you list, you must decide what to do about it. Will you tolerate the weakness? Manage it with some kind of work around? Or is this something you're going to change?

### 3. Opportunities

Opportunities are situations outside of your practice that you may be able to exploit to create positive results. After your team makes a list of possible opportunities, you'll prioritize them to decide what to pursue first. Which idea offers the greatest potential reward for the least risk? That should be at the top of your list. Ideally, you want to take advantage of your opportunities and develop them into new strengths.

### 4. Threats

Some problems are outside your direct influence, and yet they still could hurt your business. This is where you'd list a soft economic environment, for example. You can't control these problems, or you would. But you should talk about how best to respond to each risk.

How Many Goals?

- Generally 3 to 7 is ideal

Time frame?

- 1 year, 3 years, 5 years

Goals must fit within the mission statement.

- Action Steps
- Accountability

## o What's the Plan?

By Bruce Butterfield, CAE, in *Professional Practices in Association Management*, published by *the American Society of Association Executives*.

A useful strategic plan exhibits several characteristics. Specifically, it should be:

- ❖ **A set of priorities.** Everything the association wants to do is not of equal importance. By setting priorities, the plan can be adjusted according to changing needs or resources without doing harm to the programs and services that members value most.
- ❖ **Achievable, measurable, and time sensitive.** Keeping in mind that it's better to do a few important things well than many things poorly, planners must ensure that the association can realistically accomplish all its plans. The strategic plan also needs to be measurable and contain deadlines so that it is clear when activities have been accomplished.
- ❖ **Flexible and responsive to changing conditions.** The plan is a road map for the association's future, but sometimes a detour may be necessary if a crisis looms, a new opportunity arises, or resources change.
- ❖ **Short and simple.** Plans that fill up a thick three-ring binder will sit on a shelf. The plan needs to focus on the most important things to accomplish.
- ❖ **A unit, not a menu.** The strategic plan is not a wish book that leaders pore over before picking out their personal choices. Everything in the plan needs to be accomplished – unless a good and justifiable reason arises to change it. Conversely, the association should not do things that are not in its plan.
- ❖ **The means to an end, not an end in itself.** The plan enables the association to reach its destination; it is not the destination. Creating a plan simply for the sake of creation is a wasteful and futile activity.
- ❖ **Based on a three-year period.** The strategic plan needs to be a rolling plan. In other words, one year should drop off the plan and a new year be added annually so the plan always covers a three-year time line.

## o Strategic Plan Terminology

### Strategic Planning

A process to identify, discuss, and set outcomes for the organization. Must understand the capacity of the organization.

### Mission Statement

The foundation of the organization's existence and operations. It identifies the organization, members, and the service.

### Vision Statement

A lofty statement that answers: "What and where do we want to be in the distant future?" Consider that you have unlimited resources to take the profession in the best direction.

### Core Values

Core values are consistent with the mission. They inform members of the organization's principles and are timeless principles that guide the association's decisions and actions. Core values are the fundamental ethical, moral, and professional business beliefs (Shawn McVey, M.A., 2001).

### Goals

Major thrusts for the organization.

### SMART

- Specific
- Measurable
- Attainable
- Realistic
- Timed

### Strategies

Fall under goals. Specifically identify the directives for achieving the goals.

### Action Steps

Specific to achieve the strategies. Take into account deadlines, quantifiable specifics, persons doing the work, outsourcing, resources, etc.

### Integration

Budget and committees may need to be re-aligned with the goals of the strategic plan.

### Public Relations

Final process of strategic planning includes telling members and others the plan and the results.

### Plan Champion

Person appointed to be responsible to report on and keep the plan in the forefront of meeting agendas and budgets (called "strategic plan update").

## o S.M.A.R.T.E.R.

**Specific:** For example, it's difficult to know what someone should be doing if they are to pursue the goal to "work harder."  
It's easier to recognize "write a paper."

**Measurable:** It's difficult to understand what is meant by "writing a paper." It's easier to appreciate that effort if the goal is "write a 30-page paper."

**Acceptable:** If a person is to take responsibility for pursuit of a goal, then the goal should be acceptable to that person. Otherwise the person is not as likely to follow the directions of "write a 30-page paper," especially if the person has other papers to write. However, if the person is involved in setting the original goal, then he/she is more likely to accept pursuit of the goal as well.

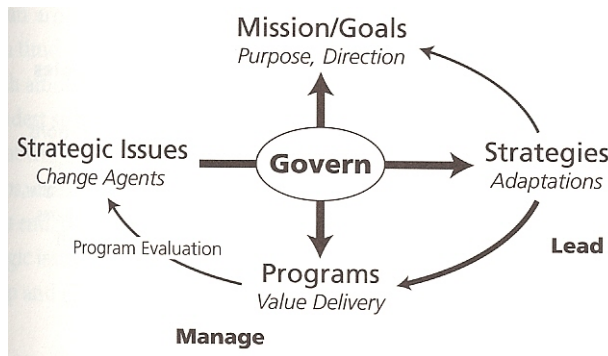
**Realistic:** Even if a person does accept responsibility to pursue a goal that is specific and measurable, the goal won't be accomplished if it is unreasonable. For example, the goal is to "write a 30-page paper in the next 10 seconds."

**Time frame:** The likelihood of accomplishing the goal will increase if there is a realistic and established (monitored) time frame. For example, "write a 30-page paper in one week."

**Extending:** The goal should stretch the performer's capabilities. For example, a person might be more interested in writing a 30-page paper if the topic of the paper is of interest or will expand the understanding in that area.

**Rewarding:** A person might be more inclined to finish the goal if there is a defined and measurable reward at the completion of the goal.

### Overview of Strategic Planning



Volunteer Leadership Structure  
Leaders must think strategically first and operationally second.  
Strategic planning must encompass all aspects of the association (leaders must consider the needs all of the membership), while the operations are carried out at the committee and chapter levels.

From: Professional Practices in association management. Pg 49. Published by ASAE. 1997, 2<sup>nd</sup> edition.

## ● CACVT Strategic Planning Session

(formerly the Goal and Leadership Conference)

This annual event, usually held towards the end of June, will be the primary strategic planning session for the year. It is open to the general membership although not encouraged. All leadership positions should attend if possible. During this event, the mission, vision, and direction of the association is evaluated, and the future direction is discussed. A Board meeting may or may not be held at this time.

The President-elect is the primary person involved in setting up and running this conference. It is the task of the President-elect to determine the time, location, and agenda for the meeting, as well as run the meeting (except if there is a Board meeting which is run by the outgoing President). He/she should work with the current President and staff to coordinate efforts and make sure issues are covered.

This will be the transition period between the Board members as the officers will leave their positions and the other members will be sworn into office, assuming their appropriate positions. If there is a Board meeting during the event, the swearing in occurs at the end of the Board meeting. If there is no meeting, then the time is irrelevant.

Traditionally, it has been a one-day program with a presentation in the morning and the goal setting in the afternoon. However, it is up to the President-elect, with assistance from the office, as to the structure of the meeting.

## ● Allied Meetings

### o CVMA Leadership Conferences

As of 2007, the CVMA Leadership Conference is now held two times a year and participation by active CACVT members in these forums is strongly urged. Informing the CVMA of intent to participate is necessary by either contacting the CVMA directly, or informing the CACVT Office. Information about these conferences will come directly from CVMA (CACVT is not involved in the planning).

The President-elect (in the spring) and the President (in the fall) will represent the CACVT as an Ex-officio (non-voting) member on the CVMA Board of Directors. If the President is unable to attend, the Vice President, Secretary, Treasurer, or Office Executive Director will attend.

Meetings (it is no longer associated with the annual CVMA Convention in September):

1. Spring: April or May – Usually meets in Vail or close mountain resort area
2. Fall: October – Usually meets in the Denver Metro area.

The following is a list of the CVMA Committees that veterinary technicians are welcome to attend. Ideally, at least one person will be present at each committee to represent the technicians and report back to the Executive Board.

1. Advocacy and Outreach.
2. Animal Issues.
3. Education
4. Internal Affairs.

### o Colorado State Board of Veterinary Medicine

#### ■ CACVT Attendance

Attending a meeting of the State Board of Veterinary Medicine is beneficial and encouraged for people to understand how veterinarians are governed and how technicians can assist in this role. Continuing Education credits are provided by CACVT to CVTs who attend (see chapter 2 for details).

It is highly recommended that all CACVT leadership attend at least one meeting. It is mandatory for the Executive Board members to attend as many of the governing decisions for CACVT are based on outcomes of these meetings. See the calendar on the CACVT Web site for meeting times and details.

#### ■ General Information

##### **What is the Colorado State Board of Veterinary Medicine?**

The State Board is like the “Consumer Protection Agency” assuring the standard of care is given to all animals. The state of Colorado, through the Department of Regulatory Agencies (DORA), regulates and licenses veterinarians. It is a government agency, funded by licensing fees and state taxes.

##### **What does the State Board do?**

1. Handles complaints.
2. Enforces the Practice Act which is the law governing the practice of veterinary medicine.
3. Maintains continuing education requirements for veterinarians.
4. Governs license renewals and issuing of licenses to veterinarians.

When a formal complaint is filed against someone, the state office notifies the person in question, requests records and case files, and begins the investigation. The board members review and discuss these cases every two months. The Practice Act is the basis for their final decisions. Fines may be issued, letters of recommendation or concern may be sent, licenses may be revoked, or individuals practicing veterinary medicine without a license may be asked to “cease and desist.”

##### **Who is the State Board?**

The State Board currently consists of five veterinarians and two non-veterinarians, who are appointed by the Governor. It is their responsibility to assure that the practice act is followed. The Board is completely separate from the Colorado Veterinary Medical Association (CVMA), the Denver Area Veterinary Medical Society (DAVMS), the State Veterinary Office, and the Colorado Association of Certified Veterinary Technicians (CACVT). The government runs this board, which is designed to make sure the consumer receives quality veterinary medicine from licensed veterinarians.

### **How does the State Board affect veterinary technicians?**

In the Practice Act is the definition of a veterinary technician and how technicians are under the direct, on the premise, supervision of a licensed veterinarian. The Practice Act was recently up for its ten-year review. DORA, the State Board, and the CVMA reviewed the laws, made recommendations, appeared at legislative and senate hearings, and offered testimonies. This continued for about a year until it was given to the Governor and signed into law. The Practice Act does affect you, the technician. It is in your, and your veterinarian's, best interest to have a general understanding of the laws that affect veterinary medicine. The Practice Act may be downloaded off the Colorado State web site: [www.dora.state.co.us/veterinarians](http://www.dora.state.co.us/veterinarians).

### **How can the chance of having a complaint filed against a veterinarian be decreased?**

By communicating effectively and offering quality medicine to all clients, the chance of a complaint will be minimized. **Records are the key!** All information (including conversations both in person and on the phone) need to be recorded in legible, chronological order with dates and initials. Accurate records will make or break a case. All physical exams, treatments, recommendations (including the ones declined by the owners), laboratory work, type of anesthesia, and any other details important to the case need to be recorded.

## ■ General Meeting Attendance

### **Are these meetings open to the Public?**

Yes, State Board meetings are open to the public. The CACVT Continuing Education Committee approved the attendance of State Board meetings as Continuing Education (supportive credits). Sitting in on a State Board meeting is very educational and only requires a few hours!

### **Location and Agenda**

Veterinary State Board meetings are usually held on the second Thursday of every other month. They meet in room 1380 (or one close by) in the Denver Post Building located at 1560 Broadway in Denver. They will have a sign outside of the room. The meetings start at 8 or 8:30 AM.

Check the agenda for exact date, time, and room number: [www.dora.state.co.us/veterinarians](http://www.dora.state.co.us/veterinarians)

### **Etiquette**

Dress is business or business casual. Remember, you are judged on your appearance so look professional.

If you are running late, you may enter at any time, just respect that the meeting has already started. You are welcome to stay as long as you want. They usually take a short break mid morning, and then break for lunch between 12 and 12:30 PM. You can leave at this time or stay for the entire meeting. They do have an executive session in the afternoon that is closed to the public. The CACVT offers CVTs 1 supportive CE credit for every hour attended.

You are not allowed to talk or give any kind of input during the meeting. The reason why you are there is to observe how the State Board analyzes complaints and looks at records.

The information you will hear is public, but you're getting it first. Once rulings are made, it's up to the State Board to inform the respective parties. Thus it's not appropriate to be talking about specific people outside of the meeting. Please give them professional courtesy by respecting their situation. It's ok if you want to discuss the general case and how it could have been handled better, or what you could have done in that situation, but the people should remain anonymous. Thank you for your consideration.

## ■ Practice Act

A copy of the Practice Act and Rules and Regulations can be found at [www.dora.state.co.us/veterinarians](http://www.dora.state.co.us/veterinarians). Click on "statute" on the left hand column.