

A DIRECTOR'S GUIDE

In the Boardroom

How Board Meetings Work—and How to Be an Effective Director

The arc of a meeting, the mechanics of motions and votes, and the habits that make a director valuable in the room

The Arc of a Board Meeting

Most meetings follow the same dependable sequence

- 1 Call to order & quorum**

The chair opens on time and confirms enough directors are present to act.
- 2 Approve the consent agenda**

Routine items—minutes, prior actions—are approved together unless one is pulled.
- 3 Management & committee reports**

The board receives updates and asks questions before any decisions.
- 4 Old & new business**

Pending and fresh items are raised, discussed, and put to a vote as motions.
- 5 Executive session**

Directors meet without management present for sensitive matters.
- 6 Adjourn**

Once business is done, the chair closes the meeting; minutes capture the record.

The Four Kinds of Motions

A motion is a proposal the board acts on—and the outcome becomes the record

01

Main

Introduces new business or proposes a specific action or decision.

Lowest precedence

02

Subsidiary

Changes how a main motion is handled—amend, refer, postpone, limit debate.

Acted on first

03

Privileged

Urgent matters unrelated to business—adjourn, recess, a point of personal privilege.

Highest precedence

04

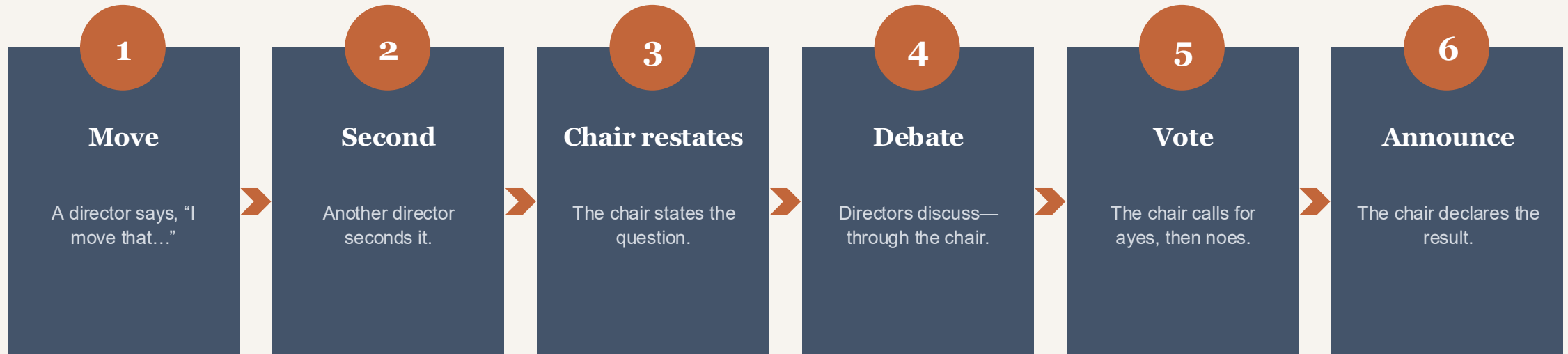
Incidental

Procedural questions—point of order, appeal, withdraw, suspend the rules.

Decided at once

The Life of a Motion

Six steps move an idea to an official board action



Quorum first, majority to pass. A motion needs a quorum present to be taken up, and—unless a rule requires more—a simple majority to carry.

The Motions You'll Use Most

What to say—and whether it can be interrupted, seconded, debated, amended, or voted

In order to...	You say...	Interrupt?	Second?	Debate?	Amend?	Vote?
Introduce business	<i>"I move that..."</i>	No	Yes	Yes	Yes	Majority
Change a motion	<i>"I move to amend..."</i>	No	Yes	Yes	Yes	Majority
Send to committee	<i>"I move to refer..."</i>	No	Yes	Yes	Yes	Majority
Postpone an item	<i>"I move to postpone..."</i>	No	Yes	Yes	Yes	Majority
End debate	<i>"I move the previous question."</i>	No	Yes	No	No	2/3
Raise a rules breach	<i>"Point of order."</i>	Yes	No	No	No	Chair rules

Voting, Quorum & Conflicts

How votes are taken—and when a director must step aside

HOW VOTES ARE TAKEN

- **Voice or show of hands.** The common, quick methods for routine matters.
- **Roll call or ballot.** Used when a record—or secrecy—matters.
- **General consent.** “Without objection,” the chair moves uncontested items.
- **Majority carries.** Most motions pass on a simple majority of those voting.

CONFLICTS & ABSTENTION

- **Recuse on personal interest.** A director generally may not vote where they have a direct personal or financial stake.
- **Disclose first.** Surface the conflict, then step out of the discussion and the vote.
- **Abstaining isn't neutral.** In many bodies, an abstention effectively goes with the majority.
- **Quorum throughout.** Action taken without a quorum is not valid.

The Chair's Role

The chair facilitates—guiding the meeting without dominating it

Start on time, confirm quorum

Call the meeting to order and verify enough directors are present to act.

Facilitate fair discussion

Give everyone a fair chance to speak; manage time and prevent interruptions.

Handle the motions

Introduce motions, guide debate and amendment, and put questions to a vote.

Close cleanly

Adjourn when business is done; let the board's decision be the final word.

Before, During & After

Most of a director's value is created around the table, not just at it

BEFORE

- Read the board book—don't skim.
- Check for conflicts and flag them early.
- Come with two or three sharp questions.
- Call the chair or GC about anything unclear.

DURING

- Be present—engaged, not on email.
- Ask, probe, and listen more than you talk.
- Stay in oversight; don't manage.
- Ask that any dissent be recorded.

AFTER

- Confirm the minutes reflect what happened.
- Follow up on your action items.
- Keep deliberations confidential.
- Read the materials for next time early.

TO TAKE AWAY

Five Habits of a Valued Director

If you remember nothing else from this guide

1

Prepare

Walk in having read everything and ready to engage.

2

Ask

Good questions are a director's most powerful tool.

3

Listen

Hear management and fellow directors before deciding.

4

Decide

Vote your honest judgment—and step aside when conflicted.

5

Protect

Guard the board's confidences and the company's interests.

Firm Lawyers

Matthew Boyden

is a trial lawyer and former federal prosecutor with more than thirty-five years of experience. He represents companies and executives in high-stakes criminal, civil, regulatory, and governance matters. He is regularly engaged where litigation risk, regulatory scrutiny, and institutional exposure intersect. Matthew's practice includes federal criminal defense, complex civil litigation, internal investigations, and board-level advisory work. He has represented clients in matters involving securities fraud, sanctions and trade controls, anti-corruption, anti-money laundering, and financial misconduct, as well as parallel civil and regulatory proceedings.

Larry Finder

is a trial lawyer and former United States Attorney with more than four decades of experience handling complex criminal, civil, and regulatory matters of national significance. He represents individuals, corporations, and boards confronting serious legal, institutional, and reputational risk. He joined the U.S. Department of Justice, serving in increasingly senior leadership roles, including Chief of the Criminal Division and First Assistant U.S. Attorney, before being appointed United States Attorney for the Southern District of Texas in 1993.

Ryan McConnell

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