

A Glossary of Committee and Meeting Terms



Hull CVS
'community and voluntary services'



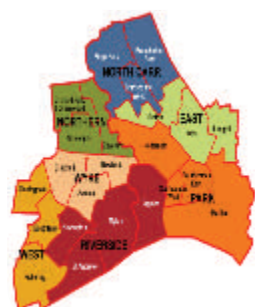
Meetings and committees are surrounded by a whole language of strange terms and acronyms. Some terms are quite clear to understand but some are not at all obvious and are even used in inaccurate and misleading ways. Some have formal or legal meanings that are not commonly understood.



Sometimes new committee members can feel intimidated and excluded if the committee they have joined is laden with too much meetings jargon.



This factsheet sets out to clarify some of the more common terms and phrases, and to perhaps set the record straight on a few.



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Abstain/abstention	Committee members may decide they don't want to vote for or against something. An abstention is a vote and should be counted e.g. x voted "for", y voted "against" and # "abstained".
Accountability	Answerable to e.g. the membership/ funders/ the public etc.
Action point	A decision may mean someone has to go and do something. This would be recorded in the minutes as an action point.
Adjourn/adjournment	A meeting is adjourned rather than closed if the business is not completed and the intention is to continue it later.
Advisory group	An informal group with a role of advising e.g. a project run by an organisation. It may look and act like a committee but is unlikely to be constituted or accountable.
Agenda	The list of items to be dealt with at a meeting.
Agenda item	One of the things on the list of items to be dealt with at a meeting.
AGM	Annual General Meeting - the governing document of an organisation will say whether or not an AGM has to be held, and should set out the rules the organisation has to follow for its AGM. See also General Meeting.
Amend/amendment	Making a change to the minutes (or other document). Amendments to minutes should be made at the next meeting and the amendment should be recorded in the minutes of that meeting. Some amendments (e.g. of the governing document) will be subject to rules or even law (e.g. Charity or Company law).
AOB	Any Other Business - sometimes "of an urgent nature" is added. Items not on the agenda may be brought up at the meeting - but they should only be urgent things that couldn't be put on the agenda in time for a good reason. They should be brought to the Chair's attention at the start to allow time.
Apologies	If any member can't attend a committee meeting they should formally apologise in advance. Some organisations have rules about committee members being removed if they fail to attend and don't send apologies.
Appointment	Committee members are appointed. They might be appointed by being elected by the members, by co-option by the committee or by any other rules given in the governing document.
Approval	Some things have already happened and are brought to the committee for its approval.
Attend	Attendance at meetings is a requirement on all committee members and is a legal duty on Company Directors.
Ballot	Secret vote.



Board	Another word for committee.
By-Law	Extra rules e.g. for Companies, or clauses in governing documents.
Casting vote	If the governing document says so, the chair may have a "casting vote" in the event of a tie - i.e. if there is a vote and it is exactly equal, the chair may vote a second time. But if the governing document doesn't allow this, then the chair does not have a casting vote.
Caucus	Legally it means a closed committee e.g. in legislative bodies. Informally it refers to a small number of members of a committee who get together and decide to pursue a particular interest or line in the main committee so that they undermine or subvert the committee. They should not do this, they should say all they have to say in the committee.
CEO	Chief Executive Officer - the senior employee of an organisation.
Clear days	Applies to notice of meetings - e.g. if a letter is posted on Monday advising of a meeting on Friday, it gives 3 <i>clear days</i> notice (i.e. Tuesday, Wednesday and Thursday). Governing documents will say what notice must be given.
Close	Once everything on the agenda has been dealt with, the chair should formally close the meeting so that everyone knows it is over and no more business can be done. See also <i>adjourn</i> .
Closed meeting	A meeting at which only those eligible to attend (for instance, the committee members) can be present – i.e. no guests, observers etc.
Conflict of interest	Where a member of a committee has personal interests i.e. something to lose or gain, that might prevent her/him from acting objectively as a committee member. An example might be if the committee member runs a business providing a product or service that the organisation wants to buy. Conflicts of Interest should be declared and managed. See also Duality of Interest.
Consensus	General agreement or a general opinion.
Convene	To call a meeting.
Defer	Put off. A decision might be deferred if for example, not enough information is available, or someone raises a point that hadn't been thought of. It is deferred to the next meeting or another meeting in the future.
Delegate	To pass on a task or responsibility. Members of a governing body cannot generally delegate their responsibilities (decisions), although they can delegate tasks and implementation of their decisions. If they want to delegate any powers or duties or functions to sub committees or to employees, authority to do so must be in the governing document. It may need to be amended to allow delegation.

Director	A Company director is someone who is on the board of a Company (if a charitable company they are also a trustee). In voluntary organisations, the Director is often the job title of the senior member of staff (see also CEO), but they are not voting members of the governing body.
Duality of interest	Where a committee member has loyalties to other organisations that conflict with her/his duty to act in the best interests of the organisation or its beneficiaries. An example would be if a committee member was also on the committee of another organisation and both organisations intended to bid for the same contract. Duality of interest should be declared and managed in the same way as Conflicts of Interest.
Duties	Members of governing bodies have various duties, or legal obligations. These include statutory duties (e.g. obligations as charity trustees or company directors) which come from legislation, and contractual duties that come from the obligations that they take on when entering into various contracts such as employment contracts for staff.
Duty of care	Company and IPS directors and trustees have a Duty of Care, i.e. they are required by company law to act carefully and responsibly.
EGM	Extraordinary General Meeting. EGMs might be called for special business that arises in between AGMs - e.g. amending the governing document/ closing the organisation/ making a decision on something outside the existing powers of the committee etc. See also <i>General Meeting</i> and <i>Special General Meeting</i> .
Election	A method of appointing members e.g. of the committee, generally used in organisations with a membership. Subject to the rules of the organisation.
Ex officio	Someone who sits on a committee or attends a meeting because of their office or role - e.g. the senior employee. It needs to be very clear whether this person is a member and can vote, or is only an advisor or observer.
Execute	In constitutions <i>execute</i> means to put into action.
Facilitate	A less formal way of leading a meeting or discussion than Chairing.
Fiduciary	Means "In Good Faith". Company Law places a <i>fiduciary duty</i> on company and IPS directors, which means that everything must be done in good faith and for the benefit of the company and for a proper purpose – i.e. not for personal gain or for the benefit of another body. Fiduciary duty is similar to but narrower than the <i>Duty of Trust</i> that Charity and Trust law places on Trustees.
For information	Items may be brought to a committee just for information, and need no decisions.



For the record	Items may be brought to a committee only because they need to be recorded in the minutes - e.g. a committee might all be fully aware of a funding application that has been successful, but the news is brought to a committee meeting so that the committee can record the fact in the minutes.
General meeting	A meeting of the membership of the organisation. An organisation with a membership will probably have to hold a <i>general meeting</i> at least once a year (Annual General Meeting). General meetings are meetings of all the members, not just the committee. If other General Meetings are held in between, they may be called Extraordinary or Special General Meetings. Rules for calling and holding General Meetings should be set out in the Governing Document.
Governing document	The rules of an organisation e.g. Constitution, Memorandum & Articles of Association, Trust Deed etc.
In Absentia	In their absence.
In attendance	People who are present at a meeting but are not members of the committee or body that is meeting and have no voting rights - e.g. guest speakers/ advisors/ staff of an organisation at a committee meeting.
Incorporated	Organisations that are incorporated (usually companies) have an identity in law, like a person. Incorporation gives <i>some</i> protection to the committee members from some liabilities that may arise.
Inquorate	Not enough members present according to the rules, to make a valid decision. Some Governing Documents may set out the rules for what to do if a meeting is inquorate.
Liability	Being held legally responsible for something. E.g. if you sign a lease, you are liable to pay the rent. Liabilities are problems when they arise from a breach of a duty – e.g. the committee didn't check that there was enough money to pay the rent before signing the lease, so they may be in breach of their duty and could be held personally liable for the costs.
Matters arising	At each meeting, the minutes of the previous meeting should be gone through, and any <i>matters arising</i> from them dealt with - this should only be minor things like checking an action took place. Any bigger issues that need further discussion or a decision should be on the agenda.
Memorandum & Articles of Association	The governing document of companies.
Minutes	The agreed and legal record of a meeting.
Motion	The proposal on any matter of business requiring a decision. E.g. funding might be the matter of business, someone <i>proposes</i> making an application to the Big Lottery Fund, a <i>motion</i> to make an application is put to the meeting who decide yes or no.

Move	To put forward a motion. Some people will say “I move that”
Notice	The amount of notice that must be given e.g. for meetings, should be set out in the Governing Document or in some extra rules such as standing orders.
Officers	People on a committee with a named role e.g. Chair, Secretary, Treasurer. There may be other officers e.g. Vice Chair, Fundraiser etc.
On the nod	Things may be agreed without a formal vote - everyone just nods their approval. The minutes should still record the fact that the committee agreed or approved it – e.g. “It was agreed that...”
Open meeting	A meeting that is open to anyone to attend. See also <i>closed meeting</i> .
Order of business	The Agenda. The agenda should be followed in order.
Present	All the members who are <i>present and entitled to vote</i> should be listed in the minutes. NB people who are not members of the committee but are at the meeting should <i>not</i> be listed as present, but as <i>in attendance</i> .
Present and voting	A simple method of counting votes – you simply count the number of votes cast. There are other more complicated ways of counting votes taking account of members who don't vote, and members not present. The rules for voting will be set out in the governing document or in by laws or standing orders, and must be followed.
Poll	A counted vote (as opposed to a consensus). Common Law gives every member the right to demand a poll unless the Governing Document removes or restricts this right.
Postal vote	It is only possible for members to make postal votes if the Governing Document explicitly allows it.
Proceedings	A published record (e.g. minutes if they are published).
Proposer/Seconder	Some items need to be formally proposed by someone who is eligible to vote at the meeting. Commonly nominations at AGMs.
Proxy	The person appointed to represent someone who cannot attend. But this is only possible if the Governing Document says it is. Commonly <i>proxy</i> refers to proxy voting.
Quorum/Quorate	The minimum number of voting members that must be present for a decision or vote to be valid or legal.
Ratify/ratification	To confirm a decision, or agree or assent to something - e.g. a sub group may draft a policy for the organisation, but it will need to be ratified by the main committee.



Reconvene	If a meeting is adjourned for any reason, it is re-convened i.e. another meeting is organised to carry on the unfinished business (but not to deal with any new business).
Resolution	Any matter of business that has been agreed. <i>Resolution</i> also refers to certain formal matters of business to be put forward at the Company AGM, and which are subject to rules under Company Law.
SGM	Special General Meeting - see General Meeting.
Shall	In governing documents etc, "shall" means "must".
Show of hands	A method of voting - people put their hands up.
Standing orders	The Governing Document may state that the members or the governing body have the power to create Standing Orders. These are extra rules going into more detail than the Governing Document, generally relating to the way committees proceed. Not all organisations have any.
Steering group	A group that exists to set up something new or to steer an activity or project. Generally informal and will have Terms of Reference rather than a Governing Document.
Sub committee	Governing Documents will set out whether or not a committee may delegate powers and decision making to sub groups, and what rules apply. If the Governing Document does not give this power, then committees cannot delegate. Companies have to follow Company Law in setting up and running sub groups. See also Working Group.
Supporting papers	Written information e.g. reports etc, that support an item on an agenda.
Terms of Reference	The rules for example of a Sub Group. Often also used to refer to rules of other informal committees such as steering groups etc.
Through the chair	A very formal way of conducting discussions in committees. Each member of makes his or her point "through the chair" and speaks to the chair rather than to other members. The chair may control strictly who speaks and in what order. Can be useful to ensure that discussions don't get out of control and to prevent arguments from disrupting the meeting, and in large meetings like AGMs can be the most practical way of taking comments. But it can stifle debate and prevent people from contributing. In most voluntary and community groups this style is excessively formal.
Trustee	Anyone who holds property or money on behalf of a beneficiary. Commonly refers to a committee member of a Charity (including a charitable company). Trustees have their duties laid out by Trust Law and Charity Law. Committee members of many small groups are probably trustees if the group has money for instance.



Ultra Vires	"Beyond the power" - i.e. a committee that acts outside its powers, or a committee member acting without authority from the committee. Acting beyond powers as a committee or individually may incur liabilities as a committee or individually.
Unanimous	Everybody votes for it.
Unincorporated	Refers to an organisation that is not incorporated, such as an association. Members of an unincorporated organisation, or its committee, share in the responsibilities and liabilities of the organisation.
Valid/invalid	A meeting or a decision at a meeting may be valid (if the meeting was held correctly) or invalid if not - e.g. if invalid, the people who made the decision may be held personally liable for their decision and might have to pay back money
Vote	A formal method of deciding something. Generally votes are taken in person e.g. by a show of hands. The governing document will set out the rules for voting and how votes should be counted.
Working group	A committee may appoint a working group to go away and do tasks e.g. planning and event, writing a policy or funding application, which would take up too much time in the main committee. Working groups are not formal groups, and should not be given any decision making powers but should bring everything back to the committee for decisions.

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