
DONS TRUST BOARD GUIDELINES FOR E-MAIL VOTES

Background

The DT Constitution provides for the DTB to pass resolutions through a majority vote at DTB meetings or by written resolutions signed by all DTB members. Given that the DTB meets only monthly, and given the weight of business to be transacted, it was agreed at the DTB workshop on 08-Jan-06 that relatively uncontroversial issues could be voted via e-mail. The following guidelines for e-mail votes were agreed at a DT Board meeting on 13-Feb-06.

It needs to be clear how e-mail voting will operate. E-mail voting also needs to be consistent with the DT's rules. The guidelines below address both of these points.

In general, the guidance is to reserve e-mail voting for issues which do not need to be discussed face to face at DTB meetings, and to allow a reasonable amount of time for consideration before an issue is put to a vote. These are guidelines, however, rather than rules. There may be circumstances when the time available does not permit the guidelines to be followed rigidly.

Guidelines

1. Issues to be voted via e-mail should normally be relatively uncontroversial matters or matters that have already been discussed at DTB meetings and do not need further discussion face to face. If in doubt on the suitability of an issue for e-mail decision, DTB members should consult the Chair.
2. DTB members should be consulted on an issue before it is put to a vote. The person proposing the issue ("the proposer") should e-mail the Board, requesting comments on a proposed motion and giving a period for response - e.g. four days (not all DTB members check e-mails every day) - after which the motion would be put to an e-mail vote. The heading of the e-mail asking for views would be "[Issue] – for comment by [date]". The draft of the motion would be set out in the e-mail (e.g. "To approve the paper entitled [Title]") and any supporting papers attached to the e-mail. If there were any proposed restrictions on voting (i.e. to exclude DTB members with a conflict of interest), then this would need to be stated in the e-mail. If there is any doubt about how an issue should be proposed, or motion worded, the Secretary should be consulted beforehand.
3. DTB members would then respond - or not - to the request for comments. As well as commenting on the substantive issue, they might comment on whether they consider the issue suitable for an e-mail vote, whether the period given for comments is adequate, whether the wording of the motion is appropriate and whether any proposed restrictions on voting are justified. Comments would normally be copied to all DTB members, plus the Secretary.
4. Although there is no obligation for DTB members to provide comments, the proposer should consider whether there are individual DTB members with relevant expertise whose input should be specifically requested (e.g. the Treasurer's views on any financial implications).
5. Once the deadline for comments has passed, and comments incorporated as appropriate¹, then the proposer would send an e-mail requesting an e-mail vote. Again, a reasonable deadline for voting would be set and this would be reflected in the e-mail heading (e.g. "[Issue] – e-mail vote required by [date]"). Even if there were restrictions on voting, all members of the DTB (as well as the Secretary) would be sent the e-mail (but any restrictions on voting would be stated). The proposer may indicate his/her own vote as part of the e-mail but is not obliged to do so.
6. There is no requirement that motions be seconded before they are put to an e-mail vote. This will be covered as part of the ratification process (see below). However, since the Secretary is not a DTB member, any motions proposed by the Secretary should be supported by a DTB member before they are put to an e-mail vote.

¹ There is no obligation to incorporate comments that the proposer does not agree with. Of course, this makes the prospect of obtaining a majority vote less likely than if views are taken into account.

7. DTB members would then reply to the e-mail within the stated deadline (copying all DTB members and the Secretary) indicating their vote. Votes need to be clear – “for”, “against” or “abstain” – and there should be no provisos amending the motion. (If the motion needs to be amended, then it should be withdrawn and re-presented).
8. An e-mail motion will only be carried if it is passed by the majority of DTB members (and not just the majority of votes cast). Since this process is for uncontroversial issues, the Chair should not have a casting vote. A hung vote would await the subsequent DTB meeting to be decided.
9. The Secretary will record the votes and declare whether a resolution has been passed or not. If this is apparent before the deadline for voting, then the Secretary may declare the outcome as soon as it is clear. If a motion has not been carried because not enough DTB members have responded within the deadline, then the proposer may extend the deadline for voting.
10. Once a motion is declared by the Secretary, it may be actioned with immediate effect.
11. Motions passed via e-mail will be ratified at the DTB meeting following the conclusion of the vote. The purpose of ratification is to formalise, within the DT Constitution, the decision that has been taken. It should not be used as an opportunity to reverse decisions that have been made via an e-mail voting process consistent with these guidelines. Otherwise, e-mail voting will cease to be a reliable process for making decisions. Ratification will work as set out below.
12. The Secretary will circulate, with the agenda for a DTB meeting, a paper listing the resolutions that have been voted on via e-mail, together with the voting results (see sample below). These will be read out at the meeting, for the record, together with the results of any e-mail votes concluded subsequent to distribution of the papers. No discussion of these items should be required.

Proposer: [Name]		Deadline: [Date]	
Text of motion: “[Insert text of motion].”			
<u>Votes for:</u> [Names]	<u>Votes against:</u> [Names]	<u>Abstentions:</u> [Names]	<u>Nil returns:</u> [Names]
Outcome: [State outcome]		Attached paper(s): Board Paper [Ref]	

13. The Chair will propose a motion to ratify all decisions that have been made via e-mail, as read out by the Secretary. This will then be seconded and voted upon. Recognising that attendees may not coincide entirely with the people who voted by e-mail, collective responsibility dictates that DTB members should vote in favour of ratification. If, for reasons of collective responsibility, a DTB member votes in favour of ratifying a decision they are opposed to, they may ask for this to be recorded in the minutes.
14. These guidelines will be reviewed from time to time. In particular, it cannot be taken for granted that all future DTB members will have regular access to e-mail.

Mark Davis
05-Feb-06