

MEMORANDUM

Date: January 6, 2020
To: Chehalis Basin Board
From: Andrea McNamara Doyle, Director
Re: Chehalis Basin Board Quorum Requirement Change

ISSUE:

At the meeting on January 9, 2020, staff will recommend the Board approve a change to the Board's quorum requirements, from five to four voting members, to minimize the need to cancel or defer actions at regularly scheduled Board meetings due to lack of a quorum.

BACKGROUND:

A quorum is the minimum number of members of a deliberative body who must be present in order to conduct the business of that group. Quorum requirements are typically established in the charter, bylaws, or other governing documents of a deliberative body.

The Chehalis Basin Board's enabling statute does not specify what constitutes a quorum. The Board's handbook, approved by the Board in 2017, set the quorum at five of the seven voting members. It currently reads:

A quorum is five voting members, with a preference that at least two of the ex officio agency members other than Ecology also be present.

The Board's meeting summaries do not reflect any discussion or deliberation by the Board regarding this provision of the handbook.

The Board's handbook separately provides that the Board's decisions be made by consensus whenever possible, and that voting is reserved for those matters where consensus is not able to be reached.

From time to time since its inception, the Board has had difficulty securing the attendance of five voting members. When there have been unexpected illnesses or other last-minute scheduling conflicts, the Board has had to cancel meetings or defer decisions and actions due to lack of a quorum.

ANALYSIS:

The Washington Open Public Meetings Act (OPMA) does not specify the quorum requirement for public bodies such as the Chehalis Basin Board, but it does provide that any final action of the public body must be approved by a majority of the body's voting members.

Traditional parliamentary procedure rules, like Roberts Rules of Order, provide that a quorum should be a simple majority of an organization's voting members unless otherwise specified in the organization's governing documents. According to *Robert's Rules of Order Newly Revised (11th Ed)*, "The requirement for a quorum is protection against totally unrepresentative action in the name of the body by an unduly small number of persons." The rulebook goes on to recommend that a quorum "should approximate the largest number that can be depended on to attend any meeting except in very bad weather or other extremely unfavorable conditions."

Setting a quorum too high makes it difficult to ensure sufficient members will be present to conduct business. Setting a quorum too low could give rise to concerns of unrepresentative actions. Staff recommends that, based on the experience of the Board over the past two and one half years, the quorum be changed from five to four voting members.

If lowering the quorum to four raises concerns about potentially unrepresentative actions, the handbook could require, or include a preference, for the four voting members constituting the quorum to be representative of each of the three different appointing authorities (e.g., Governor, Tribes, Flood Authority). For example, the quorum requirement could read:

A quorum is ~~((five))~~ four voting members, with a preference that at least one voting member is present from each of the governor, tribal, and flood authority appointees, and that at least two of the ex officio agency members other than Ecology also be present.

CONCLUSION:

Staff recommends that the Board approve a change to the handbook that would set the Board's quorum at four voting members instead of five voting members. No changes are recommended to the Board's consensus decision-making process.