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## **Rump Sessions**

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A rump session is described as a meeting before or after the larger meeting.

In associations, a rump session might occur in the parking lot after the board meeting; a few directors hanging back to rehash what was decided.

At other times it is a call between directors to discuss association business. It could be a meet-up at lunch or the bar to talk about the upcoming board agenda.

### **The Scenario**

Directors are anticipating the next board meeting. They received the agenda and supporting documents to study. They've had a thorough orientation about the importance of their governing roles.

As volunteers read the agenda, some might think, "I'll make a quick call to a few directors to ask their opinions, there is no problem in that." It sounds harmless.

Here's what happens. The director picks up the phone for a conversation about one action item in the packet. It's a recommendation for consideration and approval by the board.

It seems like the director is doing his or her due diligence. The call between directors begins innocently, but it easily digresses.

This is the beginning of what can go terribly wrong for leaders, developing into legal and organizational problems. The concerns may include antitrust violations, collusion, discrimination, apparent authority and voting blocks.

Some associations have adopted a policy: "Rump sessions involving the discussion of business matters are to be avoided."

As the conversation moves from a simple question, "What's your perspective on the recommendation," the discussion may expand to other agenda items, even so far as influencing the vote.

Directors should know their authority is limited. They have authority to act from "gavel to gavel," when the meeting is convened until it is adjourned. They do not wear their governing hat in between meetings.

At the rump session, perspectives of other board members might be discussed. “How do you think they will vote?” Directors should not be counting votes and lobbying outside the boardroom.

Directors may mistakenly convince each other they have all the facts. They might make an agreement to vote or suggest calling other directors to influence votes before the board meeting.

Without officers and staff present, there is no agenda nor minutes recorded to protect the directors. Confidentiality has been breached.

Facts and knowledge are missing, replaced by hearsay. Other directors realize what has occurred and feel left out. Distrust infects the board.

Inside the boardroom is the safe place for deliberation. Opinions and votes are to remain confidential.

The board should act as a unified body after meetings. No matter the outcome, directors must support the decisions of the board.

### **Rely on Staff**

The staff, especially the association executive director, is the best source for information. Their answers will be knowledge-based, neutral and watching out for the interests of the board and organization.

Avoid rump sessions that exclude directors, breed distrust, and appear to count the votes before the board meeting.

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Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com). DaVina Lara is the CEO at the Bridge Association of REALTORS® and Bridge MLS located in Berkeley. She has over 26 years of experience in association management. The importance of cutting-edge technology, education, advocacy, and service to community is the center of her organization and keeping her leadership on forefront of the everchanging environment.