

# THE CONSENT AGENDA

## A Tool for Improving Governance

### MEETING CHALLENGES, CHALLENGING MEETINGS

Nonprofit leaders have the daunting task of delivering on their missions — feeding the hungry and healing the sick, educating the young and entertaining the community, preserving the environment and protecting human rights, accrediting professionals and setting industry standards. With an abundance of obstacles and possibilities at every turn, boards need to spend their scarce time wisely.

Board meetings are the ultimate venue for executing the complementary responsibilities of oversight and strategy. Collectively, the board must satisfy legal requirements and provide programmatic, financial, and ethical oversight. As strategists, board members shape the future of the organization. Equally important — but often overlooked — board meetings bring together the governing body that is responsible for the organization's health and sustainability. As allies with the chief executive in pursuit of the mission, board members must be well informed about the opportunities and challenges facing the organization and ensure that the organization has appropriate strategies, plans, and resources to meet them.

As a practical matter, duly-called meetings are the main mechanism through which boards make organizational decisions. Often, meetings are the only time when the board as a whole gets together to execute its governing responsibilities. For these reasons, board meetings are precious times, indeed. More often than not, however, nonprofit board members find themselves in meetings that are filled with the least interesting and least challenging issues. Many board members and chief executives struggle to make board meetings valuable to the organization and the individuals in attendance.

A consent agenda can turn a board meeting into a meeting of the minds around the things that matter most. A consent agenda is a bundle of items that is voted on, without discussion, as a package. It differentiates between routine matters not needing explanation and more complex issues needing examination. While not difficult to use, a consent agenda requires discipline in working through the following seven steps:

1. Set the meeting agenda
2. Distribute materials in advance
3. Read materials in advance
4. Introduce the consent agenda at the meeting
5. Remove (if requested) an item from and accept the consent agenda
6. Approve the consent agenda
7. Document acceptance of the consent agenda

With a consent agenda, what might have taken an hour for the board to review, takes only five minutes. Because it promotes good time management, a consent agenda leaves room for the board to focus on issues of real importance to the organization and its future, such as the organization's image and brand, changing demographics of its constituents, or program opportunities created by new technology. This BoardSource white paper offers guidance on how to use consent agendas to improve board meetings and, in turn, the overall quality of governance.

## WHAT DOES — AND DOES NOT — BELONG ON A CONSENT AGENDA?

In setting the board meeting agenda, the board chair and chief executive recommend what items warrant full board discussion. While their best guess sets the agenda, all board members have an opportunity in the board meeting to “second guess” that preliminary decision and remove items from the consent agenda for discussion.

### COMMONLY FOUND ITEMS

Items commonly found on consent agendas include:

- **Minutes of the previous meeting.** There is no need to read the text of the minutes of a previous board meeting at a current one.
- **Confirmation of a decision that has been discussed previously.** Some decisions may need a final administrative touch before the board can vote on them. After such details are resolved, the board may vote on the item via consent agenda at the next meeting.
- **Chief executive’s report.** To the extent that the chief executive does not have items other than those provided in a written memorandum to the board, the chief executive’s report can be assigned to the consent agenda. However, chief executives who prefer to use a few minutes of the board meeting to draw attention to a particular issue outlined in the memorandum should exclude their report from the consent agenda.
- **Committee reports.** Committee reports often contain important information and sometimes recommendations for board approval or resolution. To the extent that such matters do not need discussion and are supported by written materials provided ahead of the board meeting, they may be better assigned to the consent agenda.
- **Informational materials.** To educate members about the organization, staff provides the board with reports and documents that do not require any action. These might include human resource policies, statistics on compensation levels in similar local organizations, a copy of the IRS Form 990 before it is filed, or a real estate analysis of the local market. However, if these materials relate to discussion items, they should be included as a part of that agenda item rather than placed on the consent agenda.
- **Updated organizational documents.** Organizational documents periodically need to be updated. Rather than waste meeting time, updates — such as typographical errors in a document that requires board approval, new dates or locations for board meetings, changes to the organization’s name or address in legal documents, revisions to the bylaws after changing the title of the chief staff officer — may be added to the consent agenda.
- **Routine.** The board may need to sign standard letters to donors, renew major vendor contracts (whose terms have already been renegotiated), or confirm a conventional action (such as opening a bank account) that requires board approval as stated in the bylaws.



#### Consent agenda tip

To test whether an item should be included in the consent agenda, ask

- ▶ Is this item self-explanatory and uncontroversial? Or, does it contain an issue that warrants board discussion?
- ▶ Is this item “for information only”? Or, is it needed for another meeting agenda issue?
- ▶ Do we need to confirm a previously discussed issue? Or, do we need to continue the discussion?



#### Consent agenda tip

Another way for the board to monitor financial performance — without having financial reports consume every board meeting — is to delegate certain duties to the finance committee, such as working closely with the financial staff and reviewing monthly financial statements in committee meetings. Quarterly financial reports may then be elevated to a special status and discussed thoroughly during full board meetings.

While the finance committee may be charged with monitoring the financial performance, the full board is responsible for the financial health of the organization and should be directly involved in assessing financial matters, especially if the organization is undergoing change.

## INAPPROPRIATE AND QUESTIONABLE ITEMS

Consent agendas should be crafted with care since the items are not discussed by the board. *They should not be used to hide important issues or stifle difficult discussions.* The following items warrant close consideration when determining if they belong on the consent agenda:

- **The board is responsible for hiring an auditor and overseeing that the auditor's recommendations are properly implemented.** The auditor's report is a key financial document and should never become a consent agenda item. Ideally, the full board's consideration of the audit should include an opportunity to discuss the findings with the auditors without any staff present.
- **Financial reports.** On the one hand, if the financial report is uneventful, it may be appropriate to include it on the consent agenda. On the other hand, if it covers important topics, raises questions, or needs emphasis, it may be better handled as a separate item. Needless to say, consideration and approval of the annual budget should never be included in the consent agenda since it represents a major opportunity for the board to understand and discuss management's proposed resource allocations and operating plans. Deciding to put a financial report on the consent agenda may also be influenced by the financial acumen of all members of the board. Boards with only a few financially astute members should exclude financial reports from the consent agenda. This allows for a discussion of the financial reports to educate board members about the organization's financial health, thereby ensuring that they fulfill their fiduciary duties.
- **Executive committee decisions.** Even if an executive committee has authority to act on behalf of the board under certain circumstances, its decisions must still be confirmed by the full board. Executive committee decisions that are routine and procedural are ripe for a consent agenda. If the issue has broader implications — be it an emergency or a major strategic decision — the rest of the board needs to understand the background, rationale, and ramifications. These latter executive committee decisions should not be on the consent agenda; rather, they should be handled as separate discussion items, with the full board receiving appropriate information before confirming the decision.



### Consent agenda tip

While executive committees operate in a myriad of ways, they are ultimately accountable to the full board. Executive committees sometimes overstep their authority and make decisions on behalf of the full board. This may happen when the committee meets regularly and, to save time during board meetings, presents decisions matter-of-factly to the rest of the board for approval. Or, by broadly defining what constitutes an emergency or unusual circumstance, the executive committee may usurp the full board's authority. Involving the board in the final confirmation of executive committee decisions sends a clear message that each board member bears responsibility for the organization.



### Consent agenda tip

To ensure that the board carries out its fiduciary obligations, the chief executive may want to gently remind board members to pay particular attention to items on the consent agenda and encourage them to ask questions in advance of the meeting, especially if their questions are factual. A quick call to the appropriate person — the chief executive, lead staff person, board chair, or someone else — before the meeting can clarify small matters of fact. If their concerns are substantive, they should voice them at the start of the meeting. The item should then be removed from the consent agenda and added to the meeting as a discussion item.

## SEVEN STEPS TO USING A CONSENT AGENDA

Consent agendas offer the opportunity to convert board meetings from boring recitations into active discourses by freeing up scarce meeting time for genuine board discussion of critical issues, emerging opportunities, and forward-looking plans. Chief executives and board members who use consent agendas speak glowingly of their impact on organizational decision making and board-staff solidarity. They appreciate the fact that their limited time is used well and that conversations in the boardroom are productive. The following seven steps outline how to use a consent agenda successfully.

- 1. Set the meeting agenda.** Together, the board chair and the chief executive identify what issues should be at the heart of the meeting and what other items need to be addressed. They then assign routine reports to the consent agenda and create adequate time for more substantive discussions. This challenging but valuable exercise enables the board chair and chief executive to focus the board on organizational priorities.
- 2. Distribute materials in advance.** All items included on the consent agenda must be supported by documents that enable board members to make informed decisions. The chief executive sends materials supporting items on the consent agenda to the board sufficiently in advance of the meeting to permit review. Committees and staff may also have to circulate memoranda summarizing committee actions.
- 3. Read materials in advance.** Preparation is an absolute prerequisite for using a consent agenda. Board members must read materials ahead of the board meeting so that they are prepared to ask questions about items on the consent agenda or to vote their approval. While this may require additional effort from board members, it results in more productive meetings and therefore more satisfied and engaged board members.
- 4. Introduce the consent agenda at the meeting.** The consent agenda is usually listed as the first item on the board meeting agenda (See Appendix: Sample Board Meeting Agenda). The board chair notes the items on the consent agenda and asks if any board member wishes for an item to be removed. This is the final moment for board members to raise their concerns.
- 5. Remove (if requested) an item from and accept the consent agenda.** If a board member has a question, wants to discuss an item, or disagrees with a recommendation, he or she should request that the item be removed from the consent agenda. Without question or argument, the board chair should remove the item from the consent agenda and add it to the meeting agenda for discussion. If a board member needs to abstain from voting on a particular item in the consent agenda, he or **she can make this explicit ahead of time and the item need not be removed.**
- 6. Approve the consent agenda.** If no one requests that an item be removed from the consent agenda, a simple unanimous yes vote is needed. The chair asks the board for a motion to approve the consent agenda in its entirety. After a motion and a second, the chair asks the board for its approval of the consent agenda. The board votes on the consent agenda items as a whole. The vote will, of necessity, be unanimous since any disagreement with an item should have been expressed earlier and the item removed from the consent agenda.
- 7. Document acceptance of the consent agenda.** The minutes, circulated after the meeting, state that the consent agenda was approved unanimously and indicate which, if any, items were removed and addressed separately. All supporting materials should be saved with the agenda to demonstrate the information on which the board based its decision.



### Consent agenda tip

- One way to remind board members that certain items on the consent agenda require board approval, and hence a vote, is to mark them "for approval." This helps distinguish between items on the consent agenda that are informational from those that require board action.
- "Just a quick question" is not an option when using a consent agenda. Either an item is removed and discussed or it stays put. This places the burden of facilitation on the board chair to be disciplined about stopping discussion and removing items from the consent agenda.
- To help the board track decisions, the minutes should itemize specific resolutions included in the consent agenda. For example, the meeting minutes might read: "There being no objections, the consent agenda was moved, seconded, and unanimously approved. The consent agenda included the following resolutions: [approve minutes from Month, Day, Year meeting; approve filing of the IRS Form 990 as presented; etc.]." This helps ensure that the minutes are complete and prevents problems should the attachments become separated at a later date.

## CHALLENGING MEETING PRACTICES

Breaking with tradition. As a meeting management tool, a consent agenda is markedly different from traditional agendas that are highly standardized and structured. Rather than the “old business, new business” approach that emphasizes reports on past performance, a consent agenda energizes board meetings and creates space for deep and forward thinking on the organization’s most important challenges, be it assessing the impact of a particular program, identifying new sources of revenue, or examining the board’s composition. A consent agenda also imposes different expectations on all parties. To be effective, it must be understood and accepted by everyone at the meeting.

Moving to a consent agenda may cause consternation because it requires a change from standard operating procedure and sometimes seems to minimize traditional board responsibilities and rituals. First, some board members (and lawyers) may worry that a consent agenda prevents the board from exercising its fiduciary duties. Nothing could be further from the truth. Used properly, consent agendas facilitate board focus on the things that matter most. A consent agenda is not an excuse to cover up important issues; rather, it is an invitation to explore them deeply.

Second, board meetings are often filled with oral presentations of committee updates as a way to showcase work done by committee chairs and members between meetings. Recognizing valuable work by volunteers encourages their continued participation, but the cost of spending board meeting time on purely symbolic matters is too high a price to pay. Instead, the chief executive and board chair should identify other ways to thank committee members for their hard work.

Collaborating for success. Using a consent agenda requires true collaboration between the board and the chief executive. Both must do their homework in preparing for the meeting, from setting the agenda to providing materials to facilitating discussions. Chief executives rely on board meetings to handle mandatory business and to educate board members about the organization’s programs. Astute executives treat meetings as valuable “kitchen cabinet” gatherings to engage smart, knowledgeable, passionate individuals around the issues that matter most to their organizations. The efficiencies of a consent agenda give executives more time to engage the board in thinking and talking about the organization’s mission, programs, and impact.

Together, the board chair and chief executive need to think strategically about what contributions board members can make to issues facing the organization and how to present matters for their consideration. They need to be clear about the intended purpose of each item not on the consent agenda. It may be approval of a recommendation, guidance and advice, or brainstorming. Such clarity about the purpose of the item reduces the likelihood that board discussion will result in an extraneous task list for the chief executive or micromanagement by the board.

Because a consent agenda frees up meeting time for a different kind of discourse, it requires a different kind of meeting facilitation. The board chair may need to learn tips and techniques for facilitating less structured, more active group discussions.



### Consent agenda tip

Change is demanding. It requires open-mindedness and flexibility from those affected by the change. As with any new organizational process, the decision to adopt a consent agenda should be made thoughtfully and with a solid understanding of the ramifications of the change. The following steps can help the board adopt a consent agenda without major obstacles:

1. Discuss with the board the benefits of a consent agenda and get the board’s support.
2. Create a cheat sheet on how a consent agenda works.
3. Outline criteria for what can and what cannot be included on the consent agenda.
4. Ease into the process. Start with obvious, clear items on the consent agenda.
5. Ask the board how the new meeting structure is working.
6. Fine tune meetings and materials as necessary.

The board chair may need to approach meetings differently — as a focus group, as a debate about the pros and cons of an issue, as a creative idea- generating session, as a time to troubleshoot thorny problems. To make the most of these free-ranging discussions, the board chair will need to exert appropriate discipline without discouraging participation, or the benefits gained from the consent agenda may be lost.

## THE ULTIMATE BENEFIT: BETTER BOARD PERFORMANCE

It's worth repeating: The main purpose of a consent agenda is to liberate board meetings from administrative details, repetitious discussions, and misdirected attention. The main benefit is better governance. Consent agendas allow the board to regularly dig deeper on strategic issues rather than take a superficial pass on a lot of issues. Traditional board meetings often focus on the past, learning about activities and results that occurred since the last meeting. Board members listen, ask for explanations, and seek assurance that staff has thought of everything. This leaves limited opportunity to focus on the future – how the community is changing, what programs will be most valuable, and ways the organization may need to evolve to best fulfill its mission.

The organization benefits from better decisions, more engaged board members, and greater impact when the chief executive and the board operate as strategic allies. The consent agenda removes one of the obstacles — limited time — to engaging the board meaningfully. With a consent agenda, the board is positioned to become an active participant in exploring the opportunities and challenges the organization faces today and in the future because routine business is handled efficiently. Board meetings become filled with open and robust debate around what matters most. Chief executives hear different perspectives about critical issues and in the process they can ensure the board is knowledgeable about, and supportive of, key initiatives. Board members, in turn, feel that their time is well spent; they feel valued and satisfied.

## SAMPLE BOARD MEETING AGENDA

<b>Board of Directors Meeting</b> <b>ABC Organization</b>	
Monday, January 2, 200X 1234 Main Street, Suite 56 City, ST 78910	
<b><u>8:30 a.m. – 9:30 a.m. Full Board Executive Session</u></b>	
• Chief Executive Assessment: Feedback and Approval of the 200X Process	TAB 1
<b><u>9:45 a.m. – 3:00 p.m. Board Meeting</u></b>	
<b>9:45 – 9:50 Welcome and Chair's Remarks</b>	
<b>9:50 – 10:00 Consent Agenda</b>	
• Minutes of the December 1, 200X Meeting	TAB 2
• President's Report	TAB 3
• Planning and Development Task Force Update	TAB 4
<b>10:00 – 2:15 Strategic Discussions: Presentations and Feedback</b>	
10:00 – 11:45 Strategic Plan: Measures of Success	TAB 5
[Noon — Buffet Lunch]	
12:30 – 2:15 New Markets Strategy: Implementation Plan	TAB 6
<b>2:15 – 2:45 Governance Committee: Discussion Items</b>	TAB 7
• Bylaws	
• Board Member Recruitment	
<b>2:45 – 3:00 Closing</b>	