



Improving Your Board Meeting Agenda

By E. Grant MacDonald

Most nonprofit boards meet monthly or quarterly and many of those meetings are “business meetings”, that is meetings with multi-item agendas. The design and construction of board meeting agendas are a surprisingly important element in improving the effectiveness of the board and CEO as a social group and a team charged with oversight, deliberation and decision-making. They are also a relatively easy feature of the board’s work to experiment with and change to suit the needs of one’s organization over time.

Traditionally non-profit boards have employed a standard business meeting agenda, that is, one which focuses on key discussion of items under the traditional headings of “old business” and “new business” (Agenda Example 1). This practice is changing, as there are other options for the format of the agenda that can contribute to more productive and satisfying meetings and that help boards be more intentional in their consideration of the strategic issues facing the organization.

AGENDA EXAMPLE 1 – Traditional Board Meeting Agenda

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BOARD OF DIRECTORS MEETING

Networking and social time

1. Review and acceptance of the agenda
2. Approval of minutes of previous meeting
3. Old business
4. Financial report
5. Committee reports
 - a. Personnel Committee
 - b. Board Recruitment Committee
6. CEO’s report
7. New business
8. Other business
9. Next meeting

One of the challenges of creating a meeting agenda is how to reduce the number of items of business in order to allow more time for reflection and deliberation on important matters. Some of the ideas below will help your board be more creative in structuring its meeting agendas.

- └ Not all board meetings need to be, or ought to be, business meetings, that is meetings with multi-item agendas. More focused meetings or longer retreats can be used for more reflective and deliberative work such as strategic planning, board orientation, mergers or other topics.

- ┆ Agenda items will differ from meeting to meeting if they reflect the key governance topics that are on the board's annual calendar. These will include: board nominations, AGM planning, CEO performance review, board evaluation, approval of the budget, and the review of specific policies.
- ┆ The "CEO's report" does not need to be a separate agenda item if the intent is to have the content of it address key governance or high level issues. In other words, matters contained in the CEO's written report provided in advance ought to contribute to the thinking and discussion of a number of the agenda items.
- ┆ Committee reports also do not need their own agenda category. Indeed, board meetings ought not to *routinely* involve the presentation of a series of reports or committee updates. Even when there are committee reports, boards members are expected to read them in advance and those responsible for presenting should be asked to focus their "report" on their recommendations or board request. Some committee reports, like those that focus on board recruitment are important enough to demand their own place on the agenda.
- ┆ If your organization has a strategic plan, direction or set of goals to which it is committed, then some of the goals should routinely be on the board's agenda. Rather than a broad "strategic plan update" as an agenda item, regularly include on the agenda particular goals from the strategic plan.
- ┆ Consider building some time into the agenda for increasing affiliation and trust amongst directors. This can enhance the board's ability to think together. Connecting at a more personal level with a "check in" at the beginning of meetings can enable individuals to put something on their mind aside and can encourage the group to get into a listening mode.
- ┆ If your board meets monthly, you could consider putting the financial report on the agenda quarterly if your organization's revenue and expense patterns are relatively stable from month-to-month and you have a clear policy on financial management that requires the CEO to notify the board of changes in specific situations.

CONSENT AGENDA ITEMS

Many boards, in order to free up some of the board's time for discussing substantive issues, utilize a **consent agenda**. The consent agenda is a single agenda item, with bullet points to indicate what is contained within it, that includes items that the board would normally approve with little or no comment. Typically the items are approved together with a single motion, seconder and vote.

Typical consent agenda items are routine, procedural decisions, and decisions that are likely to be noncontroversial. Given the points above about financial reports, some boards might even put the financial report under consent items in those months where there is no scheduled review or financial decision to be made (Agenda Example 2). Examples include:

- ┆ Approval of the minutes of previous meeting
- ┆ Final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications
- ┆ Routine matters such as appointments to committees
- ┆ Staff appointments requiring board confirmation
- ┆ Reports provided for information only
- ┆ Compliance certificate (e.g. tax deduction submissions)
- ┆ Correspondence requiring no board action.
- ┆ CEO operational report (routine items)

Figure 2 is an example of what an agenda could look like with three consent items and no old business, new business items

AGENDA EXAMPLE 2 – Traditional Board Meeting Agenda

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AGENDA WITH THREE CONSENT ITEMS AND TIMES

Networking and social time

1. Review and approval of the agenda (5 min)
2. Consent Items (5 min)
 - ┆ Approval of minutes of previous meeting
 - ┆ Approval of Conflict of Interest Policy (Final version)
 - ┆ Committee Appointments
3. **Financial Report (10 min)**
4. **CEO Report (15 min)**
5. **Board Recruitment Committee Report (30 min)**
6. **Fundraising Committee Report (30 min)**
7. Other business (10 min)
 - ┆ Next Meeting

USING DASHBOARD INDICATORS

Finding time for more substantive and strategic focused meetings need not mean that fiduciary oversight suffers. Some not-for-profits have freed up some additional time by using reporting dashboards that provide indicators of key financial, human resource and program information.

Financial management indicators, for example, can include:

- ┆ Days of unrestricted cash on hand
- ┆ Revenue variance from budget – year-to-date
- ┆ Expense variance from budget – year-to-date
- ┆ Fund raising performance - % of goal reached
- ┆ Changes in assets
- ┆ Changes in liabilities

An HR dashboard might employ indicators such as: number of employee evaluations conducted on time, employee turnover and days of vacation time accumulated.

The dashboard items can be included under the consent agenda (Agenda Example 3), or have their own agenda category that could be called key organizational indicators. If an indicator signals a problem then the issue or topic, identified in meeting planning, could itself become a agenda item.

The use of a dashboard requires all board members to understand how the indicators chosen relate to performance.

STRATEGIC AGENDA ITEMS

Organizations operating with a strategic plan should seriously consider incorporating an update and review of those strategies or goals as a central part of their regular meeting agendas. Specific strategic agenda items help the governance team as a whole to keep the organization's goals in front of them.

The idea here is not to make decisions about strategy every meeting but to structure reporting and discussion around existing strategies or goals. Implementing an organizational strategy requires regular attention to progress and often to what indicators to use. The following (Agenda Example 3) is an example of a more strategically focused board agenda, as well as an example of one that employs some consent items.

AGENDA EXAMPLE 3 – Strategic Agenda with Consent Items including CEO Operational Report

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BOARD OF DIRECTORS MEETING

Networking and social time

1. Review and approval of the agenda
 2. Consent Agenda
 - a. Approval of minutes of previous meeting
 - b. Approval of Conflict of Interest Policy (Final version)
 - c. CEO Operational Report
 - d. Committee Appointments
 - e. HR Dashboard Report
 3. **Strategy or goal area 1**
 4. **Strategy or goal area 2**
 5. Financial report (quarterly item)
 6. (Item from Governance Calendar)
 7. Other business
- Next Meeting

Below is an agenda (Agenda Example 4) without consent items but retains a focus on reporting the progress on strategic goals. Two strategic goals are used as an example. The CEO's report is imbedded in this agenda and therefore is not a separate item. It is important to remember that the board may want to see reports that do not need approval or a place on the agenda,

AGENDA EXAMPLE 4 – Strategic Board Meeting Agenda (Without Consent items)

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BOARD OF DIRECTORS MEETING

Networking and social time

1. Review and approval of the agenda
2. Approval of minutes of previous meeting
- 3. Goal: Become best not-for-profit employer in our sector**
- 4. Goal: Track client success 5 years post service**
5. Quarterly Financial Report
6. Review of Board-CEO communication policy
7. Other business

Next Meeting

Board Package: Strategic Goal Updates, CEO Operational Report, Financial Report, Sector Employer Practice Overview Report, draft of employee consultation process, Board-CEO Communication Policy, Board Recruitment: Prospects List, Globe and Mail Article (Link)

OTHER AGENDA ITEMS

Agenda example 5 shows an agenda with two other items added, item (2) declaration of conflict of interest and item (9) an in-camera session.

Conflict of interest declarations, as distinct from a conflict of interest policy, are not part of most board meeting agendas but may be a good practice in membership-based business improvement associations and economic development groups where board members often have a stake in the decisions.

In-camera sessions, that is a portion of the meeting where some people normally present would be expected to step out, is a practice used when confidential matters are to be considered. In-camera sessions should be used sparingly. Good practice suggests that no one who can add to the board's wisdom on a matter should be excluded from discussions, and that in-camera sessions ought not to be employed primarily for the purpose of enabling frank discussion.

AGENDA EXAMPLE 5 – Board Meeting Agenda with Conflict of Interest and In-Camera Session Options

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BOARD OF DIRECTORS MEETING

Networking and social time

1. Review and approval of the agenda
 2. Declaration of Conflicts of Interest
 3. Consent Agenda
 - a. Approval of minutes of previous meeting
 - b. Approval of Conflict of Interest Policy (final version)
 - c. CEO Operational Report
 - d. Committee appointments
 - 4. Strategic or goal area 1**
 - 5. Strategic or goal area 2**
 6. Financial report (quarterly item)
 7. (Item from Governance Calendar)
 8. In-camera session (if needed & motion required)
 9. Other business
- Next meeting

The foregoing discussion of the board business meeting agendas hopefully demonstrates the importance of carefully crafting an agenda and outlines some of the options to be considered. Board meetings with well thought-out agendas will potentially make board meetings more satisfying to board members and more effectively meet their organization's strategic goals. As mentioned at the outset, board meeting agendas are relatively easy to experiment with and their format is a useful board discussion topic, one that underscores the idea that boards are in charge of their own processes.

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