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# The Governing Board's Use of a Consent Agenda

Category:

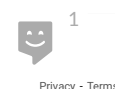
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- During board meetings, do you struggle to get through your agenda or do your meetings go on too long?
- Do you find that you spend most of your meeting time reviewing what has already occurred versus influencing future events?
- Do you duplicate the work of your committees at the full board level?
- Do directors fail to read their packets in preparation for your meetings?
- Are meetings are not as productive as they should be?

If your answer is "yes" to any of these questions, you are a candidate for employing a consent agenda as a means of solving any or all of these problems.

## What is a consent agenda?

The consent agenda is an instrument under Robert's Rules of Order (<https://professionalgrowthsystems.com/systemsprocessesimprovement/roberts-rules-order-keeping-simple/>) that enables the body to consider and approve a grouping of routine items that do



not require board discussion and to take action through a single agenda item. In voting to approve (i.e. consent to) what is on the consent agenda, the board is on record as having approved/accepted or given its blessing to these matters. It has established a record of having met its fiduciary or oversight responsibility (i.e. assure that no harm is done) over a wide range of matters, all of which have already occurred.

What is included in the consent agenda as a matter of usual practice is determined by each governing board and, if successfully employed, usually expands over time. It often includes prior meeting minutes, management, finance and committee reports all of which are included in a packet circulated to directors prior to the meeting. These reports detail the actions taken by management or committees that are within their authority. Recommendations or matters requiring board action (as defined in bylaws or board administrative policies) are separately considered as action items elsewhere on the agenda.

The consent agenda replaces much of what has traditionally been "Reports" or "Old Business" on board agendas.

## Consent Agenda Mechanics

After the board has come to agreement as a matter of policy re. what is to be included on the consent agenda, then management or selected committees would be required to prepare a written report of their activities far enough in advance of a meeting that the reports could be circulated in the board packets. Directors are expected to read the packets in advance and make a judgment as to whether they will approve or accept these actions or take them up for reconsideration as a full board.

In most instances, the reporting body or individual had authority to take the actions, thus, there need be no debate. There may be need for clarifying questions and in rare instances the need to reconsider an action taken by removing from the consent agenda and adding to the agenda for the meeting. For prior meeting minutes, if there is need for corrections, then the minutes would be removed from the consent agenda and taken up as an agenda item. Again, this should be rare. When required, the motion to approve the consent agenda would stipulate that the item needing further consideration would be removed from the consent agenda and adding to the agenda for the meeting as an item for discussion or action.

(<https://professionalgrowthsystems.com/wp->



content/uploads/2017/06/istock\_000004637317XSmall.jpg) Note, the consent agenda replaces verbal presentation of reports at the meeting. The CEO or committee chairs may answer quick, clarifying questions but the written report in the packet is THE REPORT. No time is taken to summarize, defend or explain consent agenda items unless requested by a member. Holding the line between quick, clarifying questions and full-blown discussion of consent agenda items is a facilitation challenge for the chair.

## How the Consent Agenda Improves Performance

First and foremost, the consent agenda frees up the board for discussion of strategic direction, evaluation of programs/products/strategies; i.e. time to control the future vs. reconsider the past. Numerous studies and my own experience with boards have shown that boards struggle to get

through their agenda. "New Business" items, usually left to the end are given inadequate consideration. If as a board, you are not taking the time to control the future, then you are not in control of the organization. It is controlling you.

Adding value to or insuring the soundness of future actions is the highest leverage activity of governance. The past is important for learning purposes, but only if you take the time to carefully consider how to put lessons from the past to work in creating a more prosperous future. The consent agenda is a major tool in getting there.

Secondly, the consent agenda strengthens board discipline and responsibility. Rarely are boards willing to criticize or censure members who fail to read their packets in advance and end up dragging the board through a series of questions that are answered in the packet. Use of a consent agenda puts added pressure on members to read their packets in advance, foregoing unnecessary reconsideration of items included therein. It sets a higher standard for review of the packet prior to the meeting and directors are unwilling to expose their not having done so by undue delay for answering questions and debate.

Thirdly, the consent agenda can strengthen the performance of committees. Many boards abuse committees by re-doing their work at the full board level. This is especially true for finance committees. The full board insists on going through the financial statements in detail and having all of their questions answered rather than relying on the finance committee to unearth any problems that HAVE occurred (after all financial statements reveal only what has already happened) and to bring forth recommendations for any needed changes in board policy. Committees whose work is not honored by the full board quickly lose motivation and their performance/attendance suffers. If trusted to do the board's work in prescribed areas, committees become more responsible and effective.

## Pre-requisites to Implementing a Consent Agenda

Pre-requisites include the following:

- ☑ Is the relationship with the CEO such that there is trust that his/her report is complete and need not be questioned or explained?
- ☑ Does the board have sufficient knowledge of the area to be able to make judgments re. the need for further discussion? For example, if the group has few members who understand passive investments (e.g. stocks & bonds), then simply approving the report of select board experts may derail vital board learning and, for the time being, that committee's report should be left off the consent agenda.
- ☑ Is the board willing to place its faith and trust in a committee to thoroughly review an area and determine the need for change in policy? If not, then the full board will redo its work and there is no point in utilizing the consent agenda in this area.
- ☑ Is management able to deliver to members a thorough packet with required consent agenda reports far enough in advance of the meeting to enable study by members?

## Implementing a Consent Agenda

The mechanics of implementing the consent agenda are as follows:

1. Define appropriate consent agenda items: Consider the following list and decide which items shall be consent agenda items. Revise your board administrative policies to prescribe that this be the procedure for agenda setting and packet preparation. Start with areas for which this question has consensus and after some positive experience with the consent agenda, consider adding to it to take further advantage of this tool to improve board performance.

<b><i>Consent Agenda Candidates</i></b>	<b><i>Non-Candidates</i></b>
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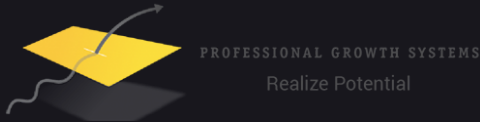


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☑ Prior meetings minutes	☑ Executive Committee actions taken between meetings that fall outside normal authority
☑ Finance Committee report on financial statements	☑ Finance Committee recommended budget
☑ CEO and other management reports	☑ Audit Committee Report
☑ Other committee reports	☑ Action items requiring discussion and approval by full board
☑ Correspondence	

2. Deliver packets prior to meetings: The board should establish a policy and process to assure that board members have their packets prior to meetings. There is a trade-off for the board to consider here. The earlier the packets arrive in director's hands, the more time they have to review and prepare. However, the earlier the packet, the more dated the material. Discuss what is the optimal policy re. number of days for receipt of packet in advance of a meeting (Note: consider a digital packet as a solution to this dilemma). Assure that management has in place a process to assure that internal reports are prepared on time and packets are prepared. The submission of handouts at the meeting itself should be avoided to the extent possible as it tends to erode the working relationship between board and management.
3. Review consent agenda items: The consent agenda should be taken up as the first item on the agenda. The chair reads the list of items and asks if any member wishes to remove an item for further discussion, consideration. If requested by a single member, then the overall agenda is revised to take up the item requested for consideration. If none are requested, then the chair can simply ask for a motion and second to approve the consent agenda. The minutes should reflect that the vote was unanimous. If the vote was not unanimous, then the chair would inquire as to what item needs to be removed from the agenda in order to get a unanimous vote and then proceed accordingly.
4. Recording the consent agenda: Minutes should reflect that the vote was unanimous. The consent agenda items, e.g. reports, should be attached to the minutes so that a record of what was approved is maintained.

It takes a little legwork to set up the Consent Agenda, but once done, the board will find it a valuable tool for making the most out of the members' time together. If you have questions or would like some free coaching with using the tool, contact us (mailto:info@professionalgrowthsystems.com), and we will set up a conversation.



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