

Consent Agenda: A Tool for Better Meetings

05.17.16 | Linda J. Rosenthal, JD



“If you had to identify, in one word, the reason why the human race has not achieved, and never will achieve, its full potential, that word would be ‘meetings.’” – Dave Barry

Nonprofits are great at making the world a better place. Conducting productive board meetings? Not so much.

Of course, this is nothing inherent or unique in the philanthropy sector. Even successful businesses suffer from mediocre-meeting-malady.

The challenge across both sectors is to plan a tightly focused agenda, bolstered by comprehensive information packets sent to all board members well ahead of time.

Consent Agenda

There is an under-used technique to streamline the meeting process that’s simple, straightforward, and entirely consistent with the directors’ duties to exercise due care and diligence in governing the charities they have volunteered to serve.

A “consent agenda” is –

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a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.

This method speeds up the meeting considerably because the Board can approve the entire bundle of matters in one motion and without discussion.

The purpose is to efficiently dispose of as many items as possible so that the bulk of the meeting is reserved for issues that require explanation, discussion, strategic thought, or a decision or action. The consent agenda is handled early in the meeting. It's given an up-or-down vote after allowing any Board member to ask that one or more items be moved to the regular agenda. Of course, this must be done strictly according to a procedure approved in advance by the Board that includes sending all relevant information and documents to Board members well ahead of time.

Consent Agenda Items

Appropriate matters that can and should safely be relegated to the consent agenda bundle are those that: (1) are routine and non-controversial; and (2) don't require discussion or individual deliberation.

Even within the consent agenda, reports and other documents can be grouped together.

Examples of matters that might be appropriate for a consent agenda:

- Approval of Board and committee meeting minutes
- Committee and staff reports
- Updates or background reports provided for information only
- Routine contracts that fall within policies and guidelines.
- Confirmation of documents or items that need no discussion but are required by the bylaws
- Correspondence requiring no action
- Approval of routine expenditures

On the other hand, matters like approving an annual budget or an update to the organization's strategic plan would not be suitable for the consent agenda. 🗳️ If in doubt, leave it out.

The full agenda, including the consent items should be disseminated prior to the board meeting along with copies of reports and back up materials so that board members can do their due diligence prior to voting.

Procedure Set in Advance

The consent agenda should not be used haphazardly or in an ad hoc manner. The Board should craft a comprehensive procedure and policy well ahead of the first use of the consent agenda.

This policy should include general guidelines about what categories of items may be included in the consent agenda and what issues are not appropriate for this short-cut method. From time to time, these guidelines should be reviewed and amended, if necessary.

A consent agenda cannot and should not be used unless all of the relevant information, reports, and backup documents are sent to each Board member (along with the full agenda) in enough time to be reviewed.

At the meeting, itself, typically the person presiding (Chair or President) asks the Directors if there are any requests to remove any item from the consent

agenda (and place it on the regular, full agenda for that meeting.) Even a single director can pull an item out of the “consent agenda” group of items, if that director asserts that discussion (and individual consideration) is needed. The Board then moves to the vote. Generally, the consent agenda is voted on in a single vote, but it may be divided into several, separate items. The meeting continues with consideration of all remaining (full) agenda items.

Conclusion

Depending on the unique situation of each organization, appropriate use of the consent agenda can save a little bit of time or a half hour or so for more in-depth attention on other non-routine items. Consent agendas, of course, should never be used to ramrod through anything other than items that are unusual, controversial, or require discussion and group deliberation.