

July 2019
bob@rchcae.com

The Well-Dressed Board Agenda

Bob Harris, CAE

The focus of a board meeting is the agenda.

An agenda is the list of activities in the order in which they are to be taken up, beginning with the call to order and ending with adjournment. It usually includes specific items of business to be acted. It may, but is not required to, include specific times for one or more activities.

Well Dressed

A well-dressed agenda can achieve so much more. With a few reminders the agenda can address IRS and FTC issues. The mission can be depicted to keep the board focused. Ratification of meeting outcomes can occur, and new business can be removed. The changes are small, but the outcomes are significant.

Here are ways to dress up an agenda. Take it from the top:

Board Altimeter – The graphic in the left corner is a board altimeter. It reminds directors that the board should govern at 50,000 feet, committees work is at 25,000 feet, and staff manage at 10,000 feet.

Welcome, Conflicts and Antitrust – The chair welcomes and introduces guests. The footnotes remind him or her to ask if there are any conflicts of interest (IRS question, “how do you regularly and consistently monitor conflicts of interest”) and reminds to avoid antitrust violations (FTC



Board Meeting Agenda

8:30 – 10:30

Welcome, Conflicts of Interest, Antitrust¹

Approval of Minutes

Acceptance of Financial Report

Consent Agenda²

<u>Strategic Plan Goals</u>	<u>Committee Reports and Actions</u>
A. Education and Training	Conference Committee Proposal Webinars Task Force
B. Advocacy and Gov't Relations	Government Relations PAC Campaign
C. Public Awareness and Marketing	Public Outreach Task Force Website Update Task Force
D. Organization Sustainability	Nominations New Sources of Revenue

Mega Issue!

Unfinished Business

New Business

Ratification

What's Next?

Adjournment

MISSION STATEMENT

“...to advance and protect the profession and consumers through education, advocacy and public awareness.....”

¹ Chief elected officer reminds group about antitrust avoidance (FTC concern), asks if anybody has a conflict with today's agenda (IRS concern), and maintaining confidentiality.

² Reports are distributed 10 days in advance for Directors' review or available on the Board's portal. |

recommends that all trade associations have a measure in place to avoid antitrust violations.)

Approval of the Minutes – Only one official copy of the prior meeting minutes should exist. The approval indicates directors have read and agree the minutes are accurate. Destroy old recordings and notes.

Acceptance of the Financial Report – The financial report is provided in a relatively brief period. Because directors don't have the background information, having delegated responsibility to the treasurer and staff, the preferred motion is to "accept the report as presented," or "accepted for submission pending a final audit." The board does not need to "approve."

Consent Agenda – By a motion of the board to accept the consent agenda, it indicates that the perfunctory reports distributed with the meeting notice were read by directors and need no further action. The challenge is submitting reports in a timely manner for distribution to the board and requiring directors to read them before arriving. On average a consent agenda can save at least an hour and redirect discussions to more substantive issues.

Strategic Goals – Directors have a responsibility to advance the strategic plan, the roadmap for board, committees and staff. Add the strategic goals to the agenda to maintain focus on the core competencies of the organization. As ideas are offered it is appropriate to ask which goal the speaker is addressing. By having the goals and mission on the agenda, the key elements of the strategic plan are integrated into the board meeting.

Mega Issue! – The board chair might add a mega issue to be addressed at each board meeting. Some of the best discussions and outcomes may revolve around a mega issue. This is the time to maximize the expertise of the convened board members for problem solving. The chief elected officer and executive director should agree and prepare for the mega issue discussion.

Unfinished Business – Anything that remains from prior meetings or needs completion before adjournment.

New Business – The worst time to ask for new business is a few minutes before adjournment. Remove the practice from the agenda by asking for new business before the meeting. When distributing the meeting notice and agenda ask directors to submit ideas for new business to the chair or executive director at least a week before the meeting.

Ratification – To affirm that the board has reached consensus on the discussions and decisions, the chair may ask for a motion to ratify the business of the board meeting. In this way all directors are affirming they agree with the decisions of the day and will not be disclosing votes or discontent outside of the meeting.

What's Next? – Before directors scatter, take a minute to recap what can be expected. For instance, information will be distributed, reports are due, and committee meetings are scheduled. Focusing on what's next helps keep the board engaged between meetings.

Adjournment – A motion is made to adjourn if the work is completed or a specific agreed upon time has been reached.

Mission Statement – Keep the mission in front of the board by printing it at the bottom of every agenda. It should frame all discussions and decisions.

Footnotes – Include reminders for the board chair's opening comments in the footnotes, especially policy statements expected by the IRS and FTC, and maintaining confidentiality.

In many organizations the agenda format is the same as decades ago. The most frequent rationale, "We've always done it this way." A well-dressed agenda can improve board meetings and outcomes.

#

Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.