

July 2020
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Build a Smart Agenda

Bob Harris, CAE

“We’ve always done it this way.” It’s a reply to, “How did you design the board agenda?”

An agenda’s purpose is to an efficient board meeting. It is created in partnership by the executive director and chief elected officer.

Essentially it is a list of items that need to be addressed. A frequent problem is getting bogged down, running out of time to complete the work.

Problem Agenda

Many agendas are a composite of a dozen or more reports. They start with reports by officers and senior staff, followed by committee reports, task forces and consultants.

Most the reports are information-only; not requiring action or appropriation by the board. Reports and updates can take the bulk of the meeting time.

Another snag is the approval of minutes or acceptance of the financial report. Both can take conversations into the weeds. You’ll often hear, “I don’t think that’s what I said, can you correct the minutes?” and “Will someone explain to me the \$29.15 line item I see in the financial report?”

Smart Agenda

The smart agenda is a break from how it’s “always been done” in favor of a format that improves governance and outcomes. Discuss a few tweaks to the agenda with the chief elected officer. If they are acceptable, add a few more improvements to eventually make it a smart agenda.

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 everyone to avoid antitrust violations (FTC 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 – A brief financial statement is provided. It reflects only the financial condition as of a given date. 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" nor dive into details if they know there are safeguards, oversight and policies exist.

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. A consent agenda can save an hour, redirecting discussions to more substantive issues. Before approval of the consent agenda be sure to ask if anything needs to be pulled off for further clarification or discussion.

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 motions are offered it is appropriate to ask which goal the speaker is addressing. By having the goals and mission on the agenda, elements of the strategic plan are integrated into the board meeting.

Advocacy	Learning	Membership	Community	Structure
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Board of Directors' Meeting Agenda
Date/Time/Location

Welcome, Conflicts of Interest, Antitrust¹

Approval of Minutes

Acceptance of Financial Report

Consent Agenda²

<u>Strategic Plan Goals</u> ³	<u>Committee Reports and Actions</u>
A. Advocacy and Government Affairs	➤ Government Relations ➤ PAC Campaign
B. Education and Conferences	➤ Conference Committee ➤ Scholarship Proposal
C. Membership Value and Engagement	➤ Benefits Task Force
D. Community and Public Awareness	➤ Social Media Proposal ➤ Public Initiative Campaign
E. Organization Structure and Leadership	➤ Nominations Committee ➤ Audit Report with CPA

Unfinished Business

~~New Business~~⁴

What's Next?⁵

Adjournment

MISSION STATEMENT (example)

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

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

² **Consent**: Information-only reports distributed in advance with agenda for Directors' to review with a motion to accept as distributed.

³ **Goals** from the strategic plan integrated in the meeting agenda and across the header.

⁴ **New Business** removed in favor of asking any new business, ideas, motions be presented to the chair and/or executive director well in advance of the meeting.

⁵ **What's Next**, a recap of expectations, dates, and accountability before adjournment.

Notes: **Mission Statement** included to frame all discussions and decisions. **Goals** included in header to align with the board's strategic plan.

Board Agenda
Feb-Mar, 2011
This agenda is for Board, Finance, and HR/Gen.

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 that new business be

submitted *before* the meeting. When distributing the meeting notice and agenda ask directors to share ideas for new business with the chair or executive director at least a week *before* the meeting.

What's Next? – Before directors depart, 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. Many agendas include time limits next to items so that directors realize if the discussion should be brief or the topic has been allocated significant time to discuss and decide.

Mission Statement – Keep the mission in front of the board by printing it at the top or bottom of the 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.

With more than 1.5 million nonprofit boards in the USA, a smart agenda will save time and improve results.

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

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Strategic Plan Goals³

Committee Reports and Actions

A. Advocacy and Government Affairs

- Government Relations
- PAC Campaign

B. Education and Conferences

- Conference Committee
- Scholarship Proposal

C. Membership Value and Engagement

- Benefits Task Force

D. Community and Public Awareness

- Social Media Proposal
- Public Initiative Campaign

E. Organization Structure and Leadership

- Nominations Committee
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