

Board Fundamentals

Roles and Responsibilities

Table of Contents

Organizational Functions: Governance, Management and Operations	3
Working and Policy Boards	5
Modes of Governance.....	7
Applying the Three Lenses to Board Work.....	11
Governance Roles and Responsibilities.....	12
The Fiduciary Director’s Checklists.....	18
The Strategic Approach to Board Recruitment	20
Sample Board Matrix	22
Board Structure: Committees	24
Committee Terms of Reference Template	27
Annual Board Calendar Example.....	28
Sample Annotated Agenda	30
Consent Agenda	32
Sample Consent Agenda	34
Sample Board Meeting Assessment	35

© 2021

Property of Vantage Point

Not to be reproduced without permission

Acknowledgements: The preparation and delivery of Board Fundamentals: Roles and Responsibilities is a collaborative undertaking. We would especially like to recognize the contributions of Trina Isakson, Denise Baker, Carol Neuman, Maria Turnbull, and Kathleen Lane in the preparation and development of the materials and curriculum.

Organizational Functions: Governance, Management and Operations

Every organization has a set of functions required to keep it running smoothly. They can be categorized into three separate but connected levels: governance, management and operations.

- **Governance** refers to how the board provides leadership and makes decisions. Governance involves providing leadership to the organization and stewarding the organizations assets by setting direction, making policy and strategy decisions, overseeing organizational performance, and ensuring overall accountability.
- **Management** is responsible for ensuring the direction set by the board is carried out. Management enforces policies, creates plans to achieve the strategic goals and reports back to the board on progress towards those goals.
- **Operations** is the day-to-day implementation of the organization's programs and services.

Regardless of the board model an organization works with, the governance functions of the organization are the responsibility of the board. Governance includes being good stewards of the organization (e.g. by providing accountability and oversight) as well as providing leadership to the organization (e.g. by setting the vision, mission and values of the organization)

If an organization does not have the financial or human resources necessary to delegate the management and operational functions, then the board may take on the work of management and operations. But all boards – including working boards – are responsible for fulfilling the governance functions of their organization.

Reflection questions

Is your board clear about its governance role?

How do you ensure that you are able to fulfill your leadership and stewardship responsibilities?

At your organization, is there clarity regarding who fulfills each of these functions? Which of these functions are carried out by your board? Staff? Volunteers?

Working and Policy Boards

A **working board** refers to an organization that has few or no paid staff – so much of the day to day work is done by volunteers and the board members. Almost 70% of the not-for-profits in BC are working boards. While working boards are involved in the day-to-day operations, they still have the responsibility to govern the organization. A common challenge of working boards is finding the time for long-term governance and direction setting.

A **policy, or governance, board** is one where the organization has paid staff and does not require the individual board members to do operational work. The staff carry out the management and operational functions of the organization: for example, by managing the budget, delivering the services, and drawing on volunteer contributions. A governance board focuses more on developing board policies, discussing strategy and the external environment, and monitoring the organization’s key metrics.

Where an organization falls on the spectrum can vary over time. As an organization grows and matures over time, there is a tendency for board to shift towards a governance board. However, a sudden change in circumstances (i.e. the sudden departure of the executive director) may result in the board taking on more management or operational responsibilities for a period of time. A common challenge of governance boards is staying engaged with the work of the organization.

Reflection Questions

Currently, is your board more of a working board or a policy board?
How does this knowledge affect what you talk about at board meetings?

If you are a working board, what strategies do you (or could you) use to make time for governance discussions?

If you are a policy board, how can you stay connected to the work of your organization?

Modes of Governance

Adapted from: Chait, R.P., Ryan, W.P. and Taylor, B.E. (2005). Governance as Leadership. Hoboken: John Wiley & Sons

Great governance happens when the organization can consider issues from three different perspectives: fiduciary, strategic and generative.

	FIDUCIARY	STRATEGIC	GENERATIVE
Function	Legal, operational and oversight duties	Finding pathways to meet goals and fulfill vision	Discovering the ‘whys’ of the organization
Driver	Internal governance policies	SWOT (strength, weakness, opportunity, threat) analysis	Creative and reflective thinking
Assumes the Organization	Is a closed or controllable system	Exists in a complicated external landscape	Needs to understand its place in the broader world to achieve its mission and vision
Board Acts As...	Watchman	Planner	Idea generator
Key Questions	Can we afford it? Is it legal? Are we doing it right?	Is this the best way to achieve our goal? What external factors may influence the outcomes of our strategy?	Have we set the right goals? Are we asking the right questions? Are we relevant?

Tip: Think of the three modes of governing as three different types of conversations that need to happen at the board table. These conversations become tools that help board members feel empowered to make the right types of decisions, harness the collective wisdom of the board, and improve board performance. On the following page, you will find examples of fiduciary, strategic and generative questions you may wish to include in your upcoming meeting agendas.

Sample Fiduciary Questions

- What do we hold in trust, and for whom?
- What are the fiduciary, but non-financial, roles of our board?
- How do we know the organization is fulfilling its mission?
- Does a proposed initiative effectively advance our mission?
- What safeguards do we have in place?
- What are our major risks? What are we doing as a board and an organization to address them?
- Is this right? Will this lead to harm?
- Have we fulfilled our reporting, legal, and financial responsibilities?

What fiduciary questions would it be beneficial for your board to discuss?

Sample Strategic Questions

- What is our plan to achieve that?
- How do we best use our strengths?
- What external factors might affect our organization? What opportunities or threats do these factors create?
- How has our operating environment changed in the last couple of years, and what changes do we expect in the next couple of years?
- How do these changes affect our ability to deliver our mission & vision?
- What are our strategic priorities?

What strategic questions would it be beneficial for your board to discuss?

Sample Generative Questions

- Why do we exist?
- Have we set the right priorities?
- How does this reflect our organizational values and beliefs?
- How does this impact our vision for the future?
- Have we asked the right questions? Are there other perspectives we should be considering?
- What can we learn from this?
- Are we remaining authentic to the mission?
- Who are we really serving?

What generative questions would it be beneficial for your board to discuss?

Applying the Three Lenses to Board Work

Identify at least one fiduciary, one strategic and one generative question for your assigned board discussion:

	Proposed Project	Moving to a Bigger Space	5-Year Plan
Fiduciary Questions			
Strategic Questions			
Generative Questions			

Governance Roles and Responsibilities

The board of directors is a legally recognized group of people who oversee the activities of an organization, make decisions, and are responsible and accountable to members and to their communities. A significant part of a board's responsibility centers on taking care of the organization. In order to do so effectively, the board must also make efforts to take care of itself, so that it can continue to govern effectively.

Responsibility 1: Ensure mission impact

The board ensures the organization has a clear mission and that all organizational activities are in support of that mission. This includes:

- The board ensures the mission, vision, and values statements are clear, concise, and current and relevant to the communities it serves.
- Board members understand and support the organization's mission and vision. Board members understand and support the organization's current priorities, programs/services, and clients/community, and how they each connect to the mission.
- The board periodically reviews the impact of each major program on the mission.
- The board periodically engages in a process to establish strategic, long-term priorities and direction. The process considers changes in the external and internal environments, evolving needs of the community, and emerging opportunities and challenges. It works to include perspectives of diverse communities and/or organizations who have an interest in the organization's mission.
- The board frequently brings forward generative, strategic, and fiduciary questions that focus on the long term for discussion at board meetings.
- The board supports the exploration of new opportunities, collaborations, programming possibilities, and practices to ensure ongoing mission impact.
- The board supports the organizations efforts to engage meaningfully with clients, community partners, and other important stakeholders.

- The board ensures the organization reflects the community it serves and supports awareness of and encourages implementation of structures, policies and practices that support equity, diversity, and inclusion.

How well does your organization fulfill this responsibility? Where is it excelling, and where could it improve?

Responsibility 2: Ensure effective senior leadership

The board ensures effective senior leadership of the organization, but hiring and supporting the most senior staff person (i.e. Executive Director) or by ensuring that management and operational tasks are fulfilled. This includes:

- The board is accountable for the search for, recruitment of, and orientation of the most senior staff person. The board ensures that the recruitment process attracts a diverse pool of candidates.
- The board ensures the most senior staff person has a detailed job description and annual performance objectives. The board annually assesses the performance of the most senior staff person based on these objectives, in a predetermined and fair way that includes input from internal and external stakeholders. If necessary, the board terminates the most senior staff person.
- The board, through a designated board member, provides the most senior staff person with regular and constructive feedback and support.
- The board conducts a regular review of the compensation and expenses of the most senior staff person, and approves their total compensation package.
- The board annually discusses the succession plan for the most senior staff position in the organization, including a plan for temporary leadership in the event of an unplanned and extended absence of the senior staff person.
- The board approves the organization's human resources policies, including commitments to advancing diversity, inclusion, and accessibility.

How well does your organization fulfill this responsibility? Where is it excelling, and where could it improve?

Responsibility 3: Protect and steward the organization’s assets

The board ensures financial and non-financial risks are mitigated. Examples of non-financial risks include risks associated with people, property and reputation. This includes:

- The board regularly receives clear, current, and accurate financial reports. All board members understand how the organization manages its financial resources.
- The board is aware of areas where financial and non-financial risk management policies are required, and approves/reviews those policies on an annual basis. The review includes identification of major strategic and operational risks, and plans to minimize or mitigate these risks.
- The board oversees the organization’s compliance with its governing documents (e.g. constitution, by-laws, people policies, codes of ethics/conduct, equity/accessibility policies, etc.) and all applicable laws and regulations.
- When an independent audit or review is conducted, the board considers and decides on all recommendations made in the auditor’s report.

How well does your organization fulfill this responsibility? Where is it excelling, and where could it improve?

Responsibility 4: Ensure sustainable resources

The board ensures the organization has sufficient resources to carry out its mission.

- The board understands, discusses, and approves the annual operating budget, as well as high level plans related to the engagement of staff and volunteers, in order to ensure effective stewardship and allocation of resources in service of current organizational goals.
- The board understands and supports the various resource development plans of the organization, including fund development, staff/volunteer engagement, and infrastructure planning.
- Board members have clear expectations of their role in resource development, both financial and non-financial.
- Board members promote the organization and their board involvement within their personal and professional networks to help build support and attract resources to the organization.

How well does your organization fulfill this responsibility? Where is it excelling, and where could it improve?

Responsibility 5: Be ambassadors of the organization

The board ensures the organization’s mission and work is shared widely and consistently.

- The board has determined who is the single main public spokesperson for the organization.
- Board members understand when they can act on behalf of the organization to external bodies including with government and/or other key stakeholders.
- The board speaks with one voice, ensuring a consistent message outside of board meetings, in alignment with organizational strategies and board meeting decisions.
- The board understands and supports the organization’s major marketing, public relations, and stakeholder engagement strategies.
- Board members are available to attend and/or speak on behalf of the organization at relevant events/meetings, as requested.

How well does your organization fulfill this responsibility? Where is it excelling, and where could it improve?

The Fiduciary Director's Checklists

This checklist includes examples of how to fulfill your board governance roles and responsibilities outlined in the previous section. Each organization is unique, so the timing and format of individual checklist items may change. You may also have additional items to add.

Monthly Checklist

- Review recent exceptions to governing documents and laws/regulations
- Review recent exceptions to directives given to most senior staff person
- Review recent internal/external changes
- Provide support and feedback to most senior staff person

Quarterly Checklist

- Review comprehensive financial reports
- Receive comprehensive program update
- Receive client/community update
- Review interim performance of most senior staff person against annual performance objectives
- Review expenses of most senior staff person
- Review organizational priorities and program progress

Annual Checklist

- Annual corporate records updated and filed
- Approve budget and high-level staffing plan
- Review (for understanding) resource development plans
- Programs reviewed for mission impact
- Assess current strategic plan for relevancy/conduct planning process
- Set annual performance objectives for most senior staff person
- Review performance of most senior staff person
- Review/approve compensation package of most senior staff person
- Review succession plan for most senior staff person
- Reviews organizational risks, related risk policies, and risk mitigation plans
- Review bylaws for relevance
- When relevant, conduct audit/review and decide on all recommendations
- Governance structure and processes reviewed for relevance
- Call AGM and distribute appropriate motions

Remember: In the non-profit sector, fiduciary responsibilities are the financial, legal and ethical obligations an organization must fulfill.

Tip: Set up recurring calendar reminders to integrate monthly, quarterly and annual check-ins into your board's work plan. Build in time during board meetings to discuss learnings and action items flowing from these check-ins. Add a section to governance documents, such as your policy manual, to capture dates of previous reviews and revisions.

The Strategic Approach to Board Recruitment

Strategic recruiting: When it comes time to recruit, develop a robust pool of possible candidates through intentional succession planning. Who are the right people for your organization right now? This should be based on the current mix of skills on the board, your strategic plan, your organization’s lifecycle, and other organizational goals. Just because someone would make a good board member, does not mean they are the right board member for you at this moment. The more time spent up front to develop a thoughtful strategic recruitment strategy – including where to advertise for new board members, scheduling interviews with key members of the organization and the skills you would like to add to your board – the higher the likelihood of finding the fit for your board.

Orientation and onboarding: New board members face both a content (knowing the organization’s mission, goals and objectives) learning curve and a culture (how does the board organize itself towards these goals) learning curve. Create a set of board materials and orientation sessions that ease the transition into the organization. Ensure that these are timed in a way that aligns with the right points in your organizational work cycle (i.e. a board retreat or strategic planning session). Remember that onboarding is a process that can take 6 months or more, so plan for new board members to incrementally grow their knowledge and participation with the organization.

Board development: High performing boards continually upgrade the skills and knowledge of the board. Use self-assessments and strengths inventories to identify areas where your board, and where individual board members, would benefit from further development. Consider bringing in an outside expert to provide training or lead your board through a critical process. Individual board members could upgrade their skills through mentorship, committee participation, or by attending outside trainings.

Teamwork: The board governs together, so learning to work together effectively is important. Getting to know each others strengths, interests and motivations will support discussion and decision making around the boardroom table.

Contingency planning: If a key board member or the board chair were to leave, what would happen? Who takes over their leadership role? Where are all the key documents kept? Who will manage key relationships? Who are the key contacts held by the chair? Are they written down somewhere? Develop a board approved policy to address this, which considers tactics like appointing interim leaders and timelines to recruit replacement board members.

Succession planning: Think of your existing supporters as a talent pipeline of future board members. Who are your stellar volunteers and committee members that would be great members of the board? How can you develop others who are already committed to your organization? Provide opportunities for future leaders to job shadow, and to take on multiple roles to get diverse knowledge sharing.

Sample Board Matrix

	Name 1	Name 2	Name 3	Name 4	Name 5
<p>DEMOGRAPHICS</p> <p>For example: lived experience related to mission, connection to community served, age, ethno-cultural or racial identity, gender identity, sexual orientation, socio-economic background, education</p>					
<p>GOVERNANCE EXPERIENCE</p> <p>For example: board or committee experience, not-for-profit, business, crown corporations, board leadership experience, alternative governance models</p>					
<p>PROFESSIONAL EXPERTISE</p> <p>For example: accounting, finance, social services, business, government, marketing, law, fundraising, HR, advocacy, event planning, risk management, policy development, strategy</p>					
<p>AREAS OF INFLUENCE</p> <p>For example: business/industry, government, community development, media</p>					

	Name 1	Name 2	Name 3	Name 4	Name 5
LEADERSHIP/THINKING STYLE For example, fiduciary, strategic, generative, visionary, detail-oriented, relationship-builder, process-oriented, action-oriented					
DESIRED ATTRIBUTES For example: self-reflective, willing to take responsibility, empathetic, open-minded					
NOTES & INSIGHTS					

Board Structure: Committees

There are two basic types of committees and a third which is created occasionally.

Standing

A standing committee is the most common. The members have responsibilities within a specifically assigned area and provide specialized assistance, advice and recommendations to the board of directors on a continuing basis. They set objectives, review accomplishments, analyze problems and take actions are required. A standing committee frequently has extensive authority and responsibility to accomplish its work. The board usually takes all advice and recommendations from a standing committee.

For most boards, we recommend that standing committees be kept to a minimum. Committees you may find most useful include:

1. Board development: responsible for board education, recruitment, nominating and on-boarding
2. Executive director development: responsible for annual goal setting, performance management, development and evaluation of the senior staff member.
3. Finance committee: responsible for budgeting and financial monitoring.

Most other work can be accomplished through an ad hoc committee or task force (see below).

Ad Hoc Committees or Task Forces

An ad hoc committee or task force is formed to handle a specific situation or issue that does not fall within the assigned function of an existing standing committee. It is dissolved when the job is done. The benefit of an ad hoc committee is that because it is task focused and time limited, committee members are more engaged and there is a higher rate of successful work completion. The board delegates the work to the ad hoc committee and will make a decision based on their advice and recommendations. Examples of work that might be delegated to an ad hoc committee: updating human resource policies, recruiting and hiring a new executive director, review of constitution and by-laws.

Advisory

A third type that is used occasionally is advisory. In this capacity, the committee advises the board on any issues the board requests that may require specialized expertise such as: developing policies, creating a business plan, researching a specific project (such as building a new facility, purchasing new equipment). This committee is usually made up of individuals with specific experience and would often include non-board members. What makes an advisory committee stand out from the others is that the board is under no obligation to take the advice or recommendations from such a committee (however it frequently does).

Board Committees vs. Staff Committees

It's important to distinguish if your committee is a governance or operational committee. This distinction determines if your committee reports to the board or staff. Many committees are operational in nature (i.e. an event planning committee). These committees support the work of staff and therefore do not report to the board. Board members may sit on these committees, but they do so as a volunteer in the organization, not as a board member.

Components of a Successful Committee

Specific Terms of Reference: This is a definitive statement that clearly describes the purpose of the committee, time frame, membership composition (the kinds of people the board wants on the committee), authority and major areas of responsibility.

An effective chair: The chair is key to an effective committee. They set the tone, pace and strategies. They must be thoroughly acquainted with the goals of the organization and the part the committee plays in the achievement of those goals. They delegate tasks, coordinate activities and provide an atmosphere in which thoughtful deliberation is possible.

Staff support: Support from staff is key to an effective Chair. Staff works closely with the Chair, assisting in the preparation for meetings, providing the information the Chair requires for the committee to operate effectively and advises or makes recommendations when appropriate.

Committee members thoughtfully appointed: Members need an understanding of the goals of the committee and some skills that would assist the committee to achieve them. Specific members may be appointed by either the board or the chair of the committee.

Reports: Reports are either prepared regularly for the board, providing updates of accomplishments and challenges and providing recommendations, or may be a final report at the completion of the committee’s tasks, including their findings and recommendations.

Regular Evaluation/Review: This process would involve determining that the terms of reference had been followed and deciding if they need to be revised, evaluating the effectiveness of the committee and determining who the members of the committee will be for the next term. This should ideally be conducted yearly.

Committee Terms of Reference Template

[ORGANIZATION NAME]

[Committee Name] Terms of Reference

Last Updated [Date]

Goal

Describe the overarching goal of the committee

Role

Describes the role the committee will play in supporting the work of the organization and provides a brief description of how the committee will carry out its responsibilities.

Core Values for Guiding the Task Force

Several bullet points describing the values of the committee. For example:

1. We value a culture of “appreciative inquiry” which includes valuing innovation.
2. We value a culture of mutual respect, diversity, and learning.
3. We value all people on the Task Force as individuals, not as representatives of any organization.

Membership

Identify who will be on the committee. It is best to use position descriptions as opposed to names of individuals.

Objectives

Identify the tasks and responsibilities of the committee:

Responsible to

Identify who the committee reports to. This might be the board of directors of the executive director.

Meeting Schedule

Describes how frequently the committee will meet, as well as how the committee will meet (for example, in-person or teleconference).

Annual Board Calendar Example

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
1. Mission impact												
Review vision, mission, values (3 years September 2023)												
Approve/Review strategic plans (3 years September 2023)			X									
Review program updates	X			X			X			X		
Review program impact										X		
2. Support most senior staff person												
Review ED reports	X	X	X	X	X	X	X		X	X		
Set performance objectives upcoming year	X											
Annual performance review			X									
Review/approve compensation package		X										
Review ED expenses			X			X			X			X
Review succession plan					X							
3. Protect and steward organization's assets												
Review and approve quarterly financials	X			X			X			X		
Determine AGM date											X	
Approve AGM Notice and documentation			X									
Hold AGM				X								
File corporate records/tax returns									X			
Review bylaws and constitution (3 years April 2022)												
Review insurance coverage					X							
Review risk management policy	X											
Review equity/accessibility policy												
Review privacy policy (3 years August 2023)												
Review IT policy												
Review delegated financial authority	X											

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
4. Ensure sustainable resources												
Approve budgets <ul style="list-style-type: none"> • Concepts • Final 										X	X	
Review volunteer/staff engagement plans										X		
Review fund development plan										X		
Review investment performance		X										
Renew board membership and donations			X									
5. Be ambassadors of the organization												
Review marketing etc. plans										X		
X. Board committees meetings												
Finance Committee	X					X						
ED Development Committee												
Board Development Committee <ul style="list-style-type: none"> • Board priorities for upcoming year 					X							
X. TAKING CARE OF BOARD												
Review board performance, including board succession		X							X			
Board recruitment								X				
Approve board slate for AGM			X									
Board orientation					X							
Review committees and members					X							
Select board officers					X							
Board education								X				
Review terms of reference and conflict of interest			X									
Annual board retreat								X				

Sample Annotated Agenda

BOARD OF DIRECTORS MEETING

NAME OF ORGANIZATION

Address

Date/Time

All times Pacific

Decision Items

5:30	Adjust Meeting Agenda	Chair
	Approve Minutes of June	Chair
5:30	Long-term Rent Fund Contribution	Treasurer

Discussion Items

5:45	Committee Planning	ALL
6:05	In Camera Discussion (if required)	ALL
6:15	Round Table	ALL

Informational Items

6:35	Registered Charity Information Return	ED
6:37	ED Report	ED
6:40	Q2 Financial Update	Treasurer
6:50	Q2KPIs	ED

Type	Item	Background	Attachments
Decision	Adjust meeting agenda	n/a	Agenda Aug 2013
Decision	Approve minutes of June meeting	Board will approve July meeting minutes at Sept meeting.	Board Minutes June 2013

Decision	Long-term rent fund contribution	The Finance Committee met to discuss this issue. Treasurer has clearly summarized the discussion and the recommendation to board in the attached overview.	Long-term Rent Fund Overview Aug 2013
Information	Registered Charity Information Return Filed (T3010)	Per Imagine Canada's Standards process, we are introducing an annual board meeting item for board to receive confirmation that this important Charities filing has been submitted.	Registered Charity Info Return Summary July 2013
Information	ED Report	n/a	ED Report Aug 2013
Information	Q2 Financial Update	We are tracking well to the re-forecasted budget (approved May 2013), currently ahead of budget over \$7k YTD.	July Results and Forecast Summary 2013
Information	Q2 KPIs	As decided at the May board meeting, we are looking at a trimmed down number of KPIs for the balance of 2013. Discussion around the results from the Knowledge Philanthropy Survey (satisfaction/engagement levels) will be deferred to September meeting to allow for sufficient time and attention on the Committee Planning agenda item	KPI2013 Year Q2 2013Q2 Testimonials
Discussion	Committee Planning	Process per Chair's slides on the Committee Re-structuring Process	VP Committee Restructuring Exercise Various Draft TORs

Consent Agenda

What is a consent agenda?

A consent agenda is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests the removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are allowed on the content, this procedure saves time and gives the board more time in the meeting to discuss important issues.

What items are included in a consent agenda?

Routine, standard, non-controversial, and self-explanatory are adjectives that well describe consent agenda items. The following are some examples.

- Committee and previous board meeting minutes
- Office reports
- Routine correspondence
- Minor changes in a procedure (E-mail is added as an acceptable method of communication to announce a change in a meeting schedule)
- Routine revisions of a policy (Changes in dates or dollar amounts due to changes in laws)
- Updating documents (Address change for the main office)
- Standard contracts that are used regularly (Confirmation of using the traditional in-house contract with a new vendor)
- Confirmation of conventional actions that are required in the bylaws (Signatory authority for a bank account or acceptance of gifts)

How can a consent agenda be implemented effectively?

1. Set the meeting agenda
2. Distribute materials in advance
3. Read materials in advance
4. Introduce the consent agenda at the meeting
5. Remove (if requested) an item from and accept the consent agenda
6. Approve the consent agenda
7. Document acceptance of the consent agenda

When initiating the process of a consent agenda with the board, because it is not yet a standard meeting procedure, its use needs to be well explained to all board members to ensure that everyone understands both the rationale and the steps involved.

Sample Consent Agenda

Uplift Youth Development Agency

Board Meeting, January 2, 2017

AGENDA

9:30 – 9:40 Consent Agenda (Chair)

- Minutes of the December 1, 2016 Meeting
- President's Report
- Planning and Development Task Force Update

9:40 – 10:25 Framing the Work of the South Side Task Force (Chair/Task Force Chair)

- What are the three critical questions the Task Force should explore?
- What will the Board need to know or learn in order to decide on the future of the South Side property and programs?
- Hypothetical: If we did not have the property but instead were considering buy it at its present value to start a program, what factors would we consider in making the decision?

10:25 – 10:55 Finance Committee Report (Finance Committee Chair)

- Review Q3 financials

10:55 – 11:00 Board Meeting Evaluation

11:00 Adjournment

Sample Board Meeting Assessment

With the following scale, provide a rating for each of the statements below:

1	2	3	4	5	N/A
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable

		RATING
1. INFORMATION		
I received the package at least 4 days prior to the meeting.		
I received sufficient information to prepare me to participate and enable me to make informed decisions.		
The written information summarized the issues and agreed actions clearly.		
Comments:		
2. ORGANIZATION		
The meetings started within 3 minutes of the scheduled start time.		
We completed our agenda for the meeting.		
The meeting ended within the scheduled time frame.		
Comments:		
3. PARTICIPATION		
Members were encouraged to participate in discussions.		
I participated in the discussion as much as most other members.		
My contributions to the discussion helped influence our decision-making.		
The Chair ensured no one dominated the discussion.		
Comments:		
4. EFFECTIVENESS		
Our discussions stayed on track.		
Our agenda included the issues which I think were appropriate and important.		
The amount of time we spent on each agenda item corresponds to its relative importance.		
We dealt with conflict constructively and respectfully.		
We made decisions with clear reference to our purpose and mandate.		
After discussion of an agenda item, members' next steps and responsibilities were clear.		
The meeting was productive.		
The Board refrained from discussion of the operations of the organization.		
Comments:		
5. OVERALL RATING		
Comments:		

Transforming Not-For-Profit Leadership

We convene, connect and equip not-for-profit leaders through interactive learning that is immediately applicable and professional development that lifts organizational capacity.

1183 Melville St.

Vancouver BC V6E 2X5

T: 604.857.9144

F: 604.875.0710

e: info@thevantagepoint.ca

www.thevantagepoint.ca