



CONSENT AGENDA TOOLS

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Constructing a Consent Agenda:

Consent Agenda: Finding Time for Your Board to Discuss What Matters

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If you have read the articles on [Governing for What Matters](#), you may be wondering, “How will our board find time to talk about what matters to our community? We barely have time to get through the things we are already discussing!”

If that sounds like your board, there is a tool you can use that will get you more time than you ever dreamed possible. It is called a Consent Agenda.

Use It Today

To free the board’s time for discussing matters the board can actually have an effect upon (i.e. the future), a consent agenda is a tool that eliminates as much as ½ hour or more of reviewing what has happened in the past - things the board can do nothing about.

The consent agenda is a SINGLE ITEM that encompasses all the things the board would normally approve with little comment. The minutes. The financials (yes, the financials!). Program reports or CEO reports. Perfunctory items such as formal approval of a contract that has already been talked to death at past meetings.

All those items combine to become one item for approval - The Consent Agenda.

Your board’s agenda might therefore look like this:

Board Meeting Agenda	
Item #1:	Welcome
Item #2:	Consent Agenda
	a) Minutes of prior meeting
	b) Contract to retain HR Counsel
	c) Financial report
	d) Project status report
	e) CEO report
Item #3:	Discussion Item:
	Change recommended for XYZ Program



Etc.

As a single item on the agenda, the consent agenda is voted on with a single vote - to approve the consent agenda.

The key to the Consent Agenda's effectiveness, though, is that there is NO DISCUSSION of that item!

That's right. All those things that would have taken 2 minutes here, 5 minutes there, 1 minute here - they are off the table in one vote. The vote sounds like this:

Mary: I move to approve the consent agenda.

Ann: I'll second that motion.

Chair: There is a motion and a second to approve the consent agenda. All in favor, signify by saying "Aye."

That's it. NO discussion. And all those items that previously took ½ hour or more have now all been approved.

Because there will be no discussion of these items individually, using a consent agenda requires that board materials be provided in plenty of time for board members to read them all. AND it requires that they read those materials!

Handling Items That Require Discussion or Clarification

Sometimes a board member will read the board materials related to the Consent Agenda, and he will have a question he would like answered before he votes. Or he feels the issue still requires discussion before he would feel comfortable voting. Those are two distinct scenarios, and they receive two distinct treatments.

Items for Clarification or Questions

For items that require clarification, or for which a board member has a question, that clarification must be requested before the meeting. An item cannot be pulled from the consent agenda just to have a question answered. That sort of information gathering should happen ONLY before the meeting.

In that way, the person being asked the question has time to gather the information. (There is nothing worse than having an issue tabled for the next meeting, only because a question could not be answered then and there.) In addition, that clarification can then be sent to all board members, so everyone has the same information before the meeting.

This is particularly useful for clarifying the minutes, which often takes absurd amounts of time that could otherwise be spent in more meaningful discussion.

Items for Discussion

If there is an item about which a board member disagrees, or believes that item requires discussion, then a request is made at the board table to pull that one item from the Consent Agenda, and to add it to the regular agenda as an item to be discussed. The remainder of the Consent Agenda items are voted on and approved, and only that single item is held out for discussion.

"Ms. Chairwoman, I would like to request that the Item 'c' be pulled from the Consent Agenda for discussion."

"All in favor of approving the Consent Agenda, minus Item 'c,' signify by saying Aye."



Then Item 'C' will be discussed as a regular discussion item.

The Results

As a result of using a consent agenda, you will learn and your board will grow. First, you will learn that much of what you have been spending time on at board meetings is either perfunctory or has already happened and is therefore nothing the board can do anything about. That is often an eye-opener for a board.

But then, your board will have room to grow. You will have time to discuss the only thing that matters - the results you want to see in the community. The difference you want to be making. The values and parameters that will guide that work. The various ways you want to engage the community in that work, and the reasons for that engagement.

Sample Policy to Use Consent Agenda

Purpose

- To ensure the efficiency and effectiveness of board meetings.
- To provide an efficient process for approval of regular or routine issues that come before the board, or matters where no debate is anticipated.

Policy

Content of Agenda

The agenda for board meetings will distinguish between the following types of matters:

- Decision;
- Discussion; and
- Information.

Only decision items will require a motion, seconder and a vote.

Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "Consent Agenda".

Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Board members should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the board meeting.

Approval of Agenda



The agenda will be approved by the board at the beginning of each meeting.

Members of the board may request that matters be added, deleted or that the order of items be moved and the Chair shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the board.

Items may be moved out of the consent agenda section at the request of any member of the board prior to approval of the agenda. No motion or vote of the board is required with respect to a request to move an item out of the consent agenda.

When a member of the board requests that an item be moved out of the consent agenda section, the Chair shall decide where to place that item on the agenda.

When only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain in the consent agenda.

Approval of the agenda by the board constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required.

Minutes

Minutes of the meeting will include the full text of resolutions adopted under the consent agenda portion of the meeting.

Amendment

This policy may be amended by the board.

Other Questions

What types of items can be found on the consent agenda?

Typical consent agenda items are routine and should not require any Board discussion.

Typically the following things are considered for grouping in consent agenda.

- Board and committee meeting minutes
- Committee and staff reports
- Updates or background reports provided for information only
- Correspondence requiring no action
- Staff appointment requiring Board confirmation
- Final approval of proposals or reports that Directors have been dealing with for some time and are familiar with the implications
- Routine contracts that fall within policies and guidelines.



- Confirmation of documents or items that need no discussion but are required by the
- bylaws

How does a Board begin using a consent agenda?

The first step in using a consent agenda is to have the Board approve a motion to adopt the consent agenda format for Board meetings. The Board should also craft and approve a policy of what may or may not be included in the consent portion of the agenda.

It is important to make sure that all Directors know what items belong on the consent portion of the agenda, and how to move items to and from this overall consent area.

What is the process for using a consent agenda?

A consent agenda can only work if the reports and items are known in advance and distributed with the agenda package allowing sufficient time to be read by all Directors prior to the meeting. A typical process for developing and using a consent agenda is as follows:

- The President or Chairperson of the Board decides what items will be placed into the consent portion of the agenda.
- The full agenda, including consent items are disseminated prior to the Board meeting along with any documentation or back up information so that Board Directors can do their due diligence before voting.
- As the first item of business, the President/Chairperson asks Directors if any one wishes to remove any item under the consent portion of the agenda to be discussed.
- They can request to discuss the item, question the item or register a vote against the item.
- If an item is removed from the consent portion, the President/Chairperson will place it on the regular meeting agenda.
- The Chairperson then asks for a motion to accept the consent agenda.