

The Consent Agenda

What is a consent agenda?

A consent agenda groups the routine, procedural, informational and self-explanatory non-controversial items typically found in an agenda. These items are then presented to the board in a single motion for an up or down vote after allowing anyone to request that a specific item be moved to the full agenda for individual attention. Other items, particularly those requiring strategic thought, decision making or action, are handled as usual.

Why would an organization want to use a consent agenda?

Consent agendas are popular with many nonprofit organizations because they help streamline meetings and allow the focus to be on substantive issues.

What does it mean if we adopt a consent agenda?

- Documentation for consent items must be provided to the board prior to meetings so that directors feel confident that their vote reflects attention to their duty of care.
- Board members are encouraged to ask prior to the meeting all the questions that they want related to consent agenda items.
- If it is determined that an item on the consent portion of the agenda actually requires action or a decision that item should be removed from the consent portion of the agenda and raised later in the meeting.
- Any board member can request that an item be moved to the full agenda.
- A vote on the single motion applies to all the items on the consent portion of the agenda.

What does it *not* mean if we adopt a consent agenda?

- Consent agendas do not make it easier to ramrod through decisions since decision items are not placed on the consent portion of the agenda and all items on the consent portion of the agenda are still open to discussion and debate if someone requests they be moved.
- It is not always necessary to remove an item from the consent agenda if people have simple questions or wish to discuss the item further. Discussion is permitted after the motion for approval is made, but before the vote. However, everyone should remember that extensive conversation defeats the purpose of the consent agenda.

What normally is found on a consent agenda?

Routine, informational, procedural and self-explanatory non-controversial items are generally placed on the consent portion of the agenda. These typically are such things as:

- Approval of board and committee minutes
- Correspondence requiring no action
- Committee and staff reports
- Updates or background reports provided for informational purposes only
- Appointments requiring board confirmation
- Approval of contracts that fall within the organization's policy guidelines
- Final approval of proposals that have been thoroughly discussed previously, where the board is comfortable with the implications
- Confirmation of pro forma items or actions that need no discussion but are required by the bylaws
- Dates of future meetings

What is the process for using a consent agenda?

- The board must begin by approving a motion to adopt the consent agenda for its meetings.
- The board should then craft a policy about what may and may not be included in the consent portion of the agenda.
- 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.
- As the first item of business the chairman should ask if anyone wishes to remove an item from the consent portion of the agenda.
- The chairman then asks for a motion to accept the consent agenda.
- Once the motion has been received, the chairman opens the floor for any questions or discussion on the items remaining on the consent agenda. The understanding, though, is that the directors have come prepared and, other than a quick point or question, they are comfortable voting for the items or they would have asked to have them removed.
- If any items were removed from the consent portion of the agenda the chairman may determine where on the agenda those items will be discussed, e.g., immediately after the consent agenda has been accepted or later on the agenda.
- Quickly reviewing the remaining items, the chairman asks for any objections to the adoption of those remaining items. If none are offered all items on the consent agenda are considered to be passed.

What does the rest of the agenda look like?

The answer to this is that it depends. If the organization is most comfortable with an “old business/new business” format, this can remain. However, the organization may find more benefit tackling one or two items that relate directly to the mission, vision and organizational values and that require special attention. Time spent in educating the board on mission-related, governance, or community issues is always valuable, as is dedicating some time to those problems or concerns that keep the executive director awake at night and the BTW Talk.*

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* The “By the Way” Talk refers to giving board members the opportunity to share what they’ve heard or learned since the last board meeting that might have impact on the organization either in the short or long term. It could be considered a continuous environmental scan.