

THE CONSENT AGENDA

**RMHCCI Board of Directors
Training
April 26, 2018**

"A consent agenda can turn a board meeting into a meeting of the minds around the things that matter most."


(The Consent Agenda: A Tool for Improving Governance, BoardSource 2017)





What is a Consent Agenda?

- A consent agenda is a bundle of items that is voted on, without discussion, as a package.
- Commonly Found Items:
 - Minutes from previous meeting
 - Confirmation of a decision that has been discussed previously
 - CEO & Staff Reports
 - Committee Reports
 - Informational Materials
 - Reports/Information that do not require action (IRS Form 990 before it is filed)
 - Updated organizational documents
 - Routine items



Why Should We Consider?

- Calculate how many hours our board meets each year. Consider Peoria staff addition(s).
- “The consent agenda removes one of the obstacles – limited time – to engaging the board meaningfully. The main benefit is better governance.” (BoardSource 2017)
- Much of what we’ve previously spent time on has been hearing about work that is already done. No new work is to be accomplished via the consent agenda.
- Respects the time of all members and allows deeper discussion of more critical issues

Keys to Effectively Using the Consent Agenda

- Provide access to documents at least 5 days in advance
- Read and be familiar with materials
- Utilize the 5 day period to ask clarifying questions as needed
- Remove any items from the consent agenda that warrant discussion during the meeting



At the Meeting

1. Welcome
2. Attendance
3. Consent Agenda
 - a. Minutes of the February 22, 2018 Meeting
 - b. Board Chair Report
 - c. CEO Report
 - d. Director of Charity Operations Report
 - e. Development & Communications Coordinator Report

- Agenda is set by CEO, Board Chair
- Materials distributed at least 5 days in advance
- Board members read materials in advance of the meeting
- Consent Agenda is introduced at the meeting
- If requested, an item or items are removed from the consent agenda
- Approve the consent agenda
 - Unanimous. Any disagreement should have been expressed by removing an item.
- Document acceptance in the minutes



Inappropriate & Questionable Items

- **Auditor's Report**
 - The auditor's report is a key financial document and should never become a consent agenda item.
- **Financial Report**
 - Boards with only a few financially astute members should exclude financial reports from the consent agenda.
- **Executive Committee Decisions**
 - Even if an executive committee has authority to act on behalf of the board under certain circumstances, its decisions must still be confirmed by the full board. Routine and procedural decisions are "ripe for a consent agenda".



Determining Appropriate Items

- To determine whether an item should be placed in the consent agenda, ask:
 - Is this item self-explanatory and uncontroversial? Or, does it contain an issue that warrants board discussion?
 - Is this item “for information only”? Or, is it needed for another meeting agenda issue?
 - Do we need to confirm a previously discussed issue? Or, do we need to continue the discussion?

You Have a Question?

- Members should ask questions in advance of the meeting by contacting the Board Chair.
 - If questions are factual, a quick call/email can answer or clarify
 - If questions are substantive, the member should let the Chair know s/he will be removing the item from the consent agenda for discussion.
 - When approving the consent agenda there is no opportunity for “one quick question” Or “real quick, may I clarify?”

You Need Discussion?

- If you disagree with an item or believe an item requires discussion, request to remove that one item from the consent agenda.
 - Done at the Board Meeting, prior notification to Board Chair is helpful but not required



Sample Agenda

**Ronald McDonald House Charities of Central Illinois
Board of Directors Meeting**

Thursday, April 26, 2018
610 N. 7th Street
Springfield, Illinois 62702

1. Welcome
2. Attendance
3. Consent Agenda
 - a. Minutes of the February 22, 2018 Meeting
 - b. Board Chair Report
 - c. CEO Report
 - d. Director of Charity Operations Report
 - e. Development & Communications Coordinator Report
4. Finance Committee: Presentation of Monthly Statement
5. Peoria Committee: Presentation and Feedback
 - a. Progress and Next Steps
 - b. How Board Members can be involved
6. Governance Committee: Discussion Items
 - a. Bylaws
 - b. New Board Member Recruitment
7. Mission Moment
8. Adjournment

- After reading through materials, Medical Director notices numbers in Director of Charity Operation's report show house usage is down despite hospital census being at an all time high.
- Medical Director contacts Board Chair and DCO, as a courtesy, to indicate he will remove item from consent agenda for discussion.
- This allows all parties to gather any additional information that may be available.

Scenario: Removing Item

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- **Board Chair:** Notes the items on the consent agenda and asks if any board members wish to remove an item.
- **Medical Director:** “I would like to request that Item D be removed from the consent agenda for discussion”
- **Board Chair:** Notes removal and asks for a motion/second. “All in favor of approving the consent agenda, minus, Item D, signify by saying Aye.”

Scenario: No Items Removed

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- **Board Chair:** Notes the items on the consent agenda and asks if any board members wish to remove an item.
- No one acknowledges item for removal
- **Board Chair:** "Seeing no items for removal, I'd like to entertain a motion for approval of the consent agenda as presented"
- **Board Member 1:** "So moved."
- **Board Member 2:** "Second."
- **Board Chair:** "All in favor..."



FAQ: Consent Agenda

- Abstaining from a Vote:
 - If a board member needs to abstain from voting on a particular item in the consent agenda, s/he can make this explicit ahead of time and the item need not be removed.
 - Correction to the Minutes:
 - Questions and corrections should be done ahead of time. Information/corrections can then be sent to the full board and the minutes can remain on the consent agenda.
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Next Steps

- Motion to approve consent agenda format
 - Create a “cheat sheet” on how a consent agenda works
 - Outline criteria for what can and what cannot be included on the consent agenda
 - Ease into the process with obvious, clear items on the consent agenda
 - Ask the board how the new structure is working
 - Fine tune meetings and materials as necessary
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“Chief executives and board members who use consent agendas speak glowingly of their impact on organizational decision making and board-staff solidarity.

They appreciate the fact that their limited time is used well and that conversations in the boardroom are productive.”

(BoardSource 2017)

