



The Conductor Series: All a-Board! The Purpose, People, and Process of CAA Boards

Process: The Board Meeting Ecosystem - Consent Agendas and the Conservation of Time

Date: Wednesday, February 16, 2022

Time: 2:00 - 2:45 pm EST

[Veronica Zhang, CAPLAW]

Good afternoon everyone, and welcome to The Conductor Series! We are “All A-Board The Purpose, People, and Process of Community Action Agency Boards”, and today we’re doing the second in our webinar series, we are focusing on “the process” of community action agency boards and we will be talking about consent agendas and the conservation of time. My name is Veronica Zhang and I’m joined by my colleague Ted Faust, and together we’re going to walk you through this board training video.

First, for the schedule today, I’ll spend a few minutes introducing the board training videos, and then we’ll have a video screening of the consent agenda video. We’ll be looking at the video in segments and pausing the video to have group discussion about some of the issues that have been raised by the video. And then following the end of the video clip we’ll have a few additional discussion questions for you all.

We hope you’re excited to be on this journey with us!

We have created these board training videos to help community action agencies meet the requirements of CSBG Organizational Standards 5.7 and 5.8. These standards require community action agency boards to have structured orientation processes for new board members as well as ongoing board training for longer-term board members. And these board training videos are really bite-sized. They talk about some of the issues that board members have to be aware of as they fulfill their fiduciary duties and roles and responsibilities, and they are intended to be a fun, engaging way to get board members thinking about some of those responsibilities.

So these are just to show you where the board training videos live in our resource library. If you go to our resource library and in the sidebar under...if you actually choose the type of video and resource type you’ll see there’s a place that you can check video and then all nine of our board training videos show up, and from here you can choose a video that you would like to look at.

I just want to highlight this category of videos that we’re doing today. It’s the process of community action agency boards. So you’ll notice that we have videos that focus on the people of boards, the process of boards and the purpose of boards and we have three videos in each category. So the category for process which is what we’re talking about today really focuses on those mechanisms of the board that can help set up the board for success. That includes processes that facilitate greater engagement of board members that promote board members being able to exercise their board responsibilities. And then finally, to streamline the board’s operations.

The three videos that are in this category are the first one is, who says what goes and then we talk about sort of the framework for board decision making and the role of individual board members in

the, kind of, you know way that the board, makes decisions and operates.

The second video is the one that we're talking about today, consent agendas, and then we have a third video that focuses on board firms and term limits. As you can see these all focus on different processes of the board that facilitate engagement.

We think that showing these videos are good, both for new board members as well as a good refresher and review for longer term board members. We have here, along with each board training video, a discussion guide that helps the board chair or whoever is responsible for facilitating for training on your board, the Governance Committee for example. The facilitator guide provides some of the background information on the video. It provides a summary, some learning objectives, the ways that you can use the video and then also has a list of suggested discussion questions, again, to help you facilitate that type of discussion amongst your board members.

And so our destination for today, the learning objectives for this video are to really focus on understanding what a consent agenda is how your board can adopt and implement consent agenda and so what steps you might need to take to adopt that process for your board.

We also will talk about items that your board may or may not want to consider including on a consent agenda. So there are some parameters around what is appropriate for a consent agenda and what would be better left to just a regular meeting agenda item. And then finally, deciding whether or not a consent agenda is the right process for your board to implement. We're not saying that a consent agenda is required or necessary in every situation and you may find that in some meetings that a consent agenda would be helpful and in other meetings that consent agenda would not be helpful. And this training today and this board video will help you think through the pros and cons of having a consent agenda.

So some travel tips, as we journey along the sport training video. These are different ways to have your board view these videos, and we have just three options that you can have board members watch them on their own, prior to a board meeting, All of our videos are available on our website. And so you could send a link to it for board members to stream or download that video on their own, and then to either reflect or respond to the questions in the discussion guide at the meeting. You can also show the video during a board meeting and facilitated discussion there. Or you could show the videos as part of a larger board training and orientation process. So for example, you might have a half day or full day board training for newer board members and have this just be a piece of that orientation process, and then facilitate a discussion of the questions. We are presuming here that you're showing these at a board meeting and so we're going to have a discussion of this video during our webinar today.

So with that, I'm going to turn over to Ted and he will lead us through the first segment of this video.

[Ted Faust, CAPLAW]

Thanks Veronica, I think we're just going to hit play and go!

[All A-Board Training Video #6: Process: The CAA Board Meeting Ecosystem]

[Video clip #1]

[Ted Faust, CAPLAW]

Okay, great. So that concludes the first segment of the video. So we're just going to pause here very quickly just to maybe restate some of what was said in that segment talking a little bit about the basics of consent agendas, starting first with the question why have one, and you know the biggest reason for having a consent agenda for your board meetings is that it saves time you know it consolidates a lot of the routine matters that might otherwise take up a lot of time at board meetings, if you take them piece by piece it consolidates them into one agenda that you can sign

off on as a board, and one go so that you can devote more time have in your meeting to issues that might take more discussion or more time to flesh out.

So, again, it saves time. It allows you to address routine and non-controversial agenda items quickly, which then allows your board members to focus on strategic matters and other issues that may take up more time. Next slide please.

So then how exactly a consent agenda works. So, basically, ahead of time before the board meeting, you just again consolidate those routine items and resolutions into one package for a vote at the board meeting some of those items are examples of items include prior board meeting minutes to sign off on committee and officer reports, updating documents like an address change for a main office. And then other, you know, standard contracts that you use regularly things that again are routine for the board and are relatively non-controversial and, you know, are able to get done quickly through the consent agenda. So once all those things that package together on the agenda it's presented at the board meeting, and then the board approves all items on the consent agenda in a single motion as opposed to addressing them individually.

So that's how the consent agenda works and that's why you should consider using a consent agenda at your board meetings, which brings us to our first discussion question.

So thinking about these ideas in terms of what a consent agenda is used for and how it can benefit your board meetings, what would your organization include on a consent agenda?

So I'm going to or looks like Veronica already did launch a poll. Yes we are. Okay. Um, so yeah so if you can just take a second to take a look at this poll, and maybe give a quick, short answer to that question of what would your organization include on a consent agenda.

Some examples of things that you could include: program or departmental progress supports board committee reports executive directors reports. Again, things that are routine to your board and our noncontroversial and things that you can, you know, get, get passed or motioned in one go as opposed to doing them individually and taking up time. So I'm just going to give people a little bit more time to answer the question.

[Veronica Zhang, CAPLAW]

So, the way that we have set this up is the poll but if you don't see a poll launch. You can also type the answer to this question in the chat.

This is just a way for us to hear from one another.

[Ted Faust, CAPLAW]

Thank you Veronica, though it looks like we're getting some plenty of answers here in the poll, we're up to, looks like 35, 36, let's give people a few more seconds to get their thoughts in and then we're going to take a look at the results.

We're also getting some answers in the chat here too. Financial report program reports and executive director report. Yep. Those are great examples.

Okay, I think I'm going to go ahead and close the poll looks like we're slowing down here. And we're sharing the results, so we have 43 results. Let's take a look. So yeah board minutes, Treasurer reports, program reports, Head Start reports, prior minutes, corporate resolutions for grants.

Yeah, all these are great examples of things that you can include on your consent agenda, it looks like prior meeting minutes was coming up a lot. But yeah, you know, the takeaway is these items should be routine and non controversial items that the board regularly deals with. And they're things that you're able to consolidate into one consult - excuse me - consent agenda that you can

approve in one motion so that you can devote more time in the meeting to other matters.

So with that, I'm going to turn things back over to Veronica to continue with the video.

[Veronica Zhang, CAPLAW]

Okay, so let's keep going in the video.

[All A-Board Training Video #6: The CAA Board Meeting Ecosystem]

[Video clip #2]

[Veronica Zhang, CAPLAW]

Ok so now we've met Alan who is a new board member and he has some concerns about a report that he read that was circulated as part of the consent agenda. And so the question that we hope that you'll put in, and we have the poll set up as well, is should Alan speak up? So Alan is the board member who read the HR Director's report, and read that the agency lost staff for the second month in a row, and wants to understand why. And he is a little bit torn as to whether or not he should say anything about it because the board meeting is in process.

There's a consent agenda that has been circulated, the board chair is about to take a vote on the consent agenda and, you know, if there's anything to discuss. So do you think, A, that Alan shouldn't speak up because he's new to the board so he shouldn't disrupt the proceedings? B, the board can't remove an item on the consent agenda at this at this stage of the, of the process, or C, that this issue warrants further discussion and consideration by the board, or is it A and B?

So, we'll just give it a second for people to vote. Right. It looks like most people have participated in the poll so let's just share the results.

People are overwhelmingly correct. The answer is C, yes, Alan should speak up. This is an issue that should be discussed by the full board prior to voting on the consent agenda. So this is a common question. What if an item has been put in the consent agenda, circulated to the board ahead of time, does that mean that the board does not have the opportunity to open up that item for discussion? And this is sometimes a reason that board members don't want to have a consent agenda, is they feel that it rushes the discussion process and makes it harder for the board to really engage in a robust question and answer period, with respect to a particular item.

And so, when you're thinking about a consent agenda, it is important to understand how it works. And to understand the reason to have the consent agenda so TED talks about reasons for saving time on routine matters, to be able to devote additional time to strategic discussion. And so you have to ensure that board members also understand that those are the purposes of having a consent agenda. The consent agenda is a means to streamline board meetings but it does not mean that it gives sort of, you know, carte blanche to just approve things without really discussing or considering them carefully.

Again, board members have a fiduciary of care to the organization. And as part of that duty of care. They have to be paying attention to items that are presented to the Board to ensure that they're actually, you know, asking hard questions paying attention engaged in those items. So boards have to send consent agenda materials ahead of time to all board members, and board members have to do a level of homework, prior to coming to the board meeting. They have to prepare by reading the consent agenda items. If there are issues with the consent agenda, they might consider bringing those to the chair, prior to the meeting if that's permitted under your seats.

Sometimes, board members might, you know, respond to the board chair to say, you know that they have questions about a particular report or item in that consent agenda and they would like to have a discussion about it at the meeting, in which case the board chair would then remove that item from the consent agenda, move it to the regular part of the meeting, and allow for a full discussion on that issue.

In this case, Alan knew that he could have raised an issue with the HR Director's report prior to the meeting but he didn't do so partly because he was new and didn't know what was expected of him. And so the question is now he's at the meeting, can he still have the opportunity to take items out of the consent agenda? And the answer is yes he can, and the board chair should pause before taking a motion to approve the consent agenda to ask if any board members want to have a last chance to remove items from that consent agenda.

Typically the practice is that if you have a board member who wants to discuss that item that there isn't a vote on you know whether or not to remove it from the consent agenda that you would just take it out of the consent agenda and allow for that full discussion before taking an official vote.

And so, all that to say is these items that go into consent agenda should be non-controversial and routine. Consent agendas shouldn't be a way to sneak in, as the video said, sneak in controversial topics or approvals that otherwise wouldn't pass in a full report discussion setting.

Alright, with that I'm going to turn it back to Ted for the last clip.

[Ted Faust, CAPLAW]

Alright, thanks Veronica. Yeah. So here's the last clip of the video here we go.

[All A-Board Training Video #6: The CAA Board Meeting Ecosystem]

[Video clip #3]

[Ted Faust, CAPLAW]

Okay, great. So that concludes the video that we're going to be sharing with you all this afternoon.

So I suppose with that we can move to our first discussion question after that segment here, and that is are there issues that your board feels do not get enough attention at board meetings, or do your board meetings often feel rushed? So this is another short answer poll question.

So, you know, some ideas for some things that you may not feel get enough attention to board meetings could include long term projects, such as the program expansion plan that the video mentioned, and other big picture ideas that your board - or you feel that your board - should be giving more time and focus to, or maybe contentious or complex matters that maybe take a lot of debate with the board that you may not be able to get to because you're dealing with other things.

So we'll just wait for you all to put your thoughts in here.

As opposed to waiting for the thoughts to get in here I will say I very much appreciate the aesthetic of this particular video in terms of the nature show format that's one of my favorite things about some of these videos.

Okay, I'm gonna wait a few more seconds before we take a look at some of these answers here.

[Allison Ma'luf, CAPLAW]

Maybe while we wait just a few seconds for them to answer that we could just touch on-- someone mentioned about financial reports on consent agendas. So, I think that, you know, you would look at, I'll take a stab and maybe Veronica and Ted, you could jump in, But, you know, typically with any type of report that you would include on a consent agenda, the key is not necessarily the report itself per se, the name of the report, but really what is the information that is in that report, and is it information that really should be discussed. Should there be some kind of conversation about it with respect to the full board? I think financial reports are those types of reports that oftentimes are ones that you would want to make sure your board members are familiar with now, it could be depending on how often you meet. That not every single time you meet a financial report is necessary to review, it could be that quarterly reports are ones that aren't on the consent agenda but if you, if you meet every month or every two months or something of that nature, that there

could be just specific types of financial reports that are more important to have a part of your regular agenda and other reports that might have more routine financial information on them that's not prone to change from meeting to meeting. Those could stay on the consent agenda or it could be that you want to make sure, because of the type of information, or perhaps there are some funding source matters that every financial report is included so it really is a board decision.

Financial reports are extremely important. And I think it will be a organization by organization process to decide if it makes sense to include some all or none of those reports on your consent agenda.

[Veronica Zhang, CAPLAW]

I think one other reason that we had put program reports as an item that often could go on to a consent agenda is if you have, you know, financial reporting that is broken out by program and so it's sort of accompanying those program reports. And you also then have, you know, full organizational financial reports that are handled outside of the consent agenda. You could have the sort of more granular, detailed financial reports, go with those program reports and have those items wrapped into a consent agenda.

[Ted Faust, CAPLAW]

Thanks okay, yeah, and I guess the one thing that I would add, you know, as Allison pointed out, you know, what you include on your consent agenda depends on the context of who's on your board how often you meet and other factors like that.

But it's also important to remember the example of Alan and that you have that backstop available if you do have a report that maybe you feel deserves more consideration than just being passed on the consent agenda.

You can, you know, object to it being included at the beginning and then discuss it further right then in there.

So, I just wanted to point that out.

So it looks like we have close to half people answering here so we're going to close the poll right now and check out your answers.

Okay.

So, to the question of "are there issues that your board feels do not or don't get enough attention to board meetings, it looks like some of you are saying no, you feel that your board meetings are able to address everything that needs to be addressed. That's great news. I'd be interested to hear whether that is at least partially due to the use of consent agendas or maybe there's some other ideas behind that.

But for those of you who didn't say no, it looks like all program reports and financial reports, so much information for pre meeting review, board feels like our packets are too large and contain too much information, strategic planning - so yeah it seems like there are things that maybe gum up the works at your board meetings in terms of just being, I guess, hit by a tsunami or a tidal wave of information all at once as opposed to being able to see it beforehand, through the process that we went through the video about how to handle the consent agenda.

So, yeah, again, that just goes back to that overall point of the consent agenda or one of the points of it which is to save time at your board meetings and give your board members time to consider everything on the consent agenda ahead of time so that you can spend those valuable meeting minutes working on things that maybe warrant more focus or discussion.

So I think with that we can move on to question number four. So this is a another short answer it

looks like. So how could a consent agenda benefit your board meetings? What could it allow your board to do better? What would it take away from anything that your board currently does? So I guess this is focused for those of you who don't currently use the consent agenda; you know, having considered the video that we just watched and some of the things we've discussed, do you think that a consent agenda could benefit your board meetings and maybe make your meetings more efficient or effective?

[Veronica Zhang, CAPLAW]

Maybe while we're answering that question, someone asked in the chat about whether or not the board has to take a vote on accepting the agenda items and then vote to approve the item or you can just ask the question Does anyone wants to remove an item and then do an official vote on what is left.

So I think, you know the mechanics of the process, there's no hard and fast rule. The idea is just to give board members the opportunity to remove an item and ask for further discussion on a particular item. So whether or not you call that a vote to accept the consent agenda items and then someone asked take it off, or you just, you know, let board members know this is how we deal with consent agenda items if anyone wants to take an item office should speak up, and then we'll vote on anything that's remaining. There's no – again – one way to do it, it sort of goes back to training your board on understanding what a consent agenda is and the purpose behind it.

[Ted Faust, CAPLAW]

Great, thanks Veronica. So we have some answers trickling in here in the poll as well as the chat we have Cherlene saying, using a consent agenda could help put the focus on the more important items - yep that's exactly right. So I think we're slowing to a stop here with the poll answer so we're going to stop it there and then take a look at the results and see what we got.

So a change in the routine would help us use our time more efficiently. Yep so time efficiency, that's a key point that we've discussed it seems that length in this presentation; yep, shortening the duration of the meeting. Yep. Just shortening the time that you're spending on routine matters to focus on things that require more discussion. Save time, streamline the meeting.

Yeah, so it seems like we're all sort of taking away that general point that consent agendas can help save time with your board meetings to focus more time on essential matters that require deeper discussion.

[Veronica Zhang, CAPLAW]

One thing to think about, not sure that anyone answered this last question, "what would it take away from anything that your board is currently doing?", because I do think that there are sort of costs and benefits so there's some trade offs with having a consent agenda. I think someone mentioned earlier feeling like the board packets just get thicker and thicker each meeting and so really pushing a lot of the materials that would have been discussed at a meeting to, you know, providing them ahead of time and giving them to board members outside the meeting and sort of expecting board members to do a level overview before the meeting. You know, we know that community action agency board members are volunteers, you don't get paid for their time and in some cases, if it's a lot of, you know, Review outside of the board meeting, one, sometimes it's hard to gauge how much engagement, really is there with those board meeting materials and whether or not people are actually, you know, reading them and paying attention. If you're presenting them at a board meeting at least you know that they're there physically in the, in the room or, you know, participating in that meeting so I do think that that is a trade off and so it is worth checking in with your board on a regular basis to determine whether or not the consent agenda process is working for you and whether or not it really is facilitating greater engagement by board members. If board members feel like, you know, it's too much information that is provided ahead of time, what are some of the strategies to to work through that?

And, and so, you know, these are just some, some things to consider. We talk about consent agendas as being a helpful tool and we think it is a helpful tool, but you also have to think about how it's working at your agency and reassess as needed.

[Ted Faust, CAPLAW]

That's a good point Veronica, thank you.

So I think with that we can just move right along because we're coming up on 2:45 so I want to make sure that we get all these questions in here. So we have the final question, and this is another short answer - I apologize for the short answer questions - but, um, this question is asking "what steps could your board take to implement a consent agenda at its board meetings?"

So some potential ideas here listed on the slide are board training, maybe a system for sending board materials in advance like the greensleeves that were shown in the video.

Maybe, establishing a role of a board liaison.

So I'm going to let people answer here but as I forget if it was Allison or Veronica who pointed it out, but just remembering the idea that you know there's many different ways to implement a consent agenda, and you can really tailor the process to make sure that it's tailored to your board, again, to serve those purposes of time efficiency and also making sure that issues that need to be considered in a timely manner and in a focused manner have a forum for doing that, whether that's the board meetings or through, you know, prior material sent to them be addressing the consent agenda.

We have some more answers trickling in here.

[Veronica Zhang, CAPLAW]

Someone asked the question "what is a board liaison?"

Does somebody want to take a stab at that?

[Allison Ma'luf, CAPLAW]

I'll take a stab at it.

Board liaisons can be wonderful, they're oftentimes staff of the community action agency someone is designated as part of their position to be the connection between the board and the executive director So, and it really depends. I think sometimes very large boards boards with, you know, somewhere upwards of 20 to 40 members and there are some community action agency boards that have that number of members will have someone as a part of their administrative staff who helps to get all the board materials and packets together, who can help work with the different committee chairs to help them get the information they need and really serve as that connection between the board and all of its members and the executive director and the staff. So it'd be someone working very closely with the executive director to help just facilitate the board meeting process.

[Ted Faust, CAPLAW]

Yeah, thank you. Allison.

Sorry, Veronica, were you gonna say something?

[Veronica Zhang, CAPLAW]

No, no, we can end the poll if you'd like.

[Ted Faust, CAPLAW]

Yeah I think so I think, yeah, I think we're slowing down on participation here and thank you to

everybody who has participated in answering these questions. This has been great so far.

So yeah, we have a couple of answers to the question, “what steps could your board take to implement a consent agenda board meetings?”

So we have a lot of people saying board training, using a board liaison, the board chair could ask what items can be added in a prior meeting currently is determined by past practices. That sounds like a good idea to me. Take a consensus at the beginning of the board meetings or send an email asking for agenda items. Yeah, asking for agenda items prior to the following meeting that the agenda is going to show up in, I think that could be a good idea.

But again the idea is that there’s no right answer to this question, necessarily. It’s all about, you know, what’s going to work for your board members and what’s going to make sure that, again, that you’re conducting your board meetings and a focused and time efficient way. And as Veronica pointed out, consent agendas aren’t a requirement for doing that, but it is one tool that you have at your disposal to make that happen.

[Allison Ma’luf, CAPLAW]

I see that we have some board liaisons uniting here in the chat. Yay for board liaisons.

[Ted Faust, CAPLAW]

We see you there.

[Allison Ma’luf, CAPLAW]

There’s also a question maybe I’ll pose it, when you refer to a written policy, does that mean in the bylaws, do you have a policy in the bylaws? Anyone want to take a stab at that?

[Veronica Zhang, CAPLAW]

Yeah, when we’re talking about a consent agenda policy, I don’t think you necessarily have to have a policy for a consent agenda. It’s really just a practice that you, you know, determine works for your agency and you want to implement. So you don’t have to write it down in a policy, it usually would not be something that you would put in the bylaws, it’s sort of a mechanical point for how a board operates and might have it as part of your board operations handbook or manual if you have something like that that helps new board members understand kind of how the board operates. But we wouldn’t expect to have that in the policy itself.

[Allison Ma’luf, CAPLAW]

And it looks like some in the chat, are, are noting that perhaps agencies that, you know, receive more funding so they’re, you know, larger, are more likely to have the capacity to have a board liaison. It really kind of depends on what that individual does and assists. I mean, CAPLAW’s operation and finance coordinator, I would consider a board liaison for our organization, she helps to coordinate everything with our board amongst her other many duties. So I think it just kind of depends on how you shape that role and what you need that person to do.

[Ted Faust, CAPLAW]

Okay, great, thanks Allison so I think we’re at time at this point, 2:45, is that correct? Yep. So thank you all for joining us this afternoon to talk about consent agendas and watch that board training video with us.

So on top of that video that we just watched on here’s a slide that has some URLs to other CAPLAW resources having to do with board orientations and trainings and other information regarding tripartite boards, and how they relate to your agencies. A couple that we have here are a training and orientation tool for nonprofit CAA boards, unlocking the potential of the tripartite board private sector, then also a couple of case studies on raising the low income voice and preserving the low income voice. Those are great resources that we’ve recently put out.

And then of course if you need any other resources from CAPLAW, you can check out our resource library at resources.caplaw.org.

And I think that's it! Veronica, do you have anything else you want to add?

[Veronica Zhang, CAPLAW]

Um, no, just thank you so much for everyone who participated in the chat. I think we really welcome folks kind of sharing how their boards operate and to kind of connect with one another on that.

We have one more webinar next Wednesday, focused on the last board training video category, which is the purpose of boards and this is a unique kind of video and I'll just take a moment to mention is if you plan to join us for the next webinar, we would ask that you take seven minutes to watch the video ahead of time, and there will be some work that we'll be doing in breakout rooms and in groups during that webinar.

So you'll get a reminder email if you've registered for that webinar that you know we're asking you to watch it in advance and we look forward to having you join us again. So thank you all so much for being here with us, and we hope you have a great afternoon. Take care, buh-bye!

[Ted Faust, CAPLAW]

Take care, everybody!