

A Perspective on Nonprofit Boards: Agendas

By Louis M. Markwith, Vice President

One of the most important areas to engage and retain Board interest are the functions related to meetings. The Board and Committees meetings are critical to moving the organization forward. The first step in making these functions effective is developing clear meeting agendas for the Board or Board Committees. The Agenda controls the flow of information and the time devoted to Directors/Trustees work. The key is to keep it relevant to policy and the long term view.

Notes on Agendas:

- Agendas for both for the full board and/or committees must be delivered to members one week in advance. Because they are volunteers, the organization must respect their time and provide information in order for members to prepare for meetings.
- Meetings should be timely and have a set time limit. One technique to control time is to set time limits for the discussion on each agenda item. This allows the presiding officer to keep discussion focused.

Agenda Outline:

- 1. Opening by the Presiding Officer or the Committee Chair**
- 2. Mission Statement Review** (This item should be present on *every* agenda – it is the focus of the board, committee and the organization)
- 3. Consent Agenda:** It is the responsibility of every board member to remain informed about the organization as described in the Builder and Ambassador functions, last month. Standard reports, i.e. the Executive Director's Report, Committee Reports, and event reports should be provided at least one week before the meeting in time for study and time to seek answers to question that arise from this information.

The only time an item on the Consent Agenda comes to the Regular Agenda is when a Board of Committee member believes that a matter within the Consent agenda requires deliberation. If an item is brought forward, it becomes the first item with a limited time set for discussion and consideration.

- 4. Educational Minute:** Each meeting should include an opportunity for Board and committee members learn about the organization they have chosen to support. This technique helps the board member to focus on the meeting just ahead and builds their

core knowledge. Education presentations should be presented at board and committee meetings.

5. **Regular Policy Review:** The board and committees should establish schedule for reviewing organizational policies that have been promulgated by the board. Each board policy should be reviewed at least annually. This method keeps the members informed and policies current.

The *Mission statement* or *Committee Charge* for a Standing Committee review should occur at every meeting; however, a formal review of the statement should be undertaken each year. This is important to insure the action by the Board, or the Staff, has not created unintended mission creep and distorted the mission and/or charge.

The organization's *Bylaws* should also be reviewed, annually. Again this exercise is important because the Bylaws reflect the basic tenants of the mission and operation. If by board or staff action the organization has changed the operating structure as outlined in the Bylaws, this document must be changed to agree with the new reality of the operation.

The Mission Statement review and the Bylaw review may be undertaken by a Committee, i.e. the Executive Committee, and recommendations brought to the Board. However, the Board itself should review, deliberate, and approve any changes to these two basic governance documents.

6. **Board Audit and 990 Review:** These two activities are Board responsibilities and require board involvement.

The board should meet annually with the Audit firm and understand the financial status of the organization and the recommendations of the Auditor. During the year, the board should be sure that recommendations for changes or adjustments are carried out. Reports of implementation should be made by the Executive Director to the Board.

The IRS requires that the signatory of the IRS Form 990 to affirm that the Board of Directors that it has reviewed the Form 990. For a nonprofit organization the Form 990 is an important document and is receiving increasing scrutiny from the IRS.

7. **Issues:** As stated above, the board should be taking the external and long view. The external climate is critical to the success of any nonprofit. Too often, nonprofits are caught by external events, and wonder why.

Committees many times are more involved with operational issues and projects. It is important to take the long view with these activities. A conscious effort is needed to evaluate projects in relation to the long term health of the organization. It is easy to "fall in to the trap" of doing the same thing even when the environment internally and/or externally may not support the activity at the same level; possibly at all.

The Executive Director and/or Committee staff should be bringing issues facing the organization that are being caused by external influences, or structural changes within.

As well, board members should be observing activities in the community the organization serves and action of other nonprofits and governmental agencies that may influence their organization. The members should be questioned regularly about what they have observed that may impact the organization and what they have observed that other nonprofit organization maybe doing or changing.

The decision process on external issues should be deliberate. Unless the issue at hand is considered an emergency, the board should consider various alternatives and weigh the choses available. The board should take time to consider alternatives and make decision over several meeting, if timing will allow.

Final Thought:

This seems simplistic. But the work of the board must be active, detailed and deliberate to guide the course of the nonprofit. Continue to focus on the external and the long term.