

Board Meetings — FAQs

BoardSource has answered governance questions posed by nonprofit leaders for over 30 years. Here are the answers to those questions most frequently asked about board meetings.

How long should board meetings last? —

A well-formulated agenda can help the board maximize the use of its meeting time. Board leadership should avoid unnecessarily long meetings, and should also allow some time for personal interaction and socializing.

Here are some questions to ask in determining the appropriate time frame for your meeting:

- How often does your board meet? If you meet monthly, you should be able to take care of the business in an hour or two. If you meet only a few times a year, you may need to organize a meeting that lasts a full day.
- What is the purpose of the meeting? Regularly scheduled board meetings may follow a tested pattern. Specially called meetings are defined by the urgency

and importance of the issue. Retreats may stretch over a weekend.

- Is your agenda appropriate? Does your board deal with board matters only?
- Do you use **consent agendas** to consolidate items that leave more time for important deliberation?
- Are staff getting appropriate materials to board members well before the meeting?
- **Do board members arrive well prepared?** If they familiarize themselves with agenda items and support materials ahead of time, they will spend less time on each item of the meeting.
- **How skilled is your chair in running the meeting?** Keeping the discussion focused and following the agenda are some of the qualities of an able chair.

Should staff attend board meetings?

Board meetings are business meetings for board members. However, it is common to see staff members in the boardroom. The chief executive constructs the agenda with the board chair and naturally attends all board meetings, yet may be asked to leave the room for executive sessions.

Senior staff members may be invited to present reports and answer questions. It makes sense to have the chief financial officer introduce the details of the **next budget**, the marketing director describe the progress of the ongoing branding initiative, and the development director highlight the unexpected major grants. Staff members may serve as the program or subject matter experts. Staff may not intervene without being asked and do not participate in voting. This also applies to all guests.

Should we rely on Robert's Rules of Order when running our board meetings? —

Every meeting — including board meetings — needs a format and guidelines.

Robert's Rules of Order outlines a parliamentary procedure which can form the foundation for board decision-making. **Roberts Rule's** is the most common board decision-making framework but there are others including the policy governance model and the consensus model.

Should we set up proxy voting for our board meetings? —

Proxy voting is quite common during membership meetings where members are numerous and spread all over the country. It may be difficult for everybody to attend annual meetings in-person. By providing a fellow member with a power of attorney to vote in their place, a member is able to voice an opinion.

For board meetings, however, voting by proxy is less desirable. Before voting, board members need to discuss the issue, share opinions, debate, and even argue in order to reach the most carefully considered decision possible

It is difficult to reach a fully informed decision without benefiting from the wisdom of fellow board members. Also, voting by proxy can have a negative effect on meeting attendance. If attending a meeting in-person is not possible, **virtual attendance may be an option**. Some states regulate voting methods for boards of directors, including prohibiting proxy voting entirely; it is wise to check the laws with your Attorney General or Secretary of State.

Should we invite potential board members to attend our board meetings? —

Some **governance committees** invite strong board candidates to attend a board meeting — as observers, not participants — to allow them to see how the board functions. This can be an excellent way to illustrate that you have interesting and productive meetings. Inviting all candidates to attend a meeting may not be necessary, but it may be a good idea to offer a final candidate an additional “tool” to help them decide to join. Remember, boards add true value during the meetings where important decisions are made.

What is a consent agenda? —

A **consent agenda** is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella.

As the name implies, there is a general agreement on the materials included which do not need any discussion before a vote. Unless a board member feels that an item should be discussed and requests the removal of that item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments on these items are conducted during the meeting, this procedure saves time.

Items included in a consent agenda can be described as routine, standard, non-controversial, and self-explanatory. The following are some examples:

- Committee and previous **board meeting minutes**
- Committee or executive reports that do not require deliberation or a vote.
- Minor changes in a procedure, such as email is added as an acceptable method of communication to announce a change in a meeting schedule

- Updating documents, such as an address change for the main office
- Standard contracts that are used regularly or confirm the use of the traditional in-house contract with a new vendor

Financial statements are not recommended to be included in a consent agenda.

How can we avoid a tie vote on our board? —

A tie vote can signify a divided board, an issue that needs further discussion, or a structural element in the board's configuration that isn't quite right (such as an even number of board members or an inappropriate board size). When the bylaws require a majority vote before a decision can be made, a tie is not an option. Here are ways to deal with a tie:

- Discuss the issue thoroughly. Bring up all aspects of the question. If necessary, table the vote until the next meeting to allow for additional data gathering and reflection.
- Review **your board size and composition**. If you have a small board that frequently faces a tie vote, consider increasing its size. If your board members tend to form competing cliques, this is the time to discuss independent decision making and focus on organizational needs rather than private agendas.

Should we have a board retreat? —

Board retreats are special meetings organized around an issue too significant to be handled properly within a normal meeting agenda. Most boards can benefit from an annual retreat simply to strengthen relationships and focus on future challenges.

Here are some topic areas that are ideal for a retreat setting:

- Conducting a **board self-assessment**
- Orienting new board members
- Refreshing board members' understanding of their responsibilities
- Strengthening board relationships and team-building
- **Preparing for strategic planning** and refocusing on the mission and vision
- Working out a critical issue (e.g., **a merger** or a major division among board members)

How can we avoid a board retreat disaster?

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Retreats require careful planning and a commitment of time, effort, and resources. Many retreat nightmares can be avoided by heeding these simple warnings:

- Don't plan a retreat without the full commitment of board and executive leadership.
- Don't hold a retreat without taking the time to establish realistic, meaningful objectives beforehand.
- Don't base retreat objectives on the opinions or ideas of one person or a small group of board leaders.
- Don't locate your retreat too close to home and work.
- Don't give participants too much pre-retreat homework.
- Don't wait until the last minute to involve your facilitator.
- Don't adhere to a "business-as-usual" format.
- Don't schedule a rigid, inflexible agenda.

- Don't forget to have fun.

What should be included in the minutes of a board meeting?–

While content can vary, based on your individual organization, the basic elements of board meeting minutes should include the following:

- Name of the organization
- Date and time of meeting
- Board members in attendance, excused, and absent
- Existence of a quorum
- Voting motion, including who moved, and the results
- Names of abstainers and dissenters
- Reports and documents introduced
- Future action steps
- Ending time of meeting
- Signature of the Secretary
- Some boards also include a brief account of any debate. Your board should determine how much detail is desirable without cluttering the document with irrelevant data.

What are sunshine laws? –

Various state laws, known as **sunshine laws**, may require nonprofit organizations receiving public funding to open some of their board meetings to the public. The purpose is to promote **accountability and transparency** by allowing the public to see how decisions are made in the boardroom and how money is being allocated. Defenders of the laws claim that opening meetings to outsiders gives the organization another opportunity to stay on track and earn the public's trust.

These ordinances are contentious. Some board members feel that outsiders in the boardroom hinder open discussion, particularly when controversial issues are being debated. To a certain degree, this can be overcome by well-prepared board meetings, guidelines for outsider comments and participation, and handling the discussion of **truly confidential matters** (evaluations, grievance procedures, compensation, and business negotiations) in executive sessions. Further, by being proactive, publicly-funded organizations can make sure that relevant information is made available to those who are interested in it.

Which nonprofits are affected?

Because every state has its own laws, there is not a single rule that applies to all nonprofits. There are generally three different ways that nonprofits can fall under the sunshine laws.

- Nonprofits that receive or disburse state funds.
- Nonprofits that perform a government function or have a government contract.
- Nonprofits that have government officials on the board or whose board is appointed by government officials.

These are the main categories, but there are many variations, and, in some states, more than one of these categories apply. Nonprofits that receive public funding need to look closely at the laws specific to their state to determine whether they are applicable. The state Attorney General or Secretary of State's office should have specific information.

Although some of the information may be difficult to follow for non-lawyers, **the Reporters Committee for Freedom of the Press (RCFP)** has information specific to

each state and allows you to compare the laws in various states.

Other Popular Topics to Consider:

[Board Dynamics and
Processes FAQs](#)

[Board Responsibilities and
Structures FAQs](#)

[Financial Issues FAQs](#)
[Starting a Nonprofit](#)

[Legal and Compliance
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Resources: [Legal Responsibilities of Nonprofit Boards; Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings](#); [National Association of Parliamentarians](#); [American Institute of Parliamentarians](#)