

TOOL #12: Quarterly Board Meeting Agenda and Recommendations

Use this agenda template to signal the board, seven to 10 days in advance, that this board meeting is **important**—and their insights are needed.



Read: *Harvard Business Review*

“What Makes Great Boards Great”

by Jeffrey A. Sonnenfeld

Advance Agendas = Board Member Trust

Phone-Book-Size Board Reports?

What kind of CEO waits until the night before the board meeting to dump on the directors a phone-book-size report, that includes buried in a thicket of subclauses and footnotes, the news that earnings are off for the second consecutive quarter? Surely not a CEO who trusts his or her board. Yet this destructive, dangerous pattern happens all the time.

Another sign that trust is lacking is when board members begin to develop back channels to line managers within the company. This can occur because the CEO hasn't provided sufficient, timely information, but it can also happen because board members are excessively political and are pursuing agendas they don't want the CEO to know about.

If a board is healthy, the CEO provides sufficient information on time and trusts the board not to meddle in the day-to-day operations. He or she also gives board members free access to people who can answer their questions, obviating the need for back channels.¹

Jeffrey Sonnenfeld says that effective boards must do five things:

- ☐ Create a climate of trust and candor
- ☐ Foster a culture of open dissent
- ☐ Utilize a fluid portfolio of roles
- ☐ Ensure individual accountability
- ☐ Evaluate the board's performance

¹ Jeffrey A. Sonnenfeld, “What Makes Great Boards Great.” Posted September 2002. *Harvard Business Review*. <https://hbr.org/2002/09/what-makes-great-boards-great>.

Quarterly Board Meeting Agenda and Recommendations

Standard Template for a Nonprofit Organization

Key Elements of an Effective Board Meeting



“Frankly, I don’t remember why
I called this meeting.”

- ❑ **ADVANCE MATERIALS.** Agenda, reports and recommendations arrive seven to 10 days in advance of the meeting.
- ❑ **ADVANCE PREPARATION.** Every meeting is important because the advance agenda and written recommendations signal this—and unexcused absences are rare. Board members prepare—and pray—in advance and come to the board meeting on time, rested, relaxed, and ready to spiritually discern God’s voice.
- ❑ **BALANCED CONTENT.** There is a balance of: relational and inspirational; good news and bad news; due diligence and faith-stretching; action and policy; focus on the current year but also the BHAG and the Rolling 3-Year Strategic Plan; *and never staff or volunteer work!*
- ❑ **STRENGTHS ARE LEVERAGED.** The board chair and the CEO lead the board in leveraging the 3 Powerful S’s: **S**trengths, **S**ocial styles and **S**piritual gifts.²
 - ✓ **S**trengths³ - www.gallupstrengthscenter.com/home
 - ✓ **S**ocial Styles - www.tracomcorp.com/social-style-training/model
 - ✓ **S**piritual Gifts - <https://gifts.churchgrowth.org/spiritual-gifts-survey>

² John Pearson, *Mastering the Management Buckets: 20 Critical Competencies for Leading Your Business or Nonprofit* (Ventura, CA: Regal, 2008). See The People Bucket, The Team Bucket, The Board Bucket, and The Volunteer Bucket chapters.

³ Dan Busby and John Pearson, *Lessons From the Nonprofit Boardroom: 40 Insights for Better Board Meetings*, 2d ed. (Winchester, VA: ECFAPress, 2018), 130. Read “Lesson 25: Align Board Member Strengths With Committee Assignments: Leverage the Three Powerful S’s.”

Fork-in-the-Road Decision: 2 Options to Providing Hard Copies of All Board Materials



- ☐ **Option 1: Use Board Software.** Select one of the many board portal applications, such as BoardEffect.⁴
- ☐ **Option 2: Email PDFs of Board Materials.** Email board materials in advance and offer to provide hard copies in a 3-ring binder format at every board meeting. Once you have used the PDF/hard copy option, you may be able to rely solely on PDFs or transition to the board software option (see Option 1).

Option 2

EXAMPLE – Template for a Nonprofit Organization Quarterly Board Meeting: Table of Contents

#1. Agenda and Recommendations	1
#2. CEO's Report <ul style="list-style-type: none"> <input type="checkbox"/> 5/15 Monthly Report to the Board <input type="checkbox"/> CEO Annual S.M.A.R.T. Goals and Monthly Dashboard Report (color-coded) 	2
#3. Minutes <ul style="list-style-type: none"> <input type="checkbox"/> Board of Directors Minutes <input type="checkbox"/> Committee Minutes 	3
#4. Financial Reports	4
#5. Rolling 3-Year Strategic Plan: 2020 – 2022 <ul style="list-style-type: none"> <input type="checkbox"/> Executive Summary <input type="checkbox"/> Strategic Plan Placemat (1 page) <input type="checkbox"/> Two-page Strategy Summary (per Chapter 5 in <i>Owning Up</i>, by Ram Charan)⁵ 	5
#6. Budget: FY2020 (Jan. 1 – Dec. 31, 2020)	6
#7. CEOs Personal & Professional Growth Plan <ul style="list-style-type: none"> <input type="checkbox"/> CEO Employment Agreement (Confidential) <input type="checkbox"/> Professional Development Plan (including any coaching this year) <input type="checkbox"/> Annual Performance Review Process (1-page) 	7
#8. Board of Directors Directory: Roster, Classes, Terms, Officers, Committees and Board Meeting Calendar (and StrengthsFinder Chart)	8
#9. Board Member Commitment Documents <ul style="list-style-type: none"> <input type="checkbox"/> Board Member Annual Affirmation Statement <input type="checkbox"/> Conflict of Interest Policies <input type="checkbox"/> Confidentiality Policy 	9
#10. Board Policies Manual (BPM) and Bylaws	10

⁴ Nick Price, "Why a Board Portal Will Improve the Performance of Your Nonprofit Board." Posted Dec. 7, 2017. BoardEffect. www.boardeffect.com/blog/board-portal-will-improve-performance-nonprofit-board.

⁵ Ram Charan, *Owning Up: The 14 Questions Every Board Member Needs to Ask* (San Francisco: John Wiley & Sons, 2009), 57. Question 5, "Does Our Board Really Own the Company's Strategy," recommends boards have a two-page strategy document available at every meeting to ensure new initiatives are in alignment with the strategy.

EXAMPLE – Template for a Nonprofit Organization**Quarterly Board Meeting
Agenda and Recommendations**

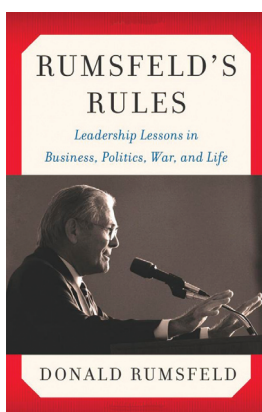
Note: Reports and materials not included in this pre-meeting email will be distributed at the meeting (or via email in advance of the meeting).

Time Estimate	Action Requested <input type="checkbox"/> Inform <input type="checkbox"/> Accept <input type="checkbox"/> Approve	Name	T A B	Topic
8:00 a.m.				Arrive early for coffee and goodies!
9:00 a.m.		Chair		A. Call to Order
9:05 a.m.		Chair		B. Roll Call and Welcome to Board Members and Guests <input type="checkbox"/> Guest: <input type="checkbox"/> Guest:
9:06 a.m.				C. Opening Prayer
9:10 a.m.	<input type="checkbox"/> Approve	Sec.	3	D. Minutes of the Last Meeting (Date: _____ 2020) <input type="checkbox"/> [Or . . . consider a “Consent Agenda”] ⁶
9:15 a.m.		Chair		E. Personal Updates (Board and Guests) & Prayer
9:45 a.m.		Gov. Chair		F. 10 Minutes for Governance <input type="checkbox"/> Discuss in teams of two: “Lesson 23: Focus on Mission Impact and Sustainability” (<i>Lessons From the Nonprofit Boardroom</i> , Second Edition, pages 117-122)
9:55 a.m.				Break
10:10 a.m.	DISCERN!	Chair	5	G. “Heavy Lifting” for This Meeting: Our Assumptions About the Next Three Years (3 Teams) <input type="checkbox"/> Pre-reading: <i>Rumsfeld’s Rules: Leadership Lessons in Business, Politics, War, and Life</i> , by Donald Rumsfeld (see the chapter on assumptions)* <input type="checkbox"/> See Strategic Plan document, “Assumptions—Draft 2.0” on pages 11-12.
12:00 p.m.			5	Working Lunch (3 Teams)
1:00 p.m.	<input type="checkbox"/> Accept	CEO	2	H. CEO’s Report and Q&A
1:25 p.m.	<input type="checkbox"/> Accept	Treas.	4	I. Financial Reports <input type="checkbox"/> Jan. 1 – July 31, 2020 (7-Month Report) <input type="checkbox"/> See Financial Dashboards on the Board Portal

⁶ Jeremy Barlow, “What Is a Consent Agenda for a Board Meeting?” Posted February 6, 2016. *BoardEffect*: www.boardeffect.com/blog/what-is-a-consent-agenda-for-a-board-meeting/.

Time Estimate	Action Requested <input type="checkbox"/> Inform <input type="checkbox"/> Accept <input type="checkbox"/> Approve	Name	T A B	Topic
1:35 p.m.	<input type="checkbox"/> Inform	Chair	1	J. Committee Reports <input type="checkbox"/> Executive Committee (, Chair) <input type="checkbox"/> Governance Committee (, Chair) <input type="checkbox"/> Finance & Audit Committee (, Chair)
2:00 p.m.				Break
2:15 p.m.	<input type="checkbox"/> Approve	Comm. Chairs	1	K. Recommendations (see attached pages)
3:00 p.m.		Chair		L. Executive Session (without CEO, staff, or guests) <input type="checkbox"/> Executive Session <input type="checkbox"/> Board Meeting resumes with Executive Session summary to CEO (and time for Q&A)
3:30 p.m.		Chair		M. New Business
4:00 p.m.		Chair		N. Closing Prayer and Adjournment

*Conduct an assumptions exercise



Rumsfeld's Rules: Leadership Lessons in Business, Politics, War, and Life

by Donald Rumsfeld

Rumsfeld recommends four steps in strategic planning:⁷

Step 1: Set the Goals

Step 2: Identify Your Key Assumptions*

Step 3: Determine the Best Course of Action

Step 4: Monitor Progress Through Metrics

“The very reason for labeling them assumptions is to stress that they are not facts.”⁸

“The assumptions stage of strategic planning tends to be one of the most neglected. Assumptions are often left unstated, it being taken for granted that everyone around a table knows what they are, when frequently that is not the case. The assumptions that are hidden or held subconsciously are the ones that often get you into trouble.”

“It is possible to proceed perfectly logically from an inaccurate premise to an inaccurate and unfortunate conclusion.”⁹

Donald Rumsfeld

⁷ Donald Rumsfeld, *Rumsfeld's Rules: Leadership Lessons in Business, Politics, War, and Life* (New York: HarperCollins, 2013), 65–88.

⁸ Ibid., 75.

⁹ Ibid., 76.

Recommendations

(Insert “MSC” by recommendation, if approved: “Moved, Seconded, and Carried”)

A. Financial

____ **Recommendation #2020-22. Financial Report.** That the board accept the unaudited financial reports for (see Tab 4):

- January 1 – July 31, 2020 (7 months)

B. Board Governance

____ **Recommendation #2020-23. Minutes.** That the board approve the minutes of the following meetings and board actions:

- May 22, 2020 – Board Meeting minutes (see Tab 3)
- July 31, 2020 – Email Ballot on XYZ Contract (see Tab 3)

“PLACEHOLDER” RECOMMENDATION FOR FUTURE USE:

____ **Recommendation #2020-____. Board Member Candidates.** That the board invite the following people to join the Board of Directors, as recommended and vetted by the Nominating Committee:

Class of 2021 to 2023:

- 1) _____
- 2) _____
- 3) _____

C. President/CEO

____ **Recommendation #2020-24. President/CEO’s Annual Performance Assessment.** That the board approve the following format and structure for the President/CEO’s Annual Performance Assessment:

- November 3, 2020 Online Survey sent to the board, CEO and his direct reports
- November 14, 2020 Survey deadline
- November 20, 2020 (At Board Meeting) - Review of surveys and review of results and next steps agreed upon by Board and CEO

Recommendation #2020-25. President/CEO’s Employment Agreement. That the CEO’s Employment Agreement (Draft # _____, July 1, 2020) be approved for the period of _____ to _____.

D. Strategic Plan/Annual Plan and Programs/Products/Services

____ **Recommendation #2020-26. 2021-2023 Rolling 3-Year Strategic Plan.** That the board approve the latest edits on the 2021-2023 Strategic Plan (See Tab 5), including:

- Executive Summary (Tab 5)
- Strategic Plan Placemat: Version 4.0 (Tab 5)
- Two-page Strategy Summary (“Does our board own the strategy?” per Ram Charan)

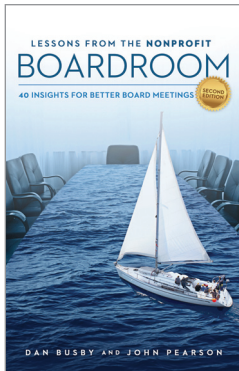
E. New Business/Recommendations*

Recommendation #2020-_____.

Recommendation #2020-_____.

Recommendation #2020-_____.

Board Meeting Resources:



***Lessons From the Nonprofit Boardroom: 40 Insights for Better Board Meetings*, Second Edition (2018)**

by Dan Busby and John Pearson

Read:

- ☐ Lesson 19: **Never Throw Red Meat on the Board Table.** Boards need advance preparation to fully address complex issues.
- ☐ Lesson 5: **Before the Board Meeting.** Collaborate, then wisely build the board meeting agenda.
- ☐ **Blog:** <http://nonprofitboardroom.blogspot.com/>



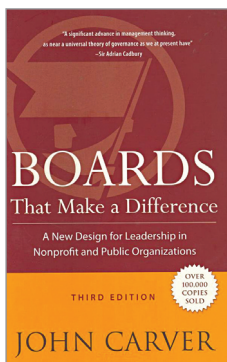
More Lessons From the Nonprofit Boardroom: Effectiveness, Excellence, Elephants!

by Dan Busby and John Pearson

- ☐ Lesson 39: **Identify Your Key Assumptions.** An inaccurate premise may lead to a colossal flop!

“Policy Development is the board’s chief occupation.”

Why should you include the latest version of your Board Policies Manual (BPM) in the binder (or on the board portal) for every meeting?



Boards That Make a Difference: A New Design for Leadership in Nonprofit Organizations

by John Carver

According to Policy Governance® Guru John Carver, “Governing by policy means governing out of policy in the sense that no board activity takes place without reference to policies. Most resolutions in board meetings will be motions to amend the policy structure in some way. **Consequently, policy development is not an occasional board chore but its chief occupation.**”¹⁰

¹⁰ John Carver, *Boards That Make a Difference: A New Design for Leadership in Nonprofit Organizations* (San Francisco: Jossey-Bass, 2006), 72.

2020 Board Meeting Schedule (Draft 1 as of Jan. 15, 2020)

Year 2018	Day/Time	Location	Agenda
February 20	Thursday 10:00 a.m. PDT	Telephone Conference Call	<ul style="list-style-type: none"> Review FY2019 financial reports Quarterly Update Call
May 21-22	Thursday 4:00 p.m. to Friday 4:00 p.m.	Annual Board Retreat ABC Conference Center Phoenix, AZ	<ul style="list-style-type: none"> 2021-2023 Strategic Plan brainstorming Board Governance update Nominating Committee Report Financial Reports (4 months) CEO's Annual S.M.A.R.T. Goals – Review Board Meeting Schedule approval
August 20	Thursday 10:00 a.m. PDT	Telephone Conference Call	<ul style="list-style-type: none"> Review 7-month financial reports Quarterly Update Call CONFIDENTIAL: Prospect Pipeline Report (future board members)
November 19	Thursday 8:30 a.m. – 4:30 p.m. Optional Dinner with spouses at 6:00 p.m.	Chicago	<ul style="list-style-type: none"> Welcome to New Board Members Financial Reports (10 months) 2021 Annual Plan, Calendar, Leading Indicators and CEO's 2019 S.M.A.R.T. Goals 2021 Budget Plans for CEO's Performance Review (based on 2020 S.M.A.R.T. Goals) Board Governance Committee Report on Board Member Self-Assessment Survey (Oct.) Appointment of Auditor

2021 Board Meeting Schedule (Draft 1 as of _____, 2020)

Year 2021	Day/Time	Location	Agenda

How Often Should Boards Meet?

***“The Texas legislature is in session for 140 days every two years.
We are working on changing that so we’ll be in session for two days every 140 years!”¹¹***

Texas Governor Greg Abbott

¹¹ Texas Governor Greg Abbott interview with Neil Cavuto on “Cavuto: Coast to Coast,” Fox Business Network, March 21, 2018.