

# Board Meetings — FAQs



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

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## What happens in an organization's initial board meeting?

For some boards, the initial board meeting is the first official opportunity to meet fellow board members; for other boards, members may already be in communication with each other. Either way, this meeting starts the formal activity of the board as a legal entity and any decisions made must be recorded in the first **meeting minutes**.

The board should do the following during its **first meeting**:

- Determine the name and the legal address for the organization to be included in its legal documents.
- Elect officers.
- Authorize new officers to make business decisions for the organization (open bank accounts, sign checks, sign a lease).
- Adopt a set of **bylaws** (if they have already been drafted) or start creating this document.
- Assign duties and draft job descriptions.

## 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, but 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?
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- Is 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.

## How do boards spend their time during meetings?

According to *Leading with Intent: 2017 BoardSource Index of Nonprofit Board Practices*, meeting time could be spent more productively.

- Less than 30 percent chief executives of who responded to the *Leading with Intent* survey believe board members are well prepared for meetings.
- 64 percent of chief executives report that **meetings are well run**.
- Only 25 percent of chief executives report the meetings focus to a great extent on strategy and policy rather than operational issues.
- Nonprofit boards are increasingly using tools to improve meeting productivity, such as consent agendas, **dashboard reports**, and board portals to enhance meeting productivity.

- **Executive sessions** are a common but cautiously used practice.

## Should staff attend board meetings?

Board meetings are business meetings for board members. However, it is common to also see staff members in the boardroom. The chief executive constructs the agenda with the board chair and naturally attends all board meetings as an **ex officio member**.

Senior staff members are often invited to present reports and answer questions concerning programs. 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 serve as the experts — they have the internal detailed information that allows the board to form the big picture.

Staff members do not intervene without being asked and do not participate in voting. The same rules apply to all outsiders.

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

Every meeting — including board meetings — needs a format and guidelines. However, few boards can function efficiently by following Robert's Rules to the letter. **Robert's Rules of Order** was originally created as the manual for parliamentarians to better structure official assembly meetings — not for small nonprofit boards focusing on making wise and educated decisions for their organizations. When major efforts go toward ensuring that the process is impeccably structured and legally indestructible, the board is inviting discontent and easily spends more energy on the process than the results.

The basic elements of the parliamentary procedure can form the foundation for board decision making — some structure is clearly necessary — yet discussion and deliberation benefit from a more flexible approach. The board chair is in a key position to

make sure that all board members participate, all aspects of an issue are covered, and a general understanding of the outcomes is respected.

## How could 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, figuring out a way **to virtually attend the meeting** is by far the better solution, though not a permanent one. Some states regulate voting methods for boards of directors, so 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 astute way to convince someone to join your board by showing that you have interesting and productive meetings. Naturally, this approach assumes that you are efficient and proud of the way your meetings are conducted. In the end, prospective members should be convinced that how you run your meetings is one of the strong assets. 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 him or her decide to join. Remember, boards add true value during the meetings where important decisions are made.

## What is a consent agenda?

A **consent agenda**, sometimes called a consent “calendar,” 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 procedure. Issues in this consent package 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 allowed 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**
- Office reports
- Routine correspondence
- Minor changes in a procedure, such as email is added as an acceptable method of communication to announce a change in a meeting schedule
- Routine revisions of a policy, such as changes in dates or dollar amounts due to changes in laws
- 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)
- Confirmation of conventional actions that are required in the **bylaws**, such

as signatory authority for a bank account or **acceptance of gifts**

## 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, leave the voting 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.
- The board chair has the option to break a tie. The chair can either vote or abstain from voting.

## 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

### How can we avoid a board retreat disaster?

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

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)

- 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 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 motions made and by whom, and 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**, require nonprofit organizations receiving public funding to open at least 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.

**101 Resource | Last updated: December 30, 2019**

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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*