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Misguided Practices

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There is no single authority for how associations operate. Every nonprofit and its board are unique. They are influenced by culture, resources, scope and member expectations, for example.

While rigid guidelines don't exist, some processes are better than others. Here are examples of MISGUIDED PRACTICES regarding minutes, board meetings and consent agendas.

Minutes as a Newsletter

"We use our board minutes as a newsletter, it is a good way to keep members informed. We put them on the website for everyone to know what the organization is doing," the executive said.

The issue: The minutes should be drafted as a document to record the board's governance actions and to protect the organization. They are not a newsletter for members and chapters.

Usually brief is better for taking minutes. Their purpose is not to record board reminders or the pros and cons of a motion. They are the place to indicate the board convened, had a quorum, did their due diligence (without conflicts of interest) and conducted the business on the agenda.

One way to think of minutes is to consider if they were subpoenaed and viewed by a court or jury, what information would they communicate? Thus, making them read like a newsletter can be dangerous.

When it comes to *who* should take the minutes, I always counsel it should be someone who understands their purpose and legal considerations. If the elected board secretary can make them both accurate and brief, that is a good candidate. Find another person if the recorder insists on putting everything in the minutes and cannot accurately document a motion.

It is misguided to think that the minutes should double as a newsletter for members. There are other platforms for updating stakeholders.

Build Community with Board Meetings

An elected president said her board meets monthly, even if there is no reason. She said, "Our board meetings are a platform for building community within the leadership."

The issue: The purpose of a board meeting is to govern. Most groups convene only when there is need.

Holding a board meeting to keep directors engaged or to build camaraderie is contrary to the intended purpose.

The IRS defines the board and its purpose as, "the group of one or more persons authorized under state law to make governance decisions on behalf of the organization and its stakeholders or members, if applicable."

Leaders who meet monthly should be aware of the amount of time required to plan, execute and follow up. By transitioning from monthly to bi-monthly or quarterly meetings the organization can save up to 200 hours of staff time annually. It can also improve focus and contribute to work-life balance for volunteers and staff.

Relapse

The executive said reports on the consent agenda are regurgitated during the board meeting.

A consent agenda is a method for getting the perfunctory reports to the directors in advance. When the meeting notice and agenda are distributed, it includes files or links to reports that require no board action.

The issue: The traps lie in accountability and relapse: Directors don't read advance reports (it's a fiduciary duty) and the chairman of the board doesn't enforce accountability. Throughout the meeting the unprepared directors say, "I just have a question." Advance reading would have limited the distractions.

A second trap is a relapse during the meeting. While the consent agenda was accepted at the start, some directors rehash those reports as if they are new business awaiting discussion.

"Although reports are included in the consent agenda, the information is often regurgitated during the meeting. To combat this the board president asks directors to identify how their discussions align with the strategic plan goals. Reports and motions must support goals that are integrated into the meeting agenda," said Dee Kring, CAE, CMP, executive director of the Examination Board of Professional Home Inspectors (EBPHI).

Listening to and reading reports is not the best use of board time. Their focus should be on advancing the mission and strategic plan, acting visionary and serving constituent needs.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com