

Board Consent Agenda Fact Sheet

1. All items on the board's consent agenda require action by the board (e.g. meeting minutes; board governance policies). No items are on the Consent agenda simply to avoid discussing them (e.g. reports).
2. Items are routine and the duty of care is not subordinated by this routine handling.
3. Non-routine items are supported by concise written materials allowing Directors to study the requested action and consent to its approval.
4. Directors are not likely to want or need to discuss or debate an item's merits, and neither they individually or as a Board will appear negligent because they did not discuss or debate the item at a board meeting. Some consent items may be the result of a workshop where directors practiced due diligence.
5. Approval of Consent items is anticipated but not prescribed; Directors know that they are able to pull any item for discussion, debate and even to not approve it.
6. An item that is pulled for discussion is no longer a Consent item; the board will act on it individually.
7. All items on the Consent Agenda are approved by a single action of the Board to approve the Consent Agenda.

