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**BOARD OF DIRECTORS AGENDA TEMPLATE**

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*[NAME OF ORGANIZATION]­*

*BOARD OF DIRECTORS MEETING*

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**AGENDA**

*Date and time plus call-in details or Webinar web address provided at top of Agenda.*

*December 6, 20xx, 17h00 – 18h00 PDT / 20h00-21h0 EDT*

*Conference call-in number: 1.xxx.xxx.xxxx / conference: XXXX# / passcode XXXX#*

**Present:**

*Directors who have confirmed participation*

**Regrets:**

*Directors who have confirmed they are not available*

**Absent:**

*Directors who have not confirmed participation or availability.*

**Guests:**

*Individuals invited to participate at the ‘pleasure of the chairperson / board’ but are not Directors. Board Meetings are considered ‘closed meetings’ as in generally no members or public are present. Guests are to be invited in advance of meeting & some may have a standing invitation, e.g., Athletes’ Council Chair.*

**Staff:**

*Staff invited to participate given items on the Agenda, typically Management level and always includes the Executive Director.*

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| **Agenda Items** | | **Time** | **Intent of Agenda Item** | **References and Documentation** | |
| **1. Call to Order**  *[Name – typically Chair]*  *Individual primarily responsible for the Agenda item should listed for every item.* | | *00:00*  *Rough times of items help to keep the meeting on track.* | **Welcome, call-to-order, record of attendance**   * *Led by the Chairperson* * *Standard procedure for determining quorum* * *Secretary to take Minutes of the meeting* | *Any items in italics listed in this column have associated documents in the meeting package materials.* | |
| **2. Approval of Agenda**  *[Name – typically Chair]* | | *00:00* | **Approval of Agenda**  *Chairperson to ask, “Is there any other business to be added to the agenda?”*  *TYPICAL WORDING OF MOTION:*  *Be it resolved THAT the Agenda for the [date] Board of Directors meeting be adopted as presented.*  *The Chair asks for a mover, and seconder, then a vote.*  *In the Minutes, this is shown as “IT WAS MOVED AND SECONDED THAT…” If no vote number shown, then taken as unanimous. If not unanimous, then FOR/AGAINST vote totals (and optionally, names) listed.* |  | |
| **3. Conflict of Interests**  *[Name – typically Chair]* | | *00:00* | **2.0 Declaration of Conflict of Interest**  *Standard Procedure for declaring conflicts.*  *“Any conflicts to declare at this time?” (Chairperson)* | | *Conflict of Interest Policy* |
| **4. 1st In-Camera** *(Optional)*  *[Name – typically Executive Director]* | | *00:00* | **In-Camera - Board with Executive Director and Key Staff**  *Optional in-camera session to deal with confidential matters that exclude guests.*  *The Secretary can continue to take Minutes, but these minutes will be kept separate from the Board minutes. If key decisions are made in-camera, they will be recorded in the main Minutes of the Board meeting.*  *In-camera sessions are still legal sessions of the Board. It is best not to vote on resolutions during in-camera sessions but to come back into full session to vote and record the vote in the main minutes.* | |  |
| *Invite guests to join call/in-person meeting* | | | | | |
| **4. Approval of Board of Directors Minutes from meeting of [date].**    *[Name – typically Chair]* | *00:00* | | *The Minutes are a legal and public record of proceedings, as well as a record to help track and action the outcomes of decisions at meetings.*  *This item is an opportunity for Board members to review the draft Minutes and comment on them for:*   * *Errors or omissions, and* * *That they accurately capture the business of the last meeting.*   *TYPICAL WORDING OF MOTION:*  *Be it resolved THAT the minutes of [date] Board of Directors meeting be approved as circulated (or amended).* | | *Minutes from previous meeting to be provided with other meeting documents and Agenda.* |
| **5.0 Consent Agenda (Optional)**  *[Name – typically Chair]* | *00:00* | | *Items listed under the consent agenda will be adopted by ‘general consent’, i.e., by passing a simple motion to approve all listed actions, recommendations and resolutions. There will be no discussion on these items.*  *If debate is requested, then the item will be removed from the consent agenda. This can be done on the simple request of any Board member.*  *Removed items may be taken up either immediately after the motion is passed to adopt the remaining items on the ‘consent agenda’, or may be placed later on the normal business agenda. This decision is at the discretion of the Board.*  *Typical items included:*   * *Final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications;* * *Routine matters such as appointments to committees;* * *Staff appointments requiring board confirmation;* * *Reports provided for information only;* * *Correspondence requiring no action.*   *TYPICAL WORDING OF MOTION:*  *Be it resolved THAT the Board of Directors approves the consent agenda as provided, including receiving the information presented in the reports and other documents listed within the consent agenda, as well as specifically approving any recommendations detailed in the consent agenda.* | |  |
| **6. Management Report**  *[Name – typically Executive Direction or senior staff person]* | *00:00* | | *Opportunity for management to provide summary of key activities and decisions since the last Board meeting.* | | *Summary from Executive Director or staff to be provided as part of meeting package.* |
| **7. Business Items**  *[Name – typically relevant staff member, board members or other person in charge of specific items]* |  | | **7.1 Item**  **7.2 Item**  **7.3 Item** | | *Where appropriate, each item to have supporting documents, numbered to correspond to the agenda item, and provided in advance.* |
| **8. Other Business** | *00:00* | | *Items added at request of Board or staff, if circumstances (timing, criticality, etc.) warrants addition.* | | *Typically no documents provided in advance, given nature of item.* |
| **9. 2nd In-Camera**  *[Name – typically Chair]* | *00:00* | | **Board Only In-Camera**  *Directors can bring forward any comments or concerns regarding operations and management that they prefer not to raise directly with the Executive Director. This also ensures anonymity of the source.*  *This is a placeholder that is always on the Agenda as a leading practice and even if nothing is raised, by having it as a standard agenda item, the “awkwardness” of a director requesting a Board only in-camera is removed.* | |  |
| **10. Closing**  *[Name – typically Chair]* | *00:00* | | * 1. **Next Meetings**   *Previously scheduled meetings and potential changes to such confirmed with Board.*  **10.2 Meeting Evaluation**  *Link or document to be provided. Can be done after meeting, but serves as a reminder.*  **10.3 Adjournment**  *Chair says “Any further business? Hearing no further business, I declare the meeting adjourned.”*  *A formal motion is not required to adjourn a meeting as long as question is asked about “any further business” and participants have opportunity to respond.* | | *.* |