QUICK GUIDE · BOARD AGENDAS

Building an Excellent Agenda

MINNIKIN
GOVERNANCE FOR STRATEGIC ADVANTAGE

The agenda decides what the board spends its time on, and so what it actually governs. A great one is planned well ahead, built with purpose and carefully timed.

THE BOARD TIME BUDGET

Foresight	**Over 60%**	Where are we going? Strategy, opportunities, emerging risks.
Oversight	**10–20%**	Are we on track? Performance, finances, compliance.
Insight	**10–15%**	What is really going on? Context, culture, learning.
Hindsight	**Under 10%**	What have we learned? Reviews and lessons.

Most boards drift toward oversight and hindsight. A great agenda protects time for foresight, because if the board doesn't do strategy, it doesn't get done.

WHAT EVERY AGENDA ITEM NEEDS

Item	What the board will consider, in plain words.
Lead	Who presents or guides it.
Time	Start time or minutes allotted, so the meeting ends on time.
Lens	Foresight, Insight, Oversight or Hindsight.
Purpose	For decision, for discussion or for information.
Goal	What success looks like when the item is done.

Tag every item with a lens
Adding a Lens column makes the balance visible at a glance. If the column is mostly Oversight and Hindsight, the board is looking backward.

A TYPICAL RUNNING ORDER

1. Call to order; attendance, regrets and guests
2. Declaration of conflicts, based on the items on this agenda
3. Approval of the agenda and consent agenda
4. In camera session (board only), if needed
5. **Strategic and foresight items, while energy is highest**
6. Decision items
7. Oversight: CEO report, financials, dashboard
8. Meeting evaluation (two minutes)
9. In camera session (about 20 minutes)
10. Adjournment

Use a consent agenda
Group routine items for approval in one motion, if every director agrees and the material went out in advance. The Chair asks whether anyone wants an item removed; the rest are approved together.

SAMPLE: PART OF A WELL-BUILT AGENDA

#	Item	Lead	Min	Lens	Purpose
1	Call to order; attendance; conflicts	Chair	5	Oversight	Information
2	Approval of agenda and consent agenda	Chair	3	Oversight	Decision
3	Three-year strategy: market options	CEO	40	Foresight	Discussion
4	Capital plan approval	Finance Chair	20	Foresight	Decision
5	CEO: What keeps me up at night	CEO	10	Insight	Discussion
6	Meeting evaluation	Chair	2	Hindsight	Discussion

Illustrative only. Adapt the items, times and lenses to your own board.

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Making Meetings Engaging

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First step to a fabulous meal? Clean the kitchen.
Before building the next agenda, clear what is left from the last one: close out finished action items, move routine matters to the consent agenda, and retire standing items that no longer earn their place.

QUESTIONS TO ASK OF EVERY AGENDA ITEM

- What is the problem we are trying to solve?
- Does this move us closer to our strategic goals?
- Is it within our mandate, and does it fit our purpose?
- Who will be impacted by the decision, and how?
- **What aspects of the issue were contentious within the management team before it came to the board?**
- What are the options available to us?

THE CHAIR, CEO AND CORPORATE SECRETARY ASK EACH OTHER

- Are we giving this item enough time?
- Do we have enough of the *right* information?
- Does someone else need to come in: legal counsel, another expert, a facilitator?
- What does the CEO need from the board at this meeting?

TIMING THE AGENDA

- Allocate enough time for each item, and leave time for questions.
- Respect the flow and energy of the room; don't leave heavy items until late.
- The first item seems to take half an hour regardless of its importance. A consent agenda plus something lighter makes a good start.

3D© Plan every agenda for 3D© directors: delivering value, deriving value and developing as directors.

GIVE THE CEO THE FLOOR

- **What keeps me up at night**
- **What I need from you**
- Two standing items that invite candour and turn reports into conversation.

IN THE ROOM

- Frame items as questions, not presentations.
- Mind authority bias: let the expert speak second-to-last, then the Chair.
- Close each item by stating the decision or next step.

IN CAMERA

- Usually at the end of the meeting, about 20 minutes; much longer may signal a bigger issue.
- A safe place to voice opinions, never a shadow board meeting.
- Brief the CEO within a day.

MINUTES

- Match the detail to the circumstances: brief for routine items; for a controversial decision, record the process the board followed.
- Record decisions as resolutions. Less is more.
- More than one recorded vote every year or two can be a sign of other problems worth exploring.

AFTER-MEETING CHECK-UP

- Did we accomplish what we needed to?
- What could we have done better?
- Did we have the right materials in advance?
- What should be on the next agenda?

Great board meetings don't happen by accident. They happen by agenda.

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