

# **Duties & Responsibilities of Clerk of Board of Trustees for Friends Schools**

by Bill Ratliff, March 2012, former clerk of the board, Friends School of Wilmington,  
NC

Note: The following observations are made as a result of Clerking at one Friends' independent school and one Quaker institution of higher education. Some of the points may not fit the reader's particular context.

## **Before Executive Committee (Excom) Meeting:**

**Reminder Email:** Send a reminder to the Board, with deadlines, for any items for the Board meeting that need to be vetted with the Executive Committee (Excom); also give the deadline for Board reports to be sent to staff secretary. The secretary places all the reports into the agenda, which I have already sent to her; then, she or I will send the agenda to the Board the next day, which is usually five days prior to the Board meeting.

### **Before Meeting with Head:**

Agenda for meeting with Head is drawn from the following:

- issues/concerns from last Board meeting,
- last Excom meeting,
- a beginning agenda for next Excom meeting.
- A review of Timetable of Scheduled activities for Board.
- A review of Board's work on Strategic plan.

Email written agenda to Head the day before meeting with the Head.

### **Meeting with Head:**

Meet for 1 ½ - 2 hours with Head, to discuss his/her concerns and Clerk's agenda. Make notes during meeting, especially on action items the Clerk has agreed to do, or issues to remember. Supporting the Head is one of the major duties of the Clerk.

### **After meeting with Head:** Prepare agenda for next Excom meeting.

Email Excom agenda, with reminder of place and time, to Excom members at least the day before the meeting.

## **Excom Meeting:** Clerk

### **Before Board Meeting:**

**Agenda:** Review the agenda items discussed at Excom, plus any additions that Board members have sent.

**Training:** Consider what kind of training, usually for 15 – 20 minutes, to offer at the beginning of the Board meeting, and review that with the Head at the monthly meeting. Committee on Trustees could take over this responsibility, if they have the time, inclination, and skill.

**Template:** It can be useful to have a template for Board Meeting agendas, with all the headings already in place. A template saves time and helps remind the Clerk of issues/reports that may have otherwise dropped out.

**Consent Agenda:** Using the consent agenda helps to expedite Board process. Included in this section are the following: The minutes of the last Meeting, which were sent out shortly after the previous Meeting; the monthly report from the Head, which reports on progress made on Head goals for the year; and Board committee reports. A question of clarification can be briefly answered before the entire consent agenda is approved. A question of substance is referred to the discussion section later in the meeting. A good description of Consent Agenda is given in the Appendix.

**Placement of Items:** Place the items for decisions in a thoughtful manner; for example, begin the Discussion/Decision section with easier items, and try not to put contentious issues back-to-back.

When a staff member is invited to attend to make a report, it is best to put that report immediately after the opening silence, so the person doesn't have to wait.

**Time:** Some clerks like to put the time by each agenda item, by which the Clerk expects the Board to have moved to that item. It gives the Board an idea of how much weight the Clerk, at least, is giving each item. The times given never works out exactly, but it can help the process to keep moving.

## **Clerking of Board Meetings:**

**Style:** A helpful goal is to move through the agenda with attention to process and people's need to discuss, but try not to linger or allow people to repeat themselves and go on and on. Everyone can easily become bored, and boards have too much important work to do than to allow any one person(s) to dominate.

**Time:** If a board meets monthly, then two hours should normally be enough time to deal with the business. That is not always possible, given the nature of the issues, but that is a worthy goal. Remember, some items can be postponed until the next meeting, if they are not time-sensitive.

**Break:** If it becomes apparent that the meeting will last longer than two hours, it is a good idea to have a 5 – 10 minute break. Standing up, going to the bathroom, or checking cell phones for messages, or chatting with someone—all can bring renewed energy and focus when the meeting resumes.

**Quaker Perspective:** Before an important decision, the Clerk can remind the Board of the Quaker frame and goal, which is to arrive at the Truth, by sharing one's own perspective, then let that piece of the truth go and trust the group process to work.

## **After Excom and Board Meetings:**

**Meeting with Co-Clerk (or Assistant Clerk):** At the end of each Board meeting, it is a good idea to set a time to meet with the Co-Clerk, for the following purposes: to debrief the meeting, to give feedback to the Clerk on the way issues were handled, to raise broader concerns about the School and future considerations of the Board. It is also a good way to provide training for the Co-Clerk, for the time when she/he steps into the Clerk role.

**To Do List:** During the meeting with the Head, Excom and the Board meetings, the efficient Clerk will make quick notes of issues and responsibilities needing follow-up. After each meeting, she/he can then prioritize, work through the list and check them off.

**Excom Notes:** The Secretary of the Board takes notes during the Excom meetings, and sends those notes to the Clerk, who edits them and emails them to the Head to review. When she/he returns them, the Clerk then sends them to the Excom members.

**Excom Report to Board:** The Clerk, or perhaps the Secretary, writes the Excom Report to the Board, which is included in the Consent Agenda of the Board. The reports contain the issues discussed, omitting some details and any confidential considerations.

**Board Minutes:** During the Board meeting, the person who serves as staff support for the Board, projects the agenda on to a screen and takes minutes. After the Board meeting, that person sends the Minutes to the Clerk, who again edits and emails them to the Head. He/she returns them, with any suggested changes. After reviewing them, the Clerk then emails them to the staff person to distribute to the Board.

## **Official Duties:**

**Signature:** The Clerk's signature is needed for such things as the School obtaining a line of credit at the bank, and to contract with a Search Consultant for a new Head.

**Before Graduation:** The Clerk signs each of the graduation diplomas.

**Graduation:** The Clerk is usually asked to speak briefly at the Graduation ceremonies. It is the one public occasion when the Clerk speaks to the School community. The Clerk needs to take that seriously and write down what he/she intends to say, since the time slot is around five minutes. It is easier to talk at length than it is to be short and to the point.

## **Ongoing Upkeep:**

**Emails:** Daily from various Board members and the Head. Some require time and thought before responding; others require consulting or collaborating on a response. If such collaboration is needed, then a brief email response to that effect lets the inquirer that their email is being taken seriously. When there is a lot of Board and/or School activity or intensity, the email flow picks up, as one might expect. All need to be addressed and responded to fairly promptly, within 24 – 48 hours; so keeping abreast of email correspondence can be a challenge.

**Phone calls:** mostly from the Head, but also from Board members when something more urgent is going on, or there is time/information sensitivity.

**Staying in Touch:** Arriving at Board meetings a bit early and staying a bit afterwards—gives Board members a chance to talk with the Clerk about issues that may not have risen to the point of an email or phone call. If the Clerk is not a parent or not normally present at other occasions at the School, this is even more important.

**FCE Report:** Since WFS is a member of FCE through the MAP process, an annual report goes each spring to Friends Council, which includes a report from administration, teachers, and board. While the Quaker Life Committee initiates the process and compiles the three sections, someone on the Board will need to write that section. If it is not the Clerk, then she/he needs to ask someone.

**Join Board Clerk Group on FriendsCouncil.net:** The group is a good place to stay in touch with a number of Board Clerks at other Friends Schools, to learn of their issues, ask questions and get responses.

**Fiduciary Responsibility:** While the Board has the primary fiduciary responsibility for the School, that responsibility has to begin with the Clerk. Giving funds to the School, in addition to the time and energy spent in many other ways, is an unspoken part of the duties of the Clerk. The amount given is less important than the fact that it is done thoughtfully and with joy. During a Capital Campaign, a stretch gift is expected. This gives the Clerk the internal authority to talk easily and openly about the fiduciary responsibility of the Board, and set the tone for training and discussions about it.

**Continuing Education:** Continuing to read about best practices for Friends School Boards is one of the best ways of staying up-to-date. A good practice is to keep close at hand the *FCE Governance Handbook for Friends School*, Second Edition, the FCE “Principles of Good Practice”, and the NAIS *Trustee Handbook*, and refer to them often.

Attending FCE workshops, webinars and conferences, as well as SAIS annual conferences are also helpful. Including other Board members in some of those activities is also useful, since everyone needs ongoing training.

The following websites are also helpful resources:

[www.friendscouncil.org](http://www.friendscouncil.org), [www.nais.org](http://www.nais.org), and [www.boardsource.org](http://www.boardsource.org)

**In Summary:** The key to serving as a competent Clerk includes the following:

- ✓ Careful preparation *before* meeting with Head, before Excom meeting, and before Board meeting;
- ✓ follow-up on details *after* each of those three meetings;
- ✓ prompt replies to emails and phone calls.
- ✓ continuing to learn about best practices.

## Appendix

A Board Resource Tool from the Midwest Center for Nonprofit Leadership

# **Consent Agenda**

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## **What is a Consent Agenda?**

A consent agenda is a practice by which the mundane and non-controversial board action items are organized apart from the rest of the agenda and approved as a group. This includes all of the business items that require formal board approval and yet, because they are not controversial, there is no need for board discussion before taking a vote. Items may be on a consent agenda only if all board members agree; if even one member considers a specific item to need discussion, it must be removed and placed on the regular agenda for the board meeting.

## **Why are Consent Agendas Used?**

Consent agendas are used to save board meeting time and to help ensure that board meetings focus on substantive topics that are worth discussion. Through the “bundling” process, the entire set of items of business that are not worth board meeting time can be voted on in one action versus taking the time to vote on each individual item.

## **When Should Consent Agendas Be Used?**

Consent agendas should be used when there are a number of non-controversial business items on which the board needs to vote. Complete information must be provided in advance of the meeting to all board members, so that each knows what is being proposed and has the opportunity to consider whether the item truly is non-controversial. The key here is “non-controversial,” and the definition of non-controversial may vary from organization to organization. Consent agenda items often are matters that a bylaw or some other rule or regulation requires to be formally approved by the board, yet there is no value added by engaging the board in discussion about the item (e.g., a routine lease renewal for a facility already included in the approved agency budget). Consent agendas are not to be used to hide actions that will be controversial -- to do so breaches the trust of the board and undermines the value of this practice.

## **Where Should Consent Agendas be Placed within the Overall Meeting Agenda?**

The consent agenda typically appears very near the beginning of the regular meeting. This allows any item removed from the consent agenda to be placed onto the overall

agenda for discussion and action later in the meeting. As with all formal board action, a quorum must be present to in order for action on the consent agenda items to be legitimate and binding.

## **Who Should Use Consent Agendas?**

Consent agendas are used by both non-profit and for-profit organizations whose boards are trying to use members' time efficiently and that have much routine business to approve. It is especially common to see the boards of governmental entities such as libraries and educational institutions use consent agendas because of the volume of routine business that they are required by law and regulation to approve.

## **How Can Consent Agendas be Used Effectively?**

The key to success is to provide all consent agenda information to board members well in advance of the meeting. It is essential that board members have ample time prior to a meeting to become familiar with each item on the consent agenda. That way, if a member or members have a concern about any item(s) that they believe need further discussion, then they will ask for the item(s) to be removed from the consent agenda and addressed separately.

At the time in the regular agenda when there is to be action on the consent agenda, the chair will first inquire whether there are any items that need to be removed from the consent agenda. If any member wishes an item to be removed, it must be removed and placed on the regular agenda. Immediately following the opportunity to remove any items for separate discussion, the consent agenda is moved and approved as a set. (For example: "I move the consent agenda." Another member: "I second the motion.")

It may be useful to those who plan the overall meeting agenda and the consent agenda (usually the board chair and/or executive director) to have guidelines, developed in consultation with the board, to clarify which types of items might be appropriate for the consent agenda.

## **When Should a Consent Agenda Not Be Used?**

The consent agenda practice should not be used unless all members of the board understand and agree to its use. This approach places more responsibility upon members to prepare prior to the meeting. Obviously, if members do not read the information on the consent agenda prior to the meeting, they cannot responsibly agree to the inclusion of any particular item on the consent agenda. The worst outcome would be to take action on a matter of significant programmatic or legal importance without truly having the board's **informed** consent.

The Midwest Center for Nonprofit Leadership University of Missouri – Kansas City. A Board Resource Tool from the Midwest Center for Nonprofit Leadership The Midwest Center for Nonprofit Leadership University of Missouri – Kansas City