

Summary of Key Learnings: Consensus Decision-Making for Nonprofit Boards

2026-04-11 Webinar

This webinar introduced consensus decision-making as an option for making non-profit board decisions. Consensus can mean many things and can be achieved through a variety of processes—there is no single “right” way to do it. Boards should choose (and document) an approach that fits their bylaws, values, and day-to-day reality.

Consensus Decision Making: In a non-profit board context, consensus is a collaborative process where everyone contributes to a decision that they can live with and support, even if it isn't their personal top choice. Consensus aims for unity, not conformity: it recognizes disagreement and concerns as valuable input, enhancing the quality of decisions rather than treating them as obstacles or disruptions.

Benefits of Consensus Compared to Majority Vote: Embracing consensus decision-making can offer several advantages over majority voting. By inviting respectful disagreement and encouraging open dialogue, boards can uncover blind spots, strengthen their due diligence, and test decisions from multiple perspectives before they are finalized or made public. This process ensures that minority voices are included, fostering greater trust among board members and supporting a culture of relational governance. In contrast to majority vote, where minority perspectives may be overlooked, consensus helps build stronger, more resilient decisions and relationships within the organization.

Two Approaches to Consensus: Two examples of consensus models were shared: (1) Talking Circle approach that emphasizes listening, clarifying the decision to be discussed up front, and ensuring everyone's perspective is an equally valuable contribution (2) “Thumbs” check approach based on *Martha's Rules of Order*¹, which uses pre-circulated written proposals and an early temperature check (thumbs up/sideways/down) to focus discussion on what needs to change for the proposal to move forward.

When Consensus May Not Be the Best Fit: Some decisions have specific legal requirements for casting votes (for example, ordinary or special resolutions at an AGM). Consensus can require additional time, facilitation skill, and board maturity. Some organizations may not yet have the resources or capacity to take on the added complexity. Consensus can be misunderstood or misused as an individual veto, where one director stalls decisions by withholding support in a way that prevents the board from acting.

¹ See: <https://theonn.ca/2026/03/marthas-rules-advancing-collective-decision-making-in-nonprofits/>

Hybrid Approaches to Consensus: Non-profits can use bylaws and policies to implement hybrid processes that achieve consensus benefits legally and efficiently, avoiding typical problems:

- *Take steps toward consensus within voting systems:* without formally adopting consensus, boards can strengthen decision quality by empowering the chair to ensure minority voices are heard, inviting concerns and questions, and normalizing respectful disagreement before any vote is called.
- *Match method to decision type:* use consensus for larger strategic discussions, while allowing voting if delaying an urgent decision could harm the non-profit.
- *Consensus-first, vote as backup:* try consensus as the primary method, with a clear backup step (for example, moving to a vote) if consensus is not reached within an agreed timeframe.
- *Where a vote is legally required:* use consensus to get to the final wording of the decision, then hold a vote on that finalized wording. In doing so, you can capture the benefits of consensus while still meeting technical/legal requirements.

Legal and Governance Considerations: Decision-making is a core responsibility of the board and involves weighing legal and financial risks. Consistent process and proper documentation are essential for compliance and to protect the non-profit and board. Consensus doesn't remove these legal obligations.

Boards need to follow the non-profit's bylaws, policies, and the *Societies Act*². Check your bylaws for decision-making rules, requirements, or restrictions, and check whether you already have a policy on voting or consensus decision-making.

The *Societies Act* assumes directors make decisions by voting on, or consenting to, resolutions. Even if your board uses a consensus-style process, many of the same legal requirements apply (for example, not participating in a decision where a director has a conflict of interest). Consensus should include agreement on the exact wording of the decision, not just discussion of options and concerns.

Boards should write decisions in the minutes to keep a record about what was decided.

² See: https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01