



How to run a board meeting

# Develop a strategic vision and board agenda

Keep the board focused on the important matters during the meeting

**Steven Bowman FAICD**

Founder of Conscious Governance





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# Steven Bowman

**I'm a seasoned Board adviser, with a great depth of experience and skill facilitating Board reviews and strategic planning. I have held numerous CEO and Board positions with some of the USA and Australia's most prestigious organisations, as well as authoring and co-authoring over 14 books on governance, strategy, risk and executive leadership.**



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**CONSCIOUS**



**GOVERNANCE**

# Framework for a great board meeting

**1**

**Using your Vision/Purpose**

---

**2**

**Developing an Agenda that supports  
focus and strategic thinking**

---

**3**

**Developing Board Papers that further  
focus**

---

**4**

**Developing strategic thinking skills  
that focus even further**

**The Chair owns  
the sequence  
of events**



# Where it all starts

**1**

**Writing a vision statement that inspires**

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**2**

**How to turn your vision statement into a strategic advantage**

---

**3**

**How to harness the power of your vision statement**

---

**4**

**Use the vision as a decision-making filter**

# Place your vision at the top of the agenda

**1**

**Why your organisation exists**

---

**2**

**Steers the conversation**

---

**3**

**Guides behaviour**

# Create a cover sheet

**1**

**Photograph | Video | Story of key work**

---

**2**

**Reminds directors why the organisation exists**

---

**3**

**Explore your mission moment**



# Strategy ahead of operational matters

**1**

**Avoids 'rabbit holes'**

---

**2**

**Prioritise first for strategic  
matters**

---

**3**

**What keeps the CEO awake at  
night?**

# Use a consent agenda or a “block agenda”

**1**

**Reduces time on ‘for noting only’**

---

**2**

**Group of items placed together**

---

**3**

**48 hours before the meeting**

---

**4**

**At the discretion of the chair**

# Colour code, or use BoardPro

**1**

**"Items for Noting"**

---

**2**

**"Items for Discussion"**

---

**3**

**"Items for Decision"**

---

**4**

**"Items for Information"**

# Briefing note template

## BRIEFING NOTE – FOR DISCUSSION

Date	Topic
Author	
Background	
Brief Summary of context and relationship to strategic plan and risk management	
Summary	
2 sentence summary of key content	
For Discussion	
Highlight 3 or 4 key questions for consideration, and the key discussion points. Use this to help Directors focus on key issues only.	

Your Vision Statement Here

# Careful use of ratios

When determined in advanced, some selected, key ratios can help the Board to focus on the strategic issues behind the finance and other numbers.

- Create a legend to explain what they mean.
- Define trigger points for action

## 4 types of ratios

1

### PROFITABILITY RATIOS

How well does the company generate profits?

2

### LEVERAGE RATIOS

How extensively is the company using debt?

3

### LIQUIDITY RATIOS

Does the company have enough cash to pay the bills?

4

### EFFICIENCY RATIOS

How efficiently does the company use its assets and capital?

# Manage 'board owned risks'

**1**

**Separate classification for board  
owned risks**

---

**2**

**CEO and exec team must remain  
vigilant over all risks**

---

**3**

**Risks can be opportunities**

# Use dashboards... sparingly

These summary style reports can graphically represent and summarise key data.

1

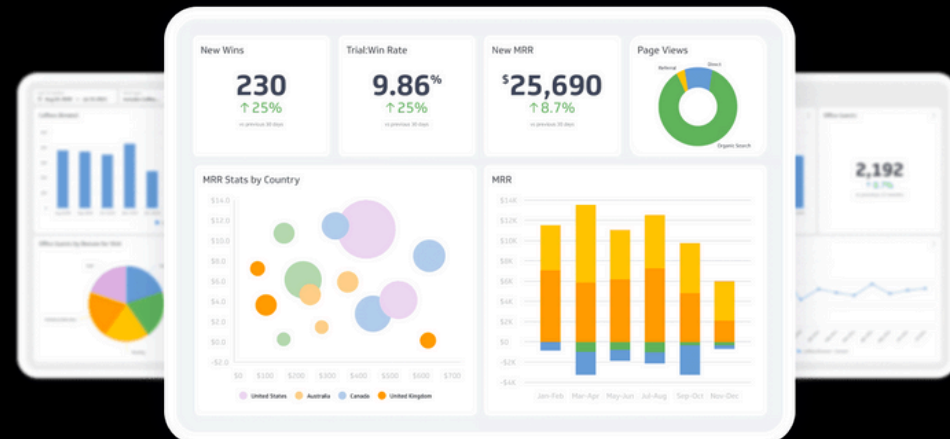
Measure items of real impact to the organisation

2

Include 'people' and 'culture' measures

3

Trend information is very useful

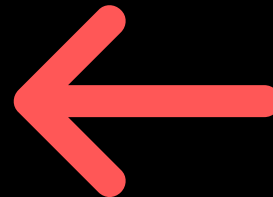
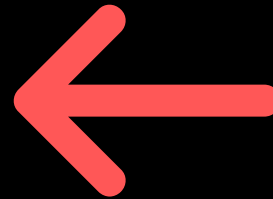
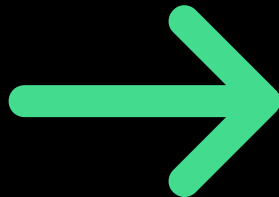
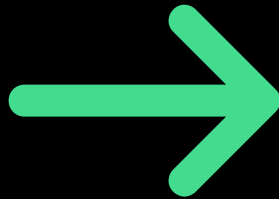


# Use leading indicators not lagging indicators

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## Leading Indicators

Influence future performance



## Lagging Indicators

Analyze past performance



# The CFO and CEO declaration

**1**

**The organisation is solvent**

---

**2**

**Key payments update**

WITH A  
SPECIAL EXTRA  
SEARCH AT THE  
BACK!

WHERE'S  
CAMP SITE  
WALLY?

WHERE'S  
SPORTS  
STADIUM  
WALLY?

WHERE'S  
RAILWAY  
STATION  
WALLY?

WHERE'S  
ON THE BEACH  
WALLY?



# WHERE'S WALLY?

MARTIN  
HANDFORD



# Strategic agenda template



## XYZ Ltd AGENDA Board of Directors

### A Strategically Focussed Agenda for the Board Meeting


The Consent Agenda technique used in this Agenda is a powerful tool that reduces the amount of time spent on reports that are 'For Noting' only. This is sometimes called a Block Agenda ([i.e.](#) where a group of items are placed together and approved by the Board as a 'block').


Note to Directors: An Agenda item with the green background colour means the item is for Noting Only, and these items will be voted to be accepted as group (as a block item) under Agenda Item 4. Up to 48 hours before the meeting, Board Directors may request that the Chair take an item off the Consent Agenda item so that it can be discussed by the full Board. It is at the discretion of the Chair whether to allow the item to be moved onto the Agenda for discussion (or not).


Insert **Vision Statement** here – The Chair and CEO can use this to focus the discussions.

Date:	Thursday 19 July 2022
Time:	2:15pm to 4:30pm
Location:	Macquarie Room, 60 Martin Place Sydney Zoom URL: TBA
<b>TO BE PRESENT</b>	
Board of Directors:	AB (Chair), CD (Dep Chair), EF (Treasurer), and Directors GH, IJ, KL, MN.
Management:	YZ (CEO), WX (GM), UV (GM),
Apologies:	Director OP
Secretariat Support:	ST (EA to CEO)



 Notice

 Agenda ▾

 Board Pack ▾

 Minutes ▾



## August Board Meeting

No Agenda

Build Agenda



### Build Agenda



Clone a previous agenda, or use our best practice template.



Clone another Agenda



Best Practice Template



Strategic Agenda Template

New

Cancel

Build Agenda

Ariel Hu

Chair, Board member



Dr. Zeeshan Ejaz Bhatti Ph.D

Chair, Board member



# Upcoming expert sessions

Make sure you watch the next episodes of “How to run a board meeting”



**Steven Bowman**

EP1: Develop your strategic vision and board agenda



**Julie Garland McLellan**

EP2: How to prepare for and write your board papers



**Dauniika Maclean**

EP3: Board packs made easy

# Upcoming expert sessions

Make sure you watch the next episodes of “How to run a board meeting”



**Fiona McKenzie**

EP 4: How to get your  
directors engaged



**Jen Butler**

EP5: Creating effective  
board minutes



**Giselle McLachlan**

EP6: Management  
accountability & follow- up



# Thank you for attending!

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