



Webinar 2 of 2

Sports Governance Essentials:

Practical Tools for Directors of Sports
Associations & Clubs

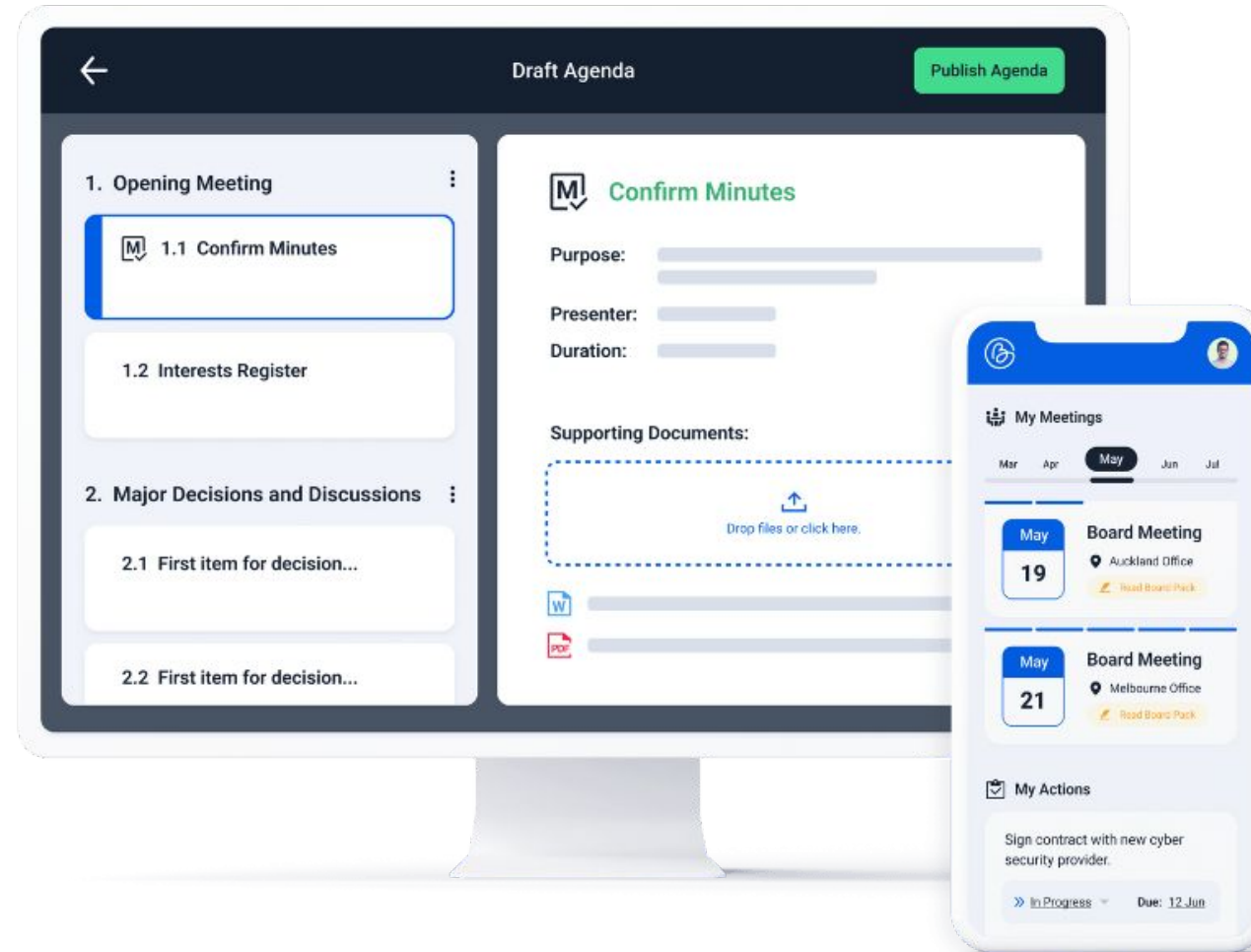


Margot Foster AM OLY



Jane Davel BA MBA MAICD







**Making the fundamentals of
governance free and
easy to implement**



Governance Made Easy

Governance Resource Center

Explore free governance resources for growing your organisation and adopting good governance practises. From meeting minutes templates to CEO reporting templates, our comprehensive guides and templates will cover your governance and business essentials.

Content type



Topic



Persona



Search





Slides, webinar video, and transcript will be sent to you. Sit back, relax and enjoy the conversation



Margot Foster
AM OLY

Founder
**Boardroom
Excellence
Australia**



Jane Davel

Board Chair
New Zealand Rowing



Sports Governance

#2



Welcome back: recap



- What is governance
- Your role and duties as a director
- The importance of your constitution
- Directors and fiduciary duty – the duty of trust
- "Care and diligence"
- Financial oversight
- Managing and identifying conflicts of interest
- Compliance
- Confidentiality
- The role of the chair





Meetings

How we play – meeting etiquette

1

Only one person talks at a time

2

Stick to the agenda

3

Disagree in private, unite in public

4

Read papers before the meeting not at it

5

Arrive before the meeting starts – online or in person

6

Silence is agreement

7

Apologise if you can't attend a meeting – with notice

8

Don't have side chats IRL or use chat online

9

Give the meeting your full attention

10

Use constructive questioning – it's not an interrogation



Who attends meetings?

The board

The CEO

The minute-taker

Others – the board decides who, for what and for how long?

HR Manager

Head coach

CFO

Comms Manager



Meeting preparation



- 01 The duty of “care and diligence” is paramount
- 02 Agree the number of days before the meeting when papers will be dispatched
- 03 Read the papers well before the meeting
- 04 Ask questions before the meeting of CEO or chair
- 05 Don't fix typos in the minutes at the meeting
- 06 It's really obvious when people haven't prepared and are reading and asking (silly) questions as they go



Meeting preparation and performance



It's disrespectful to those who wrote the papers to not read them

Other directors won't thank you for not reading and thus not being able to participate properly

You are not there to have no opinion about anything ever – leave the board if that's you

Be as articulate and concise as you can be – it's not a forum in which to hold the floor to the exclusion of others



Meeting performance

Agree your meeting etiquette and mutual and collective expectations of behaviours

Strategy is hard, operations are easy:
resist the temptation to delve into operations when you have a CEO/staff



Be an independent thinker
– that's what you're there for



Be courteous
– constructive dissent



Groupthink

*If everyone is
thinking the
same thing no
one is thinking*

– General George Paton

**The board is the most
equal place in the world**

– each director has one
voice and one vote so
use them effectively and
in the best interests of
your organization

**The chair and
sunflower bias**

– you don't have to
follow the leader, or
the loudest person
at the table



Board Papers

Provides information to all directors ahead of time

They help address strategy, aid regulatory compliance and identify risks and opportunities

Recommend small sports orgs have one-pagers with dot points about topics for discussion and decision

Board papers can be noted according to importance

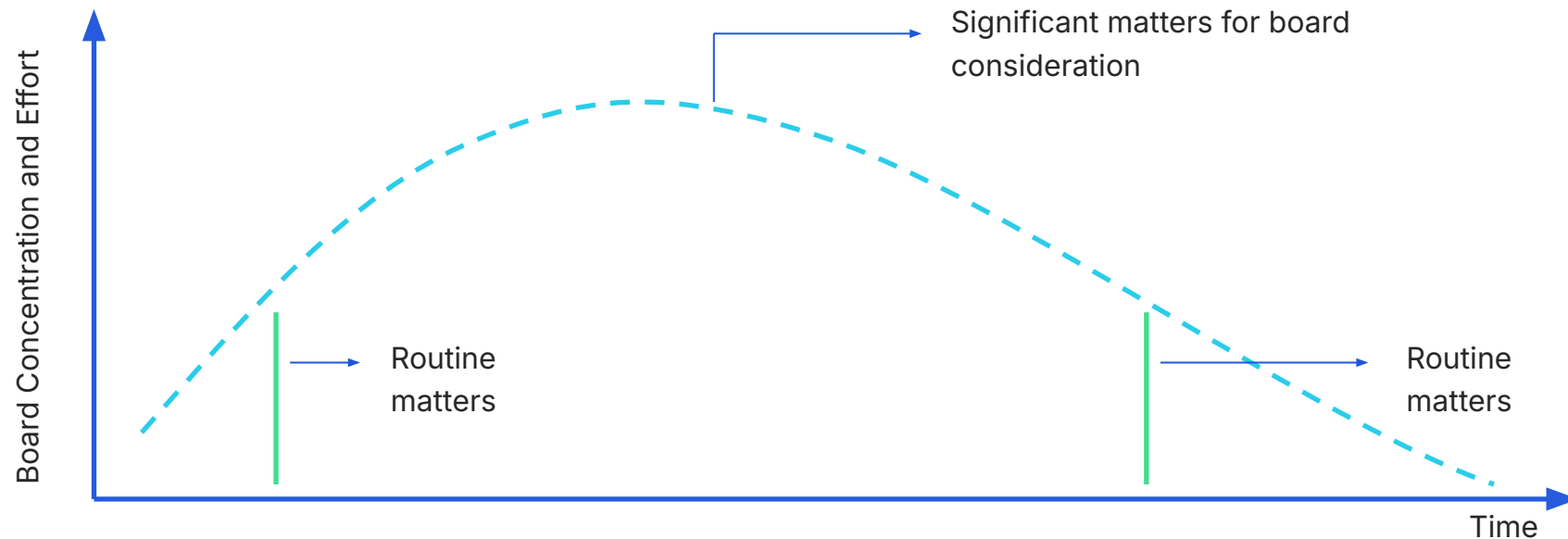
- Decision
- Discussion
- For noting
- For information





Structuring the agenda to maximise director effectiveness

The Meeting Agenda





The agenda

- *In camera*
- Welcome & apologies
- Declaration of interests
- Record of circular resolutions (if any)
- Approval of minutes (incl action items)
- CEO/Secretary/President Report
- Financial Report
- Matters for Decision
- Matters for Discussion
- Matters for Noting
- Matters for Information
- Agree talking points
- Other business [should be none]
- *In camera*

Other items depending on need or calendar

- Minutes of circular resolution for noting
- In camera session
- Previous meeting evaluation
- Appointment of subcommittees &/or working groups
- Constitution amendment
- Preparing for AGM
- Approval of annual report
- Risk review/risk matrix – ESG?
- Policy creation/reviews
- CEO contract review/renewal
- Casual vacancy replacement
- Strategic plan review/update
- Update skills matrix annually





Agenda Items In More Detail



- 01 In camera – a board discussion without staff

- 02 Declarations – interests and conflicts with agenda items

- 03 Register of interests – the record of interests that are declared by directors at the start of each meeting

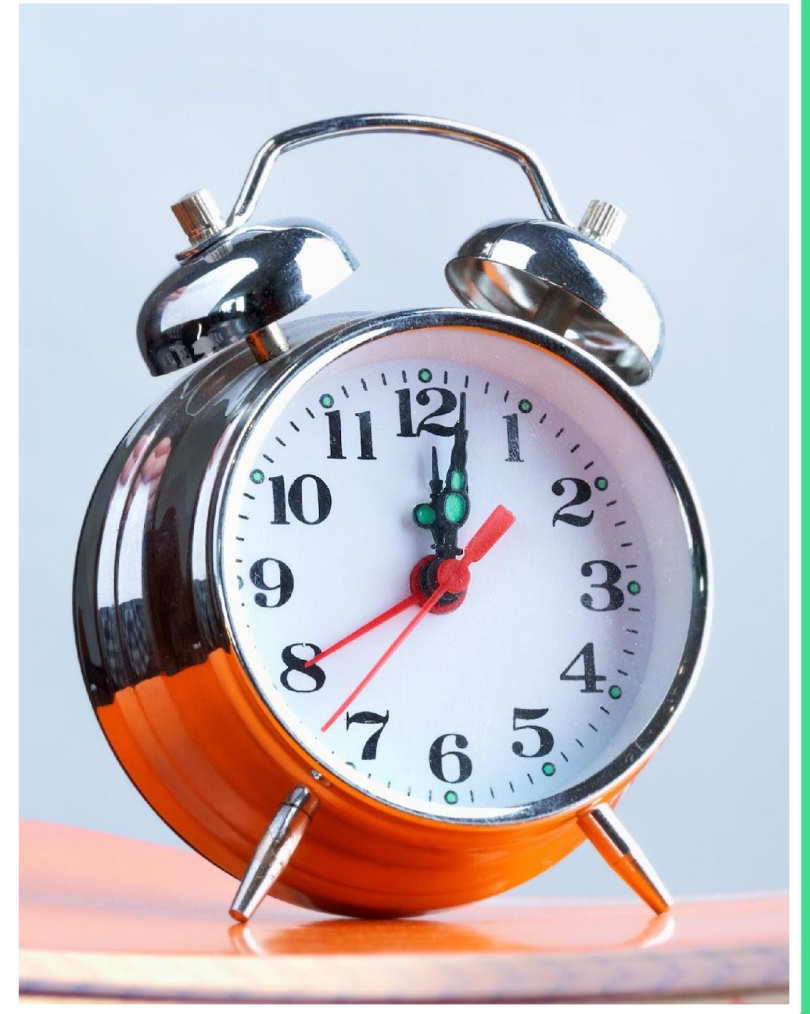
- 04 Circular resolutions – formal decisions made between meetings via email (ideally not WhatsApp please!)

- 05 Other business – not the time to bring up a whole new matter; only suggestions for items for future meetings



Minutes

- ▶ A letter to the judge
- ▶ The only record of what was discussed and decided
- ▶ Not a verbatim he said/she said account
- ▶ Summarise discussion
- ▶ Record the resolution concisely
- ▶ Use plain English and write in sentences – not dot points
- ▶ Don't attach documents or include hyperlinks
- ▶ Ideally sent in draft to the chair within 7 days





Minutes

01 Record director arrival/departure times – important for votes

02 Only directors are “present”; everyone else is “in attendance”

03 Write the minutes so you or anyone else will understand what was discussed and decided in 6 or 12 months’ or 3 years’ time

04 Use a hierarchy of language to weight decisions

- *Note or receive – simply that, no further decision required*
- *Agree – something that is to be done*
- *Resolve or approve – a decision made after a motion is put for a vote*



Meeting evaluation: instant feedback

- 01 An end of meeting activity
- 02 One director gives an instant report about the meeting against a set of agreed questions eg did everyone contribute
- 03 Short discussion about the feedback
- 04 Not an opportunity to rehash decisions
- 05 Useful for Chair and CEO about meeting structure and content
- 06 Rotate the reporter from meeting to meeting



Action items list



- 01** A list of the actions arising from the meeting
- 02** Are included in the minutes and then excerpted into a separate list
- 03** Can be sent separately and before the minutes when time between meetings is short
- 04** A reminder of commitments made to hold people to account
(don't put your hand up if you can't do the task!)
- 05** That list will include
 - *The date the action was agreed*
 - *Who is responsible*
 - *By when the task is to be done or completed*



Board committees (aka subcommittees)

- The purpose is to assist the board and make recommendations – not decisions
- The committee chair reports to the board as the board requires
- The number and type depends on size of the organisation and need
- They are created by a specific delegation clause in the constitution
- Appointments to committees are by board resolution
- Ideally not many standing committees (& don't list them in the constitution)
- Too many creates a lot of work to set up (charters), service (organise and follow up/report) and manage (people's availability)
- Can blur lines between board and management if the committee is operationally focused eg a golf club greens committee
- They are not set and forget, but remove them if no longer needed
- Alternatively establish working groups that are time and task limited



Policies



- ▶ Important to regulate the organisation's business
- ▶ They are a board document approved by resolution – management has its own operations policies
- ▶ Are made pursuant to the specific but general clause in the constitution allowing their creation
- ▶ Ensure you have a policy register so the board can regularly review them – every 1, 2 or 3 years as required
- ▶ Retire policies that are no longer of effect by board resolution



**Margot Foster AM
OLY**

in www.linkedin.com/in/margotfosteram



Jane Davel

in www.linkedin.com/in/janedavel



Thank you
