

Webinar Transcript

Board Code of Conduct

How to set the Code up for success and how to embed the code into your board meetings

So hi everybody, welcome to our Governance Made Easy webinar today titled Board Code of Conduct, How to Set Up Policies for Success and How to Embed the Code into Your Board Meetings. We are joined today by Stephen Bowman and Julie Garland McLellan. Welcome team.

Hi, My name is Sean McDonald and I shall be your moderator in the background for the next forty odd minutes. Firstly, thank you for attending today. We always appreciate the effort you make to be here for our live webinar events.

During the session, if you have any questions, which of course we hope you will do, please try and use the Q and A button on your toolbar as against chat.

Don't worry if you forget, it just enables us to keep a track of the questions as they are coming through. And finally, if you stay through till the end, which we hope you will do, we have a really short one minute survey at the end of the webinar for you to consider. We would really appreciate your feedback. It just helps us bring relevant content to you week after week, and enables us to organize our presenters as well. So please take a moment when you exit the webinar to complete that short survey.

For those not too familiar with BoardPro, we are a board software provider, sometimes called a board portal.

And we serve just over thirty five thousand users around the globe, about four thousand boards and about eight thousand five committees these days.

We enable organizations to prepare for and run their board meetings more effectively and efficiently with less time and deliver more impact and value for the organisation. And as much as we are a board software provider, part of our wider mission here at BoardPRO is to make the fundamentals of governance free and easy to implement, and that's for all organizations, but especially those organizations with resource constraints.

And these webinars that we run, I should say, every week, and the many templates and guides we provide on our website and the resources section are a great tangible example how we look to achieve our mission for nonprofits and small to medium businesses around the globe.

So for the next forty odd minutes, just sit back and relax and add to the discussion by asking as many questions as you would like. A full recording of the webinar along with the slide deck and transcript will be sent to you not long after the webinar today. That will be tomorrow now.

Let me have our team introduce themselves and we have Stephen first.

Hi everyone, Steve Bowman from Conscious Governance. I've been working with boards and CEOs for longer than I can remember, I think. But the main focus that we have is helping boards get to the stage where they can make really powerful choices that actually create the future for the communities they serve. I look forward to chatting about the role of codes of conduct in all of this. Julie?

Kia ora, hello and welcome. I'm Julie Garland McLellan. You possibly know me because of my newsletter, the director's dilemma, which is the world's most widely read free director newsletter.

I've been working with boards like Steven. I tallied it up and unfortunately the number hit thirty.

Quite a few years experience and really looking forward to talking about codes of conduct, because if your board behaves well, your company will probably do well.

So let's get into it. Now codes of conduct. Most organisations have a code of conduct for their staff, but very seldom do they actually have one that is specifically for the board, or that is written for the board but also says it's relevant for other stakeholders and staff and so on. So what we want to do is focus primarily here on the board code of conduct, but in many organisations it's written in such a way that it also covers staff and stakeholders as we go through it.

So why do you have a code of conduct? Because quite honestly it's a standard for how directors are expected to behave and it particularly comes into play when the pressure's on, when a situation has arisen, when there's been some nastiness externally, nastiness internally. It provides a guidance for how we're expected to behave. But why would we need that, you say?

Well, because we're dealing with people. Sometimes people forget that good behaviour is not just about being polite it's certainly not about being silent, but it's how we respectfully interact and learn from each other, and the Code of Conduct helps us do that. It shapes the tone of the board also.

How many boards have you sat on or have you seen or you report to where there is a tone there of a question is actually an interrogative statement with a question mark at the end of it and people are trying to trip others up through the questions that they ask. It's probably not in your best interests. So it helps shape the tone of the board and the ability of the board to actually be curious as well as not be bystanders in conversations. And then thirdly, it reinforces the integrity, good judgment and professionalism, so it helps us particularly new directors coming onto the board who may not have much experience in high pressure environments or big decisions that need to be made, how they can actually be a contribution rather than a distraction. Julie, thoughts about what is a code of conduct?

I always say the best code of conduct is the one that you look at when you get prompted that it's time to review, and when you look at it you think, Yeah, this is all just common sense. And then you look at the enforcement and escalations and you think, Gee, we never use them. We've never done that. That's when it tells you that you're actually living it.

But unfortunately, when things do start to go wrong, having something that is written for a board and for your board in particular can just help. And there's nothing worse than seeing people quoting the clause number from their code of conduct, but clearly breaching other clauses because of the tone of voice or the threatening body language or just the disrespectful refusal to listen.

Right, sure, next one.

So what we've done here is we're going to give you three examples of codes of conduct and you shouldn't follow any of them, because these are examples of how others have done it. But one of the things when it comes to writing a code of conduct, write it for you. Don't take someone else's and just put your name in it, because each board is slightly different. This is one example that we provide as a standard code of conduct and you'll get an example of this when Sean sends the videos and stuff out there'll be some downloadable resources for you there as well too.

But here are the sort of headings from this code of conduct: personal behaviour what's expected? Then you fill that in there's stuff in there. Communication and official information so who can do what? Who can talk to the press?

How do we use social media as directors? Yeah, it's never a problem until it is. So some guidance around there. How we as directors can use resources what are the guidelines around that?

Safe environment what does that look like? And some stuff about respectful dissent and as you go through this what you find with a good code of conduct, if you see on the right hand side, it also links to the relevant policies that we need to know about. So for example in this one it links to the Corporations Act because they're incorporated under the Corporations Act, it might link to the ACNC, it might link to the Co Operatives Act whichever one is relevant to your structure, and then listing down the organisational documents that will have an impact on how we actually use this code of conduct.

And it's not just the name of that policy but it's also the link to it, so that you can refresh yourself when you need to what that might look like.

Safe environment, legal compliance, conflicts of interest. Hopefully a good code of conduct will say 'conflict of interest is neither good nor bad it just is.

If we don't have conflict of interest, we've got the wrong people. Here's how we deal with it in a respectful way. Here are the sorts of things, past examples of how we've dealt with it.' And then you've got the breaches what happens when someone breaches? What's the escalation? So

you've talked to the chair and you complained about someone's behaviour and the chair says, well, suck it up.

What are you going to do then? What's the next thing? So you need to have the escalation process about where things will go from here, and then integration with policies we said there. So that's the first example. These are only examples but they're real life ones. Sean, next one.

Here's from the Institute of Directors in the UK.

They've called theirs their definition of their code of conduct for all directors is a roadmap that can help individual directors make the right decisions for themselves and their organisation. So it's not just about behaviour, but behaviour helps create the environment for powerful decisions. Bad behaviour can turn into really bad decisions.

So here there's the examples, lead by example. I love this one: If you expect everyone to be respectful but you're not, how do you expect them to actually follow this? So if others are behaving in a way that you wouldn't see, then you behave in the way you would like to see. Be this yourself first before you expect others to.

The behaviour stuff's interesting. Julie, what have you seen in terms of some of the behaviours around board tables that really get in the way of the decision making capacity of that board? How long have we got?

Yes, how long have we got? I think absolutely the worst one that I have ever seen is from a leaked video of a web conference of a board called Newsat. I didn't leak the video, but I do have a copy.

Just the fact that people are leaking videos really is a breach of generally accepted good board behaviour.

But in the video, one of the directors is asking the chair who one of the executives or one of the consultants is working for because he seems to be on this company's payroll, but he seems to be working for the other party in a transaction.

And at one point, the chair stands up and actually threatens to punch the guy.

You very rarely see anything quite that bad.

Leading by example.

It's the fact that that won't be the first time those guys have breached. There will have been smaller breaches and smaller breaches until suddenly that behavior was the way they behaved in that room. And that, I think, is why it's so important to be conscious of bringing your good self, preferably your best self, to the boardroom rather than your combative self or any other self?

This institute of directors has some very interesting headings that they've got there, and they go into more detail and they explain what that looks like, they talk integrity, transparency, accountability. They're not just words, they provide some really good examples in there. So it's worth having a look at when you're developing yours up just to see if it generates any ideas for you. Okay, the next example is from the AICD and they've called a board code of conduct is a framework for decision making and a guide to the actions and standards of conduct we expect of each other.

So that's a little bit more blunt than the IOD one and they go through what does that mean in terms of compliance, caring for our people, caring for our communities. So they're generic headings but they've got some really good examples underneath that as well too, so again very well worth having a look at. But the key thing in looking at how you start off on your code of conduct is pull out some examples that you quite enjoy that you've seen there's many of them available on the net a look at the headings and how they go about doing, and start developing your own up.

So, Sean, next one.

Now, the Chair's role. I think this is probably one of the most powerful discussions that you can have around the code of conduct. The chair's role in this is like the conductor of the orchestra, but also the fair witness and also the person who models this behaviour and also has the authority to deal with it if it's not being utilised by other people. So the chair's role in this, first of all, is modelling behaviours and the difficulty sometimes is chairs aren't trained how to do this.

So often you get someone who's been put in as a chair and particularly in member and trade based organisations where that's because they didn't attend that meeting and they were elected as chair by the board.

Not joking happens sometimes. In other cases the chair has been elected by the membership because they were the most strident about how they were going to help bring this organisation back into line again.

Royal Australian College of Physicians is an example that comes up. We'll talk about that one a little bit later on. Modelling behaviours reinforcing the standards so it's no good just having a code of conduct. If any of those elements of the code are being misused or are not being abided to, it's the Chair's role to help bring that back to where it needs to. How that is done depends on the situation after the meeting, during the meeting, calling on the rest of the board to actually support the behavioural changes that we need. There's all sorts of ways of reinforcing the standards.

Encouraging respectful disagreement. So I mean, one of a great phrase and I use this in all my boards is where you say, Okay, we've got a board of seven. Okay, so board if seven of us are agreeing all the time, then six of us aren't necessary.

So let's look at it from the different perspectives. That's why you sit around the board. You're not sitting around here to agree. You're sitting here around this board to provide wisdom, insights,

curiosity, and from that we will come to a collective agreement after we have disagreed about a whole lot of things. It's how we do that's important. Julie, I know this is an area you deal a lot with here. What are some of the war stories and some of the issues that you find?

I think, firstly, I take a little bit of issue with the chair as the conductor of the orchestra.

I'll just encourage people. Write yes in the chat if you've conducted an orchestra, because most people only see oh, Leon, well done. Most people only see a conductor in their public ceremonial role dressed up, or they never see them in their negotiating role when the doors are closed and the orchestra's rehearsing and they're working out with the lead violin, how do we make sure you can still hear the cello?

That sort of question, the way in which oh, good Jess. There's a fugue of you. I'm impressed. I always like to say it's more like being the host of a dinner party, because most of us have hosted a dinner party at some level. And then you you understand when you're hosting the dinner party, you know the people. If you're the chair and you don't know your board members, you're in for trouble.

So getting to know the people, knowing who you want to sit next to each other because you don't want them eyeballing each other across the table, or who you don't want to sit next to each other because they'll they'll form a a little power block or a faction. Just understanding the dynamics and the characters and the people. But the number one thing or the number one thing on this slide that I I particularly love is intervening early.

And if you can intervene so early you can catch somebody and say, That was really great. I love the way you did that. Did you notice that that was so much more effective than when you did these other things? That sort of gentle intervention really helps to shape behaviors without getting up people's noses and confronting them.

So a good chair is in fact a good diplomat, but they're a diplomat who has to get results. It's a very, very difficult role, but it's a leadership role. Every director is a leader, but the chair is the leader of the leaders. Yes.

Sticks and carrots. I love it, Rogan.

So one of the things that we find a lot of people have difficulty with is how to manage dominant personalities. Now I've got down here a case study, a major health charity. I won't tell you who it is, but their board was made up of CEOs of the state based organisations. Oh, we've all come across that and it can work well until it doesn't. In this case it wasn't working well at all and there are in fact three directors who were the CEOs of the state organisations and it wasn't in the constitution that you had to be the CEO, but it was convenient because they had to travel anyway and it was convenient that they would come along to these meetings. There were three of these I won't tell you which states you can probably guess which states 1W, 1S, 1V, that sort of thing but they were so dominant in their personalities that they would not listen to or allow others to have airtime because they were the largest, the biggest, whatever it might be.

The chair was a really good chair, knowing really well, he said this is the only board where I have not been able to make any difference or change in the personalities and the behaviour around the board table, and they didn't have a code of conduct. So we developed up a code of conduct and in this case those three directors said to the chair, You don't have the authority, you don't have the delegated authority, we're not going to expend funds, we're not going to allow you to expend funds, and the chair said to me, Steve, I need some ammunition. What can I use here to start getting this back on track again?

So anyway, we'll talk about that one later.

The code of conduct, with a director of individual evaluations and reviews, one of the directors on there came back after this and wrote a letter to the rest of the board and said, I just want to publicly apologise. I did not realise how my behaviour was viewed by everyone else.

And they were actually self aware enough to make that change.

It doesn't always happen because I've got another one at the moment where they're not self aware and they're not going to change. But managing dominant personalities is not just about having a chat. You may have to go down the route of code of conduct and if that doesn't work then you go down the route of having maybe individual director insights for each director and then almost like some mentoring and development. And the people that are willing to change will change given that evidence. Those that are not willing to change will not change and that's a different conversation you need to have.

Julie?

Yeah, I think it is so important to know your board but the the one that I think you might have missed in your excitement to tell us everything else is the board performance review. Yeah. It's an absolute perfect chance to give people that feedback if needed, from their peers, or if not, just from the reviewer or from the chair, to go through and say, look, this is this is how you're perceived, and this could be useful, or it might not be. And most directors, you know, those A type personalities, they're sitting around the table, they want to get stuff done. So the more you can help them understand that a board performance review and a code of conduct is all about getting stuff done effectively, the more likely they are to support you. We've got a couple of good questions.

One in particular, an anonymous one, which is: How do you know the difference between someone who's being healthy and disagreeing, and someone who's blocking things, or who makes statements that you know are wrong, but if you call them out, it's going to repercuss on you, because they're good at defending themselves.

And then perhaps link the two together, one from Greg about how do board values impact that. What are your thoughts?

So the issue behind this one is people often use questions or risk as a way of forcing the conversation in a way that they want it to go. And one of the best things that we can have as

directors is a bevy of questions or techniques that we can use so that can actually help bring those level of conversations to something that's useful. My favourite question is what's the strategic issue behind this that we need to discuss? What's the bigger issue?

What's the strategic issue behind this? Another great way of doing that is when someone's raising a risk, then ask them what's the strategic issue behind this risk? How does it fit within our strategy plan and what impact it's going to have on our vision. And so it brings them back from just making statements that are blocking.

Typically, if someone's got a bit of experience in risk and others don't, then unfortunately people tend to defer to those that say that they're experts in something. Whereas we should all be experts in curiosity and unlocking fixed points of view. If you think someone's got a fixed point of view, you can easily get around that to some extent by saying, 'So what are the different points of view that we haven't considered yet? There are four hundred million ways that we can do this.

What are the top two or three that are inherently different that will enable us to look at this in a different way? What if our assumption was wrong here? What would that look like? What if our assumption and so these are the sorts of conversations that any director can help lead.

Julie?

Yep, and I love those contemplative questions, which might help Carolyn, who's very bravely put a comment in the chat.

A question about, I'm interested in what you say. Can you explain the thinking behind it? Can you tell me some of the history, or could you perhaps share the experience that's led you to form that opinion?

Actually identifying opinions as opinions, not facts.

Very often an expert will state their opinion as if it were a fact.

I'm dealing with a board at the moment where the psychiatrist keeps diagnosing the other directors.

But not very popular, even if he is right, it's a difficult one. But those questions about, well, I'm I'm interested that you say I'm delusional. What aspects of my delusion differ from your reality?

Let let's hone in on the value here.

And that ability the other thing is if somebody refutes what you say, ask them for the evidence. Get the evidence and be curious about other people's arguments before you advance your own. It's a very Machiavellian way of of disagreeing, but understand things. Oh, and Sean's giving us a nudge to move on.

Oh, Sean.

So the Chair's role when no one agrees. You can read all this at your leisure, but here's an example of this is all case law now, so it's not going to be found in the legislation, but there's some good evidence that the chair in this case the chair has to make decisions in real time with less than perfect information.

So if a chair has decided something, it will survive challenge if it was made in good faith, was reasonable and did not involve an error of law, I. E. Engaging someone to help them write a code of conduct. Even though the board and the directors were trying to block things, the chair felt in the fairness and that it could be challenged but it was reasonable, didn't involve an error of law, they actually have the right to take it to the next level if no one else is coming along with them. Okay, next one, Sean.

And then there's from the corporate governance principles or recommendations, the chair's responsible for leading the board, facilitating contribution, also responsible for promoting constructive and respectful relations between directors and between the board and management. So the Chair actually, equal amongst equal sort of things, they've got other responsibilities that if push came to shove, a court of law would back them up in if they needed to. And then this one I thought was the most fascinating one because this is back in eighteen eighty four but tested again in 'eighty nine.

If a decision is made by the chair in terms of the conduct of a meeting, it doesn't have to be in the constitution because courts have shown that the decision should be regarded as correct unless the contrary is proved by a person objecting to it.

So it gives that sort of robustness for the chair to be able to manage. And this is really powerful if your chair doesn't have much experience or maybe is not as good as they could be in these areas, some of these things might just give them the ammunition they need to be able to take a more firmer rein of how things are happening during the board meeting. Next one, Sean.

But wait, there's more.

And this is from recent one, which is Justice Beach, where he said very clearly, the chair must also manage unhelpfully disruptive directors and they have a greater responsibility for that than the other directors. So it means that the chair actually has a little bit of a steel rod that they can point to, saying that they do have those abilities. Julie?

Yeah, and this is a difficult one, and I'll pick up from David's comment in the Q and A. A lot of this comes from your search and recruitment. And if you've appointed a chair simply because they were the only person who didn't duck, Now you, as a board, have a duty to give that chair the skills they need to be successful in that role. You wouldn't hire a school leaver to become a foreign currency futures trader without teaching them something about foreign currency futures trading. If you've put someone in your chair who hasn't been trained in how to chair a meeting, in how the back office work of chairing that they've never perhaps seen has to be done, and who doesn't know their director rules and regulations and guidelines and codes of practice, you've you've really put them into a difficult situation. It's like putting a ballerina into a cage fight.

She might be very quick and she might be very strong, but you've gotta teach her how to cage fight. So really important is to give people those skills. And there are experts in the board pro community who run chair training courses from time to time. I think there's even an online one that you can do.

But really important, get your chairs experienced, if possible, through a committee before they become chair of the whole board, and if not, back them up with some training. And again, a lovely question from Errol in the Q and A, the best time for a board performance review is now, unless you've just done one, in which case you shouldn't be doing another one, you should be implementing something.

Drawing out quieter directors. Very important, and I love this, this is part of my chair training that I deliver, is different ways of going around that table.

Let's all say something that we like about this proposal.

Now let's all highlight a risk, and making sure there's nowhere for anyone to hide, that everybody has to say something. Yes, it's a bit confronting, but if you can't be confronted from time to time, you possibly shouldn't have volunteered to be a director. And nobody can force you to be a director. You have to consent. The other ones I like are, What else have we not considered? What are some of the ideas that haven't been voiced?

Who here has seen this elsewhere?

A good example of that, Julie, is where if and one of the things we always recommend is that every director should have knowledge of the background of other directors, so whether it be a CV or the start of the year or something. If someone's on your board and they used to be a farmer, but they're now a Chief Financial Officer somewhere, you can always say, 'Now John, in your experience as being on the land, how would you see ' So you're actually calling on their experience but not necessarily what they're doing right at the moment. So the reason they're sitting around the board table is because they've got different life experiences and different skills and it's not just what it is today, it's what it has been in the past too and often that will get people to open up a little more based on some past experiences they may have had.

Yeah, because they have solved different problems and so they'll recognise different problems in the future. Really important.

Now who should write the board code of conduct?

And the answer is, well, yes, it depends typically. If you've got a company secretary, they might be the first ones to have first crack at it. If the company secretary is also the CEO, then they'll probably do some research and develop one up. It could be the governance committee sometimes it's the chair sometimes you get an external. Who should write it is probably less important than who should review it on a regular basis. Julie, thoughts?

Yeah. I mean, you can get a junior secretary to write it for you. It's the board's job, in my opinion, to sit down and come up with those little list of key dot points. This is how we want to engage. This is the standard of preparation we expect before meetings.

This is the standard of dialogue and debate and discussion. These are the processes by which we recognize and then manage any interests that occur around the boardroom table.

There's a lot of value in some of those conflicts of interest because they arise from people's expertise. So really making sure that everybody on the board is aware of the key elements in that code is very important, and making sure that it's yours. There's nothing courts will come down on harder than a board that they find that has been in breach of their own codes or their own policies for a number of years and has done nothing about it. It's a really dangerous look.

Do what you say you will do, and if a lawyer says you will do something, read what they said and decide, oh, are we actually all willing to do that in that way, or do we want to rewrite this? Sometimes you see these documents and they're just in the wrong language, it's clear it's not homegrown, it should be yours.

The best way to read any policy, and this is a great technique to use for your constitutions, is when you're reading policy or constitutions you ask yourself what does it say we should be doing? Are we doing it? What does it say we should not be doing? Are we not doing that? And if we are doing something we shouldn't or we're not doing something we should, then change it or change the policy.

So that's that notion of duty of obedience that comes through. Now who should enforce it?

One more thing.

More Yes, Julie.

Keep records so you can prove you did what you should have done and didn't do what you shouldn't have done.

Three things: do the right things, choose the right things to do, do them right, and be able to prove it if anyone comes asking.

Solve a lot of problems.

Yeah, true. Who should enforce it? Okay, so this comes back to pretty much everyone. It starts with it potentially starts with the chair, but each director should be willing to step in and diffuse a situation or give a different tone to it or to be the behaviour they wish to see from others.

Now if you want to stop combative behaviour, you're not going to be combative about the combative.

So you need to use the techniques and tools that we've learned over time or find out what they are. Someone has said, 'Look, I'm not quite sure I'm quite forthright in my commentary, I'm not quite sure how to monitor that. Do some research on respectful dissent. Just do a Google search on it.

I've written stuff on it, Julie's written stuff on it. How do you respectfully dissent to something? There's a whole body of knowledge about how to do it and if you've done some reading on it you're way ahead of most people because there's some very, very simple techniques that is very powerful. Now, what are the consequences?

Well it depends. If there's a minor issue, where does that occur? If there are repeated behaviours? You can actually put this into your code of conduct what is the escalation process if we need to?

And I've seen this in some really good codes of conduct, particularly in professional and trade associations where their directors are elected by members at large and there's almost no training before they come on the board, so they do what they've always done in their workplace which may or may not be appropriate for the board. Serious misconduct escalation, Sharon. These are all the sorts of things that you can do, but you've got to think about it. The main thing is address the behaviour early, as Julie said, because anything, any major governance problem often begins as small behavioural issues.

Now we're not going to go into the detail of it oh, but my goodness, if you want to sit back with a good glass of something, do a Google search on the Royal Australian College of Physicians, have a look at some of the videos of some of their public meetings and look to see the play of interactions between the Vice President and the President Chair.

Belinda Moore and myself wrote a LinkedIn case study on this one, so just have a look at that as well.

But it's very illuminating, and it's the first time ever that a director in Australian history that a director has been removed from their position as a director for a period of time. First time ever.

So embedding the code into every meeting before the board meetings and look, when you've got board papers coming up and there's something particularly controversial, remind them as part of that to maybe just reflect on code of conduct or remind them that here are some great questions that we'll be looking at as directors so you can start to pre prepare for some of this prior to it. Often when things that come up for the board to discuss that are very emotional, one comes to mind payment of directors we're not currently paying should we pay directors You'll get one camp that are very emotional, absolutely no way, another camp saying, well why wouldn't we?' sort of thing. Let's prepare for that in advance by saying here are some of the questions that we need to look at, some of the ways we can look at it.

Conflict declarations before the meeting Julie's really big on this anyone who understands governance is really big on this but if you think you've got a conflict let the chair know before the

board meeting, preferably before they send the board papers out so that they can redact the stuff so that you are not going to be put in a place of conflict.

There's various webinars that we've done here on BoardPro about conflict of interest they're very useful to have a look at.

And then the preparation expectations so how the chair puts the agenda together.

If there's a big ticket item coming up, don't wait till the end of the meeting for it to come up. And one of the techniques that chairs have often find very useful is at the start of each board meeting say, okay, so over our board meeting, here are the two big items that we have to discuss. So they actually set those expectations right from the very beginning.

Before meetings, Julie, other techniques that you've come across?

I think one of the classics when you've got something really big is the ring around.

As chair, have a chat with your directors before the meeting.

I particularly love when I've got difficult meeting agenda items.

If I'm traveling to the meeting, to actually wait at the airport and just have some quiet time for what I call strategic gossip. I think the role of strategic gossip, that sharing information and mulling over what it might mean without going anywhere near making a decision.

You must never make decisions before meetings and then push them through, even if you do have the numbers. That's pretty bad. But that careful conversation, sometimes a conversation is so much better and richer than any written or emailed piece of information.

One of the great techniques that chairs have used very successfully is if you've got a director who obviously isn't reading papers, then I just heard about this on Friday the Chair gives those directors that are woefully underprepared the Chair gives them a call two days before the Board meeting saying now what questions have you got on this paper that's coming up that we could look at during the board meeting? And she's only got to do it two or three times and all of a sudden they're well prepared because they know they're going to get a phone call from her. Okay now during meetings respectful of the dissent we've talked about, listening, strategic focus.

One of the great things I found very useful as Chair is to have in the relevant board papers a heading at the end of that or even sometimes at the start here are some strategic questions for the board to consider so that we can actually start off with some of those. Directors will have other questions but it reminds them that they're there to be curious, not to present a point of view they've already formed. And at the end of a meeting a five minute reflection could be quite good. Okay, so let's finish this up, Sean.

Here are some practical actions. We've covered all of those. Go through them and check off your own code of conduct. If you don't have one, develop one up.

The last thing I wanted to say here is one of the best ways to bring this to the forefront is through your induction programme, and most induction programmes don't even talk about or explore the code of conduct. Maybe it's a document, but one of the things that BoardPro and I have done have developed up a twelve month induction program that runs alongside your own induction programs to actually help directors deep dive into behaviours, questions, insights they should do over a twelve month period. So there's the link there, have a look when you get a chance. Okay, Sean over to you.

Thank you sir, well done, well timed.

Always. Always.

Please feel free to connect with Steven and Julie on LinkedIn, everybody. I'm sure they'll look forward to your connection. And if you're looking for past webinars that Steven talked about to hone your knowledge, your governance knowledge, then you'll find a library of our webinars. There's hundreds of them on our website under the resources section.

In here, you'll not only find the recordings, but you'll find the slide decks and all of the resources from those associated webinars as well. So go and take a look at those when you have a moment. You'll receive an email from me tomorrow now, which will include a recording of today's webinar and the transcript slides, and the links to the Induction Insights course that the program, I should say, it's not a course that Steven was talking to you about.

Just as you leave the webinar, don't forget to complete our really short one minute survey and it really is one minute. If you're considering board management software for your organization, then we'd love to hear from you. Better still, why not try our free thirty day free trial. It's really simple and straightforward.

You don't need any credit cards to get started across the line. So thanks again everybody for your attendance. I hope you enjoyed the session like I did. Thank you Stephen and Julie for your great conversation as per usual.

I look forward to seeing you all at our next webinar everybody have a great day.