

Webinar Transcript

Sport Governance Essentials - Part 1

Fantastic. So welcome, everybody. Welcome to our webinar today titled Sports Governance Essentials, Practical Tools for Directors of Sports Associations and Clubs, and we have, Margo Foster and Jane Dabbel with us today. So my name is Sean McDonald, and I shall be your moderator in the background for the next, forty five to fifty odd minutes.

Firstly, thank you for attending today. We always appreciate the effort you make to be here for our live events.

During the session, if you have any questions, which we hope you will do, please try and use the q and a button on your toolbar. It just enables us to keep a track of the questions as they're coming through.

And finally, if you stay through till the end, which, of course, we hope you will do and as is customary for our webinars, we have a special treat for you. By answering our really short one minute survey at the end of the webinar, you'll go into the draw to win one of our beautiful gift hampers worth over four hundred dollars. Now for those not too familiar with BoardPro, we are a board software provider, sometimes called a board portal. And we serve just just over thirty five thousand users now around the world across about thirty two different countries.

And we enable organizations to prepare for and run their board meetings more effectively with with less time and deliver more impact and value for the organization. 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 for all organizations, especially those organizations with resource constraints.

One of the many ways we do this is by providing free access to over two hundred business templates, guides, and resources, which you'll find in the resource center, of our websites. And these webinars are a great way of accessing key governance knowledge without the time commitment and costs associated with in person events.

So for the next forty odd minutes, forty five odd minutes, just relax, listen, and add to the discussion by asking as many questions as you would like.

A full recording of the webinar, as I said right at the beginning, will be, available tomorrow, and that'll include the slide deck, all of the resources, and those will be sent to you by email tomorrow as well.

So let me have our wonderful expert panel introduce themselves starting first with you, Margo.

Well, thank you very much, Sean, and thank you everybody for joining us today. This is BoardPro's first endeavor, in in sports governance. So excuse me already. Jay and I are very pleased that you, are joining us today.

So I'm not coming to you from the MCG. This is a shot of, the crowd at the, Women's World Cup in twenty twenty when it was intended to, break the world record for women's attendance at a women's sports match. We of ninety thousand, we got to eighty six thousand one hundred and seventy three. But I am Margot Foster.

I have had a long involvement with sport. I'm on various boards and committees, including at the moment Motorsport Australia. I serve on several international federation committee, committees.

And in, in previous times, I've been on the board of both the Australian Sports Commission and Sport New Zealand some twenty odd years ago when it first, came into existence as Spark. So I have a really broad background in sport and as in my day job, I do a lot of sports related governance work, and I'm very happy to be an ex lawyer.

And with that, I'll hand over to you, Jane.

Thank you very much, Margo, and thank you too, Sean. So good afternoon or good morning to you all. And I'm Jane Darvill.

I've served on the board of Rowing New Zealand for five years, and the last three of those as board chair.

I've worked in governance for almost ten years now and serving mainly on government and for purpose boards, across multiple sectors.

And I'm very much looking forward to having an interactive session with you all today. Thank you.

I think so Jane and I do share something in common that I I, am a rowing Olympian, and Jane is the chair of Row New Zealand. So, bit of a simpatico there. So sports governance. And this is our first of, two sessions, and we hope that you'll ask lots of questions as well.

So governance is governance, but sports governance is slightly different in that sports are not the same as ordinary corporations. There's lots of volunteers in lots of roles, varying degrees of director experience.

Millions have our members have millions of demands of this their administrators, their leaders, and plenty of complaints as well. Invariably, sports organizations don't have enough money. Many don't have enough staff, so they rely on volunteers for every role and particularly at the club level and small association level. And there's an increasing safe sport regulatory environment, which is taking up time, energy, and resources. So we're all Jane and I are really familiar with these challenges.

So governance governance in brief. If your if your organization has has staff, then you as directors, are in the position of deciding about strategy and planning, but not doing the operations. And it's very tempting to get involved in operations because operations is easy.

Governance is about overseeing, not doing, and the awful phrase, I think it's an awful phrase, noses in fingers out of day to day management. And if your organization doesn't have staff, then you still gotta try and separate, the challenges of the doing versus the overseeing. So, Jane, is there any any reflection on that you'd like to add?

I think it just means that often people wear multiple hats, and that can be very challenging in terms of being very clear on what exactly your role is as a governor.

Yeah.

And, yeah. So it's really, really challenging for clubs, I think, particularly. You're busy putting on events, managing volunteers, living your ordinary lives, and still having to try and look at the future of your club as well as getting events and, off the ground and members satisfied.

So just the definitions that I think are are useful to to use when we're talking about, sports governance.

Director or nonexec nonexec nonexecutive director, the same thing.

I tend to use the word director rather than board member because it is it it suggests a, a certain position and status in the sense of that is what your role is. You are a director, you're not not a manager.

A board, rather than a committee, and I know that that is contrary to what appears in, certainly in Australian state legislation that refers to committees.

I think, again, board suggests that, you know, you've got an important, governing task rather than a committee, which is a der derivation from the old committee of management, which was really all all in doing everything.

Executive director is the person who has a paid role, may or may not have a vote. Invariably, in our jurisdictions, CEOs, executive, executive people don't have votes on boards.

The president or chair is the leader of the board and the organization, and the chair is the person who chairs the meetings who may or may not be the the president or chair by name depending on whether or not the chair or the president chair is present.

Constitution, again, in our state legislation in Australia, the constitution is referred to as rules, model rules. I, again, prefer to use constitution because it's clear what that document is rather than confusing it with the rules of the sport.

And the CEO, also the executive director general manage manager is who's the only person employed by the board. Is there any anything I've left out there, Jane?

I don't think so. I think, there are various terms, and they cover them all broadly. I think, you know, some some boards, for example, might have a treasurer function.

Some might have committees.

You know, there's quite a wide variation across the sector, but broadly speaking, they are the main roles.

Yeah. So this is set the scene for a quite detailed slide deck, which is, as Sean said earlier, is a resource that you can then rely on. So understanding your role as a director depends on knowing what the relevant legislation is. In Australia, it's the state and national legislation, the same in New Zealand. Then your constitution and all the documents that are made pursuant to that constitution, such as policies, charters, terms of reference, whichever, form of language you choose to use. And I like to think of the roles of a director as being divided into two, so the duties of those obligations imposed by the law and your responsibility of those, tasks that fall to directors in order to achieve organization outcomes.

So here's here's the legislation that applies. So in Australia for, NSIs, National Sporting Organizations, a Corporations Act, most are companies limited by guarantee.

And in, in our states, we have same same but different, state and corporations, legislations, which govern state associations and clubs. So, Jane, comments on your legislation?

I think I guess the the really big one that is top of mind for, many who are participating on in today's webinar is the Incorporated Societies Act in terms of that being a really big change and everybody needing to register or reregister a compliant constitution, by April next year. So so that has certainly been top of mind for all of those who are incorporated societies, which is a significant majority, in the sports sector.

And I think it's it's really important to remember that duties are personal, ongoing, and can't be overlooked or ignored. And too often, I think when people are being inducted onto boards, it's it's assumed they know what their director duties are, but rarely are they spoken about, and yet they underpin all the decisions that, directors of whatever level, organization are required to, comply with.

So the importance of your constitution.

Read it and know what's in it. And in lots of the work that I've done, I've always been very surprised at the number of people who don't know where their constitution is, haven't read it for ages, or when they find it, realize it's about fifteen years old and hasn't been updated since. So that's not so good.

Important to know what your membership categories are and the voting entitlements. So for instance, do you have a, life members who vote or don't vote? What do you do with children and the voting of their parents or guardians?

Who is entitled to vote at elections? And I think, certainly, there's an instance with the Collingwood Football Club, a few years ago when it had about eighty thousand members, and only about twenty thousand of whom were eligible to vote, because of the structure of their membership. So that's all been changed since to make it much more democratic, I think. Is the board size too big or too small? And that's always an interesting discussion.

Are directors' terms and tenure fits of?

Of, again, eight years by three by three or two by two by two? Do you have, unlimited terms so that you can keep being reelected forever and ever?

Do you have an appointment process in your constitution that allows you to get, to appoint people for specific skills and, experiences so you can get the best value out of your board rather than just relying on people being elected, which can often itself be a popularity contest.

Does the constitution allow the board maximum flexibility to manage the business without needing to go to, AGMs for approvals, e.g. for membership fee increases or committee charters.

And I had an experience recently of being on a committee, and the terms of the committee were enshrined in the constitution.

And it said, committee members could serve for two years, and then they had to step off before being reappointed or being eligible to be reappointed for fifteen months. So changing that, and putting those, the terms of the committee out of the, the constitution requires going to an AGM, which is a really cumbersome process.

And is the board required to meet too frequently?

So many constitutions in days of yore and even still, I suppose, have requirements that you meet twelve times a year.

And that might just be too many. So, again, flexing your constitution to say, well, perhaps we make not fewer than, eight times a year, allows you that flexibility. So there's all sorts of little things about your constitution, that can make a real difference to how you function and the effectiveness of your board.

So would you like to, launch that poll then?

Yes. I think we would for poll. Thanks. Thanks, Sean. Great.

So we have found a little poll here.

What do you think is the optimum size of a sports board?

You can probably ignore three because that's too small, but just put your answers in for five, seven, nine, or eleven plus, and then we'll have a bit of a chat about, the whys and wherefores of size of the board. So please vote.

That's interesting.

A strong preference for seven, and then five and then nine. So very interesting. Jane, would you like to comment?

Yes. I find that intriguing, because in an earlier discussion, we're talking about the fact that sports boards, certainly historically tend to be on the larger size.

And so it's not uncommon to have boards of nine or more. So it's very interesting to see, those with five and also with seven, which is perhaps more of a typical corporate board size.

And as someone has pointed out, there are a lot of factors, that that are determining in terms of the optimum size for a board, and perhaps there's no one size that fits all.

Look. I'd agree with that, Jane. There is no one size that fits all. We have a question is, from anonymous. How big is the organization?

So I guess that does have some relevance.

And as Jane said, we haven't chatted about this before.

I think for sports boards, for me, nine is about right, because particularly with elected boards, not everybody comes to the table with, you know, full knowledge of governance, full knowledge of the organization, might have been a member, might have been, you know, very involved.

Also too, if you have, the opportunity to appoint people, you might have two appointments, and seven elected. So that also allows you to have a a a mix. And then if there's, you know, two or three people away for whatever reasons, with nine, you still got enough people around the table to make, weighty decisions if they do need to be made. So, look, as as as you said, there's Jane, there's no absolute right size, but I think it's it is it is you know, if you're talking about organization risk, it is a broad risk to consider about how best your organization is set up, your board is set up to make to make the myriad challenges.

And we do want a variety of skills on board. We don't want total group think. You know? So that's that's that's the other side of that.

So that's a very interesting discussion that always elicits different answers. I did have one person once in our, during my course at Boardroom School, respond that she had she was on a board of fourteen, and it met randomly.

So, yeah, all sorts of different, responses.

So, you are a trustee of your sport organization because you have, fiduciary duties. And a fiduciary is someone who has undertaken to act for on behalf of another in a particular matter and circumstances which give rise to a relationship of trust and confidence.

And, yeah, I think I think we all understand that we're there, not for ourselves, but for the best interest of the organization and and its members.

So, Jane, have you got any thoughts on fiduciary responsibilities that have been not met?

I think it it's a challenge for, people to ensure that they do do their due diligence and just really understand if they think, oh, I'd love to serve on, a particular board to make sure they fully understand, what what the expectations and what the requirements are, especially the legal requirements because they're nonnegotiable.

And and so the expectation there is of every board member. You can't you can't delegate it, and you can't avoid it. So it it's something that is part and parcel of your role.

Yeah. Yeah. So I think that's really important.

Comes back to that induction and the due diligence that you need to do. So these are the duties that underpin, your activities as a director.

You must act with care and diligence, act in good faith and for a proper purpose, avoid conflicts of interest or conflicts of duty, not improperly use your position or information, and avoid insolvent trading.

And for me, the first one is almost the most important because this requires, all of us as directors to make sure that we are properly informed, which means reading our papers, which and if and and having papers, if you're a small organization, is a great way to start having, informed conversations rather than having an agenda, for example, with a list of topics. Everyone comes in cold. And I know, again, recently, I've had someone who's adopted a, you know, a one page dot point, board paper and has said that it's really helped the organization, the board, make much much quicker, better informed decisions because people come prepared.

The other thing about this obligation is it means that everybody on the board is responsible for understanding the finances, and you can't outsource that responsibility to a treasurer, or to a finance committee if you have one too. So that's where, a lot of the obligation comes in to make sure that you are informed as best you can be when you go to a go to a meeting. James, is there anything you'd like to add on any of those?

I think, conflicts of interest and and we'll delve into that a little bit more further on. But I think conflicts of interest can be particularly challenging in a sport environment, especially for a smaller organization where, again, people wear multiple hats, and it's not always clear what might be a conflict.

Yep.

And it is it is, one of the things, certainly, in Australian sport, why we've moved away from having that representation that, Jane was referring to before.

So no longer do we have, NSOs made up of the presidents of state associations who are, by very their very definition, conflicted as they sit at the table and say, well, am I am I acting in the best interest of, the national body, or am I acting you know, am I gonna preserve the interest of South Australia, for example?

So, yeah, conflicts are, are really, important to manage. So this is a bit more on care and diligence.

A positive obligation to inform yourself in order to make decisions and understanding the financial reports, as I mentioned, reading board papers before, not at the meeting, and asking questions.

Yeah. So so we all get so annoyed if we at meetings and we can tell that people are reading papers while they're sitting there.

And you're alternatively, you're not on a board to have no views and no say on anything. So part of your responsibility is to be informed and then to ask questions. And I know we all sit there and think sometimes, oh, that's that'll be just a dumb question.

But probably it's something that other people are thinking about too.

Jane, is there anything you wanna add to that?

Yeah. I think with the financial reports, you know, if you don't understand, the owners on you to ensure that you upskill yourself, and there's so many resources available, these days.

And I would really urge you, although it's, good to understand that, yes, you might have someone who chairs your finance order and risk committee, for example, and you might be a large enough organization to have a CFO.

The onus is on you as an individual to ask any questions for your own clarification, and no question is a dumb question. And there might be others around the table you think, oh, I really wanted to ask that too, and now I know the answer because someone else has asked it. I I'd really encourage you, even if you don't consider yourself a finance expert, you don't need to be a finance expert in order to have a basic understanding in what I would describe as financial literacy.

And it's very important because, ultimately, the board signs off on the financial statements.

Oh, yes. That that's right.

Plenty of court cases around, that problem too.

Margot, we have a question from Louie, and it's in the chat, this one.

And it is retrospective liabilities as a deterrent factor for volunteers to take on non executive board appointments.

How do you manage decisions which have been made by previous boards which now land on your lap?

Well, I think this is where minutes come come into play.

I think because the minutes are the only record, and we will talk more about minutes. But it, you know, depends on what the minutes say and the records that back up those minutes. So it should if there's a, you know, without knowing what the the issue is, I'd say that, so long as there's a a there's evidence about the basis on which previous decisions have been made, all the current board, can do is manage it.

Would you take the same view, Jane?

Yes. I would. And I think, there may be an exception to that, and that is if further information has come to light and the board can then, potentially revisit a decision or make, a different decision, that totally depends on the nature of whatever it is. And I think that highlights to me also the importance of ensuring that you get recent minutes of the board when you do your due diligence.

Because as Margo says, once decisions are made and especially if they're historic, then it's very difficult to, change that situation retrospectively.

Yeah. It it's interesting, Lewis, that you're saying that, is it deterrent?

I I've never been in the situation where sense that you suggest. So, I'm hoping that it's not very, not very frequent.

But that it does, you know, go back to the induction, your due diligence, and the, ability or the the the organization having kept appropriate records, which we know is challenging for small organizations too, which is why board portals such as BoardPro is such a good idea.

So, as Jane just said, financial oversight is key responsibility.

You're deemed to understand financial reports. If you don't, then get educated, ask questions, ask for info differently to be presented differently, help you and others. I, for example, am a lawyer. I'm a words person, not so much a numbers person. So for me, financial reports, are much as it will help me if if they contain a narrative to explain, you know, what the changes mean, and then I read them in context with the with the numbers.

So having those conversations about what works for you, it's a bit hard sometimes. You don't know what you don't know. You don't know quite what you need, but it's it's a live it should be a live conversation so that you are getting the information that you need in a form you can, best you to be that informed director discharging your obligation of care and diligence.

And, again, ensure if you have a CEO or a paid person that, the delegations the financial delegations are subject to checks and balances.

And, of course, financial risks, are everywhere for every organization, no matter how much you well, how much planning you put in or how many controls.

So here we come to managing conflicts of interest. And I'm sure you're all familiar with the types of conflict, actual, perceived potential, be upfront about declaring interest at meetings or with the chair beforehand.

Declarations of interest is an agenda item, and I actually think it's item number two on every agenda. So you have welcome and apologies and then declarations of interest.

It's a it's a declaration of an interest. It's not, by definition, a conflict of interest. So, you know, it it's might be so I might be a a spoiler. You know?

I might be a member of the MCC, for example, is that and I would declare that on a on a particular sports board. That's simply a declaration. It's not, by definition, a conflict. It's a good idea to keep a register of everyone's interest to include it in your board papers for each meeting sort of as an aide memoir.

And as I said, a declaration doesn't mean there's a conflict, and there may never be.

Declare conflicts with the any agenda items at the start of the meeting, and it's about transparency, informed, and unfettered decision making. It's also about trust. So, Jay oh, Sean?

Yeah. Question from Todd.

He writes, and if a board member voted against a certain action which is taken and later questioned, do they remain liable for the overall board decision to take that action?

Do you wanna have an answer answer that one, Jane?

I think it, certainly, if it's recorded in the minutes, then, especially if they were recorded as being against or as dissenting. That will be my view.

Yeah.

So yes.

And I I did that one oh, I've done a couple of times. Once when, my son Ford decided to spend x on a project, I didn't agree. So I made sure that my name, was recorded as voting against it. Wasn't that I was not bound by the decision of the board to proceed, but in the event that it had gone pear shaped in a big way, at least I would have been on the record as having said, I disagree. Here's my vote. Here's the reason why.

Alternatively, if it's such a serious matter that you voted against, you can always leave the board. You know, you can't live with that anymore, so that's the ultimate decision. But it's really important, I think, if you do have an objection to make sure your record your vote is recorded against and your name included because the minutes are the only record of what is done and decided.

Compliance as quickly, it's more than box ticking. It's legal responsibility. And I think a lot of us think about compliance as just a sort of a function over here and also take care of itself.

But there are timelines and obligations in constitutions, legislation, particularly as we know with increasing child safety legislation regarding sport, regulation, annual returns, payment of employee, entitlements.

And it's a really good idea to have a compliance calendar that's also included in your board papers because as with everything, directors are ultimately responsible, for making sure that those boxes are are ticked, and, compliance is met with, those various obligations.

And I know that I've just on on a, one of the requirements is to appoint an auditor at a at a at AGMs.

And I know my sports organization a while ago that failed to do that as a compliance matter in its AGM, so they had to hold the AGM again.

And what a hassle that would be. So there's all sorts of little examples about where these things can go off the rails.

Confidentiality.

Board papers are confidential.

Board discussions are confidential. Minutes are confidential, not to be distributed to members other than the minutes of general meetings, and talking points agreed by the board to tell members what the, the board's decisions are. So in their in days of your minutes were distributed freely amongst members, everybody could read them. That's changed. So one of the one of the, tricks to, keeping everybody, on song with what the board has decided is to agree at the end of a meeting, what topics you are going to publish to your members on your website newsletter, however you do it. So you might say, well, we're going we need a new photocopier.

We're gonna spend five thousand dollars on this, and the reason we're telling you this is because it was an unbudgeted, amount of money. So we're just letting you know we're buying it because we need to print programs, for example.

So is there anything you'd like to add on confidentiality, Jane?

I think for me, it also comes back to trust, which is a point you made earlier.

And especially confidentiality is critical to the level of trust and mutual trust between the board and the CEO in particular because items of great sensitivity can come, up to the board for consideration.

So confidentiality is paramount because there's all sorts of privacy considerations and so forth.

And, ultimately, I think it does come back to ensuring that there's a very high level of trust.

Yes. Now Lewis has sent in another question.

Emerging tech, pro and cons. How should a non tech board mitigate its exposure to fast developing emerging technologies? How do you improve due diligence?

That's a huge question. A huge question. I think all boards are wrangling with it, at the moment, and there's a lot of discussion about how you use AI for minutes or not.

And, you know, having policies and protocols in the background about how the board and the organization is gonna use AI, I think, is really key. So probably can't add much more to it than that in, this session. Thanks, Lewis. Jane, was there anything you wanted to add?

No. I think just, it's really important to ensure that you have those policies in place. So it's absolutely clear, and, obviously, it's absolutely a moving target and that that technology is changing by the day.

It is.

Okay. The role of the leader, chair, or president.

So as we said before, the title can be chair, president, whatever, and the title of the leader is set out in the constitution. The chair is the leader, not the boss, which I think is really important to always remember.

The chair is in charge of meetings but does not tell directors what to do because it's not a management meeting.

Everybody has one vote, one voice, and so it's a sort of directed by, the chair.

Chair is responsible for, setting the agenda for each meeting with input from director's CEO, but the responsibility lies with the chair. I mean, in many organizations, it's probably the secretary who does it, but, technically, it is the, it's the chair's responsibility to liaise with the secretary, whomever.

Chair is responsible for the overall approach to good governance.

The chair is the spokesperson for the board on big matters, and operational matters are usually the province of the CEO.

And it's really essential to be clear on the roles if you have both a chair and a president.

So, Jane, I think would you like to elaborate on that last one?

Yes. I think I've seen a few organizations set out in broad terms the role of the president as well as the role of the chair in their constitution.

And I think that has merit because I think it's just really important. And this depends too on, the terms of a chair and the terms of a president, that especially if you have potentially quite a high turnover in the role of president, that it's very important to clearly articulate what the role is.

Yeah. That's a good point.

We have a question in from Fiona Maga. If the revenue of the sports organization is under a certain amount, is an auditor required?

And what's the dollar amount?

I don't know what the dollar amount might be.

I should, but I don't because I a little organization I chair, has a a small turnover, and we are not required to, be audited, but we do as a matter of good governance, good practice. So sorry, Fiona, if I'm a bit vague on that. But, I'm sure if you have a finance person who who could ask the question unless you know Jane.

I think it depends on, the jurisdiction that you come under. And, also, I would check your constitution because sometimes some organizations choose voluntarily to appoint an auditor and or and or sometimes it's a requirement of a funder can be?

Yes. Yes. So I think, yeah, I think check your jurisdiction is is would be your first one.

And Fiona's got another question Yes.

About an audio recording of a meeting be considered minutes rather than a than written minutes. So the absolute answer to that, Fiona, is no.

You do not want to have a a recording, which which covers everybody saying everything about everything as your only record of your meeting. So that's why minutes, although old fashioned as they might seem to be, need, are an art form to summarize succinctly the discussion, that leads to then a decision, whether it's, you know, recognizing you know, approving a report or making it, a big decision.

So, yeah, it's it's really essential. So if you do record, then you should destroy after you have created the minutes.

Yep. And anonymous has says it's five million in the new Incorporated Societies Act for for, an audit about sounds like that's a lot, and it's huge.

And Sam has many, like, sports dogs, even with high numbers of staff and voluntary board members.

What is your view on the, like, a payment for sports directors?

Well, I'm saying that's the story of my life.

Never been paid for anything much. Just a few boards here and there. Look. It's a live question, for every board, and I know I've been on plenty, where the the conversation has arisen, what's the appropriate amount, can we afford it, is it you know, we invariably sports directors go into these roles knowing they're not gonna be remunerated other than having expenses paid. So don't know what your experience has been, Shane.

I think it's it's very similar, and on both sides of the Tasman, I understand that the overall position so it is far more likely, to be unpaid than to be paid.

And I think it's fair to say that for the minority of board roles that are paid, there tends to be reasonably high revenue streams coming in that could be commercially based and are considered to be relatively secure.

And and look, I, you know, a big shout out to everyone who serves on these boards of these organizations because you are you're all putting in huge mahi. So, and and thanks to you all for that.

Yeah. It's a diff I think it's definitely something that needs to be treated, on a specific basis.

So, again, it's not a one size that fits all.

No. That's that's entirely right. We've got another question, but we might just move on with the slides for the minute.

So the chair and meeting management.

Meeting management is actually everybody's responsibility, but the chair as the leader has the primary responsibility for making sure that, the meeting opens properly, that director behavior is managed.

And that's that's a challenging one, but can be dealt with in a number of ways.

But as I said, it's everybody's responsibility to behave properly.

Encourages everyone to participate in discussion, often going around the room, you know, asking everybody, particularly new people, quieter people, remembering that no one is on on a board to say nothing about anything ever.

Text this discussion focused on the agenda items and, you know, not allowing, waffle and wandering and distraction and, you know, going into the rabbit hole of management and reviewing reports that, aren't aren't necessary.

Managers meeting time effectively. So, you know, I when I'm a chairman shoot sure you do too, Jane. I'm always the night on the clock, to make sure that I keep the pace because I don't wanna get to the end of the meeting and have something really weighty still to deal with. Having said that, I would've structured the agenda so that the weighty stuff is at the front. But, you know, sometimes things do arise. So always keeping an eye on the clock because no one appreciates, a meeting, going an hour over time or whatever.

Speaks last in debate mostly is the sunflower principle. So this is a leader thing. So this means that, if this if the chair speaks first because he or she is the leader, it's likely that, directors will fall in with that, direction.

So the best chairs sit back, put the proposition for discussion, whatever, seek opinion from directors around the table, and then speak last, sort of wrap it up.

And then, you know, obviously, further discussion can follow based on what the chair has said. But it's really essential that, that occur so that it's it's not just a follow the leader approach. And, of course, closes the meeting, you know, on time and sets the scene for the next meeting, whatever that might might be. So as a chair, Jane, is there anything you could missing from the list?

I think, just adding to your point about speaking last, I think the only time, I make an exception to that is where I think, where I ask a question that could provide, clarification for the board.

So which is slightly different to, stating a view or a perspective.

And I think the other thing is just you just can't reiterate the importance of putting anything that is strategic or a key decision as near to the front of the agenda as possible.

And I would say too that there are some some matters where it does require the chair to put a position because because it's a major matter.

You know, but it's it's it as in the the answer to most things in governance is it depends. So it's all all in the circumstances.

So we're pretty much on time, remarkably.

But we've got a couple of questions, Sean.

Jane, do you wanna have a crack at Michael's?

I where's Michael's?

It's in it's in the q and a. Oh, yep.

Sean, are you just able to read that out for me, please?

Sure. It's the same local time.

I was on a local football club board three years ago where one of the directors had a corporate governance background.

It took a long time to work out that they had a principal agent board framework whereas most of us had a stewardship mental model. Any tips on how to address the issues of the board underlying framework?

I think that, might, in the first instance, come back to induction. So in terms of setting out, this is the way we work. This is the framework or model that this organization works under, and then you might be able to ascertain, where there are, I guess, misalignments or yeah. And so forth.

Mhmm. And then we've got a couple of other questions from Petr. Peter, as a member of board subcommittee where the principle of where all united once we leave the room existed, is it okay to have dissenting views outside the boardroom?

So no.

That's, you know, you make your have your disagreements in the boardroom as we talked about, with having your vote recorded against something, your sentiment recorded in the minutes, but no. Disagreement is death. So, you know, it's, it's, it's incumbent upon every director to tow the party line as it were, outside meetings regardless whether you agree or disagree, which is why using the talking points is a good tactic because it means everybody is speaking from the same song sheet, in terms of what is discussed publicly.

And then Emma asked, do you need to have a CEO?

No. You don't.

But if you've got the ability to have someone paid to do the, administration of your club, your organization, whatever, then it takes a real load off, volunteer directors who are wearing so many hats.

So I hope that helps you. Emma?

We have one from Roger in the chat, Margo. Okay. Look. He says, I recall a senior New Zealand sports CEO reflecting that he tries to encourage well known company directors to join sports bodies. We lift standards, but found the new director had little effect as they often saw the sports board as a hobby interest.

What's on that?

Well, one one might observe, some of the behavior of, directors on football club boards, which would fit into that, that description as a hobby interest.

And that's really unfortunate because, you know, sport sport is business. And, directors need to bring all their skills, their business skills, whatever they may be to the board. And I think probably one of the challenges for people who come out of big companies is that they don't get the, the volunteer slash member model, because it's not command and control. You can't compel volunteers to do pretty much anything unless they want to.

And that's a sort of alien concept, I think, in in corporations where there's hierarchy and and, levels and management and, you know, directions about how people will will conduct their business. So, yes, it's I don't think you're alone, Roger, in having, had that experience.

So we are just over time, Margo. So well done. You're doing well.

Yes. Very well.

So please feel free to connect with, Jane or Margo on LinkedIn. I'm sure they'll look forward to your connection. And if you would like to be put in touch with Margo about your sports club training needs, then please indicate your interests on the survey at the end of the webinar as we exit. So, you'll receive an email from me tomorrow, which will include a copy of the recording today, the transcript, and the presentation slides.

So just as you leave the webinar, don't forget to complete our really short one minute survey going to the draw for our hamper. I'll announce the winner of that tomorrow as well.

So thank you again for attending, everybody. I hope you enjoyed the session today. Look forward to seeing you next week on the eleventh for the second half of this session.

Thank you, Jane, for attending today. Really appreciate it.

And, Margo, yourself, I look forward to seeing you all next week, everybody.

Have a great day. Lots of questions. We love questions.

Absolutely. Look forward to seeing you all next week, everybody. Have a great day.