

# Webinar Transcript

## Sport Governance Essentials - Part 2

So welcome everybody. Welcome. Welcome to our webinar today. It's our second part webinar on sports governance essentials with Margo Foster and Jane Davel. So, you can view the the replay of session one on the webinar page of our website, which is board pro dot com forward slash resource hyphen center forward slash webinars. You'll find it easily enough if you go to the webinar section on the website.

It's got also on there the transcript and the slides if you'd like to download those if you missed that session.

My name is Sean McDonald, and I shall be your moderator for the next forty odd minutes or forty five minutes to be precise.

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, please try and use the q and a button on your toolbar as against chat. It just enables us to keep attractive the questions as they're coming through.

Now we have a lot of great content for you this afternoon, so we'll try and get through as many of those questions as we have time for. 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 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.

So for the next forty odd minutes, just relax. Enter the discussion by asking as many questions as you would like. A full recording of the webinar along with the slide deck, and other resources will be sent to you tomorrow, and it'll also be posted on our webinar page of our website.

So as we did last week, I'm going to have, Margo and Jane introduce themselves starting with you, Margo.

Well, thank you, Sean, and great to be back again with you, Jane. And, welcome to all of those of you who joined us last week, where we set the scene for sports governance. So I'm Margo Foster. I have had a long involvement in sport, serving on the Australian Sports Commission and also Sport New Zealand in the past as many as well as many other, board roles. I'm a very happy ex lawyer and, spend my time now doing, working in governance, which I enjoy very much. And I'm also have some roles with, International Sports Federations, which is pretty exciting.

And I'm the, Vice President of Motorsport Australia here in Australia and chair a small organisation at the moment called Sports Environment Alliance.

And, it's so good to be able to work with sports organisations which do so much for the community, and it's essential that they be governed well, led well, and that those who do volunteer on sports boards, have the tools that make it as easy as possible to do a demanding job. So thanks again for joining. Over to you, Jane.

Thanks, Margo, and thank you, too to Sean. Good morning or good afternoon to everyone. I'm Jane Darvill.

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

I've worked in governance for nearly ten years, and I've served 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.

And I think, Jane, you you hit the nail on the head there as Sean did. We really want your questions. There's no question that's a dumb one or a silly one, and we all learned from, asking questions and getting the answers. So pop them in the, q and a so we can easily track them. And, off we go, Sean, to our second, session on sports governance.

So this is just a quick recap on what we covered last week, which is a scene setting exercise, really. Some of the basics that, often don't get spoken about but are really important to understand in order to properly run your sports organization, big or small, with staff or without staff.

So we covered the general notion of what is governance, and you can easily Google, or chat GBT, a definition of of of what governance is. Your role and duties as a director, also known as a as a board member and sometimes a committee member depending on, the nature of the organization.

The fundamental importance of your constitution. So everyone needs to know it, what's in it, how to apply it, and what it means.

The fundamental duty of trust that we are all as directors of our sports organizations trustees, acting in the best interest of our club association.

Care and diligence, which is a responsibility to make sure that you are informed when you make decisions and understand financial accounts and reports, which leads into the financial oversight obligation of all of us as a director. We can't outsource it to anybody. We are we are ourselves individually responsible.

Conflicts of interest, the wearing of two hats, which are cruel. So many discussions and so many decisions. So when you're sitting at your board table, you're only wearing the hat of that at that table, not any other hats you might wear in your sporting organization or elsewhere.

Compliance, ticking boxes is really important for, grants for, returns for your registrations, work health and safety obligations, tax, and super.

Confidentiality is key. So what what's decided in the boardroom stays in the boardroom and does not get, shared, leaked, or otherwise transferred to, to members or other interested parties. And the importance of the role of the chair as the leader of the board but not the boss. Jane, is there anything you'd like to add that I've missed in that quick recap?

No. I think, it's perfect segue into our discussion about meetings, and and all that that entails, including, behavioral aspects.

Yeah. Yes. So meetings is where it really all happens. We come together. We're all doing our different things.

We come together for meetings. We need to come prepared, and then we need to be able to work out how we work together. And whilst many organizations, many boards have codes of conduct, which prescribe what you shall and shall not do, another way of looking at how we work together is agreeing, on meeting etiquette or how we play together. So here's just a, you know, a list and all the lists that you'll see today are nonexhaustive.

So there's plenty of other things you can add. So for instance, only one person talks at a time. We certainly don't wanna babble or a gaggle of people talking. Sticking to the agenda is really key, which means you need to understand your direct duty. So you don't delve into operational matters if you've got them if you've got paid staff.

You don't have paid staff, then as we'll get to, it's a question of how you structure your agenda. No one wants to turn up to a meeting that's that's said to go for two hours and have it, you know, drag on for another hour. That's that's just not on. Disagree in private, unite in public, which is a confidentiality thing. So even if you disagree with, you know, something that might have been decided in the meeting, you can't go out of the meeting and complain about it. Read your board papers at meetings not at it before meetings not at it. Nothing worse as we know than seeing somebody who's reading stuff for the first time, then they ask a question and we go, really?

Arrive before the meeting starts. You know, that's just good manners, and allows everybody to and it might seem really obvious, but, it's not always, adhered to and, you know, the strangles or the late turner upper, is not appreciated.

Silence is agreement. So if you don't, say something and the decision is made, well, you can't disagree with it later, and you can be held to agree with that decision.

Apologize if you can't attend the meeting. Just don't a no show is is not good. Don't have side chat chats in real life or on on online either. They are very distracting, both for the chair, the meeting, and including for the minute taker.

Give the meeting your full attention goes without saying. So, you know, no mobiles, that sort of thing. And use constructive quest questioning. It's not an interrogation of either either each other or the staff.

So who attends meetings? So the board, the CEO, and the minute taker would be the standard, people. Then it's up to the board to decide, who else attends, for what purpose, and for how long. So, Jan, I might throw to you on that one to, you know, have a chat about, you know, who who might turn up, why, etcetera, which is a live question and just before you do because as we said last time, doing the things as the, the same way all the time doesn't mean it's the best way. So if you don't have people coming and presenting to you on topics, you might not get the information you need.

Yeah. Thank you, Margo. What what I would say about that too is just a reminder that it is the board's meeting. So therefore, especially for the chair, it's perfectly reasonable to set expectations, around presentations in terms of the amount of time that will be allocated to the presentation, separately the amount of time for questions and answers following the presentation.

And also I find it generally helpful if any presentation such as a PowerPoint can be sent through in advance, ideally, as part of the board pack because the goal in the meeting is to make the very best use of the time that you have in your board meeting.

Yes. And this also so if you need someone to come on and present to you, they might stay for the whole meeting. They might stay for part of the meeting. So that is a board decision. It's not a management decision.

And it goes back to what we talked about last time about being fully informed so you can make decisions.

And maybe it's best that not all the information comes by by the CEO or the ED or whomever, but from the person responsible, for a particular area of of your business.

Meeting preparation. Again, the care and diligence, obligation as a duty is is paramount.

I think one of the things that, is really important is to agree the number of days before a meeting that you expect the board papers to be sent out. Again, so you've got that preparation time, time for questions, before the meeting, time to check any typos in the minutes, those sorts of things.

I remember one meeting, one board I was on, during COVID, which has made a bit difficult, and I was on a tram, heading into town for a meeting, and, pop, pop, pop, papers arriving at eight o'clock in the morning for a nine o'clock meeting. So you just can't inform yourself when you're getting stuff at the last minute.

Jane, thoughts on reading the papers?

Yes. I think that that is where I think it's helpful for the chair, you know, if that becomes, a repeat exercise, and it's not a one off, I think it's really important to have an agreed understanding on the appropriate amount of time before the board meeting that papers are sent through. And it's also important to have an agreed understanding on any late papers, and and my preference is to treat them on an ad hoc basis. In other words, it has to be something very, very significant to come through at very late notice.

Yes. The other thing to think about is how how the the time the the number of days in in the sense that you don't want, information that's two weeks old by the time you get to a meeting. You want it reasonably fresh.

So, yeah, it's an important discussion. And for those organizations that don't have have, staff, I know it's a lot more difficult. But, again, it's a good discipline to say, okay. We need our information at least a couple of days before even if it's a one pager, plus the agenda and minutes and the finance report.

The others are pretty, obvious points, but it's incumbent upon us all, to be prepared.

Thanks, Sean.

So, yes, it's disrespectful to those who write papers to not read them. So reading them once, reading them twice is, you know, doing the right thing by yourself and and the people who write papers because it is a an arduous task. Other directors want to thank you for not reading and thus not being able to participate, you know, the catch up catch up, the silly question.

Also, you're not there to have no opinion about anything so that if, you know, you're you don't read the papers, you're not informed, you're sitting there, not contributing, that's not really what you're on a board to do. And if if if you don't have the time, perhaps you need to consider staying on the board because, the board only works when everybody has opinions, not all the time about everything, but, you know, can contribute to the debate.

And be as articulate and concise as you can be. I think we've all known people in meetings who dominate, the role of the chair in part to keep that person under control, but it's also a bit of, self insight, I guess, to, you know, gauge the room about, what you're saying, how you're saying, and how much time you're taking, noting what we said about sticking to the agenda. Thanks, Sean.

Meeting performance.

Jane, you wanna take this one?

Yes. I think it's really important, that as a board and as a group that you agree on what your expectations are and the, including the behaviors in the room. So between board members and also between board and whoever is also in the room or comes along to present. That's

important. The other thing is it's really it's really easy to delve into operations, and strategy is hard. It's the harder area, but it's incumbent upon you as a board member to keep your view to a governance level and and to keep it to a high level view. And that's far easier to say than do.

And and it's perhaps something that comes with time and comes with practice.

I'm just gonna go to the question from Dave. Was that what you were about to do, Sean?

Yes. Go for it.

Alright. So Dave has asked about laptops, and whether or not, they should be used as it's creating some directors, concerned that others are on laptops and onboard related activity, and it is distracting.

I think I don't think we're ever gonna not have laptops anymore. I think that's just the reality, particularly when we're doing Zooms and Teams meetings.

But I think you can tell when somebody is reading or doing something else. They get really distracted.

You know, their eyes you know, you can just tell that they're not tuned in anymore. So I think that that then comes back to the chair in part to, you know, uphold is how we're gonna work together. Our meeting etiquette know we read our papers, beforehand and we read the papers during the meetings to to for a refresh or someone's drawing attention to a point. Would you say that's appropriate sort of reaction, Jane?

Yes. Absolutely. And I think it it's important to be fully present. And and it is a real challenge with laptops, iPads, and even phones, especially with, for example, a lot of board packs these days are digital. But it's very, very obvious, especially to the chair, generally, when a person is distracted.

Yep.

Now do keep the questions rolling in on anything at any time.

So Catherine has, see. Catherine's saying, oh, in the chat.

The line between delivery and operational performance and governance strategy is quite difficult in a sporting organization where the organization generally has few, if any any staff. Catherine, yes. Absolutely. It is really, really hard, but we'll get to talking about your agenda and how you structure your agenda, which might help you, separate the line between strategy, business, the future, and, and operations.

And as Jada said, operations are easy. It's where people default to all the time.

Strategy is hard.

We also you know, sports boards have long been comprised of sports people, you know, people who come from sport and certainly club level that's still the case and even the state association level. But, it's important to avoid groupthink.

You know, the the board is one of the most equal places in the world. Everybody has a voice and a vote. And it's really important that you've got a different view that you speak up. Now I've got the second point here as the chair and sunflower bias. So the chair is the leader, not the boss as we said before.

And the re the reason the chair should speak last is so that other people don't then follow the leader, and it gives you as directors, board members, the opportunity to have your say, which might not be the same as everybody else's, but that's that's what you're there to do. Add to the debate and the discussion.

It's very easy for people to to sort of do that follow the leader if the chair is constantly leading discussion on on everything.

Have you seen that in practice, Jane?

The rule is that it's ideal if the chair goes last in discussions or certainly late in the discussion because, they just need to be aware that they can, they can greatly influence the direction of a discussion. It's it's much better to enable others to go first. And the other comment I would make is if you are new to the board or you're finding it, challenging to try to get involved in a discussion, have a chat offline with the chair, and talk about that, and and they can find ways to ensure that your comments are drawn into the discussions.

Yep. And as as the general George Patton from World War two said, if everyone's thinking the same thing, no one is thinking, which is, you know, one good way of approaching group think. We got a couple of questions.

I'm preempting you, Sean. No. You go for it.

You go for it, Margo.

Okay.

From David, what are your thoughts on managing handling directors who do not make confidentiality, especially when they have been in disagreement or outvoted?

Oh, dear.

Well, my immediate response to that is there's a trick called, talking points, which you can agree at the end of the meeting. So you go through your meeting and then you as a board decide, decide we are going to talk publicly about these, you know, three or four or five points.

Everyone agrees that that is the limit, on your conversation to the to your members, to the external world.

And you can, you know, if you have a code of conduct or you can have a discussion that you're making if somebody, breaches that confidence.

Silence, you know, if you get out and voted, there's two things you can do. You can live with it or you can leave the board, but you don't go blabbing about it.

And, yes. And if you if you're silent, as we said before, and you don't agree with the decision that doesn't give you the right to, then complain about it either. So it is about mutual and collective expectations about how we work together, and trust is key. So if you can't trust people to keep confidences, then, you know, that that's a problem that needs to be addressed before, you know, it, creates its own other problems.

So the second question is from Diane.

For you, I'll ask you, Jane. We currently see our directors wearing the clubhouse hat. What strategies do you have to regain focus to strategic items?

Ah, yes, the two hat problem, Jane.

Yeah. I think look. This is quite common, unfortunately, and I think and we'll get into some strategies later on, but I think it can be a very useful exercise to have a position description for directors that outlines the, expectations in terms of ensuring that they understand their duties and obligations to the organization rather than to club. And and it can also be very helpful to, articulate that as part of the induction of your directors as well, just so that it's very, very clearly understood.

Thanks. I'm just going back to the chat.

I've got this nailed, Sean.

So So from Eric, we're going to talk about the agenda setting and structure a bit later, so come back to that.

No CEO. The exec does a lot of that role. Do you have separate meetings, board versus ops breaking up the agenda?

Probably not, but it's about structuring your agenda.

And then from Lewis, the recruitment of high caliber directors, the core activity, how early does the education how early the education of new directors should kick in, and whose responsibility is this. Jane, do you wanna have a crack at that one?

Yes. I I would say, ideally, you want to start, if not finish the education before they attend their first board meeting. That's ideal.



And in terms of who's responsible for that, generally, if you have a governance committee, they, they certainly oversee how that is done in terms of the induction, what materials they need to review. And then I think another good practice is to buddy them up or mentor them with one of the more experienced directors, at least for their first six to twelve months. That can also be a useful mechanism.

Yes. Yes. And then it's also encouraging people to, you know, come along to these sorts of webinars, where you can learn a lot. You can learn not much, but you might pick up those one or two things that you go, And I think one of the things about governance learning, people think tend to think of it as a static exercise. Oh, I know enough. I never need to keep learning, which is one of the biggest problems we find on sports boards because someone's done a little training or they've been on the board for a long time and they've always done it this way. So, yeah, there can be some problems.

Thanks for the questions. Keep them coming. So board papers, provides information to directors ahead of time. They help address strategy and regulatory compliance and identify risks, and recommend that small sports organizations have at least one pages with dot points and topics for discussion and decision. And I know, in one of my recent workshops, we went through this and, it's a boardroom school program that I run. And, from meeting from one week to another in that program, someone had adopted that and said all of a sudden it made such a difference because people came to the meeting knowing what they were gonna be talking about, and they had had had had some thoughts about their contribution.

So board papers can be noted according to importance for decision, discussion, for noting, and for information. So it's a bit of a hierarchy of importance. And, again, for small organizations, probably, maybe a bit much, but for bigger organizations, it really helps you focus where you're spending your time if you can delineate the type of paper. So if it's just for decision, well, clearly, there's a motion to say the board is to approve, or there's discussions recommended that perhaps, noting it's free and, you know, something to deal with later, and information. So is that that's an increasingly common structure, wouldn't you say, Jane?

I'd say that's very common. And the other point I would note is that it is up to the board to state what they need to see, and it's important to remember that. And, you know, you what you don't want is you don't want to be swamped with, for example, four hundred pages, of a board pack, for quite a short meeting. So it's very important to be able to articulate that and especially for the chair to work with the executive director or the CEO to ensure that the board gets what they need and no more than that, ideally.

Yep. I've got a couple more questions, but we might just press on to the minute.

So this is quite a useful graph in terms of how you think about your running your board meeting.

And it's from, Julie Garland McClellan who also does lots of these webinars with Boards Pro.

So this is this is your sort of concentration and effort over time. So really you wanna begin with your routine matters, such as, you know, the welcome apologies, the, recording your

declarations of interests, recording of your circular resolutions, flying minutes if you have any, and approval of the minutes before you get into the gaps of the meeting.

And then you taper it off with in that using that hierarchy of documents. So deal with your decisions at the pointy at the peak of the arc and then, you know, discussion papers, etcetera, etcetera. And it can be real folly if you leave your decision papers to laugh because you're too busy front ending your meeting with operation stuff. Everyone's exhausted. There's something important to decide, and all of a sudden, you've got fifteen minutes left, which is just not enough.

So struck bearing this in mind and in our next slide, I think, will give you some indication as to how to structure your agenda.

So the agenda, in two parts.

So every organization is different, but this is probably a guide, that you can that you can use based on what we've just said. So in camera, which is that session where you it's a board only with no staff. Some boards have it at one end or the other. Some have it at both. Some do it randomly, so it's not necessarily a standing item. As we said, welcome apologies, circular resolutions, approval of minutes, CEO secretary reports, president's report to pretty unusual these days.

Your financial report, then your your decision discussion papers.

Now there had there was a trend a little while ago putting the CEO and financial reports, towards the end of the general. I don't know whether you it came across that, Jane. But I I didn't find it very helpful because I like the CEO and the financial report because they actually set the scene. You know, they give you the insights, that you need to then, think through the other matters that are on the agenda.

Other business, there should be none. Ideally, it goes to what Jane said before. No one wants to have a surprise sprung on them. Just gonna take, you know, another hour.

So if you've got something that comes late to you, speak to the chair and say, can can this be included in the agenda for today or tomorrow tomorrow, the next meeting? How urgent is it? Okay. We'll we'll slot it in, but, you know, this is the the deal.

Or otherwise, it can go on the agenda for next time. Would you agree, Jane?

Absolutely. And I think I've just reiterate, and I love that that graph, of the previous slide. But, you know, any items that are major decisions, critical decisions, or have strategic implications, it's so important to try and put them as far up the front of the agenda as possible, why everybody's really fresh. And and the, and their minds can all address it, and you don't risk running out of time.

Yeah. So so in the matters for noting would be included any committee reports.

So if you don't wanna discuss committee reports.

If there are recommendations that are coming to the committee, well, they'll they'll appear elsewhere probably.

But that's where you put the committee reports and and reports from, you know, other people that are just or, that you need to know about, but don't need to talk about, for example.

And it's really important that you get minutes and notes from committees even if it's a, you know, a one pager report, not the minutes per se, just so you know what's going on. The other question about committees is not to have too many because they are life draining, particularly if you've got staff. So the other column is all some of the other things that you can include in your agenda from time to time as needs be.

I probably shouldn't have the first one there because I've got it in the, on the left hand side.

Your meeting evaluation, if you do it, and a meeting evaluation at the end of the meeting, appointment of subcommittees and working or working groups because they are delegations that need to be formally approved, constitution amendment. You can read the list there. So you can make the list as you as you as you wish. How are we going for time, Sean?

Not too bad. We've got fifteen minutes or so left.

Okay. Well, perhaps we'll just go to a couple of the questions again. So one from Hayden, keen to know how a chair or board manager's very poor CEO and organization performance.

When one or two directors thinks it's not worth the hassle, close with the CEO, and the others think it is a critical and urgent task, only three to five staff in the organization.

You wanna have a crack at that one, Jane?

Yeah. I think no. That's quite challenging, and and I think, ideally, you'd want to try and have an open discussion, and it might even be worth having a separate, meeting to discuss that. So in other words, you don't cover off any other board business, and you just have a chat basically about how you're gonna work.

Yeah. Because because dynamics is really key, and it can either make or break things as you know.

Yep. Yep. It can be challenging, and maybe maybe the CEO is not the right CEO, you know, when it comes down to it. Doesn't understand his or her role necessarily.

And, really, it's for the board to decide, as Jane said earlier, you know, what information you need and what decisions you're gonna make. Management is there to support and advise, to recommend, but not to, usurp the responsibility and authority of the board to make the decisions.

Thanks, Hayden. From Craig, do you encourage annotated, agendas to be circulated to the whole board or kept between the chair and company secretary or chief executives.

I'm not sure what an annotated agenda is.

You, Jane?

No. What what I would say is, with yeah. I'm I'm not sure about that either, but I think it's best practice to circulate the proposed agenda to all board members so that they can make comment. I would note, though, that that is time dependent. And, again, it can depend sometimes on the frequency of your board meetings. If you're holding them more frequently, it's it's more difficult to do a lot of these things in advance.

Oh, yes. I look. I'm sure that that that, you know and I know as a chair and you would too, Jane, that, you know, you have a draft agenda.

The CEO will send it to you. You will say yes, no, maybe rearrange it, add in something else, go back to the CEO. That's fine. And then a final agenda is, then sent out to to everybody.

Happy if you wanna explain the annotation, but, ultimately, the responsibility for the agenda is the chairs, not not management's.

So, yeah, and I think the chair, in the interest of making sure that everybody is as informed as possible, would be sending out the final the final version. Certainly, that's been my practice.

Okay.

I'm just having a look at the chat from Lewis. My view is it must be constitutional constitutional requirement.

Direct core responsibility must include train others from those use of abilities and migrant sectors which will ensure seamless transition. It's not not usually a a constitution requirement, but it's part of the part of good practice. You know, you want to have succession. You wanna have informed directors.

You wanna have directors who feel comfortable in the environment, and you want to, get more people involved. So, it's not something I would be wanting to put in a constitution about an obligation to do that, but it certainly can be one of the understandings and part of part of good board practice. And I'm sure we're all aware of it because we know that particularly in sports board, we're all relying on volunteers. You know, no one gets paid a razoo unless you're on the, pointy and professional professional boards, I think.

Not even all of them. So we want to make sure that our board meetings are run really well, really efficiently because that in turn is a succession activity.

Because if you have a reputation for terrible meetings, lots of yelling, lots of, you know, disagreement, and they go over time, then no one is gonna be putting their hands up and say, hey. I wanna be part of this, this organization.

So agenda items in more detail, and as we just said, a board discussion without staff is an in camera, declarations of interest that you don't record the conflicts of interest because I don't an an interest is simply an interest until it becomes a conflict, which depends on the circumstances of the meeting, the agenda, all those sorts of things. The register of interest is a record of those declarations, and it's a good idea to keep that that record and produce it at every board meeting so it's there as a reminder of who's got interest in what. Circular resolutions, these are the between meeting decisions.

And as I said, other me other business, no. Try and avoid it, as it's open to say. They give that time to working out your your talking points and how you're gonna present yourself to your members, your stakeholders, the world.

So minutes really, really important.

Often underrated, but, you know, if they're doing that before a judge, and as we found out with the Qantas, debacle from twenty twenty three, the governance black box includes all the board papers, and minutes policies, etcetera, so they are really important. Not to underestimate how hard they are to write, for those of you who do write minutes.

They only record what was discussed and decided. They're not a he said, she said.

They summarize the discussion about a particular topic without naming names. Obviously, if the CEO or the CFO or someone who's speaking, well, then you'll say that he or she is speaking, but you don't need to record the names of the directors.

The resolutions must be recorded concisely. Be very clear about what you're agreeing to.

Use plain English.

You know, hyperbolic language, you know, emphasized, stressed, highlighted, is not advisable. Said is a really great word.

Write in sentences, not in paragraphs, not dot points.

Ideally, don't attach documents or hyperlinks. I saw some minutes a while ago with hyperlinks in them. They can vanish. They can change. The the the minutes need to stand on their own. And they also need to be written so that when you go back and read them in six or twelve months' time or someone else reads them, they can understand exactly what the issue was, what you were discussing, and how you came to the decision.

And ideally, sent in draft to the chair within seven days, ten days, something like that. Any other thoughts on minutes, Jane?

Just, in relation to being sent in draft to the chair, it is really important. It's very, very difficult to remember with any level of accuracy, when you're reviewing minutes that might be two months old, you know, up to two months after the meeting. So so that's why it's really important to have them circulated to the chair and then out to the board within reasonably short time of the meeting having been held.

Yep. Your memories do fade.

It's important to record, arrival and departure times, which especially for voting. So if someone steps out to take a phone call and they're taking a phone call because they have let everybody know they're expecting a call or suddenly it's very urgent, then you need to know that if you're gonna have a vote on something, how many people are voting, you know, in that time. So, it's just a record to say, well, at the time this decision was made, you know, eight out of nine directors were voting, not nine out of nine. Again, it's it's a small matter, but it's important.

Only directors are present. Everybody else is in attendance, a guest or whatever apology so that when you read the minutes, you know exactly who the decision makers are. So the CEO is not a decision maker. The CFO is not a decision maker. So they are in attendance.

As I said before, write them so you can understand them in the future. And I'm I'm so keen on a, hierarchy of language so that you when you're reading the minutes, you know what the weight of a decision is. So a resolution is formally structured as a resolution.

You agree with something that we might do, some you know, that something will be done, or you just note or receive a report, for example. Would you add everything to that, Jane? Is there a time?

Yeah. I think, it it's also a good idea to think about what were the key things that were taken into consideration or the key elements that relate to the rationale or the reasoning for the board's decision. Because this is the only record of that decision. And this comes back to Margot's earlier point about someone else reviewing it in three years' time. It it should be clear to them on the the basis for which that decision or resolution was made.

Yep. Now, Sean's just asked if people are happy to run over time a bit. So a couple of people have said, yep. So, let's keep going. Thank you, everybody. So I've got a question here, from should digital minutes be considered a true record of a board meeting?

If so, how do you manage the meeting's IP with the platform that it hosted in the cloud offshore?

Short answer is, digital minutes, no.

Would you agree, Jane?

Yeah. I think, it it can be really useful, for example, to have a recording to help the board secretary with their accuracy.

I think best practice is to ensure that that recording is destroyed within a certain amount of time, and and this just comes back to ensuring the integrity and privacy, of the subject matters, that are tabled at a board meeting.

Yep. So you really need a hard copy, you know, hard copy in the sense of a, sort of a word PDF version.

And, certainly, using, and I'm sure Sean can speak about BoardPro's system in the background for minutes.

But you don't want your confidential information leak into an LLM suddenly popping up somewhere.

So, yeah, be really careful and then don't say you need to destroy recording because there was only one version of minutes, and you don't wanna have the transcript that you've taken with Otter or Reed or whatever, out there in the in the in the world because it is evidence. And if you are called into court, then, you know, all your secrets are laid bare. Plus, AI doesn't get Nuance either, so we'll we'll record everything. Even the things that a a minute taker in the flesh, would would understand is not part of the minutes.

Okay. How are we going, Sean? Next slide.

Meeting evaluation. This is really useful for for boards, to get real time instant feedback on how a meeting has run.

So, again, it's one of your agenda items, who's going to do the meeting feedback. It could be half a dozen questions. You know, did everyone prepare properly? Did everyone participate? Was the information provided to the board sufficient? You know, going back to that, care and diligence and the need to be informed.

It's not an opportunity to rehash decisions, but to say, well, how how can we run our meetings better more efficiently? You know, why do we run half an hour over time? Was the agenda too long? Did we babble on too much?

It's useful for the chair and the CEO about meeting structure and content, and it's a good idea to to it also helps encourage robust discussion amongst, directors because it is a requirement of sort of full, frank, and honest feedback. And some people might, you know, be criticized or perhaps not contributing enough or whatever the case may be going back to the point that they're not there to say nothing for whole meeting.

So, yeah, it's a really useful little tool as well as doing your, talking points as well.

Action items list. I'm sure you're all familiar with them so I won't spend any time on it. But one of the tricks you can do given, particularly in small organizations with, no or few staff and getting the minutes out, it's a good idea to take out except all the action items into a separate document, a separate email to circulate it so that everybody is aware of what they've agreed to

do. Because in volunteer land, everybody's responsible for doing what they say they'll do by the next meeting or whenever the case may be.

Board committees, I said before, have as few as possible because they can drive the life out of, CEOs in particular if they have to service them, prepare papers, prepare minutes, wrangle people to turn up to meetings, etcetera, etcetera.

So their purpose is, usually to make recommendations, not decisions occasionally.

They might be tasked with, you know, certain authority to make decisions, but that needs to be set out in their in their charter.

The committee chair usually reports to the board whether in a in a in a paper, but, as I said before, preferably not the minutes, which can sometimes not actually lead to I mean, they can send the minutes, but sometimes it's better to get a specific report saying what the committee has decided or recommended, created by that specific delegation, remembering that the board is responsible for everything until it delegates. And then it's, you know, if the delegation comes back. Appointments are similarly by, resolution.

Don't have too many of them and, you know, some some of the ASX companies in Australia probably say I'm in New Zealand too, have, you know, three or four. That's all they have. You know, serious board committees have provided advice to the board. A lot of clubs and associations have have a combined committee well, committees that straddle operations and management by necessity, and that can create some of the difficulties of board meetings if, say, someone's on the on the greens committee at their golf club, and then they, sit on the board so they've they'll do a whack lyrical about the state of the greens, which is actually not their job as a director.

So that that they're those, blurred lines I'm talking about in the third last, point.

They're not so so set and forget and remove them if they're no longer required.

And I'm a big fan of working groups actually that are time and task specific. So say, okay. This is a group of people. You're going to do this by that point, and then it's over. Jane, anything on committees?

I think, yeah, it's really important that they're not sit and forget, and and certain committees can be very useful as at a specific point in time, and then they can be no longer required in a couple of years. So so I think it's really good practice ideally to review them every year. And I'm also a big fan of the working groups for the same reasons that Margo just outlined.

Yeah. So there's a couple of things committees can do, very readily, create a committee and run a policy, both of which need to be managed. And here we are, policies. I think this is our last slide. Important to regulate the organization's business.



What I should say about should say about committees, is don't include a list of them in your constitution No.

Ever, because you are stuck with them then, and you have to have them, or at least they exist in theory, and you have to go to an annual general meeting or a special general meeting to remove them. So if you've got a list of committees at your next, constitution review date, have a think about removing them.

So, yes, policies likewise are approved by the board.

Management has its own that don't need to be approved by the board, again, depending on the size of the organization.

Yeah. And as as James said, review the memory one, two, or three years. One board I was on had a policy that I've got to review in five years. The world could change in five years, and I thought no. But everyone else was happy with five years. But one, two, or three, and keep a register because you can very easily lose track. My other my preference is also on the front page to have the date it was approved and then the date before it's review rather than having that information buried on the back page.

And retire policies that are of no, no longer of effect, by resolution as well. And I think that brings us to the end with no more questions.

Perfect timing. Excellent. Well done, Margo and Jane.

So, everybody, please feel free to connect with our presenters today, Jane and Margo on LinkedIn. I'm sure they'll look forward to your connection.

If you'd like to be put in touch with Margo at the, end of the session, please indicate your interest on the survey at the end of the webinar.

And lucky last, you shall receive an email from me, which will be tomorrow now, which will include a recording of today's webinar, the transcript, and the presentation slides.

So just as you leave the webinar, don't forget to before you race off, just to complete our one minute survey, go into the draw for our beautiful hamper. I'll announce the winner of that tomorrow as well.

So thank you again for your attendance, everybody. I hope you enjoyed the session with Margo and Jane. I know I did. Thank you so much. I look forward to seeing you all, everybody, at our next webinar. Have a great day.

