



Webinar

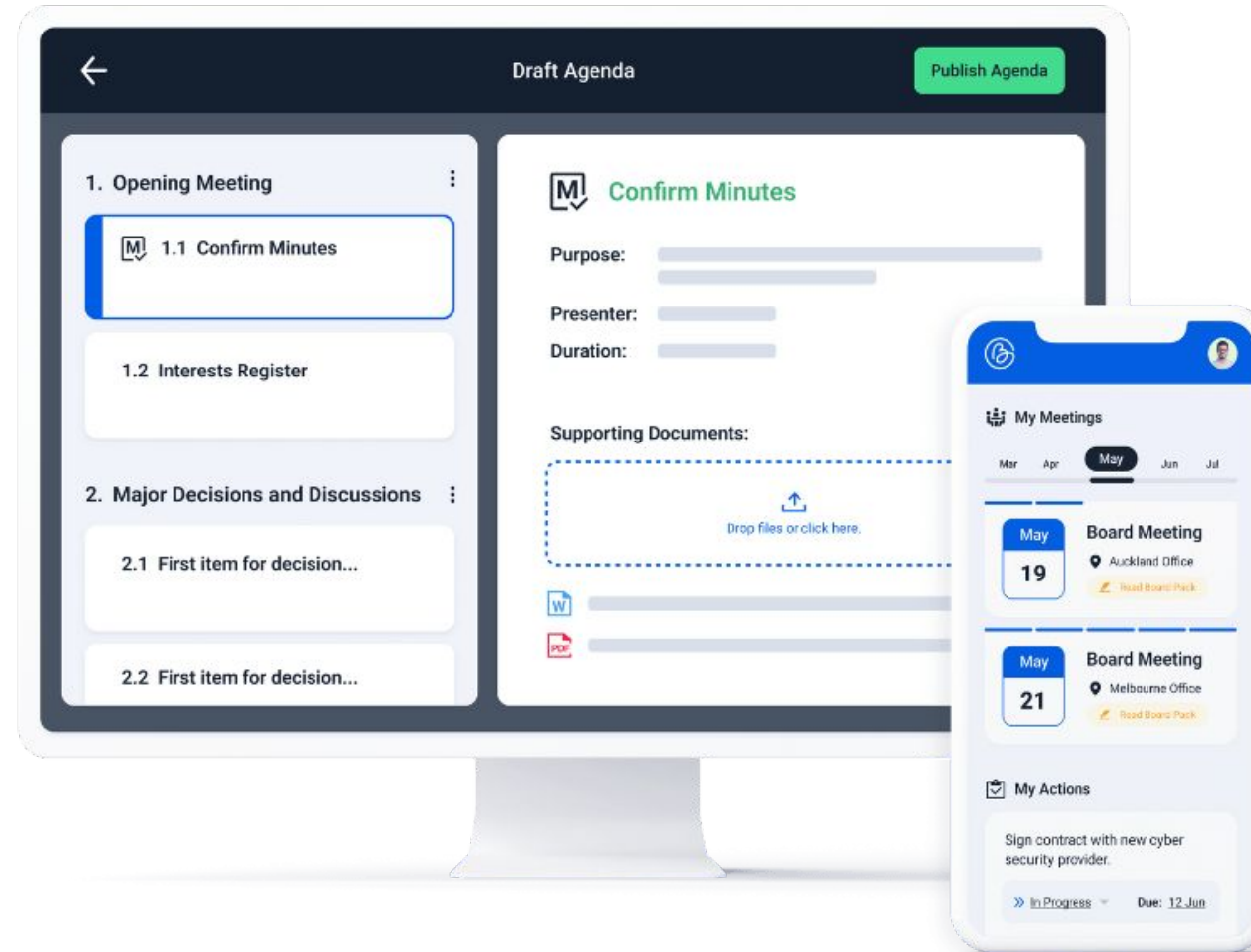
Board Code of Conduct

and Managing Difficult Board Members

With Julie Garland McLellan

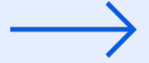








**Making the fundamentals of
governance free and
easy to implement**



Governance Made Easy

Governance Resource Center

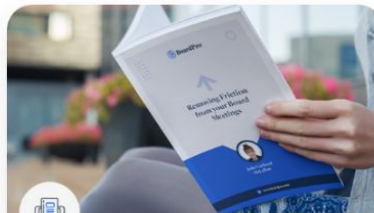
Explore free governance resources for growing your organisation and adopting good governance practises. From meeting minutes templates to CEO reporting templates, our comprehensive guides and templates will cover your governance and business essentials.

Content type ▾

Topic ▾

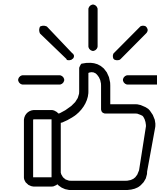
Persona ▾

Search





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





**Julie
Garland
McLellan**

Managing Director
Directors Dilemma



**Kathryn
Ruge**

Facilitator & Consultant
Engaging People



**Fiona
McKenzie**

Managing Director
Resolving Matters



Proactive works better than reactive

Do you have:



- 01 A board that good directors would want to join

- 02 A code of conduct

- 03 A standard letter of invitation to join that references your code of conduct

- 04 A standard letter of appointment that includes:
 - The consent to act declaration
 - A commitment to comply with policies and the code of conduct

- 05 A chair who will act on the first transgression





Don't invite psychopaths and sociopaths to join your board



**Always check
references**

Ask

- What they were like as colleagues, subordinates, bosses
- How they respond to pressure
- Which is their preferred communication style
- When do they get stressed and how do they cope

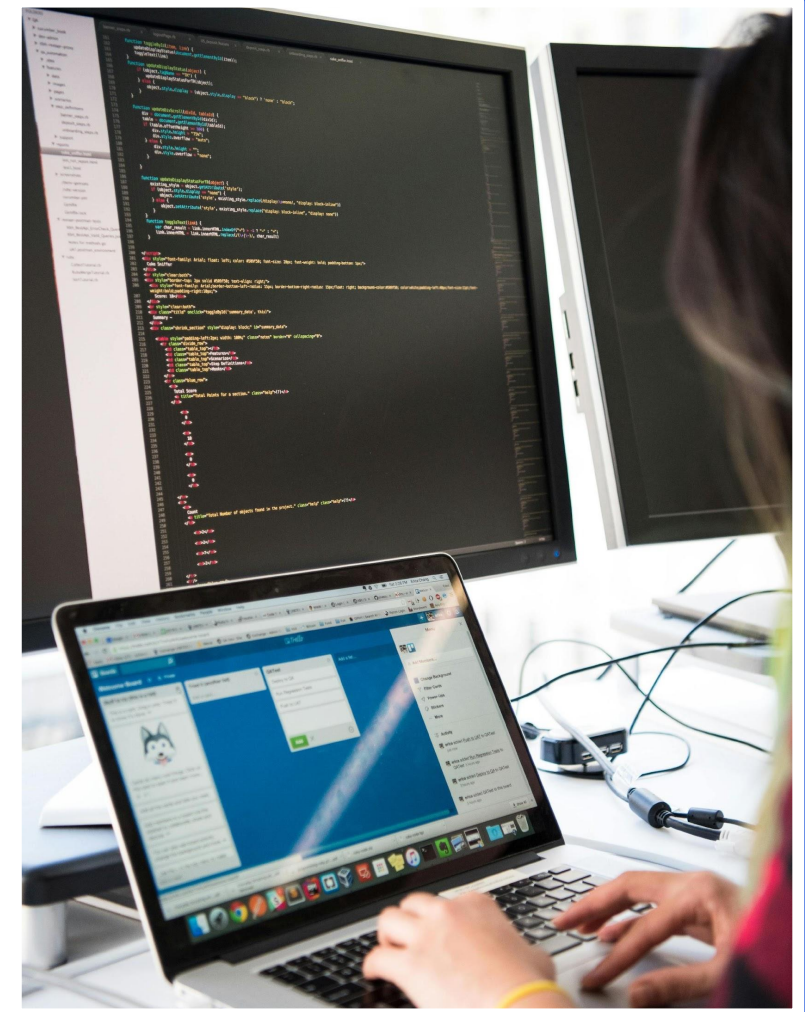
If you like the answers, ask:

- How should we induct them
- What support might they need



How to develop a code of conduct

- ▶ Write it yourselves (involve the board)
- ▶ Use your language (not lawyers' language)
- ▶ Treat it seriously – invest time in review
- ▶ Copy topics from other people, regulations, etc.
- ▶ Use stories so people really understand
- ▶ Give examples of the behaviours





Unacceptable behaviours



- ▶ Conflicts of interest
- ▶ Confidentiality breaches
- ▶ Social loafing
- ▶ Two conversations in the meeting
- ▶ Personal animosity
- ▶ Harping on (and on and on ...)
- ▶ Not responding to emails
- ▶ Not checking minutes
- ▶ Being late / leaving early



A well-chaired meeting prevents misconduct



Structured agendas

- ▶ Annual workplan
- ▶ Meeting agendas



Engage all directors

- ▶ Recuse if Col
- ▶ Draw into conversation
- ▶ Respond if breach of accepted standards



Accurate time allocation



Outsource timekeeping?



*Note that the bad behaviour is not recorded in the minutes



Document carefully

Code of conduct on policy register and reviewed regularly

Agendas that can be adhered to in practice

Discussions supported by good papers

Minutes that clearly record

- ▶ Decisions
- ▶ Key points from discussion
- ▶ Conflicts of interest
- ▶ Management of any conflict of interest



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Thank you

