



## **For Better Board Meetings 'Turn Your Agenda Upside Down'!**

The problem with many boards' meetings is that they continually run out of time. Just as the board starts to get into the substance of a really interesting and, more to the point, important topic of discussion, time runs out. Later agenda items are rushed or deferred. Important, often quite fundamental, issues are glossed over or not even raised because people don't feel they can prolong the meeting. The board's dialogue is incomplete, left hanging as board members start leaving the meeting for other commitments. This is a phenomenon we have previously referred to as the 'five o'clock rush'.<sup>1</sup> From our experience, this can occur no matter whether a board meets for two hours or two days.

It is common to many, if not all of these unsatisfactory and frustrating situations, that the greater part of the meeting has been used up dealing with comparatively low value discussions and agenda items instead of those that become squeezed for time. The traditional board meeting agenda deals with a lot of procedural and monitoring matters at the start of the meeting. A great deal of this initial phase covers topics to do with immediate, relatively tangible matters and reviewing past performance. On these boards there is often a sense that members feel they have to get those topics 'out of the way' first before they can progress onto dealing with future-oriented (and often more abstract, uncertain) matters. Often by then, however, exhaustion has set in, concentration has waned and people's thoughts have turned to their next appointment.

This is the complete reverse of what *should* happen. Because a board can only influence those things that have not yet happened, the greater part of its meeting time should be focused on 'designing the future' rather than reviewing history (and even trying to re-write it at times!). While its members are all present, energetic and alert a board should deal with the more intellectually demanding and future oriented matters it should be concerned with. More routine material (usually covered in pre-circulated, written form anyway) should be dealt with later. It doesn't matter if the board doesn't quite get to those topics and if time is relatively little is lost.

The following is a suggested agenda sequence. Boards we are familiar with that are following this sequence (or something similar) report significant increases in satisfaction and productivity.

**1. Pre-meeting meeting** (see 'Quiet Time – When the Board Meets Alone). This is some scheduled time for the board to meet ahead of the meeting to re-engage with each other (perhaps over coffee or a meal) and to 'limber up' for the meeting ahead. Some

boards invite their chief executive to join them at some point during this session. This can be informal or relatively structured.

**2. Chairman's opening remarks** – an important opportunity for the chairman to set the tone for the meeting and to emphasise where the board should focus its attention.

**3. Confirmation of the agenda** – even the best planned agenda may be out of date by the time the board convenes. This is an opportunity for the board as a whole to consider the best use of its time on the day. This is also the opportunity (if not taken earlier – say under Item #1) for individual board members to flag any matters of particular importance to them. This is to help the chairman guide the meeting and to avoid any later sense of 'ambush' if important matters or serious concerns were to be raised without warning.

**4. Governance matters** – the routine procedural matters that constitute good housekeeping. For example, apologies, disclosures of conflicts of interest, board administrative matters (perhaps arrangements for future meetings), etc.

**5. Minutes** – ideally, a brief routine confirmation only. Draft minutes (and accompanying action sheet) should have been circulated shortly after the previous meeting to allow any concerns about the record of the meeting to be addressed by the Chairman with the minute taker. This is also where 'matters arising not covered in the agenda' can be flagged. These should be few and far between. Anything of ongoing interest to the board should be reported on elsewhere or scheduled as part of a substantive agenda item.

This completes the 'preliminaries'. The board now moves into the substance of its meeting.

**6. For discussion.** This part of the board meeting is usually left until much later but the matters we would suggest be covered here are critical to effective board contribution to organisational performance. There are 3 categories of matters to consider here:

- *An environmental scan.* This not a systematic or prolonged SWOT type analyses. It is essentially a brief discussion that assists the board to immediately get in its proverbial 'helicopter' by asking the questions like: "what has happened since we last met?" and "what does it matter?" it is a quick fire discussion to see what is 'on the radar screen'.
- *Strategic (including risk) issues and policy matters.* Largely these should be topics drawn from the board's annual agenda or work plan. It is likely that an effective board would only address one substantive topic in this section of the meeting but it may well be the single most important topic of the meeting.
- *Pre-decision discussions.* This is the preliminary introduction to decisions that lie ahead and the proposals that will be coming to the board for deliberation. This puts the board on notice and gives the board greater opportunity to think through the issues involved. It also allows directors to highlight ahead of time anything that would be important to them in reaching a decision. This is of considerable assistance to management and others who are shaping a proposal.

**7. For decision.** This is the time in the meeting to deal with proposals and other

matters requiring board approval. These will largely be substantive matters beyond the chief executive's delegation. Under this heading might also be a multitude of minor matters that can be bundled together as part of a single resolution 'consent agenda'. We have referred to the concept of a consent agenda elsewhere<sup>2</sup>.

**8. For review and evaluation.** This section of the meeting deals with monitoring and evaluation of organisational performance. Typically the material for this section of the meeting will have been pre-circulated in written form allowing adequate time for study and *prior* questioning of the chief executive or the chairman about anything that is not clear. So far as possible such reports should be concise 'exception reports' that identify any divergence between planned and actual performance and indicate what action is being taken to address any matters of concern. Alternatively, reports should be presented so that the board can assess the degree of compliance with performance and policy criteria previously determined by the board. The material should be self explanatory and not require 'presentations' by its authors (staff presentation of material that is already available in another form is one of the greatest sources of wasted board time). Because the material can be 'taken as read', discussion can be kept brief. The types of reports appearing here would typically include the Chief Executive's report, the Finance report, project/major programme reports, major function reports (e.g. HR), policy compliance reports and the like.

**9. For information.** (Optional) Far too many board meeting agendas are top heavy in documents that are only 'for noting' or 'for information'. It is a moot point whether these should form part of the agenda papers for a board meeting at all. Why not circulate them separately and avoid the temptation to be diverted by matters that, by definition, require no active consideration by the board?

**10. Other/general business.** Potentially another great time waster and often a reflection of inadequate planning and preparation. Matters worthy of the board's attention should be capable of fitting under one of the previously mentioned headings. The great risk is that something introduced under this heading – usually without the benefit of a properly considered analysis and supporting documentation - will stampede the board into an ill-considered decision. For that reason there should be a discipline that the board will make no decision except whether the matter should be referred to a committee and/or back to the board after due consideration.

**11. Meeting evaluation.** There is considerable value in taking a few moments to assess how effective the meeting has been and what could be done in the spirit of 'continuous improvement' to enhance future board meetings.<sup>3</sup>

**12. Chairman's closing remarks.** The is value in the chairman briefly 'book-ending' his/her introductory remarks reflecting on what the board has achieved at its meeting and bringing closure to what, hopefully has been a most productive occasion. The chairman might also look ahead to the next meeting, noting reports to be presented, e.g. by a board committee, and any reminding members about special presentations or issues to be addressed.

1 See *Good Governance* #25

2 See *Good Governance* #25

3 See *Good Governance* #39

