



BoardWorks

Harnessing the New Director's Involvement from Day One

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Put yourself in the shoes of a new director. You have been elected or appointed to the board, but you cannot be sure that the contribution that you believe that you can make will be recognised or is even needed. You can only assume that it will be. Arriving at your first board meeting, you meet your colleagues and settle into a vacant chair. From the body language of a late arriving director, you deduce that you are sitting in 'his' chair. You offer to move but your offer is rejected. The meeting commences and you settle into the role of the new director. You watch and listen.

- How does this board work?
- Who are the key directors?
- Whose opinion carries more weight than those of others?
- How does the board make its decisions?
- How long will this meeting go on for?
- What on earth do all these acronyms mean?
- Should I demonstrate my ignorance by asking for answers to all the questions I have and if I don't will this conversation around this issue make any sense at all?

How can I contribute anyway, I don't know what their issues are, I've not seen the strategic plan they keep talking about, they mention policies, but I've not seen them, and really, other than knowing the names of the other directors, there's little else I know about any of them; and all of these questions in the first 15 minutes.

Clearly you were not inducted into the board.

It is not uncommon in our work for us to talk with directors who describe needing a year or more to feel comfortable with the board and its practices, to really feel that they know how things are done and can contribute with confidence. What lost opportunity, what a lot of wasted nervous energy and anxiety.

Why should it be that boards who express a united view that new staff should be properly inducted into their new role, should be provided with a mentor, given a clearly defined role description and be shown around the premises do not apply the same basic principles to their own practices?

Joining a new board can be a challenging learning process, even for experienced directors. No two boards are the same and thus the practices and protocols of one board cannot automatically be held to be true for another. Every board has its own history, culture, traditions and boardroom dynamics. None of these can be assumed. Even when the processes are similar, the issues will be different, requiring a new director to 're-school' him or herself around a new set of organisation specific issues.

Most important for the new director is to quickly come to terms with the boardroom dynamics and protocols. Issues such as, what level of disagreement is tolerated, does the board ever disagree with the chairman, and how are decisions made, are essential background knowledge before entering a debate. To facilitate this essential learning, we suggest two board-managed processes.

The Induction Process

The first of the new director learning processes is induction, or orientation, as it is also known.

We suggest that the induction process should commence prior to appointment, in fact right back at the point when the new director accepts nomination or is first asked to accept appointment. No director should accept a position on a board without some prior knowledge of the organisation, the board, its members and its issues. This initial knowledge should ideally be gathered via the new director's due diligence process. (See the article on Director Due Diligence in this edition). Even with good initial knowledge about the facts of the board, there is still the cultural and procedural knowledge to be gained. Some of this can be garnered by talking with fellow directors, the rest can only be learned from being part of the board in action.

The best preparation then is a mix of pre-joining knowledge, pre-first meeting information followed by active participation right from 'day one'.

All directors join a board because they want to contribute, most join because they want 'to make a difference', and some join because they want to change things. All of these require an understanding of the board they are joining and of its culture.

What is the pre-meeting process?

We suggest that the board should make a commitment, perhaps captured as a policy, to providing all new directors with a thorough induction into the affairs of the organisation and the board. The following actions are recommended:

- All new directors should receive a copy of the board's resource handbook including governance policies, the articles or constitution and other relevant legal governance documentation, current and recent meeting papers, the most recent financial statements, an organisational chart, contact details for fellow directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
- It should be arranged for the new director to meet with the chairperson for a governance familiarisation. This is a time to discuss board protocols, to ask questions about board processes and its history and to discuss such crucial issues as potential conflicts of interest. This is also a valuable opportunity for the chairperson to get to know the new director so that the former can facilitate an easy and comfortable transition and introduction to the board processes and to other directors.
- Time should be set aside for the new director to meet with the CEO for an operational familiarisation. This is an opportunity to hear about the organisation from the CEO's point of view and to learn about that person's relationship with and expectations of the board. The new director might also ask to be shown around the organisation and meet some of the staff especially, but not exclusively, key senior staff.

With this background the new director is now ready to contribute even at their first board meeting.

Provide a mentor

Another learning process used by an increasing number of boards is the provision to the new director of a mentor. Wherever possible, the mentor will be matched to the new director, the matching based on such things as interests, age, common business affiliations and common background experience. The mentor sits alongside the new director at board meetings and interprets board processes, esoteric language and, as needed, fills gaps in the newcomer's knowledge. The mentor might retain this role for anything between six months and a year or however long is needed to 'bed-in' the new director.

The combination of induction and a mentor should provide the new director with all the support that is needed to quickly learn the ropes and make the contribution sought from their presence.

When the responsibilities and liabilities of directorship are compared to the short time that the board spends actually doing its job, it becomes apparent that all board members must be provided with every assistance to contribute to the fullest of their ability. This includes new directors.

We often hear it said that new directors should, "Shut up, listen and learn." We suggest that this should be rephrased as, "Contribute, ask, take risks, listen and learn."

If on joining a board you are not offered an induction, we strongly recommend that you ask for one. If you are told that the board has no considered method for this important process, we suggest that you give them this article and ask again. No director should join a board and be expected to do it the old way. It didn't work before, and it won't now.

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