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How to Run Robust Meeting Cycles



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Conscious Governance

Introduction

Board meeting cycles are the lifeblood of the work of the Board. Individual Board meetings are where most of the discussion and ultimately decisions are made and are therefore the most important mechanism that the Board has at its disposal. The authority of the Board arises from its collective nature, which necessitates meetings to address the collective decision making.

In many instances, Board schedules are treated as an agreed set of dates that the Board will meet, with little or no thought given to the larger strategic issue of the specific focus for each of those Board meetings. As the most important tool of the Board, meeting cycles require more advance planning and alignment with the strategic, risk, governance and operational requirements of the organisation. The role of Board committees also needs to be reviewed and integrated into the Board meeting cycle. Gone are the days when Board committees met just prior to the Board meeting, as it was convenient for all concerned.

Four Key Issues

There are 4 key issues to address when designing robust Board meeting cycles.

Issue 1: Understand and continuously reflect on the role of the Board

Boards seem to seldom reflect on their purpose. There seems to be more a focus on the tools that Boards use, such as strategy, risk, governance and finance, rather than why the Board exists in the first place. There are three key elements to the role of the Board. These are:

- to make the choices
- that create the future
- for the communities they serve

Strategy, risk, governance and finance are just tools to assist the board to make the choices that create the future for the communities we serve.

The implications of this simple recasting of governance are profound. Lets explore these a little.

...To Make the Choices

When asked what boards do, most people say they make decisions. I have asked thousands of directors and senior leaders how their board members would describe a decision. In many cases it is unconsciously seen as something that:

- is Final—it cannot be revisited as it is The Decision, even if it was made 5 years ago;
- *is the Answer*—and once we have the answer, we can stop looking at the range of possibilities for other alternatives; and it,
- has to be Right—which is a problem because if something does not fit that decision it must, by definition, be wrong.

This unconscious bias towards a "decision" is fraught with danger. It often leads to slow decision making. We have to get it right, so let's get even more information and give it to yet another subcommittee. And, once the decision has been made—that is, boards have found *the final* and *right answer*—they no longer have to question whether that decision is actually working for them.

Any information they subsequently receive that could reflect on the decision will typically be constructed and filtered to show how right the answer is. Questioning around alternatives and options comes to a halt, as does critical thinking. Now, not all Boards do this, but there are way too many where this is the norm.

Choice, on the other hand, is all about identifying possible options—there are, after all, an infinite number of ways of doing any one thing. The key role of the board is to do all the required analyses—e.g., financial, risk, strategic, ethical, ESG etc—and then from amongst the various options that are available, make a choice to be monitored for effectiveness over time. The board reserves the right to change direction and swiftly choose again if it becomes apparent the original choice is no longer working. This is true strategy at work.

... That Create the Future

The role of the board is not to receive reports about how busy the senior executives are. Their role is to make the choices that create the future for the communities they serve. Creating the future is all about being aware of what is happening in the strategic environment, focusing on the things that are likely to have an effect on your organization and stakeholders, choosing what needs to be modified, created or stopped and repeating this process continuously. The two key tools for this are the vision/purpose statement—the impact we wish to have on the communities we serve—and the strategic plan—the top 3 or 4 things the board agrees have to occur in the next 2 or 3 years to achieve the vision/purpose.

...For the Communities We Serve

The purpose and power of any organization is not to perpetuate itself. It is to make a difference in the communities we serve—to impact people's lives! As such, we need to understand the full potential of what we can achieve for and with our stakeholders and be able to articulate this in our vision/purpose statement.

The communities we serve will change from time to time as demographics and our strategic foci shift, so they need to be continually monitored for the impact our organization is having. You can do this by answering the following questions:

- Who are our stakeholders this year? Has this changed or is it likely to change next year?
- What do our stakeholders perceive as our impact on these communities?
- How do we engage with our stakeholders to facilitate greater change?

This focus at the board level on the communities we serve raises the whole issue of stakeholder engagement to a new level, maximizes the possibility of the board being strategic and brings culture to the forefront. The discussions that this process engenders are fascinating.

Issue 2: Design strategic reflection into the Board meeting cycle

If we accept that the role of the Board is to make the choices that create the future for the communities we serve, then it follows that the key reason for the Board to meet, is to

- review and reflect on existing and potential choices,
- monitor how close we are to achieving the agreed outcomes (not the inputs...ie not the
 excruciating detail of how it is being done),
- monitor the impact on key communities, and
- choosing differently (quickly) if anything needs to change.

This strategic reflection should be inherent in how each Board paper is structured, the reports from the various Board committees, and the evaluation by the Board of its own work.

The sequencing of Board meetings can also reflect this strategic focus. There is a growing recognition by Boards of the need for more discussions focusing on potential future strategic issues and implications for the organisation. It is now becoming more common for the Board to formally allocate time outside of Board meetings to explore the bigger strategic questions —

- where do we want to be in 10 years?
- what do we want to look like in 10 years?
- what are the intractable long-term issues and what different ways can we look at them?
- how are our key stakeholders likely to change in the future and how do we position ourselves for this?
- how do we measure our impact based on the key elements in our vision/purpose?

This could also include scenario planning or something similar (eg Causal Layered Analysis, Spiral Dynamics) as a process every few years to ensure the Board is constantly monitoring and positioning for what might be, rather than what it knows right now. The latest approaches to scenarios and future foresight activities combine high depth and high-quality assessments with the speed and agility required to make them more operationally useful. These can be used as a foresight tool to help build understanding of the potential future environment in which strategy will play out.

The Annual Board Workplan can be developed to incorporate a combination of quarterly reporting meetings that focus on the work of the Board (reporting against strategies, compliance, new business opportunities, governance issues), two strategic meetings and two situational analysis meetings, which can provide a suitable framework for having these discussions.

The governance issue here is not to provide more information to the Board, but to assist the Board to focus on strategic conversations rather than just operational reporting.

Board Tool: Annual Board Workplan examples – (Example 1)

Each Board should develop their own unique Board Workplan that suits the culture of the Board and the decision-making and reporting criteria that the Board establish. Here are some examples that may assist in developing your Board Workplan.

ACTIVITY / ACTION	FREQUENCY	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Company Secretary Role – review of contract	Annual												
News & Views Article by each Director x 2	Quarterly												Directors select month for article
Financial Key Performance Indicators	Quarterly												
Review of subcommittees in accordance with policy	Annual						Selected reps						
Review Board Calendar	Annual												
Corporate Governance (Directors interests list)	Annual												
21/22 6-month report to DoHA (for information)	Annual												
CRG attendance by Director (rotating role)	Bi-monthly		13/2		9/4		11/6		13/8		8/90		Directors select month to attend
22/23 Annual Plan & Budget to DoHA (draft)	Annual												
Review Board Policy & Position Statement	Annual												
Review of Board Charter	Annual												
Director Finance Training	Annual												
Cyclical review of individual Board Policy													

ACTIVITY / ACTION	FREQUENCY	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Board KPIs 2022– under development	Annual												
Board Risk Management Calendar – under review	Annual												
AGM 2022 planning	Annual												
Review Constitutional Objects	Annual												
Review consideration of Auditors	Annual												
21/22 12-month report on Annual Plan to DoHA	Annual												
Election of Office Bearers	Annual												
Corporate Governance (Code of conduct / Directors' declaration)	Annual												
Revise board roles against portfolios	Annual												
Director Governance Training	Annual												

KEY:

Blue – KPIs Board Calendar Red – Risk Management Calendar Black – Other Download Word Template File

(Example 2)

Month	Activity
October	 Election of Chair / Board positions. Overview of Board role regarding Governance and Board responsibilities. Mentoring new Board members – who/what/when assigned Compliance: AGM to be held. Compliance: Lodgement of Audited Financial Statements with ASIC (deadline 31 October); Lodgement of changes to Directors within 28 days of such change occurring. Compliance: Board to pass solvency resolution.
November	 Report to Board - Northern Zone Partnership. Confirm date for 2022 AGM.
December	No meeting.
January	Board & Management Review of Strategic Plan, including 10-minute presentations from senior management x 4. Looking forward draft business plan developed.
February	 Strategic review of business plan and budget for 2021-2022. Scenario Planning Board and Senior Executive meeting F&A report on internal audit controls / compliance. Compliance: Board to pass solvency resolution
March	 Risk management review (including insurance). Board performance re Board standards. Board meeting at stakeholder location. Compliance: Board to pass Insurance audit
April	 Proposed budget. Endorse final strategic / business plan. Compliance: Board to pass solvency resolution.
May	 Endorse Board Policy Documents and Quality Manual. Compliance: Preparation for ISO Audit in June, final approval of any identified changes to Policy Documents / Quality Manual.
June	 Endorse Board and Senior Management Development Day programme Board succession update Board / Management performance review. Compliance: Endorse report on preparation for end of financial year audit. Compliance: AGM planning – Rotation of directors; review of constitution and any proposed amendments.
July	Board and Senior Management Development Day –Sunday (date to be confirmed)
August	 Presentation from external auditors; review 12 month audited financials. Compliance: Board to pass solvency resolution
September	 Stakeholder presentation. Review AGM plan

Issue 3: Ensure that Board committees service the needs of the Board

Board committees are delegated certain responsibilities by the Board that support the Board in its governance role. These Board committees differ from Board to Board, but the two most common are the Governance committee (sometimes called the Nominations and Remuneration committee) and the Finance Audit Risk committee. In the health sector, there will also be a Clinical Risk committee. Then there are variations such as the Stakeholder Engagement committee, People and Culture committee and so on.

Whichever committee a Board establishes, they have one key responsibility: to service the needs of the Board. This is best done by having

- a very clear Terms of Reference,
- an annual evaluation by the Board of the quality of support received from that committee,
- short, sharp, clear reporting to the Board that provides insights into strategic issues and implications that the Board needs to consider,
- A meeting cycle that supports the Board decision making requirements. This means that
 each Board committee should develop its meeting cycle to reflect the needs of the Board
 based on the annual Board meeting cycle. There are still examples of where Board
 committees meet an hour prior to a Board meeting, as this is convenient for the members of
 that Board committee,
- Appointing non-Board members to the committee to add depth to the skills available.

One of the most common complaints from Directors is that the Board rehashes or relitigates the reports from the Board committees, rather than utilise the Board committee reports to focus on the key strategic issues worthy of Board time.

Board Tool: Annual Governance Committee Workplan example

Duties	Associated Tasks	Prop	osed Timeline	Current Status (in August 2021)	
		Start	Due		
Working with other Board Committees	Where relevant the Governance Committee will work in unison with the SE committee [eg Constitution al review] and the ARC [eg risks relevant to governance]				
Review Board Constitution and Statement of Purpose	Review Constitution in line with 3-year Strategic Plan cycle. Provide advice to Board on relevance of Constitution and stated Co. purpose.	Jan 2022	Nov 2022	Current Constitution created in 2017. High- level review with regard to mission and purpose in 2020	
Review all Board Committee Terms of Reference – for consistency of structure and process	GC to review all Board Committee ToR (timed with the Strategic Plan update) after preliminary draft ToR created by relevant Committee			2020 review completed in Dec 2020 for utilisation in 2021	
Review and monitor key Board functions including Board member roles and responsibilities	Review committee membership for all Board Committee's (in line with strategic process)	Dec 2021		2021 review completed in Nov 2021	
Review Board Charter, Codes of Conduct and Conflict of Interest policy	Review of Board Charter Review of Board Code of Conduct – Vic Public Service Code of Conduct	April 2021	-	B Charter due for review 2021 [adopted in Dec 2018] Conflict of Interest completed Dec 2019	
Review Board policies and procedures	Establish a framework + Guidelines to review Board policies + procedures. Establish a program for Board policy review [including gap analysis of current vs desired policies] and implement program.	June 2018	ongoing	Framework + Guidelines still work in progress See GC Action Table Outstanding	
Oversee status, implementation + maintenance of Board member induction processes and mentoring scheme	GC to review/oversee Board member induction process annually [Board Induction Manual – see next item] GC to obtain/consider feedback from inductees to refresh/update Induction Manual and process	July 2021	March 2021 ongoing	Review to be undertaken with new directors in Feb 2021 – item on April 2021 Agenda Note - Mentoring scheme hasn't happened in past couple of years	
Oversee status and maintenance of Board Induction Manual and Board Portal	Board Induction Manual – review + oversee manual updates Review Board Portal – review + oversee portal updates	March 2021	Updated September 2020 To be reviewed again in 2022	Updated Induction Manual in place for recent Board recruitment. To be reviewed in light of feedback from 2021 New directors. Portal to be reviewed again with Board for effectiveness and user-friendliness in 2022	
Oversee status and implementation of ongoing member education program	GC to identify ongoing education needs of Board – in alignment with strategic plan and current director skills. To include internal/external training + mentoring program + induction. Records of activity to be kept and survey to determine effectiveness.		ongoing	Education to respond to: outcomes of 2021 Board review skills matrix outcomes of Board Induction	

Monitor Board member composition and succession planning	GC to maintain currency of Board Skills Matrix. "Living" Board skills matrix being used GC to review Board succession plan. GC to make recommendations to the Nom + Remuneration Committee new director appointment in 2022 [Suggested change to Constitution to reflect practice]	Now	ongoing	"Living" Board skills matrix was adopted in early 2019 Succession Plan for Board Chair + process for appointment completed in 2021 Consider in Constitution review
Oversee Board evaluation process	GC to establish policy/process for Board evaluation, to include: evaluation of Board Committee performance assessment of evaluation processes evaluation of Chair / individual directors GC to initiate board evaluation for process for 2022	Jan 2022	Oct 2022	3-year cycle B Eval – more indepth process deferred to 2021
Oversee corporate and ethical culture	GC to establish approach/means to measure organisational culture GC to oversee employee satisfaction survey [or other relevant organisation surveys]	May 2022	September 2022	People & Culture survey [Best Practice Australia] – results tabled/discussed at June 2021 Board meeting Work on org culture to be done
Advise and make recommendations to the Board in relation to matters involving Board and organisation governance.	Advise/recommend to Board governance practices that will positively impact on strategic objectives [or otherwise] Refer governance articles etc of relevance to Board members out of session – to be 'filed' in Portal – establish process to do this + means of notifying Directors	Ongoing March 2021	Early 2022 actioned	Action items in Board Minutes identify referral to Gov Committee Are articles relevant to Board being filed on Board Portal by CoSec
Oversee processes to deal with director breach of director governance rules or director duties	Develop processes for: investigating allegations of director breach / bad behaviour recommendations for Board determination	June 2021		Identify what Constitution and other Board Governance Documents say about this. Not progressed
Scope of the Company Secretarial role	Review current company secretary role insofar as it relates to the Board. Input into company secretary role description during employment life-cycle.	2021	Completed in 2022	Cosec role was defined in 2020 Administrative side of role being done by CEO Exec Assistant
Horizon scanning for Board governance	GC to monitor changes in state/national policy for all matters affecting governance GC to monitor developments in contemporary governance practice and advise on good board governance practices and implications for the Board and Management's strategic initiatives.	ongoing	ongoing	Circulate to Board as Ds come across things File in Portal

Download PDF file

Issue 4: Design Strategically focused Board meeting agendas

Whilst the Annual Board Workplan focuses the attention of Directors over a 12-month period, the most powerful tool for focusing attention in a Board meeting is the Board agenda. We have provided an example, with notations, that describe how such an agenda could be constructed.

Board Tool: Strategically focused Board meeting agenda example

Generated on: 2022-02-15 19:23:40

AGENDA

APRIL STRATEGIC PLANNING MEETING - ALL DIRECTORS



An example of a
Strategically Focussed
Agenda for a Board
Meeting.... The 'Consent
Agenda' is a powerful
tool that reduces the
amount of time spent on
reports that should be
for 'NOTING' only. This is
sometimes called a
'Bloch Agenda'.

Name:	APEX Construction
Date:	Thursday, 14 April 2022
Time:	10:00 am to 3:00 pm
Location:	Macquarie Room, Level 20, 60 Martin Place, Sydney
Board Members:	Chairperson Sean McDonald (Chair), CEO Brad Wilcox, Katie McKay , Lochlan Bowers
Attendees:	John Smythe, Paul Thomas
Guests:	Carol Griggs, Lance Wickman
Notes:	Our Vision Statement Here: The Chair, CEO use this to focus the meeting discussions

Opening Meeting

1.1 Acknowledgement of Country

10:00 am (2 min)

CEO Brad Wilcox

FOR NOTING: We acknowledge the traditional owners of the lands we work across, and pay our respects to their elders: past, present and emerging

1.2 * Welcome, Present and Apologies Accepted by Chair

10:02 am (3 min)

John Smythe

FOR NOTING: The Chair will acknowledge all those present, making note and welcoming any Director, staff member or guest who is attending their first meeting with this Board of Directors of XYZ Ltd. The Chair will advise of apologies that have been accepted. The Chair will only accept apologies if the Director has contacted them prior to the Board meeting and the director has confirmed they have read and understood the material on the Board Agenda.

1.3 Note for Directors

Any item that has **FOR NOTING** means this is for information or noting only, and these will be voted as accepted as a block item. Up to 48 hours before the meeting, Board Directors may request that the Chair take an item off the Block Agenda item and insert into the main agenda for discussion.

1.4 Interests Register

10:05 am (5 min)

John Smythe

FOR DECISION: All directors and staff attending the meeting of the Board of Directors must make contact with the Board Chair earlier than 48-hours prior to the meeting, if they believe they need to declare an interest in a matter that is scheduled on the Agenda. Please refer to the Board and organisational policies relating to Declarations of Interests. You could add a hyperlink to take Directors to the relevant Declaration of Interest Policy.

Remember: Directors and staff should be reminded that a matter on the Agenda could lead to a real, potential or perceived conflict of interest.

Supporting Documents:

1.4.a Interests Register

1.5 Confirmation of Agenda

10:10 am (5 min)

John Smythe

FOR DECISION: Confirmation of this Agenda, including acceptance of all 'starred (*)' items for Noting.

NOTE: The Chair will seek confirmation from the Directors present that the Agenda has been confirmed as published, including the noting of any items that are marked with an asterisk or "starred". The Chair reserves the right to accept or decline any suggested changes to the published Agenda that may be proposed by Directors or staff.

We recommend that you adopt a practice of inviting Directors to contact the Chair (or the CEO) should they wish to have an item removed from the Consent Agenda and opened for Board discussion. It is at the discretion of the Chair whether they accept this request. Remember, at law, the Chair has control of the Agenda for Board meetings

1.6 * Confirm Minutes

10:15 am (5 min)

John Smythe

FOR NOTING: Confirmation of minutes from previous board meeting. It is usual practice for all Directors to receive a draft copy of the minutes, soon after the meeting was held. Accordingly, the Minutes of the previous meeting will incorporate any issues of concerns raised by Directors. As such, these Minutes are presented for confirmation, and generally without discussion. Also note that this Agenda states that Directors declare they have read the minutes!

Supporting Documents:

1.6.a Minutes: March Board Meeting - 16 Mar 2022

1.7 * Actions Register

10:20 am (10 min)

John Smythe

FOR NOTING: The updated list of items is presented for confirmation, and generally not for detailed discussion. Any substantive items for Board consideration shall be placed elsewhere in the appropriate location in this Board Agenda

Strategic Matters

2.1 Exec Team Report on Strategic Priorities

10:30 am (20 min)

Paul Thomas

FOR DISCUSSION: One of the primary roles of the Board of Directors is to oversee the progress toward and achievement of Board-approved Strategic Priorities. This item is placed early in the Agenda, with a suitable allocation of time, to ensure appropriate attention of Directors upon the important strategic matters.

Conscious Governance and BoardPro believes that Item 2.0 is generally the most important Agenda item on the whole of the Agenda! It is a detailed report from the Executive Team (not just CEO). It updates the Board by providing a focus on progress toward the current elements on the

All members declare they have read the minutes from the previous meeting. Directors should petition the Chair 48 hours before the meeting if they would like to take any items off the Consent Agenda and insert it into the main agenda for discussion. The Chair has the right to grant this or not.

Item 2.1 is a report from the Executive Team (not just the CEO). It updates the board by providing a focus on progress towards the approved Strategic Plan, reporting all items that should have commenced by now, with a focus on outcome measures, not activity.

Board-approved Strategic Plan. It will report on all of the items that should have commenced by now. Use the same numbering convention that is used for the Strategic Plan Items.

Supporting Documents:

2.1.a Strategy Report 2021.pdf

2.2 Potential Changes to Membership

10:50 am (10 min)

CFO Brad Wilcox

FOR DISCUSSION: CEO Briefing on potential changes to membership base, and recommendations needing Member endorsement to amend our Constitution

2.3 Strategic Planning 2022 - 2024 (CEO Briefing)

11:00 am (15 min)

CEO Brad Wilcox

FOR DISCUSSION: CEO Briefing on Strategic Planning for 2022 - 2024

Board Operations

3.1 Minutes - Finance and Audit

11:15 am (5 min)

Paul Thomas

FOR NOTING: From FARM Committee Chair: Minutes of Finance Audit and Risk Management Committee 5 Nov.

As a general process, minutes of the meetings of Committees of the Board of Directors will be received and confirmed, as published. If the Chair of the Committee believes that there are important issues for Board attention, then those matters will be added as separate business items and inserted in the appropriate location in the body of the Board Agenda

3.2 Minutes - Governance Committee

11:20 am (5 min)

CEO Brad Wilcox

FOR NOTING: From the Chair of the Governance committee

3.3 Board Committee Membership

11:25 am (5 min)

Chairperson Sean McDonald

FOR DECISION:

3.4 Board Professional Development

11:30 am (10 min)

Chairperson Sean McDonald

FOR DISCUSSION: Early discussion on Board requirements for Professional Development for 2022 (from Board Workplan). Discussion by all directors and chair.

The Board has agreed to a regular program of presentations from key staff, and external guests. The aim of these sessions will be to educate Directors, and to challenge their thinking, and stimulate active discussion around topics of strategic importance to the organisation. With Committee
Minutes, make sure they record any strategic issues or implications for discussion by the Board.
The conversation must remain focused on these matters. And certainly, do not allow the Committee Chair to read the minutes out, word, for word as we know can happen.

Professional Board Development

4.1 Guest Presentation- Key Issues Facing our Sector

11:40 am (10 min)

FOR DISCUSSION: Every second or third meeting, invite key external stakeholder, academic or thought leader to share their views on the key strategic issues facing their organisation/sector and implications for your sector/organisation

4.2 Exec Team Presentation: Key Strategic Issues next 4 Years

11:50 am (10 min)

Katie McKay

FOR DISCUSSION: Every second or third meeting, invite Senior Manager or Leader of a key business unit or area and ask them to describe the key strategic issues they believe their part of the organisation is likely to face in the next 5-10 years

4.3 Board Review: Matters Arising

12:00 pm (10 min)

Chairperson Sean McDonald

FOR DISCUSSION: After guest departs, Board Directors to spend 5 mins to discuss implications on Strategic Plan, arising from the guest presentation

Changes to Strategic Environment

5.1 Strategic Issues, Rumours

12:10 pm (15 min)

CEO Brad Wilcox

GENERAL DISCUSSION: Directors and Staff to disclose any early issues or 'rumours' that may have strategic impact on the organisation

Management and Operational Reports

6.1 CEO Report

12:25 pm (5 min)

Lochlan Bowers

FOR NOTING: Monthly report from the CEO.

These matters will generally be taken as published, and as read by Directors. The CEO will ensure that any important, and/or strategic matters identified by the staff will be placed elsewhere in the Agenda, with a suitable briefing available to Directors.

Supporting Documents:

6.1.a CE-Report.pdf

6.2 CFO Finance Report

12:30 pm (5 min)

Paul Thomas

FOR NOTING: CFO Paul Thomas to present the monthly finance report

Supporting Documents:

6.2.a financial-statement-nfp-institute-of-professionals-060815.pdf

Standing Reports are 'For Noting'. Any items for Board consideration will be added elsewhere in the Agenda. CFO should also offer a Declaration that we are solvent, and up to date with Superannuation guarantees and tax payments.

Consider a presentation every meeting or two.

Use a regular cycle of different external guests

and alternate this

presentations by key

guest to address the

key strategic issues

staff members. Invite the

Board for 20 minutes on

facing them, their sector

or the business unit/s

they manage. Allow 5

minutes for questions, discussion with the guest

presenter.

6.3 Health & Safety Review

12:35 pm (10 min)

FOR NOTING: HR Manager: Jane Lipscomb

Presentation from Jane as to the current state of the business in relation to health and safety

Supporting Documents:

6.3.a Health and Safety Guide_Good Governance for Directors.pdf

6.4 COVID-19 Report/Briefing

Lochlan Bowers

FOR NOTING: CEO to present report on the state of the business in relation to the latest COVID situation

Supporting Documents:

6.4.a COVID 19 Report.pdf

7. Board Only Session

7.1 Note for Directors

As required, there may be times where it is appropriate to have a confidential discussion on matters which only involves Directors. The Chair may list items to seek early advice from Director colleagues, before requesting attention or action by the CEO and staff.

7.2 Discussion and Decision Regarding Approval of new Director

12:45 pm (5 min)

Chairperson Sean McDonald

FOR DECISION: led by Sean McDonald (Chair).

7.3 Board Performance Evaluation

12:50 pm (10 min)

John Smythe

FOR DISCUSSION: Head of Governance Committee to lead a discussion on preparing for annual board evaluation

7.4 CEO Performance Review

1:00 pm (25 min)

Lochlan Bowers

FOR DISCUSSION: CEO performance review and issues pertaining to contract negotiations

7.5 Feedback - Observer Director

1:25 pm (15 min)

Paul Thomas

FOR DISCUSSION: Discussion regarding recent observations from Sean Plunket (Governance Consultant) from ABC Company

As part of an ongoing commitment to enhancing good governance, the Board has approved a process of having a Director "observe" the meeting. They will have an opportunity to provide feedback to the entire Board, and to individual Directors, as appropriate. Other Directors are also invited to promote constructive commentary about the conduct of the meeting

7.6 Feedback - Observer / Other Directors

1:40 pm (10 min)

Paul Thomas

FOR DISCUSSION

Next Meeting

8.1 Agree Next Board Meeting Date and Time

1:50 pm (5 min)

CEO Brad Wilcox

FOR NOTING: Directors to agree dates and time for next meeting

9. Close Meeting

9.1 Close the meeting

Next meeting: No date for the next meeting has been set.

Download Complete Agenda Template

This **Strategic Agenda** was created with **BoardPro**. To see how this and its accompanying Board Pack and minutes were assembled please contact the team at BoardPro at team@boardprrohub.com



Summary

Board meeting cycles add the most value when they reflect the intersection of strategic review and operational oversight. The mindset of the Board underpins this (making the choices that create the future of the communities we serve), supported by the key governance tools of the Annual Board Workplan and the strategically focused Board agenda. This creates the system where the Board can add real value towards creating the future

About Conscious Governance



Conscious Governance is a global, independent advisory service for nonprofit Boards, CEOs and directors. We provide strategic planning, board governance, leadership, and risk management consulting services.

We work with organisations across virtually all sectors and provide resources, guidance and online programs that help promote strong governance practices. In delivering our services, we inspire greater strategic awareness within an organisation, opening up new ways to better serve the wider community.

About BoardPro



We exist to increase boardroom productivity and create better functioning boards. We don't believe good governance processes should be left to the domain of larger companies. We know that all parties in a board/management relationship want to use their time and resources most efficiently and productively. We found that a product that helped with the processes, workflows and guidance to work on the right things was missing from the market. So we developed BoardPro in partnership with some of the best independent directors and most progressive CEOs.