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Building Better Governance

Effective board meetings:

a good practice guide

Fiona Ash, Centre for Charity Effectiveness (CCE)

[Centre for Charity Effectiveness]

CENTRE FOR CHARITY EFFECTIVENESS

Inspiring transformation within the nonprofit sector.

The vision of the Centre for Charity Effectiveness (CCE) at Bayes Business School is that of a nonprofit sector leading positive social change. We support the sector to achieve this through the services that we deliver: education, knowledge sharing, research and independent consultancy advice.

As one of Bayes Business School's centres of excellence, impactful knowledge exchange has been at the heart of what we do since our inception over 20 years ago.

CCE aspires to see a voluntary, community and social enterprise sector constantly extending its own knowledge boundaries and driving performance excellence – whilst developing and inspiring the next generation of leaders.

A number of the wider CCE team have made valuable contributions to this guide, including Caroline Copeman, Andrew Forrest and Ros Oakley. This edition has been updated and edited by Fiona Ash.

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Foreword

The unwavering vision of the Centre for Charity Effectiveness (CCE) is that of a strong nonprofit sector leading positive social change. We support the sector to achieve this through the services we deliver: education, knowledge sharing, research and independent consultancy advice.

We know that the need for good governance in our sector is greater than ever with recent public concern and media scrutiny which is often about the effectiveness of an organisation's governance. As the Charity Governance Code says, 'good governance in charities is fundamental to their success'. Our governance practice team is regularly commissioned to undertake reviews or other activities in support of more effective governance.

This is one of a series of updated Building Better Governance (BBG) good practice guides covering key governance activities including:

- Board & trustee performance review
- Board involvement in strategy and planning
- Board reports that add value
- Developing a balanced scorecard & dashboard
- Developing the whole top team
- Effective board meetings.

We are confident that, taken together, these guides will be an extremely useful resource for trustees and the senior team, covering the key areas of practice that make the difference between a board that does the minimum and one that is truly effective. If you need further information or advice, please get in touch.

Alex Skales

Director, Centre for Charity Effectiveness (CCE)

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What is an effective board meeting?

The board meeting is the organisation's main forum for strategic decision making and the place where the board delivers as a high performing team. Good board meetings have appropriate content and enable all participants to contribute effectively, making the most of their experience and skills.

The effectiveness of the board is to a great degree dependent on the effectiveness of the meeting. Effective meetings enable the board to:

- Set the direction, monitor performance and be confident that the organisation is achieving the objectives for which it was established
- Hold staff to account, and recognise work well done
- Bring in, debate and discuss the needs of diverse stakeholders and the drivers in the external environment
- Be assured that the organisation is well-run and compliant with necessary regulations
- Assess and manage risk
- Agree key policies and procedures
- Delegate and hear back how that delegated authority has been used and be assured the board's decisions are carried out.

Effective meetings are characterised by board members who¹:

- Commit sufficient time to carry out their responsibilities effectively
- Prepare for meetings including reading board papers carefully and keeping up-to-date with issues affecting the organisation
- Attend, arrive on time, stay for the whole meeting and participate
- Accept collective responsibility for the decisions made by the board
- Maintain confidentiality
- Understand and are alert to conflicts of interest and loyalty and declare them where appropriate
- Listen carefully to what others are saying and don't dominate
- Are willing to question and challenge constructively
- Are willing to take on assignments between meetings and contribute
- Are willing to say when they do not understand or do not know
- Commit to making the meeting a success and continuous improvement in governance practice.

1. Adapted from a list by Fishel, D., (2004) in *Boards that Work*, DSC

Key benefits of effective board meetings

Key benefits include:

- Fulfilling the fiduciary, generative and strategic responsibilities of the board (more can be found on these three modes of governance² in *BBG: Board involvement in strategy*)
- Adding value to the work of the organisation by helping to identify and develop opportunities and to identify and manage risks
- Motivating staff, trustees, volunteers and other stakeholders
- Demonstrating accountability to stakeholders
- Strengthening team work and working relationships
- Committing to a shared direction
- Recognising achievement.

In contrast poor meetings:

- Fail to make decisions
- Fail to give clear direction
- Are demotivating
- Are a forum for unresolved and or unproductive conflict,
- Waste time (and resources³)
- Engage in group think (see *BBG: Developing the whole top team*) or *stay in lane*⁴.

2. Adapted from Chait, R. P., Ryan, W. P., Taylor, B. E., (2005) *Governance as Leadership: reframing the work of nonprofit boards*. Wiley: New Jersey

3. Cost calculator from ICASA (May 2018) reveals the true cost of board meetings: that a charity with a turnover of less than £10 million will typically devote 20-25 days to board meetings at a cost of up to £4-5k.

4. *Staying in lane*: we use this term when we see trustees contributing only to areas where they have expertise - leaving scrutiny and oversight to those with that knowledge or experience - not asking even the common sense questions that can add significant value.

Meetings and good governance

The Principles from the Charity Governance Code⁵ will be reflected in meetings:

Code principle	How this might be observed at board meetings
Organisational purpose	The board agrees the organisation's values and ensures they underpin all decisions The board evaluates impact by measuring and assessing results, outputs and outcomes
Leadership	Trustees give sufficient time to enable them to carry out their responsibilities including preparing for meetings, being a member of a committee The board (and individual trustees) accepts collective responsibility for its decisions The board provides oversight and direction; support and challenge
Integrity	Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour Trustees understand, disclose and deal with actual or potential conflicts of interest and maintain their independence
Decision making, risk and control	The board regularly monitors performance using a consistent framework and information; it is clear that its focus is on strategy, performance and assurance rather than operational matters The board maintains responsibility and oversight when it delegates aspects to committees or individuals; it regularly reviews matters that are delegated The board regularly reviews key policies and procedures The board regularly considers information from other organisations to benchmark or compare performance The board retains overall responsibility for risk and is clear about the level of risk it is prepared to tolerate The board (or its audit committee) is able to meet the auditors (without paid staff present) at least once a year
Board effectiveness	The board's culture, behaviours and processes support its effectiveness The board meets as often as it needs to be effective Board size is likely to be at least 5 but no more than 12 trustees Skill mix on the board is regularly reviewed The chair (working with trustees and staff) plans the board's work programme The board regularly discusses its effectiveness & team work The board respects alternative views being expressed and values compromise in discussions There are opportunities for on-going learning and development
Diversity	The board recognises, respects and welcomes diverse and on occasion conflicting views The board makes positive efforts to reduce or prevent obstacles to people being trustees including looking at meetings practices (e.g. time, location & frequency of meetings; the presentation of papers; communications provided in different formats)
Openness and accountability	The board has identified key stakeholders with an interest in the charity's work and ensures effective communication (and consultation on significant changes to services or policy) The board receives regular reports on positive and negative feedback received

5. The Charity Governance Code for larger charities (2017)

Steps involved in effective meetings

<p>Planning – months in advance</p>	<p>Ensure your meetings comply with your governing document in terms of convening meetings (e.g. being quorate, called appropriately)</p> <p>Schedule and circulate dates annually in advance</p> <p>Consider meeting frequency: six meetings a year can work well i.e. quarterly meetings in line with reporting intervals with the two remaining meetings having a more discursive, exploratory and strategic focus. One could be planned to include tackling strategic questions, keeping the strategy fresh and relevant, e.g. looking in more depth at the business model, at performance/impact, new thinking; the other for an away day which could be used for an annual review (looking back) and long term strategy development (looking forward). N.B. in times of crisis the board may need to meet more frequently</p> <p>Use an annual board calendar to schedule key topics and ensure specific forward looking discussion points linked to strategy development (see Appendix One for an example)</p>
<p>Preparation – weeks in advance</p>	<p>The Chair and Chief Executive plan the agenda together (see Appendix Two for more ideas about making the agenda as effective as possible)</p> <p>Be clear about the purpose of each item, what information will be needed and who needs to be present for the discussion</p> <p>Check that the item coming to the board really needs to. Is it an operational matter better dealt with by the staff or by a committee?</p> <p>Aim for a balanced agenda: ensure the board is spending enough time looking forward and outwards rather than simply inwards and to the past (see Appendix Three for more information on this)</p> <p>Ensure the time available is appropriate for the agenda</p> <p>A good technique to avoid last minute tabling of new items is for the Chair to have prior approval of any to be raised</p>
<p>Papers and presentations</p>	<p>The quality of papers and presentations has a significant impact on effectiveness. The Chair and Chief Executive should be clear about the standards they expect. It helps to have an agreed format for board papers and a summary sheet detailing what's required of the reader.</p> <p>Papers should be circulated a week in advance</p> <p>Presentations should not reiterate what is in the paper and should leave plenty of time for discussion. Aim for one third presentation and two thirds discussion.</p> <p>Remember the security of commercial and personal data (including board packs) is important, particularly since GDPR came into effect in May 2018. Organisations should have policies in place to ensure that papers containing sensitive information are kept secure and should cover the distribution of papers, storage and retention⁶.</p>
<p>The meeting room</p>	<p>Make the room welcoming and conducive to good teamwork</p> <p>Is the room big enough; can everyone see and hear each other (square and oval tables are best); is it warm enough/ventilated enough...?</p> <p>Discourage people from sitting in the same seats from meeting to meeting!</p>

6. Board Etiquette, ICSA (2018)

Behaviours and tone	<p>Aim for constructive discussions that are focused, allow a range of views to be heard and have a clear outcome (see sections on board culture and conversations below)</p> <p>Chairs should facilitate discussion not dominate. Helpful behaviours include clarifying and summarising, bringing to ‘timely closure’⁷</p> <p>Make expectations of those attending clear i.e. reading papers in advance, one person speaking at a time, turning off mobile phones</p> <p>Create an environment where people feel comfortable about contributing, challenging or saying that they don’t understand</p> <p>Consider using other formats on occasion such as group work to maintain energy in the room</p> <p>Consider a code of conduct that covers behaviour in meetings. (See Appendix Four)</p>
The meeting itself	<p>Follow the agenda and ensure that any conflicts of interest or loyalty relevant to the meeting are declared at the beginning</p> <p>Estimate a time for each agenda item, but be flexible</p> <p>Check that the needs of service users and other stakeholders are always considered. Sometimes it’s helpful to consider an issue from the perspective of each of your stakeholders</p> <p>Recognise the things that have gone well and ensure staff and volunteers hear about it</p>
Reporting	<p>The reports that come to the board are important factors in the success of any meeting. More can be found in <i>BBG: Board reports that add value</i>.</p> <p>Minutes are the legal record of the board’s decisions. They should be an accurate summary of key decisions, debates and actions, produced by a staff member; ensure that the role titles of those attending are clearly recorded.</p> <p>Agree that minutes will be produced within a week of the meeting</p> <p>Have the minutes approved at the next meeting, signed by the Chair and kept in a safe place, e.g. a Minute Book</p>
Review	<p>Regularly review meetings. This can range from a simple feedback session to more complex reviews with an external observer. Appendix Five has a suggested approach for self-review (and see <i>BBG: Board and trustee performance review</i>)</p>
Follow up	<p>Ensure agreed action points are clearly recorded in the minutes.</p> <p>Maintain an action log; list items in date order from the most recent meeting backwards (to track aging) with clear owners and target dates for completion. Carry forward outstanding items and review at the following meeting</p> <p>Make sure that actions are carried out as agreed</p>

The impact of trustee behaviour and culture on board meetings

The board meeting is where trustees come together to make decisions that impact on the organisation's future success and where behaviour is most readily apparent. Recent years has seen a major focus on culture in the boardroom – the 'tone at the top' – and how it impacts on the broader organisation and stakeholders.

Culture (the values, beliefs, thinking and norms for behaviour adopted), albeit hard to measure or even define, is said to be what truly distinguishes great boards⁸. All boards have an internal culture, and how it runs its meetings is a reflection of its culture.

Mazars (2016) lists the benefits of having a positive culture; an engaged board is said to lead to a variety of benefits⁹:

- The collective intelligence of the board with its range of perspectives will be brought to bear on key issues leading to better decision-making
 - The executive team will feel supported, enabling it to perform to its full potential
 - Opportunities will be fully explored leading to greater success in innovation and new ventures
 - There will be early and rigorous discussion of challenging situations strengthening risk management
- The board will be cohesive with all members pulling in the same direction maximising its own performance and setting the right example for the rest of the organisation.

Critical too is the quality of conversations happening round the board table; conversations are most productive where there's a culture of open enquiry, respectful dissent and introspection and where trustees and staff recognise that they are partners in stewarding the organisation's mission and as such are obligated to ask the right questions. A survey¹⁰ found that the most common reasons given for poor or ineffective boardroom conversations are:

- Dominant personalities/groups of people among the board members
- Inappropriate allocation of time at board meetings to discussion of matters requiring discussion or debate
- Lack of preparation by board members and other attendees in advance of board meetings
- Unhelpful manner of presenting information to the board.

8. Dr Thomas J Saporito (September 2016) Good to Great Boards and the Importance of Culture Chief Executive

9. Mazars (2016) Board Culture: its role in achieving sustainable success

10. Adapted from Tomorrow's corporate governance: improving the quality of boardroom conversations (2012)

There are numerous references to culture and behaviour throughout the Charity Governance Code which aims to move the governance debate away from the simple mechanics of a boardroom to the dynamics of the social system that is a board and the way each trustee performs their duties and engages with key stakeholders.

Using the Charity Governance Code, ICSA¹¹ has identified a set of positive boardroom behaviours for trustees:

The behaviours below could be included in a range of documentation and governance practice including the trustee role specification, the Code of Conduct, your recruitment selection criteria and applied during trustee performance reviews (See *BBG: Board and trustee performance review*).

Principle 1	Organisational purpose	Committed to the cause Clarity of focus (understanding their role and purpose) Being strategic
Principle 2	Leadership	Leads by example Can operate as part of a team
Principle 3	Integrity	Integrity Independent thinking Ethical
Principle 4	Decision making, risk and control	Probing but not controlling Risk aware, not risk averse
Principle 5	Board effectiveness	Self-aware Creative, innovative Keen to learn and improve
Principle 6	Diversity	Open-minded Courageous
Principle 7	Openness and accountability	Listens Inspires trust Accepts responsibility and accountability

11. Improving Charity Boardroom Behaviours, ICSA, July 2018

Specific types of meeting

In addition to points made already, there may be some additional considerations for specific types of meeting:

AGMs

Check your governing document carefully for any specific guidelines on the calling of AGMs (or whether you need to hold one at all) and the business to be transacted there. Some organisations like to use their AGM to involve stakeholders – sometimes combining them with a presentation on the work of the organisation or with a social event.

BOARD COMMITTEE MEETINGS

Committees can enhance the board's productivity by giving more time for scrutiny and oversight thereby freeing up board time. Remember that the committee only has such powers as the governing document or the board delegates to it. Make sure the chair and members of the committee are clear about the terms of reference for the sub-committee.

The terms of reference should set out:

- Purpose
- Powers e.g. what decision-making power it has, if any
- Membership (and voting rights) and who else can attend
- Whether it can co-opt
- Frequency of meeting and quorum
- Who supports the sub-committee e.g. minute taker
- How it reports back to the board.

Committee members need to be clear about what powers they have and not exceed their remit. Often committee members will only have the power to advise. They may be able to include staff and co-opt outside experts on the committee. A committee has more scope to get into detail, or to act as a think tank on aspects of the organisation's work or undertake early strategic thinking. It should guard however against getting too operational.

Take care over how committees report to the board. The purpose of the reporting is to flag up key issues to the board, clearly and concisely – simply circulating minutes is not the best way to do this and doesn't allow the rest of the board to assume its collective responsibility. Consider using a summary sheet such as that in Appendix Six. This makes clear what, if anything, the board needs to do as a result of the committee's deliberations. You may also want a more in depth annual report from the committee.

AWAYDAYS

Awaydays are useful for concentrating on a particular area, for example strategic planning, board development, team building or looking in depth at a topic. It can be helpful to use an external facilitator. They can help design an agenda and activities that enable you to look at things in a fresh way and enable the chair and Chief Executive to participate fully. They can also help you improve your group's dynamics. An example agenda for a strategic planning session is included in Appendix Seven.

Top tips

KEEP THE BENEFICIARY IN THE ROOM

Efforts should be made to ensure that the perspectives of different stakeholders such as service users, carers and volunteers are heard in debates ('have we had our beneficiaries at the heart of our discussions?'). Ideas that can help include:

- Having as the first agenda item before the formal work of the board starts, a case study, story or an experience of those who use the charity's services (a 'mission moment'). On occasion, invite people to talk to the board about their experience so that trustees have an opportunity to engage with people who use your services and can take those perspectives into account when making decisions
- Encouraging trustees to arrive a little earlier ahead of meetings and have a brief walk about to pick up the 'atmosphere' of the organisation and informally meet service users, staff and volunteers
- Meeting on different sites (where applicable) so that the board gets to see where the charity's work is delivered; using time outside the formal meeting to see or meet different people.

INVEST TIME IN IMPROVING YOUR MEETINGS

Poor meetings waste time and precious resources and are demotivating for all involved. Review them regularly to transform their energy and effectiveness. An end of meeting review – with discussion specific to the meeting's agenda rather than generic – can aid continuous improvement of board meetings when the learning is reflected in the next meeting's agenda and practice. Aim for each meeting to be better than the last. See *BBG: Board and trustee performance review*.

SET EXPECTATIONS ABOUT BEHAVIOUR

Be clear about what you expect – a Code of Conduct is a good way to do this (see Appendix Four) – and develop in discussion with the board rather than imposing a set of behaviours. If you have problem behaviours on the board, do not ignore them: challenge them; consider seeking mediation or other external support.

GIVE PRAISE WHERE IT IS DUE

Trustees' acknowledgment of excellent work by members of staff (not just senior members) should be formally recorded in the minutes. This is a great motivator.

GET THE BEST FROM PEOPLE

Create social time for people to get to know each other better. Schedule coffee and sandwiches before the formal meeting starts which not only helps people know each other but encourages people to 'be in the room' and engaged with the meeting. If you're asking staff or advisers to be present for part or all of the meeting, be clear what role you want them to play.

BE PROACTIVE ABOUT PLANNING AGENDAS TO REFLECT THE BOARD'S PRIORITIES

Structure the agenda round the key governance tasks and strategic priorities – not around routine reports from senior management which are more likely to draw you into operational matters and maintain an internal focus. See Appendix One for a sample of a board calendar.

CONSIDER TRUSTEE ONLY TIME AT THE BEGINNING OR END OF THE MEETING

Having time alone together helps build the trustee team, gives them space to make sense of what they are seeing and hearing, makes it easier to discuss more sensitive issues when they arise. Chief Executives may feel uneasy about this, so discuss any concerns they may have, and ensure the session is undertaken with transparency and included in the agenda. See *BBG: Board and trustee performance review*.

Resources

GENERAL

Chapman, R., (2018) *Trustee Codes of Conduct* BWB

Charities and Meetings (2012) Charity Commission CC48

de Bono, E., (1985) *Six Thinking Hats*

Eastwood, M., & Williams, J., (2017) *The Charity Trustee's Handbook* DSC

Fishel, D., (2004) *Boards that work* DSC

Lovallo, D., & Sibony, O., (April 2010) *Taking the bias out of meetings* McKinsey Quarterly

Moynihan, A., (2015) *Good Trustee Guide* NCVO (Member registration required)

Specimen Code of Conduct for charity trustees (April 2014) ICSA

Trower, C., (2013) *The Practitioner's Guide to Governance as Leadership* Jossey Bass: San Francisco

ABOUT CULTURE AND QUALITY CONVERSATIONS:

Brown, D. L., & Brown, D. A. H., (2011) *Boardroom Behaviours and Governance* BGI Publishing

ICSA (2018) *Improving charity boardroom behaviours*

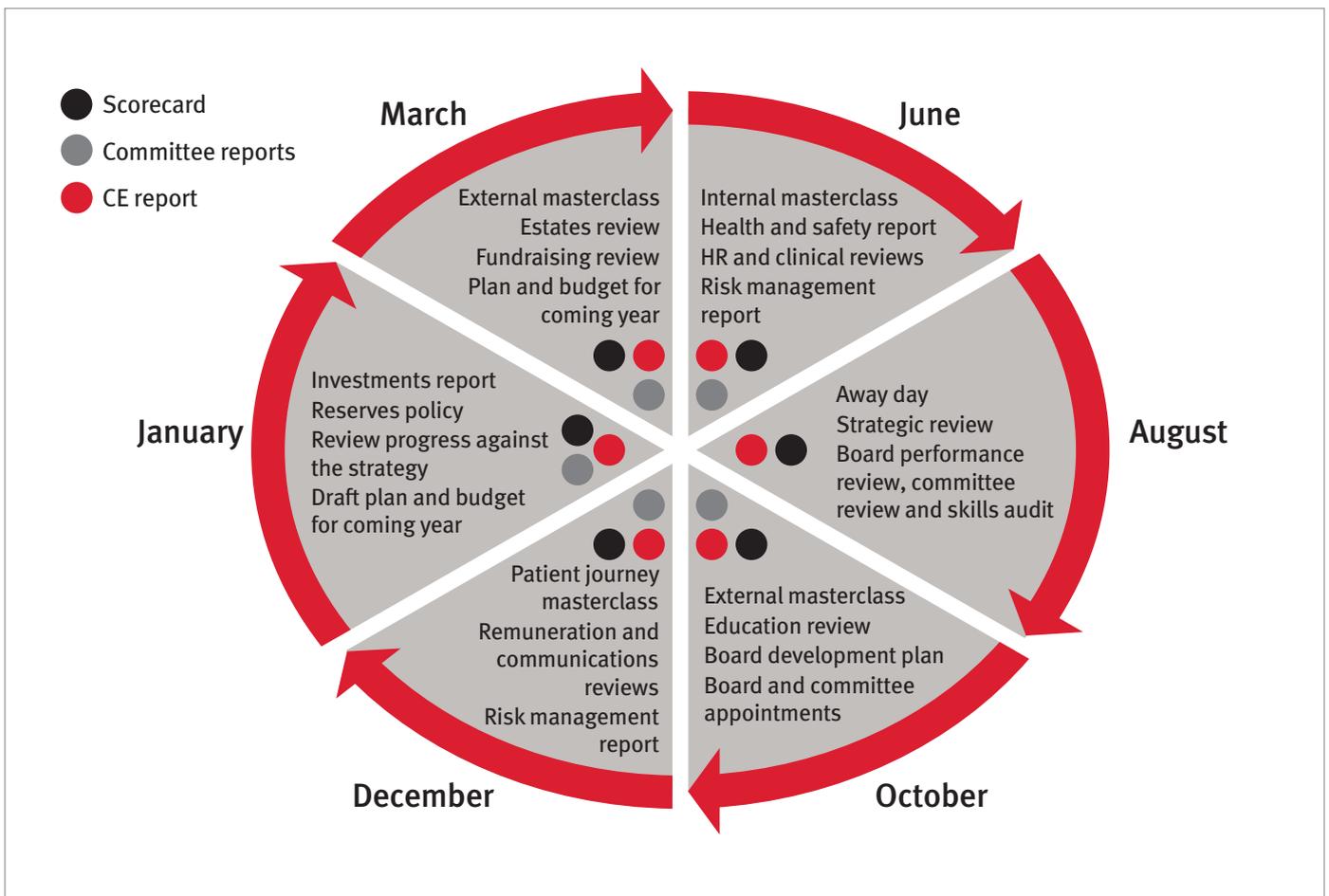
Mazars (2016) *Board Culture: its role in achieving sustainable success*

Parsons R. D., & Feigen M. A., (March 2014) *The Boardroom's quiet revolution*, *Harvard Business Review*

Saporito, T. J., (September 2016) *Good-to-Great Boards and the Importance of Culture* *Chief Executive*

Tomorrow's Company (2012) *Improving the quality of boardroom conversations* (including report and toolkit)

Appendix 1: Example of a board calendar¹²



12. Centre for Charity Effectiveness (CCE)

Appendix 2: Ideas to improve agendas

Some ideas to use board time as effectively as possible:

- Include indicative timings for each item; use actual time rather than minutes so that it is clear whether the meeting is on track
- Consider introducing a consent agenda for some items (see Appendix Three) to free up time
- Ensure that the purpose of each item is as clear as possible. Many agendas state whether the item is for decision, discussion or information but being more specific about what is needed aids preparation and how the item is dealt with at the meeting i.e. what is the decision that needs to be taken?; what particular areas should be discussed (consider including questions to answer); what is the expected outcome of the discussion? Items 'for information' should not be discussed unless it is agreed. Where the item is complex, consider adding a brief summary of the history and the present situation
- Include 'generative' questions for the board to consider – and come prepared to discuss. Some boards are asked to bring their own generative questions related to the focus of an item
- Consider introducing a chair's letter – see opposite – particularly where the board meets less frequently to alert trustees to the key issues, bring up to speed and aid preparation
- Build in a break when the meeting is more than two hours
- Re-inforce the organisation's vision, mission and values by including at the front of all board packs¹³
- Include a 'mission moment' as the first item on the agenda to bring the work of the organisation into the board room
- Consider the size of the board pack and circulate as one or two PDFs rather than as individual items which will make it easier to print or preferably, view on a laptop or other device. Consider using specialist software to manage board packs to discourage the printing of board papers.

13. Suggested by Sir Ken Olisa (April 2018) Trustee Exchange

SAMPLE LETTER WITH BOARD MEETING AND PAPERS¹⁴

Dear Trustee,

Trustees are invited to come to the meeting on <> at <>, if they are able, for a one hour session learning about our <> Services. This session is not a formal part of the board meeting and is for information only, with the aim of bringing our cause closer to home for Trustees. Lunch will be available from 12:30 as usual and the board meeting will start at 1pm.

We have two major items on the agenda for decision. The first is an update on <>, and the Executive are asking us to make a decision on progressing this work. The item is supported by a full and detailed paper.

The second major item for decision will be the <>, and again the item is supported by a full and detailed paper. We will need to explore the implications in detail and agree our response.

Following the pattern of all board meetings this year, we will then have an update from one of our three strategic programmes: <>, which links to our strategic objective <>. I am sure we will have a fascinating conversation about this important area of work and the Executive will welcome our steer and input.

We will also get a progress report and financial update for the end of the <> quarter as well as a paper on company secretarial matters and the usual Chief Executive's report. These items are mainly for information and we will ensure that we continue to balance the time available for discussion with the need for brief presentations. I am keen that we spend as much time as is needed raising and debating issues.

Finally we have some items for noting including the regular update from <>, and <> and <>. There are no decisions required and these are essentially for noting but I will of course make sure that we take any questions or facilitate a discussion of any burning issues. However, unless anything is raised on the day we will not make any agenda time for these items which are for information.

Overall the intention is to continue to ensure that we allocate time in the meeting to have less presentation and more opportunity for discussion. To facilitate this, I will be assuming that any board papers circulated in advance as being read.

I look forward to seeing you on <>; we will close the meeting by 16:30 at the latest.

With kind regards,

Chair

¹⁴. With thanks to the Chair and Chief Executive at Royal National Institute for Deaf People (RNID), formerly Action on Hearing Loss, for allowing their idea for a Chair's letter to be shared more widely.

Appendix 3: Keeping strategic focus

One rule of thumb for the board to consider when looking at how it is using its time is how it is striking the balance between internal and external matters and past and future matters, an idea explored further in the diagram below. Many boards spend too much time in the bottom left hand quadrant and insufficient time in the top right hand quadrant.

work (including its external environment) or provide time for the board to come to a view on a strategic topic or in preparation for anticipated events in the external environment; support the item sometimes by including a paper produced by the senior team (and sometimes not) to encourage strategic discussion and support trustee development.

Distinguish between discussion about your strategy process – how you will make decisions versus the content of your decisions.

GROUP THINKING

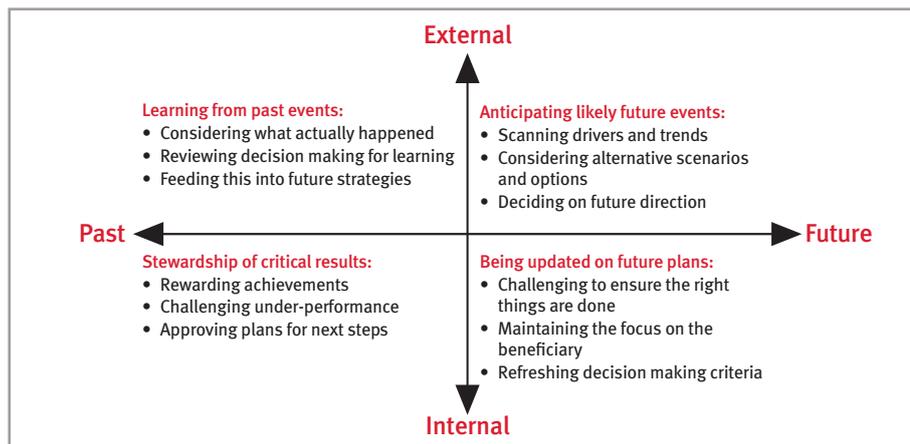
You may wish to use a group thinking process such as ‘Six Thinking Hats’ (Edward De Bono) as a framework. It often releases the creativity of quieter participants and can produce innovative solutions.

To give shape to the discussion of key items, you may want to use ‘Why, What and How’ i.e clarify WHY this item matters and WHAT is the objective. You may be able to delegate the ‘HOW’ to a sub-group so that you do not need to take up time on issues which belong elsewhere.

You want however to avoid ‘group think’! See *BBG: Developing the whole top team*.

FOR COMPLEX OR LARGE AGENDA ITEMS:

- Attempt to break the problem under discussion into smaller chunks
- Determine what information will be needed to make decisions and gather this
- Ensure that everyone involved understands and agrees the process being followed
- Be clear on what the points of agreement/disagreement are
- The chair can help by regularly summarising progress and clarifying the current focus of the discussion
- The chair can also help with impasses by prompting for other options e.g. ‘We seem to have a choice between X and Y, is there a third option?’



FREEING UP TIME FOR STRATEGIC DISCUSSION

Some organisations use a consent agenda. This means that uncontentious or routine items are grouped together and it is agreed to approve them all without discussion. This means that items such as minutes of previous meetings can be more speedily dealt with. If a board member does not feel the item should be taken by consent then it is discussed. This approach can free up precious board time.

Free up time on the agenda for more strategic discussion (perhaps at every second meeting); agree topics that will support building trustee knowledge of particular aspects of the organisation’s

STAGING DISCUSSION OF STRATEGIC ISSUES

It’s often a good idea to structure and schedule significant strategic issues over several meetings:

- **First meeting**
Broad ranging, open ended, high level, floating ideas, encouraging creative thinking and alternative views
- **Second meeting**
Identifying the best options or key principles
Clarifying criteria for final decision making
- **Third discussion**
A detailed discussion focusing on plans, budgets and schedules for approval.

Appendix 4: Trustee code of conduct

The Charity Governance Code recommends that trustees ‘adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour’. A section of a code of conduct can deal with trustees’ commitment to productive meetings and relationships which would include for example:

Attendance at board meetings: specifying the expectations of how a trustee should participate in board meetings for example by expecting the trustee to study materials circulated in advance of the meeting, querying anything that is not understood or unclear and arriving ready to participate; completing any tasks assigned in the agreed time; the expectations of full attendance at all meetings including sub-committees and other events related to the role and how to give apologies if unavoidably absent.

Conduct at board meetings: specifying behaviours and expectations of how a trustee will for example respect the authority of the chair; actively engage in discussion, debate and any voting; constructive and concise contributions; maintain a respectful attitude towards others while making their voice heard, listening carefully, challenging sensitively and avoiding conflict.

Personal relations: specifying the expectations around how trustees act towards each other and charity staff; it may also seek to clarify the relationship with the Chief Executive.

Collective decision making: specifying the expectations of participation, accepting the concept of collective responsibility and not acting individually unless specifically authorised to do so.

Confidentiality: specifying the expectation of confidentiality of information provided.

Agree what steps will be taken if there is a breach of the code. In serious cases you may wish to remove a trustee from the board. Make sure you have procedures to deal with this worst case scenario; in particular check that your governing document gives you the power to do so.

Appendix 5: Board observation framework

Here is a detailed framework for reviewing your meetings. Consider asking an observer to comment on which behaviours they observed and how frequently. Or use it as a prompt when you conduct end of board meeting reviews.

Behaviour	Positive	Negative
Information giving	Appropriate Succinct	Defensive Obfuscatory Grudging
Questioning	Clarifying For understanding	Critical/obstructive Self-aggrandising Aggressive
Decision making	Clear criteria Aiming for consensus Clarity about decision made Summarised by Chair Exploring alternative perspectives	Passive Argumentative No decision made Poorly communicated
Monitoring	Purposeful Interest shown Well informed Corrective action discussed Strategic	Rubber stamped Inappropriate detail Managerial/operational
Chairing	Encouraging all to participate Timekeeping Focused Summarising Moving people on if needed Setting a positive tone	Talking too much Poor timekeeping Overpowering Driving own agenda Passive Not shaping where needed
Focused on beneficiaries	Perspective of beneficiaries raised	Little or no mention of beneficiaries
CE	Balanced contribution	Dominates
Staff attending	Make positive contributions Respect roles	Absent Present but do not speak
Energy	Engaged Enthusiastic Priority issues discussed in depth	Disinterested Disengaged Priority issues skated over

This framework builds on an observation sheet used in a research study into the performance of an NHS trust board by Edward Peck¹⁵.

15. Peck, E., (1995) *The performance of an NHS Trust Board: actors accounts, minutes and observations*, British Journal of Management Vol 6. 135-156.

Appendix 6: Format for summarising committee discussions to the board

Summary from board committee:

For board meeting date:

Date of committee meeting:

Key issues under discussion:

Information for the board's attention:

Actions since last committee meeting:

Board decisions required:

Date of next meeting:

Author of summary:

Appendix 7: Sample board strategy away day

PURPOSE:

- Develop a shared understanding of the challenges <this organisation> is facing
- Review the potential impact of these challenges on the strategic direction

09.30	<p>Introductions and overview of workshop</p> <p>A morning distilling implications</p> <p>An afternoon developing ideas about potential responses</p>	<p>Chair and CE to do overall purpose of day</p> <p><Facilitator> to do intro exercise</p>
10.00	<p>Exploring three big challenges facing the xx sector and how they could impact the organisation</p> <p>Exploration</p> <p>Implications</p> <p>Development of ideas for strategic options</p> <p>Consideration of 'non-negotiables': the things <this organisation> must/ must not do</p> <p>Presentation to plenary</p>	<p>Three members of the SMT to give a brief ('provocative') presentation in advance to the plenary:</p> <p>What is known about the challenge</p> <p>What is still uncertain, but what the alternatives could be</p> <p>The big strategic questions – 3 work groups to explore:</p> <p>Local commissioning agenda competition/collaboration and other players</p> <p>Beneficiary and community needs and expectations (NB they could choose any three.)</p>
11.30	Break	
11.40	<This organisation's> capacity and core capability	Overview by an SMT member of <this organisation's> fitness to face the future challenges
12.30	Lunch	
1.30	<p>What could our response be?</p> <p>What might the future strategic priorities and business model look like?</p>	<p>Plenary discussion of outcomes from previous sessions</p> <p>Confirmation of potential ways forward</p> <p>What should we be doing vs encouraging others to do?</p>
2.45	Break	
3.00	<p>Implications and risks</p> <p>Strategic decision making criteria</p>	<p>Brief discussion on implications of the options</p> <p>Discussion around 'objective' decision making criteria for future strategic options (the things that are important to the board)</p>
3.45	Next steps and close at 4.00pm	

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