

## **GOVERNANCE PRACTICE TIPS – A CHAIR’S GUIDE**

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Being an effective Chair takes skill, patience and practice. To assist, we outline the 10 basics for running successful meetings.

### **1 Prepare well**

- Prepare an effective agenda
- Read all board papers in advance and identify possible issues
- Contact any sub-committee chair or other person making a presentation to ensure they understand the meeting requirements and time allocated
- Pre-empt likely questions and be prepared to respond
- Be familiar with current issues facing the company

### **2 Set and stick to timeframes and priorities**

- Clearly identify priorities of the meeting
- Estimate and allocate rough time periods to ensure all items are covered and discussed

### **3 Give everyone a voice**

- Ensure that all board members have an opportunity to speak on issues
- Ensure minority viewpoints are expressed and considered
- Never treat any issue raised by a board member as a “dumb question”
- Don’t let one or a couple of people dominate discussion
- Actively listen to views expressed and summarise each position

### **4 Clarify and achieve outcomes sought**

- Provide a short introduction at the outset of each agenda item
- Clearly identify the aim of the discussion
- Explicitly state whether the board’s approval or noting is required

### **5 Seek to find consensus**

- When disparate views are expressed, identify where there is and isn’t agreement, and focus discussion on differences
- Suggest alternative or compromise positions for discussion
- For matters requiring further research and/or discussion seek alternatives (eg. deferring the matter to another board meeting; referring to a sub-committee/working group)
- When all attempts at consensus are exhausted and discussions finalised, put the matter to a vote

### **6 Ensure clear and proper decision-making**

- Be conversant with the requirements for proper decision-making as set out in relevant legislation and the Constitution (the secretary should assist in this regard)

- Ensure that all matters are appropriately debated, drawing on the various skill sets around the table
- Constructively challenge and test management proposals and assumptions
- Summarise views expressed and the proposed resolution
- Ensure that the secretary has accurately recorded the board's decision/resolution
- Identify action items arising from the resolution and who is responsible for action items

## **7 Be consistent and fair**

- Be consistent with meeting rules and procedures
- Be strict but fair in dealing with all people

## **8 Maintain control and order**

- Ensure that the meeting stays on track and that discussion isn't diverted
- Maintain meeting decorum – lead by example
- Ensure that board members are addressing each other and management appropriately (eg avoiding any personal comments or attacks)

## **9 Make meetings enjoyable**

- Where possible and appropriate, try to find some lighter moments in the meeting

## **10 Reflect on the meeting**

- Afterwards, reflect on the conduct of the meeting and whether anything could have been handled differently
- Consider whether follow up action is required with any board member regarding issues raised or conduct during the meeting

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