

Effective Board Meetings for Better Governance



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Introduction



The role that board meetings play in the overall governance of an organisation is key.

Effective board meetings translate to better governance.

It is important to understand what the word “governance” means. The Cambridge Dictionary states:

Definition of “Governance”

noun [U] UK /'ɡʌv.ən.əns/ US /'ɡʌv.ə.nəns/:

the way that organizations or countries are managed at the highest level, and the systems for doing this.

An organisation has many processes and roles focused on ensuring good governance, but this eBook is targeted at one element of that definition — *“the systems for doing this.”*

The *system*, as used in the context of this eBook, concentrates on the pinnacle of the organisation’s meeting pyramid: the board meeting.

This is where all of governance activities emanate. This, too, is where organisations conduct a system of checks and balances to determine if all governance tasks are in order. If they aren’t, it is the venue for the board to identify, document, and track actions to resolve relevant governance issues.

How Do Meetings Promote Good Governance?



It is essential to identify the purpose of a meeting. The ideas tackled here are pertinent to any meeting, but this eBook primarily focuses on board meetings and their desired outcomes.

For many executives and non-executives' perspectives, the "desired outcomes" of meetings they attend are not always clear. For instance, this can apply to weekly meetings that run for two hours with a fixed agenda (or no agenda). They still take place, but only because of routine. These meetings can often lose their focus and purpose over time.

With this in mind, the "high-level" purpose of any meeting should:

Inform those that attend

It is important to focus not only on the "the meeting" per se, but also on the meeting process. What goes on prior to the meeting, leading up to it actually taking place, should also be taken as an opportunity to inform.

It would make sense that the meeting and the meeting process ensure that the attendees were better informed by the time it concludes. Attendees should at least be updated with progress, clear about current status, understand issues/problems that have come up and the relevant actions to address them.

Enable/facilitate decisions to be made

A meeting should enable and/or facilitate decision making. To achieve these, the following are necessary:

- ✓ The right people attend the meeting
- ✓ They have the right information upon which to make decisions
- ✓ They have time, in the meeting, to discuss and make informed decisions
- ✓ The decisions are captured and documented

Enable/facilitate discussion or feedback

As referenced above, a good meeting allows time for -- and facilitates -- discussion and feedback. The sharing of ideas, raising of concerns, the opportunity to promote constructive propositions, are the keys to better decision making. There is a clear need to ensure that these are incorporated into meetings.

IN SUMMARY:

An attendee should leave a meeting feeling that:

- They are better informed than when they initially joined the meeting.
- They had the opportunity to discuss issues/propositions, and provide their points of view.
- Their input has been heard, understood, and factored-in as part of the decision-making process.

What is at the Heart of All Good Meetings?



The elements above are important but the heart of all good meetings is information.

Data vs. Information

Not data but information.

It is important to note the difference between data and information.

DATA is raw, unorganized facts that need to be processed. Data can be simple and seemingly random or useless until it is organized. If an executive receives a briefing document or spreadsheet that is 100 pages long, 1,000 rows deep, but with no clear messages or conclusions, it is merely data. It hasn't been processed, organised or structured for the reader.

Data that is processed, organized, structured or presented in a given context so as to make it useful is called **INFORMATION**.

Information should meet the following criteria:

- Is it **CURRENT**?
- Is it **ACCURATE**?
- Is it **TIMELY**?
- Is it **SECURE**?

Better informed meeting attendees who are well-prepared tend to make the right decisions. Large volumes of data are rarely read in-depth in such a short amount of time, so it becomes a question of effectiveness.

For instance, in the case of board meetings, it would be useful if board packs were written with the board attendee in mind and structured in such a way that board members get key information upfront, with the supporting data at the back end of the document.

Board members should be provided with the information that they require/need, rather than be bogged down by data within which important information could be buried.



SUGGESTED READ

There is a post on [writing effective board papers](#) on the Praxonomy blog.

A good meeting has the following components:

Good structure

Structure mainly covers two points:

- ☒ **A good, thoughtful agenda**
- ☒ **Inviting/having the right attendees**

Creating a good agenda

The text below is an edited extract from a Harvard Business Review¹ (published in 2015) which has important pieces of advice for designing an agenda. You can find the full text here: [How To Design An Agenda For An Effective Meeting](#).

1. **Define and publish the purpose/objective of the meeting**

This helps avoid having routine meetings for the sake of having them. It is noteworthy to think about why the meeting is being held, and what success will look like upon its conclusion.

2. **Seek input from team members.**

It is good practice to send out a draft agenda to all attendees a week before the meeting, if possible, but no later than 3 days prior, and ask for their feedback/changes/additions. It helps if the attendees feel that they have had some role/input in setting up the meeting.

3. **Select topics that affect the entire team.**

Team meeting time is expensive and difficult to schedule. It should be used to discuss and make decisions on issues that affect the entire team — and requires collective input to solve them.

4. **Note whether the purpose of a topic is to share information, seek input for a decision, or make a decision.**

It is difficult for team members to participate effectively if they don't know whether to simply listen, give their input, or be part of the decision making process. If invitees believe they are involved in making a decision, but are only required for their input, everyone is likely to feel frustrated by the end of the conversation.

¹Schwarz, Roger. "How To Design an Agenda for an Effective Meeting." Harvard Business Review, <https://hbr.org/2015/03/how-to-design-an-agenda-for-an-effective-meeting>. Accessed 19 November 2019.

5. Estimate a realistic amount of time for each topic.

Calculate how much time the team will need for introducing the topic, answering questions, resolving different points of view, generating potential solutions, and agreeing on the action items that follow from discussion and decisions. Leaders typically underestimate the amount of time needed for agenda items.

6. Propose a process for addressing each agenda item.

The process identifies the steps through which the team will move cohesively to complete the discussion or make a decision. Agreeing on a process significantly increases meeting effectiveness, yet leaders rarely do it. Unless the team has agreed on a process, members will, in good faith, participate based on their own process. This is an often occurrence: some team members find themselves trying to define the problem, other team members are wondering why the topic is on the agenda, and still other members are already identifying and evaluating solutions.

The process for addressing an item should appear on the written agenda. When that item is discussed during the meeting, explain the process and seek agreement.

For instance:

"I suggest we use the following process. First, let's take about 10 minutes to get all the relevant information on the table. Second, let's take another 10 minutes to identify and agree on any assumptions we need to make. Third, we'll take another 10 minutes to identify and agree on the interests that should be met for any solution. Finally, we'll use about 15 minutes to craft a solution that ideally takes into account all the interests, and is consistent with our relevant information and assumptions. Any suggestions for improving this process?"

Having the right attendees

1. Invite the right people.

The right people will contribute to effective decision making. They will provide valid and informed input and or will have a role in the execution of decisions.

2. Ensure the attendees understand what their role at the meeting will be.

This could vary by topic e.g. be informed, discuss/feedback, make decisions.

Good involvement

To make the meeting effective, attendees should be:

☒ **Actively Engaged**

☒ **Contributing**

☒ **Well-Informed**

☒ **Be Constructive**

While providing a clear purpose and structure for the meeting will help, good facilitation of the meeting by the Chair plays a significant role in this.

Good management

Good facilitation of a meeting can make or break meeting effectiveness. The most thoughtful agenda in the world will fail if there isn't strong leadership provided by the Chair. The Chair must ensure that:

- All participants have an opportunity to participate and provide their input.
- The meeting does not get bogged down and adheres to a defined schedule.
- Individuals who may be dominating discussions are gently encouraged to give other attendees an opportunity to provide input or feedback.
- There is an atmosphere where all input/ideas are welcome, and that attendees provide constructive input. This does not mean that disagreements can't take place, but it is not unreasonable to expect that an attendee who does not believe that something is feasible or correct to propose an alternative solution or suggestion. It is imperative that the meeting does not degenerate into a negative downward spiral.

The Chair has a major role to play and this becomes even more difficult when meetings are increasingly being held remotely (i.e. not all attendees are in the same location). Technology has made holding these remote meetings possible, but with the absence of visual body language cues, it can make it more difficult for the Chair to manage meetings. However, it does not diminish their responsibility to ensure that they nevertheless run smoothly, on time, and accomplish its objectives.

Documented outcomes

There is little point in holding meetings, discussing issues and making decisions if these are not captured in well-constructed meeting minutes.



SUGGESTED READ

On the Praxonomy blog, there is an excellent article written about [Taking Minutes: Best Practices for Company Secretaries](#).

Here is the opening paragraph:

Meeting minutes are evidentiary records that reflect the Board's fulfilment of its legal and fiduciary duties. Should litigation concerns arise, these minutes can be scrutinised in courts of law. It serves the Board's best interests to ensure that these are crafted in a way that demonstrates the Board's informed decision-making process: one that is compliant, thoughtful, and impartial.

In many jurisdictions, meeting minutes are also a matter of regulatory compliance. The United Kingdom, for instance, has the [Companies Act \(2006\)](#). Section 248 stipulates that meeting minutes must be taken and kept for ten years. Failure to do so would constitute a criminal offence for directors.

But minutes are more important than just evidentiary proof that the board did the right things, important though that may be. As previously noted, board meetings are at the pinnacle of good governance and provide a way for an organisation to make well-informed and good decisions which will, hopefully, lead to

good outcomes for the organisation. It is key, therefore, to capture those discussions/decisions, ensure that actions are allocated with a due date, and that the assignees on each of the action items provide a status with follow-up reporting. Meeting minutes are an effective vehicle for doing this.

IN SUMMARY:

Meetings ought to be

- informative
- encourage discussion/feedback
- enable decision-making
- well structured
- have good involvement
- well managed and have documented outcomes.

Post COVID-19: Best Practices for Board Meetings



With the onset of the COVID-19, every aspect of our businesses and lives have undergone unfathomable changes. Unlike many other historical shocks that have allowed us to pause and think, this pandemic has lasted long enough to make some of the changes that have been forced on us to remain.

Boards need to be proactive and quick to react to the changing circumstances.

So the next logical question is:

When it comes to conducting meetings, how has your board adapted to this new environment?

We've laid down part of the foundation for effective meeting governance in the previous chapter. In this section, I've created a checklist to frame some critical questions that highlight these cornerstones -- in order to help your board think about how they should evolve and change in the post COVID-19 era.

I've broken it down into three phases:

1. Pre-Board Meeting
2. During the Board Meeting
3. Post-Board Meeting

Post COVID-19 Board Meetings - Best Practice Checklist

Pre-Board Meeting

- ☒ **Review the composition of your board and the skillsets and experience that the members have**
Do you have a clear view of what skills your board will require moving forward?
- ☒ **Establish a clear purpose for the meeting**
It is important to communicate the intent of the meeting to all board members.
- ☒ **Create a well-structured agenda**
A well structured agenda syncs up with the desired outcome of the meeting.
- ☒ **Circulate the agenda a week prior to the meeting**
This allows some time for members to provide input and comment on the agenda.
- ☒ **Decide on how to circulate the agenda**
Will this be done via hard copy, email, or through a [board portal](#)?
- ☒ **Clarify the desired outcome for each agenda item**
Is it for information? For discussion? For decision?
- ☒ **Set expectations for each board member**
Are they expected to lead certain agenda items? Are they expected to provide an update/input? Are they expected to contribute to a decision and how that decision will be made?
- ☒ **Prepare and circulate the board pack a week before the meeting**
This helps ensure that board papers provide sufficient information to meet the objective of each agenda item.
- ☒ **Decide on how to circulate the board papers**
Will it be done via hardcopy, email, or through a board portal? Is the method of distribution secure?
- ☒ **Review of the quality of the information in the board papers**
Is the information in the board papers clear, understandable, accurate and current? See this post for more information on how to write effective board papers.
- ☒ **Verify that all board members have received all the required information**
This places them in the best position to contribute to the meeting.
- ☒ **Be flexible when setting up meetings**
It is best to have a system that allows for board meetings to be set-up quickly in response to changing factors. Also, given today's circumstances, consider your board's ability to run virtual meetings. If you have that capability, make sure that the method is tried, tested, and secure. It is also important that every board member is comfortable using the technology.

During the Board Meeting

Holding meetings with some members present in the room, and some joining remotely, will be the norm.

Let's take a look at what we should consider, especially if you are the Chair.

- ☒ **Gauge your comfort level**

Are you ready to run a meeting of this type?

- ☒ **Identify who will be taking meeting minutes**

- ☒ **Decide on how the meeting minutes will be circulated for comment and feedback**

This ensures that all action items and associated due dates are noted by the respective owners.

- ☒ **Manage all attendees to obtain everyone's input**

It is more difficult to do this when not everyone is physically located in the same room. Those in the room may dominate the meeting. It is particularly important to be aware that a balance of input is needed across the whole group.

- ☒ **Keep to time**

- ☒ **Run an effective meeting**

This means that attendees will leave the meeting assured that it: a.) achieved its purpose, b.) covered all agenda items with sufficient time for each, c.) allowed input from everyone, and d.) delivered a structured set of action items/next steps with owners and due dates assigned.

Post-Board Meeting

Now that the meeting has been well attended and with good contribution from all, what's next?

- ☒ **Circulate the meeting minutes soon after the meeting concludes**

This allows meeting attendees to comment and provide input on the document.

- ☒ **Circle back to the attendees**

Obtain feedback or input regarding the meeting. Ask how the meeting went from their perspective, and how things can be improved moving forward.

- ☒ **Track and monitor action items**

The agreed action items should be tracked for progress prior to the next meeting.

- ☒ **Incorporate action items into the next meeting agenda**

All action items from the last meeting should be presented as part of the opening of the next agenda.

It also is worthwhile to evaluate board meeting practices by considering the following:

- ☒ **Frequency and format**

Are board meetings held often enough? Perhaps the convenience factor of virtual meetings should encourage more frequent board meetups?

- ☒ **Duration**

Are board meetings too long? Do they need to be shortened? Agendas are often packed with items because attendees may have to travel to meetings, and there is the priority of making the most of their time. Perhaps with more virtual meetings there could be more frequent, shorter, and more focussed meetings and agendas?

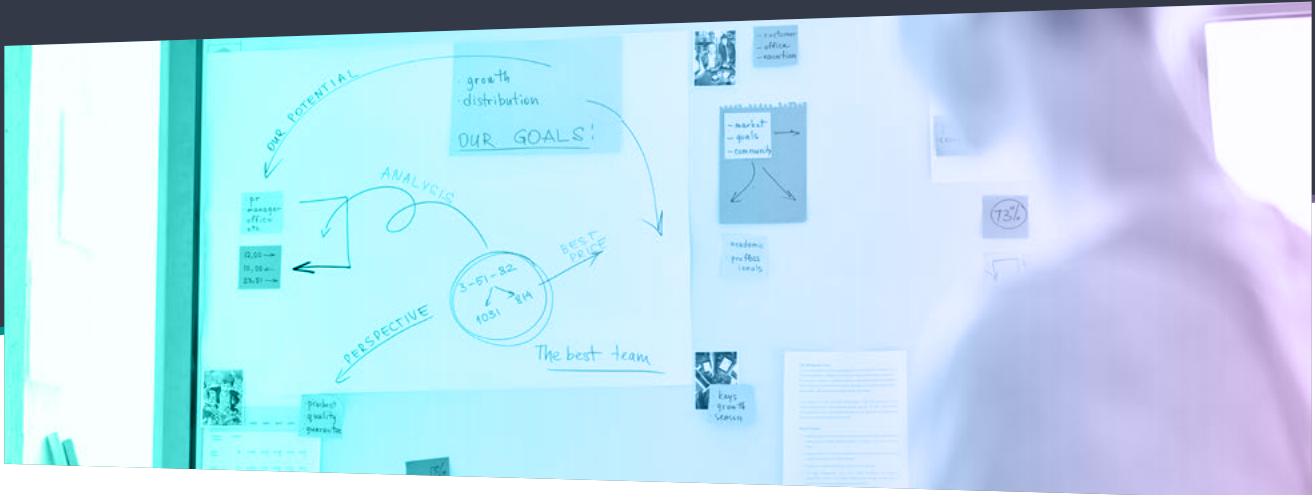
IN SUMMARY:

COVID-19 has a significant impact on how board meetings can effectively be conducted. Evaluate your readiness to respond to this crisis by answering these questions:

- ***Does your board have the right people with the appropriate skills and experience?***
- ***Are you able to quickly arrive at key decisions that need to be made?***

If you've answered in the affirmative, then you are well positioned to face opportunities and challenges as they arise. If you've answered 'no', perhaps it's time to be proactive, so as to be able to successfully confront this ongoing global crisis head-on.

What Are the Stages of Board-related Communication Processes?



Though boards differ considerably with respect to how they communicate and support their members, the approaches boards adopt to organise meetings, circulate reports (and other documents), and manage minutes and records, tend to evolve in predictable ways over time. These are comprised of the following stages:

1. Printed Documents
2. Emails and Attachments
3. Network or Cloud File Storage
4. Mass-Market Collaboration Solutions
5. Dedicated Board Management Portal Solutions

Not all boards start at the beginning. Boards also do not necessarily move smoothly from one stage to the next. There are various factors that affect progress, including changing regulatory requirements, willingness to try new technologies, company size and board composition itself, all of which affect the shape and timing of next-step choices.

Nevertheless, there are global commonalities.

Many boards still prefer to work with printed documents. This includes board-books or boardpacks. The downside of this is that printed board-books are not the best option for the environment, are difficult to update (especially at the last minute), and do not lend themselves to a "single-source-of-truth" treatment for record-keeping and audit purposes.

For boards using email attachments, printing issues are not as apparent (although not completely eliminated). But with this method, delivery is virtually immediate and updates can be distributed via new attachments. However, updates and version control are still problematic, and there is growing awareness of the security risks created by the distribution of sensitive documents via email attachments.

For boards using network or online document storage solutions, board reports and other documents can be stored online and replaced with new versions as required. This is a step forward.

However, neither of these solutions are optimised for the ways board members work and communicate with each other, nor are they ideal with regard to board-level security, compliance, and audit needs. These solutions also bring about productivity costs. They can create confusion and delays at various points in board work-cycles, most often because of their lack of version control, inadequate audit logs, and basic archive functionalities.

In contrast, dedicated portal solutions are optimised for how boards work. They are designed to meet board-specific regulatory requirements, and are far more convenient for board members to use. They are also generally just faster, better, and cheaper than the alternatives.

IN SUMMARY:

Whatever approaches boards decide to pursue, they should look for solutions that meet the following criteria:

- They must be easy to use.
- They must meet the board's major needs (and no more).
- They must ensure that whatever directors do is -- and stays -- always secure.

This gives a sense that in many cases, board meetings are not always optimised to enable or support the best outcomes.

How Can Technology Help?



Technology can help in multiple ways to achieve these desired outcomes. It can and should help with the following:

Arranging and setting up meetings

To hold a meeting there needs to be an attendees list, a date and time selected for the meetings, and a room booking. Technology is particularly good at managing all of these areas. Many already rely on online calendars to sort out meeting logistics, so this isn't necessarily a new technological adoption.

Technology can be used to send out meeting requests, verify that invitees have accepted the request and have placed it on their calendar. The calendar entries typically show the meeting location as well.

Technology has also made it simpler to quickly and easily notify attendees should meeting details change. As is sometimes the case, there is a need to adjust either the start time or the room location. This is easier to arrange when the meeting event is managed from one place and the administrator can see who has acknowledged and accepted the changes.

Managing agendas

It would be helpful if the attendees had a role in helping create the agenda. This could be achieved by circulating an early draft agenda to all attendees for comments or suggested changes.

For instance, a draft agenda could be circulated via a Microsoft Word email attachment. Once this has been circulated and feedback has been incorporated, a revised agenda could be issued.

However, this can be cumbersome and time-consuming.

It would be more ideal if a central tool could take over the management of this process. Technology can allow all attendees to see the comments of others, and manage the process on behalf of the board meeting administrator.

It would still be down to the Chair to have the final say on the agenda, but each attendee would feel that they have contributed to the process.

Distributing and managing accurate, timely and secure information

Good meetings are based on current, accurate, timely and secure information. It is imperative that the board has the right information to make well-informed decisions. While technology allows for this, security is a primary concern.

Sending documents by email is not the best way to share information amongst board members. A centralised technological solution that is highly secure and manages information in a way that ensures that all attendees get the same, most up-to-date information, and at the right time is important. On many occasions there are late changes made to important documents. New pieces of information can often become available and board meeting administrators are confronted with the challenge of guaranteeing that all attendees are working with the same information.

A highly secure tool that manages all information relevant to the meeting is the answer.

Enabling discussion

Discussions happen not just during meetings but pre and post meetings as well. This can be seen as a positive thing since, again, active engagement with all attendees who are well informed will deliver better decisions and smoothen the buy-in process.

The ability to annotate documents with feedback/comments which is visible to all would be immensely helpful. Being able to communicate within the board participants in a highly secure environment will also help foster better collaboration and obtain better outcomes. Technology helps here. A centralised solution that enables and facilitates feedback discussion of all types -- all of which are visible and available to all attendees -- will lead to better board meetings.

Managing meeting minutes and other documentation

In many cases, there are legal requirements for meeting minutes to be both documented and stored in a safe environment. But whether there is a legal requirement or not, if a team has used valuable time to hold a meeting with a well-structured agenda, it is reasonable to have a record of that meeting to capture key discussions had, actions agreed upon, with due dates and assignees.

Technology is very good at aiding the documentation of meeting minutes along with their subsequent distribution. However, it might also make sense to circulate a set of draft minutes for comment/feedback, to all attendees, prior to them being finalised -- as implemented with the agenda. It needs to be emphasised that this needs to be accomplished in a highly secure environment, and managed appropriately so that it is clear who has received, agreed, commented on the minutes for audit purposes.

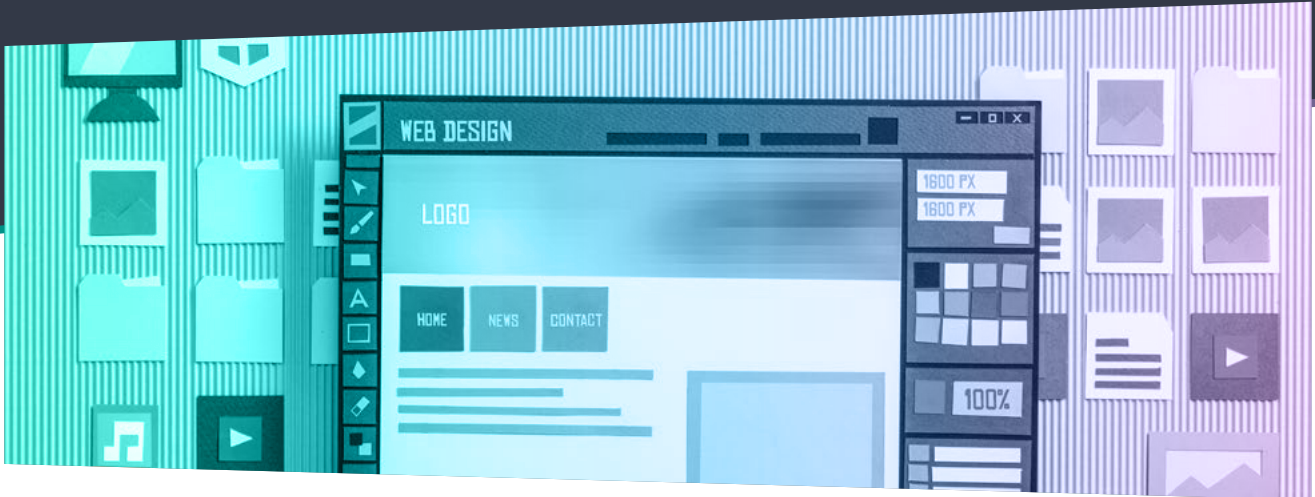
Technology can both help achieve better board meetings and hence be a catalyst for better governance. However it would be simpler if all these functionalities are in one place, i.e. a centralised solution.

IN SUMMARY:

Technology can play a major role in facilitating effective board meetings.

- It can simplify the administrative processes required to set up and manage meetings.
- It can help to manage the agenda building process.
- It can enable good discussion between board members.
- It can ensure that everyone is working on current, accurate, and timely information.
- It can manage the process of maintaining and circulating draft board meeting minutes and other relevant documentation for proper sign-off.
- It can keep all of the meeting information/documents secure.

How Should Board Management Software Be Designed?



Technology today can seem to be over engineered with functionalities that are non-essential and can be perceived to get in the way of productivity.

Good software should be like a good referee in football. They enable the game to flow, but by the end of it, spectators shouldn't be consciously aware of the referees' involvement.

Good board software should perform the same function: enabling better organised, managed meetings without being a hindrance to effectiveness.

Any board management solution, should be:

Practical and easy-to-use

- It's about better meetings not about the technology.
- In many cases the end user of the system will be a trustee or board executive. They may access the solution four times per year, for instance. It needs to remain easy and intuitive so as to avoid the overhead of having to support individual users who need to be reminded of how the system works.

Facilitate what you want to do

- The system needs to provide the functionalities to get the job done -- no more, no less. It does not make sense to pay for functionality that is neither required nor valued.

- As in the case of mobile phone plans, individuals often end up paying for functionality that they aren't aware of or needed. It is important to not make that mistake when selecting board management software.

Affordable

- The software has to bring high value to the organisation, but at a fair and affordable price.

Emphasize security

Security is a key consideration with respect to online or technological activities. Boards tend to work with highly sensitive and confidential information and ensuring that these stay secure should be a priority.



SUGGESTED READ

There is an important blog piece on the Praxonomy website that is an excellent primer: [Data Security: A Note on Standards and Certifications](#)

Whether it's a close look at the steps your company follows to create products, details of confidential discussions between senior management and clients, or board-level plans for the company's future -- a leak, theft or other loss of company data can cause substantial reputational or organisational damage.

But in light of the potentially serious consequences, how far would, or should, companies go to protect their data?

Applications are increasingly being provided by central service providers who enable access to an application remotely via the internet. This type of arrangement is called Software as a Service (SaaS). It makes security concerns slightly more complex. SaaS providers like Microsoft, Oracle, Salesforce, Google, Sage, Praxonomy and other organisations routinely handle business-critical data. This means that external vendors now manage a substantial amount of internal company data.

How can one be certain that data stays secure?

What should you ask your SaaS vendors about data privacy and security?

The abovementioned blog post suggests that SaaS providers provide proof of the following:

1. The SaaS providers' own ISO/IEC 27001 certification
2. Its Data Center ISO/IEC 27001 certification or current SOC 2 Report (preferably both)
3. Its GDPR compliance and privacy policy documentation
4. Up to date transparency reports, such as warrant canaries (This means that the vendor discloses law enforcement or other government agency requests as well as court orders for client data.), its

responses to those requests and orders and any related transparency policy documentation. Vendors should also include disclosures on data breaches, if any.

5. Third-party badges or seals in respect to data privacy practices and compliance (such as [Verasafe](#) or [TRUSTe](#))
6. Periodic third-party reports relating to system penetration and vulnerability testing
7. Clear and comprehensive data privacy and data security terms and conditions in its user contracts, and
8. Its own data security whitepapers, including software architecture descriptions

Typically, security-oriented and focused SaaS vendors can provide these.

There are a lot of acronyms and standards in the above list which can seem confusing, but these address the issues of whether the external provider prioritises security, and whether they can meet the security standards of the clients they serve.

IN SUMMARY:

Board management solutions should be:

- Practical
- Affordable
- Secure

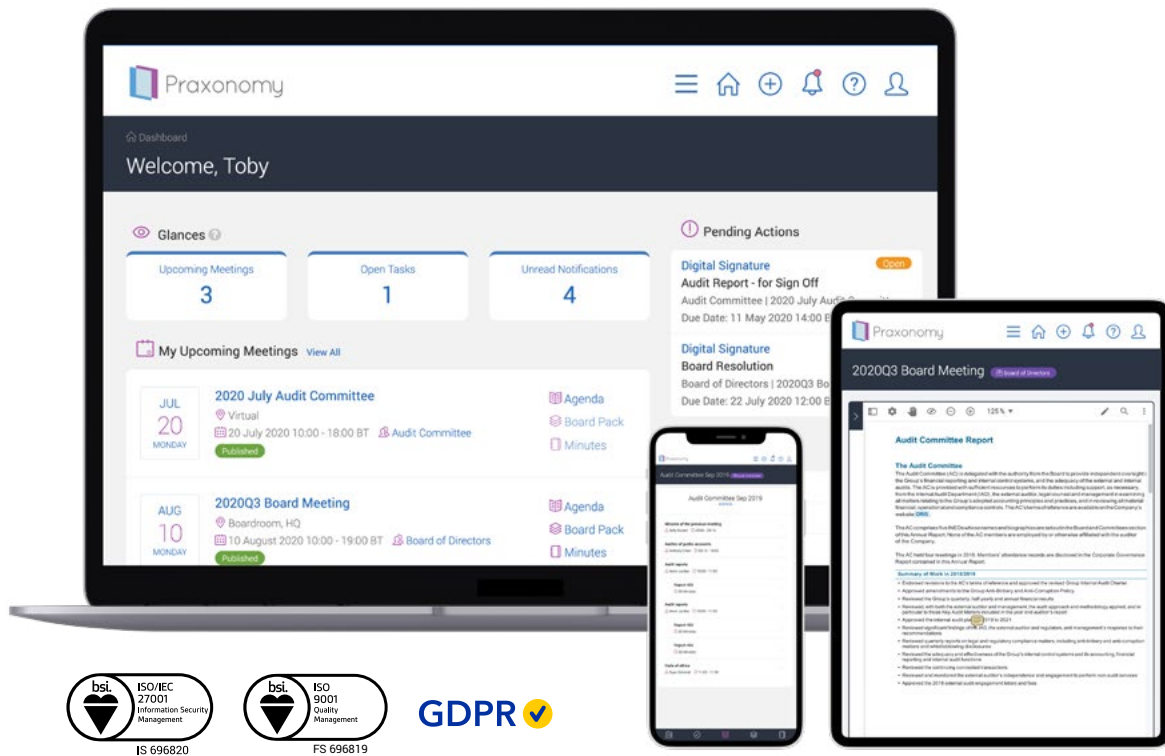
Conclusion

At the very kernel of Praxonomy's mission is to deliver a board management solution that delivers on all of the abovementioned points.

Our board portal software is:

PRACTICAL, AFFORDABLE, and SECURE

By providing a practical, affordable, and secure board portal solution that enables boards to work smarter, we help promote and maintain the highest standards of directorship and corporate governance within organisations.





About the Author

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About Praxonomy

Founded in 2017, Praxonomy offers a cloud-based board portal for board administrators, executives and directors to organise and manage board and committee meetings, access documents, communicate and execute their governance responsibilities. Packed with essential, easy-to-use features, the Praxonomy board portal facilitates efficient meetings, better document management, secure information sharing, and easier collaboration among board members. Praxonomy empowers boards, leading to effective corporate governance in public, private and nonprofit organisations, in various sectors and industries. Praxonomy's operations are GDPR compliant and ISO 27001 and ISO 9001 certified for information security and quality management. Praxonomy's investors include Tricor Group.

For more information, visit <http://www.praxonomy.com>.