Cutting Edge
Boards

Prepared by Carmichael &
The Wheel

Contents

Introduction

This document has been prepared as a follow-up resource to an online panel discussion which began by looking at the opportunities and challenges presented by an increased use of technology to facilitate board meetings. The conversation ranged widely among the expert panellists and much discussion centred on the fundamentals of an effective board meeting. This document summarises the conversation and learning from the event and presents a useful list of resources for further reading.

This event was held by Carmichael and The Wheel as part of Charity Trustees' Week 2022.

You can watch the recording of the panel discussion here.

Speakers

Jean Callanan is the Chair of the Irish Hospice Foundation and a Director of An Bord Iascaigh Mhara. Jean is a Strategic Consultant and Change Maker.


Jillian O'Sullivan is a fellow of the Chartered Governance Institute UK & Ireland. She is the current President of the Institute in Ireland. She joined Grant Thornton in 1991 and became partner in 2007. Jillian assists companies establishing a presence in Ireland.

Diarmaid Ó Corrbuí has been CEO of Carmichael, a leading specialist training and governance support body for nonprofits in Ireland, since 2011. He also has been a Board Member, Chairperson and Company Secretary on a number of boards in both the nonprofit and for-profit sectors.


Bob Semple has more than 40 years' experience as an accountant, auditor and management consultant (PwC) and, more recently, as a director and independent consultant - specialising in governance and board effectiveness reviews.
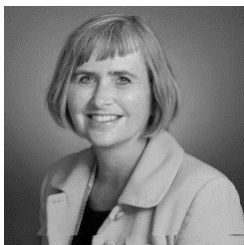
Deirdre Garvey has over 25 years of experience working at the national and international level in charity and nonprofit organisations. She was the founding CEO of The Wheel, from 1999 until December 2022. Since January 2023 Deirdre is Secretary General of the Irish Red Cross.

Polls for Online, In-Person & Hybrid Board Meetings

During the course of the webinar we asked attendees a range of questions to gauge their engagement with technology and remote and hybrid board meetings.
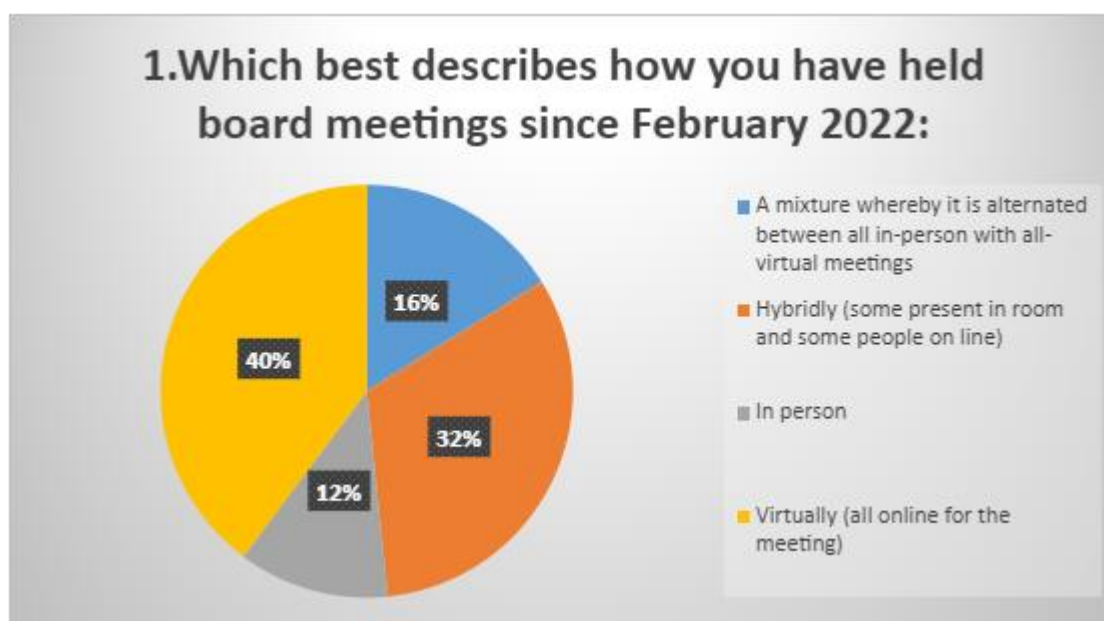
1. Which best describes how you have held board meetings since February 2022?
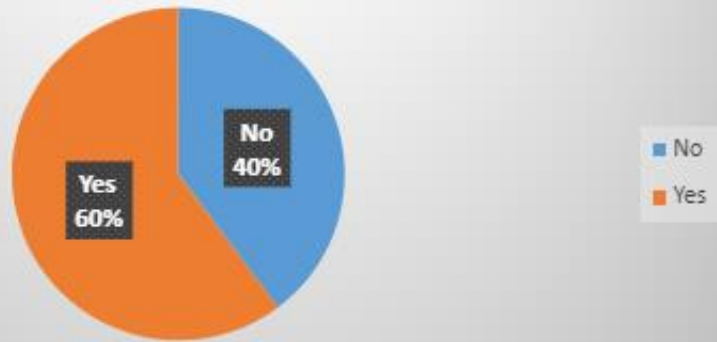
Virtually (all online for the meeting) - 40%

Hybridly (some present in the room and some people online) - 32%

A mixture whereby it alternated between all-in-person and all-virtual meetings - 16%

In person - 12%

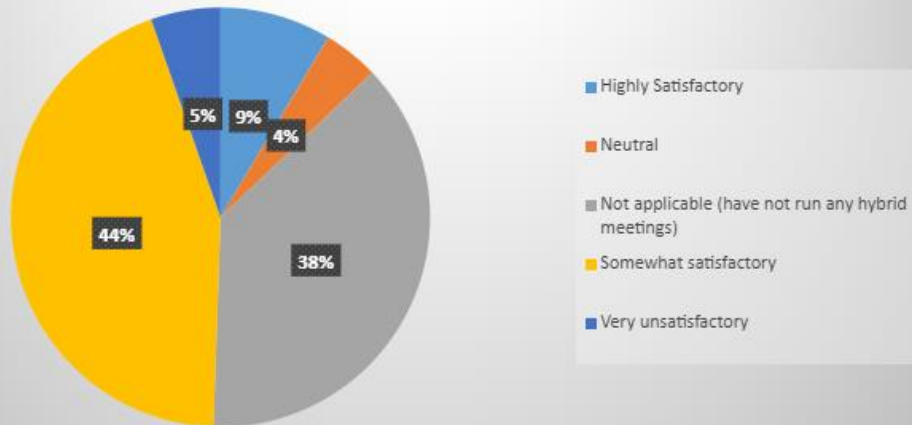**2. In the last 12 months, have you run a hybrid meeting (as opposed to all-virtual)?**

Yes - 60%

No - 40%

3.If you have run a hybrid meeting, indicate how successful it was as a format of meeting:

Legend:
- Highly Satisfactory
- Neutral
- Not applicable (have not run any hybrid meetings)
- Somewhat satisfactory
- Very unsatisfactory

Pie chart values: 5%, 9%, 4%, 44%, 38%

3. If you have run a hybrid meeting, indicate how successful it was as a format of meeting:

Somewhat satisfactory - 44%

Not applicable (have not run any hybrid meetings) - 38%

Highly satisfactory - 9%

Very unsatisfactory - 5%

Neutral - 4%

4. For the next 12-15 months, if you were the sole decision maker, would you want all board meetings to be held:

Alternating between in person and online on rota - 43%

In Person - 25%

Hold Hybrid meetings - 21%

Virtually/online - 11%

How Satisfactory are Our Board Practices?

1. Board members receive clear and succinct documentation for a forthcoming board meeting at least 5 days before the meeting.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
40%	28%	11%	0%	4%	6%	7%

2. I get a real sense of the key issues we need to consider at the board meeting from the CEO Report.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
19%	36%	17%	9%	5%	5%	5%

3. The Chair adheres to the agenda and meeting timing well.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
27%	37%	17%	1%	5%	6%	3%

4. After the meeting, the Chair / Company Secretary asks for feedback about how well the meeting was conducted and any thoughts for improvement.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
3%	17%	7%	5%	12%	33%	19%

5. Face to face board meetings are more effective than online or hybrid board meetings.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
19%	22%	18%	7%	12%	16%	2%

6. We have been successful at blending the best of both worlds (in person and online) to deepen the effectiveness of our board meetings.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
5%	38%	24%	11%	11%	1%	6%

7. We have the right balance of time spent in board meetings on strategic issues vs compliance/oversight issues.

Strongly Agree	Agree	Slightly Agree	Don't Know	Slightly Disagree	Disagree	Strongly Disagree
10%	31%	17%	8%	12%	12%	6%

Discussion: The View from the CEO and the Chair

The panel discussed the elements of an effective board meeting, focusing on the possibilities of hybrid and virtual meetings. They each brought distinct perspectives to the conversation. Here we feature the viewpoints of the charity CEO and the Chairperson of the board.

A Charity CEO's viewpoint

As a charity CEO you need to keep reminding yourself that although you're **A** boss, you are not **THE** boss. You are a servant of the board – your authority is delegated and derives from the board. You are accountable to the board for the application of that delegated authority, the use of the charity's resources and the performance of the charity in delivering on its charitable purpose and objectives and goals that have been set.

The board has three primary roles:

1. **Direction** - setting the strategic direction of the charity to deliver on its purpose

2. **Control** - ensuring that the organisation's policies are adhered to, that legal and regulatory requirements are complied with and that obligations are met, such as for example, funder conditions in a grant agreement.

3. **Accountability** - the board is accountable to relevant stakeholders (members, beneficiaries, funders, regulators, the public) for delivering on its charitable purpose, its use of charitable resources and its performance.

When we talk about board meetings, we need to think of them in the context of these 3 primary roles of the board and how the board meetings create the environment to enable the board to perform these roles.

The relationship between the board and the CEO is a pivotal one and there is an important reliance by the board on the CEO to enable the board to fulfil its roles and meets its responsibilities. There is a high degree of trust placed by the board in the CEO to deliver on the charity's strategic objectives, use the charity's resources effectively and comply with the standards and obligations of the Charities Governance Code.

The CEO is on the ground, the public face of the charity, dealing with the day-to-day issues, making the operational decisions, engaging with stakeholders. The Board Trustees are non-executives, they are not involved in the day to day running of the charity and would typically spend around 10 hours a month working on the charity's

governance, compared to 180 hours a month for the CEO. Therefore, the board is very dependent on and must place a lot of trust in the CEO in running the charity and in keeping the board informed on performance, risks, challenges and opportunities. That can't be a blind trust. It must be supported by robust and effective controls and oversights mechanisms if the board is to properly fulfil its control and accountability roles.

The board meeting is the arena where performance is reviewed, compliance is assessed, decisions are made and resources allocated. It is important to see the board meeting as an event in a series of events that requires a lot of planning and preparation to enable the board meeting to be productive and effective in enabling the charity trustees to govern effectively.

The board meetings for the year should be mapped out with the key themes and spotlight items identified. For example:

- Approval of the budget for the coming year
- In-depth reviews of strategy implementation
- Board evaluation
- Key risk reviews
- The annual report & financial statements
- Spotlight reviews of key services/programmes
- Review of compliance with the Charities Governance Code.

The meetings of the board sub-committees should be aligned to support the work of the board in reviewing, assessing and making decisions in these key matters. Key staff need to be aware of this board calendar so that they can prepare their inputs and be ready to support the review and decision processes.

The growth in the use of online or hybrid board meetings presents new opportunities and challenges that the CEO needs to be aware of and proactively respond to. There are opportunities to look at the whole process around board meetings and at the board meetings themselves to see what could be done differently to improve the quality and efficiency of the process.

The CEO should play a leading role in reviewing how information is provided to board members, particularly, the format and content of the board pack. The Company Secretary also needs to be very involved in this review process and act as the bridge between the board members and the Executive – the CEO and the management team. This review should look how the board committees could improve their supporting role for the board. The task of maintaining compliance with the Charities Governance Code has dramatically increased the review role of the board and the page count of the board packs appear to be getting bigger and bigger. The role of the

board sub committees should be looked at to see if they can play a greater role in streamlining the process and enabling the board to focus on critical aspects of the review. For example, our employee handbook is reviewed and updated on a regular basis. It is around 150 pages in length. The review of the employee policies by the board should not be of all 150 pages but should focus on the areas that are proposed for change or that have been identified for a specific review.

Also, we need to look at the meetings themselves, particularly, those board meetings held online. These meetings should not be trying to be a mirror image of the in-person meetings. We need to acknowledge that online board meetings are now part of the governance architecture. The growing prevalence of online board meetings does bring new opportunities through the use of technology to innovate on how board discussions are conducted. But it also presents challenges and potential problems if they are not properly addressed. As more and more engagements between the CEO and the board are via online meetings, there can be a challenge in building a relationship and a rapport between them. There is a risk that the relationship could become more transactional, and this is not conducive to maintaining trust and rapport.

There is also a risk if board members are not coming into the place of business of the charity for meetings, that they may struggle to develop a deep understanding of the charity, its culture, values and its work for its beneficiaries.

I strongly believe that board meetings should not become completely online meetings and that several board meetings each year are held in-person. Preferably on-site. Those in-person meetings should be planned so that they help board members to get a better appreciation of the work being done by the charity's staff and volunteers for its beneficiaries. For example, include as part of an extended agenda a meeting or update with staff, volunteers, beneficiaries as part of the board meeting programme.

The CEO has an important role to play in ensuring that board meetings are effective, but it should always be seen as a supporting role and the primary role and responsibility rests with the board members and board chair.

Diarmaid Ó Corrbuí, CEO, Carmichael

Carmichael is a leading specialist training and support body for nonprofits in Ireland. www.carmichaelireland.ie

A Charity Chairperson's Viewpoint

There are three quarters of a million hours donated each year to board meetings of nonprofits in Ireland – that's more than 80 years. This is valuable time and needs to be treated as such. The Chair has a key role in making sure this time is used productively.

Board meetings matter! They are crucial to the good governance of the organisation, to the strategic optimisation of the organisation and to facilitating board members to make a real and meaningful contribution to the organisation.

Board meetings are gatherings whether they are virtual or in person and the same principles of good gatherings should be applied.

Priya Parker's book The Art of Gathering: How We Meet and Why It Matters helped to change the way I host a gathering, whether it is family dinners or board meetings. You can see some of Parker's free resources here. Do check out her concept of "generous authority". The Board Chair is responsible for facilitating a great meeting and this is much more important than being "nice".

Before each meeting the Chair should be thinking with the CEO about what the purpose of this particular gathering is. This means preplanning the key issues you want to discuss at the meeting and thinking about the outcomes. In this it is key that you think about the balance between operational and strategic tasks as well as the balance of time with CEO/ Execs speaking and board members speaking.

Creating an environment for thinking at a board meeting is really important. The work of Nancy Kline on Time to Think is useful to reflect on. According to Nancy Klein the average time a professional gets to speak without interruption is 11 seconds. This is obviously not conducive to good thinking. It is well worth considering the idea of thinking rounds as chair when you are considering discussing a big strategic topic.

Cutting-edge board meetings help board members to belong, and we all know belonging is vital - particularly in the nonprofit sector. That cup of tea before or after the meeting is invaluable. When meetings are virtual the Chair needs to go the extra mile. That might be with telephone calls to board members before or after the meeting or having one-on-one coffees outside of the board meetings. Recognising what is going on in board members' lives and where appropriate recording it in the minutes is important. It won't surprise any of you to learn that the IHF board expresses and formally records condolences when a board member or member of staff is bereaved.

Finally, at board meetings we need to "walk the talk". Meetings need to be respectful of all, to treat people's time with value and show appreciation for the contribution that they are making.

Jean Callanan, Chair, Irish Hospice Foundation

Questions

There were many questions for the panellists from attendees. Here is a selection of the most common with responses.

What is best practise for hybrid meetings when it comes to meeting quorum?

The quorum required for a board meeting should be set out in your organisation's governing document or board handbook. Unless otherwise specified in those documents, online attendees count towards quorum. As with any meeting, the Chair and Secretary should be familiar with the quorum required to make any decisions and whether or not the meeting is quorate should be announced at the meeting and recorded in the minutes.

How do you encourage participation when there are a good number of board members? People seem to participate more in smaller sub-committee meetings.

[Nancy Kline's thinking rounds](#) are a good idea and I have used them to good effect on very tricky issues. Two or three minutes for each person to contribute to answer a specific question. No interruptions at all. The Chair can choose the order – I would usually call on the quieter members first. Ideally board members will be told in advance about the question so as they can mull over their contribution in advance.

What do you all think of routinely having a "board only" section at the end or beginning, when the CEO is not present?

I think this is really important, and it needs to be done at each meeting to establish it as a norm. My preference would be at the beginning – and it may only need 10 minutes.

What is the optimum duration for a board meeting?

I believe 2 hours is the optimum. If it goes longer, it needs a decent break. It is key that the Chair respects people's time and ends at the time planned. This is why it is key for the Chair and the CEO to do a time plan for meeting in advance – I would advocate that the agenda sent to board members should have times on it.

What is the optimum number of people on a board. How many is too many?

10-12 is optimal - depending on which authority you choose (Stanford, Harvard etc.).

Should feedback be standing item on the board agenda?

Here's a simple tip - at the end of every (board and committee) meeting, ask two questions:

(1) What one thing went well?
(2) What one thing could we do better at the next meeting?

Resources

Cutting Edge Board Meetings recording	https://youtu.be/YYun24DkPnk
Managing Boards in a Hybrid Environment	Managing Boards in a Hybrid Environment | Carmichael Ireland
Top tips for chairing effective hybrid meetings	Top tips for chairing effective hybrid meetings | Carmichael Ireland
Set Agendas and Take Effective Minutes	https://www.carmichaelireland.ie/app/uploads/2020/03/Set-Agendas-Take-Effective-Minutes.pdf
Tips for Running Effective Board Meetings	https://www.carmichaelireland.ie/app/uploads/2018/11/Tips-for-Running-Effective-Board-Meetings.pdf
Improving the quality of Board Packs	https://www.carmichaelireland.ie/app/uploads/2018/11/Improving-the-Quality-of-Board-Packs-research-Report-Published-version.pdf
Priya Parker - The Art of Gathering	https://www.priyaparker.com/gathering-toolkit
Time To Think - Nancy Kline	http://www.timetothink.com/thinking-environment/the-ten-components/
Guardian article - Nancy Kline	https://www.theguardian.com/lifeandstyle/2020/oct/24/let-me-finish-how-to-stop-interrupting-and-change-the-world
Virtual Board Meetings: Time for a Fresh Approach	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-11/VBM-Survey-V26%20%281%29.pdf
Surviving Covid 19 with Smarter Meetings	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-11/Surviving%20Covid-19%20%20-%20with%20Smarter%20Meetings%20%281%29.pdf
Information Governance: Time for a fresh look at Board Papers	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-11/Information%20governance%20-%20time%20for%20a%20fresh%20look%20at%20board_papers%20%281%29.pdf
Ten Questions to Ask About Risk	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-11/Ten%20questions%20about%20risks%20-%20May%202022%20%281%29.pdf
Template: Board Agenda	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-11/Template%20Board%20Agenda%20%281%29.docx
Template: Board Paper Summary Sheet	https://www.wheel.ie/sites/default/files/media/file-uploads/2022-

	11/Template%20Board%20Paper%20Summary%20Sheet%20%281%29.docx
References for Optimum Number of Board Members	8-10: Governance today https://governancetoday.com/GT/GT/Articles/What_is_the_optimum_Board_size.aspx 8-11: IOD South Africa https://www.iodsa.co.za/news/392547/What-is-the-ideal-board-size.htm 11: Stanford University https://www.gsb.stanford.edu/sites/default/files/publication-pdf/cgri-quick-guide-05-board-directors-structure-consequences.pdf https://www.gsb.stanford.edu/insights/how-create-better-board-directors 10 -12: Crowe https://www.crowe.com/uk/insights/charities-board-size-when-less-is-more At least 5 and 12 max: NCVO https://www.ncvo.org.uk/help-and-guidance/governance/making-decisions-as-a-board/reviewing-the-structure-of-your-board/#/ HBR https://hbr.org/2002/09/what-makes-great-boards-great