

Holding a good meeting

Before you begin, make sure you have someone to facilitate the meeting (**a chair**) and someone to make a record of it (**a minute taker**).

Staying on track

You probably have a lot to discuss, and you might not have enough time to discuss it all.

Firstly, you should try to start your meeting on time.

Secondly, avoid too much talk and not enough deciding. Issues will arise in meetings that deserve a lot of attention and require more time to talk about than you can reasonably give them within the meeting.

The chair needs to keep an eye on the time, to make sure that you can cover your whole agenda. If a decision needs to be made, the chair might need to rein in the conversation and put the matter to a vote. If there's still too much unknown about the issues, you might prefer to defer the decision, and ask someone to find out more and report to the board at the next meeting.

Participating in making decisions

The long-term success and viability of a corporation relies on its directors making good decisions. Good decisions won't happen if directors simply agree without question to every recommendation put to them. You need to ensure you understand the key issues, what's at stake, the potential benefits, the risks, what the law says and if there are other options you could take to achieve your corporation's objectives.

Remember: Directors are accountable to the corporation's members to do a good job.

Confidentiality

Some of what directors discuss is sensitive. Maybe it's personal, or maybe it has implications for the money story. Directors should at all times keep confidential information (including board papers) and discussions to themselves.

Declaring conflicts of interest

Before an agenda item is discussed, it is good practice for directors to declare if they have any conflict of interest in the matter. The other directors need to determine whether a conflict of interest exists and then decide how it should be handled. For example, should the person leave the meeting for that agenda item?

Action items

Some decisions will require further action. Any actions that are agreed in the meeting must be noted in the minutes, along with who is responsible for doing the work and by when.

At the next directors meeting you need to check the minutes of the last meeting for any action items and find out what progress has been made.

Uninvited guests

You might ask staff to assist with your meeting, or invite staff or a stakeholder to present a report to the directors. But board meetings are for directors, not others who might happen to be around. If you receive an uninvited visitor, the chair should pause the meeting and make sure the person understands that you're doing important work for the corporation and that they must leave so that the meeting can continue.

Hearing bad news

Sometimes the reports from staff may contain bad news, that is, difficult, controversial or sensitive information. Examples include a poor money story, a failed funding application, or a corporation goal that wasn't met.

Because directors have ultimate responsibility for the corporation, it's absolutely essential that they hear the bad news stories so they can respond appropriately. It's therefore important that directors create an atmosphere in the boardroom that is open and honest so that people presenting reports feel comfortable providing bad news if they need to.

At the end of the meeting

Make sure that anyone who was assigned an **action item** has made a note about it.

Write up the **minutes**, get the chair of the meeting to check and sign them, and circulate them to all the directors.

Directors need to make sure they check what is recorded in the minutes. The minutes are important evidence of what happened and what was decided at a meeting.

If directors approved new memberships, update your **register of members**.

Want to know more?

ORIC has a range of fact sheets about meetings as well as others on corporate governance at oric.gov.au.



Don't wait until 31 December to lodge your reports—do it now at online.oric.gov.au.

If you need help with reports call **1800 622 431** (not free from mobiles).



Australian Government

Office of the Registrar of Indigenous Corporations

ORIC Oracle

Planning and holding directors' meetings

November 2017

Good directors work hard, and not just during board meetings.

So that the directors can make the most of their time together it's important that directors' meetings run smoothly. There's work to do in **setting up** a meeting, **preparing** for the business to be discussed and also **follow-up** afterward.

Why hold directors' meetings?

Directors need to apply care and diligence in carrying out their responsibilities—making decisions about the corporation's business, reviewing its performance, monitoring its financial position and setting plans for its future direction.

Meetings provide a way for directors to come together to do these things as a team—this is good corporate governance.

This is why directors must attend and take an active part in directors' meetings.

Planning a meeting

Your rule book will say how often directors' meetings will be held. Directors are responsible for calling directors' meetings—this involves setting the **agenda** (see the example on the next page) and calling the meeting by **giving notice**.

Set a date, time and venue

Usually the date, time and place for a meeting will be decided at the previous meeting. There may also be an agreed regular meeting time for example, the second Thursday of every month.

Sometimes there may be a need to call an unscheduled directors' meeting to deal with an emergency decision.

Notify directors

Notice of a meeting needs to go to every director. You may also need to invite people such as your CEO, a potential business partner or a funding body representative.

Your rule book might allow you to give notice by email or through social media. It's important that it's in writing, because the **notice should include:**

- the corporation's **name** and **ICN**
- **when and where** the meeting will be held
- if and how directors can **participate from a different location** (e.g. over the phone or by video link)
- the **agenda**
- any **resolutions** that have been proposed.

When you're giving notice it's a good idea to also give out any **board papers** or reports that will be discussed so that directors have enough time to read them.

Directors need to prepare for each meeting

Directors need to read the agenda, papers, reports, project plans, tenders or funding applications. It's also good to know what's going on elsewhere that may impact on your corporation's business—you can find this out through news, media releases, policy or funding announcements and community meetings.

Preparing for a meeting also means making sure you have completed any action items that were assigned to you at the last meeting, and being ready to report on what you've done.

If directors do these things it means the meeting can move efficiently, focus on key issues for discussion and make good decisions together.



Directors of Pintupi Homelands Health Service Aboriginal Corporation with Patrick Johnson, leadership advisor (front), and Scott McConnell, member of the Northern Territory Legislative Assembly (right). The painting (by Charlie Watama, 1984) tells the story of the community's journey to set up its own hospital.

Prepare the agenda

An agenda lets the directors know what they'll be doing at the meeting. It also allows directors to see if there are agenda items in which they may have a conflict of interest.

Not every item on the agenda will need a decision. Some items may be for noting or information only.

The first few agenda items are about checking that due process is being followed, for example:

- Do you have enough people present for the meeting to begin?
- Have you already decided who will chair the meeting? Or do you need to choose someone to do this?
- Did some people notify the corporation that they weren't able to come?
- Do you all agree that the record of the previous meeting is full and accurate?
- Have action items from the previous meeting been completed?

It's possible for directors to pass a resolution without holding a meeting. Any resolutions passed after the previous meeting should be noted at the next meeting.

Other items on the agenda are about the corporation's business.

Generally, the bigger your corporation, the more the directors will need to delegate work to staff. For example, some corporations have staff to manage business operations, finances and special projects. Directors have a duty to know about these things so they need to receive regular reports from the staff.

Reports provide an update on the activity and the directors might only need to note them. But often there is a decision to be made—e.g. to approve a major expenditure or find another way to achieve the desired outcome; or to proceed with a funding application or rework it to improve its chance of succeeding.

- If you have a CEO or key business manager, do they have any news about the corporation's day-to-day operations?
- What's the latest chapter in your money story? Has the corporation got enough money to pay its bills? Is spending in line with the budget? Do you need to adjust plans for future spending?

Depending on your corporation's activities you may need to have special agenda items:

- What challenges or plans do you need to discuss?
- What decisions do you need to make?

Agendas often have regular business items.

- Has the corporation received letters that the directors need to respond to?
- Are there applications for new memberships to consider?

The other business item provides an opportunity for directors to raise matters that weren't on the agenda.

The last items on the agenda are about planning for the next meeting and officially ending the current meeting.

AGENDA (an example)

Quorum

Confirm the chair for the meeting

Apologies

Minutes of the previous meeting

- confirmation
- matters arising

Resolutions passed since the previous meeting

Corporation reports:

- CEO report
- Financial reports

Other business matters:

- agreements or negotiations
- applications for funding
- bids/proposals for contracts
- purchases or investments

Correspondence in and out

New membership applications

Any other business

Time, date and place of next directors' meeting

Close meeting

A good meeting needs a good chair.

It's the chair's role to make sure:

- the meeting starts on time
- the agenda is followed
- the corporation's rules are followed
- everyone has a chance to share their views and listen.

After the meeting the chair needs to check and sign the minutes.

Making decisions at meetings

How your directors make a decision (pass a resolution) depends on what your rule book says. In most corporations, a resolution is passed if a majority of director votes at the meeting are in favour of it.

All decisions must be recorded in the minutes.



Directors of Yagbani Aboriginal Corporation invited their newly-selected financial consultant, Rosemary Campbell, to Warruwi, Goulburn Island. They felt it was important to meet so they could develop a mutual understanding of expectations. They also introduced her to staff, members and residents as part of sharing what the corporation does, who for, why, and how things work on the island.

Left to right: chair Bunug Galaminda, Jenny Inmulugulu, Barbara Golder, acting executive officer Steve Westley, Jeffrey Gurruwiwi, Albert Naruriadj (in yellow), Solomon Yalbar, Johnny Namayiwa and Rosemary Campbell (from Merit Partners).

Review your meetings

From time to time it's a good idea to review how effective your directors' meetings are. You may consider changes such as the how long they go for, how often they're held or where they are held. Check if reports from staff need more information or changes so that directors can easily understand them.