

Board master class



The 2nd Board Masterclass

Theme: Towards improvement of Board competence and Board culture for organizations.

Venue: Pullman Deira City Centre Hotel, Dubai.

29th November -3rd December 2021.

Facilitator



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**Professional Mediation & Corporate Governance
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Board Papers & Board meetings

The session is aimed at **enhancing** the participants' understanding of the importance of Board papers and Board meetings.

By participating in this session, you will **broaden** your perspective on the necessity to have well organized and purposeful board meetings

Critical



Board papers are critical part of governance process and essential in the board meetings.

Board papers



- **Board Papers from committees**
- **Technical Board Papers**
- **Board minutes**
- **Board approvals and board resolutions - Best practise**

key elements of board paper



These are:

- Board resolution (decision to be made)
- Executive summary (brief overview of the main points in the board report)
- Recommendation(s) -Decisions to be made and why.
- Background (Enough information to understand the issue)

Board papers create clarity and focus for the meeting.

Who prepares



- Board papers are typically assembled by the CEO in close consultation with the chair.
- The chair is the official “owner” of the board agenda.
- The quantity of the board chair is enhanced by the dynamic of trust and confidence between the chair and the CEO.
- The Board paper will be prepared with a sense of priority of the matters before the Board.

Class discussion



- **Share your experience in the preparation of Board Papers in your organisation?**
- **What format do your Board papers take?**

Important ingredients



Three important things to consider for the board paper:

- **What do directors need from my paper? What do they know already?**
- **What do I want to achieve from writing this paper?**
- **What do I want the board to do in response?**
- **Board papers must be concise but comprehensive.**
- **Board papers must be provided in good time.**

Types of board papers



Board papers template is determined by the type of board paper.

- Papers for decision or approval
- Papers for discussion
- Papers for voting

Important tips on writing board papers



- I. Tone- Communicate clearly to the reader. Answer all relevant questions; who, what, decisions, outcomes etc.**
- II. What does the director know. Include adequate context and background. (no assumptions that the director knows)**
- III. Do not duplicate management reports. Directors do not need, day to day management issues.**

Tips.....



- Iv Provide sufficient, concise paper with plenty of thought.**
- V Persuasive statements should be backed with evidence.**
- Vi Align content to strategy as appropriate.**
- Vii Employ user friendly structure, appealing to the eye and good language.**
- Viii Simplify and justify, keep it concise accurate and relevant.**
- Xi Edit, edit and edit again.**
- X Value peer review and redrafting opportunities.**

Technical board papers



Technical board papers refers to papers presented to the board by external experts in any matter, where the board does not have internal expertise.

- The experts will answer all the questions.
- The experts will guide the board on the decision to consider.

What is your experience with technical board papers

Committees of the board



Board committees provide an opportunity for boards to deal with specific issues that require specialised areas of expertise.

- **Set own agenda to develop into issues.**
- **Tap specific talent, skills and knowledge of individual board directors for the benefit of the full board.**
- **Committees are accountable to the board.**

Benefits of committees



Benefits of establishing board committees include:

- **Maximize efficiency of the board.**
- **Render expertise on issues.**
- **Allow the board to benefit from research.**
- **Provide the benefit of stronger accountability.**

Sample committees



Various committees of the board depend on the size of the organization.

They include:

- Audit committee
- Remuneration committee.
- Risk committee
- Nominations committee
- Ethics committee
- Compliance committee

How many committees do you have in your organization?

Minutes



Board minutes are the official records of the decisions made in the board meeting.

- The minutes record who was present, all the consequent events in the board meeting.
- A legal requirement.
- Include the type of meeting
- Date time, location of the meeting.
- Attendees with proper names, title and reasons for attending.
- When the meeting was called to order and when adjourned.

- **Vote taken should be recorded.**
- **It is record of decisions made, motion made, seconded and carried.**
- **Avoid direct quotations of director.**
- **Minutes must be approved the next meeting.**

Best practice



- Board must have quorum to transact business
- Conflict of interest recorded.
- Minutes properly documented.
- A board resolution is a formal document that makes a statement about an issue important enough to warrant a record.

Situations that call for board resolution



- New member voted in.
- Decision made by the board
- Decision made by the shareholders
- New employees hired.
- Selling of shares.
- Funds delegated to certain projects.

Class discussion



**Share your own experience in the
conduct of your board meetings
What would you do to enhance
effectiveness**

The end
Thank you