

Running Effective Meetings Guide

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1. INTRODUCTION

There are several components and legal requirements to running an effective meeting of a Board, Council or Committee to achieve the best outcomes for the organisation.

This guide will address the role and characteristics of the chair, and the importance of well-developed agendas, meeting processes and managing minutes.

In this document, for consistency and ease of reading, the meetings will be referred to as Board meetings, the participants will be called Directors. However, this guidance is equally applicable to Councils, Committees and subcommittees depending on the nature of the organisation and its mode of incorporation.

2. QUALITIES AND ATTRIBUTES OF AN EFFECTIVE CHAIR

First among equals

The chair is not an overlord and is not 'in charge'. Ultimately, they have one vote as do all other directors.

Ability to lead

The board is a team and needs to be kept together and on track. Good leaders allow others to contribute to the best of their abilities.

Emotional intelligence

The Chair needs to be able to 'read the room', to show awareness of how others are responding and understand the impact of their own behaviour.

Able to reconcile opposing views

Effective discussion and debate are key to making good decisions. Boards which are passive 'rubber stamps' are not displaying good governance. Opposing views are healthy but eventually the group must come to a decision. The chair must be able to find common ground for a decision or to close or postpone the matter and move on.

Have strength and clarity of purpose

The chair must understand the Strategic Plan, have a clear picture of how the organisation needs to progress and ensure the board maintains focus and timeliness.

Impartial

The Chair must ultimately have an opinion on a matter to reach a resolution but should not impose that view on others as this can stifle effective debate.

Supportive and inclusive

A good chair supports all directors to contribute effectively by encouraging everyone to have a say in discussions and by mentoring inexperienced directors. A good chair never shows favouritism to individuals or factions.

Ability to manage disruptive or underperforming directors

Poor behaviour or lack of engagement can damage board culture and impede governance. The chair must feel confident to act early and decisively to deal with such issues.

Well prepared

The chair needs to fully understand the matters before the board and be aware of the skills and knowledge of individual directors to address those matters.

Resign if presence is disadvantageous for the Organisation

If a chair finds themselves unable to effectively carry out their role for any reason, they should be sufficiently self-aware to act in the best interests of the Organisation and step down. There is no place for ego or martyrdom.

3. THE ROLE OF THE CHAIR

The key role of the Chair is to ensure that the Board is effective in its task of setting and implementing the organisation's direction and strategy and ensuring it is compliant with relevant legal requirements.

Their role is to ensure that the Board works collaboratively and makes decisions in the best interests of the organisation.

In addition, they take on the following tasks in relation to meetings:

- Participate in developing the agenda, ensuring the information on which the directors base decisions are clear and accurate, and the extent of the agenda is realistic and manageable within given timeframes.
- Run the meetings. Ensure the agenda is followed and the meeting runs to time; monitor the contributions of Directors, move the directors towards consensus or a majority decision, and then state clearly what has been decided so that everyone understands.
- Ensure the meeting has reasonable break times to assist directors in maintaining concentration and allowing for social interaction where possible unless the meeting is less than 90 minutes.
- Ensure minutes are reviewed, circulated and signed in a timely fashion.
- Work effectively with head of staff (if any).
- Remind directors of their responsibilities under codes of conduct, board charters or any other relevant guidelines. Manage director behaviour and support a responsible and respectful board culture.

4. HOW TO RUN A MEETING

Call to order

The Chair calls the meeting to order, noting whether there is a quorum or not.

“This meeting of the YOUR ASSOCIATION Board [NAME] is called to order at [TIME AND DATE] and a quorum [IS/ISN’T] present.”

Remind directors of their obligations under agreed codes or charters

Agenda

Acknowledgement of Country and welcome all persons present

Confirm attendance, apologies, absences without leave and acknowledge any guests or ex officio (e.g. CEO) in attendance.

Note those present face to face and / or virtually

Declaration of Conflict of Interest in relation to any agenda item.

Minutes of the previous meeting

Ratify the minutes from the previous meeting. They should have been sent out in draft to the Chair within one week of the previous meeting for review and then circulated to Board members. The minutes, with amendments, are then included as part of the meeting pack before this meeting.

“The draft minutes have been previously circulated for comments and corrections and distributed in your meeting pack. Are there any further corrections or amendments to the minutes?”

[IF NO AMENDMENTS] The minutes have been accepted as true and correct record.

[WITH AMENDMENTS] the Minutes of the current meeting will note amendments to the previous minutes.

Business arising

There should be no business arising. If a matter at a previous meeting required further information or research before a decision this goes into the matters for discussion or decision section. It is important that the Board does not become bogged down in ongoing discussion items without reaching a resolution.

Action items

The action register keeps track of previous decisions of the board, what follow up is required by whom and by when. This action list should be reviewed at each meeting to ensure that matters are progressing. Completed actions should be noted then removed/archived from the following meeting's action register.

Matters for decision

This section should include the Finance Report which must be actively considered and accepted as well as specific proposal papers and any active recommendations for Sub / Committee reports.

The chair puts forward each matter for consideration and opens the floor for discussion.

Once discussion is completed, the chair summarises the outcomes of the discussion

Confirm the final wording of any resolution to be recorded in the minutes

Moving and seconding any resolution is NOT required.

Ask directors to indicate agreement or disagreement

Ensure that any director absent from the room for that decision is noted in the minutes and why e.g. Recused themselves due to conflict of interest or left the meeting early.

Note whether the resolution [PASSES/FAILS].

A record of votes for/against a resolution or attributing voting to individual directors should not be recorded in the minutes. Director(s) who are not in favour of a passed resolution can request that their concerns/objections be recorded in the minutes, but such content should not be attributed to any individual director(s) unless specifically requested.

Ensure any responsibility or follow up actions are noted

Repeat process for each matter as needed.

'For Information' reports

Reports which do not require discussion or decision should be marked on the agenda '*for information*'. This includes committee or subcommittee reports that do not require action.

Directors have a right to request discussion of a ‘for information’ matter but only if a risk has been identified or they suggest a specific decision is required.

If no discussion is requested the minutes should state *[NOTED] against that item.*

New business

This section should be used with care and should only offer the opportunity for directors to flag issues, risks or potential opportunities which can then be considered for items on a future agenda. No long discussions should be entered into at this point. A board not in possession of all information should not make rapid or unvalidated decisions on new matters. The board can request a paper on any issues raised here for the next meeting.

Confirm next meeting date

Confirm any key dates for directors to note such as an Awards Dinner or conference.

Confirm time, date and place and / or technology to be used for the next meeting of the Board.

In camera

This (optional) section (usually at the beginning and/or end of the meeting agenda) is time for directors’ only discussion – staff and any observers leave the meeting during this session.

Discussion in this time may relate to board/director performance appraisal, CEO/staff performance, or other sensitive matters where the presence of staff or other non-directors might inhibit a full and robust discussion.

Decisions, if any, made during this session should be restated when the rest of the meeting resumes, so that these matters can be recorded in the minutes.

Note: It is good practice to routinely have in camera sessions in the agenda, to avoid anxiety for CEO and staff.

Close the meeting

Meetings must be formally closed by the chair and the time noted in the minutes.

After the meeting

After the meeting, the Chair should confirm with the secretary when minutes will be available for review.

Meet with the head of staff (if any) for a debrief. Where relevant/appropriate, matters discussed in camera can also be shared with head of staff.

The Chair and the secretary should continually review the performance of the Board and ensure the board evaluates itself.

Review and correct draft minutes and ensure they are sent to Directors within one week of the meeting.

Consider suggested amendments to the minutes and confirm final minutes to go to the next meeting for ratification.

Sign the minutes within one month for inclusion in the minutes book / file.

5. APPENDIX A – EXAMPLE OF AN AGENDA

Date / Time / Location

1. **Welcome**
2. **Meeting attendees/apologies/absences without leave/guests**
3. **Declaration of Conflicts of interest**
4. **Minutes of previous meeting**
5. **Review action item/s**
6. **Matters for Decision / Discussion**
 - 6.1. e.g. CEO Report
 - 6.2. e.g. Financial Reports
 - 6.3. e.g. Proposal for new training program
7. **Matters for information to be noted**
8. **New business**
7. **Next meeting**
8. **In camera**
9. **Close of meeting**