



Key Issues and Challenges for Board Secretaries in 2019

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External Governance Environment

❖ **Changing and growing governance environment**

- 2016 Code - interpreting and implementing its requirements
- Prominence and emphasis of the role of board secretary
 - Information and advisory role
 - Supportive v's monitoring compliance role
- Opportunity: induction, training & development



Challenges of a board
secretary.....

and the
Human Factor

❖ **The Code:**

- Sets out the minimum compliance requirements for state bodies
 - Documented, guidance available
 - Collaboration and sharing of information

❖ **The “Human Factor” - unknown:**

- **Board** - Uncertainty at the commencement of a term
- **Internal players** -Reliance for cooperation
- **Yourself** – board secretary



The “Human Factor” – the Board



1. Chairperson
 2. Other members (Staff elected, WD ?)
- ❖ Chair
 - a. Single most important relationship
 - Impact of change
 - Influencers on the relationship
 - Sets the tone and expectations at meetings
 - b. Manage and setting expectations
 - Meeting frequency, duration (sufficient time), recording format
 - Meeting pack and papers
 - Paperless meetings
 - Compliance versus performance
 - Committees
 - Pre and post board meetings

Building relationships with other members

- Commencement of the relationship – **Key messages**
 - Varied skill sets, knowledge and experience - prior board experience (pro/cons)?
- Induction programme and on-going training
 - Legislative role of remit of the organisation - strategy
 - Role of the Board
 - Governance considerations: reserved functions of the board, meeting etiquette, members responsibilities versus Chair and CEO/executive, who talks on behalf of the board etc
 - Establishing the reporting lines
 - Compliance environment, including monitoring, reporting, financial obligations
- Individual v's collective responsibility
 - Non representative
 - Leveraging their collective knowledge & experience to support strategic objectives



Individual selection v's collective responsibility

Selected for various reasons but serve for **One** purpose

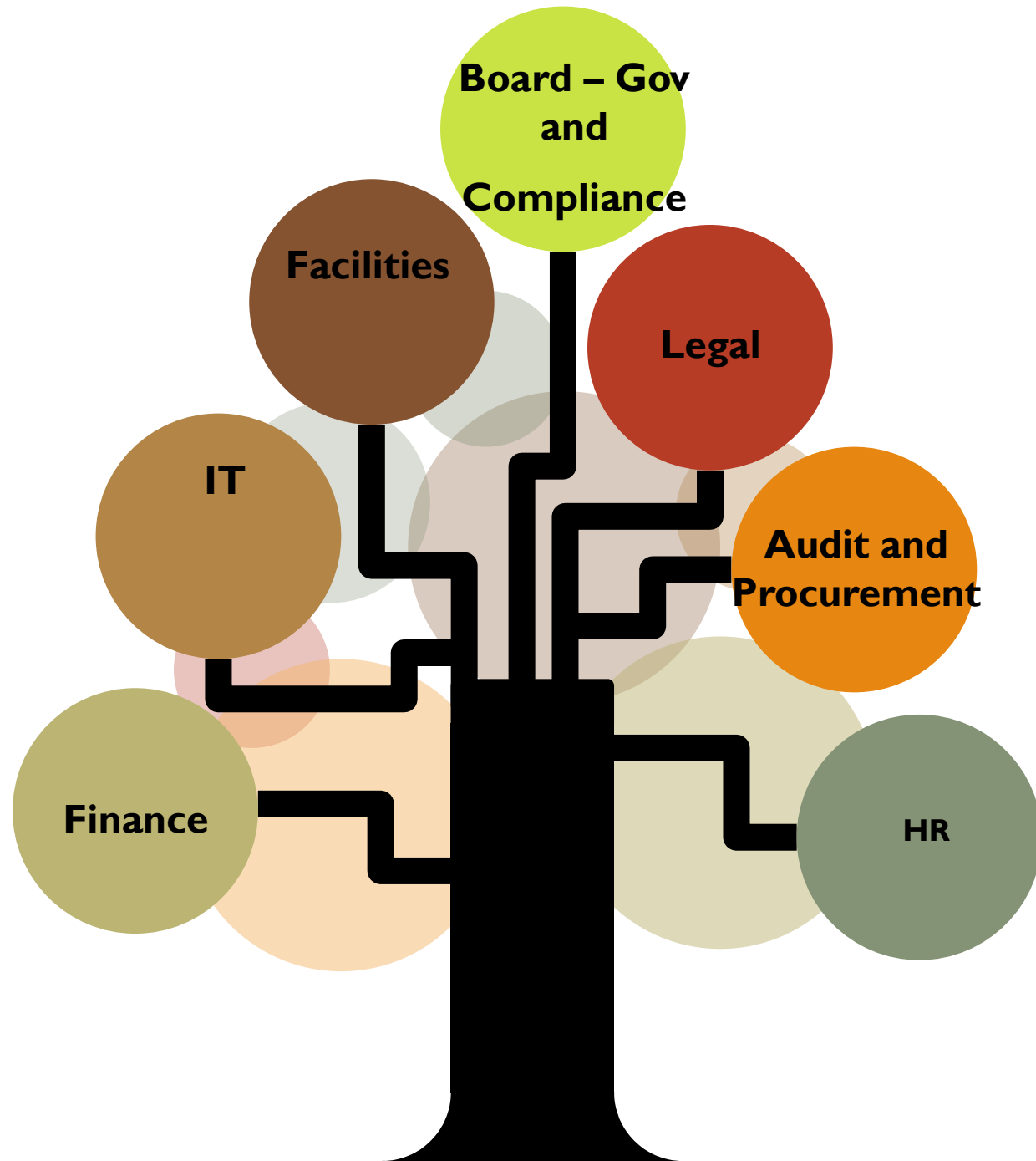


Internal players

- Age old problem:
 - Large → smaller
- Reliance on colleagues for meeting documentation
- Set the standard, timeframes etc
 - Templates; cover paper – action required
- Communicate, communicate, communicate
 - Outline the timetable for papers for the year
 - Possible to draft a rough outline of what documentation / reports etc and expected delivery date for the year?
 - Identifies/tracks focus on compliance v's strategic issues

Competing priorities of a board secretary

Some other considerations.....



Potential conflicts?

- ▶ Adaptable and flexible to changing boards
- ▶ Varied role and demands at meetings
 - ▶ Active v's passive role
 - ▶ Minute taking?
 - ▶ Internal support infrastructure
- ▶ Reporting lines for different aspects of the role





Closed sessions (2/52)

- ▶ Possible areas include:

- ▶ Meeting with the accountant re financial statements
- ▶ CEO Performance management
- ▶ Recruitment of new CEO
- ▶ Meeting with CRO
- ▶ Board performance review
- ▶ Others?

- ▶ Secretary present or not?

- ▶ Implications

- ▶ Recording of discussion - outcome

- ▶ Agree in advance – who etc

- ▶ Scheduling of sessions

New versus Old Challenges

- Changing and evolving landscape
- Relationships
- Meeting documentation and meeting etiquette / conduct
- Balanced approach





What's your greatest challenge?

Power of sharing....