

Board Effectiveness – Key Elements and Review

Thursday, 14th March 2019

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Reflections...

External Board Effectiveness Reviews

- State Body Boards
- University/Institute of Technology Governing Bodies
- Non-profit Boards
- Department Management Boards

Previously Board Secretary of two state bodies

NED of sport governing body / non-executive ARC member

Codes and Effectiveness Reviews



Code of Practice for the Governance of
State Bodies

 **The
Governance Code**


A Journey to Success

A Code of Practice for Good Governance of
Community, Voluntary and Charitable Organisations in Ireland

www.governancecode.ie

This document contains the full Code and
related documents for Type C organisations only
October 2016


**Plain
English**
Approved by NALA

 Financial Reporting Council

**THE UK
CORPORATE
GOVERNANCE
CODE**

JULY 2018

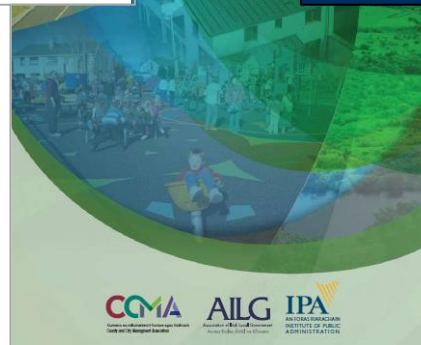
Governance of Irish Universities

2012

Corporate Governance Standard for
the Civil Service



Governance
& Governance
Local Governance



  
AN TOSCAIRIUMHANN
INSTITUTES OF PUBLIC
ADMINISTRATION

 **thea**
Technological Higher
Education Association
IRELAND

THEA Code of Governance for
Institutes of Technology

 **IRISH
UNIVERSITIES
ASSOCIATION**

1st January 2018

Approaches

	Internal Review (Self-Assessment)	External Review (3 rd Party)
Key Drivers	Code Chair / Secretary Workplan	Code Chair / Secretary Workplan + 3rd party reviewer
Process	Survey of BMs Pack/Agenda Review Committee(s)/ARC Chair	Board/Comm Surveys Interviews with BM/CM Interviews with Exec Pack/Agenda review Meeting Observation
Risks(s)	Tick-Box Limited Qs / Less exploration Confidentiality/Feedback Other priorities/Board time	Understanding of Context Other priorities/Board time Lack of buy-in on recomm.
Benefit(s)	Can be done quickly	Independent perspective Heavy lifting by 3 rd party Confidentiality

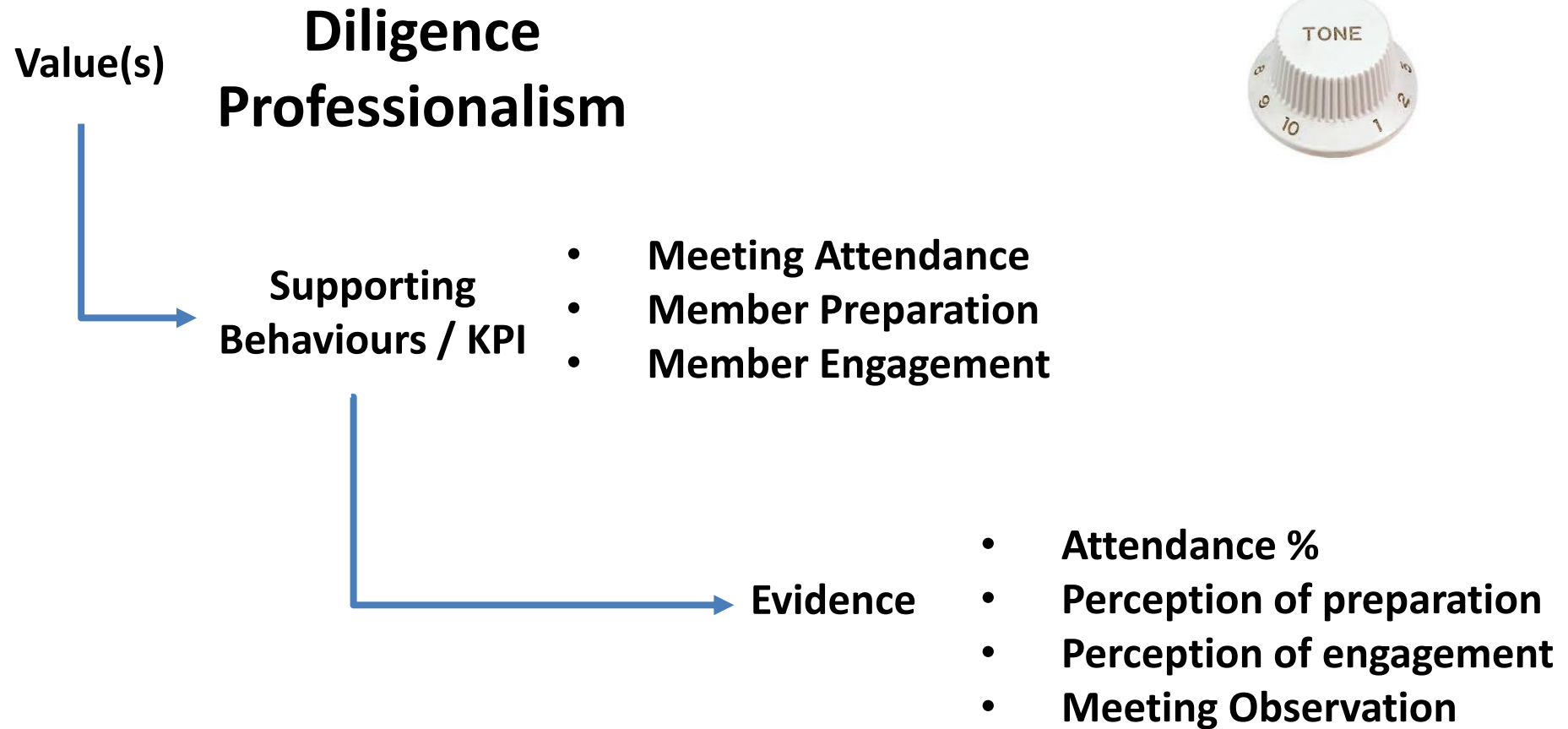
Board Culture



“What words would best describe the culture within the Boardroom?”

Positive	Negative/Constructively Critical
<ul style="list-style-type: none"> • Professional • Diligent • Respectful • Probing • Dedicated • Motivated • Engaged • Business-like 	<ul style="list-style-type: none"> • Passive • Deferential • Straying • Agendas • Fractious • Benign

Board Culture



Key Determinants of effectiveness...

it seems...

- Chair
- CEO
- Board-Executive openness and relationship
- Board size and composition
- Engaged members – *‘sum of its parts’*
- Board focus and pro-activity
- Board reflection

Getting Value from a Review

- Chair buy-in, ‘championing’
- Member buy-in, giving approp. time and ‘reflecting’
- Good Secretary and/or External Facilitator
- Focus on more than just process
 - Past and Future (incl. challenges – do things differently?)
 - Tone/Culture & Bias, Collegiality
 - Board focus (strategy, perf, strategic risks)
- Openness to ‘upward’ (Executive) feedback
- Action Plan and follow-up



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