

# Governance Notes

## Effective Meetings: Preparation Is Key

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### A Critical Role

Boards are only boards when they meet. Therefore, one could argue that the most important aspect of great governance is to ensure that the board's meetings are exceptional. This perspective emphasizes the critical role of governance support professionals.

Many individuals who support the board have experience preparing for board and committee meetings. And yet, others may be relatively new. This article is written primarily for newer governance support professionals, but even experienced chief governance officers may benefit from a reminder of meeting preparation basics.

### Developing the Agenda

The most important component of meeting planning is agenda development. Best practice is for the CEO to draft an agenda for the next board meeting three-to-four weeks beforehand. The agenda should be created, in part, based on the annual board calendar. That document should lay out the months in which the board must approve key items such as the operating budget, audit,

strategic plan, new board members, etc.<sup>1</sup>

Another important part of the agenda planning process is to hear from the executives who support each of the board committees. For instance, the chief financial officer can advise the CEO regarding what, if anything, the finance committee would like to bring

to the full board at the next meeting (e.g., initial assumptions regarding the next year's budget).

In the meantime, the board chair may reach out to the chairs of each board committee to determine what, if anything, from their committee needs to be addressed at the next board meeting. The board chair can provide that information, along with his or her own suggestions for topics, to the CEO to insert into the proposed agenda.

<sup>1</sup> For sample meeting agendas and board calendars, view our template library at [www.governanceinstitute.com/templates](http://www.governanceinstitute.com/templates).

### Key Takeaways

Governance support professionals have a critical role to play in ensuring boards have productive, effective meetings. When helping prepare for meetings, they should:

- **Be responsible for maintaining an updated board calendar** that the CEO and board chair can refer to when planning meeting agendas.
- **Work with the board and CEO to ensure that the necessary preparation is taking place.** For example, the agenda is drafted in a timely manner and board committee chairs and executives have provided input.
- **Review the final agenda** and verify that it includes:
  - » All three aspects of a successful board meeting: fiduciary decisions, strategic issues, and generative discussions
  - » Realistic estimates of the amount of time that should be devoted to each topic
  - » Questions management needs or wants answered by the board for each key topic
- **Ensure that meeting materials are gathered with sufficient time for review and revisions.** These materials need to facilitate governance-level conversations and be mindful of board member time. They should then be distributed to the board at least a week before the meeting, preferably through a board portal.
- **Assist the board chair in identifying any potential conflicts of interest** by reviewing the annual conflicts disclosure forms before meetings.
- **Create a positive meeting environment** that promotes effective discussion.



The governance support professional can help ensure that the agenda includes all three aspects of a board meeting: fiduciary decisions, strategic issues, and generative discussions. Often, the strategic and generative components of the board meeting agenda provide education and/or lay the foundation for decisions that the board will need to make in the future.

## Agreeing on the Agenda

The next step is a critical one—the CEO and board chair should have a robust conversation regarding the proposed agenda items, the appropriate timing, and the needed preparation materials. They should carefully assess which topics to include in this meeting versus ones that could or should be handled at another board meeting or by a committee. Once the topics have been agreed upon, it is important to create a realistic estimate of the amount of time that should be devoted to each topic to ensure the proper amount of discussion. The times should be inserted into the agenda to set expectations for the board members and to help the board chair manage the meeting time.

## Determining the Framing Questions

The highest-performing board–management teams take agenda planning one step further. Together, the CEO and board chair determine what questions management needs

or wants answered by the board for each key topic. For example, if one of the agenda items is a discussion regarding a possible change to the hospital’s or health system’s service area, the framing question might be, “What questions or concerns do you have regarding expanding our service area to include ABC and XYZ counties?”

Creating framing questions helps management develop the appropriate materials, focuses the individual board member’s preparation, and makes it easier for the board chair to facilitate conversations that provide helpful advice to management. Some board chairs choose to insert the framing questions directly into the meeting agenda whereas others include them in the cover memorandum for the packet.

## Creating the Board Packet

The governance support professional plays another important role once the agenda items and framing questions have been decided upon. He or she must ensure that the materials to support each topic are gathered in sufficient time for review and revisions. It is then essential to assess whether the proposed packet and presentation materials will facilitate governance-level discussions. As an example, financial reports to the board should include graphs of trends and color-coded dashboards regarding performance on the board-approved key indicators. This type of

information will help keep the board focused on the big picture. Note: The more detailed conversations regarding financial matters should have taken place in the finance committee meeting.

The board chair and CEO might have another conversation to review the proposed materials to ensure that they appropriately prepare the board to discuss the relevant topics. Often, the chair can help “elevate” the materials to the board level. During this step, the chair and CEO should also make sure that the total number of pages in the packet is manageable. Packets that are too large (e.g., hundreds of pages) make it difficult for board members, most of whom are volunteers, to have thoroughly read the materials.

The timely distribution of the packet materials is critical. The materials should be distributed at least one full week before the meeting to give busy board members time to fully prepare for discussions. Best practice is for the meeting materials (and all other governance documents) to be on a secure board portal, so they are easily accessible at any time.

## Identifying Potential Conflicts

Another important step of the meeting preparation process is to determine whether any board members have potential conflicts of interest regarding the meeting topics. The governance support professional can provide invaluable assistance to the chair by reviewing the completed annual conflicts disclosure forms before each meeting and advising the chair regarding the findings.

If it appears that any board members may have a conflict of interest (perceived or actual), the chair should reach out to that individual prior to the meeting to discuss how the conflict will be handled. Most often, any conflicts would be disclosed at the beginning of the meeting and

## Meeting Preparation Steps

1. CEO drafts the agenda three-to-four weeks beforehand.
2. The CEO and board chair receive agenda items/input from management and committee chairs.
3. CEO and board chair discuss the proposed agenda items, the appropriate timing, and the needed preparation materials.
4. Once the agenda is finalized, the governance support professional works to gather materials for the board packet.
5. Meeting materials are sent out to the board at least a week in advance of the meeting.

the conflicted individual would be excused from both the discussion and the voting. Taking a proactive approach to potential conflicts is a respectful way to treat all involved.

### Ensuring an Effective Meeting Environment

The governance support professional also helps create a meeting environment that is conducive to discussion. If the meeting is in person, the room setup should allow for everyone to see and hear each

other. If the meeting is virtual, it is important that each board member has practiced entering and moving around in the electronic platform. Technical support should be available throughout the entire meeting to provide just-in-time assistance.

In conclusion, the preparation provided by governance support professionals is the key to effective, substantive discussions by the board. In that way, they help ensure the board's fiduciary role is carried out.

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*The Governance Institute thanks Pamela R. Knecht, President and CEO, **ACCORD LIMITED**, for contributing this article. She can be reached at [pknecht@accordlimited.com](mailto:pknecht@accordlimited.com).*

