



FAITH WORKS INTERNATIONAL

Safe Ministry Manual Document number 107

values **purpose** spiritual growth integrity
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How to run a healthy Board Meeting

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THE ROLE OF THE BOARD IN NOT-FOR-PROFIT ORGANISATIONS

The basic precepts of good governance are fundamental to all organisations – having a board charter, well defined roles and responsibilities for board members, appropriate financial knowledge, accountability and transparency to members, shareholders and stakeholders.

Not-for-profit organisations

Not for profit organisations exist for the public good and can take many forms, such as charities, sporting groups, support groups, professional associations, church groups, and can vary widely in size. The groups are often run by a largely volunteer workforce.

NFPs can have a variety of legal structures, e.g.

Unincorporated Association

Incorporated Association (governed by state Associations Incorporation Acts)

Public company limited by guarantee (governed by the Corporations Act).

The duties and liabilities of directors in different types of companies are generally similar in nature, although there are some differences between state legislation and the Corporations Act. These duties generally centre on acting in good faith in the best interests of the organisation and for a proper purpose.

What governance issues do NFP boards face?

Governance is becoming a bigger issue in the sector. Board composition is focusing more on skills, knowledge and experience. In larger NFPs, boards are becoming more professional and providing training for volunteers or employing directors with relevant experience.

Specific issues include (and are not limited to):

Is there a clearly defined purpose and strategic direction?

NFPs have social objectives rather than focusing on shareholder returns. Many NFPs struggle to define their purpose and direction. There are significant risks associated with an unclear purpose, such as poor use of resources in terms of people and money, loss of confidence by donors and funding agencies, and potentially loss of reputation.

What is the board's role?

In an NFP with a CEO/General Manager/Senior Pastor, the board's role will be similar to a company – to govern, not manage and to maintain. In smaller NFPs like community groups, the board may have more of a hands-on role in running and

managing the organisation. Roles and responsibilities are best outlined in a board charter and made available to members and other stakeholders.

Stakeholder issues

Because they are acting for the general good of society, public expectations of NFP directors can be higher than for ordinary companies. Stakeholders can include donors and funders, government agencies, consumer donations, interest groups and the community at large. NFPs have to balance all needs with the best interests of the organisation. Be aware that appointments to a board to represent stakeholders, congregational members can lead to factionalism and that, once appointed, a director's duties are owed to the organisation, not to their nominators or the congregational members.

Lack of consistency in regulation

There is no centralised regulatory authority for not-for-profit organisations as there is in the UK, US and Canada. If operating nationally, a NFP may have multiple reporting obligations to various states and/or authorities, which creates a compliance burden.

Board composition

NFPs traditionally show a heavy reliance on their membership and stakeholder groups to fill board positions. A large proportion of directors are volunteers who may not necessarily have business or legal experience. These boards risk not having appropriate skills, knowledge and experience to guide the organisation forward by not appointing people to fill gaps in needs. Conducting regular evaluations of the board can assist in identifying future needs.

Potential legal exposure

Directors of NFPs face similar legal liabilities as company directors, in spite of many being volunteers. This highlights a number of important matters for NFP boards to attend to:

- The importance of having properly documented procedures, policies and record keeping in place to defend any actions against the organisation.
- Training of board members, especially if directors are volunteers without a business/financial/legal background. It is a wise practise to get all new and existing board members to read this document.
- Having an appropriate method of communicating with stakeholders, congregational members and donors to ensure accountability.
- Need for Directors and Office holder's insurance if things go wrong.

Financial information

The board is responsible for clarifying what financial information it needs and ensuring that it gets this from management in a usable form. It may be helpful for the board to have predetermined criteria indicating the financial health of the organisation. Financial information should be presented to the board in a way that allows them to easily check the financial health. Directors should be able to read profit & loss statements and balance sheets or be trained to develop this skill, as they are liable if the organisation is found guilty of trading whilst insolvent.

Basic procedures

Many boards compromise their success by failing to get basic procedures right, e.g. board meetings don't run to time; board papers are not sent with enough time in advance; there are no or not enough board policies or a code of ethics and conduct; there are few work plans, succession plans, crisis plans; directors have not prepared properly for meetings, etc. Having appropriate policies, procedures and codes communicates the expectations of board members. Directors will feel that their time is well spent if these basic procedural matters are conducted in a professional manner.

http://nfplaw.org.au/sites/default/files/ACNC_governance_standards_guidance_PDF_554KB_0_0.pdf

What does good governance look like on NFP boards?

- There is a clearly defined purpose and strategic direction for the organisation with goals and objectives, and this is communicated to all relevant stakeholders.
- The board's role is similarly well defined.
- The board and board members are aware of their duties and responsibilities, the legislation under which it operates, and has appropriate documentation of policies and procedures.
- Board composition reflects the skills, knowledge and experience needed to achieve the organisation's purpose.
- Manage financial responsibilities – establish policies and delegations, set criteria/indicators of good financial health and ensure management reports on this to each board meeting, determine financial priorities, etc.
- There is adequate Directors and Office holders insurance.

I hope that helps you understand why it is important to have all the necessary information in the hands of each board director, now let's go through the guide on how to 'run a healthy board'.

There are a few things every board member should know. If you are on a board it is expected that you will contribute to the operation of the organisation, that you understand your role and also the legal requirements for yourself and the organisation. It is no longer acceptable to say you didn't know – it is your legal responsibility to make sure you know because you are accountable for whatever the organisation does while you are on the board up to seven years after you resign.

Your obligations to ACNC;

http://www.acnc.gov.au/ACNC/Pblctns/Factsheets/FS_RelCha/ACNC/FTS/Fact_RelChar.aspx?hkey=1a98b26e-0378-47f2-b46b-faef9193a1b0



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SECTION 1: INTRODUCTION

What this guide is about

This learning guide – How to manage a Board meeting, is designed to assist you to develop the skills involved in the planning and conducting of Board or committee meetings.

Whether you are a volunteer in a small ministry or a larger and more formal structure, efficient management and accountability to your members and supporters of the organisation are essential elements of its operation. Even if your Board or Committee of Management has quite brief and informal meetings, it is still important that proper procedures are followed, that outcomes of the meeting are documented and a formal record of proceedings is appropriately circulated and stored.

How the guide is organised

This learning guide is divided into three sections:

Section One – Introduction to the learning guide.

Section Two – Learning materials covers the skills and knowledge involved in managing a Board meeting. It offers a range of learning activities you can do in order to practice and further develop the skills and knowledge of your board members.

Section Three – Suggested answers to learning activity questions.

What topics are covered?

There are six topics covered in the learning materials section.

1. How do Boards and committees of management operate?
2. Planning a Board meeting
3. Conducting a Board meeting
4. Confidential business
5. Taking minutes
6. Monitoring the outcomes of the meeting and reporting back to the Board members

Each topic comprises an introduction to the skill and knowledge area and learning activities that you can use for a number of purposes:

- To learn and practice new skills
- Test your knowledge of how to manage a Board meeting
- To reflect on what you have learned
- To check your progress as you work through the materials

The learning activities are varied so you can select those you feel are best suited to your learning style and work situation. You may choose to do one or

all of the activities. You may do the activities on your own or as part of a group; the choice is yours.

You do not have to work through the guide from beginning to end. You can start and finish wherever you wish.

Each learning activity is accompanied by the heading:

LEARNING ACTIVITY NO.

Learning activity name

In some topics, in addition to learning activities there are a number of shorter activities you can use to check progress and note any areas you particularly want to follow up.

QUESTION

How you use the learning resources is up to you. You may have access to resources provided by your organisation you are working with and these will be more relevant to your situation. In this case, you may choose to use such materials together with those provided here in order to compare and contrast different ways of working.

Working out your current skills and knowledge

The first activity in this learning guide (see section two) includes a self assessment activity. This involves answering a set of questions about key aspects of managing a Board meeting.

By making a personal judgment about what you can do and how well you can do it, you can select from the topics you want to study, rather than having to work through areas you already know.

The self-assessment activity is based on three questions:

- What skills and knowledge do you have?
- How well can you perform these skills?
- What evidence can you provide to demonstrate what you know and what you can do i.e. your current skills and knowledge and current competency?

If you can produce evidence of current skills and knowledge in an area covered in the learning topics, it will be useful when you are working in a team to increase the knowledge of you board members.

Using the learning materials

Selecting learning pathways

How you decide to use these learning materials depends on your own situation and needs. Once you have completed the self-assessment activity in Section

Two, you can use the results to assist you in selecting the topics that you want to focus on.

If you have prior experience in managing meetings then you might just dip into the materials to refresh your memory. If this is a new experience, or you are planning to get involved in a volunteer capacity in the future, then you can use the materials as a self paced guide and work through each topic step by step.

Setting up a learning system

When you turn to Activity 1 in Section Two of the learning guide, you will find a step by step guide to setting up a system to manage your learning. In completing the activity you will set up a record book and perhaps a journal, develop a template for collecting terminology, set up a contact list and work out where you can get access to additional learning resources.

Finding and using learning resources

In addition to this learning guide, there are three resources to help you develop your skills and knowledge about managing a Board meeting.

- The first and most important resource is access to a not-for-profit volunteer organisation so that you can talk to current Board members about how they carry out their roles and responsibilities.
- Secondly, because you will need to be able to read and comprehend quite complex legal documents in order to develop the skills and knowledge to be a Board member, we recommend that you find someone who can act as a coach in your learning.
- Thirdly, you may need occasional access to a library for further reference materials. A public library will also be able to provide you with access to the Internet if you do not have a home or work computer.

Finding and using the resources of a not-for-profit organisation

It is likely that you are already involved in volunteer work, in which case you need to look no further than your own organisation for the resources you will need.

If you are already a member of a Board, then you should talk to your fellow members and use this learning guide as a resource to assist you to carry out your responsibilities.

It would also be useful if you can find one or two people able to act as your coach. Ideally this would involve someone on your own Board and someone involved in another organisation. This way you have more than one point of view to consider. If you do find someone from another organisation willing to help you and act as a coach, you will need to be careful to maintain confidentiality about any organisational matters discussed between you.

What you should try to do is get feedback on your performance as a Board member from fellow members. It is also valuable to reflect on your work in the context of the material in this guide and to ask yourself if there are ways you can improve your own performance.

Finding a coach

Anyone who is an experienced Board member and has the time to assist you can be a coach – they do not need to be a qualified teacher.

NOTE TO COACH

There are notes to assist coaches included with some of the learning and assessment.

Tips for coaches

Being a coach to someone who is using this learning guide to develop their skills and knowledge about volunteering in a Board involves using your own experience to help the learner to work through learning activities. There are no hard and fast rules about being a coach; it all comes down to what suits you and the learner. The most important aspects of coaching involve establishing a positive and supportive relationship with the learner and being able to communicate freely about the relevant areas of skill and knowledge.

The most important attributes for a coach to possess are good listening skills, the capacity to ask questions, a positive and encouraging attitude and a general knowledge of the area of learning.

You do not need to be an expert! You may find that you are unable to answer a question posed by the learner you are working with. However, when/if this is the case, you will probably be able to help the learner find the answer, by referring them to someone else or to the relevant information in a library or on the Internet.

Below is a list of the sort of strategies a coach may use:

- Get to know about the learner's interest in the area they have chosen to study;
- Use a range of questioning techniques to guide the learner towards the ideas and answers they are searching for rather than directing the learning.
- Put yourself in the learner's shoes; ask yourself what you would find helpful.
- Be encouraging and non-judgmental; remember your role is to help – you do not have to assess the learner's capabilities.
- Help the learner to plan their learning; you don't need to be a qualified teacher to do this – your own experience as a work based learner will have provided you with planning skills.
- Avoid the temptation to step in and do it for the learner.
- Encourage the learner to self-assess and to reflect on their learning.

Where to start

If you have agreed to take on the role of coach, the best place to start is by talking to the learner and reaching an agreement on how the coaching/learning relationship should work. This may include agreeing on times to meet, strategies for maintaining contact – for example by email or a catch up phone call. You may both decide that the best strategy is for the learner to make contact when they need help, in which case you will need to set some parameters as to how often is reasonable, when suits you best and how much time you can afford to commit to the project.

The next thing to do is familiarise yourself with this learning guide. You might decide to work through a topic with the learner to see that you share a general understanding of how you can work together.

Where to go for further help

There are numerous sites on the Internet that provide tips for coaches and mentors, a sample of which are listed below. You may also wish to contact an RTO in your area to see whether they offer workshops and training programs in coaching skills

<http://www.coachingnetwork.org.uk/>

<http://www.veac.org.au/tchment.html>

<http://www.aimqld.com.au/career/coaching.htm>

<http://www.wit.org.au/projects/mentoring/mentorkit/Tips.html>

<http://coachingandmentoring.com/>

Working with colleagues and friends

This may include talking to fellow volunteers who have experience in planning and managing Board meetings. Work colleagues, family members, friends, neighbours and other members of your community may also have ideas, experience and contacts that will be useful to you.

Often you will find that people who have reflected on their own experiences can provide you with valuable practical advice that might otherwise take some time to find in a written resource. It is however, always wise to check your sources and not to rely solely on one source of information and advice.

Observation and practice

One of the essential resources for using this learning guide is an organisation where you can observe Board meetings in operation and to see how agendas are drafted and minutes prepared and distributed. While you can learn a lot by reading authoritative sources, there is no substitute for seeing what happens in a real life situation.

And once you have had the experience of observing others in action, the best way to develop your own skills and knowledge is to put them into practice as a Board member.

Make sure you keep a record of any meetings you attend and/or organise all of your own reflective comments.

These notes will be a vital resource for you in your future work as a volunteer and perhaps in the paid work force.

These notes will also contribute to evidences need if you wish to apply for formal recognition of your skills and knowledge.

SECTION 2: LEARNING MATERIALS

Glossary of terms

1. Volunteering terminology

The following definition from Volunteering Australia explains what the term 'volunteering' means: *Formal volunteering is an activity which takes place through not-for-profit organisations or projects and is undertaken:*

- to be of benefit to the community and the volunteer;
- of the volunteer's own free will and without coercion;
- for no financial payment; and
- in designated volunteer positions only.

There are two key terms used to describe the organisations in which a volunteer may work:

- A volunteer involving organisation, or
- A not-for-profit organisation

These two terms essentially mean the same thing according to the definition of volunteering on the Volunteering Australia web site:

Volunteering is an activity performed in the not-for-profit sector only.

The term volunteer involving organisation is used to differentiate between those not-for-profit organisations that involve volunteers in their activities from those which only employ paid staff.

In this learning guide we have used the term 'not-for-profit' organisation in most cases, because it is the more widely known term, but we do also refer to volunteer involving organisations when appropriate.

2. Glossary of terms used in Manage a Board meeting

TERM	MEANING
Accountability	Obligation of organisations to demonstrate to tax payers and other stakeholders that work has been conducted in compliance with agreed rules and standards.
Amendment	Any proposed alteration to a motion for resolution as it moves through the process of discussion and debate.
Articles of Association	Regulations for governing the rights and duties of the members of an organisation. Articles deal with internal matters such as general meetings, appointment of directors, issue and transfer of shares, dividends, accounts and audits.
Board of Management	The governing body with responsibility for ensuring that the organisation complies with legislative requirements and conducts its business according to the constitution of the organisation. May also be known as 'Committee of Management' or 'Board of Directors'.
Committee of Management	See above – may also be simply referred to as the committee.
Constituency	The group eligible to vote. For example, in a state election the constituency are those adults in each seat who are on the electoral roll. In an incorporated association, the constituency may be the community,

	people who pay money and take out membership of the association or members of the sporting teams of an organisation.
TERM	MEANING
Co-option of Board members	Provision for people to join a Board of management through election by existing Board members. This may be to provide specialist input or replace a member who has resigned between general elections.
Elected member	Someone who is elected by the Board of the organisation to the Board or committee.
Ex-officio member	Someone who is on the Board by virtue of their position – such as the paid manager of a not-for-profit organisation.
Governance	Exercising authority.
Motion or resolution	A proposal for action voted on by members of a Board or committee.
Mover (of a motion)	The Board member who recommends (moves) that the Board adopts a motion for action (or resolution).
Not-for-profit organisations	Those organisations and programs whose primary purpose is social and reinvests any financial surplus into the provision and development of services and products.
Office bearers	Those Board/committee members who are selected or elected to take on specific duties. These include the chairperson, secretary and treasurer.
Proxy/proxies	Written authorisation to act on behalf of another person, especially for voting purposes, if allowed under the Rules.
Protocol	A way of behaving that respects the customs and laws of the people you are dealing with in a way that is relevant to them.
Quorum	A set number of people that must be present for a meeting to be legally valid.
Rescind	To reverse a decision taken on a motion.
Seconder	The Board member who seconds a motion.
Standing orders	A set of standard rules and procedures for the way a meeting is conducted and motions or resolutions dealt with.
Tabled items or papers	Agenda items that have not been put on the agenda or papers that have not been previously circulated and which are announced or produced at the meeting – i.e. placed on the meeting table.

3. Glossary of terms used in standard meeting procedures and rules of decision making

MEETING PROCEDURE	DEFINITION / EXPLANATION
The motion	<p>A motion is a proposed resolution relating to any particular matter that happens to be before the meeting before it has been formally passed or adopted. A motion cannot be accepted if it merely expresses a view or opinion. Neither can a Board act on a motion that is not in accordance with its constitution or is illegal.</p> <p>Once a motion has been seconded it is the property of the meeting.</p>
Discussion and debate	<p>First the mover speaks about why they have moved the motion, then the seconder may speak or 'reserve their rights' meaning they can speak later. The chairperson then declares the matter open for discussion and calls for the members to speak for or against the motion. To maintain order members who wish to talk will indicate this by raising their hand. The chairperson would then in turn call for each person to speak.</p> <p>It is common practice that all statements made by any member during the proceedings be addressed to or through the chair.</p>
The resolution	<p>When the chairperson gets a sense that members have formed a view and nothing more need be said on the matter, the chairperson may have the Secretary read the motion and then put the motion by saying "all those in favour raise your hands"; "all those against raise your hands". When the numbers for and against have been counted, the chair declares the motion either "carried" or "lost".</p>
The amendment	<p>An amendment is an alteration to the original motion and may add or delete words to change the intended action, or perhaps to make the motion clearer. An amendment is moved before the original (or substantive) motion. If it is accepted then it becomes part of the motion. If not, it is said to 'lapse'.</p> <p>The mover and seconder may agree to accept the amendment in which case it can become part of the original motion without going to a separate vote.</p>
Voting rights	<p>The general membership of a Board usually has the right to a single vote, and the chairperson has a casting vote if there is an even number of votes for and against a motion. There are other options to deal with tied votes - the constitution of an organisation will determine how this is done.</p>
Leaving the chair	<p>The chairperson must oversee the process of debate and voting and they should not express a view from the chair. If a chairperson feels strongly about an issue under debate, they should temporarily leave the chair and hand over to someone else for the duration of the debate.</p>
An unruly meeting	<p>If a meeting becomes too unruly to maintain order, the chairperson has the option of adjourning the meeting. This will allow time for order to be re-established. In doing this, the chairperson would make an effort to gain support for the adjournment through a motion and vote. If this motion fails, the chairperson is entitled to exercise the right of the position and rule to adjourn the meeting to a reasonable time.</p>

MEETING PROCEDURE	DEFINITION / EXPLANATION
A motion to put the motion	<p>After a long period of debate another motion maybe moved that the motion currently being debated be 'put' to a vote rather than to hear any more discussion. In practicable terms the mover of this motion has made a decision and believes that decision to be the case of the majority of the meeting and wish to test this assumption with this new motion. No discussion is usually needed for this kind of motion. Once another person seconds the 'put' motion the chairperson is obliged to ask that the meeting vote on it. Should the motion be upheld, the original motion must be resolved by a vote immediately. If it is lost, the debate continues to its natural end.</p> <p>There is no time limit placed on 'put' motions during a debate or discussion but the chairperson would be entitled to overrule a 'put' motion if a reasonable amount of time has not elapsed to allow for a proper presentation of views by the Board.</p>
No confidence motion	<p>If a chairperson, or indeed any office bearer within a Board, is totally incompetent or even dictatorial and domineering, the meeting can remedy the situation in a motion of no confidence. This is a powerful instrument that should never be used unnecessarily.</p> <p>It is usual that all members of an organisation have an opportunity to participate in this procedure however; some organisations' constitution may provide that the Board itself may have the power to determine such a situation itself. The person in question stands aside from the position while the matter is being settled.</p> <p>If the vote of no confidence is upheld, the office bearer must resign and a new person is then appointed. If the motion is lost, the original person takes up the position again.</p>
Chairperson's ruling	<p>It is generally understood that any ruling made by a chairperson on a point of order may not be challenged unless the constitution or rules of the organisation provide for it. This highlights the importance of including these kinds of provisions in an organisation's constitution or rules. In terms of transparency and fairness, the best course to follow in volunteer organisations is to allow dissent through the process of putting a motion to the meeting. For simple matters only, the mover can speak for the motion with the chairperson responding with a reason of the ruling. The motion would then be put to a vote.</p> <p>After the matter is resolved the business of the meeting continues.</p>

LEARNING ACTIVITY 1

Getting started

There are two parts to this learning activity

- Setting up a learning system
- Assessing your current skills in and knowledge about, managing a Board meeting.

Setting up a learning system

Organising a work book

A work book can be used to take notes as you collect information and to record the learning activities you complete.

It is a good idea to use a ring binder as a work book so that you can insert pages and other resources (plastic sleeves with punched holes can be useful for this purpose).

Your work book can also be your record keeping system (see below). If so it is a good idea to have a contents page that you update as you go. When you add completed activities to the work book, label the activity with the name and number in the learning guide (e.g. Activity 2, Finding out about a volunteer organisation).

Keeping a record of your work

In the introduction to this guide we talked about collecting evidence of competency in case you wish to apply for recognition. If you keep a record of the activities you complete in this learning guide they can be included in a portfolio of evidence.

The other reason for keeping a record of your learning is as a resource for your volunteering work. It will be helpful when you participate in Board meetings as a general committee member and/or take on the responsibilities of an office bearer.

You may decide to keep completed activities and resources including definitions of terminology, checklists and tables and contact lists.

You may set up a manual record-keeping system in a ring binder or series of manila folders. You could set up an electronic record system using the indexing system of your computer such as Windows Explorer, or a database management program such as Excel.

What about a journal?

You may also want to keep a reflective journal. This might include ideas, thoughts about issues you encounter or records of discussions with friends and others who support your learning. If you do decide to embark on a journal, get yourself a smallish notebook that you can carry about with you to meetings and other events.

Dedicated journal writers also emphasise that it is important to have a notebook you enjoy writing in such as a drawing pad or something that distinguishes it from other notes and jottings. The important thing is to set up whatever suits your own needs.

Key terminology

Before you begin working through the topics you have selected based on your self-assessment, review the list of terms in the glossary. Ask yourself if you are clear on what each term means. If you are in doubt, ask for help in working out the meaning. This should ideally be from someone with experience on the Board of a not-for-profit organisation. However, if you are also a paid worker, you may find help from colleagues or your employer or supervisor.

You should also take a copy of the glossary and keep it in your work book/folder.

The Internet can also be a good source of information on just about anything, so get to know how to use a search engine. The most common search engine is Google (<http://www.google.com.au/>). For example, if you select 'Advanced Search' in Google and in the section called 'with the exact phrase' type a phrase such as "definition of governance", you will receive links to numerous web sites offering a series of definitions of that term. You can then browse through the definitions to find the term used in context.

Organise a template to build your own glossary

We have only included a small number of key terms in this learning guide. As you learn how to manage a Board meeting you will come across other terms that you need to remember and use. To do this we suggest you build your own glossary and keep a record of new terms in your record book.

Set up a table similar to that used in the glossary here, with different columns for the terms and their meaning. This way, you can list terms you don't know as they arise and then insert the definitions as you find them.

Setting up a contact list

In Section One we made the point that there are two essential resources for learning using this guide – access to a library and to a not-for-profit organisation. You may already have both of these in hand, but if not, now is the time to get organised.

First, locate your organisation. Using the suggestions in Section One, find the name and contact details for the president, chairperson or secretary and make contact in person or by phone, email or mail. Ask if they might be able to help you and/or that they suggest someone else who can.

You may decide to ask more than one person and organisation to help. This way, you may get the opportunity to attend more than one Board meeting and see how different organisations interpret the rules of incorporation to suit their own needs.

If you are working with a small group of other volunteers to learn about managing Board meetings, you may decide to pool your resources, including people who are willing to help.

As you find suitable sources of support, record their contact details and keep this as part of your record of learning.

Finding a library or other collection of resources

If you have a local library and have not been there, take a visit and check whether they have any resources that may be useful. If in doubt ask the librarian on duty – they will know where to look and how to go about getting books from other libraries.

Other possible collections of resources include the Internet, local not-for-profit organisations, Volunteering Australia and your state volunteering association.

When you have found one or more sources of resources put the details in your contact list.

When you have completed these activities you should have the following resources ready to go:

- A work book or folder;
- Somewhere to record and store resources, notes, completed learning activities and other forms of evidence of competency;
- A copy of the glossary;
- A template for adding terms to the glossary, and
- A contact list and template for adding contacts.

Now work through the self-assessment activity on the following page so you can work out which topics you wish to focus on.

Assessing your current skills in and knowledge about, managing a Board meeting

- Are you a member of a Board or committee of management in a not-for-profit organisation?
- Are you or have you previously been a member of a Board or committee with decision making authority in your paid work?
- Have you attended Board or committee of management meetings or meetings of your local council?

If you answered 'yes' to one or more of the above questions, there is a good chance you already know something about how Boards and committees of management work. You may already be skilled in some aspects of organising and conducting meetings.

So first, check your current skills and knowledge. All you have to do is fill in the table by:

1. Ticking either column 1, 2 or 3 under the heading 'How well can you do this?' using the following key:
 - 1 = I feel quite confident that I can always do this
 - 2 = I might sometimes need some help
 - 3 = I have no experience in this area
2. If you have answered '1' or '2' to one or more questions, then think about whether you have any evidence that you can perform these tasks. If so, complete column 3 by jotting down brief notes about what this evidence is.

NOTE 1:

Evidence can be in the form of a document – you may have records from previous work, for example:

- Reports you have written
- Notes from phone conversations
- Logbooks or diary entries

You may be able to get someone to write a report on your competency (this is called third-party evidence).

You can also collect evidence by showing someone what you can do.

Self-assessment: Managing a Board meeting

NAME:	
DATE:	
NAME OF ORGANISATION: (if applicable)	

Key to completing columns 1, 2 and 3 titled "How well can you do this":

- 1 = I feel quite confident that I can always do this
- 2 = I might sometimes need some help
- 3 = I have no experience in this area

Plan a Board meeting				
Can you/do you know how to ...?	How well can you do this?			What evidence do you have to demonstrate this?
	1	2	3	
Prepare an agenda that reflects the business of the meeting, with consultation between the Chair, Secretary and Manager.				
Issue invitations to guests.				
The date, time and location are determined and members and guests are informed.				
Plan and implement transport and other arrangements to maximise attendance, e.g. food				
Circulate back ground papers prior to the meeting in an appropriate form and with adequate time for members to prepare for the meeting.				

Conduct a Board meeting				
Can you/do you know how to ...?	How well can you do this?			What evidence do you have to demonstrate this?
	1	2	3	
Begin the meeting when there is a quorum				
Rules and cultural protocols are followed				
The meeting agenda and time frames are followed				
Opportunities are provided for participants to listen, speak and respect different views				
Difficult situations arising are managed by the Chair				
Decisions reflect participants' views using an agreed decision-making process				
Develop and document an action plan				

Identify confidential business				
Can you/do you know how to ...?	How well can you do this?			What evidence do you have to demonstrate this?
	1	2	3	
Advise Board Members where confidentiality is to be observed				
Declarations are sought for potential and real conflicts of interest				

Ensure minutes are taken				
Can you/do you know how to ...?	How well can you do this?			What evidence do you have to demonstrate this?
	1	2	3	
Appoint a minute taker				
Record those present and apologies				
Record those who moved and seconded each motion, the discussion and the vote.				
Have the Minutes approved by the Chair				
Provide minutes to Members and guests as appropriate				
Store minutes adequately to ensure access				

Monitor the implementation of decisions				
Can you/do you know how to ...?	How well can you do this?			What evidence do you have to demonstrate this?
	1	2	3	
Make sure that relevant people know what decisions were made.				
An action plan is monitored to ensure completion.				
Reports of outcomes of implementation are presented at Board meetings				

How did you go?

For questions where you have ticked column 1 and have also been able to say what sort of evidence you could provide to demonstrate your skills and knowledge, you may wish to skip the associated topics in the learning guide – at least initially.

Where you have ticked column 2, then you have some knowledge of and skills in the area so you might want to read over the topics to refresh your memory then see how you go on the assessment activities.

If there are questions about managing a Board meeting to which you have ticked column 3, then these are the topics you should concentrate on in the following learning materials.

Topic 1: HOW DO BOARDS OF MANAGEMENT OPERATE?

1.1 What does a Board do?

The Board or committee of management of an organisation is the body responsible for the governance and management of the organisation. Whether this body is called a Board or a committee depends on the nature of the organisation and its history, and perhaps the terminology used in the articles of association or constitution. In this learning guide we have adopted the term 'Board' to refer to both.

By governance we mean making sure that the rules and regulations of the organisation – its articles of association - are followed and that all legal obligations are adhered to. The Board is accountable to members of the organisation and any other stakeholders for the decisions it makes and for the smooth running of the organisation.

The on-going management of the organisation involves making decisions about how the organisation will operate in order to achieve its goals and carry out its roles. It also means ensuring that these decisions are carried through properly in accordance with the Board's decisions and the organisation's relevant rules and regulations.

Usually the Board itself does not carry out the day to day management of the organisation – this is done by a manager appointed or employed by the Board. However, the Board is responsible for monitoring the work of the manager and others who carry out work for the organisation.

In a not-for-profit organisation and other agencies that involve volunteers, the Board is made up of volunteer members. As a volunteer worker in an organisation you may be elected to the Board and asked to take on specific roles, such as organising the Board meetings.

The number of Board members is usually set by the constitution or articles of association and is also influenced by the size of the organisation.

1.2 Who can be a Board member?

People with an interest in the goals and objectives of the organisation are generally eligible to become a Board member. Boards tend to be comprised of people who have worked as a volunteer for the organisation. However, an organisation may seek out specific people to become Board members because they have particular skills or are influential and able to build support for the organisation.

The members of Boards of management in not-for-profit organisations are usually elected by members of the organisation and/or the community it works

in. Board members may also be invited by existing Board members or may be nominated by stakeholders. For example, if the state government or local council provides major funding to an organisation on an ongoing basis, they may nominate someone to be on the Board so that they can readily monitor expenditure of the funds.

1.3 What do Board members do?

There are some general responsibilities that apply to **all** Board members.

These include:

- Making sure that the organisation complies with its constitution or bylaws, such as those regarding the calling and holding of meetings,
- Acting in the best interest of the organisation,
- Exercising care, skill and diligence in carrying out the role of being a Board member, and
- Ensuring that the organisation maintains its sense of purpose and direction.

Board members are also responsible for specific tasks, such as:

- Ensuring that the business of the organisation is carried out legally and in accordance with its constitution and articles of association,
- Preparing an annual budget and an audited financial statement and presenting it for approval at the Annual General Meeting,
- Regularly monitoring expenditure against the budget, and
- Taking out appropriate insurance to ensure that the organisation's property and members are protected and that public liabilities are covered.

In addition, because Board members are legally responsible for the proper operation of the organisation, members should be insured against their own liability.

In small organisations, Board members may also supervise and support the Executive Officer or Manager of the organisation as well as other staff who maintain the organisation on a day to day basis.

In addition to these general responsibilities, some members take on specific duties as office bearers of the Board. There are three important office bearer duties that ensure the Board and its meetings run smoothly – that of the Chairperson, Secretary and Treasurer. These office bearers need to work closely together to manage the business of the Board and liaise with the executive officer or manager of the organisation to make sure that Board decisions are carried through.

The Chairperson is the overall leader of the Board and is responsible for making sure that all aspects of a meeting run smoothly in accordance with both the agreed meeting procedures and the role and function of the organisation. The chairperson leads the meeting and maintains order, making sure that the

agenda is followed, decisions and key points are recorded in the minutes and that everyone has a chance to speak. They also ensure that the agenda runs according to the time allocated to each item.

For ministries, the chairperson should always be the Senior Minister of that organisation.

The Secretary is responsible for the administration of the Board. The secretary will make arrangements for meetings and also keep the records of the organisation. They ensure that meeting minutes and financial records are properly maintained.

The secretary will usually:

- organise the venue of the meeting,
- prepare the agenda and other documents for a meeting,
- issue invitations and notices of the meeting,
- make arrangements for catering and transport,
- either take minutes or ensure a minute taker is appointed,
- distribute the minutes and other relevant paperwork,
- monitor action arising from decisions taken, and
- monitor and act on correspondence.

The Treasurer is responsible for the organisation's financial matters. In smaller organisations this may involve keeping the financial books in order. In large organisations the treasurer may work on behalf of the organisation with an accountant and/or auditor. In all incorporated bodies the treasurer is responsible for making financial reports to the Board.

In some organisations there is a **Vice-chairperson** who does the work of the chairperson if they are absent. It is also useful to have a vice-chairperson to take over a meeting should the chairperson temporarily step down from the chair to become a speaker to a motion, or absent themselves due to a conflict of interest.

If the organisation has a **Minutes Secretary**, this person's sole responsibility is to record the minutes of a meeting. As this means that the minute's secretary has to listen very carefully to what is being said, they do not usually participate fully in the discussion. In small organisations the task may be rotated so that all Board members have an opportunity to participate. In large organisations a minute's secretary from outside the Board may be appointed. This appointment is funded by the organisation.

The Executive Officer is usually the person responsible for carrying out the policies and plans decided on by the Board and overseeing the day to day operations of the organisation. The level and scope of the role of the executive officer depends on the size and type of organisation. In a larger organisation, they may supervise a number of staff where the work is being delegated to the people with the appropriate skills. In a small organisation, the executive officer may be the only employee.

On our board all board members when they are appointed sign a covenant agreement to the rules and regulation that we maintain. They are; that a board member is responsible for the bills incurred by the organisation if by any chance the finances and income of the organisation cannot meet those bills. Also that if there is a position not fulfilled by any person running a program that was implemented by the board, then a board member will fill that role until an appropriate person is appointed. Every board member is a tither and a regular attendee.

1.4 Why have Board meetings?

Board of management meetings are where decisions about the business of the organisation are made.

The Board meeting is the visible face of decision making for the organisation. Decisions made by the Board, and the names of the Board members who move and second motions for action are recorded in the minutes. In this way, anyone associated with the organisation or otherwise affected by decisions can see how and why it was made.

The Board meeting is also the place where any problems being faced by the organisation are discussed and resolved and where concerns about the operations of the organisation would first be raised. Here are some of the matters that could be part of the business of a Board meeting:

- Organising activities
- Deciding how to spend money
- Sorting out problems
- Hearing Reports
- Meeting legal obligations
- Discussing funding applications
- Planning for the future
- Passing on information
- Talking about new ideas
- Setting the annual budget

LEARNING ACTIVITY 2

Finding out about a not-for-profit organisation

Find out about a local not-for-profit organisation and gather some basic data about what it does and how it operates.

You can choose an organisation from a number of options:

- Use the organisation you work with
- Select an organisation featured in the case studies
- Find an organisation on the Internet or through a local community directory
- Ask a friend or colleague who is a volunteer and who knows about the structure and role of the organisation

Answer the following questions and record your answers in your journal or record book.

1. What is the name of the organisation?
2. What does the organisation do – what are its goals and objectives?
3. How long has the organisation existed? Has its role stayed the same or has it taken on new functions over time as needs and interests have changed?
4. What is the legal status of the organisation – for example is it an incorporated association, or a not-for-profit company?
5. Where does the organisation get its funding from?
6. How many Board members are there and how did they become members?
7. How many office bearers are there?
8. How closely might Board members work with the executive officer or manager?

Checking answers and getting feedback

One way to get answers to these questions is to talk to an experienced Board member from your contact list. If, for example, you get the information about an organisation from a web site or information booklet, you might make contact with the nominated contact person to check details not available in your primary source.

NOTE TO COACH

A useful way to explain the concepts covered here is to give examples based on organisations you are involved with.

There is no single answer to question 8. One or more examples could be provided to make the point that the way Board members and paid staff work together can vary according to the rules and culture of the organisation.

LEARNING ACTIVITY 3

Identifying the business of the Board

Select two not-for-profit organisations.

You can select these organisations from a number of options:

- Select the organisation you work with
- Select the organisation you used for Activity 1
- Use one or two organisations featured in the case studies
- Find organisations on the Internet (e.g. from those listed in Section Three) or through a local community directory
- Ask a couple of friends or colleagues who are volunteers and who know how Boards function

If possible, select organisations with different goals and roles. For example, a sporting association and a welfare organisation and find out how the Boards of the two organisations operate:

- How often does each Board meet?
- Who decides when and where the Boards will meet? For example, are the dates and venues agreed by the membership at the Annual General Meeting or do the office bearers decide on possible dates and let other members know?
- What is the regular business of the Board and how is it decided? For example, do the office bearers meet to decide or is there a general framework agreed annually and/or according to the constitution? Does the membership of each Board nominate specific items at one meeting that are to be addressed at the next meeting?
- How does each Board ensure that it is meeting its legal obligations?
- Compare the answers to these questions for each of the organisations: Do they have similar or different ways of operating? How would you explain these similarities and differences – are they the result of the constitutions of the organisations, their size, function, membership or other local factors?

Write the answers to these questions in your workbook or folder.

Checking answers and getting feedback

The best way to get answers to these questions is to talk to an experienced Board member from your contact list. If, for example, you get the information about an organisation from a web site or information booklet, you might make contact with the nominated contact person to check details not available in your primary source.

Topic 2: PLANNING A BOARD MEETING

The secretary of the organisation usually has responsibility for planning Board meetings. There are a variety of tasks involved in performing this duty. In a large organisation, the secretary may be able to call on paid staff to do many of the tasks so that their own role is more one of a supervisor. In small not-for-profit organisations where the secretary has to carry out all tasks, they may call on other Board members to help.

Here are the tasks involved in planning a meeting:

- * Working out what items of business are to be discussed – this may in part be set by the previous meeting and any ongoing business, and in preparing the agenda;
- * Organising the priorities for the meeting and placing them at the beginning of General Business;
- * Setting a time limit for discussions;
- * Contacting Board members to see if there are any issues they want raised;
- * Checking agenda items with Board members;
- * Making sure that the treasurer has completed a financial report;
- * Setting the date, time and place for the meeting and booking a room if necessary;
- * Working out whether any guests need to be invited and making sure letters of invitation are drafted;
- * Making sure that notices of the meeting are distributed to members;
- * Preparing and circulating background papers;
- * Recording apologies sent in before the meeting, and
- * Organising catering and ensuring all members can get to the meeting and access the venue.

In short, this means working out the What, Where, When, Who, and How of the meeting.

2.1 What, where and when: Preparing the agenda and setting the time, date and place

The Agenda lists what will be covered at the meeting. It also advises members, and others who might be in attendance, of the date, time and place of the meeting. Board meetings are commonly organised by the Secretary, in consultation with the chairperson. Other Board members may also be involved in planning tasks.

The timing of Board meetings will be determined by the rules of the organisation. They may be held quarterly (four times per year) but monthly meetings are more common. Most constitutions also make provision for extraordinary meetings (if a major issue is raised between meetings) and each organisation will also have an Annual General Meeting.

Usually, the time of the meeting and the day of the week on which it is held are determined in advance by the entire Board so that members can schedule meetings into their diaries.

Standard agenda items

Agenda heading	Purpose and examples
The name of the meeting	FWI Committee of Management Meeting
The time and date of the meeting	6.00 – 8.00 PM, Thursday 15-4-10
Place of the meeting	FWI room 1 16 Johns Rd Slacks Creek
Opening of meeting	For the Chairperson to welcome Board members and visitors
Present and in attendance	To record the names of people attending. To note and accept proxies for people not present (if proxies are allowed under the Rules)
Apologies	For people who have advised they can't attend the meeting
Minutes of previous meeting	To accept or amend the previous minutes
Business arising from the minutes	To enable discussion of items of business from the last meeting that may need further action. (NOTE: Items may be postponed to general business if they require a lengthy discussion)
Correspondence	To deal with correspondence written to, and by, the Board
Business arising from correspondence	To enable discussion of important issues in the correspondence
Treasurer's report	To hear and discuss the treasurer's report on income and expenditure
Other reports	To hear and discuss reports from other people – for example reports on projects being undertaken by the organisation or on issues raised by Board members and followed up by a subcommittee and/or by organisation staff.
General (or New) business	To go through agenda items at the meeting in the order they are to be discussed. (NOTE: The agenda might include provision for a time limit for each item)
Other business	So people can bring up topics not listed on the agenda. Items of other business may be called for at the start of the meeting or listed as a result of discussion in other items.
Next meeting	To decide or confirm the time and date of the next meeting
Close of meeting	To end the meeting, and note the time the meeting finished

LEARNING ACTIVITY 4

Test your knowledge of the agenda

The chairperson and the secretary of Faith Works International are putting together the agenda for the next meeting of the Board.

Use the following scenarios to work out which agenda heading each item raised in the scenario would be listed under.

Scenario	Agenda heading
The chairperson asks the meeting if the minutes are correct	
The secretary of the Board knows that a Board member wants to make sure that the cost of the end of season trip is discussed at the next meeting	
Board member A is allowed to vote for Board member B who is absent but who has completed a proxy form	
The manager employed by the Board wants to report to the Board on the community involvement project she has initiated	
The chair wants to welcome a visiting official from RHEMA Family Church Slacks Creek	
Board member B has let the secretary know that he cannot attend the meeting	
Board member D wants to ask how the funding proposal that was agreed on at the last meeting is progressing	
The secretary wants the Board to know that someone has written to complain about the noise made by players leaving the ground after mid-week practice	

* Answers to this exercise are available at the end of this section of the guide.

2.2 Schedules and notices of the meeting

If the time and date of Board meetings are decided in advance for the coming year, you can provide each member with a schedule for the meetings. The schedule could be presented as a table, for example:

Sample schedule

Faith Works International			
Schedule of Board meetings for 2014			
Meeting No:	Date	Time	Place
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Even when meetings are decided in advance, it is wise to note the time of the next meeting during the current one. Likewise, send a notice of the up-coming meeting to members along with the agenda and any associated paperwork.

If the up-coming meeting is determined at each meeting then a Notice of Meeting must be given to members. The rules of the organisation will determine how Notices of Meeting are given. A notice can be given verbally (at a Board meeting or by phone) or in writing as a mailed letter, fax or email.

2.3 Issuing invitations

There are a number of reasons why you might invite one or more guests to attend a Board meeting:

- Perhaps the organisation is working on a joint project with another organisation and the President of that organisation is invited to share in the progress reporting;
- Government representatives might be invited to talk about funding;
- A local councillor may attend to discuss the organisation's role in the local government community support program.

The decision to invite someone to a Board meeting will usually be made whilst discussing a particular item of business. The secretary will be asked to issue an invitation to the guest(s), and to organise transport and accommodation if necessary. The Board may decide to invite someone to attend for a particular item only.

The invitation may be issued verbally (by phone or in person) or in writing. If you are inviting someone who has been involved with the organisation and who may have previously attended a meeting, a verbal invitation may suffice. If the person is not associated with the organisation, or this is to be a formal discussion of important matters, a written invitation would be more appropriate and include the letter in the minutes.

There are other advantages to a written invitation: everyone can be clear on the purpose of the invitation, the person being invited has a record of the time and place of the meeting and what is required of them, and the organisation has a record of the invitation for their own files.

A letter of invitation need not always be formal – it depends on the relationship between the Board and the guest. The aim is to be courteous and welcoming. Remember that you may be inviting someone who is very busy, so make provision for some alternative dates and times. The Board may even decide to start the meeting at a different time in order to fit in with a special guest. The following invitation checklist can be used as a guide to drafting letters of invitation.

Invitation checklist

1. Date, time and place of the meeting
2. The name of the person who will be meeting the visitor
3. Any protocols that should be observed
4. How long the meeting will take and how long the visitor needs to stay for if they are needed for only part of the meeting
5. The purpose of their attendance. It could be:
 - as an observer
 - to brief the Board on the outcome of discussions with the visitor's organisation
 - to provide information
 - to participate in a planning session
 - to add specialist expertise to a discussion.
6. The name and telephone number of someone they can contact with questions about the meeting
7. Any other important information not contained in the agenda, such as travel arrangements, catering to be provided, accommodation available and so on. Some nice comments to encourage people to attend the meeting. For example, 'I hope that you will be able to join us at the

meeting to continue to build the fruitful relationship between our two organisations’.

8. A copy of the agenda
9. A request for the visitor to let your organisation know if they can attend the meeting. For example, ‘Please telephone us on (07) 3208 6000 by 10 April 2010 to advise if you can attend this meeting.’ Or ‘Please let me know by email if you can attend’.

LEARNING ACTIVITY 5

Drafting a letter of invitation

As the secretary of Faith Works International, you have been asked by the Board of management to invite the Director of the Capitol Theatre Arts Institute to attend a forthcoming meeting to discuss ways that the theatre group and the Ministry might work together.

There have already been some preliminary discussions between the theatre group and the Ministry about how the two might cooperate, as the Institute has made it known that it would like to be able to support the development of local talent and sponsor regional events.

The Board is particularly keen to see young Faith Works International members studying at the Institute, and has already canvassed the possibility of an annual community scholarship with the Shire Council and the local secondary college.

In addition, the Board would like to know whether the secondary college council is prepared to formalise an agreement between the two organisations for sponsorship and an actor exchange program.

Drafting a letter

Draft a letter inviting the Director of the Theatre Arts Institute to the meeting. You can use the invitation checklist as a guide. Also remember, as the Director will be travelling from a city 350 kilometres away, you will need to make arrangements for accommodation and may also be offering to assist with travel.

Getting feedback on your letter

There is a sample letter of invitation using this case study in Section Three of this learning guide.

You might also show your draft to someone who is willing to comment on the letter from the perspective of a recipient. Ask this person to comment on whether they think the tone is appropriate and whether they would be clear on what was being asked of them from the contents of the letter.

When you are satisfied that your draft is complete, place a copy in your work book or electronic record system.

2.4 Circulating and tabling background papers

Background papers are documents that support the discussion of agenda items and are circulated as an attachment to the agenda.

Background papers may provide financial and other data on which to base decisions and opinions that can inform the debate on an issue. They could include research papers, reports, and letters and media articles. The minutes of the previous meeting and the financial report are examples of regular attachments.

Background papers can be tabled at a meeting. However, this does not give members time to read and absorb the meaning of the document, especially if the document is lengthy and/or complex. If valuable information arrives too late to be circulated, then the chairperson (or whichever member has received the document) may seek leave to table it. If the document is brief – for example, financial figures or a short letter - the member tabling the document can talk other members through it. If a lengthy tabled document was considered to be very important to the decision to be made, debate on the item may be deferred to a subsequent meeting, or time given in the meeting to reading the document.

Formatting considerations

You may find it useful to organise a meeting folder for yourself that can hold the agenda and other paperwork. A numbering system and colour tabbed inserts can help to organise the papers.

If you are the secretary of an organisation you may decide to provide each member with a meeting folder.

LEARNING ACTIVITY 6

The role of background papers

Here are four meeting scenarios:

- A Regional ministry is holding its regular monthly meeting. The Board has recently completed the selection process for a new administrative officer and needs to consider the recommendations of the selection panel and make a decision on whom to appoint.
- The Regional Director of Faith Works International has agreed to attend the Hinterland Outreach Group Board meeting to update members on the progress of discussions about the sponsorship agreement.
- The Rural Fire Service has convened a special committee of management meeting to discuss a recent series of grass fires that they suspect were deliberately lit. They have decided to invite the Captain of

a neighbouring brigade and the Sergeant in charge of the local police station.

- South coast Community Group has its regular meeting in three weeks. They have just completed a project to update the community directory that was funded by the local council.

Complete the following activities and record your responses in your work book:

- For each of these scenarios, describe what background papers need to be prepared.
- As secretary of the Board, describe how you would ensure that the papers are prepared on time in order to be circulated with the agenda. Given that this will involve contacting others responsible for preparing the papers, describe how you would go about coaxing without pressuring.
- What options do you have if a background paper is finished too late to be circulated with the agenda? Do you need to postpone the item or are there other ways around the problem?

Checking your responses and getting feedback.

There are guidelines to completing this activity at the end of this section of this learning guide.

Consider asking if a member of the Board of an organisation you are associated with would mind reviewing your responses to this activity.

2.5 Organising transport and accommodation

The need to organise and pay for transport and accommodation for Board members and guests depends on:

- The organisation's policy about reimbursement of travel and accommodation costs;
- Location and local needs – perhaps there are Board members without a car in an area where public transport is limited, and
- Whether there are members and guests who need to travel from remote areas.

You may need to do no more than check on members circumstances and make sure they have the local bus or train timetable. If they do not have their own transport, ensure that someone else can pick them up.

As secretary you need to make sure that members are aware of the policy on reimbursement of costs. If you are writing to invite someone to a meeting, you should advise them on what costs can be covered. For example: "Please let me know if you would like me to make travel arrangements for you. If you have your own transport, we are able to reimburse your costs at the rate of 65 cents per kilometre".

2.6 Making catering arrangements

Providing Board members and guests with appropriate refreshments is both a common courtesy and a small sign of recognition to those attending that their contribution is valued.

Having tea and coffee and biscuits available before the Board meeting starts can be an encouragement for people to arrive early and use this time to informally catch up with their colleagues and friends. It can set a welcoming atmosphere and may help the meeting get off on the right foot. On the other hand a pre-meeting coffee can delay the start of the meeting so you need a strategy to curtail conversation and get everyone around the meeting table.

Having a break for refreshments, particularly during a long meeting offers participants a chance to stretch their legs and renew their energy for the remaining items on the agenda.

Alternatively you may decide to offer refreshments during the meeting so that participants can help themselves. It is also a good idea to have a jug of water and glasses available on the meeting table.

There are no hard and fast rules about the sort of food and refreshments that should be offered. This depends on organisational rules and culture, the time of day and how far members and guests have travelled. Some Boards choose to meet over breakfast; morning or afternoon meetings may involve providing morning or afternoon tea; a meeting held at 5.30 pm might conclude with an evening meal and a later meeting with supper.

There is no need to offer lavish meals or refreshments – although some organisations use Board meetings as a prelude to social occasions and there are some that find Board members easy to attract because they have developed a reputation for putting on an excellent spread!

LEARNING ACTIVITY 7

Making transport and catering arrangements

As the new secretary of a church in an inner suburban area of a large city, you need to organise transport and refreshments for an early evening meeting. As a newcomer to the area you are not sure about previous arrangements. You are also aware that the Board members come from a range of cultural backgrounds.

How would you:

- Find out what arrangements Board members prefer, and
- Get feedback about whether your decisions about food and transport were appropriate to the needs of a specific group?

Note down your ideas in your work book and talk to someone with experience as a Secretary about how they make sure they are meeting diverse cultural needs.

NOTE TO COACH

Give the learner examples of how you would go about making appropriate arrangements.

If possible, provide more than one option.

LEARNING ACTIVITY 8

Planning a Board meeting

This activity draws together the skills and knowledge you have developed by working through this topic.

Your task is to plan a Board meeting undertaking all the duties covered in the topic. Preferably, this should be a real meeting. If, however, you are basing it on case study material, you will need to invent some local circumstances as a framework for the agenda and meeting arrangements. If you are able to participate in planning a real meeting you may 'shadow' the real Secretary and use their experience as a guide.

There are three preliminary steps that involve either asking someone on a Board or committee for help or reflecting on the case study materials:

1. You should undertake some research on the organisation and its constitution to make sure your plans are in compliance.
2. You should make sure you are aware of the local customs and practices that govern the conduct of Board meetings.
3. Develop your own planning checklist and agenda template

The plan will involve completing four pieces of paperwork:

1. The agenda
2. Letter(s) of invitation
3. Details of venue, catering and transport arrangements
4. A template for recording the minutes (this can have the agenda items listed on one side of the page with space left for notes to be written and decisions recorded)

When you have completed the paperwork, set up a section in your work book or record folder to keep a copy of your plan and of any feedback you receive.

NOTE: There are examples of agendas, letters of invitation and associated paperwork found on our member's only website www.faithworksinternational.net.

Getting feedback on your planning abilities

The best sources of feedback are the chair and secretary of the Board meeting you organise. If you have had to organise a fictional Board meeting and do not have an immediate source of feedback then keep a record of your plans in your record book so that they are available when the opportunity arises.

Topic 3: CONDUCTING A BOARD MEETING

There are four key steps to learning about how to conduct a successful Board meeting:

1. Know the rules and procedures that govern what can be done and how to do it;
2. Attend Board meetings and observe proceedings;
3. Help someone else to conduct meetings;
4. The most important is experience – being a member of a Board, attending meetings, seeing how rules and procedures are interpreted in local circumstances and testing your own skills - at leading debate and moving motions, taking minutes and chairing meetings.

NOTE: The material in this learning guide can take you through the key points of step one; they are NOT, however, a substitute for the observation of real Board meetings and the experience of participating in and conducting a meeting.

You may take a copy of the summary of procedural rules provided in this guide to meetings with you, or purchase a copy of the standard meeting rules and procedures and have that available when needed.

Remember: Rules and procedures are interpreted in the context of local customs. Particular situations that arise in a Board meeting may not be possible to plan for so instructional materials are just a guide and starting point.

Aspects of conducting a Board meeting that are addressed in these materials:

- Beginning the meeting
- Observing rules, customs and protocols
- The role of the chairperson
- Using the agenda to manage time and focus the discussion
- Managing participation
- Following standard rules of debate and decision making
- Dealing with difficult situations

3.1 Beginning the meeting

A Board meeting can only legally commence when there is a quorum present.

A quorum is a set number of people that must be present for a meeting to be legally valid and is written in the constitution of the organisation. The quorum is usually a minimum of half the members plus one. A quorum is set in order to ensure that decisions made by the Board are made by a sufficient number of people for the decision to be representative of the organisation.

If there are not sufficient people present at the meeting to be a quorum, the chairperson may decide that the meeting can start in its non-quorate state. This means that any decisions taken will be ratified by a meeting at which there is a quorum.

When the quorum is present and noted in the minutes, the chairperson formally declares the meeting open. The time of opening is also noted in the minutes.

3.2 Observing rules, customs and protocols

A successful Board or committee meeting relies on good planning and effective management. It relies on all members being familiar with and observing the rules, customs and protocols that define the Board's responsibilities and the way it goes about its business.

The rule of law

Any not-for-profit organisation that is accountable for money earned and received from government, individuals and/or other organisations needs to be a separate legal body under an Act of Law. An organisation may become an incorporated association, governed by state or territory government laws, or a not-for-profit company that is set up under the Corporations Act (2001).

The important thing to know about the rules governing incorporated bodies is that they have formal legal status. This means that if you break a rule you are breaching the provisions of the Act. You are therefore breaking the law and liable to be punished in whatever way is set down in the Act.

The Australian Securities and Investment Commission (ASIC) web site explains the similarities and differences between an incorporated association and a company as follows:

A company is a body corporate registered in Australia under the Corporations Act 2001. Companies are registered by the Australian Securities and Investments Commission (ASIC). The general characteristics of a company are:

- it is a corporate body created by law;
- it has all the powers of an individual and a corporation
- it can sue and be sued in its own right;
- it has officeholders (director(s), secretary(ies));
- it has a registered office;
- it has member(s);
- it has perpetual succession (i.e. it continues even if its members die or resign).

http://www.asic.gov.au/asic/asic_srchlodg.nsf/byheadline/About+the+National+Names+Index?openDocument#6

An example of a not-for-profit company is Faith Works International that is one of the case studies featured in Section Three of this learning guide. On its stationery it is identified as Faith Works International Ltd.

An incorporated association is a corporate body created by law:

- it is a legal entity - it can sue and be sued in its corporate name
- it has perpetual succession (i.e. it continues even if its members die or resign)
- it has a public officer and a committee
- it has members
- its profits, if any, can only be used to promote its objectives (non-profit making)

Incorporated associations are registered by the State or Territory in which the association is based.

http://www.asic.gov.au/asic/asic_srchlodg.nsf/byheadline/About+the+National+Names+Index?openDocument#6

Aboriginal and Torres Strait Islander organisations can become incorporated under the Aboriginal Councils and Associations Act (1976). This act has similar legal provisions as the Commonwealth Corporations Act and State/Territory Incorporated Associations Acts and also makes provision for the particular needs of Aboriginal communities.

Local rules

The Act under which an organisation is incorporated will provide guidelines about how to set up a constitution for the organisation – that is the local rules under which the organisation will conduct its business. The constitution will address how Board meetings are conducted – including how many Board members there will be, how they are elected or selected, what the quorum is, who does what in meetings and how decisions are made.

The incorporated association is able to make and change its own rules. A broken rule is a breach of the constitution and there may be provisions in the constitution for action to be taken – for example writing a letter to a Board member who does not comply with meeting rules, or a sporting club temporarily or permanently banning a player.

One rule that must be observed by incorporated associations is that minutes of the Board meetings must be recorded and stored.

Board Confidentiality Procedures

Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:

A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

If a request is made for access to one or more Board Papers*, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:

- the importance of maintaining confidentiality to facilitate effective board meetings;
- the importance of complying with the law – including privacy law - and recognising that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a member, and the important role of members in holding the Board accountable; and
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this policy is intended to prevent the Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.

Any person [such as a senior staff member or Secretary] who is not a member of the Board but is present at a Board meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

***Board Papers** means all written communications to Board member/s including without limitation monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to the Board member as a Board member during his or her time in office.

Breaking this confidentiality agreement is cause for instant dismissal from the board.

Customs and protocols

These are common practices and ways of doing business that are not formal rules but, nevertheless, are important ways of ensuring that the business of the meeting is dealt with efficiently and effectively and that all members are satisfied with the process and outcomes.

Customs and protocols may be determined by the history of the organisation itself and the preferences and cultural backgrounds of the members and the broader cultural setting in which the organisation operates. Customs and protocols will guide the way meetings are conducted. For example, there may be a protocol that members stand up when formally addressing the meeting; it may be customary to always serve morning tea before starting a meeting; a meeting may open with a traditional song or prayer; a chairperson may be addressed as 'Chair' rather than by name while they are performing that role.

In many community organisations a meeting may commence by observing the ownership of the lands on which the meeting is being conducted. In aboriginal community organisations it may also be protocol to use 'Uncle' and 'Aunty' before a person's name as a sign of respect and seniority.

Some organisations conduct their meetings in a very formal manner while others are more informal. However, even informal meetings need to observe both the rules laid down in the constitution and the procedural rules that govern debate and decision making.

LEARNING ACTIVITY 9

Terminology and rules

In the space provided, write what you think is meant by each of the terms in the left hand column.

Quorum	
Proxy	
Articles of incorporation	
Articles of association	
Constitution	
Protocols	

NOTE: These terms are covered in the glossary, but see if you can recall the meaning of each term before checking the meaning.

Using the ASIC definitions on page 31, explain the main difference between an incorporated association and a company.

An incorporated association	
A Company	

Write a brief explanation of the difference between the rules contained in legislation, the rules contained in the constitution of an organisation, and the customs and protocols observed by an organisation.

Include in your answer reference to:

- Who develops the rules
- To whom the rules apply
- What happens if a rule is broken?

The rules of an incorporated association or company are ...	Developed by...
	Apply to...
	If broken...
The constitutional rules of an incorporated association are ...	Developed by...
	Apply to...
	If broken...
The customs and protocols of an incorporated association are ...	Developed by...
	Apply to...
	If broken...

Checking answers

The correct answers for this activity are available at the end of this section of the learning guide.

Keeping a record of your work

Take a copy of the tables you have filled in here and insert them into your work book.

3.3 The role of the chairperson

The chairperson has overall responsible for managing the conduct of the Board meeting. The chair ensures that:

- Legislative and constitutional rules are followed
- Customs and protocols are observed
- Procedural rules – or standing orders are followed in debate and decision making (in accordance with locally accepted practices)
- Decisions and key points of the decision making process are duly recorded in the minutes

Importantly, the role of chairperson is also a leadership position: The chair leads the Board meeting, makes new members feel welcome, helps members to learn the rules, steers the debate in a way that avoids unnecessary conflict and ensures that all members are comfortable with the decisions they have taken. The chairperson leads by example in treating everyone with respect and courtesy and making sure that members and guests feel valued for their participation and contribution.

3.4 Using the agenda to manage time and focus the discussion

Because Board and committee meetings involve discussion and debate, it is not difficult for meetings to go over time, or for one particular item to take up a disproportionate amount of time. It is important to ensure that everyone is able to have their say but that a time limit is imposed by agreement with members. Also the chairperson may need to keep members on track by reminding them if they stray from the point of the item.

The agenda can be used to keep the discussion focused. In the tables which follow, the agenda has been divided into three stages. These stages are arbitrary boundaries to show how the agenda can be used to manage time and focus the discussion.

For the purposes of the exercise, the meeting is to take no more than one and a half hours.

The first stage is getting the meeting underway, signing off on the record of the previous meeting and ensuring that any unfinished business from that meeting is dealt with or put on the agenda as general business. This stage should take no more than 15 minutes.

The second stage deals with correspondence (letters in and out) the treasurer's report and any other reports. Depending on the number of reports and/or their level of detail, this stage could take from 15 to 30 minutes.

The third stage may involve a good deal of discussion and will take the remainder of the 45 minutes available. If items of business arising from the previous meeting and from correspondence has been added to general business and as a result the agenda blows out in length and complexity, the chairperson may ask members whether they agree to extending the meeting or whether there is business that can be deferred.

- It is important that the chairperson notes the passing of time as the meeting proceeds. They must also raise the need for an extension of time rather than just letting the meeting drift on beyond that which was agreed. If this happens frequently you will find that attendance starts to drop off as members find it more and more difficult to cope with the additional demands on their time.
- The general rule for managing time and focusing discussion is to use courtesy and common sense in the context of the constitution and procedural rules. As the chairperson, you can always make suggestions to the meeting about how to speed things up or resolve a problem. As a participant you can always direct suggestions to the meeting through the chair.

3.5 Working through the agenda

Agenda Item	Explanation and examples
1. Opening of meeting	The chairperson makes sure there is a quorum and officially declares the meeting open.
2. Present and in attendance	The chairperson makes sure that the names of members and other people attending are recorded. If proxies are allowed under the rules, the chair will note and accept proxies for people not present.
3. Apologies	The chairperson makes sure that the names of members who have advised they can't attend the meeting is recorded.
4. Minutes of previous meeting	Members are asked whether the minutes are a true and accurate recording of the previous meeting. If anyone has found any errors or points left out and everyone else agrees with the suggested amendment, the minutes are adjusted before being passed. If there is uncertainty or disagreement then there may be a short debate followed by the chairperson's ruling on an amendment. Once everyone agrees that the minutes are in order, the chair asks for someone to 'move' and 'second' that the minutes be accepted.
5. Business arising from the minutes	Any member can ask that items of business arising from the last meeting be dealt with. Brief items can be dealt with immediately; more complex matters that require a lengthy discussion may be placed on the agenda under general business.
6. Correspondence	The secretary lists the letters written and received. Members can ask to see a letter or have it read out. Much of the correspondence is likely to be routine notices and follow up activities – e.g. a letter of invitation, but all correspondence should be listed and noted in the minutes.
7. Business arising from	Any member can ask for important issues in the correspondence to be discussed. The same rules apply to business that arises from

correspondence	the minutes. If a letter is relevant to an item of general business it may be considered as part of that item.
8. Treasurer's Report	The treasurer may give a brief introduction to the report as circulated (and ask for questions) and might also direct members to particular parts of the report (e.g. unusual levels of income or expenditure) so that they are noted in the minutes. Any business arising can either be dealt with at the time (if brief), placed elsewhere on the current meeting's agenda or deferred to a future meeting.
9. Other reports	Reports from other people – for example reports on projects being undertaken by the organisation or on issues raised by Board members and followed up by a sub-committee and/or organisation staff are dealt with in the same way as the treasurer's report.

If provision has been made for a brief tea/coffee break, this could be a good time to do so.

Agenda Item	Explanation and examples
10. General (or New) business	<p>The chair takes the meeting through each item in the order they are to be discussed and makes sure that the business is appropriately dealt with.</p> <p>Items that require more information are simply noted (and perhaps some questions are asked).</p> <p>Items that require a decision will have a motion proposed and seconded by Board members after there has been time to discuss the item and hear all points of view from members.</p>
11. Other business	<p>Items of other business may have been called for at the start of the meeting, raised and listed as a result of discussion in other items or raised by members at the completion of general business.</p> <p>The chair should use their judgment as to whether all such items can be dealt with in the time available and may ask members to decide on which items are a priority for discussion and decision.</p> <p>Discussion and debate proceeds as it does for general business.</p>
12. Next meeting	If there is a regular schedule of meetings set, the chair will simply confirm the time and date of the next meeting. If subsequent meetings are set at the end of each meeting, then members will decide on the next time and date and that will be recorded in the minutes.
13. Close of meeting	The chairperson formally declares the meeting to be finished and the time of finishing is noted in the minutes.

3.6 Managing participation

Board meetings enable the official business of an organisation to be transacted in a transparent and representative manner – that is, so that all people associated with the organisation can see how decisions made on their behalf were negotiated and resolved. It is important that Board members who are acting on behalf of people associated with the organisation and its stakeholders play an active part in the decision making process.

All Board members are responsible for their own attendance at and participation in, meetings. This means being able to listen to what is being said

and speaking meaningfully in discussion and debate. The basic rules are those of any social situation, underpinned by the formal meeting procedures:

- Show respect: Listen fully to what others have to say.
Avoid side conversations while someone is speaking.
Don't interrupt a speaker.
- Keep focused: Don't get sidetracked on to issues not under discussion.
- Avoid being too blunt: Don't embarrass speakers by correcting what they have said in a demeaning manner.
Don't cross examine other speakers.
- Avoid direct criticism: Always speak to the issue, not the person

The chairperson's role is to ensure that the way people participate contributes to fair and informed discussion, debate and decision making. This can include making sure that:

Each speaker is heard:

If another Board member interrupts, the chairperson may ask that Board member to wait their turn.

If a side conversation is being pursued, the chair may need to call a halt to proceedings and ask that all members focus on the matter in hand.

Discussion stays on the agenda topic:

The chairperson may need to steer the discussion by pointing out that it has strayed from the topic and ask members to defer other matters to the appropriate item.

Enough time is allowed for discussion:

The chair needs to make sure that items are not rushed and that all those who wish to speak have done so.

The key points of the item are summed up:

The chairperson should sum up as the discussion proceeds and once satisfied that everyone has had their say, may ask the mover to briefly sum up and then call for a vote or test whether there is a consensus.

3.7 Decision making and action plans

It is important that the process of decision making is agreed on in advance. Even if the Board meeting is conducted in an informal manner, decisions need to be based on informed discussion and consideration of all the facts and duly recorded in the minutes. Broadly, there are two ways that decisions can be reached:

Consensus: The process of exploring, analysing and discussing an issue until agreement is reached.

Voting: A process of debate, after which the chairperson calls for a proposal i.e. a motion to be put. Members can then vote for or against the proposal. Voting is usually by a show of hands.

There are advantages and disadvantages of both methods:

	Consensus	Voting
Advantages	<p>No decision is made until all members say they are happy with or, at least, 'can live with' the decision.</p> <p>Everyone has ample opportunity for their views to be heard.</p> <p>Everyone can contribute to cohesiveness and harmony.</p>	<p>Seen as the democratic way to do things.</p> <p>Clear and transparent method of reaching decision.</p>
Disadvantages	<p>Can take a long time.</p> <p>Can mean that the most persuasive speaker prevails.</p> <p>Some members can feel brow beaten into finally agreeing.</p>	<p>Creates winners and losers.</p> <p>Some members may be unhappy with the outcome.</p> <p>Can be divisive if the debate is bitter and/or the vote closes.</p>

3.8 Following standard rules of debate and decision making

The decision making process that is followed will be determined by the constitution of the organisation. If the constitution makes provision for voting, it will say how the vote is to be taken, for example:

'Actions arising at any meeting of the Board shall be decided by a majority of votes. Voting shall be by a show of hands unless the meeting otherwise decides.'

Sometimes it is preferable that a secret ballot is held – for example, when electing a new chairperson.

While it is more common that meetings are fairly informal, a Board can decide to use their standard rules of debate and decision making in a formal manner in order contain debate and ensure transparency. Even where informality is the norm, it is essential that at least the chair and secretary are familiar with all of the rules and how to use them, and that a copy of the rules are available at each meeting if needed.

There is a table summarising the standard rules of debate and decision making and a set of sample standing orders in Section Three of the learning guide.

Acting on decisions

Once a decision is made, the Board is obliged to carry out what has been agreed. If the decision requires specific action, not just noting by members, then an action plan is needed. The action plan may be very straight forward and simple, such as:

‘The secretary will check venue costs and report back at the next meeting.’

Some action plans will take some time to carry through and might involve a number of people, for example:

‘The Board resolves that a consultant should be appointed to advise on the development of a three year marketing plan. Further that a sub-committee of three members including the secretary, be appointed to develop selection criteria and on that basis recommend up to three suitable consultants for consideration at the next Board meeting.’

All action plans, however simple, should record:

- What has to be done
- Who has to do it
- When it is to be done by
- How it should be reported back to the Board

Actions can be recorded in the minutes of the meeting or as a separate paper that can be attached to the minutes.

There is both a sample action plan, and further details on how to follow up on meeting decisions in Section Three of this learning guide.

LEARNING ACTIVITY 10

Observing a Board meeting in action

The explanation of how to work through the agenda presented above is a general framework. This framework may be varied for many reasons including the provisions of the organisation’s constitution, local customs and the nature of the items of business under discussion. Individual Board meetings will be different from each other. This activity is an opportunity to observe a particular Board meeting in action.

The unit of competency on which this learning guide is based:

To complete this activity you will need to attend a Board meeting of an incorporated association or not-for-profit company and observe proceedings. Use the questions in the table on the following page as a framework for your observations.

- Take notes of the procedures followed throughout the meeting.
- Note any questions you have about the way the meeting is conducted.
- As soon as possible after the meeting, write up your notes as a brief report on the meeting.

What strategies did the chairperson use to manage time and keep the discussion and debate on track?	
Did any other members play a role in managing the meeting?	
Was there any business arising from the minutes? If so, how was it dealt with?	

Were reports circulated in advance? How did the person responsible for the report address the item?	
Did all members present participate in the meeting? What form did this participation take?	

<p>Did members contribute appropriately to the discussion and debate?</p> <p>Was respect and courtesy displayed by members in the way they listened and spoke?</p>	
<p>How were decisions taken – was there a vote or was a process of consensus decision making followed?</p>	
<p>If a voting process was followed, was the vote by a show of hands or secret ballot?</p>	

<p>If a show of hands was used, do you believe that this was appropriate or were there situations where you might have considered a secret ballot?</p>	
<p>How did the meeting record the way it intended to act on the decisions it that were made?</p> <p>Were members nominated to act on decisions?</p> <p>Did the secretary take on responsibility for action?</p>	

Did you pick up any tips on how to steer debate and discussion and bring matters to a successful resolution?	

Keeping a record of your observations

If you use the table on the previous pages to record your observations, take a copy and insert it in your record book.

Getting feedback and checking answers

Arrange to meet with the chairperson and/or the secretary when you have finished a draft of your report. Ask them if they would mind checking your report and giving you some feedback on your interpretation of events.

3.9 Dealing with difficult situations

When you attended the Board meeting did any difficult situations arise? If so, how were they handled?

Because meetings involve debate and differences of opinion, it is not altogether uncommon for conflict to arise. This may be because one or more members will not budge from a position taken on an issue. It may result from personality clashes or long standing unresolved feuds between members. Conflict can be handled successfully by using simple conflict resolution methods. It is important to deal with conflict quickly before it becomes serious. Rather than trying to ignore differences, it is better to acknowledge them while respecting both/all sides of the argument.

It is the responsibility of the chairperson to lead the process of handling difficult situations in a meeting by using one or more of the following methods:

- Deal with the situation directly
- Depersonalise the situation
- Find some common ground
- Stop the meeting

The direct approach may involve asking all members to talk openly about the conflict and to try to resolve it collectively. Alternatively, the chair might talk to the parties involved in the dispute/difficulty in private after the meeting to see if they can agree, or at least agree to differ.

Depersonalising the situation means taking the emphasis away from the people involved and focusing on the issues in question. Rather than naming the

person directly alongside their position on a certain issue, the chairperson might say:

'We've now had three possible alternatives suggested addressing the budget problem – we could cut down spending, have a fund-raising drive or consider increasing our charges.'

Finding common ground involves raising the discussion above the level of dispute, for example:

'Well, let's see what we are all in agreement on. Does everyone agree that the state of the budget is our priority? OK, so could we also agree that there might be a number of ways to address the problem? Right, so let's jot down the possible approaches. We have three suggestions so far ...'

The best way to resolve a difficult situation might be to adjourn the meeting for a short time – perhaps just suggesting a break for a coffee, during which time the chairperson can talk privately to the key people, or otherwise defuse the situation.

It might be worth setting up another meeting to address the issue. This will give people time to talk without the pressure of an immediate decision. The chairperson could ask parties involved in the dispute to come up with a new angle on their proposal that tries to take account of other views.

Whatever happens during a meeting, try to ensure that relationships and good humour are restored by the end of the meeting. As chair you might do this by congratulating members on their commitment to the issue in hand and note the value of the Board meeting being a safe place in which disagreements can be aired without spilling over into the community outside. Even if this is not quite true at the time, it can be a low key way of making the point that is the ideal outcome. As a participant in the meeting, you might assist the chairperson to restore harmony by highlighting some achievements of the meeting, or by reminding members of a forthcoming event about which there is unanimity.

LEARNING ACTIVITY 11

Resolving a Board meeting dispute

Either take a real situation from one of the board meetings you were able to sit in on or create a hypothetical situation and the answer the following questions and record your responses.

- How would you go about resolving this dispute?
- What advice would you have for the chairperson of the meeting?
- What resolution strategies could you suggest from what has been addressed in this topic?
- As a Board member, what would you do to try and diffuse the situation?

- Are there any standard procedures that could bring the dispute to the point where members might be able to work together on a constructive solution?
- What would you advise the chairperson to do if the meeting degenerated into hostilities? What strategies would be likely to provide a circuit breaker?

Options

You may choose to undertake this problem solving exercise with one or more colleagues and produce a group report that you can keep as a resource.

If you are able to work with someone who has experience in chairing Board meetings and resolving disputes, you may want to jot down your own ideas about how to solve the problem and ask the experienced chairperson to comment.

Resources and feedback

In addition to the notes on dispute resolution provided in this topic, you might want to check the strategies and approaches suggested by the Conflict Resolution Network on their web site:

The Environment Centre of Western Australia web site also contains some simple tips on how to address interpersonal conflict:

<http://www.ecwa.asn.au/info/conflict.html>

NOTE TO COACH

Disputes such as the one featured in this activity are not uncommon, but it is difficult to formulate standard strategies to address them. You can help the learner here by recounting some of your own experiences on a Board or similar body, and by giving examples of how different disputes have been resolved.

Topic 4: CONFIDENTIAL BUSINESS

4.1 Dealing with confidential business

QUESTION 1

Confidentiality

Consider the importance of keeping confidence within your family and with your friends. What can be the consequence(s) of breaking confidence?

In Board meetings, members will often have access to information that should not be discussed outside the meeting. There are two types of information that Board members will need to be careful with:

Confidential information: Information that is not normally available to the public and only made available to authorised people, for example:

- Quotes and tenders
- Legal matters
- Any documents labelled 'Commercial in Confidence'

Personal information Information about a person that is not normally available to the general public and which, if disclosed, would make the person's identity obvious or may breach that person's rights of privacy. For example:

- Personal address and telephone number
- Financial statements
- Medical records
- Private correspondence
- Personal records and interviews
- Information concerning legal matters
- Dealing with issues in someone's life that need to be addressed in the board

As a Board member, you need to be aware of what information can and should be shared with individuals and the community, and what information should not be shared.

Usually, information related to clients, staff and the business of the Board must be kept confidential. This leaves very little to be talked about in a casual way.

The general rule is that personal or confidential information should only be used for the reason for which it was supplied to the Board. Board members should not disclose information that is:

- Not public. That is, not generally known or available in the community.
For example, information in quotes and tenders
- Personal information given to the Board for a specific reason.
For example, the medical or financial records of a congregational member
- Personal to Board members.
For example, meal or travel allowances given to members

To keep information confidential means not telling anyone other than members of the Board about confidential Board matters. This includes your partner and other very close associates and family members.

The safest way to avoid breaching confidentiality is to limit your discussion of the matter to the Board meeting and related committee discussions.

Staff employed by the organisation who may have access to confidential information (such as information about salaries, entitlements and expenses) also need to observe confidentiality rules. Normally a staff member would only discuss a confidential matter with the executive officer or manager who would in turn discuss the matter with the chairperson.

The importance of maintaining confidentiality

It is important that people can trust the Board to do the right thing with information, and that Board members who receive information in the course of carrying out their duties do not reveal that information to other people. If Board members do not keep confidentiality:

- It could damage the Board's reputation and public confidence resulting in people not giving information to the Board in future
- It could affect trust and cooperation between the Board and government bodies or other organisations
- It might cause conflict and disharmony in the community
- People could make complaints
- There could be investigations and possible legal action against the Board for breach of confidentiality

Sharing information appropriately

Information about the Board's activities can be shared, but in the appropriate way by the authorised person. Usually, Board decisions and action required will be communicated to the appropriate people after the meeting. The secretary or another authorised person is given the task of communicating relevant information.

How do we know which information is confidential or personal?

Information is often confidential because:

- There is a Board policy that this type of information is always confidential.
- The Board has decided at a meeting that this particular information will be confidential.
- There is a legal requirement. For example, if an application for funding is being discussed.

It is a good idea for the Board to mark confidential or personal material by stamping 'personal' or 'confidential' on it. This makes it clear to everyone. In a Board meeting, the chairperson should also specifically advise Board members when confidentiality is to be observed on a particular issue.

A confidentiality policy allows an organisation to say exactly what should be kept private, so there is no confusion. The Board may have rules, a policy and procedures manual or a code of conduct regarding confidentiality. These documents will clearly state the Board's policy regarding use of personal and confidential information.

The importance of developing a confidentiality procedure

(Here is an example one for you to use.)

Introduction

Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

Purpose

The purpose of this policy is to facilitate effective governance of Faith Works International Ltd by ensuring Board confidentiality.

Policy

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:

A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

If a request is made for access to one or more Board Papers*, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:

- the importance of maintaining confidentiality to facilitate effective board meetings;
- the importance of complying with the law – including privacy law - and recognising that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a member, and the important role of members in holding the Board accountable; and
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this policy is intended to prevent the Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.

Any person [such as a senior staff member or Secretary] who is not a member of the Board but is present at a Board meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

***Board Papers** means all written communications to Board member/s including without limitation monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to the Board member as a Board member during his or her time in office.

Breaking this confidentiality agreement is instant dismissal from the board.

Signature of Board Secretary
by the Board

____ / ____ / ____
Date of approval

Who is responsible for implementing and how?

Responsibilities

The Chair is responsible for bringing this policy to the attention of prospective Board members.

The Secretary must ensure that it is included in the induction kit (if such a kit exists) for new Board members.

Requests for access to Board Papers should be made to the Secretary who should include consideration of the request as an item on the Board agenda.

Procedures

The Secretary shall ensure that Board Papers are created, maintained and distributed in a manner which is consistent with their confidential status. They shall be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).

In circumstances where a request for access to Board Papers has been made, and there is reason to believe that there are laws governing the disclosure or non-disclosure of the document, the Senior /Lead Pastor will obtain legal advice on the matter to assist the Board in its consideration of the request.

Authorisation

Signature of Senior / Lead Pastor

Name of Senior / Lead Pastor

Date

LEARNING ACTIVITY 12

Appropriate talk

Here are three confidentiality scenarios:

1. Graeme, a long-serving Board member of the Church of the Anointing, has a brother, Peter, who’s heard that tenders are being called for renovations to the youth rooms. Peter wants Graeme to find out information about the other tenders, to help him put the right numbers in his quote.

2. Sarah has applied to the Board of Southcoast Community Church for a job as an administration officer. During the interview Sarah told the Board she wants to get ahead in her career and that she was saving up her money to go to college. One of the Board members on the interview panel, Barry, knew Sarah’s boyfriend, Glen, and told him about the interview a couple of days later when he bumped into him in the street. Glen, who didn’t know of Sarah’s plans was upset and had an argument with Sarah about holding secrets from him.

3. Elizabeth is employed as an administrative officer for the Hinterland Church Group and reports to the executive manager. Part of her job is to handle the expense claims made by Board members. The chairperson has recently claimed for two trips to Sydney and for expenses for meals had with the visiting Director of the Denomination. Elizabeth thinks that the chairperson is spending too much on this project and tells her husband, Alan, about it. Alan tells a couple of his mates while they’re having a drink at a coffee shop after work. When the chairperson walks into the coffee shop, one of Alan’s mates calls out “Hear you’ve been on a bit of a junket hey? Nice work if you can get it”.

Naturally the chairperson is upset – he gave up two days of work for his own company to travel to Sydney and believes that the partnership with the denomination will be of great benefit to the Church. Also, the Board had endorsed his proposal that personal contact be made with the denomination.

Answer the following questions about these scenarios.

What should Graeme do?	
What did Barry do wrong?	
Who can Elizabeth talk to if she is concerned about the chairperson’s expense claims?	

LEARNING ACTIVITY 13

Finding out about confidentiality

Using an organisation you work with or have access to, find out about how confidential information is dealt with.

- What is the title of the person or people authorised to speak on behalf of the organisation?
- Does the organisation have a confidentiality policy? If so what provisions does it make for the privacy of Board members and the confidentiality of Board business?
- What action can your Board take if members repeat confidential information?
- Ask a member with some years' experience on the Board whether there has ever been a serious breach of confidentiality. If so, how it was dealt with?

Record the responses in your workbook.

You may find that the responses you receive to these questions are a useful guide to you as you carry out your responsibilities as a Board member. They may also be helpful to pass on to other Board members or as the basis for a discussion in a Board meeting should the issue arise.

4.2 Dealing with conflicts of interest

A conflict of interest occurs when a Board member, their family or close friends and/or their business associates stand to benefit from a decision that the Board member played a part in.

For example, in the scenario in Activity 12 involving the Church of the Anointing, if Graeme's brother Peter had been one of the tender's for the renovations to the youth rooms, then Graeme would need to declare a conflict of interest when it came time for the Board to consider the tender applications.

Other examples of a conflict of interest include:

- When a family member is being considered for membership of the Board
- A Board member is both a staff member and treasurer and staff wages and leave are being discussed
- A Board member owns a company that the organisation is considering using to supply equipment

4.3 How should you handle conflicts of interest?

Being a Board member can sometimes place you in a difficult situation when making decisions in meetings. Your relationships with both your family and the community in which the organisation is located may create pressure to act in a way that is not in the best interest of the organisation and not consistent with your responsibilities as a Board member.

In a small community where everyone knows each other and business and social relationships are closely interlinked, Board Members need to be able to separate their personal and professional life and learn to wear 'different hats'.

In all communities, conflicts of interest naturally occur. The conflict of interest is not a problem in itself. It happens often and for a wide variety of reasons. The problem starts when a conflict of interest is not properly dealt with.

The Acts that govern incorporated associations and companies require that Members declare any conflict of interest in a particular matter. Individual Boards should have a policy and procedures to handle these situations. If these are followed, then Board members cannot be accused of doing anything improper.

Accepting gifts should be avoided, or at the very least declared, otherwise Board members leave themselves open to allegations of bribery. For example, accepting a carton of goods from a potential supplier is a risky situation.

4.4 Dealing with conflicts of interest in meetings

To avoid any complications, the rules state that if you are in a meeting you must inform the Board of any conflict of interest regarding the present discussion and proposal.

By disclosing an interest, you are then not allowed to vote on any issue regarding this. You should leave the room during discussions and decision making about any matter in which you have an interest. The Board is then free to make its own choice. This can still be in favour of the Board member who has disclosed the interest, but it is not a problem as the decision has been made independently by the remainder of the Board. These precautions are really to protect you if further down the track someone makes a comment or complaint.

A standard procedure for dealing with a conflict of interest would involve the Board member:

- Telling the Board that there is a conflict of interest, and why
- Making sure that their declaration is recorded in the minutes of the meeting
- Leaving the room before the discussion and vote occur
- Remaining absent until after the vote is taken

The minutes should show who declared a conflict of interest, what it was about, and the exact point at which they left the room. The Board member concerned should then check that the minutes have accurately recorded their disclosure and their absence from the meeting. Here is an example of what a declaration of interest and appropriate action could look like in the minutes of a meeting:

Graeme Thomas declared a financial conflict of interest in relation to the tenders for the renovations to the youth rooms.

With the consent of the Chairperson, he left the meeting at 10.30 am.

The Chairperson asked Board members to talk about the submitted tenders and for a motion of acceptance for the preferred submission.

The Chairperson then put the motion as moved and seconded and it was carried unanimously.

Graeme Thomas returned to the meeting at 11.15 am.

LEARNING ACTIVITY 14

Dealing with a conflict of interest

Here are three conflict of interest scenarios:

1. The Hinterland Church Group is organising an international tour and the Board is meeting to decide on which parents will be asked to join the tour as guardians for the young members. One of the Board members, Nancy, has a close friend who wishes to be one of the parents selected. This friend has asked Nancy to recommend her for selection.
2. Jan was a volunteer information officer with South Coast Community Church and was also the treasurer. Recently she took on a paid job as assistant manager. When she took up the position, the Board asked her to relinquish her position as treasurer – despite the fact that she had done an excellent job and the Board would miss her expertise.
3. Paul is communications officer and a member of the committee of management for the rural fire brigade. The committee is meeting to discuss the awarding of three scholarships for young volunteer fire fighters to attend a very prestigious national advanced skills fire fighting course. Paul’s son, Alex is one of the candidates for the scholarship.

Answer the following questions about these scenarios.

What should Nancy do?	
Why did the Board of SCC ask Jan to give up her position as treasurer?	
What should Paul do when the scholarship	

item comes up at the Board meeting?	

NOTE TO COACH

Make sure that the learner understands the meaning of the conflict of interest in each case. You might be able to assist the learner to develop a greater understanding by recounting examples from your own experience, or from literature on Board management.

Topic 5: taking minutes

5.1 Being a minute taker

Minutes are a legal confirmation of the activities, expenditure and conduct of an incorporated organisation. They record what happened during a Board meeting and what resolutions were decided on by the members.

Under the legislation covering incorporated organisations it is a requirement that minutes are taken (recorded) and kept. It is the chairperson's responsibility to make sure this happens. The chair must also ensure that the minutes of each meeting are endorsed by members as a true and accurate record at the next meeting. This resolution is also recorded in the next set of minutes. This means that if anyone needs to know what decisions were made, what led to a resolution being adopted and what action was taken, they can check the minutes.

The minutes also provide an 'audit trail' for any outside body that needs to check that the organisation is accountable for its actions. Minutes should always be kept 'in writing' and be properly filed. The Secretary is usually responsible for the safekeeping of Board minutes and he/she should take all reasonable precautions to ensure their security.

In addition, the minutes can be an important historical record. A lot of what we now know about how our communities were run in the past is derived from the records of community organisations including the local council, fire brigade, Country Women's Association, Red Cross branches and churches.

The minute taker is responsible for three tasks:

1. Recording attendance at the Board meeting, the times the meeting started and finished, noting proxies and recording the main points of discussions/debates and the resolutions taken.
2. Checking the minutes with the chair following the meeting
3. Distributing minutes to the Board members and others attending the meeting and making sure that the minutes are properly stored and available to authorised people.

5.2 How are minutes taken and what is recorded?

The minutes should record the essential actions and outcomes of a meeting. There is no standard rule regarding the amount of detail that must be recorded. This is dependent upon what kind of meeting it is, how important the meetings is and the wishes of the Board. The key word here is essential: the minute taker is not expected to take down the discussion word for word.

However, it is advisable for motions to be recorded exactly as the mover and seconder have stated. The mover may write the motion down and pass it to the secretary who will then read it when a vote is taken and transcribe it into the minutes.

The organisation can decide the amount of information recorded in the minutes, for example:

- A detailed outline of the discussion plus motions and agreed action
- A brief outline of what was discussed plus motions and agreed action
- A record of the motions, movers and seconders and agreed action

Taking the minutes usually involves a three stage process:

First, the minute-taker takes notes during the meeting and collects up any pieces of paper recording motions moved and agreed. This process usually involves handwritten notes, although laptop computers now allow for an immediate computer record.

Secondly, the minute taker will transcribe and format the minutes adding in any motions recorded during the meeting on separate pieces of paper. Again this may be done by hand, but it is common now for the minutes to be word processed so that there is both a printed and electronic record.

Thirdly, the minute taker will check the draft minutes with the chairperson to make sure they are in agreement on what happened and what was said. After any corrections are made, the minutes are ready to be circulated as a draft to members.

The most important aspect of minute taking is making sure that all decisions are recorded. The wording will usually start with one of the following options:

- The Board ...
- 'RESOLVED THAT ...' or
- 'AGREED THAT ...' or
- 'NOTED ...' or
- 'APPROVED ...'

The words 'Resolved that ...', 'Agreed that ...', 'Noted ...' 'Approved ...' and so on are usually emphasised by either capital letters or bold type.

The only way to really learn to be a minute taker is to practice, and the next activity asks you to do just that.

5.3 Tips for minute takers

The following suggestions have been adapted from a document produced by the Onkaparinga Institute of TAFE;

- Don't attempt to write down every word
- Use Board members initials to save time
- Abbreviate words to save time
- Listen for and record key words and phrases
- Accurately record motions or decisions
- Note who is responsible to action motions or decisions
- Number each page of your notes
- Ask for clarification if you miss something
- Attempt to capture the essence of what people say
- Circle key statements and decisions
- Underline important information or meeting highlights
- Use stars, arrows, numbers to draw attention to different ideas

When setting the minutes into draft form for the next meeting the following list are some of the main elements of what would reasonably be expected to be included:

1. The name of the organisation and type of the meeting
2. The date, time, place of the meeting
3. Board members in attendance both excused, absent and apologise
4. Existence of a quorum
5. A list of proxies, if applicable
6. Confirmation of previous meeting minutes and any changes that need to be made
7. A list of correspondence and any action taken
8. Reports, financial statements and other documents introduced
9. Accounts for payment and action taken
10. A brief account of any debate
11. Motions and/or resolutions made, and by whom, including the seconder
12. Voting results - this may include as requested the names of abstainers and dissenters
13. Future action list including the person responsible
14. The time the meeting ends
15. The next meeting date, time and place

LEARNING ACTIVITY 15

Practising minute taking skills

This activity involves two ways of practising minute taking. The first is to take notes of a television broadcast and the second is at a not-for-profit organisation Board meeting.

Minute taking practice run at home

For this first practice run, you need to watch the television news and also video record that news broadcast;

If you do not have access to a video recorder you can:

- (a) Ask a friend who does have a video recorder if you can borrow it or watch and record the news at their place.
- (b) Borrow a video from a library or video hire store. If possible borrow a documentary or news broadcast. If neither is available, rent a 30-minute television show with plenty of dialogue.

Take notes on the television program, focusing on getting down a summary of what people say. Also note the names of people mentioned by the news reader, or used by characters in the show you have selected.

Replay the video and see how accurately you have been able to summarise the program. You may decide to repeat the exercise and compare the two sets of 'minutes'.

Attending a meeting as second minute taker

Ask your own organisation if you can attend a Board meeting and sit with the minute taker. Before the meeting ask the minute taker how they go about the task.

During the meeting take down your own version of the minutes. Pay particular attention to any instructions given to the minute taker by the chair. If you are unclear on any point, keep a note of the agenda item number and topic for later reference.

After the meeting, review your notes with those taken by the Minute Secretary. See if you have managed to capture:

- A summary of the discussion and debate
- The wording of motions
- The names of movers and seconders
- The details of the decision
- Any declarations of conflict of interest

Did any items of confidential business come up at the meeting?

How did the chairperson advise the minute taker about the recording of this business?

When you have drafted the minutes from your notes, meet with the secretary and ask them to check them against the official minutes.

When you have this meeting with the secretary also ask them how the following aspects of minute taking are dealt with:

Amending the minutes

Sometimes minutes need to be formally amended because they have not captured what happened in a way that all Board members agree with. Find out from the secretary how this happens and ask for some examples.

Circulating the minutes

Does the organisation have any regulations about how soon after the meeting the minutes are to be circulated to members and how they will be sent out?

Are either the full minutes or relevant sections of the minutes provided to guests?

Storing the minutes

Minutes need to be kept in a secure place so that:

- They cannot be altered once they are accepted by the Board
- Board members have easy access to them
- They cannot be lost

Find out how the organisation ensures the safe storage and accessibility of the minutes.

Keep the notes you take of your meeting with the secretary for future reference.

If you wish to further develop your minute taking skills, use available opportunities to attend Board meetings and check section three for resources to assist in skill development.

Topic 6: MONITORING THE OUTCOMES OF THE MEETING

6.1 Communicating decisions to relevant people

When a Board meeting votes on a motion for action it has adopted a resolution that leads to action being taken. Sometimes the action is simply to note a report being received or the minutes of the previous meeting being accepted, but often resolutions lead to further action. The first step in implementing actions arising from Board decisions is to communicate the decisions that have been made.

All the decisions taken in the meeting will be in the minutes, but it is a good idea to have a separate document or decision sheet, that identifies decisions that require further action and lists the action to be taken. This allows people to see at a glance what decisions were made and how they will be implemented.

6.2 Developing an action plan

An action plan tells people:

- What is to be done and how it will be done – the task and method
- Who will do it – the person or people responsible
- By when – a due date

An action plan can also show progress made, when tasks have been completed and allow room for any comments. A table is a useful format to adopt for action plans.

An example of an action plan is shown on the next page.

6.3 Monitoring action plans

It is important to have good procedures for following through on actions that have been agreed by the Board. Organisations should appoint someone to be responsible for monitoring points of action and any that are completed.

The action plan can include provision for progress reporting, show when the plan was distributed and who monitored the plan and when (see example on the next page). The chairperson should oversee the completion of action items or, if there is a major project underway, there could be a sub-committee that holds review meetings between Board meetings.

6.4 Reporting back to the Board

The Board needs to be kept informed of the outcomes of its decisions and actions. Reports to the Board can be progress reports or information reports. Progress reports on action taken can be distributed to Board members with the minutes and can also be tabled at the meeting – this may be the best strategy if there is action that can only be completed just before the meeting and after the minutes are distributed. A Board may decide to do both and table an update to a circulated progress report.

Use verbal and written reports in each meeting to keep the Board updated on large projects when actions run over several meetings. This will help the Board track progress and enable them to get things back on track if deadlines are not being met.

Every time a plan or project is completed or an idea, system or method is implemented, time should be made for the Board to do an evaluation. The Board could discuss this amongst themselves in a meeting, but it is better if a report is prepared for the Board to consider.

If an organisation uses a comprehensive action plan format such as the one following, it can be used as the format for progress reports and as a cover sheet for final reports and evaluations.

Example action plan

FAITH WORKS INTERNATIONAL LTD Action items from board meeting 1 July 2014				
Task	Who	By when	Progress / actual finish date	Comments
Distributed to responsible persons 15/07/2014				
Weekly monitoring sign off (please print name and sign) as tasks are completed				

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SECTION 3:**Suggested answers to learning activity questions****LEARNING ACTIVITY 4**

Test your knowledge of the agenda

Scenario	Agenda heading
The chairperson asks the meeting if the minutes are correct	<i>Minutes of the previous meeting</i>
The secretary of the Board knows that a Board member wants to make sure that the cost of the end of season trip is discussed at the next meeting	<i>General (or new) business</i>
Board member A is allowed to vote for Board member B who is absent but who has completed a proxy form	<i>Present and in attendance</i>
The manager employed by the Board wants to report to the Board on the community involvement project she has initiated	<i>Other reports</i>
The chair wants to welcome a visiting official from RHEMA Family Church Slacks Creek	<i>Opening of the meeting</i>
Board member B has let the secretary know that he cannot attend the meeting	<i>Apologies</i>
Board member D wants to ask how the funding proposal that was agreed on at the last meeting is progressing	<i>Business arising from the minutes</i>
The secretary wants the Board to know that someone has written to complain about the noise made by players leaving the ground after mid-week practice	<i>Correspondence</i>

LEARNING ACTIVITY 6

The role of background papers

The following background papers would be relevant to each of the scenarios posed for this activity.

Scenario	Possible background papers
The Regional Ministry	Summary of the selection process Selection panel's evaluation of candidates and recommended appointment
Hinterland Outreach Group	Information paper on the negotiations on sponsorship
The Rural Fire Service	Information paper on the recent fires Statistics on patterns of grass fires over recent years.
South coast Community Group	Updated directory Report on the project including information on who contributed to the updating

Ideally background papers should be circulated with the agenda papers approximately one week before the meeting so that everyone has time to read them. Because Board members (like all of us) have competing priorities and tend to put off reading papers until the last minute, you might phone members in the week before the meeting to ask them if they need any points of clarification to assist them in working through the papers. This way you may jog their memory without appearing to pressure them.

If a paper is finished too late to be circulated with the agenda, you can table the paper and the chairperson can guide members through the paper, enabling time to ask questions about the contents. The chair should also ask members if they feel comfortable proceeding with the item on the basis of the tabled information.

LEARNING ACTIVITY 9

Terminology and rules

Quorum	Note: All these terms are covered in the glossary.
Proxy	
Articles of incorporation	
Articles of association	
Constitution	
Protocols	
An incorporated association	<p>An incorporated association is a corporate body created by law:</p> <ul style="list-style-type: none"> • it is a legal entity e.g. it can sue and be sued in its corporate name; • it has perpetual succession (i.e. it continues even if its members die or resign); • it has a public officer and a committee; • it has members; • its profits, if any, can only be used to promote its objectives (non-profit-making); <p>Incorporated associations are registered by the State or Territory in which the association is based.</p>
A Company	<p>A company is a body corporate registered in Australia under the Corporations Act 2001. Companies are registered by the Australian Securities and Investments Commission (ASIC).</p> <p>The general characteristics of a company are:</p> <ul style="list-style-type: none"> • it is a corporate body created by law; • it has all the powers of an individual and a corporation; • it can sue and be sued in its own right; • it has officeholders (director(s), secretary(ies)); • it has a registered office; • it has member(s); • it has perpetual succession (i.e. it continues even if its members die or resign).
The rules of an incorporated association or company are ...	<p>Developed by the state or commonwealth government.</p> <p>Apply to all incorporated bodies.</p> <p>If broken, constitute the breaking of the law.</p>
The constitutional rules of an incorporated association are ...	<p>Developed by the individual incorporated association.</p> <p>Apply to members of the particular incorporated association.</p> <p>If broken are a breach of the constitution and can be</p>

	sanctioned by the association.
The customs and protocols of an incorporated association are ...	<p>Developed by an individual incorporated association as a result of common practice and accepted ways of behaving.</p> <p>Apply to members of the association.</p> <p>If broken do not constitute a breach of a law or rule but can be sanctioned by members who express disapproval and who may formally express concern if that is the custom of the organisation.</p>

LEARNING ACTIVITY 12

Appropriate talk

What should Graeme do?	<p>Tell Peter that it is wrong to think that he - Graeme – could use his position to provide privileged information.</p> <p>If Peter does tender, then Graeme should declare a conflict of interest and not take part in the debate or decision making process.</p>
What did Barry do wrong?	He talked about confidential Board business outside of the Board meeting.
Who can Elizabeth talk to if she is concerned about the chairperson's expense claims?	<p>Elizabeth could approach her supervisor, the general manager.</p> <p>The correct thing for the general manager to do is to explain to Elizabeth that the Board of management did in fact authorise all expenditure. The general manager might also caution Elizabeth against expressing her concerns to anyone else as this would constitute a breach of the confidentiality requirements of her position.</p>

LEARNING ACTIVITY 14

Dealing with a conflict of interest

What should Nancy do?	<p>Tell her friend that she cannot recommend her as it would be a conflict of interest.</p> <p>Declare a conflict of interest when the matter is discussed by the Board.</p>
Why did the Board of SCC ask Jan to give up her position as Treasurer?	Because they believe that the best way to avoid a conflict of interest between the role of treasurer (who deals with all financial matters for the SCC including staff wages and conditions) and that of being a paid staff member, is to keep the two roles separate.
What should Paul do when the scholarship item comes up at the Board meeting?	Paul should declare a conflict of interest and leave the meeting for the duration of the debate and decision-making process.

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