BUILDING HIGHLY EFFECTIVE BOARDS

USAID/Accelerating Support to Advanced Local Partners II (ASAP II)
WEBINAR SERIES
January 17, 2023
ONE QUICK POLL

Poll will pop-up on your screen.

4 QUESTIONS
A FEW QUICK NOTES

1. Welcome Local Partners – **tell us where you’re from in the chat.**

2. Please use the **Q&A box to ask any questions** and the chat box for answering questions asked by the presenters.

3. We have **two polls** during the webinar today.

4. The presentation for today’s webinar will be saved on ASAP’s website at [www.intrahealth.org/asap-resources](http://www.intrahealth.org/asap-resources)
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UPCOMING WEBINARS

January 26
8:30-10:30 a.m. (ET) | 15:30-17:30 p.m. (CAT)

Business Development:
Pre-RFA to Post Submission Best Practices

Click for upcoming ASAP Webinars

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TODAY'S PRESENTER

Petronella Mwasandube
ASAP II Leadership & Governance Capacity Advisor
Author of the USAID/ASAP Board Leadership & Governance Manual
Objectives of the workshop

To:

- Share some big themes on factors that create and sustain high performing board leadership
- Create a safe space to reflect on our own practices and perspectives as leaders of teams
- Acquire some new board leadership frameworks and tools to use
- Identify personal and collective board leadership actions that you may want to take
What is Board Governance

- the leadership of decision making, **culture**, controls and **accountability** from the boardroom and throughout the organization....to achieve consistently **great outcomes**.

- In reality, governance is about happy, capable people delivering great outcomes and making the world a better place

[Leadinggovernance .com](http://Leadinggovernance.com)
Purpose of Governance

Purpose of a Board
to provide confident and strong strategic leadership
which leads to robust accountability, oversight and assurance for excellent organizational and financial performance.
There are many models and approaches for thinking and guiding high performing boards.
Agenda

NUPAS Assessments
Board Governance Challenges
Building effective board teams
- Building a sense of belonging
- Creating shared purpose
- Enabling psychological safety
- Igniting energy for board change
- Reflection, commitments and action planning
Q&A
ASAP NUPAS Plus Assessments for Local Partners

Board governance areas

• Legal Requirements – compliance with legal requirements, licences, laws
• Organizational Structure: Constitution, Charter
• Governance – emphasis on governance
• Control environment – adequate safeguards
• Organizational Sustainability
ASAP NUPAS Plus Assessments for Local Partners

Board governance areas

- Governance Board
- Board Constitution
- Board structure and committees
- Board member declaration of conflict of interest
- Organogram
- Board Schedule/Minutes of meetings
- Strategic plan with clear roadmap
- Financial Management System
- Risk Management: Internal Control Systems
- Board and management succession planning
Question

What are the board issues that you encounter in your non-profit organization?
NUPAS Plus Assessments

Key highlights on governance and leadership

- The people who set up the organization maintain disproportionate power and influence
- Token board presence
- Centralization of power no delegation and management support
- Senior management struggle to find the right balance and this affects performance
- Poor people participation by important people
- Organizations running in permanent crisis mode etc
Board issues with setting direction

- Board does not put purpose first
- Organizational direction is unclear
- Board and Executive Director not aligned
- Executive director has more power than the board
- One or two members dominate the board
- Wrong people at the board table
- Board not measuring what it does
- Meetings do not add no value
- No celebration of what is working
Board culture problems

- Chair too dominant and too much influence on decisions
- Contributions stifled
- Chair/some members have too much influence on decisions
- Board members
  - feel dismissed and abandon their responsibilities
  - lack commitment
  - not valued for the expertise they bring to the board
- No information sharing
- Founder/Executive Director – power base
Characteristics of a Bad Governance Board

- A non-independent chair
- Most of the board of directors are not independent
- Presence of considerable conflicts of interest
- Most members are all pals or old school friends
- No ED key performance indicators
- No formal ED annual review process
- Board spends more time on operations than on strategic thinking and development
- No agreement between the board and management on the organisation’s risk appetite
There are two types of board teams

<table>
<thead>
<tr>
<th>Board one mind set</th>
<th>Board two mindset</th>
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</thead>
<tbody>
<tr>
<td>Is engaging and positive.</td>
<td>Disinterested or dysfunctional</td>
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<tr>
<td>Has a leadership presence</td>
<td>Distorted power dynamics – eg. founder and friends are in charge</td>
</tr>
<tr>
<td>Helps set the expectations and roadmap upfront</td>
<td>Direction of the organization is fuzzy</td>
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<tr>
<td>Has a clear focus</td>
<td>Eye not always on resources: human, financial, etc.</td>
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<tr>
<td>Demonstrable values of success</td>
<td>Approaches do not fully reflect the needs and solutions that the organization needs</td>
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<tr>
<td>Provides advice, energy, resources, and inspiration.</td>
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</table>
What is our board composition based on?

A Framework For Belonging

Recruiting people you feel comfortable with creates a “sameness” culture without realizing it.
Question

What are the things that make a great Board?
Board Effectiveness is about adding value

- By being lean, transparent and ethical
- Focuses on tackling operational challenges complete the
- Does it in ways that complement the big picture vision
- Always seeks the best outcomes for stakeholders
Starts with having a terrific Board Chair

Sets the boardroom tone….

• Integrity
• Ability to influence others, without dominating
• Personal Strength
• Clear vision and passion for board work
• Intellect and experience
• Decisiveness
• Ability to chair meetings
• Coaching skills
• Emotional Intelligence
Chair and leadership combined - even better!

Creates a sense of **belonging** so that everyone is seen and valued for their own **unique and authentic selves**

When we **feel** we belong, we thrive, and so do the people around us.

Sharpening your governance

- Bringing in quality board members
- Having the right conversations
- Doing the right thinking
- Focusing on the right issues
- Making difficult decisions based on the best information
- Challenging and supporting the executive director in the right way
- Letting go of inactive and inexperienced members

*It is about having the right people on the bus and getting*

“from Good to Great” by Jim Collins
Use of a Board Skills Matrix

- gives assurance that the board members has the best-qualified and most diverse composition possible
- Right board members with right skills set the tone and culture of the organization

<table>
<thead>
<tr>
<th>Technical skills/experience</th>
<th>Director A</th>
<th>Director B</th>
<th>Director C</th>
<th>Director D</th>
<th>Director E</th>
<th>Director F</th>
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<td>Accounting skills</td>
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<tr>
<th>Director Capabilities</th>
<th>Director A</th>
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<th>Director C</th>
<th>Director D</th>
<th>Director E</th>
<th>Director F</th>
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<tr>
<td>Ability to assimilate &amp; synthesize complex information</td>
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<td>Capacity to develop and deliver a logical argument</td>
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<td>Innovative thinker</td>
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<td>Interpersonal and relationship management skills</td>
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<th>Personal Attributes</th>
<th>Director A</th>
<th>Director B</th>
<th>Director C</th>
<th>Director D</th>
<th>Director E</th>
<th>Director F</th>
<th>Director G</th>
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<td>Honesty and integrity</td>
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<td>High ethical standards</td>
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<td>Network of relevant contacts</td>
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<td>Emotional Intelligence</td>
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</table>
Recruiting board members

Structured induction for new members

- Role description and contact details of the Board Chair
- Covers who is responsible for what
- Board Charter, Code of Conduct, Constitution a must know!
- Board meeting schedule especially board reserved matters
- Confidentiality, Delegation of Authority and key policies
- Discussion of risks the local partner is facing
- Policies, protocols and procedures
Question

1. What is board culture?

2. What are the things that make a great board Culture?
Presence of a good board culture in the boardroom

Chair leads in inspiring board members

- Allows relevant topics to be discussed by the board
- Determines the agenda prior to meeting
- Covers board strategic oversight areas
- Ensures productive discussions are facilitated
- Allows members to ask questions
- Board members allocated enough time to contribute
- Chair enables the board to make decisions
Importance of organisational culture to effective governance and leadership

Exhibit 1: Strong organizations do five things well

Key Characteristics

- Clear vision and priorities
- Cohesive leadership team
- Clear roles and accountabilities for decisions
- Organizational structure that supports objectives
- Organizational and individual talent necessary for success
- Performance measures and incentives aligned to objectives
- Superior execution of programmatic work processes
- Effective and efficient support processes and systems
- ‘High performance’ values and behaviors
- Capacity to change

Source: Bain & Company organizational toolkit and Bridgespan analysis
Board Culture: starts by asking difficult board questions

1. Do we have the right people in the boardroom?
2. Are we structuring our discussions and assignments to focus on the right issues and activities?
3. Do board committee members and executive leadership model the desired board culture?
4. Do we as individual board members consider how we are contributing to the culture?
Board Culture: assessing where you are as a board

- Assess current governance capabilities
- Assess effectiveness of the board as a whole and individual committees
- Identify the effectiveness of current LIP governance program
- Identify potential improvement opportunities for each governance program
- Facilitate more specific conversations with boards, committees and executives

When a board is able to diagnose culture, a board can evaluate the role culture plays in board performance and consider whether there are elements of the culture that need to change.
Board Culture: what is your board like?

Board cultures tend to be more heavily weighted in one of four main culture styles:

• **Inquisitive**: board values the exchange of ideas and the exploration of alternatives.

• **Decisive**: board is focused on measurable results, driving a focused agenda and outcome-oriented decisions.

• **Collaborative**: board values consensus and having a greater purpose.

• **Disciplined**: board emphasizes consistency and prioritizes managing risks, prioritize planning and adherence to protocols.
Effective board:

• Continually questions its own governance
• Has clear idea of their purpose and role
• Understands that good governance is in everyone’s interest
• It is the duty of board members to:
  ✓ remain focused on broad, strategic goals
  ✓ tackle day-to-day issues
  ✓ meet their responsibilities
Knows the organizational risks
Board’s Role in Risk Management: ensuring compliance is always achieved

1. What could stop us from achieving our priorities?
2. What could ruin our reputation?
3. What could ruin our financial position?
4. What could put us out of business?
5. What has happened in other governance failures, that we can learn from?
Board Assurance: assurance beats reassurance

- **Assurance**: you establish that all is well
- **Reassurance**: reactively having concerns dispelled by someone else
- **Challenge is positive**: Board members having the duty to ask the right questions and constructively challenging answers given
# Organisation Sustainability Maturity Matrix

<table>
<thead>
<tr>
<th>Level 0: Oblivious</th>
<th>Level 1: Internally focused</th>
<th>Level 2: Impression management</th>
<th>Level 3: Holistic</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>A. Board agenda/strategy</strong></td>
<td>Sustainability is not considered for inclusion in the board’s agenda/strategy.</td>
<td>Primary board agenda/strategic focus is on short term financial gain with limited consideration of impact on key stakeholders.</td>
<td>Board agenda/strategy considers sustainability in order to “feel good”, mitigating financial risks and managing external perceptions of the organisation.</td>
</tr>
<tr>
<td><strong>B. Stakeholder relationships</strong></td>
<td>Stakeholder engagement only occurs to procure a benefit for the organisation.</td>
<td>Stakeholder engagement only occurs where some form of benefit or payback is expected for the organisation.</td>
<td>Claims that sustainability programs benefit key stakeholders, but stakeholders and others perceive the primarily purpose to promote the organisation.</td>
</tr>
<tr>
<td><strong>C. Value add</strong></td>
<td>Sustainability is considered irrelevant for adding value or improving performance.</td>
<td>Natural environment and human/social improvement programs are considered an unnecessary cost and are only done for expediency.</td>
<td>Sustainability programs are selected to mitigate financial risks and to promote the organisation’s sustainability credentials.</td>
</tr>
<tr>
<td><strong>D. Minimisation of harm caused</strong></td>
<td>No concern for any negative consequences or harm caused to others by the organisation’s activities.</td>
<td>Limited awareness, transparency or concern for harm caused by the organisation’s activities while maximising the economic benefit to the organisation.</td>
<td>Sustainability programs are used to mitigate or compensate for the most visible harm caused by the organisation and for impression management.</td>
</tr>
<tr>
<td><strong>E. Goals synthesis</strong></td>
<td>Sustainability issues are not considered as short term financial gain is the sole business focus.</td>
<td>Paradox/tension between goals is recognised but a siloed approach, which includes philanthropy, results in maximising the organisation’s financial performance.</td>
<td>Recognises paradox/tension between goals with financial performance prioritised combined with sustainability programs designed to maximise positive and minimise negative PR.</td>
</tr>
</tbody>
</table>
Strategic planning is about setting direction for the future and is closely linked to performance management.

**Mission**
- Why we exist

**Vision**
- What we want to become

**Values**
- What is important for us

**Strategic Objectives**
- What we need to do as a program to achieve the strategic intent

**Themes/Focus Areas**
- Roadmap to fulfil our goals

**Strategic roll out and organisational alignment**

- **Strategic Intent**
- **Core service areas articulated**
- **Strategies**
- **Operational activities: Detailed work plan**
- **Targets**

**Activities/Action Plans**
- Based on strategic objectives

**Strategic results**
- Based on strategic objectives
Board and Executive Director relationship

Board led by the Chairperson

Defines expectations for the organization
- develops strategy
- grants power
- verify performance
- ensures compliance with governing document (e.g. board charter)
- ensures accountability and compliance with laws and regulations; and
- maintains proper fiscal oversight.

Management led by Executive Director

Takes direction from the Board
- communicate expectations
- implements strategy and policies (short term plans)
- manage day-to-day operations and
- program implementation to fulfil the expectations
- report results to the Board
Effective boards set up committees

- Committees are an extension of the board
- Assist with oversight responsibilities and prepare the board for decision making
- Clear terms of references
- Chaired by a board member with expertise
- They deal with certain specific issues that require specialized areas of expertise.
  - finance
  - human resources
  - fundraising

Committee role is an advisory one - it does not make decisions
### PERSONALITY

**Features**
- Driven by results
- Strong iconic leadership
- Use passion to exert power
- Often strong, task-focused chair and/or CEO

**“Trust me”**

**Benefits and challenges:**
- Nimble, rapid decisions
- Risk taking, innovative
- Leader can alienate
- No empowerment
- Always changing, can overreach

**Greatest fear:**
- Power sharing

### PEOPLE

**Features**
- Driven by relationships
- Family atmosphere
- Use relationships to exert power
- Often highly creative and people-oriented chair and/or CEO

**“Involve me”**

**Benefits and challenges:**
- Consensus-driven, team
- Loyalty encouraged and rewarded
- Resists "outsiders" (= non-family)
- Resists change
- Difficulty setting priorities and taking risk

**Greatest Fear:**
- Division

### PERFORMANCE

**Features**
- Driven by best practices
- Replication of tasks
- Use reason and measures of performance to exert power
- Chair or CEO is often a peacemaker and consensus builder

**“Show me”**

**Benefits and challenges:**
- Facts, benchmarks, results are key
- Systematic
- Undervalues people with divergent views
- Not as innovative as could be
- Benchmarking can be circula

**Greatest fear:**
- Taking risks

### POLICY

**Features**
- Driven by rules and policy
- Bureaucratic
- Uses rules to exert power
- Chair or CEO is often very analytical and precise

**“Tell me”**

**Benefits and challenges:**
- Cautious and slow decision making - traditional approaches
- Clear, routine, focus
- Traditional
- Resistant to change, outsiders

**Greatest fear:**
- Changing the system
# Board Maturity Model: constantly assess where you are as a board

<table>
<thead>
<tr>
<th>1</th>
<th>Forming:</th>
<th>2</th>
<th>Developing:</th>
<th>3</th>
<th>Progressing:</th>
<th>4</th>
<th>Established/Advanced:</th>
<th>5</th>
<th>Innovating:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Constitution or Board Charter</td>
<td>Ad hoc or no practices</td>
<td>Informal practices</td>
<td>Good practices</td>
<td>Strong practices</td>
<td>Strong practices</td>
<td>Best practices</td>
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</tr>
<tr>
<td>No formal constitution or board charter</td>
<td>Informal governance documentation</td>
<td>Established governance documentation, example, constitution, by-laws, policies and procedures</td>
<td>Effective and complete governance documentation</td>
<td>Comprehensive set up in LIP including ongoing review and board self-assessment</td>
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<tr>
<td>Governance and Accountability</td>
<td>Awareness of the governance and accountability issues; but approaches have not been developed to address them yet”</td>
<td>Presence of recognition of the key governance and accountability issues; and some areas have been identified to address them”</td>
<td>LIP is taking steps to address key governance and accountability issues; and is showing signs of practical application</td>
<td>LIP has well developed plans that address the key governance and accountability issues; evidence of monitoring processes and continuous improvement “</td>
<td>“- Evidence of leadership and governance practice;</td>
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<td>”- There is a demonstration of a commitment to long term sustainable improvement</td>
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<tr>
<td>Leadership or governance committees/structure</td>
<td>Board not established governance structure/committees</td>
<td>Some committees set up but there is absence of some fundamental ones</td>
<td>Established all relevant Board committees and implementing processes</td>
<td>LIP reviewed its governance main systems and committee structures to ensure they are fit for the LIP purpose</td>
<td>Committees functions have been reviewed and are working effectively, chaired by an appropriately skilled Board member</td>
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<tr>
<td>Board Member involvement</td>
<td>No Board Member involvement</td>
<td>Limited member involvement beyond voluntary leadership</td>
<td>Members involved in representation, with formal nomination, reappointment and election procedures</td>
<td>Extensive committee structure with formal Terms of Reference</td>
<td>Board and Committee performance review structure in place</td>
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</tbody>
</table>
Where might you start as a Board? Governance Operating Framework

Source: Illustrative Governance Operating Model by Deloitte and Touche 2013
<table>
<thead>
<tr>
<th>High level focus by the Board:</th>
<th>Board monitoring Operational and Service delivery</th>
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<tbody>
<tr>
<td>• Governance,</td>
<td>• Planning</td>
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<tr>
<td>• Performance</td>
<td>• Operations</td>
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<td>• Strategy</td>
<td>• Reporting</td>
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<td>• Integrity</td>
<td>• Culture</td>
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<tr>
<td>• People</td>
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Governance Operating Model

• enables the board and executive leadership to have a focus
• allows you to fulfil your roles
• gives the board an opportunity to test out effectiveness of its governance structure and
• Supports you with the mechanisms by which you can explore how governance is implemented.
• ensures board members
  - explore any inconsistencies,
  - overlaps, and
  - gaps
that may lead to failure to enact governance policies that the board and management have put in place.
Working your way down, at each step ask yourself

- “How can we improve from where we are?”
- “Is everything looking as it should?”
- “Whose responsibility is it?”
- “Who needs to be informed and act on it?”

Working your way up, at each step ask yourself

“Why are we doing this?”

- This will help ensure that every tactic leads to improved performance
- Make a list of the key priority improvement areas
- Any other areas?

Examine each area

- Governance
- Strategy
- Integrity
- Performance
- Talent

Examine the following from the bottom.

- Operations
- Planning
- Compliance
- Reporting
Questions for a board to consider

• Where should we be spending the majority of our time?
• How do we position the board as a strategic partner with management?
• Exactly what should we be doing in the critical areas of oversight such as strategy and risk?
• How does the work of the committees relate to and differ from the work of the full board?
Signs of a Board and Executive Leadership that work well together

- The **composition** of the Board works
- There is **respect** and **trust** among all Board members
- A **strong team spirit** exists
- **Emotional intelligence** exists among Board members
- Board spends time building **quality of the relationship** between individual members, board and senior leadership
- The Board **always cheering the ED and staff** when progress is made!
- The Board being an ally for the ED, a **sounding board** or a **trusted advisor**
Finally …fantastic Board Leaders result in Fab Teams!!

- They create a shared vision
- They challenge the status quo together
- Sign up ….they are present!
- They value and embrace difference
- Gender focused
- Help everyone in the team to feel safe and innovate
- Communicate – they talk
- Are kind to each other – get to know each other as people, care about the little things too
- Think the best of each other – so when something goes wrong, you do not blame other people’s incompetence
- Achieve Win-Win for all team members
- Are highly productive – the sum is greater than its parts
Some critical takeaway points

• A board is a team and requires team players to work most effectively.
• Everyone on the board needs to be able to feel comfortable and confident enough to engage, challenge and disagree without fear.
• Members should understand that a board is for leading, not managing.
• The support they provide should be top level and strategic rather than operational.
• To stay strategic in a changing world, they should be committed to ongoing learning no matter their level of achievement.
• Everyone needs to be willing to reflect and assess themselves with total honesty.
Q & A

Please use the Q&A box at the bottom of your screen or raise your hand.
Thank you for your time.