

**A Strategically Focussed Agenda for the Board Meeting…**

The Consent Agenda technique used in this Agenda is a powerful tool that reduces the amount of time spent on reports that are ‘**For Noting**’ only. This is sometimes called a Block Agenda (i.e. where a group of items are placed together and approved by the Board as a ’block’).

Note to Directors: An Agenda item marked as ‘**For Noting’** means this item is for Noting Only, and these items will be voted to be accepted as group (or as a ‘block item’) under Agenda Item 4. Up to 48 hours before the meeting, Board Directors may request that the Chair take an item off the Consent Agenda item so that it can be discussed by the full Board. It is at the discretion of the Chair whether to allow the item to be moved onto the Agenda for discussion (or not).

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| **XYZ Ltd**  **AGENDA**  **Board of Directors** |

Insert **Vision Statement** here – The Chair and CEO can use this to focus the discussions.

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| Date:  Time:  Location: | Thursday 19 July 202X  2:15pm to 4:30pm  Macquarie Room, 60 Martin Place Sydney  Zoom URL: TBA |
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| **TO BE PRESENT**  Board of Directors:  Management:  Apologies:  Secretariat Support: | AB (Chair), CD (Dep Chair), EF (Treasurer), and Directors GH, IJ, KL, MN.  YZ (CEO), WX (GM), UV (GM),  Director OP  ST (EA to CEO) |

**Item 3:** All members must declare they have undertaken adequate preparation for this meeting.

**Item 4:** Chair: should always remind Directors that they should alert the Chair 48 hours prior to the meeting if they believe an item should be taken off the ‘**Consent Agenda’** and placed back on the main agenda for discussion.

| **Time** | **No.** | **Item** | **Action Required** | **Paper Y/N** | **Page Ref:** | **Lead** |
| --- | --- | --- | --- | --- | --- | --- |
| **06.30** | **1** | Acknowledgement of Country (If used) | - | N |  | Chair |
|  | **2** | Welcome and Apologies   * Welcome to ST, new EA to the CEO | - | N |  | Chair |
|  | **3** | Declarations   * Declarations that Directors have reviewed material ahead of the meeting * Declarations of Interests of Directors / Staff | For Decision | N |  | All |
|  | **4** | Confirmation of this Agenda, including acceptance of all ‘starred’ items, namely 8.1, 8.2, 8.3, 8.4 and 8.5 | For Decision | - |  | Chair |
|  | **5** | Confirmation of Minutes of the Board Meeting held Thursday 15 June 202X | For Noting | Y | 11 | Chair |
|  | **6** | Confirmation of Board Action items | For Noting | Y | 15 | Chair |

**For Item 9:**

Consider an external presentation, every second or third meeting. Use a regular cycle of different external guests and alternate this with presentations by key staff members. Invite the guest presenter to address the Board for 20 minutes on key strategic issues facing them, their sector or the business unit/s they manage. Allow 5 minutes for questions, discussion with the guest present.

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| **06.40** | **7** | **STRATEGIC MATTERS** | | |  |  |  |  |
|  |  |  | 7.1 | CEO and [Executive Team Report on Strategic Priorities](#ExecReportOnStrategicDirections) | For Discussion | Y | 19 | All |
|  |  | Item 7.1 is a report from the Executive Team (not just CEO). It updates the Board by providing a focus on progress toward the approved Strategic Plan, reporting all Items that should have commenced by now, with a focus on outcome measures, not just activity. | 7.2 | CEO Briefing on potential changes to membership base, and recommendations needing Member endorsement to amend our Constitution | For Decision | Y | 23 | CEO |
|  |  |  | 7.3 | CEO Briefing Strategic Planning for 202X to 202X | For Decision | Y | 28 | CEO, Chair |
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| **07.15** | **8** | **BOARD OPERATIONS** | | |  |  |  |  |
|  | With Board Committee Minutes, make sure they record the proceedings of the Meeting. For any strategic issues or implications for discussion by the Board, make sure a separate Board Briefing is included in Section 7 of the Agenda. |  | 8.1 | Minutes of Finance Audit and Risk Management Committee 5 March | For Noting | Y | 33 | Chair of FARM Ctee |
|  |  |  | 8.2 | Minutes of Governance Committee 5 Nov | For Noting | Y | 38 | Chair of Gov Ctee |
|  |  |  | 8.3 | Minutes Clinical Governance Committee 6 Oct | For Noting | Y | 42 | Chair of CG Ctee |
|  |  |  | 8.4 | Board Committee Membership | For Decision | Y | 46 | Chair of Gov Ctee |
|  |  |  | 8.5 | Early discussion on Board requirements for Professional Development for 202X/2X (from Board Workplan) | For Discussion | N |  | All |
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| **07.30** | **9** | **PROFESSIONAL BOARD DEVELOPMENT** | | |  |  |  |  |
|  |  |  | 9.1 | Every second or third meeting, invite key external stakeholder, academic or thought leader to share their views on the key strategic issues facing their organisation/sector and implications for your sector/organisation | For Discussion | N |  | Guest |
|  | 9.3 Items marked as ‘**For Information**’ are not critical to the board meeting but rather an item of interest that the author would like to table to the board for optional reading. |  | 9.1 (alt) | Every second or third meeting, invite Senior Manager or Leader of a key business unit or area and ask them to describe the key strategic issues they believe their part of the organisation is likely to face in the next 5-10 years | For Discussion | N |  | Guest |
|  |  |  | 9.2 | After guest departs, Board Directors to spend 5 mins to discuss implications on Strategic Plan, arising from the guest presentation | For Discussion | N |  | All |
|  |  |  | 9.3 | Interesting webinar from BoardPro – How to Be and Think Strategic | For Information |  |  |  |
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| **08.10** | **10** | **CHANGES TO STRATEGIC ENVIRONMENT (i.e. Strategic Gossip)** | | |  |  |  |  |
|  |  |  | 10.1 | Directors and Staff to disclose any early issues or ‘rumours’ that may have strategic impact on the organisation | For Discussion | N |  | All |
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| **08.15**  NOTE: Standing Reports are For Noting. Any items for Board consideration will be added elsewhere as separate Agenda Items. Make sure that the CFO / Financial Report should also offer a Declaration that we are solvent, and up to date with Superannuation guarantee, PAYG and other tax payments. | **11** | **STANDING REPORTS, OPERATIONAL MATTERS FOR BOARD NOTING** | | |  |  |  |  |
|  |  |  | 11.1 | CEO Report | For Noting | Y | 49 | CEO |
|  |  |  | 11.2 | CFO Report | For Noting | Y | 59 | CFO |
|  |  |  | 11.3 | COVID-19 Report | For Noting | Y | 66 | CEO |
|  |  |  | 11.4 | CEO Briefing on Preparation for 202X AGM | For Noting | Y | 68 | CEO |
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| **08.15** | **12** | **BOARD IN CAMERA SESSION** | | |  |  |  |  |
|  |  |  | 12.1 | Discussion and Decision Regarding Approval of new Interim Director | For Decision | Y | 72 | Chair of Gov Ctee |
|  |  |  | 12.2 | Preparing for Annual Board Performance Evaluation | For Discussion | N |  | Chair |
|  |  |  | 12.3 | CEO Performance Review and early issues re Contract renegotiations | For Discussion | N |  | Chair |
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| **08.25** | **13** | **MEETING REVIEW – IN CAMERA** | | |  |  |  |  |
|  |  |  | 13.1 | Feedback from Observer Director | For Noting | N |  | Observer |
|  |  |  | 13.2 | Feedback from Other Directors | For Noting | N |  | Directors |
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|  | **14** | **NEXT MEETING** | | |  |  |  |  |
|  |  |  |  | Date: Thurs 10 Oct 202X Time: 06.30pm to 08.30pm Venue: TBC Zoom URL: TBA | For Noting |  |  |  |
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| **08.30** | **15** | **MEETING CLOSE** | | |  |  |  |  |