

**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 with the green background colour 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 2022  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 of 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 | - | 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 2021 | 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**  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. Use number references used in the Strategic Plan. Instructions on using hyperlinks is at the end of this Sample Agenda | **7** | **STRATEGIC MATTERS** | | |  |  |  |  |
|  |  |  | 7.1 | CEO and [Executive Team Report on Strategic Priorities](#ExecReportOnStrategicDirections) | For Discussion | Y | 19 | All |
|  |  |  | 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 2022 to 2025 | For Decision | Y | 28 | CEO, Chair |
|  | | | | | | | | |
| **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 2022/23 (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 |
|  |  |  | 9.1 (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 |
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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 2022 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 2022 Time: 06.30pm to 08.30pm Venue: TBC Zoom URL: TBA | For Noting |  |  |  |
|  | | | | | | | | |
| **08.30** | **15** | **MEETING CLOSE** | | |  |  |  |  |

See instructions on the last page, below, on how to add navigation buttons and hyperlinks within your Agenda Document in Microsoft Word (including PDF versions).

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# Attachment: 7.1 Executive Team Report on Strategic Directions

(Note: Insert the Report here. Make sure reporting from staff is aligned to the Items and numbering contained within the Strategic Plan.)

You can modify the instructions below and pass to your Directors when you revise the structure of your Agenda.

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# XYZ Ltd - Board Agenda Guide (If not using BoardPro)

Any issues likely to have an impact on our strategy or our assumptions

The following guidelines have been endorsed by the Board of Directors of XYZ Ltd. The aim is to offer guidance as to how the Board will use the Agenda to:

* enhance the focus on strategic and governance matters
* maximise the efficiency of the use of Directors’ time when preparing for and when participating in meetings of the Board of Directors
* enhance co-operation and collaborative decision-making by the Board and the Executive Team

## Item 1 – Acknowledgement of Country

Self-explanatory. We acknowledge the traditional owners of the lands we work across, and pay our respects to their elders: past, present, and emerging, including recognition of their ongoing connection to land, waters, and sky.

## Item 2 - Welcome, Present, and Apologies Accepted by Chair

The Chair will acknowledge all those present, making note and welcoming any Director, staff member or guest who is attending their first meeting with this Board of Directors of XYZ Ltd.

The Chair will advise of apologies that have been accepted. The Chair will only accept apologies if the Director has contacted them prior to the Board meeting and the director has confirmed they have read and understood the material on the Board Agenda.

## Item 3 – Declarations

All directors and staff attending the meeting of the Board of Directors must make contact with the Board Chair earlier than 48-hours prior to the meeting, if they believe they need to declare an interest in a matter that is scheduled on the Agenda. Please refer all Directors to the Board and organisational policies relating to Declarations of Interests. You could add a hyperlink to take Directors to the relevant Declaration of Interest Policy.

Remember: Directors and staff should be reminded that a matter on the Agenda may require ‘Declaration of Interest’ if it could lead to a real, potential or perceived conflict of interest.

## Item 4 - Confirmation of this Agenda

The Chair will seek confirmation from the Directors present that the Agenda has been confirmed as published, including the noting of any items that are highlighted with a green background. The Chair reserves the right to accept or decline any suggested changes to the published Agenda that may be proposed by Directors or staff.

Also note that this Agenda states that Directors must declare they have read the minutes!

We recommend that you adopt a practice of inviting Directors to contact the Chair (or the CEO) should they wish to have an item removed from the Consent Agenda and opened for Board discussion. It is at the discretion of the Chair whether they accept this request. Remember, at law, the Chair has control of the Agenda for Board meetings.

## Item 5 - Confirmation of Minutes

It is contemporary best practice in governance for all Directors to receive a draft copy of the minutes, quite soon after the meeting was held. Accordingly, the Minutes of the previous meeting presented to the Board for endorsement at this meeting SHOULD already contain any suggested changes and improvements, as identified by Directors. As such, these Minutes are presented for confirmation, and generally without discussion.

## Item 6 - Confirmation of Board Action items

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The updated list of items is presented for noting, and generally not for detailed discussion. Any substantive items for Board consideration shall be placed elsewhere in the appropriate location in this Board Agenda.

## Item 7 – Strategic Matters

One of the primary roles of the Board of Directors is to oversee the progress toward and achievement of Board-approved Strategic Priorities. This item is placed early in the Agenda, with a suitable allocation of time, to ensure appropriate attention of Directors upon the important strategic matters.

Item 7.1 is generally the **most** important Agenda item on the whole of the Agenda! It should be a detailed report from the Executive Team (not just CEO). It updates the Board by providing a focus on progress toward the current elements on the Board-approved Strategic Plan. It will report on all of the items that should have commenced by now. Use the same numbering convention that is used for the Strategic Plan Items.

## Item 8 – Board Operations

As a general process, minutes of the meetings of Committees of the Board of Directors will be received and confirmed, as published. If the Chair of the Committee believes that there are important issues for Board attention, then those matters will be added with a separate Board Briefing and inserted in the appropriate location in the body of the Board Agenda.

## Item 9 – Board Professional Development

The Board has agreed to a regular program of presentations from key staff, and external guests, including academics, innovators and thought leaders. The aim of these sessions will be to educate Directors, and to challenge their thinking, and stimulate active discussion around topics of strategic importance to the organisation.

## Item 10 – Strategic Gossip

This Agenda item provides an opportunity for all Directors to raise any matter that they have seen or heard that may have strategic impact on the organisation.

## Item 11 – Standing Reports, Operational Matters for Board Noting

These matters will generally be taken as published, and as read by Directors. The CEO will ensure that any important, and/or strategic matters identified by the staff will be placed elsewhere in the Agenda, with a suitable Board Briefing available to Directors.

## Item 12 – Board In-Camera Session

As required, there may be times where it is appropriate to have a confidential discussion on matters which only involves Directors. The Chair may list items to seek early advice from Director colleagues, before requesting attention or action by the CEO and staff.

## Item 13 – Meeting Review

As part of an ongoing commitment to enhancing good governance, the Board should embrace the practice of approving one Director to “observe” the meeting. They will have an opportunity to provide feedback to the entire Board, and to individual Directors, as appropriate. This role should rotated amongst Directors at subsequent Meetings of the Board of Directors.

Other Directors are also invited to promote constructive commentary about the conduct of the meeting.

# Navigation Tools on your Agenda Document Simplify movement around the Agenda and Attachments

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Board Agenda packs can be complex with multiple attachments. At our Webinar on Dramatically Enhancing Board reporting, this process is used by our friends at the Ottawa Real Estate Board.

Based on advice from Techwalla.com[[1]](#endnote-1), we have assembled the following instructions for how you can add:

1. A navigation button that will take readers back to the Agenda at the top of the Board pack.
2. Hyperlinks inside the Agenda that will take readers to the appropriate Attachment.

## 1. Returning your readers to the Agenda

|  |  |
| --- | --- |
| Step 1 | Open the Agenda document you want to create a hyperlink for in Microsoft Word. |
| Step 2 | Place the cursor at the top page of your Agenda where the hyperlink will point. Then select "Insert" and "Bookmark" in the menu ribbon. The "Bookmark" dialog box will open. Name the bookmark “BackToAgenda” (no spaces) and click "Add." The dialog box will close. |
| Step 3 | Scroll to the spot where you want to insert the hyperlink (for example, on one of your Attachments). Insert a text Box and type in a short phrase, such as "Back to Agenda", indicating to the reader that you will jump them to the top page of the Agenda by clicking on the text. Size this text box so it looks like a button. You can add shading to the outline of the text box for a better effect. |
| Step 4 | Select the "Back to Agenda" text inside the text box on the Attachment page. Then click on "Insert" and "Hyperlink" from the ribbon. The "Insert Hyperlink" dialog box will open. |
| Step 5 | Click the "Bookmark" button on the right. The "Select Place in Document" dialog box will open. Click on the bookmark you named “BacktoAgenda” in Step 2. Then click "OK." The bookmark name will appear in the "Address" text field at the bottom of the "Insert Hyperlink" dialog box. Click "OK" to apply your changes. |
| Step 6 | Once you have created the text box with “Back to the Agenda” and the associated Hyperlink, you can copy and paste this text box and place it on every Attachment. |

## 2. Taking your readers from Agenda to a desired Attachment

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| Step 1 | Open the Agenda document you want to create a hyperlink for in Microsoft Word. Ensure the Agenda includes a report you would like to transport the reader to (E.g. Agenda Item 7.1: The Exec Team Report on Strategy) |
| Step 2 | Go the top of the Report. Then select "Insert" and "Bookmark" in the menu ribbon. The "Bookmark" dialog box will open. Name it “ExecTeamReportOnStrategy” (no spaces) and click "Add." The dialog box will close. |
| Step 3 | Go to the Agenda and highlight the text of the Agenda entry that refers to “7.1 Exec Team Report on Strategy”. Then click on "Insert" and "Hyperlink" from the ribbon. The "Insert Hyperlink" dialog box will open. |
| Step 4 | Click the "Bookmark" button on the right. The "Select Place in Document" dialog box will open. Click on the bookmark you named “7.1 Exec team Report on Strategy” in Step 2. Then click "OK." The bookmark name will appear in the "Address" text field at the bottom of the "Insert Hyperlink" dialog box. Click "OK" to apply your changes. You may need to format the text with a bright blue colour and underlining so it appears like an active hyperlink to the reader. |
| Step 5 | You can repeat Steps 3 and 4 and create a hyperlink to each Attachment that is listed in your Agenda |

The above navigation tools will translate into the PDF you may generate from your Word Document.

1. Sourced: [How to Go Back to the Top of a Page in a Word Document With a Hyperlink (techwalla.com)](https://www.techwalla.com/articles/how-to-go-back-to-the-top-of-a-page-in-a-word-document-with-a-hyperlink) [↑](#endnote-ref-1)