



**Beyond Governance**  
Creating clarity, improving business

# Successful Meetings: A Chair's Guide



## Background

The role of the Chair is key to effective corporate governance in an organisation. This note will explore one of the most important and visible activities – chairing a meeting. A successful Chair will need to utilise many different skills and call upon past experiences and, like most challenges in the workplace, many of these are people related.

## Effective Chairing

Everyone who has attended meetings will have witnessed both badly and well-run meetings. Draw on these experiences as they are invaluable, real life examples of the skills you will need. The referee in a football match is only memorable if they have had a bad game. No one remembers their contribution otherwise. Good chairing can be viewed in a similar way.

Meetings have a purpose and are meant to achieve things. Decisions should be made, and resolutions passed. They should not be used for “training”. If board development sessions are required, arrange a separate time.

The mindset of the Chair should be to facilitate the meeting and not dominate it. All the points should be heard even those to which the Chair disagrees.

Your aim is to ensure that all the business on the agenda is covered in the time allocated to the meeting and that all attendees have the chance to participate. This note will help you achieve that.

## The Practicalities

**Boardroom Behaviours:** This note assumes that people will know how to behave socially in a formal meeting, but you should not automatically assume this will be the case.

**Company Secretary (Secretary):** An essential **relationship** to develop. The Secretary will be your main **support** before, during and after the meeting. Many of the items discussed in this note will be the responsibility of the Secretary who will rely on you as their “**sponsor**” in the organisation. For this relationship to flourish, it should be viewed as a **partnership**. Have them sit beside you at the meeting as they will know the meeting “**rules**” and will have planned and coordinated the presenters. It is always very evident when there is a relationship of **respect** between the Chair and the Secretary.

## The Agenda

This is the key to effective meeting management. Develop an annual planner of **key topics** for consideration and prepare each separate agenda with the Secretary.

Consider the **duration** of the meeting and the **order of business**. Participants will be fresher at the start so substantive items should be dealt with then – this is why some organisations approve the minutes and deal with the matters arising at the end, with the schedule acting as a “safety net”.

Once the meeting agenda has been agreed, no further **changes** should be allowed without your agreement. Agendas often specify a **timeframe** for each item, say 15 minutes. Keeping to time stops the meeting overrunning and helps maintain **focus**.

Agenda **discipline** before, during and after the meeting is essential. The agenda is not a guide. Make sure it is realistic and that there is time to consider everything otherwise, an item will have to wait for a subsequent meeting.



**AOB** is exactly that. If someone wants to add an item to the agenda in advance it should feature as a standalone item unless the pack has already been released.

**Meeting calendar:** Arranging meetings is a challenge. The schedule of meetings should be approved on an annual basis and meetings only moved in exceptional circumstances. It is essential that individual directors have sufficient time to devote to the role. Remember that nothing happens on its own and that meeting co-ordination and diary management is often a standalone role in companies.

**Technology, the room and catering:** This is not your responsibility. There should be a team on site and on hand to provide this. Make sure you know who they are. Most Directors will help themselves to water, tea and coffee. The same goes for IT support on the day. The Secretary will be able to help but it is not their job either – they will need to focus on the minutes.

## Minutes

People often consider the minutes to be a necessary evil. However, minutes are a **record of the meeting** and need to detail those who were present, the business discussed, and the decisions taken. They may be subject to scrutiny by the authorities such as the courts and regulators. They are also **difficult and time consuming to prepare**. Please see our previous note on this subject.

By the time the draft minutes are presented to the meeting, they should have been thoroughly reviewed. **Minutes should not be included in a meeting pack without the Chair's agreement.** Due to this process, there should not be a lengthy discussion at the meeting about content.

Minutes of the previous meeting should be **approved** at the subsequent meeting of that board or committee but can be held over for consideration at a future meeting. The Chair of the meeting at which the minutes are approved can **sign** them, even if they did not Chair or attend that meeting themselves.

**Matters Arising:** Restrict “actions” or “matters arising” to items which will feature on a future agenda. Any agreed action must have a completion date.

**Meeting Packs:** The Secretary will normally collate the material which should be circulated to the participants around a week before the meeting. The Secretary will need time to review the papers and create the meeting pack so this should be factored in when papers are requested. **Late papers** should only be permitted at your **discretion**. An effective meeting relies on an efficient flow of information. Work with the Secretary to achieve this and to continuously improve the content.

**Empathy:** The **boardroom can be an intimidating place**, particularly if you are new to it. Most people in an organisation will not deal regularly with the directors and will be **unfamiliar with the language** of the boardroom and may well have never set foot in the room itself. There is the added stress of technology to consider as well. It is natural for presenters to be nervous so a good Chair will be sensitive to this and provide the necessary **encouragement and support**. It is right that the boardroom should not be a comfortable place, difficult decisions and conversations come with the territory. However, productive meetings need effective participation. The Secretary can help prepare presenters for the experience in advance, but the Chair can help that person shine.



## Tips

### Before the meeting

Understand the **purpose** of the meeting you are chairing. For example, the Audit Committee is there to primarily ensure the integrity of the financial statements. Any other topics not contained in its terms of reference should be considered elsewhere. Awareness of why a number of highly paid people are meeting will help you guide the discussion and ensure focus.

Consider arranging a **pre-meeting** with the main presenters, via the Secretary. This is an opportunity for you to ask questions in advance (having read the pack) and help the presenters to prepare for the meeting itself.

No one wants to spend four hours in a meeting. If it must be long, ensure adequate **breaks**.

Utilise the **agenda** and the meeting pack and look for the items that must be approved, recommended elsewhere, noted or ratified.

Be aware of **people's location and commitments**. Consider who is going to be in the room, dialling in, on video conference or only joining for a particular section. An effective meeting will be efficiently run. This might require more than one person to "stage manage" and the Secretary's focus should be on the minutes so arrange an administrative resource if necessary.

It is now common practice in many sectors to use board portal software, as such the meeting pack is usually electronic. You may however find a **paper version of the agenda** helpful to keep track.

### At the meeting

**Arrive early.** Meetings represent a chance to speak to other board members and executives informally before the meeting starts. This is essential for relationship building.

Engage and **welcome new people**. Offer **encouragement**.

**Start on time.** This sets the tone.

**Introduce** speakers and agenda items.

**Quorum:** For a meeting to be valid, a quorum must be present for the whole meeting. Inquorate meetings can take place, but no decisions can be made. These are often termed "Management Meetings" or, alternatively, a "Directors' Discussion". The Secretary will be able to confirm whether a quorum is present.

**Conflicts of Interest:** At the Chair's prompting, every member should declare any interests they have in the business of the meeting or any relevant development such as a new external directorship. Remember that it is mostly **potential** conflicts that are declared. If a genuine conflict is identified, then that person should be excluded from the decision as appropriate.

Everyone should receive the meeting pack in advance (and should have read it) so reports should be **taken as read**. Request highlights and then give others the chance to ask **questions**.

Ensure that everyone has the chance to ask questions and contribute. However, only the **members** of the board or committee have the **right** to do so. Anyone outside of this membership is not entitled to be part of a discussion or decision-making process.



Take notes during the discussions. **Sum up** the main points of a discussion to confirm **understanding and agreement**. This also helps the minute taker/Company Secretary.

Your **soft skills are essential**. Ensuring that everyone has their say and sensing the **mood, atmosphere** and **dynamics** of the meeting is key. Awareness of **body language** and **tone** in a meeting is just as important as the conversation. However, this is much more challenging to do over video conference than in a physical meeting in a room. Maintain **eye contact** with the camera/people. Acknowledge they might have a question and demonstrate that everyone will get a chance to speak.

You will be “**managing**” successful people who are used to giving instructions themselves. Sensitivity to **ego** and personality types will help manage this. Act as a moderator by ensuring that the “**rules**” of the meeting are adhered to by each participant and that everyone is treated fairly in a **tactful** and **diplomatic** way. Diffuse a heated debate by suggesting a short break.

Meetings themselves are **tiring**. In a longer meeting, introduce comfort **breaks**. Allow sufficient time for a meal/snack. Remember that the minute taker cannot get up and move around like others can. The need for regular breaks is important for virtual meetings too due to screen **fatigue**.

**The Chair will spend more time listening** than talking. Your role is to facilitate and encourage the debate by inviting questions and comments, not taking over. **If you are spending more time talking, you are not chairing.**

**Casting vote:** Highly unusual that this should be required in practice. Boards make decisions by **consensus**. If a proposal divided the board, it should be rejected and revised for future consideration, if appropriate. The Chair should **facilitate the debate**, not make the decisions alone.

Silence does not automatically mean agreement, and there will always be differing levels of interest in a topic from the attendees.

**Meeting Effectiveness:** Ask meeting participants to objectively **review** the meeting each time (this can be a standing agenda item). This approach can enhance future meetings, as well as give you some great personal **feedback** and **insights**. For example, try asking ‘what did we do that worked well’ and ‘what could we do differently next time’.

## After the meeting

Sign any minutes approved during the meeting.

Organisations will often arrange **events** or meetings with the team on a board day. Make the most of these opportunities and meet a wide range of people who work with or for the organisation.

If you have additional meetings set up **be respectful of time**, keeping busy Executives waiting will not help to build relationships.

**Avoid arranging too many** additional meetings on a board day as the meetings themselves can be tiring and should remain the focus of the day.

## Final thoughts

The pandemic has changed the dynamic of meetings. Virtual solutions lead to a vastly different meeting experience, but the skills required to Chair effectively remain the same. Be firm but fair and keep to time. It is your meeting, and you are in charge, but you are running it for the benefit of others and the organisation as a whole. People will always appreciate a well-chaired meeting whether they are aware of the work that goes into it or not.