



BOARD MEMBER DUTIES

The main function of a Board member is to take part in Board meetings. All major decisions are made at the ordinary meetings so it is impossible to be an effective member if you are not a regular attendee.

The structures and styles of meetings differ from Board to Board. They may be formal or informal, open or closed, short or long.

Whatever their structure, the best meetings are those that flow logically, keep all members engaged and energised, elicit a range of useful ideas and information and leave members feeling they have made a valuable and valued contribution.

Purpose of Meetings

The primary reason for holding meetings is to allow the Board to make decisions. However, meetings also serve a range of other important functions, providing a forum where:

- Board members are regularly brought together to focus on their roles and responsibilities, identify problems and plan for the future.
- Members are encouraged and motivated.
- Ideas are shared and discussed and then discarded, improved or implemented.
- Tasks are allocated and reported on.
- Regular updates about relevant issues are provided.
- Members can get to know each other, professionally and personally.

Board members will be involved in a range of meetings during their term. This help sheet primarily discusses ordinary meetings, but other meetings include:

- **Annual General Meetings** (used to recap on the year's progress, chart a direction for the future and elect new members or office bearers).
- **Extraordinary Meetings** (held between general meetings when urgent decisions need to be made).
- **Committee Meetings** (held regularly or as the need arises to consider particular issues).
- **Retreats** (held away from the boardroom, often for a full day or weekend, and designed to allow Board members to take part in deeper discussions about a particular issue or directions and future plans).

Meeting Structure

As mentioned above, meetings can vary markedly from Board to Board. Some are quite formal, adhering to strictly defined rules and ensuring all members are addressed by their correct titles ("President Smith," "Madam Chair," and so on). Others are far less formal – usually it will depend on the make-up and function of the Board, how it was set up and how it has evolved.

- Meetings can be held in a boardroom, or in a more social setting such as a member's house or even a local restaurant.
- Decisions may be made through a range of means, by formal voting or a more informal show of hands or verbal agreement.
- Some meetings are held behind closed doors and are subject to strict rules of confidentiality; others are fully open to the public. Even open meetings may sometimes move into confidential mode, asking observers to leave while certain sensitive issues are discussed.

Meeting Lingo

Not all first-time Board members will be familiar with all the terms that are used during Board meetings. The following is provided to help the uninitiated make some sense of it all.

The Agenda

The Agenda is the list of things that will be discussed during the meeting. It is usually sent to Board members well in advance of the meeting to ensure everyone has a chance to read and digest it before the meeting starts.

Some more sophisticated agendas go further than a simple list, also providing supporting information (explanations, related documents, etc.), as well as details about who will address each item, recommendations for action and how much time each item is expected to take up.

The Minutes

The Minutes are the official record of the actions and decisions of the Board. They are taken every meeting and approved the next time the Board meets. Generally, meeting minutes will include:

- The date and time of the meeting (including start and finishing times).
- Attendees (including absences and apologies – and noting when people have left and re-entered the meeting).
- A summary of the main points made during the discussion of each item.

- The result of each item discussed (decisions made or deferred, sometimes also including the number of votes for and against).

The minutes are sometimes approved without much thought, or even having not been read by Board members. This is a dangerous practice indeed. The minutes show who voted for what and what action the Board has committed itself to – and they may be referred to as the official record days and weeks and even years after a decision has been made. They should therefore not be treated lightly.

Motions and Resolutions

A "motion" is a proposal for action. "Moving" a motion merely means putting the proposal forward to be voted on. Sometimes motions are amended or reworded before being put to the vote. If the motion is approved by the Board, it is referred to as a "resolution" (i.e. the Board's decision), which can be legally binding.

Quorum

The word "quorum" refers the minimum number of Board members who have to present for the Board to legally transact business. Your organisation's constitution should spell out what numbers are required for meetings to take place.

The Role of the Chair

Board meetings cannot take place without a Board Chair. The role of the Chair is to ensure the meeting is conducted efficiently and that meeting rules are adhered to. The Chair should facilitate discussions; keep members on track and the meeting on time. When a topic has been fully discussed, the Chair will often summarise the points and put the motion to the Board for a decision or vote.

Between Meetings

Board members should not think that their role begins when the Board meeting starts and ends when it closes. Before meetings, members should make a careful reading of the agenda and ensure they clarify any points that are unclear. After meetings, members should review the minutes as soon as they are circulated (while they are fresh in their minds) and make note of any amendments they think are needed. Members should also carry out any tasks they have been assigned and keep track of their progress for reporting purposes at the next meeting.