



Community Sector Secretaries

Session two: Keeping the board on track

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Acknowledgement of Country

Tiger Yaltangki, *Malpa Wiru
(Good Friends)*

2016, lands of the Pitjantjatjara people, South
Australia
Synthetic polymer paint on canvas
Queensland Art Gallery, Gallery of Modern Art
© Tiger Yaltangki / Copyright Agency
<https://collection.qagoma.qld.gov.au/objects/25757>



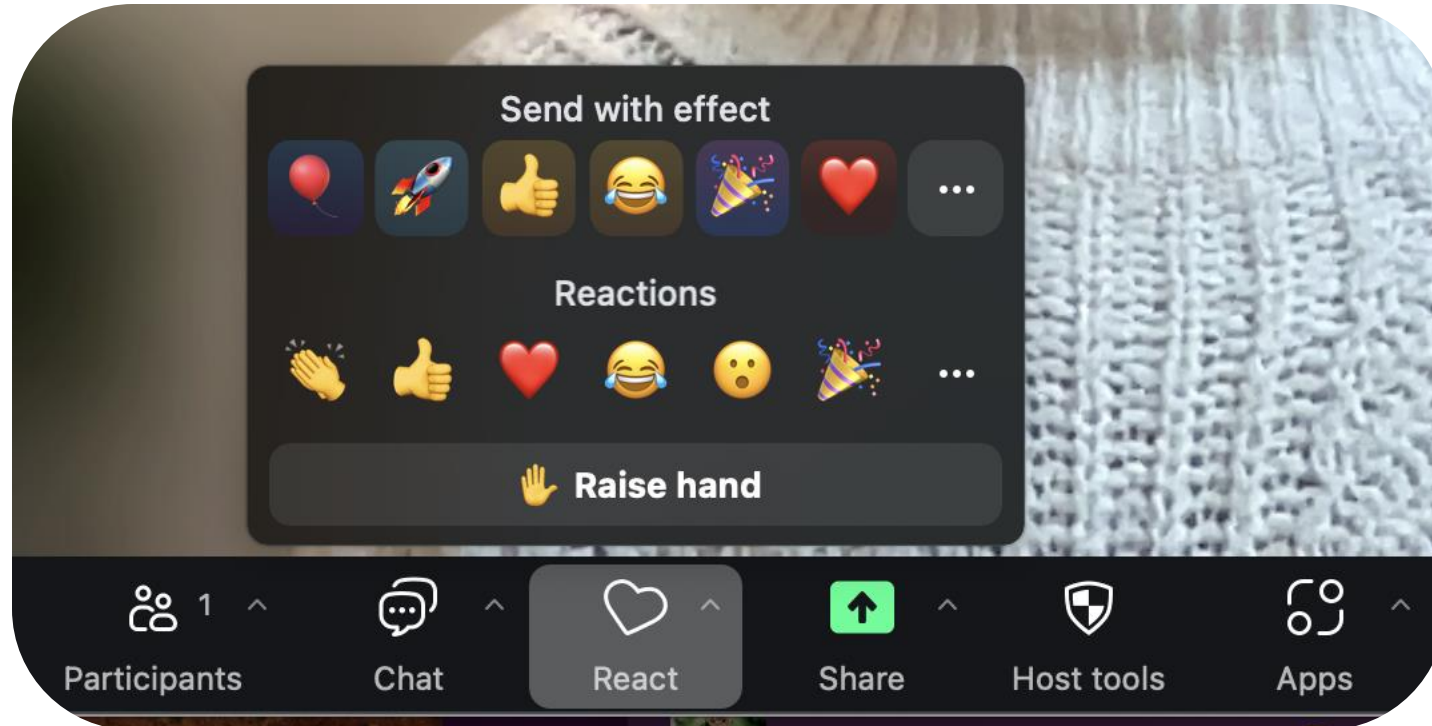
Program approach

* **Session 1:** Organisational compliance

* **Session 2:** Keeping the board on track

* **Session 3:** Supporting inclusion and accessibility

How are you feeling after last week's session?



Community Directors resources for secretaries

Templates and tools

[Agenda template](#)

[AI governance framework](#)

[AI tools and help sheet](#)

[Consent Agenda](#)

[Minutes template](#)

[Decision making tool](#)

[Board meeting resources](#)

[Circular resolutions policy](#)

[Compliance calendar](#)

AGM resources

[AGM help sheet](#)

[AGM checklist](#)

[Legal requirements for AGMs](#)

[Standing Orders template](#)

External resources

[ACNC AGM templates](#)

[Unanimous board decision](#)



What do we mean by
“keeping the board on
track”?



How do you keep the board on track?



Effective meetings



Decision register



Quorum and voting issues



Facilitating communication



Compliance calendar



Breakout: Challenges

What do you find the most challenging about keeping the board on track?

Share ideas for dealing with each other's challenges

Good meetings need good teams that work well together

Someone to run the
meeting
(Chair)

Someone to organise
the meeting
(CEO/Secretary)

Someone to explain
the finances
(Treasurer/CEO)

Someone to make
decisions on what's
before them
(board/committee)

A set of meeting rules
(standing orders)

**What goes
on the
agenda?**



Building an agenda

Consult with the chair about:

- What needs to go on the agenda
- How long is required for each item
- What information is required
- Anticipated issues

Communicate with others (e.g. call for agenda items, decision papers, confirm attendance)

Collate agenda and supporting information

Priorities

1. Formalities (quickly)
2. Matters for decision
3. Matters for discussion
4. Matters for noting

What is a strategic agenda?

Clear

People know what to expect and understand what they are being asked to decide

Prioritised

Important and actionable matters come first, before people get tired or bored

Informed

People have enough background to make informed decisions

Realistic

Adequate time for each item; complexity and roadblocks have been considered

Agenda example

	Item	Motion Proposed motion, "That ..."	Estimated duration	Consent Agenda	
Formalities					
	1	Welcome (including welcoming new members)	5 mins		
	2	Apologies		"That the meeting approve the apologies."	
	3	Declarations of conflict of interest, if applicable			
Attached or separately circulated	4	Confirmation of minutes of the previous meeting Minutes of meeting held on 11 May 2014 at 7.30pm at Centre HQ, 74 Chamberlain St, Fitzroy 3016		"That the minutes of the previous meeting be approved, with the following amendment: that S. Parsons be listed as 'present'".	
Attached or separately circulated	5	Adoption of consent agenda		"That the consent agenda be adopted." Program reports Confirmation of TOR for Relocation group	
Matters arising from the minutes					
	6	Matters arising from the minutes not addressed in other agenda items	5 mins		

Agenda example

General business

Suggested order of business:

1. Matters for decision (e.g. adoption of policy; adoption of financial reports)
2. Matters for discussion (e.g. progress on recruitment of new CEO; update on ongoing HR issue)
3. Matters for noting (e.g. correspondence; CEO report; minutes from subcommittee meetings)

Attached or separately circulated	7	Treasurer's report	"That the treasurer's report be accepted."	10 minutes	
CONFIDENTIAL Circulated at meeting	8	CEO – annual performance review	"That the recommendations in the circulated report of the executive committee be adopted."	30 minutes	
Attached or separately circulated	9	Risk management report	"That the recommendations in the circulated risk management report be adopted: i) board member liability insurance ii) revision to investment policy criteria iii) cliff edge fence."	30 minutes	
Attached or separately circulated	10	Bullying policy	"That the circulated bullying policy be adopted."	* Starred item	To be passed without debate unless someone objects
	11	Any other business		10 minutes	

Agenda example

Formalities II				
	12	Review of actions to be taken		20 mins
	13	Clarification of items/decisions for public disclosure		
	14	Date, time and location of next meeting		
	15	Meeting close		

Consent agenda

Some of the items that could be included in a consent agenda include:

- Minutes of the previous meeting;
- Confirmation of a decision discussed previously;
- Committee and chief executive reports;
- Informational materials, and updates to organisation documents;
- Routine correspondence.

Just as important as what can be included in the consent agenda are items that shouldn't be included. Some of the items that shouldn't be in a consent agenda include:

- Audit reports and documents;
- Financial reports;
- Executive committee decisions.

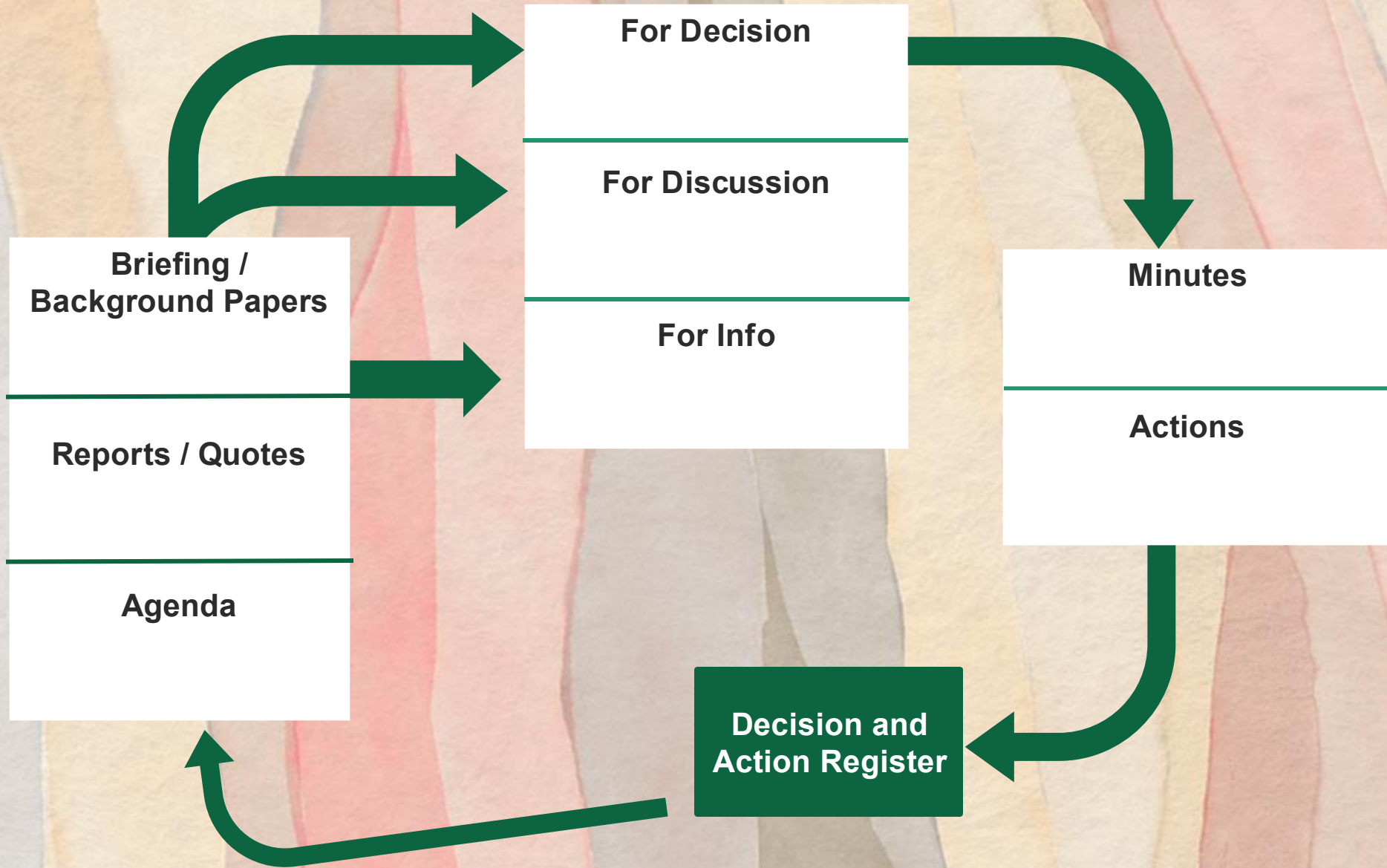
Decision-making tool

Explores the variables of each decision to ensure board members have sufficient information and consider the whole scope of an issue before going to a vote:

- Background
- Timeframe
- Options
- Benefits and costs
- Additional information and data
- Risks and benefits
- Stakeholders

= effective and efficient decisions





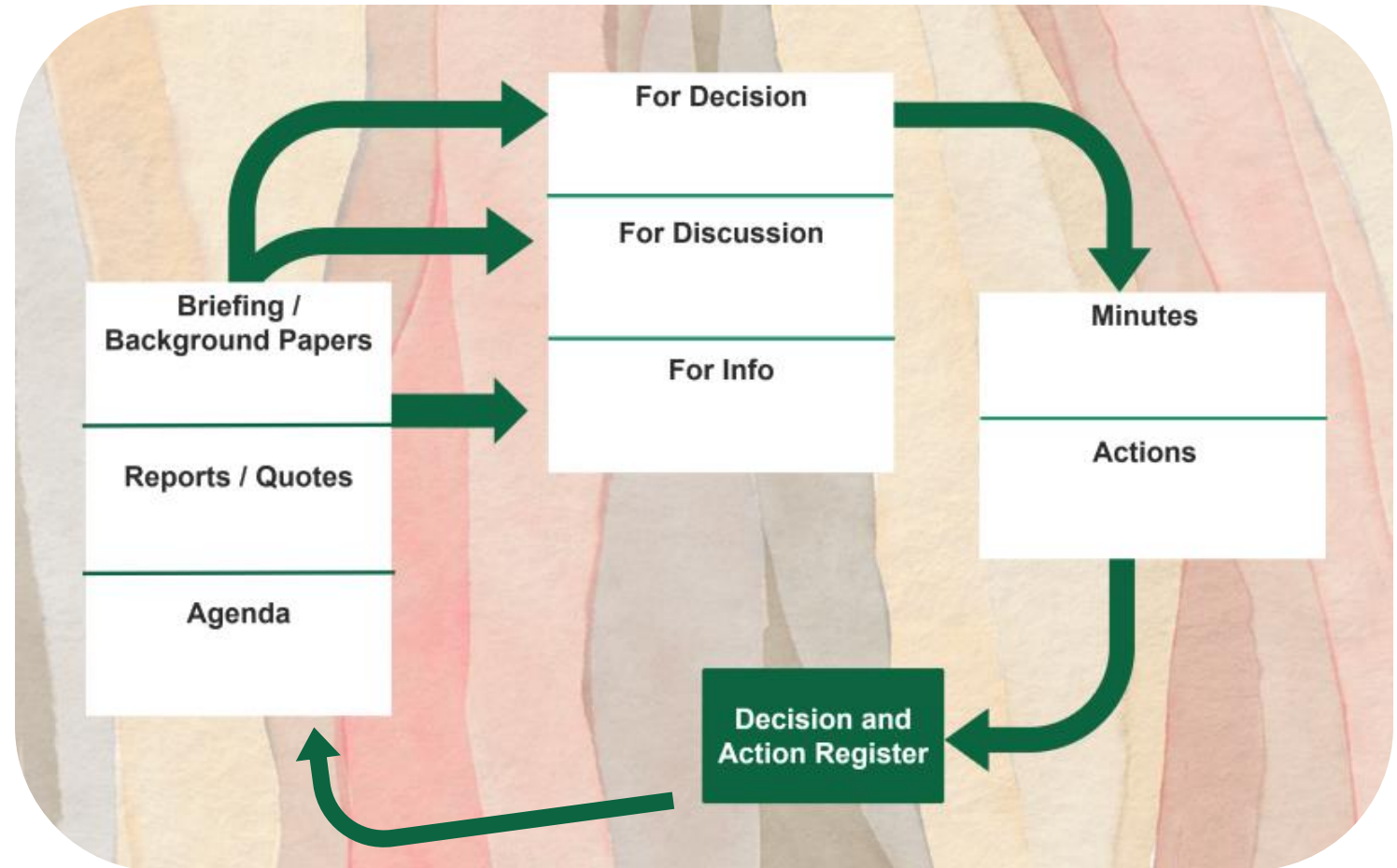
Breakout: Decision-making

Discuss the flowchart

How would you implement this process at your organisation?

What adjustments and support would be required?

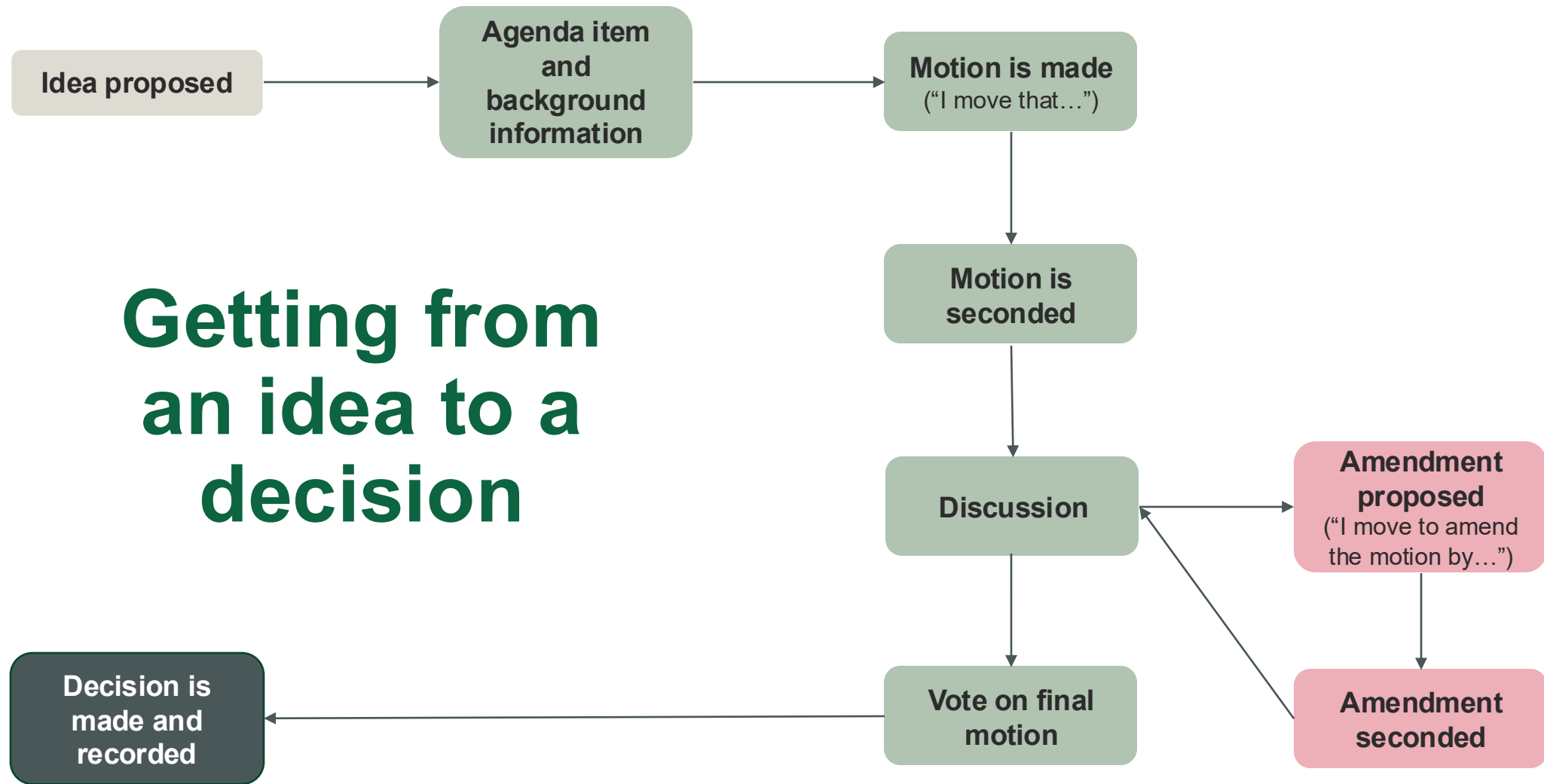
What challenges can you foresee?

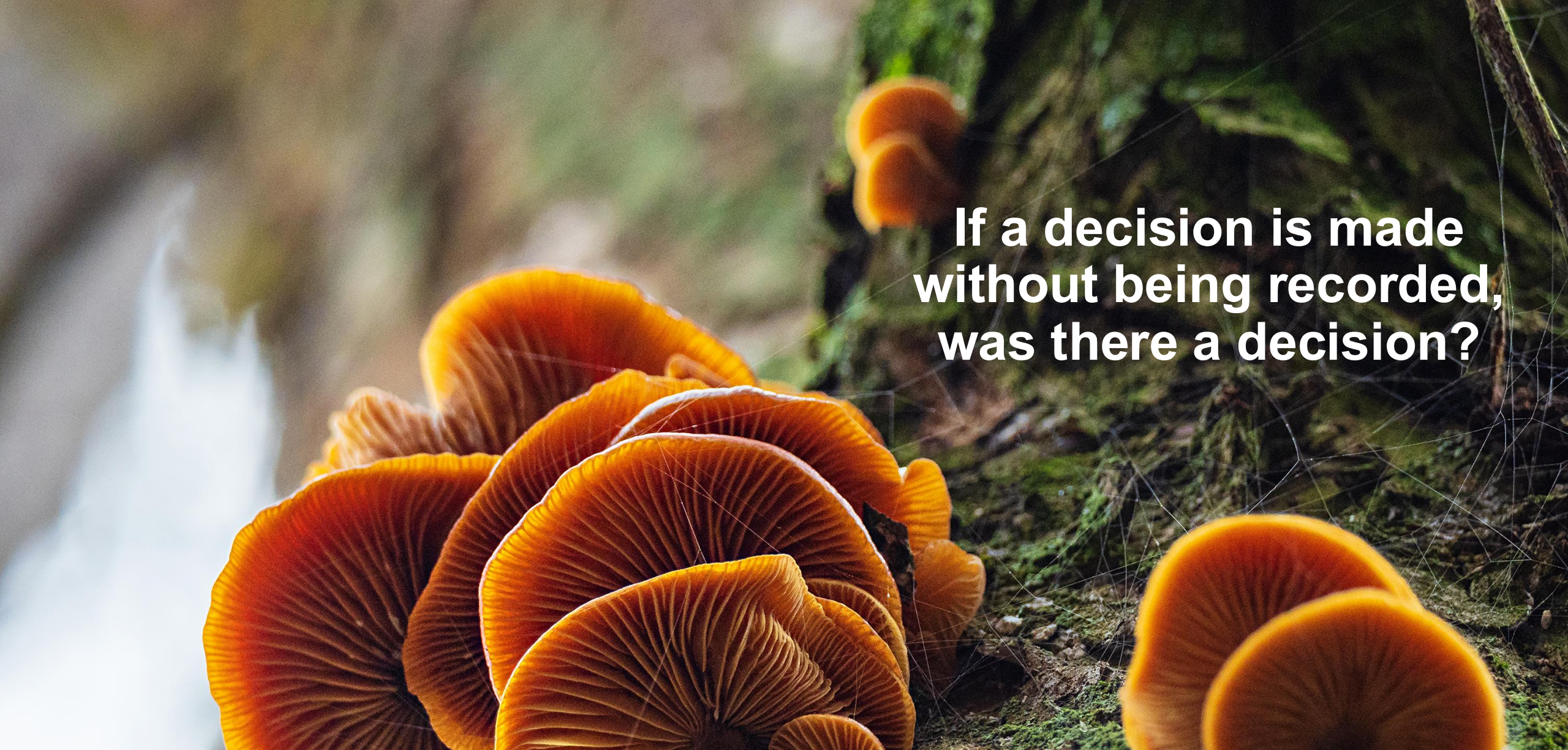


Break!



Getting from an idea to a decision

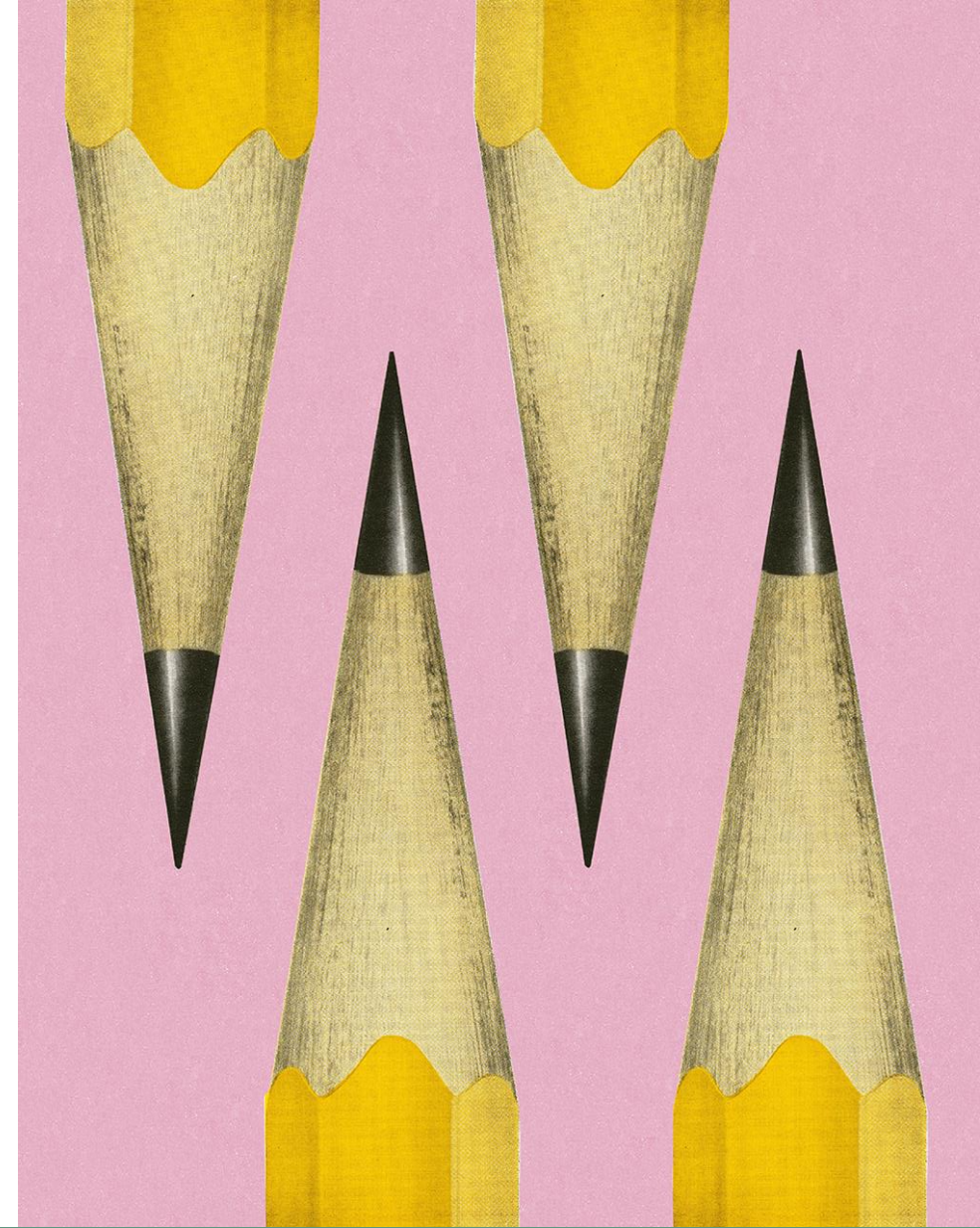


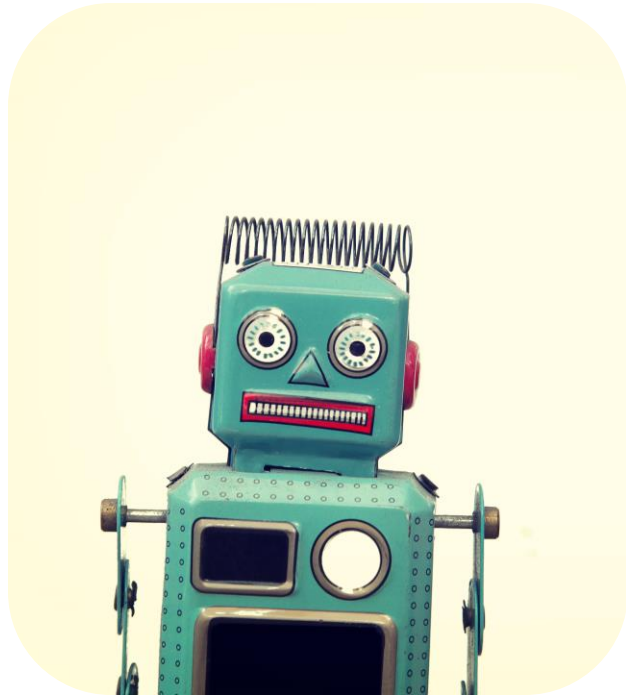


**If a decision is made
without being recorded,
was there a decision?**

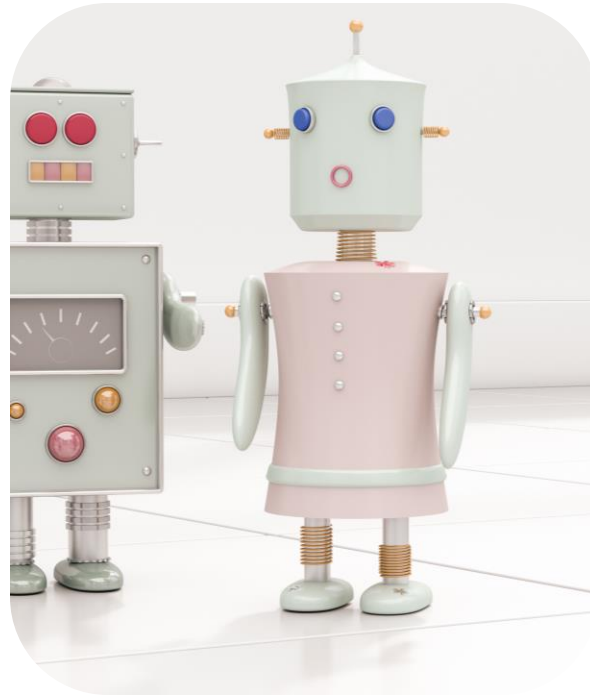
Who writes the minutes?

- The board secretary?
- A secretary?
- Another board member?
- A professional minute-taker?
- A volunteer or staff member?
- AI?





Have you used AI to take minutes?



What are the pros and cons?



What needs to be considered?

<https://www.communitydirectors.com.au/articles/should-you-allow-ai-to-take-your-board-meeting-minutes>

What do I include in the minutes?

Must record:

- What the meeting is (Board meeting, sub-committee, AGM, etc)
- Who was present (and when)
- Apologies
- Who chaired
- Declarations and management of conflict of interests
- That there is a quorum
- What was circulated in the papers
- What was decided (the motions)

Could record:

- Movers and seconders
- Who voted which way
- Disagreements
- Discussion points

What about:

- In camera discussions?
- Personal comments?
- Exact wording?

Breakout: Minute taking

Discuss your current
approach to minute taking

What are your insights and
difficulties?

The Annual General Meeting (AGM)

- Held within a certain time period
- Report to members including:
 - An honest account of the finances
 - Any major initiatives
- Agenda and minutes
- Elect board members

Requirements differ between states, territories and legal structures – **check your Constitution and bylaws**



What is the secretary's role in an AGM?

Preparing meeting materials

Record-keeping and minute taking

Ensuring compliance and quorum

Voting process

Communication

Post-meeting follow up

Maintaining records

AGM timeline and agenda



SAMPLE AGM AGENDA

[Insert Name of organisation] ANNUAL GENERAL MEETING

1. Welcome by president/chair
2. Apologies
3. Confirmation of minutes of the previous AGM
4. Business arising from the minutes (*the relevant minutes are the minutes from the previous AGM, not the previous board meeting*)
5. Chair's report/presentation of annual report
6. Treasurer's report and presentation of audited financial statement
7. Election of Office Bearers
8. General business
9. Guest speaker (if any)
10. Announce date of next meeting (if known)
11. Close

Reflect and share in the chat

- What's one change I will make after today?

