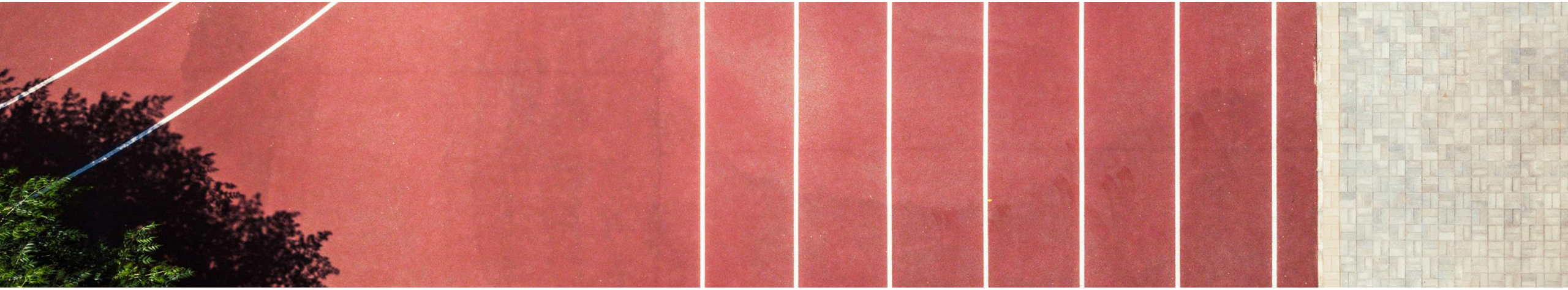
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Community Sector Secretaries

Session two: Keeping the board on track

Kate James, Institute of Community Directors Australia

Tuesday 13 October 2026

Acknowledgement of Country



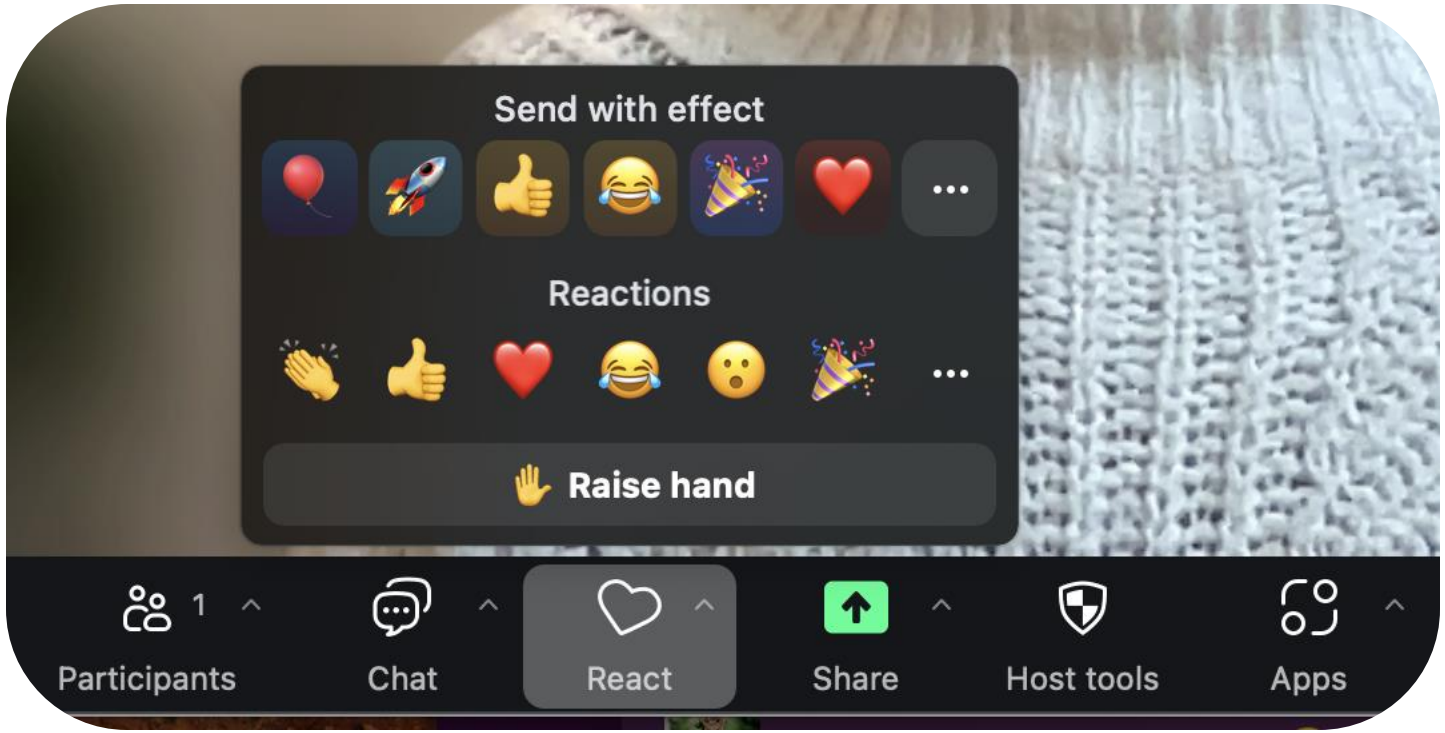
Tiger Yaltangki, *Malpa Wiru (Good Friends)*

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?



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”?



Breakout: Challenges

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

Share ideas for dealing with each other's challenges



How do you keep the board on track?

- Effective meetings
- Decision register
- Quorum and voting issues
- Facilitating communication
- Compliance calendar

What goes on the agenda?



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)

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

Circulate at least a week before the meeting

Priorities

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

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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

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Agenda example

		Item	Motion Proposed motion, "That ..."	Estimated duration Aim for a total of no more than two hours	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)**

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.

https://communitydirectors.com.au/help-sheets/how-consent-agendas-can-streamline-board-decision-making

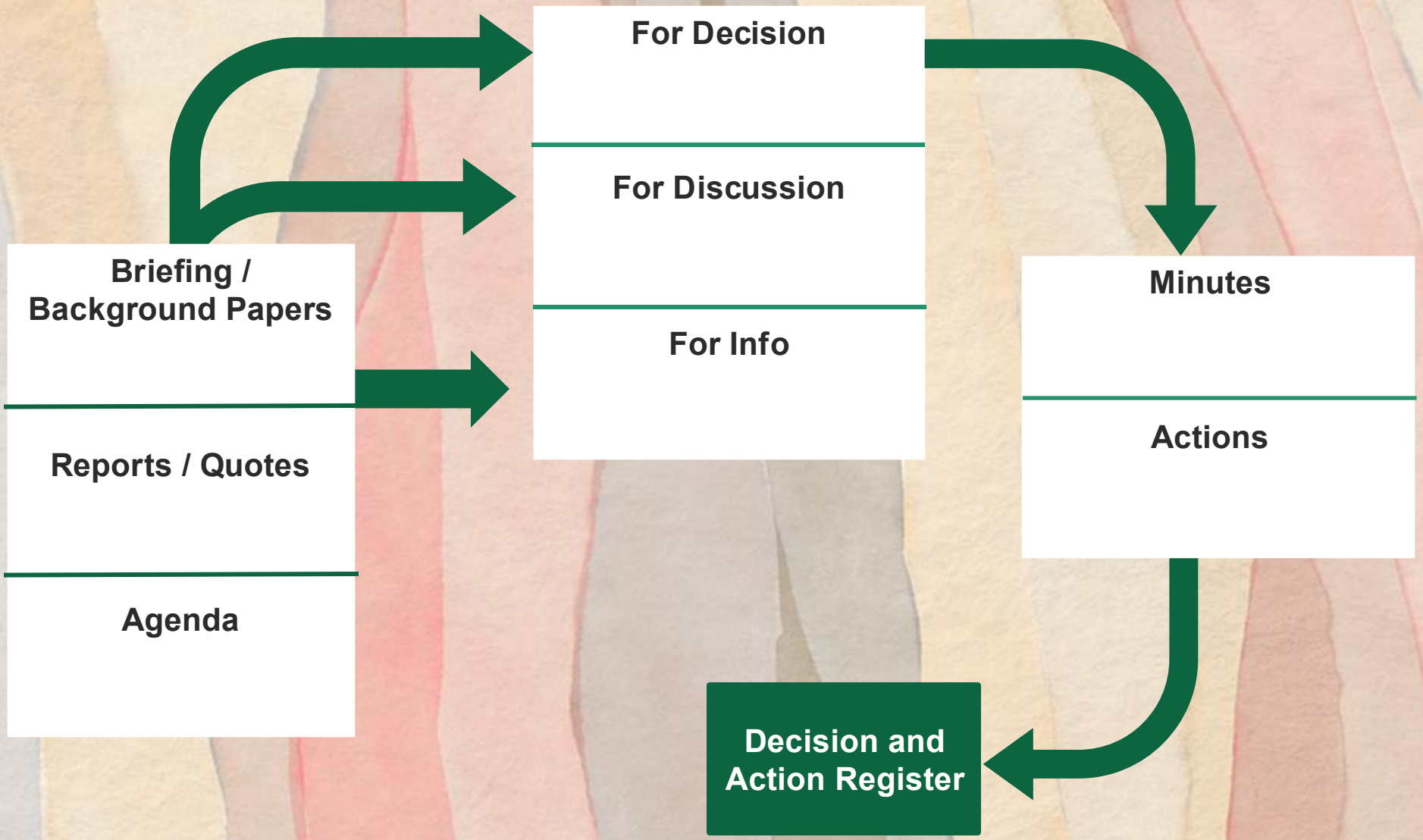
Decision-making tool

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




Briefing / Background Papers
Reports / Quotes
Agenda
For Decision
For Discussion
For Info
Minutes
Actions
Decision and Action Register

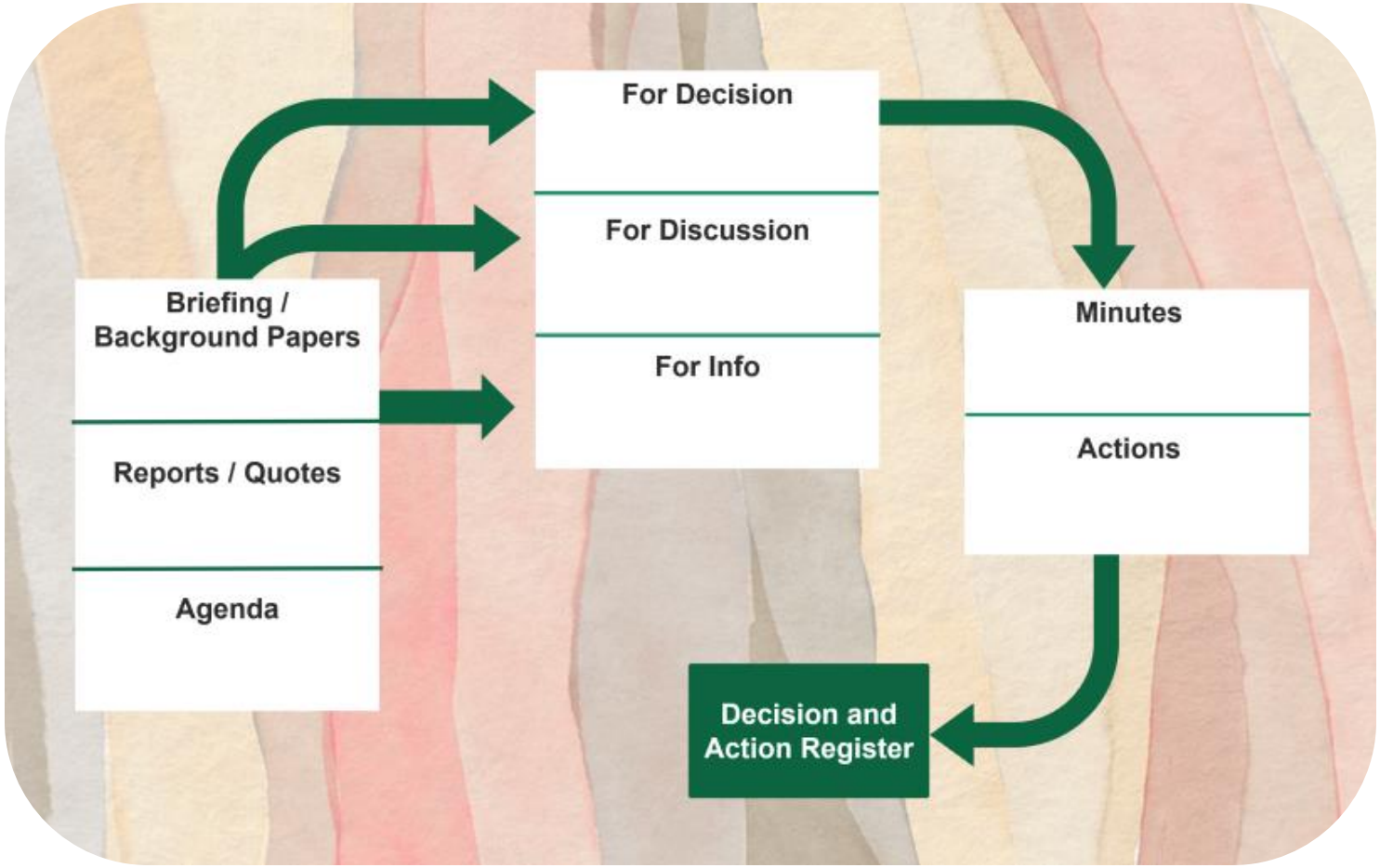
Breakout: Decision-making

Discuss the flowchart

How would you implement this process at your organisation?

What adjustments and support would be required?

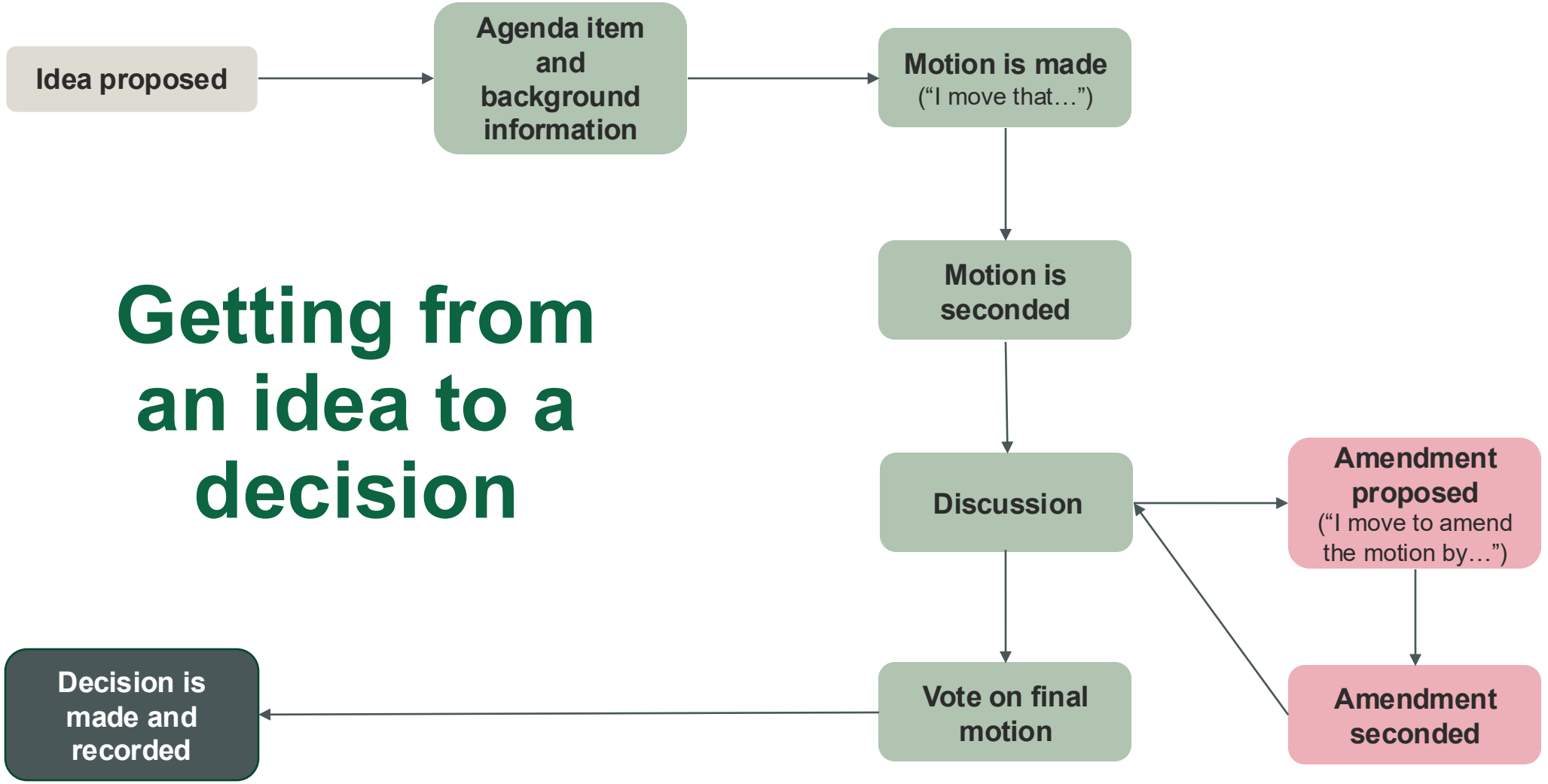
What challenges can you foresee?



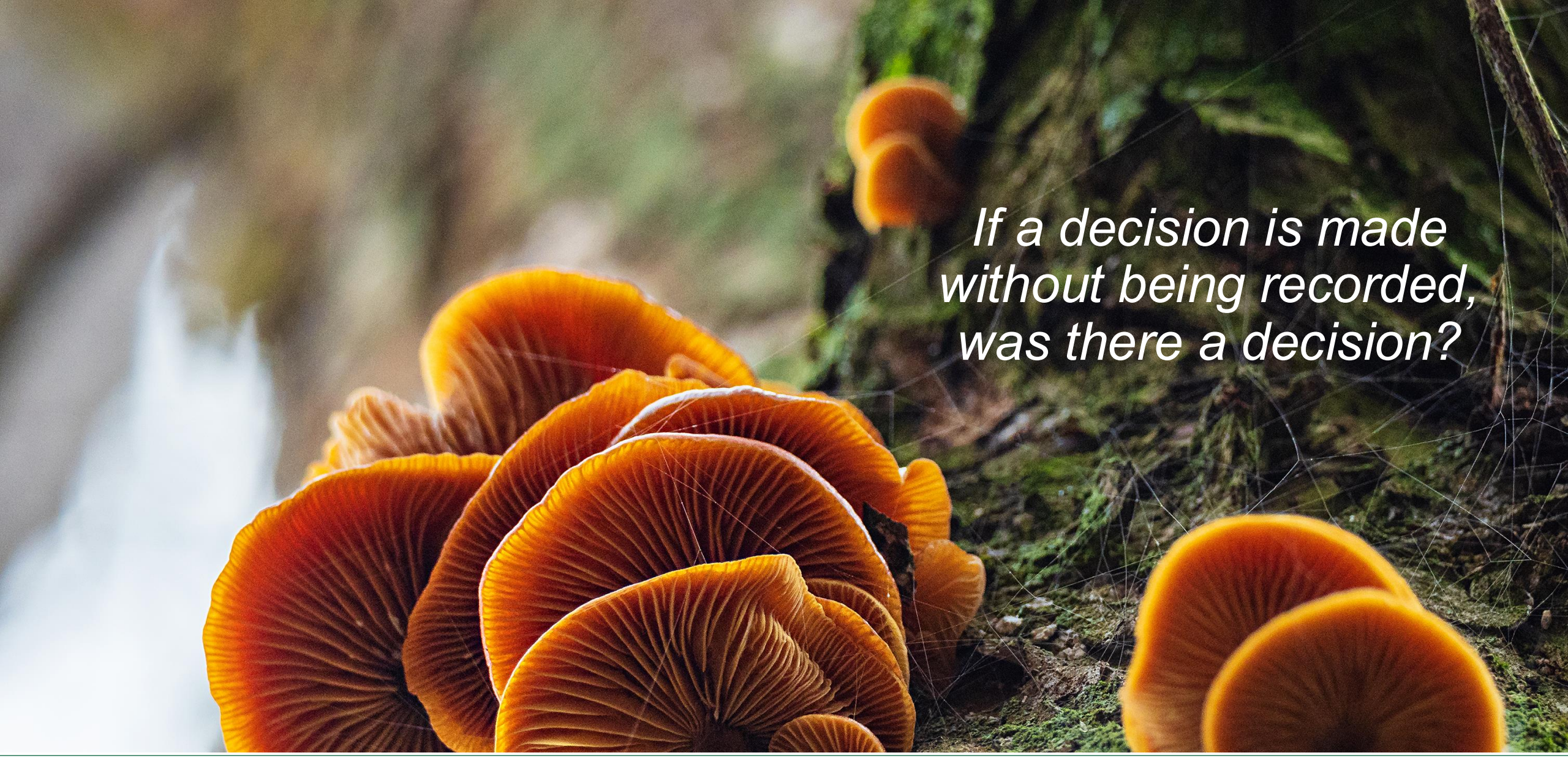
Break!



Getting from an idea to a decision

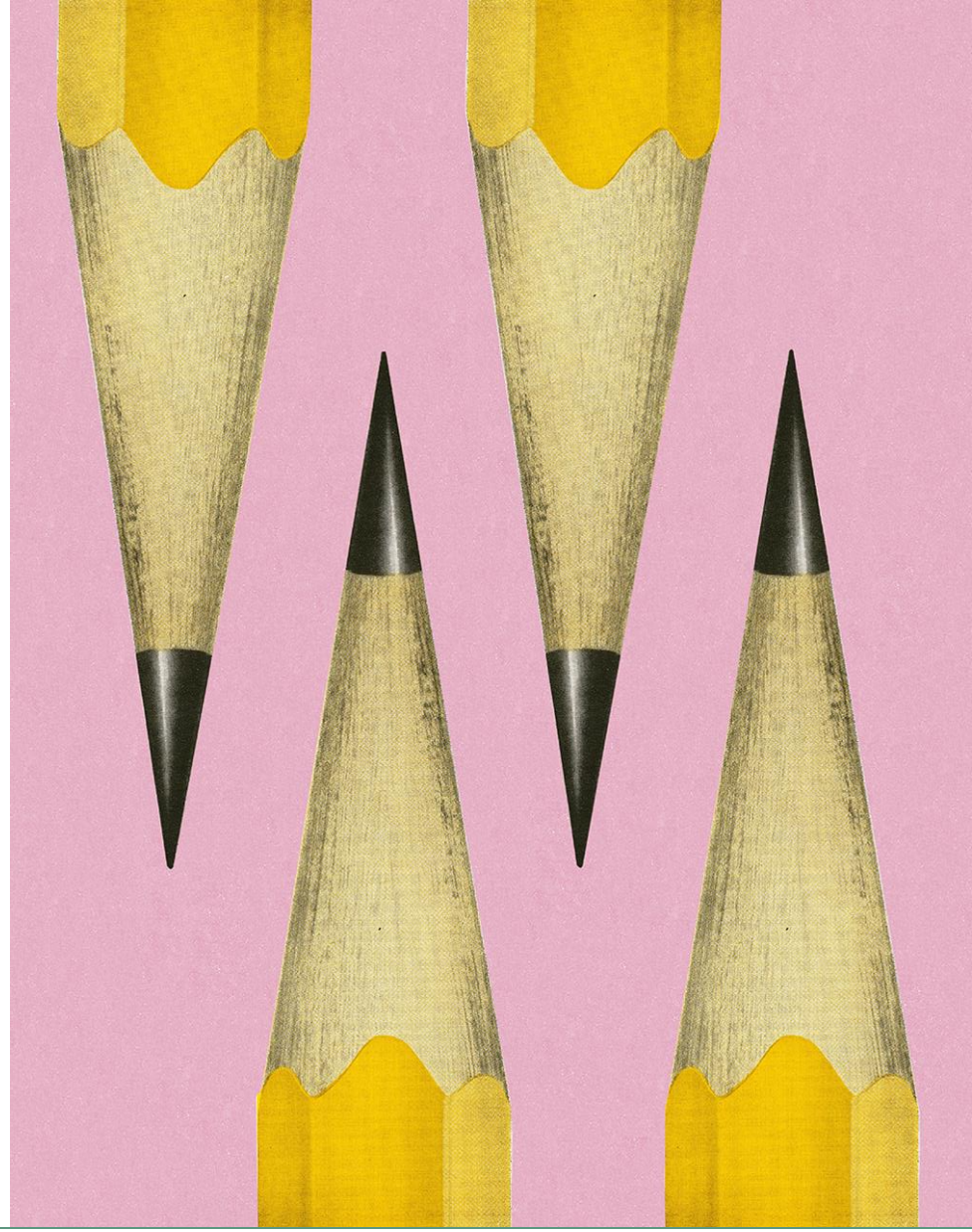


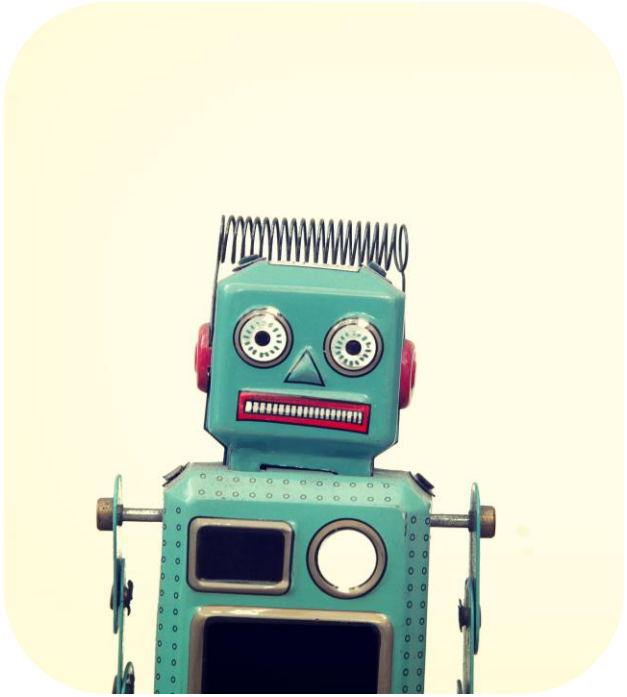
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If a decision is made without being recorded, was there a decision?

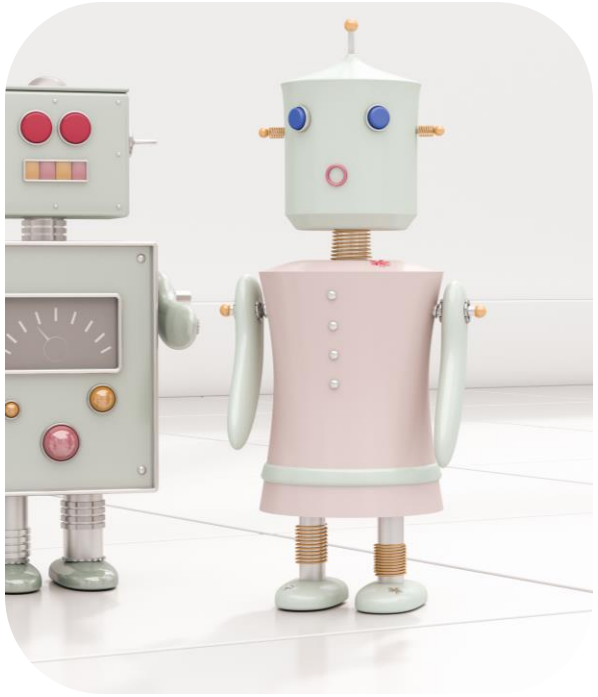
Who writes the minutes?

- 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?

What do I include in the minutes?

Must record:

- Who was present (and when)
- Apologies
- Who was in the chair
- Who declared a conflict of interest
- If anyone called for a quorum
- What was circulated in the papers
- What was decided (be specific)

Could record:

- Movers and seconders
- Who voted which way
- Disagreements

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

- What have you learnt today?
- What will you start, stop or do differently?
- What do next steps look like?

