



THE PERFECT BOARD AGENDA

Should provide the stimulus for strategic debate and operational review – it should prompt the Chair and promote decision making.

Nothing is fixed in stone but the following is a suggestion for good practice.

AGENDA

1. Apologies
2. Declaration of conflicts and interests.
3. A.O.B
4. Approval of Minutes of previous meeting.
5. Matters outstanding
6. Sign-off's and compliance
7. Health & Safety
8. Management Reports
9. Committee Reports
10. Strategic objectives review
11. Risk Management
12. Environmental management
13. CSR
14. Policy review
15. Special agenda items
16. External presenter
17. Date of next meeting.

Details as follows:-

1. **APOLOGIES**

What we are trying to establish is who is here, who isn't; do we have a Quorum for the matters being discussed.

2. **DECLARATION OF CONFLICT OF INTERESTS**

Directors have a legal duty to avoid conflicts with the company and therefore it is essential that if they are aware of any discussion due to take place, that may cause them a conflict, they must deliver it at the start of the meeting so the Chair can deal with it appropriately.

3. **A.O.B**

For most people this is the last item on the agenda, the value of bringing it to the front is it gives control of the meeting back to the Chair – the AOB declared may not actually be discussed at this point but it allows the Chair to make a decision on it's priority and stops the grenade throwing assassin at the meeting.

4. **APPROVAL OF MINUTES OF PREVIOUS MEETING**

A call for approval should be prompted - and if so done, the minutes signed by the Chair and a copy duly retained by the Company and copies circulated to the rest of the Board.

5. **MATTERS OUTSTANDING**

Any matters not appearing elsewhere on the agenda, should be dealt with.

6. **SIGN-OFF'S AND COMPLIANCE**

Those matters requiring board sign-off periodically, e.g. budget approval, CapEx approval.

7. **HEALTH AND SAFETY**

A much litigated area and of grave importance to directors, as such it needs priority on the agenda and its own agenda item.

8. **MANAGEMENT REPORTS AND (9) COMMITTEE REPORTS**

Inc: Financial review, Sales and Marketing operations, HR etc., etc., should all have been submitted to the Board in advance and discussed by exception only at the Meeting.

10. **STRATEGIC OBJECTIVES REVIEW**

It helps to have identified the half a dozen or so items that are critical to the business achieving of its annual plan and targets, review and analyse this and make decisions on progress or changes required.

11. **RISK MANAGEMENT**

More than ever in the current economy, the Board must not only evaluate its risks but have in place procedures to minimize and manage such situations.

12. **ENVIRONMENTAL MANAGEMENT**

Green is the new black, with Boards having extensive legal and certainly moral duties to manage its environmental procedures

13. **CSR**

Corporate responsibility is no longer something Boards can pay “lip service” to. It has been embraced by the larger companies for sometime and is widely recognized as having a major positive on staff recruitment and retention as well as a huge impact on bottom line.

14. **POLICY REVIEW**

If on average a Board should meet once a month, taking a chance to review and confirm a policy at each meeting, shows good practice and keeps the Board up-to-date on critical procedures.

15. **SPECIAL AGENDA ITEMS**

Those matters pertinent at a particular time and or to the business in question – make sure you keep these strategic – “why Fred is always late” – is not the place to discuss this - that’s for the Management meeting.

16. **EXTERNAL PRESENTATION**

Boards, particularly those that are predominantly executives, can become very internally focused and often veer towards Management meetings, often out of a “comfort factor”. The use of a third party presenter, even if not every month, can stimulate the Board to think wider and deeper and provide an educational platform to improve skills.

17. **DATE OF NEXT MEETING**

Although these should be all tabled 12 months in advance, this is the opportunity to reconfirm the next date.