

## Board etiquette specimen

The purpose of this board etiquette policy is to specify the type of behaviour appropriate for board and committee meetings, and throughout the organisation. Board members should act with independence, rigour, integrity, probity, honesty, mutual trust and display high standards of conduct.<sup>7</sup>

### Before the meeting

- be clear as to the purpose of the meeting and the role you play at that meeting
- having received the board papers 5 working days before the meeting, read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems
- be clear on the decision that is being asked for
- request further information ahead of the meeting or seek clarification from the company secretary<sup>8</sup> or report author (including highlighting typographical and other errors not of material consequence), where appropriate
- submit apologies, and (where appropriate and where the governing documents permits it) arrange for an alternate to attend (ensuring the alternate is well-briefed)
- arrive for the meeting on time, stay for its duration, and ensure regular attendance at all meetings<sup>9</sup>
- if you have to leave before the end of the meeting, you should inform the chairman beforehand. However, you should avoid this whenever possible.

### During the meeting

- declare any potential or real conflicts of interest with regard to any matter on the agenda
- if using an electronic device to make notes during the meeting of discussions and decisions made, it is advisable to inform fellow board members of your intention and gain the permission of the chairman. Some organisations may decide that only the company secretary should be given permission to use electronic devices to take minutes of the meeting, other boards may have collectively adopted paperless meetings
- if people are joining the meeting via video conferencing be aware of time delays when listening/responding
- unless there are specific reasons for doing so<sup>10</sup>, no part of the meeting should be visually or audio recorded. If such recording is agreed the chairman must inform the meeting beforehand.

<sup>7</sup> A model code of conduct for NHS foundation trust governors can be found on the ICSA website.

<sup>8</sup> Where the guidance refers to 'company secretary' we usually mean the person primarily responsible for the smooth and efficient running of meetings of the board and any committees, providing assistance and support to the chair of the board. Alternative titles could include the 'trust secretary', 'charity secretary', or 'clerk to council' depending on the organisation in question.

<sup>9</sup> In some organisations director attendance at meetings of the board and any of its committees will be recorded and reported in the annual report or website.

<sup>10</sup> For example, a presentation from an external consultant on general issues not sensitive to the business of the board meeting.

### **Focussing on the agenda**

- stay focused on agenda items
- dedicate your attention to the purpose of the meeting and refrain from performing other duties at the same time
- turn off your mobile phone/electronic communications device<sup>11</sup>. When an electronic device must be kept on<sup>12</sup>, turn to silent/vibrate and excuse yourself from the meeting. Should you need to answer an urgent call<sup>13</sup>; forewarn attendees that you are expecting an urgent call and seek the permission of the chairman to keep the electronic device on<sup>14</sup>
- refrain from private conversations with others at the meeting (whether spoken or written), and the passing of notes.

### **Contributing to the discussion**

- if appropriate, attract the chairman's attention when wishing to contribute to the discussion, and wait until the chairman indicates that you may speak so as to avoid interrupting a fellow board member. Direct comments and discussion through the chair
- when invited to speak by the chairman, do so clearly, concisely and at a volume that all attendees can hear (especially the minute-taker), without shouting. Avoid the use of jargon and acronyms
- throughout the meeting be respectful of the role of the chair in encouraging debate, summarising discussion and clarifying decisions made
- be constructive and professional in the way you impart an opinion or information
- listen attentively and respectfully to others, making notes of any points you would like to raise when an opportunity to respond arises; do not interrupt when others are speaking
- ensure you maintain body language that demonstrates your participation and engagement in the meeting
- challenge inappropriate behaviour/language from other board members at the time via the chair or after the meeting if more convenient
- treat attendees fairly and consistently, even when you disagree with their point of view
- challenge and provide critique constructively, and ensure that any challenges are proportionate and based on fact. Challenge the issue being discussed, not the personality of other individuals taking part in the discussion
- seek clarification or amplification when necessary
- do not attend the meeting if under the influence of any substances that will impair your performance and contribution to the meeting.

### **The unitary board**

- know and understand the role you play at the meeting and the need for the board to act as a corporate body (i.e. not to pursue self-interest or the interest of another body)
- do not act territorially/personally, remember the need to contribute to the corporate nature of the board. Regard and welcome challenge as a test of the robustness of papers and arguments presented
- do not cause offence or take offence, accept the diversity of opinions and views presented.

<sup>11</sup> An article in *The Financial Times* ('Why e-mail must disappear from the boardroom', 27 July 2009) postulated the theory that directors using such devices in board meetings were at more risk of breaching their fiduciary duty.

<sup>12</sup> For example, a clinical director may be on-call and therefore it may not be appropriate to leave the electronic device outside of the meeting room.

<sup>13</sup> It might be appropriate for individual organisations to define 'urgent', for example a medical consultant may well have to respond to an urgent medical call, while this is unlikely to be the case for others.

<sup>14</sup> Alternatively, someone not attending the meeting could be nominated to receive any urgent calls (such as the chief executive's PA), and then in accordance with a protocol agreed by the board could discreetly notify the chair and appropriate board member if there is a need to leave the meeting.

### **Accountability**

- seek professional guidance/clarification from the chairman during the meeting (or company secretary outside the meeting) wherever there may be any concern about a particular course of action
- keep confidential matters confidential. Do not participate in gossip arising from board matters.

### **After the meeting**

- participate and contribute to any post-meeting review with a view to making future meetings more effective
- draft minutes should be produced within one working week after the meeting. These should be read with a view to clarifying matters and sending amendments to the company secretary at the earliest opportunity. This should help to reduce the time taken approving the minutes at the next board meeting
- read any post-meeting action plan and ensure you complete the tasks accorded to you and report back appropriately on their completion in a timely manner
- observe the confidentiality and sensitivity of matters discussed at the meeting and ensure that all papers, both electronic and paper copies are stored safely
- remember that decisions were taken collectively by the board and therefore that responsibility remains collective too.

### **Breaches of the board etiquette**

Where there is evidence that the board etiquette policy has been breached, the chair, with guidance from the company secretary, will recommend the necessary action to be taken. Any meeting to discuss breaches of board etiquette will take place with the presence of the member accused of inappropriate behaviour, in accordance with the board's code of conduct, where applicable.

Board behaviour and performance, collectively and individually, should be reviewed as part of an annual board evaluation process.

The information given in this Guidance Note is provided in good faith with the intention of furthering the understanding of the subject matter. Whilst we believe the information to be accurate at the time of publication, ICSA and its staff cannot, however, accept any liability for any loss or damage occasioned by any person or organisation acting or refraining from action as a result of any views expressed therein. If the reader has any specific doubts or concerns about the subject matter they are advised to seek legal advice based on the circumstances of their own situation.

## **The Institute of Chartered Secretaries and Administrators**

16 Park Crescent ■ London ■ W1B 1AH ■ Phone: 020 7580 4741 ■ Fax: 020 7323 1132 ■ Web: [www.icsa.org.uk](http://www.icsa.org.uk)