



February 2017

The Hygiene Factor

Board meetings are odd: possibly in any other circumstances we would think it a bit crazy to expect humans to give unbroken concentration for hours on end. But when those same humans become [directors](#) (yes, most of them are human) we suspend that reasoning. We put a large group of people – some of them jet-lagged – together in a room and expect them to stay alert, engaged and clear-headed for anything up to 36 hours, broken only by a good dinner and a few hours' sleep.



THE BOARD ENJOYS A FOCUSED DISCUSSION

Put like this, it doesn't sound the ideal way to get good [strategic thinking](#), thoughtful questioning and careful weighing-up of [risks](#) and opportunities. But if – as we must – we accept that this style of board life is inescapable, at least some careful planning can help.

Remember those formal dinner parties that seem to have gone out of fashion? It's not just the mix of guests that counts – it's the timing, table plan and ambience as well as the food. Well, board meetings need to be thought through with nearly as much care, although perhaps with fewer flower arrangements.

The small things make a difference. So here are some unapologetically small things as prompts for the "hosts" – the [Chairman](#) and Company Secretary – along with some of the "social mistakes" that we encounter... surprisingly often.

Good practices to consider...

Make sure the room is an environment that helps to maintain energy. That means having natural light and being well-ventilated at the right temperature. It's hard enough as it is to stay awake when you're getting your regular update on regulatory developments, without doing it in a dingy fug.

Struggling to hear what others are saying is tiring – and uses energy that could be deployed in more productive ways. So make sure the room is acoustically friendly. People need to be able to hear without straining, even when they're at the other end of the table.

Things to avoid...

Basement rooms that make you feel sleepy almost as soon as you walk in, even if it's first thing in the morning. Rooms with windows that are carefully covered to reduce glare but also the chances of staying awake. Rooms that are too small for the number of people in them. Rooms whose heating systems have only two options: too hot and too cold. Rooms whose ventilation or air conditioning has only two options: too stuffy or too noisy.

Putting up with background noise – air conditioning systems being the most common offenders. Don't just turn it off (see above...) – if you can't get it fixed so it works quietly, find a different room. And don't think that microphones and amplification will be a solution, unless of course you really want the boardroom discussion to take on the character of parliamentary debate, with people taking it in turns to make speeches.

Good practices to consider...

Think through the timing from an “alertness and survivability” viewpoint. If possible, make sure the board meeting starts first thing in the morning, when people are at their freshest. That might mean rethinking the [committee](#) schedule, making use of the day before or looking for opportunities to hold committee meetings away from the board meeting at least some of the time. (And is it really necessary to hold the committee meetings at the crack of dawn on the before the board meeting?)

Take a break. After, say, 90 minutes, possibly everybody will want one – that all important run to the bathroom, the unavoidable call or email, or just the need to stretch your legs or get some fresh air. And good chairmen will recognise that, whilst it’s important to get through the [agenda](#), that can’t be at the cost of sacrificing good input, alertness and, yes, even enjoyment.

Look closely at how meeting time is being used – and how much is taken up by management presentation. Never let management lose sight of the fact that giving information to the board is a means to an end, not an end in itself. Good pre-read means that it should be possible for the discussion to begin with no more than a very brief introduction. And dialogue, rather than sitting in an audience listening to presentations, means energy levels are maintained much more readily. So the quality of discussion stays high. And there may even be scope to cut the length of the meeting.

Work out the table plan – and use place names to control it. Each meeting will have its own dynamics. So the chairman needs to think through how line of sight fits with roles and accountabilities. A [committee](#) should feel like one, with its members seated together, not spread around the board table and interspersed with [executives](#) and the usual cast of thousands.

Check that the table shape and size works. Oval is best, allowing reasonably good line of sight even when the chairman likes to look egalitarian by sitting in the middle on one of the long sides. And, if a football pitch-sized table is unavoidable, at least plan the seating to reduce the distance between the main participants.

Be strict about whether all those bodies in the room are really necessary. Get down to the right (minimum?) number – and then plan the venue and table layout accordingly. If you really can’t avoid a crowd, use the seating plan to keep the board or committee members together as an identifiable group.

Things to avoid...

Presuming that, being experienced and mature (in both attitude and age), a director will be able to cope with eight hours of back to back meetings – and can withstand the impact of the previous day’s meetings combined with training sessions, extra one-to-one meetings and a late dinner, with a bit of late night preparation and jet lag thrown in. Few can remain top of their game in these circumstances (or possibly anywhere near it) – but that’s what’s needed and expected. So increase the chances by getting the timing right – and give the board meeting priority.

If you’re the [chairman](#) of the meeting, don’t suppose that your own stamina sets the benchmark for everyone else. The fact is that the chairman is the most engaged in the meeting and that keeps him or her going in a way that doesn’t apply to the others present. And don’t let yourself be so focused on the [agenda](#) that you forge ahead regardless of directors starting to take it in turns to pop out for a few minutes. It breaks the flow of the conversation and means people miss points made by colleagues. It’s a clear signal that you’re overdue a break.

Allowing meeting time to be dissipated by presentation of pre-read. At its worst this involves management standing in front of a screen going through slides. It shouldn’t be necessary if the pre-read works (and the directors prepare). We all know that a “5-minute presentation” easily becomes 25 – allow somebody to present slides and time suddenly passes at an exponential rate, with the chairman losing control. And if you want to use the meeting as an opportunity to have exposure to the management team, you’ll have a much better encounter through Q&A than being hit with PowerPoint.

Letting seating be a bit of a free for all. That way the chairman can end up facing the wrong people with the “right” people out of the line of sight or perched on a corner. For example, an [audit committee chairman](#) needs carefully to think through where to seat the CFO and Financial Controller, the Head of Internal Audit and the audit partner, as well as the committee members.

Just putting up with what you’re given. It’s not an unreasonable assumption that the board’s discussions are important and decisions potentially critical. So it’s valid to ask whether the table needs replacing if its shape is undermining good dialogue and participation, even if it means spending some money. It’s not much in relation to the cost of getting the board around it.

Allowing the presence – and even worse, participation – of non-members to grow unchallenged. Not everyone has to be there all of the time. And don’t disregard the effect on meeting dynamics of the numbers in the room. As a general rule, the more bodies in the room the less effective the discussion.

Good practices to consider...

Think through the watering and feeding. Be realistic about the length of time it will take everyone to have even a buffet lunch, and about people's need to return calls. Have water readily available on the table – not requiring a wander around the room to rehydrate – and get it renewed at breaks. Biscuits are useful for those who need a quick energy boost. And if you allow regular quick breaks it enables coffee to be replenished then and discourages a "strolling and foraging" approach.

Things to avoid...

Allowing well-intentioned provisioning to affect the meeting. [Board discussions](#) need to be focussed, with good listening and follow-through and respect for each other's contributions. Wandering around in search of a coffee pot that still has something in it, or tucking into that no-longer-resistible croissant, doesn't help. Discussions over sandwiches generally aren't quite as attentive as they should be. And interruptions from catering staff really aren't helpful. There's a time and place for refreshments – periodic breaks which are understood by all to be the appropriate moment.

Checklist for things under your control...

...for more practical tips on "Hygiene Factor" see our simple checklist [here](#).

SUBSIDIARY BOARDS –IT'S NOT THAT SIMPLE!

For those of you that missed our webinar on "Subsidiary Boards" a summary paper can be found [here](#).

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BOARD REVIEW

