

Get On Board in Edinburgh (GOBiE)

Handouts

Effective Meetings and Dealing with Conflict



What happens in our meetings? A self assessment exercise to complete together

	1	2	3	4
There are persistent late arrivals, which delays the start of the meeting	1	2	3	4
There isn't enough time to get through the agenda	1	2	3	4
There are often too many items on the agenda	1	2	3	4
We regularly have reoccurring agenda items that stay on for a long time	1	2	3	4
The meetings over run	1	2	3	4
There is often hijacking by particular a person at the meeting	1	2	3	4
There is loss of direction in discussion	1	2	3	4
The Chair is not always in control of the discussion	1	2	3	4
There is a power struggle with the Chair and another member of the board	1	2	3	4
There are distractions at the meeting venue	1	2	3	4
We have subgroups to look at particular ongoing issues	1	2	3	4
The meetings are poorly attended	1	2	3	4
We have not been able to vote on decisions as we have not been quorate	1	2	3	4
Papers are tabled at the meeting	1	2	3	4
The minutes are always reviewed as part of the agenda	1	2	3	4
We have a lot of Another Other Competent Business (AOCB) at the end of the meeting.				

Self Assessment – A Chairs Perspective

1	I begin each meeting at its scheduled start time	1	2	3	4
2	I ensure that participants understand the minutes of the previous meeting	1	2	3	4
3	I follow the approved agenda for each meeting	1	2	3	4
4	I explain the purpose of each meeting clearly to all the participants	1	2	3	4
5	I allow all points of view to have a fair hearing	1	2	3	4
6	I am aware of each participant's motives and hidden agendas	1	2	3	4
7	I ensure that all participants are fully involved in each meeting	1	2	3	4
8	I make sure that I am thoroughly prepared for each meeting	1	2	3	4
9	I refer to a meeting procedure guide before each formal meeting	1	2	3	4
10	I make sure that full and accurate minutes of each meeting are taken	1	2	3	4
11	I ensure that participants know what action to take before the next meeting	1	2	3	4
12	I ensure that participants know the time and place of the next meeting	1	2	3	4

Self Assessment – A Board Members Perspective

1	I allow speakers to finish making their point before I speak	1	2	3	4
2	I am confident when making a point or stating my views	1	2	3	4
3	I am able to concede when I am wrong	1	2	3	4
4	I can control the tone of my voice when I feel nervous	1	2	3	4
5	My body language suggests self-confidence	1	2	3	4
7	I listen carefully to what other people are saying in a meeting	1	2	3	4
8	I am thoroughly prepared for every meeting that I attend	1	2	3	4
9	I carefully review the minutes of the previous meeting	1	2	3	4
10	I research in advance the views of the other participants at a meeting	1	2	3	4
11	I know what my objectives are before I attend a meeting	1	2	3	4
12	I share a common purpose with the other participants at the meeting	1	2	3	4

Checklist for Meetings

✓ **Notice of the meeting**

Dates for Management Committee meetings should be set well in advance!

Although this sounds obvious, no matter how often the dates are agreed, some committee members still seem to say "I didn't have the date in my diary". However in order for a meeting to be effective *all* committee members really need to be present. It will also be at the top of the agenda for the next meeting. It is a good idea to send a number of reminders of the dates of meetings. Some groups have their meetings on for example, the first Wednesday of every month, which means a pattern can be established.

✓ **Minutes of the previous meeting**

The minutes are an essential record of what happened and what was decided at the previous meeting. It is important that minutes are prepared well, giving an accurate account of the most important actions and decisions taken at that meeting. The headings in the minutes should refer to the points on the relevant agenda. For you as a committee member, receiving the minutes should not be a routine act of looking them over and forgetting about them. Read them over carefully to make sure they are an accurate record - has anything important been left out? Are there matters arising from the minutes that you want to discuss further at the next meeting? Are there points for action that *you* have to deal with before the next meeting? Make some notes, then store the minutes in the relevant file and bring it to the next meeting.

✓ **Agenda for the forthcoming meeting**

You should have already contributed to this agenda. In your induction you will have been told how to get items on the agenda for a meeting, e.g. by mentioning your items to the Chair after a meeting, or by emailing the Secretary by a certain date. An agenda simply lists the topics or issues that will be discussed at the meeting, and should give shape and direction to the meeting.

✓ **Any relevant papers**

Written reports and other written materials will often accompany the agenda circulated prior to a Management Committee meeting. These relevant papers might include:

- Work reports on key outcomes/outputs
- Financial reports
- Options paper (e.g. outline of various options related to a specific topic and how each option is likely to affect the organisation).

Management Committee members should read any papers circulated before the meeting, and it should be clear which papers are for information purposes and which are for discussion purposes. This will enable Management Committee members to be well prepared, with any questions or comments prepared prior to the meeting.



Agenda Items

An agenda is a running order for items to be discussed, presented and documented. They should incorporate four reoccurring items:

- Attendance and Apologies
- Minutes of last meeting and Matters Arising
- *Date of Next Meeting
- *Any Other Competent Business

***Why have these at the end? Complete them at the beginning and get them over with so that the meeting is not rushing through the agenda to get the last items completed.**

Examples of Minutes

Minutes of a meeting should be:

- Circulated as soon as possible
- Document or reference discussions that were held
- Clearly outline actions that have been allocated
- Documents where objections and alternatives have been discussed in relation to decisions

Minutes of the Management Committee Meeting for <u>Carborne Community Centre</u> Tuesday 14 th of February, 2009 7pm- 9pm, <u>Carborne Community Centre</u>		
Present: <u>Shazia</u> Ahmed (SA), Peter Brooke (PB), Sara Waters (SW - Chair), Jean Doors (JD - Secretary)		
Apologies: Mary Sergeant (MS), Nigel Paige (NP)		
Non Attendance: <u>Cath</u> Roy (CR)		
In Attendance: Marion Wilson – Centre Administrator (MW - minutes)		
Agenda Item	Notes	Action Assigned
1	Apologies Apologies noted Chair noted that three consecutive meetings have been missed by CR. JD to telephone CR and follow up with a letter to request an explanation. Chair requested notice of conflict of interests	JD
2	MOLM Chair thanked Trustees for forwarding amendments and asked for approval of the minutes of the 14 th of January 2009. Minutes approved, Chair signed original copy.	
3	AOCB No business put forward for this meeting	
4	Staffing Issues – Paper submitted by Razia Khan (Doc One) Trustees received and read Doc One (attached to minutes) which outlined a proposal for a change in working hours to accommodate childcare arrangements for RK. PB raised the concern of the centre being left un-staffed for two hours on a Thursday afternoon as a result of the proposed change in times. Trustees agreed to request more information from the Centre Coordinator as to staff cover in order to ensure the Centre remained open. PB agreed to work with Centre Coordinator and <u>Razia</u> on working out solution and will make contact w/c 20 th of Feb 2009. <u>Decision adjourned until next meeting. JD to add to agenda.</u>	PB JD

Trustee's at Meetings Must

- attend the meetings
- listen carefully
- arrive on time
- pay attention
- read the agenda
- say what you think
- read any papers
- keep to the point
- keep informed
- join in activities
- ask questions
- volunteer to help
- put items on the agenda
- help to clear up

The Chair's Role at Meetings

During the Meeting

- decisions are taken, recorded and carried out;
- the organisation's policies are applied;
- there is full participation;
- the agenda is followed; and
- there are time limits for the meeting as a whole and for agenda items.

Communicate

- Start the meeting. Welcome any new members. Make any necessary introductions.
- Receive apologies for absence.
- Ensure that additions or amendments to minutes are recorded.
- Set the scene. State the objectives of the meeting and each item.
- Try to be brief when making a point.

Control

- Maintain control. Set out any time limits.
- Allow flexibility and freedom of expression.
- Keep to the agenda.
- Ensure quorum is present.
- Ensure time is used effectively.
- Ensure that proper minutes are taken.

Coax

- Ensure full participation.
- Draw out quieter members and discourage those who are monopolising the meeting.

- Be prepared to highlight issues that no-one else will, and to be the one who always has to ask the awkward questions.

Compare

- Weigh up contributions impartially.
- All points in favour of a point should be summarised against all points not in favour.

Clarify

- Ensure everyone understands what is being discussed.
- Summarise.
- Ensure that if jargon and abbreviations are used, all present understand them.
- Ensure that decisions are recorded, together with who is going to implement them. It can be useful to record decisions on a flip-chart as they are made.

Decision Making

- Ensure that decisions are taken in the context of the organisations strategy and that they are recorded, together with who is going to implement them.

Guide

- Remember that above all you are there to guide the meeting.
- Steer members to work harmoniously and purposefully as a team.
- Keep an eye on time.

At the End of the Meeting

1. Summarise decisions taken and action points to be followed up e.g. who's responsible, by when.
2. Agree a date for the next meeting - it is usually best to set dates for the year's meetings well in advance.
3. Agree what special items will be put on the agenda of the next meeting and what work needs to be done, by whom etc.
4. Ensure that the minutes are written up, checked by the Chair and sent out in good time.

The Secretary's Role at Meetings

The Secretary is crucial to the smooth running of a Management Committee meeting. This involves activities before, during and after Committee meetings.

In order to be effective, the Secretary of the Management Committee should ensure that they carry out the following activities:

Before the Meeting

- Consult with the Chairperson on the order of business for the meeting, and the way in which it should be dealt with on the agenda. Decide what business requires discussion and what requires a decision by the Management Committee;
- Ensure that the notice of the meeting is given, that suitable accommodation is arranged and confirmed, and that copies of the agenda is prepared;
- Circulate to all members (a) any papers to be discussed at the upcoming meeting and (b) a copy of the agenda, minutes of the previous meeting; and
- Make sure that any reports or information requested at the last meeting is available or that there is a good reason why not.

At the Meeting

- Arrive in good time before the meeting with the minutes and with all the relevant correspondence and business matters for that meeting, in good order. Record the names of those who are present, and convey and record apologies received from those who are absent;
- Read the minutes of the previous meeting, and if they are approved, obtain the Chairperson's signature on them;
- Report on action or matters arising from the previous minutes. Read any important correspondence that has been received;
- Unless there is a Minutes Secretary, take notes of the meeting, recording the key points and making sure that all decisions and proposals are recorded, as well as the name of the person or group responsible for carrying them out. Make sure action points are clear; and
- Make sure that the Chairperson is supplied with all the necessary information for items on the agenda, and remind the Chairperson if an item has been overlooked.

After the Meeting

- Prepare a draft of the minutes and consult the Chairperson and Chief Officer for approval;
- Send a reminder notice of each decision requiring action to the relevant person; this can be done by telephone, or by an 'action list' with the relevant action for each person duly marked; and
- Promptly send all correspondence as decided by the Management Committee.

Dealing with poor attendance

Poor attendance is a common problem for management committees. Most committees have problems, from time to time, with fairly regular non-attendance by one or more members. This makes it difficult for committees to apply consistent, good quality, collective decision making.

However, where committees are anxious not to completely lose valued members, many struggle to deal with this issue and are reluctant to take the necessary steps to improve attendance.

The chairperson is responsible for dealing with poor attendance. S/he needs to find out what the governing document/constitution says about attendance and apply the rules. (Keeping a register of attendance at management committee meetings and publishing it annually often helps to improve the situation!)

Reasons for non-attendance

It is always a good idea to find out the reason for the non-attendance. Here are some common reasons, with suggestions for how the chairperson could manage the situation:

1. An issue in the member's work or personal life is temporarily absorbing much of their time and energy.
 - The chairperson could suggest that the member takes a break from being on the Management Committee for an agreed period such as 3 months.
2. The member is busy and attendance at the management committee meetings is never a priority.
 - If meetings never or rarely become a priority for a Management Committee member, the Chair needs to tell him/her that it is time to step down.
3. The member received little induction or support when they first joined and is finding it difficult to participate effectively.
 - The Chair could reassure the member that her/his experience and skills are very much needed and organise a belated induction programme.
 - The Chair could also arrange for a more experienced member of the committee to be his/her mentor and facilitate their participation at management committee meetings.
4. Meetings are not purposeful or productive so the member does not see much point in attending.
 - The management committee should review their practice in planning their meetings & utilise an agenda to formalise the meetings structures. (Click here to download a suggested format for an Agenda.)
5. Meetings are so unfriendly and rancorous that the member does not want to be part of it.



- The Management Committee may need some support from an external agency/person to address their particular issues.

Solutions

If the management committee is not functioning effectively, the chair could initiate a governance review, ideally facilitated by an objective outsider with knowledge of governance issues - such as a support agency.

Some suggested tools or approaches include:

- Develop a Code of Conduct for management committee members
- Provide committee members with role descriptions, specifying the required commitment
- Review who's on the committee and recruitment strategies
- Review length of tenure
- Review how meetings are run, their frequency, how decisions are made, use of alternative means of communication etc.
- Use team-building activities to build relationships and commitment - e.g. training or away days; focus members around key projects or goals like strategic planning
- Ensure shared focus around role in relation to the organisation's vision, mission and values.

Don't forget! The achievement of the charitable objects and the interests of the charity's beneficiaries are paramount. The interests of individual management committee members and the staff and/or volunteers are secondary.



Types of conflict in the boardroom

- There is a perceived breach of faith and trust between individuals
- There is unresolved disagreement that has escalated to an emotional level
- There is miscommunication leading to unclear expectations
- Personality Clashes
- Differences in Values and Beliefs
- There is underlying stress and tension
- Ego Problems

To Resolve a Conflict	What to say or do?	Why?
1. Calm yourself	Take a deep breath	Clears thinking, models control
2. Restore order	Take a "Time Out"	Stops the fight, contains the damage
3. Hear their stories	"Help me understand your concern."	Gathers information, defuses tension
4. Listen carefully	Eye contact, don't interrupt	Honors the need to be heard
5. Generate solutions	"How could we resolve this?"	Moves from accusations to solutions
6. Agree on a solution	"Would this work for you?"	Moves to resolution, brings closure
7. Test for satisfaction	"Are you sure this will work for you?"	Assures clear communication

- Be a model of calm and control
- Don't give in to emotional outbursts
- Don't assume people are being difficult intentionally
- Find a quiet place to resolve conflicts....privately
- Set some ground rules for the discussion:
 - No raising of voices
 - This is not a debate
 - Speak only for yourself... "I" phrases
 - Confront the issues, not the people
- Maintain or enhance self-esteem

An exercise to complete together

This exercise helps to foster greater understanding of each other through self disclosure and as such promotes more openness, trust, and awareness of how someone will perform and react in certain situations. The Chair can use this exercise when the group is newly forming, at an away day/review or as an exercise after a committee has come out the other end of a difficult period.

In pairs,

1. Ask people, including the Leader to form pairs, ideally with someone they believe they know the least about.
2. Recommend that they find themselves a private corner of the room.
3. Issue the list of questions detailed below. It is recommended that people take turns initiating the questions, and select from this list as opposed to working through all sixteen questions.
4. The exercise can then be repeated with different pairs. If you know that certain individuals are not getting on well encourage them to pair up for this practice.
5. Have a debriefing, not to share the answers, but to share how people felt about the practice and any insights they would like to share.
6. Ask the Committee how surprised they were by the answers given. Had they formed views about someone that were wildly wrong?

QUESTIONS

1. What do you enjoy most about your current job?
 2. What are you good at?
 3. What task would you dread taking on and why?
 4. What sort of people do you enjoy being with the most?
 5. What situations do you find the most difficult to deal with?
 6. What do you do when someone gets angry with you?
 7. What do you expect to experience more, success or failure?
 8. How do you overcome disappointments?
 9. How would you like to be remembered in general/by this Team?
 10. What makes you mad?
 11. What first impression do you think you give?
 12. If you could change one thing about you what would it be?
 13. What would you fight hard for, and why?
 14. How can we get off to a good start?
 15. What would you like to be different in two years time?
 16. How do you react when you know you are wrong?
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A Model Trustee Code of Conduct (SIMPLE MODEL)

A simple model code of conduct

It is the responsibility of management committee members or trustees to:

- **Act within the governing document and the law** – being aware of the contents of the organisation’s governing document and the law as it applies to [organisation name].
- **Act in the best interest of [organisation name] as a whole** – considering what is best for the organisation and its beneficiaries and avoiding bringing [organisation name] into disrepute.
- **Manage conflicts of interest effectively** – registering, declaring and resolving conflicts of interest. Not gaining materially or financially unless specifically authorised to do so.
- **Respect confidentiality** – understanding what confidentiality means in practice for [organisation name], its board and the individuals involved with it.
- **Have a sound and up-to-date knowledge of [organisation name] and its environment** - understanding how [organisation name] works and the environment within which it operates.
- **Attend meetings and other appointments or give apologies** – considering other ways of engaging with the organisation if regularly unable to attend trustee meetings.
- **Prepare fully for meetings and all work for [organisation name]** – reading papers, querying anything you don’t understand and thinking through issues in good time before meetings.
- **Actively engage in discussion, debate and voting in meetings** – contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- **Act jointly and accept a majority decision** – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.
- **Work considerately and respectfully with all** – respecting diversity, different roles and boundaries, and avoiding giving offence.

Trustees are expected to honour the content and spirit of this code.

Signed

Name

Date

A Model Trustee Code of Conduct (DETAILED)

- **Organisational values**

As a trustee of [organisation] I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

Accountability

Everything [organisation] does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within [organisation] and equally when dealing with individuals and institutions outside it.

Transparency

[Organisation] strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or go against charity regulations in any aspect of my role of trustee.
- I will support the mission and consider myself its guardian.
- I will abide by organisational policies.

Conflicts of interest

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to person

- I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as trustee.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.

Protecting the organisation's reputation

- I will not speak as a trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the CEO or Chair.
- When prior consent has not been obtained, I will inform the Chair or CEO at once when I have spoken as a trustee of this organisation to the media or in a public forum.
- When I am speaking as a trustee of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept gifts or hospitality without prior consent of the Chair.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

In the boardroom

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by (organisation).
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

Enhancing governance

- I will participate in induction, training and development activities for trustees.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the CEO in his/her executive role and, with my fellow board members, seek development opportunities for him/her.



Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the trustee board.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.



Model Conflict of Interest Policy

Trustees have a legal obligation to act in the best interests of the charity and in accordance with the charity's governing document. Staff and volunteers have similar obligations

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the charity. Such conflicts may create problems; they can:

- Inhibit free discussion
- Result in decisions or actions that are not in the interests of the charity and
- Risk the impression that the charity has acted improperly

The declaration of interests accordingly we ask trustees and senior staff to declare their interests and any gifts or hospitality received in connection with their role in the charity. A declaration of interests form is provided for this purpose, listing the types of interests you should declare. To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur.

If you are not sure what to declare or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the charity secretary for confidential guidance.

Interests will be recorded on the charity's register of interests which will be maintained by the charity secretary. The register will be accessible by [level of access, noting any statutory requirements applicable]

Decisions taken where a Trustee or member of staff has an interest

In the event of the board having to decide upon a question in which a trustee or member of staff has an interest, all decisions will be made by vote, with a simple majority or two thirds vote required. A quorum must be present for the discussion and decision, interested parties will not be counted when deciding whether the meeting is quorate. Interested board members may not vote on a matter affecting their own interests

All decisions under a conflict of interest will be recorded by the Charity Secretary and reported in the minutes of the meeting. The report will record:

- The nature and extent of the conflict
- An outline of the discussion
- The actions taken to manage the conflict.

[where a trustee benefits from the decision, this will be reported in the annual report and accounts in accordance with SORP 2000.]

(this only applies to registered charities with income or expenditure in excess of £100,000 per annum, or to charitable companies, or to smaller charities who choose the accruals basis of accounting)



Managing Contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Model declaration of interests form

I as employee/trustee of(name of organisation) have set out below my interests in accordance with the organisations conflicts of interests policy.

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family or some other close personal connection
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority memberships, tribunals etc	
Membership of any professional bodies, special interest groups or mutual support organisations	
Investments in unlisted companies partnerships and other forms of business, major shareholdings (charities may set a figure here e.g. more than 1% or 5% of issued capital) and beneficial interest	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Do you use, or care for a user of the organisations service?	
Any contractual relationships with the charity or its subsidiary	
Any other conflicts that are not covered by the above?	

Signed:.....

Position:.....

Date:.....