

Sample board etiquette policy

Guidance note

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If you have any feedback on the content of these resources, or additional questions that you'd like to discuss, please contact the SGA:
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Introduction

Meetings of the board of any organisation are the central mechanism by which strategy is agreed, performance monitored and executive actions held to account on behalf of stakeholders. Boards should conduct their meetings with a view to optimising the use of the time and capacities of their members.

As such, boards need to focus on the purpose of the meeting, and all the elements that can contribute to an effective discussion, including the way board members interact and work together to ensure sound decision making.

An etiquette policy can help specify the type of behaviour appropriate for board and committee meetings, and throughout the organisation. It is a formal mechanism that should clearly identify expected standards and values of behaviour for board members in your organisation. The policy can also encourage clear, respectful and open communication. An etiquette policy may be used in conjunction with a board members' code of conduct. Broadly, board members should act with independence, rigour, integrity, probity, honesty, mutual trust and display high standards of conduct. They should ensure regular attendance at all meetings and take an active part in discussions. But etiquette policies can refer to what board members should do before, during and after the board meeting. The following is a sample of what you could include in your board etiquette policy document, but organisations should amend as necessary:

Before the meeting

- Be clear as to the purpose of the meeting and the role you are to play at it.
- Having received the board papers five 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 or request clarification.
- Request further information ahead of the meeting or seek clarification from the company secretary/governance lead or report author, including highlighting errors not of material consequence, where appropriate.
- Submit apologies if unable to attend, and – where appropriate and where the governing document permits it – arrange for an alternate to attend, ensuring that the alternate is well-briefed.
- If board members are joining via teleconferencing or videoconferencing, details are circulated beforehand and everyone has joining instructions needed. Board members should ensure familiarity with the platform being used.
- Arrive for the meeting on time and stay for its duration. If you have to leave before the end of the meeting, you should inform the chair beforehand. However, you should avoid this whenever possible.

During the meeting

- Declare any perceived conflicts of interest with regard to any matter on the agenda.
- Only use electronic devices for the purposes of the meeting itself, for example if you are using soft copies of the papers or if board packs are distributed using an online portal.
- If people are joining the meeting via video conferencing, be aware of time delays when listening/responding. Care should be taken when board members join the meeting remotely that they are fully included in the discussion as though they were present in the room. The chair should also ensure that those not physically present can hear and be heard clearly and that any visual information is communicated to them.
- Since COVID-19, the use of Teams, Zoom or other software enables recording of meetings with ease but the confidentiality of proceedings should be agreed and clarified among the board.
- Recordings of meetings or parts of meetings should not be made without the consent of attendees.

Focusing on the agenda

- Stay focused on agenda items.
- Ensure that discussions are focused on the matters at hand. Do not re-open previous discussions unless they are pertinent to the current meeting agenda.
- 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 unless it is being used for relevant business. When an electronic device must be kept on, turn to silent/vibrate and excuse yourself from the meeting when necessary. Should you need to answer an urgent call, forewarn other attendees and seek the permission of the chair to keep the electronic device on.
- 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 chair's attention when wishing to contribute to the discussion, and wait until he/she 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 chair, do so clearly, concisely and at a volume that all attendees can hear, especially the minute-taker and those participating remotely, 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.
- Take time to consider the range of perspectives and alternative outcomes being advanced. An effective and well-functioning board respects and welcomes different and, at times, conflicting views.
- 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 nor unduly take offence. Accept the diversity of opinions and views presented.

Accountability

- Seek professional guidance/clarification from the chair during the meeting, or company secretary/governance lead 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/governance lead 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 assigned 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 or securely destroyed.
- Remember that decisions were taken collectively by the board and therefore that responsibility remains collective too.

Breaches of board etiquette

Where there is evidence that the board etiquette policy has been breached, the chair, with guidance from the company secretary/governance lead, will recommend action to be taken. Any meeting to discuss breaches of board etiquette will take place in 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.