

# RUNNING BOARD MEETINGS



By  
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## ABOUT HAWKAMAH

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## ABOUT THE WRITER



Dr. Ashraf Gamal El Din, FCG is the Chief Executive Officer of Hawkamah, the Institute for Corporate Governance, the DIFC. He is a Fellow and Certified Governance Expert from the Chartered Governance Institute, UK (ICSA). He was a jury member of the Arabia CSR Award. Prior to joining Hawkamah, Dr. Ashraf was the Executive Chairman of Egypt Post. Before that, he was the Deputy Executive Director of the Egyptian Banking Institute, the training arm of the Central Bank of Egypt. He was also the founder and Project Manager of the Egyptian Corporate Responsibility Center working on promoting the concepts and application of CSR in Egypt. Furthermore, he was the Executive Director of the Egyptian Institute of Directors (EIoD), the Institute of Corporate Governance in Egypt and the Arab Region. Dr. Ashraf served as a board member and head of the Audit Committee in a number of listed, non-listed, State Owned and family owned companies, such as Egyptian Resorts Company, Sahl Hashish, Egypt Reinsurance, Misr Life Insurance, Suez Canal for Technology, Thebes International, Misr Qena Cement, just to name a few. He also served a member of the General Assembly of the Holding Company for Transportation.

Dr. Ashraf served as an advisor to the Minister of Investment 2004-2010 in the areas of corporate governance, corporate social responsibility, privatization and restructuring. Furthermore, Dr. Ashraf is a Professor of Management, Faculty of Commerce, Cairo University. He holds a PhD degree from Manchester University, UK, and a master's degree in Public Administration from Carleton University, Canada. He further holds a bachelor's degree in Business Administration from Cairo University with highest honors.

## INTRODUCTION

Boards are elected/ appointed in order to make decisions that impact the future sustainability of the business. These decisions cover a variety of areas including visions, values, culture, ethics, strategy, control environment, supporting and assessing the management, and many more. Board members are therefore expected to educate themselves regarding all those areas so that they can contribute to an effective decision-making process.

Boards convene in the boardroom to deliberate on crucial decisions. Therefore, conducting effective board meetings is essential in making the best out of the directors' time, experience, and knowledge. The leadership of the board is the sole responsibility of the chairman who plays a pivotal role in running board meetings, with the support of the company secretary, for sure. Today's effective chairman brings time, business experience, personality, and maturity to the role.

This article will shed the light on the key strategies to help the Chairman to effectively lead the meetings, promote collaboration, drive productivity, and achieve significant results.

## 1. Set Clear Objectives



Before the meeting, the Chairman needs to make sure that there are clear objectives of the meeting and decisions to be made to maintain a successful discussion. This will help the Chairman to keep the meeting and conversations on track and ensure that everyone is on the same page and that the focus is on what matters and productive.

## 2. Create an Agenda



It is the Chairman of the board, assisted by the company secretary, who are responsible for the agenda. Board members and the management are always welcomed to suggest topics and contribute to fine-tuning the agenda, but the Chairman holds the ultimate authority on this matter. Developing a detailed agenda that clearly outlines the topics to be discussed during the meeting is essential for keeping the meeting organized and ensuring that all important matters are addressed.

### **3. Be Well-Prepared**



Suitable preparation before the board meeting sets the stage for a successful meeting. The Chairman must be familiar with the agenda and all relevant topics before the meeting. He/ she must ensure that the agenda and all the supporting materials, such as presentations and reports, are ready, distributed in advance and accessible to all board members and those who need to have access to them allowing sufficient time to review and preparation. By setting expectations and providing the necessary information and resources beforehand, the Chairman can encourage thoughtful contributions and facilitate productive discussions.

### **4. Ask other to Prepare**



When members come to the board meeting without reading the materials or being prepared, they will either waste a lot of time asking questions that are already addressed in the materials, or they will remain quiet, and therefore not contribute significantly or adding much value in the decision-making process. The Chairman therefore needs to encourage all board members to read the materials and even ask questions in advance of the board meetings so that they can come prepared to participate in discussions and make decisions.



## 6. Digitalizing Meetings



To enhance the preparation of the members', utilizing technology is very valuable in this context and can significantly enhance the efficiency and effectiveness of the board processes. By implementing a board portal or a similar digital platform, the management and the company secretary can easily upload their respective reports, board and board committees' relevant documentation and the full pack of the respective meeting and can contribute their insights accordingly. The Chairman accordingly should encourage all board members to read the documents and provide their views ahead of the meeting. This will streamline the communication process, allowing board members to share information, ask questions, submit recommendations and feedback directly on the platform. The Chairman, of a forward-thinking vision, encourages digitalizing the meetings as it reflects many benefits; board members' preparation will be improved, extensive report presentations will be minimized, discussions will be more focused, any gaps in information required for decision-making can be identified before the meetings. Moreover, with prior knowledge of information gaps, decisions can be made in a timely manner by providing the necessary data or postponing the discussions until adequate and needed information is available.

## 5. Limit the Meeting Duration



With the increased workload of the board and committees, the time commitment for the board members may be impacted. It is crucial for the Chairman, in consultation with all board members, to agree on the meeting duration they all prefer. On average, board meetings can range between 2-4 hours. Although longer meetings are not advisable, if all board members agree on a longer meeting for exceptional reasons, then that is acceptable. However, it is important to keep in mind that Board members are likely to have busy schedules and other commitments, so ensuring that the meeting stays within the agreed duration shows consideration for their time constraints. On the other hand, setting a time limit for the meeting ensures that discussions stay focused and on track, considering the time allocated to each agenda item. This will also help prevent the meeting from unnecessarily dragging on. It is obvious now and essential that coming prepared for the meeting saves a considerable amount of time.

## 8. Assign Roles and Responsibilities



The Chairman may want to designate a meeting leader, whether himself, another board member, or the Company Secretary. The meeting leader's task is to keep the discussion moving forward, maintain focus, and ensure that all agenda items are addressed in an appropriate order. In addition to the meeting leader, appointing a timekeeper is a valuable practice to help the meeting stay on schedule, keep track of time allocated to each agenda item, and alert the meeting leader or the Chairman if discussions are running over time. Additionally, a note-taker is critical for documenting key points and decisions made during the meeting accurately and that follow-up tasks are clearly outlined. This is particularly important if the company secretary is frequently asked to give background information, present reports, or even engage in some discussions.

## 7. Set The Tone



The Chairman role is crucial in shaping the atmosphere of the meeting by beginning on a positive note and establishing a culture of respect and collaboration. It is essential for the Chairman to emphasize that all opinions are respected, differences are accepted, and personal comments or attacks are not tolerated. During the meeting, the Chairman needs to be vigilant interact with one another - including their tone, communication style, and even eye contact. In rare cases, the Chairman might have to step in to make sure that the board's "code of conduct" is not compromised and that the board operates in highly ethical and respectable environment. So, the chairman has a significant influence on the culture and tone of the board.



## 9. Ensure Participation



In order to ensure active participation during meetings, the Chairman takes measures to involve all board members in discussions and encourage them to share their viewpoints. This may include directly asking the less-talkative members for their views or comments. It should be noted that this approach is not to embarrass anyone, but rather ensuring that a variety of perspectives are expressed leading to more diverse perspectives and better decision-making processes.

## 10. Stay Focused



A typical board will have a diversity of backgrounds and characters among its members. The challenge arises when each member is willing to express their views in a lengthy way. Others may want to elaborate and give more examples from their own experiences, and so on causing a topic planned for 15 minutes discussion to extend over an hour. To make things more challenging, some board members may deviate to side topics, diverting the group's attention from the main issue or decision at hand. It is the responsibility of the meeting leader, or the Chairman to keep the discussion on track. In many cases, this requires a great of diplomacy and care. Furthermore, the Chairman, meeting leader, or company secretary, must ensure that all agenda items were addressed within the allotted time and that each agenda item that requires a decision, has ended with a clear decision. It is helpful for the company secretary to draft decisions before the meeting and to hand them out as part of the board pack. When the board reaches a decision point, they have a draft that they can accept or amend, rather than starting from scratch.

## 11. Monitor the Conflict of Interest



The job of the chairman is critical to managing and handling conflicts of interest in order to guarantee that there is openness, honesty and ethical decision-making within the board. It is important that the chairman requests the board members at the beginning of the meeting to disclose, if they have, any potential conflict of interest that may affect their objectivity or independence and violates the terms of the director's code of conduct. This includes any personal or financial relationships or interests with the management, the company, or a competing business. Managing conflicts of interest in the boardroom is essential to maintain the integrity and effectiveness of the company's governance.

## 12. Manage Time Effectively



It is quite important for the timekeeper, whether the Chairman or anyone else, to monitor the time allotted for each agenda item. Based on board discussions, time-adjustments for some items might be needed to stay on schedule. The timekeeper must encourage brevity and clarity in discussions to prevent meetings from running over. If the board needs more time, the consent of board members is important for the meeting to last longer. Otherwise, some items might be deferred to next meeting.

## 13. Encourage Consensus-Building



It is perfectly normal that board members will have different opinions towards some items on the agenda. The more diverse the board is, the more likely it is to have a disagreement. When leading the discussions, the Chairman should encourage the board members to express their opinions and perspectives while working towards consensus on decisions. It is important to seek common ground and avoid allowing disagreements to escalate. If consensus cannot be reached, surely the board can vote. However, frequent voting is not a positive indicator at the meetings. It signals that the board is always divided and that, in most cases, many of the board members are not satisfied with the decisions made.

## 14. Follow up on Action Items



One of the common mistakes often seen on the board agenda is failing to follow-up on previous board resolutions. This does not only frustrate the board members, who may feel that their time and efforts have been wasted. It can also convey a message to the management that implementation is not important. Hence, at the end of every meeting, the Chairman must make sure to assign action items to specific executives or board members and establish deadlines for completion. The board should then follow up on these action items during future meetings to ensure progress is being made. When a decision is not implemented, the board should discuss with the management to understand the reasons behind this lack of implementation and decide whether that decision needs to be revisited and changed.

## 15.Wrap-up



Even when the agenda and the meeting documents are well-designed, presented and addressed, board meetings can be less than successful if the decision-making process is flawed. It is a good practice for the Chairman to summarize what the board has collectively agreed upon or decided after each resolution or decision. At the end of the meeting, either the Chairman or the Company Secretary, should provide a comprehensive summary of the key decisions and action items that were agreed upon during the meeting to ensure clarity and alignment on the requirements.

## 16.Evaluate Meeting Effectiveness



Following each meeting, certain boards, particularly those with a higher level of maturity and leadership skills, solicit feedback from board members to evaluate their own effectiveness and the overall quality of the meeting. Board members express their views whether positive or negative on the meeting on various aspects and identify some areas for improvement. This might include the length of the meeting, how open the discussions were, the engagement of the management, the adequacy and quality of information presented, the agenda effectiveness, the efficiency of the technology used, and other relevant factors. The Chairman then uses this comprehensive feedback to make and implement the necessary adjustments and drive continuous improvement for the future meetings.

## 17.Meeting Minutes



The Chairman must make sure that the well-written meeting minutes are clear, accurate and yet concise including the resolutions, the decisions and the dialogue that occurred during the meetings. The minutes should be promptly sent out to all board members to get their feedback and comments before they can be endorsed. The meeting minutes account for what happens during the meetings and considered as a legal document in case of a lawsuit, therefore sending the minutes promptly after the meeting enables board members to provide their edits, inputs and reviews while the details of the discussions are still fresh in their minds. This is promoting accuracy and accountability in the decision-making process.

<b>DO.....</b>	<b>DON'T.....</b>
✓ Prepare an agenda in advance, with input from all board members	✗ Surprise the board members with new agenda item/s
✓ Encourage preparation and review of the board documentation	✗ Make decisions without proper preparation or discussion with the board members
✓ Start and end meetings on time with a proper time allocation to conclude the agenda items	✗ Hold meetings that are too long or frequent, without a clear purpose or agenda.
✓ Encourage open and honest communication and discussion among board members	✗ Interrupt other board members while they are speaking
✓ Keep discussions focused on the agenda items	✗ Go off-topic, allow discussions to veer off course or engage in side-conversations during the meeting
✓ Encourage participation from all board members	✗ Allow one person to dominate the conversation
✓ Assign action items and deadlines to board members as needed and as approved during the meeting	✗ Disregard the input and opinions of other board members
✓ Review and approve the minutes and follow up on action items from previous meetings	✗ Ignore to review and approve the meeting minutes and action items
✓ Respect confidentiality and handle sensitive information appropriately	✗ Share confidential information outside of the boardroom
✓ Be respectful and professional towards all board members	✗ Make personal attacks or derogatory comments towards other board members

## Conclusion

Chairing a board is a very sensitive and tricky job to do. It requires a combination of effective leadership in addition to emotional intelligence, organizational and interpersonal skills. Navigating through and dealing with different personalities, egos, and experiences, the Chairman tries to make everyone satisfied, a task that cannot be guaranteed at all. As the chairman of a board meeting, it is important to facilitate productive and efficient discussions among board members. The goal is to make objective decisions that maximize the value of the company to its stakeholders.

By following the few tips outlined in this article, the Board Chairman can effectively lead board meetings and promote a culture of collaboration, engagement, efficiency, and accountability among the board members.



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