



# Boardroom INSIDER

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Ralph Ward, Publisher/Editor

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THAT MAKE A  
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## “BOARDROOM HACKS” THAT MAKE A DIFFERENCE

I’ve written six books on corporate boards and governance over my career, the last one, for “board wannabes,” in 2018. That means I’m due for a new one, but I’ve been a bit stuck on a topic -- not for lack of ideas, but too *many* of them. Then, a few months back, I was presenting my boardroom masterclass as part of a program that also included a brief talk on work/life issues from a noted consultant. He sat in for a few of my sessions, and complimented my topics – “you’ve got some good boardroom hacks there.”

That’s when the light bulb went off over my head for my next book topic. Because, while there is plentiful information out there on the high-altitude topics of ESG, stakeholders vs. shareholders, diversity, and so on, the questions my attendees ask about are much closer to the earth. These address “hacks” – tips and tools needed to make the frankly impossible job of being a modern board member just a bit more possible.

This is because the board of directors model was never designed to take on the duties boards actually face today. Everywhere around the world, major public company, private, venture stage, state owned, family, non-profit, board members are stuck with a governance model that isn’t fit to purpose. It’s outmoded, formalistic, inadequate. And then, board members who are sincere, part-time amateurs in the enterprise, are stuck trying to make it all work.

Yet the board of directors model isn’t going away. To paraphrase Winston Churchill on democracy, it’s the worst possible way of doing anything... except for everything *else* we’ve tried. So if we can’t reinvent the boardroom, let’s try hacking it.

In this issue of *BI*, I’ll give a preview of some of the “boardroom hacks” I plan to explore in my next book. I don’t claim to have invented all or even most of these. The following time, work (and sometimes career) savers are the hacks actual board members, corporate secretaries, company counsel, and those who have to make boards work learn first hand. These are the rarely written down, boardroom “folk wisdom” that directors pick up serving on other boards... and too often, go no further than their own boardroom.

This covers board agendas, meeting plans, calendars, committees, minutes, information, controls, smart use of new tech, and lots of other details. These are the fixes that, added up, can shape a workable, survivable boardroom. I collect these from around the work, refine them, and then share them with other boards. And you can build all these hacks into a structure that supports better, faster, smarter boardmanship... sometimes in spite of the board itself.

-- RDW

## BOARDROOM HACKS – CALENDAR AND AGENDA

You’ve gathered together a great group of leaders, advisors, owners and experts in your boardroom (or online)... now what? A smart rule to remember is that you don’t want to waste a single minute of the time and attention this brain trust can provide. This makes shaping effective board calendars and meeting agendas so crucial. Many boards (especially private and young firms) give these timeline items shockingly little thought, looking just at legal needs for what the board has to approve when, and that’s that. Here are some scheduling hacks that make your board year, and each meeting, deliver value.

■ Ask your corporate secretary to block out the regular schedule of your board and committee meetings for the next year -- or better still, the next *two* years -- at the start of each fiscal year. Most of the boilerplate stuff mentioned above (approvals, the audit year, renewals of contracts,

reports, etc.) works to known legal timelines, so the majority of “must” board business should be as easy to pre-plan as solar eclipses. Special meetings or emergencies (too common over the past couple of years)? You always have flex to add these – but a good rule is to pre-plan what you can. (Here some [handy links](#) to calendar [helpers](#).)

- This is where the hacking comes in. Set board and committee meeting dates for a year or two out... and then make sure directors know them, *early and repeatedly*. Include the yearly schedule in each board mailing, and make it an up-front tab on your board portal site. Use Outlook and other planning tools to get on board members’ calendars. Directors are very busy, committed people, and it helps everyone’s planning to know *now* where they have to be on a certain date in 2023. Make sure your board calendar is a “can’t miss” item.

- Next up are board agendas. Since you now know what the board needs to do on particular dates, it’s an easy next step to fill in basic “must” agenda items for each meeting. Hacking your agenda begins by aiming to reduce the time and effort required by rote or nonproductive items to give your board *more* time for discussion, training, self evaluation, and the other stuff at the end of the agenda that gets lost when members have to bug out early.

- Those basic agenda items are legal requirements, so they have to be covered... *but* you can trim them to make room for more high-value boardwork. How? Here are two great board agenda hacks. *First*, log how long certain agenda items take over the course of several meetings. Come up with a reasonable average (trimming time from simple matters that drag on), and print your next agenda with suggested “*time budgets*” for each item. A basic approval – five minutes. An audit report – 10. The chair tells everyone that these seem like reasonable times for the items, but doesn’t try to force them. However, everyone gets a subconscious nudge when they notice a rote approval clocking past the suggested time.

- *Agenda hack #2 – consent agendas*. Much board busywork is made up of checklist items – renewal of a loan covenant, receipt of a report or letter, personnel approvals. Yet working through each on the agenda with proposal, discussion, motion, second, etc. gobbles up time. So why not telescope some of these housekeeping items into a single agenda item, with discussion and approval of the whole bunch at once? Make clear that anyone can pull an item out for separate approval (though no one ever does). All at once, half an hour of parliamentary minutiae is condensed to 5 minutes.

## BOARDROOM HACKS – THE CORPORATE SECRETARY

No, that title doesn’t mean your corporate/company secretary is a hack! What it *does* mean is that the person holding this legal and functional role for your enterprise is the keystone of your board and governance operations, as well as most effective driver in improving them. All hail the corporate secretary, the real secret to better boardsmanship. But what specifics can the company secretary do to hack your governance?

- Use all tricks available (plus developing new ones) to improve board information flow. When I speak on governance, I ask the corporate secretaries present how often they find themselves desperately phoning, texting and emailing ahead of a board meeting to round up all the material required for the board book. A chorus of knowing moans follows. A good hack here is for the board chair and CEO to circulate a memo stressing the importance of timeliness in meeting board info deadlines (and backing it up as an item in manager evaluations). I find corporate secretaries were also early adopters on board portal tech to make the whole info process faster, less paper bound, and more timely (a further hack/hint to secretaries. Good – now devote some time to exploring the full capabilities of your portal... you’re likely missing out on some great tools).

- Take the lead on board orientation and continuing ed. A board of members trained to their roles, smart use of their resources, and their responsibilities is a better board (and one that makes the secretary’s job easier). Work with the chair to set up a schedule of board members and managers the new director should talk with, and assemble an orientation packet with company documents, bylaws, recent agendas and minutes, the annual report, etc. (There are some good online [checklists](#) of [contents](#) for this). *PLUS*, the corporate secretary should be the board advocate and resource person for ongoing board training.

- Here’s a CS governance hack that’s easy to overlook. All businesses and organizations grow, diversify, add people, offices, territories and reporting structures, especially younger fast-growing businesses. This means much of your essential “roadmap” information (org charts, staff directories, legal entities, corporate officers, and so on) is constantly going out of date, sometimes with operational and even legal consequences. Good corporate secretaries schedule a regular refresh of fundamental corporate documents.

- But why not go a step further? Update the organizational charts showing the various offices, entities, jurisdictions and so on, along with *names and information of key staff*, working up this “facebook” on these folks helps you and board members (especially new ones) put a face to the names. Also, make sure everyone on the

board (and those who interact with them) have a quick guide with a photo, name, title, and some background basics. Make this available online, or on your board portal.

- *Final Hack*... the corporate secretary should be able to get in touch with an outside board member anytime, anywhere. This means office phone, home phone, cell number(s), email, text contacts, and the name and contact info for any admin assistant the director may have.

## BOARDROOM HACKS – BOARD INFO

The notification dings on your computer, or the envelope shows up at your door... it's the board meeting package. No matter how invested you are in the business, or committed to the cause, you stare at all that content and stifle a groan thinking about having to cram on all of it by the next meeting. And the problem has grown steadily worse of late. With tighter regulation, reporting rules, and liability, everyone in management wants to cover themselves by saying "but the board saw it" – meaning booming inflation in board book size, up to 1000 pages at some public companies.

Board info is one of the most-high value areas for smart hacking. With a change in approach and a few fixes, you can sharply cut the bulk in most board books, while sharply *raising* the value of material presented.

- Start by stripping to the basics – what *has* to go into a board meeting package? You have the meeting agenda; minutes from the last meeting; a CEO report/summary (a good idea – should be a "must" item); financial reports; board committee reports; board resolutions to be voted on; and any board correspondence. That's it. If the board chair and corporate secretary then tell managers "convince me that your added material should be included," you've made a good start on hacking away at board book bloat.

- Have you made the move to a board portal for your info? Smart approach, but don't let this lead to information inflation. Having to print out everything at least imposed some discipline on how much went into a board book, but with bits and bytes, staff can run amuck on CCing everything at zero cost (at least to them). Instead, look at ways to make your portal a reference library of background for the basics in your board book. Make smart use of hyperlinks to point directors to reports, tables and other references, rather than stuffing them into the actual board package. This works well with PowerPoint and similar presentations. Making clear directors should review presentations *before* the meeting saves time and boost attention *in* the meeting.

- While you should slim down the board meeting pack, there are a few items you should *add*. One, as noted above, is the calendar of board and committee meeting dates for at least the next year. Tuck this in to every pack to assure directors see it... see it again... see it again.

- *ALSO*, one of my favorite pack hacks is a glossary of every abbreviation, acronym or technical term used in the board info. During your data security briefing, do you really want directors puzzling over what MTTD or XSRF stand for? Compile a list of this management shorthand, make clear to staff that *nothing* goes to the board without being included, and put the cheat sheet into every board book, or as a single-click popup from the portal. No one wants their directors feeling dumb.

## BOARDROOM HACKS – MEETING PREP

For the board member, wrapping your arms around that big bundle of board info is just one of the challenges you face in meeting preparation. Especially if you're a board newbie, the whole process of getting ready for your boardroom entrance may seem overwhelming. This is where a few well-timed hacks from boardroom pros can seem like real life (or at least career) savers.

- Scott Baldwin, founder of the [\*Director Prep\*](#) group in Canada, shares a good hack for the director working his or her way through the board book – the *PREP* approach. *P*-preview the material overall for high points. *R*-read in detail, looking for needed actions and decisions. *E* – establish questions that you need answered (I guess a "Q" wouldn't work here...). *P*- prioritize the questions you have for the material and meeting.

- An effective board member is never content to prepare just from the board book, however. Instead, use the board material as a jumping off point for further sleuthing on your own. What does a Google or other search engine check reveal under news hits on the company? Who's saying what? What are analysts and stock advisors whispering on share price, prospects, trends? Is the company in the local news (and for what)? Every industry has online news/chat "watering holes" where people dish on your sector, rumors and concerns. What's the word on this jungle telegraph? What's the news on company competitors? Independent board members bring a unique "inside/outside" viewpoint on the enterprise. Put that perspective to work before the meeting.

■ Finding a boardroom mentor is standard advice for the board novice – you want someone on the inside to help show you the ropes and make introductions. But a shrewd hack is to extend the “mentor” idea into a boardroom “wingman.” This means finding another director whose profile and interests are similar to your own, allowing both of you to serve as a reality check and shared reference point for each other. You’re not a board voting bloc – your priorities and values will not always align. But this wingman approach can be crucial, particularly in building board diversity (a single woman on the board finds it invaluable when another “wing woman” joins). While it’s helpful to check in with the board chair or CEO before the meeting as part of prep, this often isn’t practical. Your tag team member can offer a cross check on questions you have about board material, something missing in the last meeting’s minutes, or an agenda query (*and* give you frank feedback on how you handled yourself).

■ It’s helpful to keep agendas from previous board meetings around, at least for a while, because you can use it for a very insightful, high-value hack when the *next* board meeting info arrives. Compare the agenda from the last board meeting with the minutes of that meeting in the new pack. Compare and contrast. How closely did the board stick to the agenda? What items that seemed important going in were rushed through? Did the discussion or resolution on an agenda item stray in the actual meeting (and if so, why and how)? Finally, consult your own “third record” of the meeting -- your memory. Are there items in the minutes that don’t reflect your recall of what was said and done – again, why and how? Effective, well-led boards will be pretty consistent across all three of these media. Gaps, inconsistencies, or misinformation are a sign of something wrong.

## Q&A: Board Wannabe Outreach – General, or Targeted?

*Q: I’m at a point in my career where serving on corporate boards seems like a realistic next step, but have some questions on how to proceed. I’ve worked my way up in my current company over the past 15 years, but have bounced around a bit internally on different career tracks. I’ve had successful roles in HR, marketing, sales, and technology, with solid achievements and P&L success for each. But when I’m seeking a board role, this broad vitae makes it hard to put a handle on just what I can bring to a boardroom. Should I target contacts for specific company sectors, with some of my targeted skills... or should I pitch my background as a generalist?*

*A:* For a really strategic “board wannabe” approach, it pays to be more specific. “If you’re not being specific, you’re wasting their time,” cautions [Deb Nelms](#), founder and CEO of BoardLink and president of Network Search Inc. “Give them some direction... when you don’t know what you’re asking for, they can’t help you.” Tom Fuller, managing director with [ZRG Partners](#) executive and board search, notes “saying you’re a generalist is probably not a great selling point” -- though noting that a CEO role is *itself* a generalist one.

This suggests that that, while you may have done a good job on assessing your *own* board qualifications, you need to take the next step and consider the buy side – what *specifics* will *specific* companies and their boards need? Narrow your focus to a list of target companies in industries related to your field. Now do some research on these to further winnow the prospects. Which have made recent (or pending) strategic moves that could benefit from some of your targeted skills? Is there a good geographic fit with your current location? Do you like the style of their leadership, and believe you could work well with them? Are some going through transformations, acquiring, spinning off, launching major new lines or products? How does their corporate profile fit with your proven talents?

Narrow further based on the board’s current lineup. Are there older, longer-tenured members who are likely to soon age out? Could your vitae offer a smooth replacement for them? What *added* talents could you bring that these (or the overall board profile) lack? Digital/tech skills, new markets, funding matchmaking and HR/talent development are hot at the moment. “Boards are looking for more functional expertise now,” says Fuller.

You should end up with a handful of prospects that you won’t require a general approach for... because you’ll know that you can deliver pinpoint value to their exact boardroom needs. For a final qualifier, comb your network for current contacts on the board or management at these firms, and work them for an introduction to the board chair or head of the nominating committee. Then, impress them with how well you’ve vetted the company. Make clear that you’re not just interested in being on any board... but why you make a bullseye talent add for *their* board.

## BI ONLINE FINDS – 8/22

■ Corporate compliance and risk issues may be the most un-sexy topic faced in any boardroom. However, it's *also* the field with the greatest potential liability for any company -- and one with direct board member legal danger. That makes the new [Essential Guide to Compliance Risk Management](#) from Corporate Compliance Insights such a valuable resource.

■ Speaking of risk... [Phil Venables](#), a VP and CISO for Google, shared a terrific [Q&A document](#) on questions boards and CEO are asking (and better still, what they *should* be asking) when it comes to keeping company data secure. Great information!

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**Ralph Ward** is author of the books *BOARD SEEKER*, *BOARDROOM Q&A*, *THE NEW BOARDROOM LEADERS*, *SAVING THE CORPORATE BOARD*, *IMPROVING THE CORPORATE BOARD* and *21st CENTURY CORPORATE BOARD*, and a speaker on corporate board issues.

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