

THE GOVERNANCE LITE FRAMEWORK

**SPORT AND RECREATION
ORGANISATIONS**

—
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03

INSIDE THE BOARDROOM

3.1

MAKING MEETINGS COUNT

Did we use our time well, did we add value, did we enjoy ourselves?

Your meetings should be stimulating, challenge current thinking, lead to good decision making and ultimately be a positive experience that creates value for your organisation and delivers satisfaction to your board who generously donate time.

This is achieved through focus on the two key governance tasks, which are:

- the strategic outcomes you want to achieve
- those things that might prevent you achieving these.

Many boards of small organisations have to think about and get involved with the day-to-day activities, so it can work well to split your meeting into two parts: the governing part first, followed by the day-to-day work. Having a break between the two is a good way of reminding you about the different roles you are in. If there is a senior staff person, they might chair the second part to help make the point that you are now acting as volunteers not directors.

Meeting logistics

This will be different for each organisation. The important thing is to set up a process that allows the board to use its time wisely.

How often do you meet?

You should meet as often and for as long as it takes to carry out your governance duties. A six-weekly cycle is common in all sizes and forms of organisations – it is often enough for urgent matters to be dealt with, and relieves the pressure on your day-to-day staff that preparing for and attending more frequent meetings would bring.

Where does the meeting take place?

Face-to-face meetings allow for full communication and understanding so are ideal. However, for practical reasons many small organisations have a mix of face-to-face, conference calls and digital meetings using Zoom or Skype.

How long is the meeting?

A board that meets for less than two hours is unlikely to have time to give to effective decision making and direction setting. Meetings that are too long risk the members getting into unnecessary detail. A good agenda ensures meetings are engaging and run to time. Boards have only two to three hours of capacity for genuine focus.

The meeting

Good meetings are supported by:

- the presence of all members
- a culture of cooperation and respectful behaviour while encouraging debate
- an annual work plan that is followed
- a well-chaired meeting process that remains focused and allows members to participate fully
- a well-thought-out agenda that flows, starting with the important strategic matters
- concise and relevant meeting papers that have all the necessary information, are easy to read and understand and address strategic outcomes and direction
- papers that are set against outcomes and support the work of the board, and are not merely commentary on management activity
- a well-prepared board – everyone has read all meeting papers and is fully engaged
- a process for managing any conflicts of interest
- constructive discussions that stick to governance matters
- clarity on how the board makes decisions
- more discussion about the future than the past
- an action list that focuses on the few most important things to monitor and is checked at each meeting.

Governance check – do your meetings have:

- *A work plan or rolling calendar?*
- *An agenda that starts with the most important things (can include timings for each item)?*
- *Prompt and relevant meeting papers?*
- *Minutes?*
- *An action list?*

Key points (in order of priority)

- Planning and preparation are key to an effective meeting.
- Clear procedures will ensure the meeting runs smoothly and avoids surprises.
- Good culture and behaviour will give members a positive experience and ensure that all the members are fully engaged.
- Splitting your meetings in two, so you start with governance work before moving to operational matters, will help highlight the organisation's governance function.

More information

Sport NZ has plenty of resources and learning opportunities for directors. Each resource sheet includes links to others in the Governance Lite set and to further readings and resources.

Related Governance Lite sections

[1.2 The action plan](#)

[3.2 The agenda](#)

[3.5 The annual work plan](#)

[4.2 Conflicts of interest](#)

[4.3 Evaluating meetings](#)

Sport NZ resources

Nine Steps to Effective Governance (fourth edition)

Step 2 – Develop the work plan

Step 3 – Make meetings count

<https://sportnz.org.nz/managing-sport/search-for-a-resource/guides/nine-steps-to-effective-governance-building-high-performing-organisations>

Decision making

<https://sportnz.org.nz/assets/Uploads/attachments/managing-sport/strong-organisations/Discussion-paper-on-decision-making-incl.-sample-board-paper.docx>

3.2 THE AGENDA

A well-structured agenda focuses the board's attention on the things that add the most value to the organisation.

The chair sets the agenda, which outlines the structure and flow of meeting items.

Where there are staff, this is generally done in consultation with the senior staff person. Board members can be canvassed for items as well. The final agenda and papers are sent out in good time so people can be properly prepared.

It's best to start with strategic topics (activity that helps to achieve your agreed long-term outcomes) when people are fresh and there is enough time for discussion and debate. The role of the chair is key in keeping discussion on topic, managing time, managing conflict, summarising agreements and ensuring the discussion is fair and thorough.

The use of a 'consent' agenda for routine items such as monitoring, reports, and other compliance topics is helpful. Grouped together at the end of the meeting they can be passed in one motion or decision. This saves time but relies on everyone reading papers thoroughly in advance. This rolls together 'for noting' material, reports that require no board action and even confirmation of the minutes.

This frees up time for important items.

Summary of key agenda items

The key agenda items, in suggested order, are:

- date, time and place of the meeting
- conflict of interests register
- risk register (major variance should be in management reporting)
- key agenda items (strategic matters)
- management reports (including financial accounts or statements)
- action points from the last meeting
- minutes of the last meeting
- 'for noting' and 'for information' material.

Governance check – work on the business not in the business

Some common pitfalls in meeting content to watch out for are:

- *revisiting earlier decisions through the minutes or matters arising*
- *tabling unnecessary correspondence*
- *staff reports not written in a governance context and without purpose (e.g. information backgrounders)*
- *financial reports that are too detailed*
- *presentations that aren't relevant to governance.*

Key points (in order of priority)

- The emphasis of the meeting should be on looking forward not backward (ideally the majority of time is spent on things yet to happen).
- The agenda is the responsibility of the chair and should be well structured.
- Agenda and meeting papers should be distributed well in advance, allowing time to prepare effectively for the meeting.

More information

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Related Governance Lite sections

[3.1 Making meetings count](#)

[3.5 The annual work plan](#)

[4.1 Financial accounts and reporting](#)

[4.2 Conflicts of interest](#)

[4.3 Evaluating meetings](#)

Governance Lite Toolbox

[3.2 Agenda template](#)

Sport NZ resources

Writing board papers

<https://sportnz.org.nz/assets/Uploads/attachments/managing-sport/strong-organisations/Board-paper-structure.doc>

Also see Step 3 in Nine Steps to Effective Governance (fourth edition)

<https://sportnz.org.nz/managing-sport/search-for-a-resource/guides/nine-steps-to-effective-governance-building-high-performing-organisations>

3.3

THE MINUTES

The minutes are the summary of the board's thinking, recording decisions and how they were made.

Minutes are important. Once they are confirmed, there should be no doubt about what was decided, how the decisions were made and what actions flow from them.

If there is ever any dispute about the work of the board, the minutes are the reference point. If major decisions are made or serious issues (crises/risks) are addressed, the board's thinking should be recorded. If any director does not agree with a course of action, that dissent should be recorded in the minutes. It is important to see in the minutes that the board is regularly considering its obligations (e.g. in relation to health and safety).

In a small or voluntary organisation, it is common to include a list of actions serving as a to-do list that can be ticked off at the next meeting.

It's not advisable for the person leading the meeting to take the minutes – this is best done by someone independent from the decision making.

You don't have to record everything that is said or happens during the meeting; just keep it concise and summarise the key points.

The minutes should include:

- the date and time of the meeting
- the meeting lead or chair's name
- who attended the meeting
- any apologies made in advance for not attending
- anyone leaving part of a meeting and/or before the meeting ends
- the purpose of the meeting
- the agenda items and decisions made under those items
- the board's thinking on significant issues/risks
- conflicts of interest and how they were managed
- assigned action items.

The minutes are official documents, so it's a good idea to follow a simple template.

The minutes should be written up and sent out to everyone who was at the meeting as soon as possible to check that they reflect what took place, before people forget. This includes the actions.

Governance check – make sure the minutes are stored in a central place

At the next meeting, the minutes are signed off by the chair, or another member of the group who was present, as an accurate record of what took place, and should be filed in a safe place. You may be asked to produce the minutes as part of the annual review or audit.

Key points (in order of priority)

- The minutes are an accurate record of the decisions made (and how when necessary) and assigned actions.
- They document the board's due diligence across its legal obligations.
- They reduce any possible misunderstandings or disagreements.
- They keep everyone on track.
- It's not necessary to record everything that happens.
- The minutes should be sent out soon after the meeting to everyone who was present, so they can check accuracy.

More information

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Related Governance Lite sections

[3.1 Making meetings count](#)

[4.2 Conflicts of interest](#)

[4.3 Evaluating meetings](#)

Governance Lite Toolbox

[3.3 Keeping minutes](#)

[3.3 Minutes template](#)

3.4

THE ACTION REGISTER

An action register (to-do list) records the key things to be done after the meeting.

Board meetings are about bringing information to your meeting in order to make the best decisions. Actions or next steps naturally fall out of the group discussion.

It is important to capture those few actions that will make the most difference to your organisation.

Developing a register helps save you, your staff and volunteers time and provides your board with a tool to monitor progress.

For a register to be effective, it needs to be specific, concise and without abbreviated instructions. People can easily forget what was agreed and related details. Anyone should be able to read the action without having to refer back to the minutes to understand it.

To help monitor progress, it's important to include who's responsible for the action and the timeframe for its completion.

The biggest risk is having a long list of actions that aren't relevant and take busy people away from focusing on what's most important. Reviewing the actions at every meeting and removing those that are not relevant and those that have been completed will help reduce this risk. Adding things that are unrealistic or lack resource to be carried out is unhelpful. If items are repeatedly being carried over from one meeting to the next, ask why.

Governance check – things to include in the action register

WHAT is to be done

WHO is to do it

BY WHEN will they complete the action.

Key points (in order of priority)

- Actions drive your organisation forward.
- An action register records what needs to be done following the meeting.
- The register is a useful tool to monitor progress.
- Don't let to-do list items keep rolling over. Ask why these items are not being actioned.

More information

Sport NZ has plenty of resources and learning opportunities for directors. Each resource sheet includes links to others in the Governance Lite set and to further readings and resources.

Related Governance Lite sections

[3.1 Making meetings count](#)

[3.3 The minutes](#)

[4.3 Evaluating meetings](#)

Governance Lite Toolbox

[3.4 Action register template](#)

3.5

THE ANNUAL WORK PLAN

The annual work plan helps the board shape its year, ensuring all the key tasks are covered off in a planned way.

The first step is setting the dates for the year in advance. Your directors are expected to make it a priority to attend meetings so planning well ahead helps everyone. Then break up the key tasks and balance them across the year.

These will include:

- the things the board must do because it is legally and contractually obliged to (e.g. health and safety, financial oversight)
- the things the board must do to ensure the organisation achieves its purpose and strategic outcomes (e.g. strategy development and review)
- key events (e.g. the annual meeting, championships, national championships, annual awards).

It's useful to put a draft plan together by brainstorming with your management staff and volunteers on all significant events and duties to be attended to in the coming year. This helps everyone understand what will be done and by whom, and helps ensure nothing important is missed.

Most important in the plan is time for thinking. What are the two or three big challenges you face or major changes in your world? Schedule these for discussion. Encourage staff and directors to research and prepare and bring ideas to the table. You don't need to make decisions at these sessions, but you will be more informed as a group and equipped to make better choices later.

Governance check

Like the agenda, the plan is most useful when it focuses on the most important things – those that, from a governance perspective, will make the most difference. Reviewing it at each meeting will provide focus and ensure nothing is missed.

Typical items in the plan include:

- the Annual General Meeting (AGM), including preparation activities such as notifications and nomination processes
- committee meeting dates
- performance appraisal dates for your senior staff person
- in-depth check-in on health and safety
- thinking sessions on key issues
- adoption of the business plan and budget
- annual strategy review
- dates for retirement/selection of new members
- consultation with key stakeholders
- meeting with the external auditor
- signing off of the annual report
- review of governance policies.

Key points (in order of priority)

- A work plan ensures your board remains focused, controls its own business and addresses matters essential for effective governance.
- The plan should have input from your management, staff or volunteers.
- The work plan contains key dates and milestones.

More information

Sport NZ has plenty of resources and learning opportunities for directors. Each resource sheet includes links to others in the Governance Lite set and to further readings and resources.

Related Governance Lite sections

[3.1 Making meetings count](#)

[4.3 Evaluating meetings](#)

Governance Lite Toolbox

[3.5 Annual work plan example](#)

3.6

RISK MANAGEMENT AND THE RISK REGISTER

Risk management deals with uncertainty, prevents harm and maximises opportunity.

A risk is an uncertain future event that could impact on your organisation's ability to achieve its strategic outcomes. These can be external risks such as changes in the way people want to participate, as well as internal risks such as loss of key people in your organisation.

Risk is also opportunity risk. Organisations have different appetites for new initiatives and your board must decide what is comfortable for you.

Governance check – not just defence

Too many organisations view risk as simply a defensive tactic. In reality, risk is trying to get ahead of uncertainty. In this sense it is actually an offensive tactic.

Having an effective system helps to identify and review the main risks your organisation faces. It helps you clarify potential threats, uncertainties and opportunities that might impact your organisation.

It also helps you work through how you want these risks to be approached: by identifying and prioritising risks, determining how to reduce their impact and deciding who has responsibility.

Governance check – four steps

IDENTIFY the risks

PRIORITISE the risks (ranking them by likelihood and scale of potential impact)

ESTABLISH the controls that will mitigate the risks

CONFIRM who owns the risk.

The Health and Safety at Work Act 2015 has highlighted the importance of risk management at a governance level. The Act has clear and specific accountabilities that your board must understand. It is essential your board is asking the right questions to demonstrate that you take risk generally, and health and safety specifically, extremely seriously.

Governance check – health and safety

It is the responsibility of the board to ensure that adequate health and safety systems are in place to manage risks in your environment. The board should check regularly that these are widely understood and adhered to.

Key questions

- Are we keeping ourselves fully informed of the risks affecting our organisation?
- How do we assure ourselves the systems in place are working properly?
- What steps are we taking to ensure we are up to date with changes in our sector and the wider environment?
- Are we well placed to take advantage of any possible opportunities?
- What are our top five risks and what are we doing about them?

Key points (in order of priority)

- Risk is an uncertain future event that could impact on your organisation's ability to achieve its objectives.
- Risk is also uncertainty about future opportunities.
- Your role is to ensure that processes are in place to monitor risk and that adequate mitigation is in place.
- A risk register is a good way of achieving this, but don't rely on just reviewing it – keep considering the wider environment.

More information

Sport NZ has plenty of resources and learning opportunities for directors. Each resource sheet includes links to others in the Governance Lite set and to further readings and resources.

Related Governance Lite sections

- [1.1 The strategic plan – this is your key document to deal with future risk](#)
- [3.5 The annual work plan](#)

Governance Lite Toolbox

- [3.6 Health and safety coordinator job description example](#)
- [3.6 Simple risk register](#)

Sport NZ resources

Health and safety for clubs
<https://sportnz.org.nz/managing-sport/search-for-a-resource/guides/health-and-safety-for-clubs>

Health and Safety Guide: Good governance for directors
(Institute of Directors and WorkSafe NZ)
https://www.iod.org.nz/Portals/0/Governance%20resources/Health%20and%20Safety%20Guide_Good%20Governance%20for%20Directors.pdf

3.7

THE ANNUAL GENERAL MEETING

The Annual General Meeting is when you report back to your owners or members on how the organisation is performing.

An Annual General Meeting (AGM) is a formal meeting held once a year with the owners of the organisation. It is a legal requirement for both incorporated societies and charitable trusts.

Your organisation's rules, deed or constitution will outline the timing and notice period, as well as how the meeting should be advertised and run.

The AGM acts as a review of the year. It can also be used to set the scene for the future and to celebrate your successes with your community, members and other stakeholders.

It is the time to present the annual report, including the annual accounts. Depending on your constitution, the annual meeting will elect some or all of your board.

Plan well ahead of time and ensure you are working in accordance with your constitution/deed. This means you are providing your owners/members/community with plenty of opportunity to participate by considering themselves for election to the board and providing input into any constitutional changes to be considered. Most importantly you're giving them notice to attend.

Governance check – what the AGM isn't

The annual meeting is the point of connection between the owners/beneficiaries and the organisation as defined in the constitution or deed. It is not an opportunity for them to manage the organisation in a detailed way. That is done by electing or removing the board, who are accountable to the owners. It should be a time for discussion and expression of views, but ultimately the owners delegate the running of the organisation to the board.

Key points (in order of priority)

- An AGM provides an opportunity to review the year and the annual accounts.
- It's an opportunity to celebrate the organisation's successes with your community, members, business supporters and partners.
- It also provides an opportunity to elect new board members.
- It is a chance to look forward and gain perspectives from your owners.

Governance check – be prepared for the AGM

A good AGM relies on a good chair. They need to be prepared and well briefed on what may arise at the meeting. Sometimes things get 'tense' and a knowledge of the constitution or deed is very useful. Often genuine issues are raised but they are not for this forum. Make sure there is a mechanism to recognise those concerns and deal with them in another way.

More information

Sport NZ has plenty of resources and learning opportunities for directors. Each resource sheet includes links to others in the Governance Lite set and to further readings and resources.

Related Governance Lite sections

- [3.5 The annual work plan](#)
- [2.1 Recruiting for your board](#)
- [4.1 Financial accounts and reporting](#)

Governance Lite Toolbox

- [3.7 AGM agenda template](#)

Sport NZ resource

How to run a meeting
<https://sportnz.org.nz/managing-sport/search-for-a-resource/guides/committees-roles-and-meetings>



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