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*conference 2021*

# REVITALISE

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BROADCAST ► 20 AUGUST  
.....

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Conference Magazine

# Better Boards Conference 2021

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## Better Boards Conference 2022 Information

If you have a paper you would like to present at the Better Boards Conference 2022, or are interested in trade or sponsorship opportunities, please check the Better Boards website for information or join the Better Boards Newsletter to receive conference notifications: [www.betterboards.net](http://www.betterboards.net)

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# Welcome Message



A very warm welcome to all those attending the Better Boards Conference 2021, in fact our second online conference, the first being a highly successful event that created the platform upon which this conference has been built.

*Revitalise...* “embrace something with new life and vitality”, “reinvigorate, re-engineer, renew and refresh”, “rejuvenate, re-awaken, uplift and new life”. When one reflects on these three definitions of *Revitalise*, they portray the thinking and messages behind this year’s theme, “*Revitalise* yourself, your

board and your organisation”.

1. **Revitalise Yourself**...engage with colleagues, new and existing, strengthen your understandings of knowledge, gain new information and ideas and reflect on yourself and your journey as a director...are you prepared for the emerging future?
2. **Revitalise Your Board**...reflect on your Board’s governance model and structure, governance system and processes and your Board’s/individual director’s attitudes, behaviours and boardroom practices...is your Board prepared for the emerging future?
3. **Revitalise Your Organisation**...consider your organisation’s vision, mission and values, its core business, its reason for being, reflect on your organisation’s business model and its strategies to take it forward into the future...in essence, is your organisation transforming to an interstellar Tardis or is it a red telephone box?

So much in our world has changed and will continue to change as individuals, families, communities, organisations and nations adapt to the new world.

A special welcome also to our highly esteemed speakers, who through their dedication, preparation and presentations will provide you with unique insights, ideas and information, along with new or enhanced learnings, understandings and knowledge.

I reflect on the incredible journey that the Boards of Australia and no doubt internationally have undertaken. Going back 19 years, to 2002, when Better Boards first commenced, to where boards have come from and to where boards are today, there has been a truly monumental shift and lift in the way boards of NFPs operate; today the vast majority are focused on the “Board governing the organisation, whilst the Chief Executive Officer manages the organisation, a partnership in leadership and development of an organisation and its services.

Today, when we consider the conference theme, *Revitalise*, you should be focused on three strategic considerations:

1. where am I, my Board and my organisation at today?
2. where do I, my Board and my organisation need to be tomorrow?
3. how will I, my Board and my organisation get to tomorrow?

In closing, once again I very warmly welcome you to the conference, thank our speakers, partners and supporters and Raph, Sheena and the team in once again putting together what I believe you will discover to be another engaging and educative conference.

I look forward to welcoming and meeting new and past delegates on this digital platform and trust you all enjoy yourselves, gain new or enhanced learnings and understandings and make new contacts and strengthen your networks.

Yours sincerely,

Michael Goldsworthy  
Chairman  
Better Boards

# Welcome Message



Community Business Bureau (CBB) has proudly supported the Better Boards Conference since 2014. This year, as a Gold Partner, we are delighted to help Better Boards bring you this valuable networking and learning opportunity.

The theme of this year's conference is *Revitalise*, which is something we strongly believe in at CBB. As a not for profit social enterprise, we are driven by our commitment to helping our sector achieve its social objectives, so we recognise the importance of helping to revitalise organisations across Australia, particularly in our current environment. CBB is supporting more organisations than ever with our holistic approach to building capacity and sustainability through salary packaging and business consulting services. Our work results in a stronger sector for all of us, and ultimately benefits the clients and communities that our organisations support.

I'm always in awe of how quickly our sector is able to adapt to changes, not just in times of crisis, like the COVID-19 pandemic, but also when external factors disrupt our service offerings and business activities. If nothing else, our sector is characterised by hard work, and being a board member, much of the responsibility of an organisation's performance rests with you. As a current board member of a not for profit aged care organisation, I've seen first-hand the pressures we all face when sudden changes arise and there are competing demands for our time.

In my article in this magazine and CBB's panel discussion today, we address board burnout. Our guest speakers Christine Locher and David Spear from VUCA Trusted Advisors discuss the warning signs, and how to rectify them before burnout affects your Board's performance. The good news is that burnout can be caught early if you know what to look for, and then you can design and implement changes to revitalise and refresh Board members.

As with any conference, the shared knowledge and ideas can influence massive change across our organisations. I hope you enjoy the presentations and discussions that lie ahead.

Michael Elias

Chief Executive Officer  
Community Business Bureau





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Darren Birbeck  
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Community Business Bureau



# Speakers in 2021

## YOUR MASTER OF CEREMONIES



**Yvonne Adele** is an accomplished small business operator and entrepreneur, and one of Australia's leading MC/Speakers, whom you may remember as the fiery redhead on the Today Show as their IT Reporter 'Ms Megabyte', or in the national media. Yvonne will keep us on topic, on task and on time as our MC and will ensure we keep our energy up!

### Morning Program



**Michael Goldsworthy**  
Principal Consultant, Australian Strategic Services  
**Welcome from the Conference Chair**



**Mark Buzan**  
Founder, Society of Nonprofit Board Directors, CANADA  
**How to Make Your Board an Engaging and Transformative Experience**



**Beth McConnell**  
Consultant, Beth McConnell Consulting  
**Reflections on Recruitment, Induction and Dynamic Challenges for Boards**



**Dr Vanda Fortunato**



**Victor Hamit**



**Prof. Katrina Bramstedt**  
Head of Advisory & Training, Your Call/Clarity Ethics  
**Board Culture CPR: Revitalise your Corporate DNA**



**Aaron Goldsworthy**  
Senior Consultant, Australian Strategic Services  
**Beyond Directors' Duties, Frameworks for the Practical Work of Directors**



**Jonathan Teh**  
Principal, Russell Kennedy  
**Revitalising Boards Through Remuneration, Rotations and Succession planning**

### Lunch break

### Afternoon Program



**Jo Smyth**  
Founder, Twiga Group  
**The Social Contract: A Case Study in Change Leadership**



**Chris Scott**  
Director, Turner Scott Consulting  
**Boardroom Resilience: Building Bulletproof Boards**



**Jane Boag**  
Head of Enterprise Risk Advisory, VMIA  
**Shared Risk & Shared Accountability: Managing uncertainty and outcomes with others**

Panel Presentation In partnership with CBB



**Michael Elias**  
Chief Executive Officer, Community Business Bureau  
**Is your Board Battling Burnout? Recognising and addressing burnout at board level**



**Christine Locher**  
Director, VUCA



**David Spear**  
Partner and Director, VUCA

### Afternoon Tea

Presented by our Academic Partner QUT's ACPNS:



**Dr Craig Furneaux**  
Senior Lecturer, QUT Business School, Accountancy  
**Financial Reserves: Finding the goldilocks zone**




**Vera Visevic**  
Head of Not-for-profit Team, Mills Oakley  
**Mental Re-framing: Changing the predominant mental attitudes of directors post Covid**

### Conference Close

Panel Discussion

Panel Discussion



The real world is a place of constant change. The demand for qualified individuals in the philanthropy, nonprofit and social enterprise sector continues to grow. The line between for-profit and nonprofit is becoming more blurred all the time. Change impacts how we care for each other, our animals, communities and environments. To thrive, we need to anticipate changes and the impact on people and organisations.

## **Courses for a changing world**

The courses at QUT's Australian Centre for Philanthropy and Nonprofit Studies (ACPNS) will give you the skills to flourish in the real world. Our students develop the skills for a career in the management and leadership of philanthropic, nonprofit and social enterprise organisations. We also have students who require a nuanced understanding of the nonprofit sector to fulfill their role on boards and in government and business. Either way, our alumni are equipped to shape, inspire and advance the sector and its people and organisations, from protecting animals and the environment to changing the lives of thousands of people for the better every day.

People just like YOU study at ACPNS.

**[qut.edu.au/business/acpns](https://qut.edu.au/business/acpns)**

## Is It Raining Yet?

### When and how should financial reserves be used?

DR GLENN POOLE, ACPNS ADVISORY BOARD CHAIR | FINANCIAL RESERVES

July 2021



**Many organisations set funds aside for a rainy day. Over the last year and a half, communities in Australia have experienced drought, bushfires, floods and a global pandemic. These have been trying times for most nonprofit organisations. Treasurers and board members have felt the pressure of managing their organisation's finances.**

**So, what about those reserves that were put aside for a rainy day. Is it raining yet?**

A decision to set funds aside for the future and not apply them now to the services and purpose of the organisation can be a challenging one for boards. There are pressures from donors and the community to apply all available funds to the organisation's immediate operations. But board members also need to be concerned about the future sustainability of the organisation and its ability to continue to deliver its services.

If an organisation has managed to build up some level of financial reserves, there will then be the pressure to maintain those reserve funds – for the future. At what point does a board decide to unlock its reserves and allocate some of those funds to support current operations in the face of reduced income from other sources.

Research undertaken at QUT's Australian Centre for Philanthropy and Nonprofit Studies (ACPNS), over recent years has explored aspects of the financial sustainability of nonprofit organizations and their use or absence of financial reserve funds.

In 2012 Dr Mike Booth studied the financial reserves in Australian International Aid organisations and their contribution to sustaining nonprofit organisations. Dr Booth attempted to shine a light on the paradox inherent in the view by many members of the public that organisations should not hoard funds against the common sense need for a financial buffer for unexpected

*At what point does a board decide to unlock its reserves and allocate some of those funds to support current operations in the face of reduced income from other sources.*

future events. He identified that there appeared to be two groups of organisations – the savers who build reserves and kept money in the bank and the spender-delivers who put their resources in the ground funding their immediate services.

The research program at ACPNS continues to explore issues related to financial reserves and financial vulnerability of nonprofit organisations.

More information on ACPNS research publications is available on the ACPNS website at [qut.edu.au/business/acpns](http://qut.edu.au/business/acpns)

In addition to the academic research, the Australian Charities and Not-For-Profits Commission [ACNC] released a facts sheet in 2016 on "Charity Reserves: Financial Stability and Sustainability". This facts sheet provides guidance for charities on reserves – what they



are, why reserves might be needed, what might be an appropriate level of financial reserves and when might the reserves be used and for what purpose.

*Dr Booth attempted to shine a light on the paradox inherent in the view by many members of the public that organisations should not hoard funds against the common sense need for a financial buffer for unexpected future events.*

### Is it raining yet? – Some thoughts:

1. Has your board articulated a policy for holding financial reserve funds? Does the policy discuss:
  - the reasons for holding reserve funds,
  - the level of reserve funds that might be appropriate for your organisation given its size, sources of revenue and the volatility of revenue streams, the volatility of expenditure needs and the capacity for the board to predict future trends in your operating environment,
  - the events or circumstances that may trigger the use of the reserves, whether all or only part of the reserves can be used in a certain period and how and when the reserves are to be re-established.
2. Have your stakeholders [donors, clients, staff and the

local community] been involved in discussions on the reserves policy and its impacts for the organisation.

3. How will your decision to use or not to use the financial reserves be communicated to your stakeholders in the current operating environment.

Although a decision to set funds aside for a rainy day may be difficult, the decision to declare that it is in fact raining and to draw down on those reserves also provides challenges for any nonprofit board. Careful and fulsome communication with all stakeholders about the needs of the organisation and its financial viability will be vital.

### References:

- The Australian Charities and Not-For-Profits Commission (ACNC). (2016). *Charity Reserves: Financial Stability and Sustainability* [Fact sheet]. <https://www.acnc.gov.au/tools/factsheets/charity-reserves-financial-stability-and-sustainability>.
- Booth, M., Irvine, H., Ryan, C., & McGregor-Lowndes, M. (2017). Spenders or Savers? An Examination of the Reserves of Australian NGOs. *Australian Accounting Review*, 27(3), 248–262.
- Booth, M. (2012). *In the bank or on the ground: an examination of financial reserves in Australian international aid organisations*. Queensland University of Technology. Available at: <https://eprints.qut.edu.au/54669/>.
- Ryan, C., & Irvine, H. (2012). Not-For-Profit Ratios for Financial Resilience and Internal Accountability: A Study of Australian International Aid Organisations. *Australian Accounting Review*, 22(2), 177–194.



**Glenn Poole**  
**ACPNS Advisory Board Chair**  
Dr Craig Furneaux from the ACPNS, the conference Academic Partner, will present on financial reserves.

### Did you know ...

ACPNS offer courses for staff, board and other volunteer professionals who work, or are entering the philanthropy, nonprofit or social enterprise sectors. There are units that deal specifically with governance and accounting and financial issues. Find out more at [qut.edu.au/business/acpns](http://qut.edu.au/business/acpns)

# Board Culture CPR

KATRINA BRAMSTEDT | CULTURE & ETHICS

June 2021



Long ago, in a land far away, there was a corporate board with members alive with passion, respected by their peers, easily engaging with senior management, and receiving accolades from general staff. Meetings started and ended on time, agendas were adhered to, and meeting minutes were accurate. The ambiance from the top down was warm and collegial, and whistleblowers were praised and rewarded for their candor.

Does this sound like fantasy land? It doesn't have to be a fantasy. How many of the above features are present in your board life? If the number is low, have you paused and reflected why? Do you even *have* the data about the *health* of your board?

Revitalising a board can involve several steps:

## 1) Get out of the boardroom:

Boards set the corporate tone of an organisation but unless their 'boots' are on the ground occasionally, they are setting the tone through a megaphone – sending directives into corporate airspace. Directives themselves are words, static text on paper or digital particles. Board members are people, and people are the human element which operationalises corporate values. Board members are meant to be the living examples of ethical behaviour across the defined values of the organisation (e.g., integrity, compassion, teamwork, quality). *Is there visible alignment at your organisation?*

Boots on the ground board members are those who are engaging with the staff of their organisation at all

levels: communal lunches, moderating professional development sessions, participating in volunteer days, participating in organisational town hall meetings, being ethically tangible with employees. If your shoes are still shiny, you've not been in the trenches with the staff. The board megaphone will never go away, nor should it; but board members need to regularly don the team uniform, whether it be overalls, steel toe shoes, or a T-shirt and trainers and engage with the crew.

*Board members are people, and people are the human element which operationalises corporate values. Board members are meant to be the living examples of ethical behaviour across the defined values of the organisation.*

## 2) Take the pulse:

Boards should know the "health" of their organisation beyond its finances. *Is it a toxic workplace? Is there a culture of fear? Does profit usurp ethics when staff make decisions?* The board should know the answers to these questions, and also the reasons for their "health status." If the board doesn't know this information, they are like a surgeon wearing a blindfold during surgery – going through the motions, but not seeing what needs attention.

Boards can take the pulse of their organisation in several ways, one of which is implementing, resourcing, and monitoring a robust whistleblower management system (WMS).<sup>1</sup> These systems provide a channel for employees (current and former) to report their concerns about misconduct and unethical behaviour, with the trust that

the organisation will listen and respond with meaningful corrective action. The board should be informed of the performance of the WMS on a periodic basis, looking for trends, and ensuring the WMS is optimised to protect and support whistleblowers, and investigations are thorough and fair.

*Boards should know the “health” of their organisation beyond its finances.*

*Is it a toxic workplace? Is there a culture of fear? Does profit usurp ethics when staff make decisions? The board should know the answers to these questions...*

Boards can also sponsor and promote organisational surveys which anonymously query staff about corporate culture (attitudes, beliefs, values) and climate (behaviour), identifying areas of strength and weakness.<sup>2</sup> If employees indicate they lack trust in the board or have ethical concerns about board conflict of interest, for example, steps can be taken to explore perceptions and re-earn stakeholder trust.

Boards are rightly focused on governance, but ethical values and behaviour are foundational to governance – not the other way ‘round. Backwards governance considers ethics an afterthought, rather than a corporate strength. Just as humans need oxygen, boards need ethics. Trust from stakeholders is not automatic, it is earned by trustworthy behaviour.

### 3) Conflict of Interest (COI) Management:

Boards can be the focus of embarrassment when a Member with undisclosed or otherwise poorly managed COI is implicated in the public arena. This breach of trust can go viral across the organisation, yet COI dilemmas such as this are often preventable. A board which implements and adheres to COI policies and procedures will build ethical robustness in its dealings, as well as its external perception. Members should perform an annual

COI disclosure, as well as routine disclosures in the setting of corporate voting.<sup>3</sup>

### 4) Training and Mentoring for Board Members:

New board members sometimes receive no training regarding their role and responsibilities, and this can lead to misunderstandings and difficult meetings. As a board member, senior executives step into a new role of governance (from their management role) and onboarding and mentoring help to build confidence, as well as identify areas for skill enhancement.<sup>4</sup> Onboarding and training can be tailored to a board member’s prior experience and the work setting (in person, virtual).<sup>5</sup> The results can help optimise board discussions and negotiations. Mentors can be found on the current board, as well as through external professional societies.<sup>6</sup>

There are many components to fostering healthy board culture, however these four critical steps should be part of every board, whether new or longstanding, for-profit or non-profit. Each is a step of organisational ethics, and each pairs with essential concepts in governance leadership. Breathe life into your board by adding these steps to your regimen, and the fantasy of a robust board culture can become a reality. This can have broad-reaching impact in overall corporate culture and workplace behaviour.



**Katrina Bramstedt**  
**Head of Advisory & Training, Your Call/Clarity Ethics**  
Katrina is presenting a session on board culture CPR at 10:15am.

### References:

1. ISO37002 Whistleblowing Management Systems Guideline, available at <https://committee.iso.org/sites/tc309/home/projects/ongoing/ongoing-2.html>
2. Weber J. Institutionalizing ethics into business organizations: A model and research agenda. *Business Ethics Quarterly*. 1993 Oct 1;4:19-36.
3. Arnwine DL. Effective Governance: The Roles and Responsibilities of Board Members. *Baylor University Medical Center Proceedings*; 2002;15:1, 19-22.
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6. Australian Institute of Company Directors. <https://aicd.companydirectors.com.au/>



# Beyond Director's Duties – Understanding Core Business

AARON GOLDSWORTHY | DIRECTORS DUTIES

July 2021



**Directors' duties, as prescribed by law, set the scene for how a board constructs and operationalises its governance model and structure, roles and responsibilities, policies and procedures and undertakes its work and activities.**

Beyond directors' duties, a shared understanding between directors of key concepts underlying organisations provides and their practical application for more effective agreement on how their board and organisation will be configured, thereby enabling fundamental governance principles and practices to be enacted

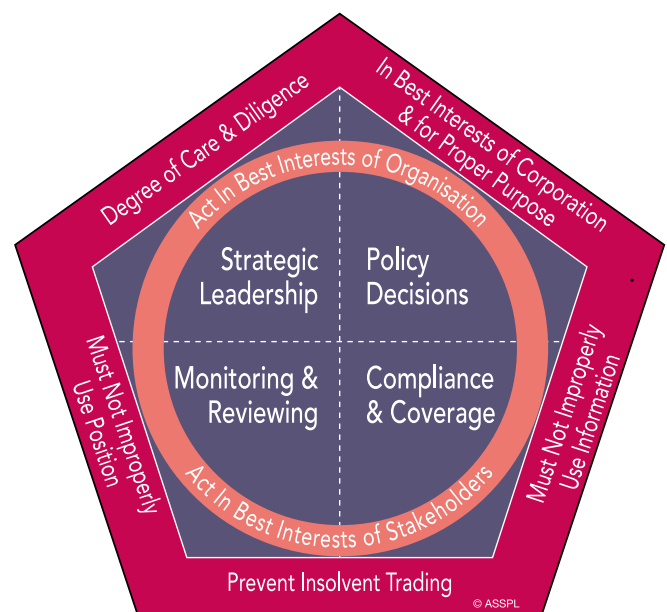
## Directors Duties

Professional development for boards (or committees of management, councils or similarly named groups of individuals) traditionally has a heavy focus on the duties prescribed by law. Knowledge and understanding of these director's duties is critical. However, they provide little in the way of guidance to an individual about what the work of a director involves or how to effectively go about governing an organisation.

Directors' duties can be understood as "the farm fence", establishing minimum ethical standards and the boundaries within which directors must act, e.g. acting in the best interests of the company first and foremost, acting in good faith and for a proper purpose, and acting with due skill, care and diligence etc.

Within the bounds of the farm fence there are a myriad of modus operandi board or individual directors adopt and governance processes and practices that vary from board to board. Typically, these are centred around, in whole or in part, the:

- **two governance roles**
  - acting in the best interests of the organisation; and
  - acting in the best interests of stakeholders,and
- **four governance responsibilities**
  - strategic leadership;
  - policy based decision making;
  - monitoring and reviewing; and
  - compliance and coverage.



M491b-Alignment of Directors' Duties to Corporate Governance Roles & Responsibilities



Fulfilment of these governance roles and responsibilities are, in part, facilitated by the strengthening of an organisation's mission critical elements, such as leadership, culture, strategy, structure, people, systems and the service/business model. Whether a board is ultimately able to influence these mission critical elements via the Chief Executive Officer or strengthen them where they fall within their governance roles and responsibilities, is heavily influenced by the skills, knowledge and experience of directors. A move towards 'professional boards' will not be news to those operating in the community business (not-for-profit) space. Boards can move beyond simple recruitment of the professional accountant, lawyer etc by understanding, documenting and implementing the concept of core business.

### Core Business

Determining an organisation's core business, its 'raison d'être' or reason for being is a fundamental element of contemporary governance. It should not be a description of the organisation's current services. An example for an aged care organisation might be '*enhancing the lifestyle and wellbeing of individuals with emerging or actual chronic health or complex health conditions*'; rather than "delivering residential aged care services and building facilities", which is in part a statement of the services delivered or activities undertaken.

### Benefits & Value of a Documented Core Business

When properly drafted a core business statement provides a board with criteria upon which to evaluate continuation of existing or development of new services – the businesses that the organisation is in or not in. Flowing from this is another benefit of defining an organisation's core business is that it can be used inform the skills, knowledge and experience required by the board to govern the organisation, whilst management delivers services and manages; that is it allow boards to enact the principles of a skills-based board. The earlier example given of the core business of an aged care organisation might result in a list of skills, knowledge and experience including (non-exhaustive list):

- developing and/or improving organisational systems and ensuring appropriate robust reporting to directors against relevant key performance indicators, e.g. clinical and care governance (including the role of customer safety and quality systems), risk management, quality, human resources
- developing a customer-centric culture that allows true implementation of consumer directed care, and not just the meeting of customer expectations but exceeding them
- understanding of the current and emerging aged care

and health care markets, their trends and drivers, including the role played by past, current and emerging State and Commonwealth government reform; and

- assuming the board of this organisation had recognised the need to move from a government funded welfare paradigm to a customer-driven competitive market paradigm, consistent with aged care reforms of the last decade and the government's response to the aged care royal commission, significant experience in developing and implementing new business models, products or services that meet customer needs.

An organisation's core business statement should be conceptually integrated with other fundamental organisational statements used by the community business such as:

- Vision – our light on the hill or sometimes expressed as a state where the organisation would not need to exist
- Mission – how we get up the hill or seek to achieve the vision
- Values – principles or standards that provide a behavioural compass, setting the expectation/benchmark for attitudes, behaviours and work practices of individuals, teams and the organisation; and
- Philosophy – seeks to capture the spirit, ethos or deeply held beliefs that reflect the organisation's view of the world; if often incorporates or reflects the values.

### Conclusion

Directors need to move beyond simply understanding their directors' duties and develop shared understandings of key concepts underlying organisations and their practical application. This will provide for more effective agreement on how the organisation will be configured, thereby enabling fundamental governance principles and practices to be enacted.

Core business is one such key concept, which when understood and documented it can be implemented to provide an effective criteria by which the board can evaluate the continuation of existing services and development of new ones, and recruit directors with skills, knowledge and experience aligned and relevant to the nature of the organisation's services (as captured in the core business statement).



**Aaron Goldsworthy**  
**Senior Consultant, Australian Strategic Services**  
Aaron is presenting a session on directors' duties at 10:45am.

# The Board and Risk Management

JANE BOAG | RISK MANAGEMENT

July 2021



**We remain in the midst of a global pandemic. We have all had to think, respond and behave differently as a result. Things that we took for granted 18 months ago are no longer possible or require a different approach. Our expectations have changed. Our priorities have changed.**

The pandemic has created uncertainty for us all. This is in addition to other factors that create uncertainty in our environment, business and personal worlds.

The effect of that uncertainty (either positive or negative) on what we are trying to achieve, is risk (as defined in AS ISO 31000:2018).

We manage risk all the time in our day to day lives but what does it mean to manage risk as a board member? How do you know that uncertainty is being managed appropriately? Are you getting the right information to be able to analyse the risks and make informed decisions? Is the whole board really understanding the risks or just focused on the risk register.

Here are a few things for Board members to consider in managing risk.

## **Risk is the effect of uncertainty on objectives**

Risk is neither good nor bad. It is about understanding the changes that are taking place around you, thinking and planning ahead. It's about asking what would happen if...?

Once you have identified a risk, you need to decide what to do. You can do nothing and accept the risk. You can

share or shift the risk (eg through insurance or third party relationships such as outsourcing payroll or contracting an ITC provider). You can aim to reduce the risk (eg hiring to a specific skill set or installing a security device).

## **Documents**

There are a few documents that are typically used to support risk management, collectively known as Risk Management Framework. This includes a Risk Policy that states the organisation's approach to risk management, Risk Procedures that articulate how risk is managed, Risk Appetite statements that articulate what risk the organisation is willing to take and to what extent, and the Risk Register which articulates the current risks, controls and actions.

In addition, using rating tools, such as likelihood and consequence tables assist the board in quantifying the significance of the risk.

## **Board accountability**

The board is accountable for ensuring that systems and processes are in place to adequately identify, analyse, manage and respond to risk. It is important for board members to understand any relevant legislative, regulatory or policy requirements related to risk management that applies to this role, including Workplace Health and Safety.

Usually, the board focuses on the risks that would impact the strategic goals and ability to deliver to the purpose and core functions of organisation. There are times, especially where a significant operational risk arises that requires the board's urgent attention, where it is appropriate for the board to be across the detail of day to day operational risk.

Consider mechanisms to ensure the board and committees have visibility of the issues facing the organisation, such as having risk as a standing item on agendas, as part of every business case or project update report to foster a culture of not only talking about risk but also documenting the key discussion and decision points in responding to risk.

In response to uncertainty, the board could consider asking these types of questions:

- What do we know is going to happen that will give rise to uncertainty?
- What could happen instead? What else could happen that we can plan for?
- What do we want to happen knowing that we have uncertainty?
- Are we taking actions to achieve your goals and create value for the organisation or taking actions to protect the value of the organisation?
- How resilient are we if a risk materialises?

*Changes to service profiles, board membership or environmental circumstances can mean that you need to adjust the statements to reflect a changed view, so these are not set in stone, rather there to guide discussion and debate.*

### Risk appetite

It is also good practice for the board to define the organisation's risk appetite. That is, what we want to do and does that align to our purpose and goals? And how much do we want to do it? What are the boundaries that will guide us in relation to this action such as how much money will we spend? How much time will allow? What resources are we prepared to release to the task?

You can have more than one set of statements depending on how you will then use them to assist in making decisions. For example, you may have quite broad statements that are used throughout the organisation to set expectations with staff and/or clients such as "we have a zero appetite for unethical behaviour" or you might have very specific statements aligned to your strategic objectives such as "we have a high appetite to engage with partners who will strengthen our advocacy reach but not at the expense of our values or budget".

Using these more specific statements\* to guide discussion at the board table is very helpful. It is a way of articulating ahead of time, where the board is willing to take more or less risk. Changes to service profiles, board membership or environmental circumstances can mean that you need to adjust the statements to reflect a changed view, so these are not set in stone, rather they are there to guide discussion and debate.

### Shared risk

All organisations rely on third parties to a greater or lesser degree to deliver our services and meet our objectives.

Some of these relationships are formalised through legal contracts, Memorandum Of Understanding or joint ventures. Some are informal such as through professional working groups, or based on influence and relationships such as engaging with family members of clients.

The board should understand who the organisation relies on to be able to carry out its purpose and also who relies on your organisation to fulfil their goals. Then you can ask, is there risk? If so, who is accountable for the risk? Is this level of risk acceptable to us? Are there ways to reduce the risk? What happens if the risk materialises?

### VGRMF

The revised Victorian Government Risk Management Framework (VGRMF) came into effect on 1 July 2021. Whilst community service organisations are not required to attest to these standards, they do set out a pathway to good risk management practice. Guidance material related to risk management practice and the VGRMF is available at - <https://www.vmia.vic.gov.au/tools-and-insights/practical-guidance-for-managing-risk>.

Ultimately, the board has collective responsibility to understand how uncertainty will impact the organisation and time spent talking and planning as a board about the way you will manage risk, gives you a head start when/if a risk materialises.

The greatest value is in asking the hard questions – what could go wrong and stop us achieving our goals and what must go right for us to be successful?



**Jane Boag**  
**Head of Enterprise Risk Advisory,**  
**VMIA**

Jane is presenting a session on shared risk management at 1:30pm.



# Burnout: A Burning Issue for Not For Profit Boards

COMMUNITY BUSINESS BUREAU (CBB)

July 2021



**You've got dedicated, passionate board members who work hard for your organisation – but the risk of burnout may threaten their wellbeing, as well as your impact.**

The board's key purpose is to ensure and secure the organisation's prosperity, so it goes without saying that board member burnout can have a disastrous impact on an organisation.

Burnout is a state of emotional exhaustion that can reduce performance and even impact on our sense of purpose or identity. Unfortunately, it follows that this can interfere with the intrinsic values that drive us to show up and put in.

So, what causes burnout? In the context of a board member, it's when an accumulation of responsibilities and pressures from both internal and external factors becomes too much. We all have personal challenges in our lives, including (but not limited to) work demands *outside* of our board role.

The good news is that burnout can be caught early. The red flags listed below are important lead indicators that may contribute to board member burnout if not rectified.

- **Negative board culture** – this may manifest as a lack of common purpose and collaboration, and increased staff or board member turnover.
- **Ineffective communication** – characterised by a lack of objectivity and unwarranted criticism, or discussions that become increasingly confrontational.
- **Innovation vortex** – a tendency to favour business as usual and dismiss new ideas, even ones with merit.

- **Disengagement** – where members display a lack of participation in meetings.
- **Unequal workload** – where 20% of the board members do 80% of the heavy lifting.
- Poorly managed, unproductive, and adversarial meetings.

With these lead indicators, or 'red flags', in mind, let's turn our attention to approaches that can help overcome them. It is important to work through improvements in collaboration with the board and through the chair, as co-designing new processes and approaches can foster greater buy-in. The following is not an exhaustive list, but it is a solid start to get you thinking about strategies and changes that you can implement:

1. Ensure your board has the right mix of skills, perspective, and background at the table. You may need to seek external support to correct any imbalances.
2. Develop a process for inducting, mentoring, and coaching new members, ensuring they're prepared for the workload and responsibilities associated with their new role. Get other members of the board involved in the design of the new process to fill in any gaps and improve on the induction that they received.
3. Similarly, make sure all board members are fully versed in your governing document (i.e. your organisation's constitution) and – perhaps most importantly – understand the 'why' of the organisation. Sometimes organisations can get so caught up in the 'what' and 'how' of their work that they forget the 'why'.
4. On the other hand, ensure you understand and respect why each board member is there, and what they are



looking to achieve in return for their investment of time, talent, and loyalty.

5. Revitalise your agenda:

- a. Implement a standing agenda item at the start of each meeting for board members to share moments and observations where the purpose and impact of the organisation resonated with them.
  - b. Actively mediate agendas (and discussions) to ensure time and energy is directed into matters that reflect the purpose of the organisation, rather than matters that feed into self-interest.
  - c. Allocate time to identify and discuss professional development opportunities for board members, particularly if they may address any shortcomings or imbalances as mentioned in point 2.
6. Feelings of burnout can stem from having a 'full plate'. If this is the case for you, it might be worth relinquishing other board positions that you hold. It's tough to do this, but you need to decide what is manageable and sustainable for your wellbeing, otherwise you'll spread yourself – and your potential impact – too thin.

Have you noticed any of the red flags we mentioned within your board? Next time you meet, pay attention to the dynamics of the group: is it collaborative, inclusive, and productive? If the answer is no, you've got some work to do - but we hope that these strategies can help you revitalise the board and get back on course.

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**Michael Elias**  
**Chief Executive Officer,**  
**Community Business Bureau**  
Michael is chairing a panel discussion on board burnout at 2pm

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# How Human Centred Design Can Accelerate Change and Revitalise Your Organisation

JO SMYTH | CHANGE LEADERSHIP

July 2021



**Most of us have experienced some form of organisational change, but what was the experience like for you? Did you get a surprise email or just hear a series of rumours? Did you feel you had a voice, or was it was 'done' to you?**

When leaders start talking about 'organisational change', 'transformation' and 'new operating models', these words can sound like code for downsizing. And when the change consultants or HR team are brought in, staff may quickly become apprehensive and cynical.

The idea that change can **revitalise** the organisation is not often considered by the wider organisation.

But when you use human-centred design for change management, the whole experience shifts into something far more positive. It opens up possibilities and explores different ways of working. Staff will also adopt changes more rapidly.

So, what is human-centred design and why does it make a difference?

Human-centred design is a proven methodology to help solve complex problems and to develop innovative solutions in the service of people.

The participative co-design methods of human-centred design develop solutions to problems by involving the human perspective in all steps of the process. This engages people and teams to create and define their own defined future state.

Recently we were engaged by a large education

organisation in Victoria to help with a reorganisation of their head office. Like most organisations embarking on change, the goal was to find ways to be more effective and ultimately be more sustainable.

The CEO embraced the idea of approaching the whole process with human-centred design. This meant staff were brought into the change process at the very beginning, to co-design the outcome and really own the future operating model.

*But when you use human-centred design for change management, the whole experience shifts into something far more positive.*

*It opens up possibilities and explores different ways of working.*

*Staff will also adopt changes more rapidly.*

Our approach allowed teams to consider key topics, contributing their insights in such a way to enable a sense of ownership and personal investment. At the same time, the method also challenges participants to think holistically about a broad range of change needs.

To first explore what was happening within teams, we used ethnographic research techniques such as real interviews, contextual inquiry and 'think out loud' testing. Instead of focusing on all the things that weren't working, we asked, "when you were in a really good team, what made it work?". We used storyboarding and statement starters of, "how might we....?" to engage staff in co-

designing the future model.

Staff scenario-tested each functional design before progressing to the next activity, which meant they helped to refine it along the way. And at each step we would go back to the executive team to replay and test what we had heard.

*Instead of focusing on all the things that weren't working, we asked, "when you were in a really good team, what made it work?"*

We didn't need formal impact assessments, spreadsheets and detailed comms plans. Leaders didn't need talking points because they were fully involved with their staff in the design. When the final structure was communicated

there were no surprises. The entire team had created their own business future and created lasting value for the organisation. And they'd had an engaging learning experience along the way.

So next time change is needed, think about human-centred design as the approach. Put people at the heart of what you are doing and **revitalise** your organisation.

Jo Smyth is the founder and director of the Twiga Group and helps organisations to deliver business strategy through organisational culture, people experience and change leadership.



**Jo Smyth**

**Founder, Twiga Group**

Jo will be presenting a session on change leadership at 12:30pm.

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# Five Fatal Flaws to Avoid in Your Next Board Review

BETH McCONNELL | BOARD REVIEWS

July 2021



## Five fatal flaws to avoid in your next board review:

### 1. A lack of purpose, rather than a lack of talent<sup>1</sup>

Ask yourself, why are we doing a board review?

If the answer is, we are required to do so under our board charter, then beware, you are missing a great opportunity.

Boards are encouraged to stand back and reflect on where their organisation is on its journey of development and how the board is operating in this context. Board reviews should be built around your organisation's strategic aims and assist to drive your organisation into the future.

*Board reviews should be built around your organisation's strategic aims and assist to drive your organisation into the future.*

Boards should consider the key objectives they would like to achieve from doing a board review.

The method and extent of a board review should also be decided; it may be by informal conversations with the chair, by workshop, by survey, by interviews (with directors and maybe executives) or a combination of some of these elements.

The chair should ensure the board is fully 'on board' with the objectives and the process of an impending board review and encourage each director to embrace the opportunity to enhance board relations and effectiveness.

At no point in a career does an individual move beyond the

benefit of feedback, reflection and growth. For directors, a board review offers this personal and organisational opportunity.

### 2. If you plan to fail...

The scope of the board review also needs to be clear – what's in and what's out? You can't cover everything so it's worthwhile being deliberate with each board review on your key areas of focus.

There is always benefit in a general review of dynamics of the board, given the critical importance of the board leading culture from the top. But board reviews should not solely be naval gazing and should more broadly analyse the board's connection and effectiveness in the context of the wider organisation and its mission.

A thematic approach can also be valuable. Some interesting themes I've explored with boards in recent times include:

#### **Purpose and role clarity**

NFPs are well advised to regularly check in with their purpose and make sure they haven't lost sight of *why* they exist and their key strategic aims.

Taking the opportunity to step back as a board and reflecting on the big picture can be a significant benefit of the pause enabled by a board review.

#### **Culture**

How well does your board understand your organisation?

The business of board meetings can mask a lack of true connection with the wider purpose and wellbeing of your organisation.

So is it time to pause and check in with your organisation in a more holistic manner?



## Reporting

What is **not** reported to the board is often rarely discussed and a board review provides an opportune time to have a considered conversation on this issue.

Boards should ask themselves do they need to hear more targeted information? Or shake up the agenda or discussions to ensure consideration of new and emerging issues, such as:

- Non-financial risks?
- More focus on risk mitigation?
- More focus on the 'customer voice'?
- More candour?

*...a board review should focus on areas of growth and constructive challenge, not only for individual directors but also regarding board process, culture and function.*

### 3. 'I'll go tally the votes'

A board review should generally not turn into an episode of 'Survivor'. Ensuring each director is 'on board' with the process of enhancement means that generally a board review should not aim to 'kick off' the perceived weakest link.

Rather, a board review should focus on areas of growth and constructive challenge, not only for individual directors but also regarding board process, culture and function.

Honest feedback should be sought and obtained.

The key then is to deliver that feedback in a constructive manner that will encourage reflection and meaningful change....

### 4. Breakup or breakdown

Overall board reviews should be constructive and focused on improving the end game; the board's focus on mission and purpose and its ability to oversee delivery of the organisation's strategic aims.

A board review should not result in the board being less able to work as a collective than before the review. Boards remain collective decision-making entities, so the process of review should focus on this and ensure enhancement of the collective function as the main aim.

The chair has a natural leadership role in assisting constructive review and may receive support in giving respectful and constructive feedback.

### 5. Using the same thinking as in the past<sup>2</sup>

Is your last board review stored safely tucked away in a drawer somewhere?

Did it see the light of day after your initial read?

It is imperative with any board review for the board to agree the action items arising and to nominate responsibility for actioning these next steps. This step cannot be missed.

As Henry Ford stated, 'If everyone is moving forward together, then success takes care of itself'. A well-structured board review offers an opportunity for boards to recalibrate, check in with their organisation's purpose and strategic aims and ensure everyone is moving forward together. It is an opportunity not to be wasted with a tick-box approach.



**Beth McConnell**  
**Consultant,**  
**Beth McConnell Consulting**  
Beth is facilitating a panel on recruitment challenges for boards.

<sup>1</sup> 'More ... fail through lack of purpose than lack of talent.' Billy Sunday

<sup>2</sup> 'We cannot solve our problems with the same thinking we used when we created them.' Albert Einstein

# Strategy The Key Domain of Directors, Chief Executive Officers and Executives/Senior Managers

MICHAEL GOLDSWORTHY | STRATEGY

July 2021



**In this article, Michael Goldsworthy discusses why directors, chief executive officers and executives/senior managers must continue to adopt new approaches to their strategic thinking, strategic discussion and strategic decision making ... in essence, the strategic development and growth of their organisation.**

Prior to COVID directors, chief executive officers and executives/senior managers were increasingly adopting a more rigorous and focussed approach to;

- the planning, implementation and monitoring of their organisation's strategic transformation strategy
- the analysis of their current business model and determination of their future business model and its alignment to their renewed or new vision, mission, values and core business statements; and
- understanding current and future customer requirements, and the strategic positioning of their organisation as measured against their peers, the marketplace and the industry or sector in which the organisation operates.

For chief executive officers and executives/senior managers the impacts and implications, challenges and risks of COVID means there is now, more than ever, work to do 'in the business'. However the medium to long-term success of organisations and their businesses depends on the directors, chief executive officers and executives/senior managers ability to 'work on the business' and strategically position it for the new normal. The need to

adopt a more rigorous and focussed approach is critical in the new normal generated by COVID.

There are six key principles that can support directors, chief executive officers and executives/senior managers in these approaches;

## **1. Boards Strategise, Directors Are Strategists**

Dynamic and proactive boards should, first and foremost, strategise, because individually directors are or should be strategists. In essence, strategy is a way of thinking, not a framework or set of procedural exercises or tools. In fact, traditional strategic planning processes and tools are giving way to scenario planning and therein new, more powerful processes and tools that provide directors with such elements as privileged strategic insights, unique industry or organisational perspectives and defining potential competitive advantage.

Strategic thinking, strategic discussion and strategic decisions are key processes of strategising boards. These processes enable boards and individual directors to understand and appreciate such trends, forces and components as:

- The emerging industry/sector big picture, which is the stage and backdrop upon which the organisation is currently positioned and the likely industry/sector scenarios and their organisation's various strategic options and associated key assumptions, risks and indicative strategies.
- The current 'state of the nation' of their organisation and therein the mission criticals that will need to be addressed to ensure the organisation's future success and sustainability, as well as the various differentiators

from the organisation's peers and the marketplace.

- The agreed future scenario of the organisation, in essence its desired future and the associated strategies and/or projects that will propel the organisation forward.

## 2. Strategists Don't Just Rely On Voluminous Reports and Presentations

The days of voluminous reports and presentations being provided to directors in preparation for their annual strategic planning workshop, to assist them with coming up to speed with the organisation and/or the industry/sector in which they operate, are over.

Short, sharp strategic reports and presentations should paint a snapshot – a picture that refreshes or complements the directors own industry insights and business intelligence (see number 3 below) or if needed enables directors to quickly come to grips with both the industry/sector and organisational situation as well as the associated issues and/or potential opportunities or solutions.

The personality traits of strategic foresight, insight, creativity, innovative thinking and entrepreneurship are but a few of the human qualities and processes that some directors can provide to a board that is actively pursuing the development of a new strategy or envisioning a new future. All directors should be encouraged to develop and/or strengthen these traits. Whilst not commonly acknowledged, it is worth considering that the personality type of each director is just as important as the skills, knowledge or experience each director brings to the boardroom.

## 3. Industry Insights & Business Intelligence Assist Boards to Strategise

Understanding the components, dynamics and trends of the industry/sector in which their organisation operates is critical for directors, eg. in the aged care and disability industries understanding the affects of customer choice and control and the creation of competitive marketplaces brought on by Commonwealth and State Government reforms. Up-to-date industry/sector and business intelligence and understandings can provide critical contributions to strategy discussion and formulation, but this relies heavily on individual directors adopting such a mentality and approach.

Tours and visits, industry forums and conferences, joint board dinners and forums, winners' weekends and innovation tours were all activities smart boards were using to get out of the boardroom to inform themselves about the industry/sector their organisation operates within and what other boards and organisations are doing.

While COVID has curtailed many of these activities the move by conference organisers, professional associations and professional service firms to host larger numbers of virtual events ensures directors continue to have a suite of options to gain industry insights and business intelligence. The publication of articles and blogs also remains a valuable source.

## 4. Recognise The Past, Understand The Present, Create The Future

Creating the future for one's organisation is not just about individual directors being strategists, intuitive, creative and entrepreneurial or putting forward new ideas and opportunities as a board, directors also need to:

- Recognise past events, processes or learnings.
- Understand the present organisational situation, and the mission criticals that the organisation is facing; that is, those things that are fundamental to the future success and sustainability of the organisation.
- Create the desired future of the organisation, a set of descriptors or a picture of the future state of the organisation and the strategies that will propel the organisation forward.

Across Australia many directors are working hard to increase their understanding of both their organisation and the industry/sector in which it operates. If individual directors and/or boards do not acquire this knowledge and keep it up to date they, more often than not, develop flawed organisational strategies or worse still, operational strategies that are in fact not their domain and should not be contained within a strategic plan.

Therefore, it must be recognised by boards that the crafting of powerful, realistic and practical strategies that are founded on recognising the past, understanding the present and creating the future, is typically an art form developed by directors over many years.

## 5. Leadership Teams, The Collective Strategic Capital Of An Organisation

An increasing number of boards are coming to recognise the real value and benefits of forming and utilising a leadership team – the collective and collegial approach that brings together and harnesses the skills, knowledge and wisdom of the directors, chief executive officer and executives.

These leadership teams focus on both the internal organisational and external industry/strategic challenges and opportunities. They also utilise the organisation's vision, mission, values, core business and philosophy as

*Continued on page 24...*

Continued from page 23.

a touchstone against which they can confirm or refute their strategic thinking, strategic discussion and strategic decisions.

Typically this approach to leadership and strategising will only be adopted by a more mature, sophisticated boards of directors. In so doing, each individual leader not only recognises their own and others' respective governance or management roles and responsibilities but, most importantly, proactively contribute to this methodology.

#### 6. Talk Is One Thing, Action Is Another

As many a veteran director of the boardroom can attest, 'talk is one thing, action is another'. Whilst focus and discipline in strategising is paramount fulfilling both halves of this mantra is critical if documented strategies are to be properly implemented and monitored.

It is on this basis that an increasing number of boards do not just have a strategic plan, whether an A3 or a full strategic plan, but have also obtained and customised a strategic planning system. In essence, they are utilising a strategic planning framework, process, documents and tools to plan, implement and monitor their strategies to ensure the organisation they govern and lead is both successful and sustainable into the future.

*This article has been published on LinkedIn at [shorturl.at/fqvxC](https://shorturl.at/fqvxC).*



**Michael Goldsworthy**  
*Principal Consultant,  
Australian Strategic Services.*  
Michael is the Conference Chair.

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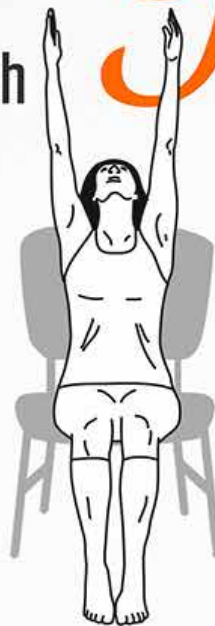
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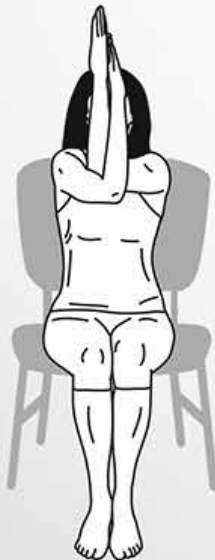
body fold



stretch up



alternating side stretch



alternating lotus twist



alternating lift & reach



alternating half lotus



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