

## Are you lonely?

Tired of working on your own?

Do you hate making decisions?

### HOLD A MEETING!

You can –

- See people
- Show charts
- Feel important
- Point with a stick
- Eat donuts
- Impress your colleagues

All on company time!



## MEETINGS

THE PRACTICAL ALTERNATIVE TO WORK

## What is Corporate Governance?

*Australian Institute of Company Directors*

Corporate governance is a broad-ranging term which, amongst other things, encompasses the rules, relationships, policies, systems and processes whereby authority within organisations is exercised and maintained.

The governance attributes of an organisation are shaped by a variety of factors, both "internal" (e.g. constitution, organisational policies) and "external" (e.g. laws, regulations, community expectations). A board of directors plays a pivotal role in influencing an organisation's governance environment.

A common goal for many organisations is to have the most **effective governance framework** in place that best meets their individual circumstances and needs – helping to **drive enhanced organisational performance** while at the same time **aiding conformance with various requirements** (e.g. the company's constitution, policies, controls and procedures as well as with applicable external regulations and laws).

An effective governance framework would have appropriate regard to the:

- **contribution of individual directors;**
- **effectiveness of the board and board performance;**
- **way in which governance is applied** throughout the organisation;
- **Strength of the relationships the organisation fosters with its stakeholders.**

Similarly, an effective board evaluation or board review would typically seek to incorporate reflection on an organisation's governance from each of these different perspectives.

# Organisations

Organisations may be **Commercial**, **Voluntary** or **Hybrid** and it's important to recognise their different characteristics and drivers. For example commercial organisations tend to make decisions from the **top down** while voluntary organisations tend to have **bottom up** decision making.

In a commercial sense **efficiency** is generally highest when input is minimised and output is maximised. With voluntary organisations however it is also very important to **involve people**, both members and supporters. This involvement of people, which retains their interest and participation, should be seen as both an input and a product. While this may seem less efficient such involvement will usually be far more **effective** in maintaining the **interest** and **participation** of members of voluntary organisations.

**Policy** set by boards of management should not be confused with **administration**. Boards focus on essentials and policy, leaving administration to other parts of the organisation. This improves participation of the organisations members and keeps Board Meetings shorter and more effective.

## Board Director Considerations

### 1. Responsibilities of Directors

- 1.1. Legal Implications
  - 1.1.1. Statutes
  - 1.1.2. Constitution
  - 1.1.3. Standing Resolutions
- 1.2. Ethics
- 1.3. Conflicts
- 1.4. Roles and Mandates
- 1.5. Reports
  - 1.5.1. Your Committees
  - 1.5.2. Board Reports
- 1.6. Attendance
- 1.7. Advisory to District Governor

### 2. Board Composition

- 2.1. DG's Present, Past & Future
  - 2.1.1. Office Bearers
  - 2.1.2. Associate Members
  - 2.1.3. AG's by invitation (non-voting)

### 3. Committees

- 3.1. Mandates
- 3.2. Special Interest or expertise
- 3.3. Autonomy within policy limits
- 3.4. Morale and Effectiveness
  - 3.4.1. Members like to be involved
  - 3.4.2. But not all members seek responsibility
  - 3.4.3. Maintain relevance and give support
  - 3.4.4. Show Leadership
  - 3.4.5. Communication and Feedback

## 4. Procedures

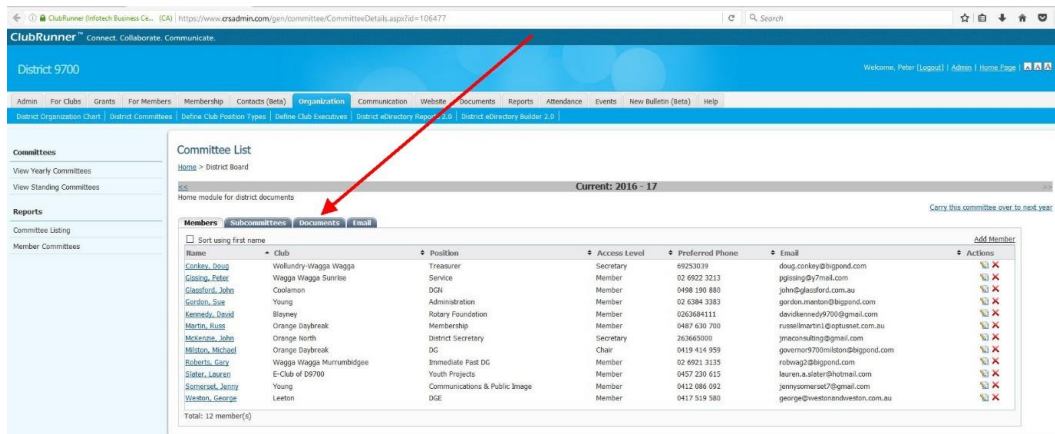
- 4.1. Meeting Procedures
  - 4.1.1. Equal right to be heard
  - 4.1.2. Equal Vote
  - 4.1.3. Expedite Meeting while protecting everyone's rights
- 4.2. Show Respect
- 4.3. Demonstrate Flexibility

# Resources and References

## District 9700 Constitution

<https://clubrunner.blob.core.windows.net/00000050099/en-ca/files/sitepage/legal-officer/d9700-constitution/D9700-Constitution-2016--Final-.pdf>

## Board Documents, Mandates etc.



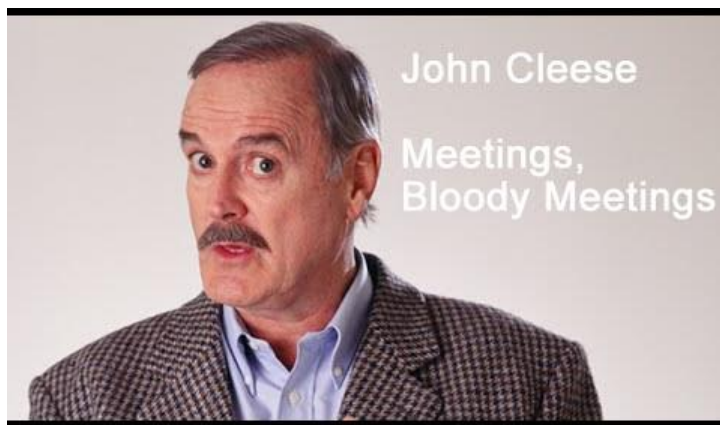
The screenshot shows the ClubRunner website interface for District 9700. The 'Committee List' section is active, displaying a table of members and their roles. A red arrow points to the 'Documents' tab in the navigation bar.

Name	Club	Position	Access Level	Preferred Phone	Email	Add Member
Coakley, Doug	Woolundry-Wagga Wagga	Treasurer	Secretary	69233039	doug.coakley@bigpond.com	✕
Cosling, Peter	Wagga Wagga Sunrise	Service	Member	02 6922 3213	pgcosling@7mail.com	✕
Crawford, John	Coolumson	DCN	Member	0498 190 880	john@crawford.com.au	✕
Scotton, Sue	Young	Administration	Member	02 6384 3383	garden.mission@bigpond.com	✕
Kennedy, David	Blayney	Rotary Foundation	Member	0263694111	davidkennedy9700@gmail.com	✕
Martin, Russ	Orange Daybreak	Membership	Member	0487 630 700	russellmartin1@optusnet.com.au	✕
McCormack, John	Orange North	District Secretary	Secretary	263660000	jmccormack@bigpond.com	✕
Milton, Michael	Orange Daybreak	DC	Chair	0419 416 959	gmccormack9700@bigpond.com	✕
Roberts, Gary	Wagga Wagga Murrumbidgee	Immediate Past DC	Member	02 6921 3135	robwag2@bigpond.com	✕
Slater, Lauren	E-Club of D9700	Youth Projects	Member	0457 230 615	lauren.slater@hotmail.com	✕
Schneppel, Jason	Young	Communications & Public Image	Member	0412 086 092	jennyvonne7@gmail.com	✕
Wentton, George	Leeton	DCI	Member	0417 639 980	george@westonandweston.com.au	✕

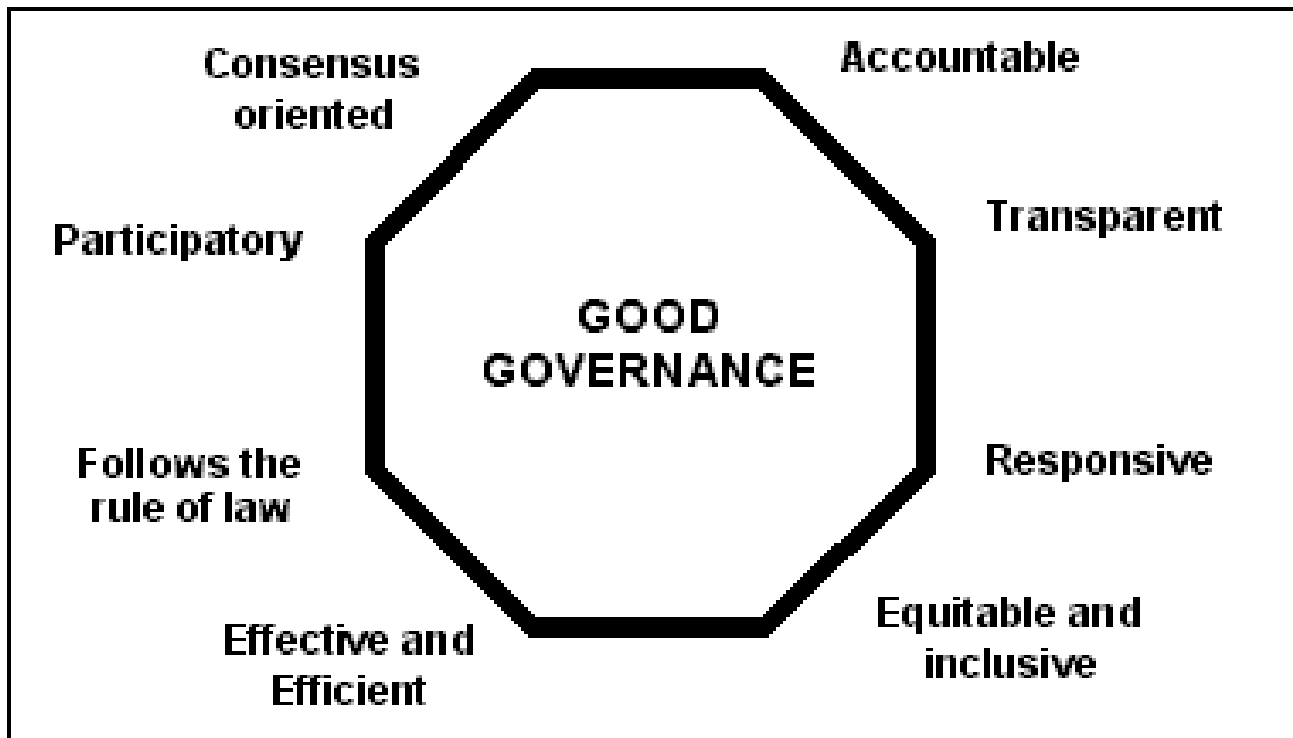
<https://www.crsadmin.com/gen/committee/CommitteeDetails.aspx?id=106477>

## District 9700 Standing Resolutions

<https://clubrunner.blob.core.windows.net/00000050099/en-ca/files/sitepage/legal-officer/d9700-bylaws/D9700-Bylaws-2016--Final-.pdf>



<https://www.youtube.com/watch?v=vE7jfQt2ic4>



Difficulties indeed  
sometimes arise; but  
common sense and honest  
intentions will generally  
steer through them.

Thomas Jefferson