

Prompt sheet for Governors observing the Board of Directors and Board Committees

Prompt	What to look for	Notes
<p>Was the committee chaired effectively?</p>	<p>Did the meeting run to time?</p> <p>Did the committee devote the right amount of time to the items listed? (ie. More time for the more significant issues)</p> <p>Was the Chair well prepared for the meeting?</p> <p>Did everybody who wanted to participate get a chance to do so? Note in particular if any member or attendee appears to have been ignored or sidelined.</p> <p>At the conclusion of every item, was there appropriate summing up and was it clear what the outcome of the discussion was?</p> <p>Was there appropriate intervention? For example, if members strayed away from the topic or were prolonging a discussion unnecessarily?</p>	<ul style="list-style-type: none"> • Well to very well chaired • Keeps to time • Chair always prepared • Inclusive • Was a concern of ‘not doing what it says on the tin’ but this has since been addressed • The experience of the chair shines through
<p>Did the non-executive directors participate effectively?</p>	<p>Were the non-executive directors well prepared for the meeting? How familiar did they appear to be with the detail in the papers or did they come across as not having read the papers?</p> <p>Did they ask insightful questions about the items under discussion?</p> <p>Was there any non-participation/apparent disinterest from a non-executive?</p> <p>Were the NED inputs to discussions balanced across all agenda items? [Some NEDs have a comfort zone</p>	<ul style="list-style-type: none"> • Both our NED’s are new • Growing into their roles • Developing more meaningful questions over last 3 meetings • Richard Spencer is not afraid to ask quite challenging questions

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	<p>and they will spend more time discussing favourite topics at the expense of issues that interest them less, even if they are a bigger issue for the organisation)</p> <p>Did any of the non-executive directors not challenge?</p>	
<p>Was there effective challenge by the non-executives?</p>	<p>Did the non-executives challenge appropriately? In other words, did they challenge on suitably material and significant issues or were they overly concerned about trivial matters (eg. Spelling mistakes, immaterial issues)</p> <p>Were there any items discussed where you consider that there could have been more challenge by the non-executives?</p> <p>Was the nature of the challenge constructive, supportive, non-confrontational and respectful or did it come across negatively (adversarial, argumentative)?</p>	<ul style="list-style-type: none"> • Difficult to answer this question at this stage as both are still new to the roles.
<p>In general, was it a good meeting</p>	<p>Was the debate constructive, positive and respectful?</p> <p>Was there a general atmosphere of mutual trust and candour?</p> <p>Was there any evidence of “group think”? This is a risky situation when groups become so collegiate and complacent that all members start behaving in the same way?</p>	<ul style="list-style-type: none"> • Meetings are all good • Moving away from operational questions and becoming more strategic