



## The National Anthem in English:

“Oh God of all creation  
Bless this our land and nation  
Justice be our shield and  
defender  
May we dwell in unity  
Peace and liberty  
Plenty be found within our  
borders.

Let one and all arise  
With hearts both strong and  
true  
Service be our earnest  
endeavour  
And our homeland of Kenya  
Heritage of splendour  
Firm may we stand to  
defend.

Let all with one accord  
In common bond united  
Build this our nation  
together  
And the glory of Kenya  
The fruit of our labour  
Fill every heart with  
thanksgiving.”

Institute of  
Certified Secretaries



## Meetings & Writing



### Webinar on Boardroom Behaviours & Etiquette in Meetings



Wednesday July 14<sup>th</sup> 2021

**Time: 9:00-11:00am**

*'The Governance Profession'*

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# Boardroom Behaviour & Etiquette in Meetings

Your Expectations:



# Boardroom Behaviour & Etiquette in Meetings

How effective are your meetings  
AGMs, Board, Committees,  
Management?

Where should you improve?



# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Cat



- Says nothing substantive in meetings
- Sleeps throughout meetings
- Too lazy to read Board Packs before meetings
- Hardly fulfills assigned roles on time
- Comes to meetings late and leaves early for 'another important engagement' but not before signing allowance register

Did you know that your house cat sleeps an average of 18 hours a day?

# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Sheep



- Always concurring with others on every agenda item
- No independent thoughts on any agenda
- Permanently confirming and seconding – even before reading or understanding anything
- Occasionally asks or makes sheep-like questions/comments
- Not visionary
- Very particular on non-issues such as sitting next to the chair

# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Turkey



- Lacks experience, skills, or business intelligence to understand the complexities of the project
- Struggles with the issues on the board
- Needs more exposure and training

# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Parrot



- Dominates discussions on every agenda
- Talks at length but says little of value (Windbag)
- Know it all



# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Hippo



- Hostile, aggressive
- Bullies Management and fellow Board Members
- Most dangerous
- Feared by all
- Has no respect for the Chair

# Boardroom Behaviour & Etiquette in Meetings

## Animals in Board Meeting

### The Elephant



- Strong and Intelligent
- Values unity, teamwork and the input of every member
- Humble- Though heavy, elephant walks softly and quietly

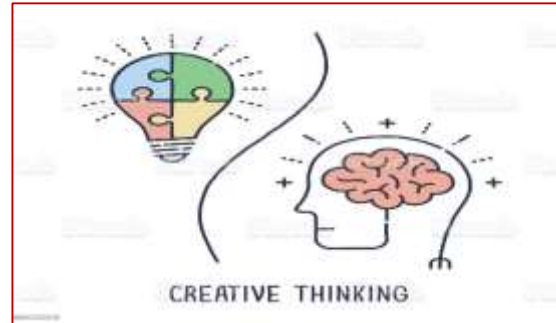
# Boardroom Personality Types

## Idealist



- Great at casting Vision for the future
- Focus on new ideas make them great assets
- Has the best ideas
- Is excited about new concepts

## Creative Thinker



- They have out-of-the box answers
- Best at breaking ground on new outrageous ideas
- Their unorthodox approach sometimes is the differentiating factor from the competition

## Realist



- The critical thinker
- Ability to think clearly without emotion
- Skeptical about the group
- Their skepticism sometimes helps to bullet proof ideas

## Facilitator



- Focuses on getting things done
- Most organized of the group and delegates tasks and next steps
- Steers the group on track

## Symptoms of Bad Meetings

1. Unscheduled Board meetings, no clear purpose, no agenda
2. Member or Board conflicts
3. Decision making inertia
4. Non-observance of Corporate Governance principles
5. Poorly structured governance systems, procedures and meetings
6. Inadequate information



## Symptoms of Bad Meetings

8. Decisions made by small inner groups outside of the Board
9. Poor oversight
10. Divided board - A section of members disowning Board decisions
11. Leaking confidential information
12. Group/sheep think and inadequate discussions/no diversity of opinion



## Symptoms of Bad Meetings

- 13. Meetings starting and ending late
- 13. People show up but are not prepared for the meeting



# Bad Boardroom Behavior

Going off agenda

Attending to  
Phone Calls

Bringing  
unannounced  
guests to a  
meeting

Inappropriate  
jokes or using  
offensive language

Converting the  
meeting room into  
a battle ground

Lack of Dining  
Etiquette

Getting to  
meetings late and  
leaving early

Talking over others



# Bad Boardroom Behaviour

Lack of Adherence  
to Meeting  
Resolutions

Bullying,  
Intimidation &  
Abuse

Micromanaging

Unauthorized  
Disclosure of  
Board  
Deliberations

Using Electronics  
for Business  
outside the  
Meeting





# Roles During Meetings

*Chairs must recognize that they are not commanders but facilitators. Their role is to create the conditions under which the directors can have productive group discussions.*

*Good Chairs recognize that they are not first among equals. They are just the people responsible for making everyone on their boards a good director.*

*Source: Harvard Business Review,  
[“How to Be a Good Board Chair,”](#) 2018*



# Roles During Meetings



## CEO

Management representative and liaison between the Board and the Organization



## Chairman

Lead the meeting discussions and guide the agenda



## Non-Executive Directors

Provide creative contribution, independent oversight & constructive challenge to executive directors



## Corporation Secretary

Plan for meetings, give take  
impartial advice and minutes of the meeting



Ref: Handout 4 - On the Role of Secretary in meetings

Ref: Handout 5 - Roles During Board Meetings

# Best Practice



- Wherever possible, the CEO & Corporate Secretary should be the only members of Management who **attend regular full Board meetings**.
- Respective Management representatives should however be in attendance in relevant Board Committees.
- Plan for Board/Executive sessions where Board meets with Senior Management
- Secretary to sit next to the Chairperson/CEO
- If possible, the Boardroom table to be in round shape
- Know every member well

# Best Practice



- Create the right impression/atmosphere. Listen (active listening). Do not judge.
- Record any declaration of conflict of interest and follow laid down rules/procedures
- Confirm previous meeting minutes
- Provide policy & process for impromptu matters
- AOB not to be discussed at special meetings
- AOB during ordinary meetings is not for substantive agenda
- Matters should be discussed in committees before presentation to the full Board (Any exemptions?)
- How do you deal with dissenting opinions?

# Boardroom Etiquette

**Dress appropriately** - Formal unless guided otherwise

**Be Punctual** - Seated and ready a few minutes before the meeting

**Make a good first impression** – Firm handshake and make eye contact

**Mute all electronics** – Cell phone, laptop, iPad

**Beware of body language** – Keep captive attention of your audience

**Manage conflict well** – If debating, always offer a solution



# Boardroom Etiquette

Be brief and relevant

Stick with meeting timelines

Conduct yourself professionally

Be polite and courteous

Abide to seating arrangements

Chairman and Secretary to ensure Resolutions under each agenda are clear

Before recording proceedings electronically, inform/seek consent/ have it provided for in a policy/Charter/Board resolution



# Reference Materials



For your further reading, refer to ICS Governance Standards (GS) and Governance Guidelines (GG) on:

- 1) GS 001 - General Meetings
- 2) GS 002 - Meetings of the Board
- 3) GG 005- Guideline for Virtual Meetings