



**Diligent**

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# **Maximise Your Impact as a Director**

How to be more effective in and out of the boardroom



## Boards – and board meetings – have changed

More than two years of navigating upheaval and uncertainty have forced boards into action. Hybrid meetings and crowded agendas have cut through formality, and sometimes through courtesy. At the same time, facing universal challenges has fostered new levels of empathy and open communication.

Leaders have confronted long-standing assumptions about how and where to work, how to support their people, and how much change is sustainable. As organisations review the sustainability of their business models for the longer term, it's time for boards to do the same. What's worked well, and what can benefit from a fresh approach?

## Becoming better than before

Everybody loses out when board meetings are a transactional process. Merely exchanging information for approvals overlooks opportunities to add value through genuine collaboration. Constructive debate plays a vital role in sharing knowledge, fostering creativity and developing leadership.

That doesn't mean boards should exchange action for talk. Far from it. Shifting the emphasis towards discussion sets a stronger framework for decision-making. It forms the basis of a trusting, open relationship between directors and management that isn't limited to a half-day meeting every other month.

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**“The first responsibility of a leader is to define reality. The last is to say thank you. In between, the leader is a servant.”**

Max DePree

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In this report, we look at how directors and executives can extend their impact and work together more effectively:



### Before the meeting

Prepare for impact.



### During the meeting

Reframe your impact.



### After the meeting

Review your impact.

## Before the meeting | prepare for impact

Going into a board meeting with a clear perspective on the key issues sets the foundation for productive discussions. Directors who invest the time to reflect more deeply on board materials can contribute value that extends beyond their professional qualifications.

### Synthesise

Preparing for a board meeting involves more than reading the materials and compiling a list of questions.

Directors' external perspectives helps them view information through a wide lens, putting it in the context of the organisation as a whole, its strategy, and its stakeholders.

Be alert to trends that may point to emerging issues. Look for gaps that indicate areas of exposure or untapped opportunities. Consider the tone of reports across different parts of the organisation and whether it reflects its culture and performance.

Look beyond the reporting pack and get up to date on relevant media reports, social media activity, and external developments that are likely to affect the organisation.

### Filter

Asking questions is a fundamental part of the board's role. It's how directors deepen their understanding of complex issues and challenge assumptions to make reasoned decisions.

But not all questions are equally important or need to be considered in the confines of formal meetings. Major concerns that affect the ability to reach a decision should be elevated well in advance so that additional information can be gathered.

Focusing on detailed operational questions or exploring individual areas of interest limits the board's ability to consider the bigger picture.

They can also diminish a director's contribution to the board and risk creating unnecessary tension by leaning into management's responsibilities.

Determine which questions underpin your ability to reach a decision, and whether they need to be raised before the meeting. If you're the only person likely to be interested in the answer, address them separately with the relevant member of management.

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### Chair

Consider the top three to five priorities for discussion at the board meeting. Use these to inform your pre-meeting discussions and as the basis to guide the direction of the meeting.

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### Directors

Split preparation time into several shorter sessions. Coming back to the materials with fresh eyes can make it easier to step back from the detail, consider the bigger picture, and notice things you may have missed at first glance.

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### Management

Preparation doesn't end once the reports have been dispatched. Consider the information you'll need in the meeting to address potential questions, and monitor for major changes so you can bridge the gap from the report.

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## Engage

It takes a nuanced approach for directors to be engaged and informed without getting too involved.

Challenging management is difficult when the relationship becomes too cozy. Conversely, continually holding management's feet to the fire undermines trust.

Taking time outside the boardroom enables directors and executives to understand each other and work together more effectively.

While it's essential for the chair and the CEO to have ongoing dialogue, regular meetings between other directors and executives are helpful for a variety of reasons:

- Pre-engage on significant issues before they are brought to the board as part of refining proposals.
- Address questions that may be beyond the scope of discussions in board meetings.
- Discuss relevant industry trends and personal experience.
- Explore specific areas in greater depth with recently appointed directors.
- Ongoing mentoring and leadership, particularly between directors and executives with similar professional backgrounds or industry experience.

Agreeing on clear guidelines for directors is important to give visibility for the chair, CEO and company secretary, prevent silos arising, and to maintain an appropriate balance between the roles of management and the board.

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## Chair

Be intentional about connecting with other directors and senior executives regularly. Share your vision and insights and seek their views rather than solely focusing on performance and delegation.

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## Directors

Decide when informal discussions are most useful. Depending on their purpose, it could be before management begins writing their reports, after the reports have been issued, or at consistent intervals independent from the formal meeting cycle.

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## Company secretary

Embed systems that support transparent communications wherever directors and executives are located. They should help reduce information asymmetry without overwhelming people with notifications, and provide a secure platform to discuss sensitive issues with confidence.

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## During the meeting | reframe your impact

Board meetings are a team effort, and directors and management are on the same team. Participating effectively involves giving everyone the ability to demonstrate their capability, rather than single-mindedly seeking to score points while leaving others behind.

### Question

The first question to ask in the boardroom is directed inwards: what can you do to add value?

When everyone in the meeting aligns their actions around that shared purpose, they become more than the sum of their parts. This helps generate:

- Increased focus on strategic priorities
- Contributions that move the discussion forward
- A safe environment for challenging conversations
- Opportunities to develop people and amplify diverse views
- Active participation which shares insights and experiences.

### Balance

Effective board reports adopt a balanced perspective. They identify opportunities alongside risks, analyse costs as well as benefits, and are more persuasive when they stay objective. The same principles apply to behaviour.

Boards hold management accountable, but they are also a critical source of advice and support. When the balance between support and accountability tilts too far in one direction, governance becomes less effective.

Eroding trust at the highest levels has the potential to cascade through the organisation, undermining its culture and values. Cynicism and doubt drive dysfunctional behaviour, fuelling a vicious cycle.

Conversely, a constructive relationship with the board helps management thrive.

“Leaders must either invest a reasonable amount of time attending to fears and feelings or squander an unreasonable amount of time trying to manage ineffective and unproductive behaviour.”

Brené Brown, *Dare to Lead*

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### Chair

Set the tone for the board’s relationship with management by developing a strong partnership with the CEO. This empowers both of you to communicate authentically, work through uncertainty, and rise above occasional sources of tension during meetings.

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### Directors

It’s not up to the board to reassure management, but nor is it productive to erode their confidence. Encouraging people sincerely and acknowledging progress boosts morale and tempers the sting of more critical feedback.

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### Management

Be alert to the mood of the meeting and consider the implications of earlier discussions for your own report, including the key points you plan to draw out when introducing it.

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## Contribute

Wide-ranging, robust discussions are how boards explore complex challenges and reach considered decisions. However, meetings are often dominated by a series of monologues on the issue before the board, accompanied by a question-and-answer session.

It follows a familiar script. The executive introduces the report. Directors express their opinions and concerns. Management answers questions. The chair then faces the task of synthesising this into a coherent position.

In that situation, a focus on people's individual responsibilities prevails over collective goals. It can create an adversarial atmosphere which doesn't enable everyone to participate with maximum effectiveness.

Instead, come back to the organisation's overarching strategy and the key priorities for the meeting. This creates the architecture for the discussion, with directors working together to build on each others' ideas and refine their views.

Doing this puts the issues at the centre, rather than the questions. It involves a cooperative approach, where the people who aren't speaking reflect on the discussion rather than planning what to say next.

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## Chair

Invite management to share what they'd like to discuss with the board, taking the report as read. This avoids summarising what directors have already read and goes straight to framing the substantive discussion.

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## Directors

While the discussion is the focal point of the meeting, insights are also revealed by what goes unsaid. Whether you agree with what's being expressed or have an alternative view, listening actively allows everyone to contribute to their fullest potential.

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## Management

Determine the key points you plan to discuss for your report in advance, then adjust your approach to meet directors where they are in the meeting. Knowing when to stop is as important as what to say.

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## After the meeting | review your impact

Board meetings become more effective when directors take the time to review their impact. It's easy to focus on what went well, but more effective to focus on what didn't and how it can be improved next time.

### Check

The more influential you are, the more weight your words carry. A director's passing comment can generate hours of additional work if it's interpreted as a request for information.

Collectively reviewing new action items before the meeting concludes clarifies these expectations. It distinguishes matters that need to be considered at a future meeting from ones that can be addressed separately by phone or online between particular people.

Going back over requests and outstanding questions is also an opportunity to draw a line under things that don't require any further action. These may have been intended as suggestions, were part of the discussion process, or have been superseded by later developments.

### Reflect

Navigating a dynamic environment requires ongoing review and iteration. It's increasingly part of everything from product development to performance appraisals. Bringing this approach into the boardroom extends its application to governance at the highest levels of the organisation.

Conclude each board meeting by inviting one participant to share their thoughts on its outcomes and effectiveness. Introducing this process of self-reflection cultivates a growth mindset and models a commitment to improvement.

There are also other benefits. Rotating the reflection each meeting gives each director an opportunity to contribute, uncovering individual insights and wider trends. Including the CEO, company secretary and other executives sends a powerful signal that management's perspectives are valued. It helps build a collaborative relationship based on openness and mutual respect.

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### Chair

Use the review of action items as an opportunity to guide the effectiveness of the board's questioning and elevate its strategic focus.

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### Directors

Distinguish between 'must do' and 'nice to do' so that management can prioritise and allocate limited resources effectively.

Agreeing that a particular request isn't necessary is much easier during the meeting than coming back to it once an expectation has been created and draft minutes have already been prepared.

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### Company secretary

Use tools that make it easy to capture action items during the meeting and quickly identify them for discussion at the end.

Clarify any areas of uncertainty while everyone involved is present, to avoid differing views arising when the actions are circulated to management.

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## Connect

Board meetings can be an inflection point for the executive team to update their people, boosting alignment and creating a sense of momentum.

Unfortunately, it's all too often a missed opportunity. Lack of debriefing after board meetings limits their effectiveness. It means the people who implement the board's decisions don't receive the benefits of their insights.

The board's role in shaping organisational culture extends beyond the C-suite. People don't need to attend a board meeting to see how it affects management. Their demeanour can speak volumes.

Protecting the confidentiality of the board discussions doesn't need to come at the cost of teams' having a shared understanding of where the organisation is going.

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## Chair

Encourage opportunities for the board to engage with people outside formal meetings.

Site visits, pre-board dinners and town hall meetings are all windows onto what's going on below senior executive level. They also give people the chance to hear about the organisation's vision and strategy directly from the board.

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## CEO

Take the lead in instilling a regular debriefing process. It doesn't need to be long or over-complicated. Spending 15-30 minutes directly after each board meeting unites the executive team and strengthens shared understanding.

Talk as a group about what went well, what could have been better, and the key messages to take back to their teams. Agree on the approach for next steps to maximise preparation time before the next meeting.

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## Company secretary

Share insights with the people who prepare board reports to inform their approach and build on the key messages from the team debrief.

Attending the full range of board and committee meetings gives you a unique perspective on the issues that are important to directors.

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**Diligent**

a  
MODERN  
GOVERNANCE  
company

## How Diligent helps boards extend their impact

Diligent believes every leader should have the tools to help them maximise their effectiveness.

At every stage of the governance cycle, Diligent’s intuitive solutions make it easier for directors and executives to prepare, collaborate and discuss the issues that matter to their organisation.

We connect you with the insights that enable you to make an impact.

## About Diligent

Diligent leads the way in modern governance. We empower leaders to connect and share insights that enable them to make the best business decisions.

Our integrated cloud-based solutions enable organisations to enhance their governance framework and streamline their processes so that directors, executives and governance professionals can concentrate on the key issues.

With our origins in New Zealand, Diligent has grown to become a global company with clients in more than 90 countries. We’ve come a long way, but local expertise and award-winning service paired with rigorous security are still at the heart of our business.

## Diligent is here to help you thrive.

Trusted by over 1,000,000 leaders and 25,000 organisations across the globe



### Highest security standards

- 256-bit encryption
- Remote locking
- Two-factor authentication

### Industry leading support

- 24/7/365 support
- Award-winning service
- Unlimited user training

### Compliance attestations

- ASAE 18 audits
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