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Lessons learnt: How to task board members to earn their privileges? (<https://gulfbusiness.com/lessons-learnt-how-to-task-board-members-to-earn-their-privileges/>)

Homework can also be assigned to directors of a board, especially those non-executive, independent directors

BY RALPH WARD AND DR M MUNIFFER
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Recently, the managing director of a public sector organisation was telling us how unproductive and useless some nominated independent board members were. He was in need of project financing and in the board meeting when he sought help with possible personal connections, all of them suddenly got busy on munching snacks and sipping coffee. He was fuming for weeks post that, lamenting the poor contributions of his non-executive board members.

The external directors are inducted into the board to challenge the strategic direction and performance of the enterprise. They are expected to understand the strategy of the company with a more objective mind than the C-suite.

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In many cases the independent directors are also expected to bring in social and PR value to the enterprise. Contrary to what an average board members thinks, his or her role is not just ensuring compliance but assisting the finalisation of the strategy, putting in place the necessary financial and human resources needs to drive strategy, reviewing performance against the set targets, and setting the values and standards for the company and performing due diligence.

“The meeting is adjourned!” – as soon as the chairman says this, you check how long you have until your flight leaves (or in current times, log out of your Zoom or Webex session), and that is the end of board matters until it is time to prepare for the next meeting in three months or so.

That is the common approach, but it isn't the best governance. Think of how valuable it could be for the company if specific director tasks were assigned between board meetings to do research, make connections, strengthen the strategic alliances for the company, and assure internal controls. Homework is not just for students and early career executives. It can also be assigned to directors of a board – especially those non-executive, independent directors.

Here are some critical homework assignment ideas for board members:

- What if each member of your board built their own informal advisory board on your company? These are well-networked people – the director could reach out to contacts in your industry (and related fields) for intelligence, observations, or trends that could have an impact on the company. Draw up some “minutes” of this kitchen cabinet intelligence, along with the director's appraisal, and either route to the chairman before the next meeting or offer their own summary at the next board meeting.
- “Matters arising” is an always-irritating part of the board agenda. It refers to questions, decisions or discussion that went unresolved at the previous board meeting, and was either tucked into the next agenda, or more likely, just forgotten. Since the “matter” usually requires more information or research, a common approach is to ask someone on the management team to follow up, which is good, but here's a better take – assign a board member to act as a shepherd for the item. This director either keeps in touch with the manager who's working on the matter, or even takes responsibility for follow up herself. The info is tracked, research is done, contacts made, or it becomes apparent that the issue can't be resolved yet. In any case, by the next meeting, the “arising matter” gets a report, and sound decisions can be made.
- Suppose your CEO's board meeting report mentions a new client his VP-Sales is working to land. What if you, as the chair, assign a qualified and skilled board member to ride shotgun on the next sales call with this prospect (in-person or virtual)? The first impulse of the CEO and the sales team will be to groan at the idea of a boardroom

wingman sitting in. But think about it – younger growth companies make strategic use of board members’ mojo to deliver sales. Further, if you have the calibre of board talent you should when it comes to experience, savvy, and industry respect, why wouldn’t their presence be a strong plus in closing the client? These directors will also know when it’s best to keep their mouths shut.

· We have mentioned the following to a couple of boards in the past and some leading companies (especially in the retail sector) have laid out formal or informal “store visit” assignments for directors between meetings. We have forced them to extend this in another way. Stop by the store or work site unannounced to gain an unfiltered view of the business. Call up the sales, order or customer service line, or visit the website to judge the customer experience first hand. You can even push this into “undercover boss” territory, with board members riding along with delivery or service staff, sitting in the office or call centre. Then, ask the director to prepare a report on first impressions (without naming names).

· Are there artificial intelligence data opportunities you are missing in your marketing plans? Will the growing political stress with China derail your joint venture there? Is the Covid pandemic driving mergers in your sector and would you be an acquirer or target? Your management team may be overstretched for such strategic research, and outside consulting talent gets pricey. But, as we have written before, your board should include talent with deep industry experience and networks. What if the CEO assigned a consulting engagement for a key member to research the topic? Have your nominating and governance committee discuss parameters on this when recruiting members such as how much consulting time should be expected of a member before you need to pay them for their efforts.

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