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Board practices – the good, the bad and the ugly

In a recent webinar, members of the Board Effectiveness Guild talked about their experiences observing a number of board practices in the course of undertaking board reviews. In this article, **Alison Gill** reflects on decision-making, **Alex Cameron** considers what makes an effective (or less-effective!) Chair and **Ian White** looks at how effective board meetings operate in practice.

Decision-making

Effective board decision-making depends as much on relationships and leadership as it does on information and process. Boards are expected to make complex, high-stakes decisions and judgements which will have long-term consequences for the success of the organisation. In practice, strong decisions emerge from a combination of trust, high-quality strategic thinking, effective decision process and active facilitation.

Trust is a foundation of effective board decision-making. When trust exists between directors, and between the board and management, information flows more freely and difficult issues are raised earlier. Directors are more willing to challenge assumptions, admit uncertainty, and change their minds. In low-trust boards, discussions are often guarded, political, or overly polite, leading to superficial consensus and untested decisions. Empathy is the behaviour required to build trust. Empathy requires directors to ask genuinely open questions; to say what they really think and feel and to encourage others to do the same. Empathy builds shared understanding which in turn builds trust.

The Chair plays a critical role in stewarding decision quality. Before meetings, effective Chairs work with management to ensure that papers clearly define the decision required, outline realistic options, and highlight key risks and assumptions. Chairs often test whether issues are 'board-ready' and will push back when proposals are rushed or underdeveloped. This upfront discipline significantly improves the quality of board discussions.

During meetings, the Chair's facilitation skills are critical. Effective Chairs structure discussions so that all voices are heard, not just the loudest or most experienced. They actively draw out quieter directors, manage those who have a propensity to dominate conversations, and keep the board focused on the matter at hand. Facilitating interaction means that the Chair's role is to facilitate the dialogue between board members such that linkages, patterns and insights are drawn together in to shared concepts which are more powerful than the ideas first presented.

One decision-making process that can be helpful is to, at the start of the meeting, go round the table and ask each board member where they stand on a particular decision and why. Then, with this knowledge, the board can scrutinise the various options before drawing the decision to a close. This method typically deepens understanding and opens peoples' minds to explore the different perspectives more thoroughly. Doing it at the start of the meeting also sets the tone of openness and inclusivity – each person's view is heard.

Summarising effectively, in a non-judgemental way, is a key facilitation skill. Particularly, when a complex or controversial topic is being debated, confidence in the Chair's ability to facilitate is especially important.

In moments of tension, a skilled Chair maintains psychological safety while allowing challenge to continue. They summarise differing views accurately, test for real disagreement versus misunderstanding, and ensure that dissenting opinions are genuinely considered. When a decision is reached, the Chair helps the board 'land the plane' by confirming what has been agreed and ensuring collective ownership, even among those who initially held different views.

Effective Chairs must also use judgement as to when a conclusion won't be reached, for example, if more information is needed; if it becomes clear that certain members of the board need time to reflect; or if risks need to be properly scrutinised. Pausing for reflection allows board members to synthesise information, test if risks have been properly considered and whether assumptions are realistic. Particularly in cases where a board discussion has uncovered new insights or perspectives, board members may need time to reflect before being prepared to commit to a decision. Sometimes this may only need a short break, sometimes a longer period will be needed. In the case that there is an important decision to make, it is good practice to cover the decision early in the meeting, allowing the board space to reflect, returning to the decision, if need be.

After decisions are made, effective Chairs ensure that decisions are clearly recorded, responsibilities assigned, and follow-up expectations agreed. They also encourage reflection, on how decisions were made, particularly when outcomes differ from expectations. Reviewing decisions without blame, reinforces trust, promotes learning and helps to strengthen future decision-making.

Ultimately, effective board decision-making is about people working together in an environment of trust, guided by a Chair who understands how to balance challenge, inclusion, and discipline. Boards that get this right are better equipped to make sound, timely, and defensible decisions, even in the face of uncertainty and competing pressures.

Alison Gill

Chairing the board

The art of chairing a board

There is no agreed set of rules that all Chairs should follow in all circumstances that guarantees successful board operation. Boards are populated by a group of senior, experienced, individuals with strong opinions. Chairing is about corralling this disparate group to address the challenges that face the business. Effective chairing of the board process constantly reminds the board of its prime purpose – to ensure the longer-term sustainable success of the business.

Achieving this purpose is challenging – more art than science, and the behaviours demonstrated by the Chair are the key to success. An effective Chair needs to be respected by all board members, even when the individuals are in clear disagreement about the best way forward for the business. The art of chairing is being able to balance and manage the power and influence needs of each board member and focus the collective capability of the individuals on the right agenda at the right level of detail, and to gain support for agreed actions. Success is not found in a set of board procedures; success is enabled by the level of trust developed across the board. This is the responsibility of the Chair; it is no easy task.

Getting it right or wrong

If effective chairing is the art of corralling the efforts of experienced, opinionated individuals, then the Chair needs to be able to share their power productively with the executive leadership in the boardroom – the CEO. Poor examples of chairing have been evident when the Chair and CEO's way of operating in the boardroom does not effectively manage the power relationship between them.

A Chair that cedes control of the board process at meetings to the CEO damages the authority of the Chair and confuses/frustrates board members. This can happen where the CEO is a dominating presence on the board with a personal objective to limit the scrutiny that the board can provide. This dangerous scenario damages good governance and limits the ability of the Chair to manage board member contributions. In such situations, the board should look to the Senior Independent Director (SID) to give feedback to the Chair on their performance.

'Achieving this purpose is challenging – more art than science, and the behaviours demonstrated by the Chair are the key to success.'

Conversely power can be over-concentrated in the approach adopted by the Chair. Consciously or unconsciously the Chair can limit discussion and dominate board decision-making. In such situations the chairing excessively holds onto power, denying the input and influence of other board members. This creates a Chair who can be perceived to operate close to that of an executive CEO. In doing so, they subvert the authority of the legitimate CEO and limit the contribution of others. This approach can create division especially between executives and non-execs in the boardroom. Again in an effective board the SID will be required to step in to feedback to the Chair the impact of their approach and behaviour.

The Chair as the leader in the boardroom

The Chair requires strong relationships based on trust with each executive and non-executive board member. Their approach to chairing builds or destroys this trust. Engaging and involving board members in discussion is essential to build trust and establish respectful relationships. The Chair's ability to handle the inevitable conflict that can occur during complex board discussions is also part of the chairing 'art'.

The Chair needs to be able to maintain their authority as leader of the board process regardless of the situation in the boardroom. For this to be possible, all executive and non-executive board members need to respect the leadership of the Chair. So the credibility that the Chair creates through strong board relationships is critical. Chairing doesn't simply take place in the boardroom, an effective Chair invests by engaging actively with board members to enable the chairing process at board meetings.

Building those relationships, constructively handling conflict and sharing power and control are the essential components of the art of chairing. Most board members recognise when the Chair has their approach in the right place.

Alex Cameron

How effective board meetings operate

You might think, of course, that the Chair just walks into the boardroom at the beginning of a board meeting and is so skilled that it all goes to plan: material matters discussed and decided upon; everyone heard; no one dominates the conversation and everyone leaves the meeting content that the board is very effective. You'd be wrong of course. Like the best actors and directors, the most effective Chairs plan board meetings meticulously – most of the work takes place before the meeting itself by means of interacting with both other non-execs and executives. Things don't always go to plan however and that is the right approach as urgent matters will arise and you can never tell how board members might react to a particular matter: to return to the acting analogy there isn't a perfect performance. Which is a nice segway into outlining a few principles I have seen in board effectiveness reviews which make board meetings effective.

- First, really effective boards don't insist on executives bringing a completely finalised matter to the board for decision. Sure, they don't want something that hasn't been thought out but as one really effective Chair I interviewed pointed out it is the role of the board to guide – through a mixture of constructive challenge and support – the executives on matters, to help reshape them so the ultimate outcome is a better one. That may mean a particular matter coming to the board two or three times before it is finally given the go ahead.

- Secondly, the effective board realises it can't do everything. There is a tendency for many boards to have a huge agenda – at observations I always have a sense of dismay when the Chair starts by saying: 'Right we must start as we have a very heavy agenda today'. That usually means the board is digging down into too much detail or dealing with the matters that should be considered by the executive committee or even at a more junior level (a common theme of board reviews is that it is not just the board which is too operational but also the exco). As a board member, you have to learn to say no not only to things you don't want to do but also to things that you might like to do. Prioritisation is essential for board meetings to operate effectively. It is why it is important to have a (succinct) Matters Reserved policy – and with this it is as important (if not more so) to determine the things the board won't deal with as well as those that it will discuss.

- Thirdly, full engagement is vital. If you think about it, even if a board meets 10 times a year (too much in my opinion) the amount of time directors are actually sat around the boardroom table is still quite short. However, many board members still find it difficult to keep fully engaged. In my board observations I often see directors on their phone or checking emails from other companies they are on. On one occasion I sat next to a director looking at his holiday photos as the meeting progressed (I am not joking!). Whether you like it or not, you can't multi-task and given the importance of active listening, you need to be fully engaged on the matters being discussed. It is why having sensible breaks is important – again too many boards have four- or five- hour meetings with only a five-minute break in between (or no break). We all get tired and directors are no different. Having regular breaks will help to keep board members more engaged. Equally, while board meetings should not be excessively formal, if they are too relaxed attention can wane pretty quickly.

- Fourthly, having a review at the end of each board meeting to determine what went well and what didn't can be very helpful in enhancing board meeting operation. Many boards do this but it is often very rushed with little structure. Allow 10 minutes or so and have some clear open questions – maybe two at each meeting. And it is important to record some of the findings so that the Chair and company secretary can record progress. This also helps with both the internal and external board effectiveness reviews.

- Finally, it all really comes down to how effective the Chair is running board meeting (ably supported by the company secretary). That is worthy of an article on its own so I am not going to labour the point here. However, if I had to highlight anything it is that really effective meeting Chairs frame matters well and then sit back and allow the discussion to take place amongst the non-execs and executives. They may give their opinion at the end but often really good Chairs don't feel the need to do so and just sum up the feeling of the board. The important thing is that they haven't tried to influence the other members with their views by talking first but rather have acted as a skilful facilitator.

There are lots of other factors that make for effective board meetings but we live in a world where less is more so I will leave it there for now!

Ian White

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Alison Gill is a founding director and CEO of Bvalco. She designs and delivers external board reviews, with a particular emphasis on the human behaviour and dynamics elements that can contribute to, or undermine, board effectiveness. She is a key Faculty Member for the Financial Times Non-Executive Director Diploma.. https://www.bvalco.com/

Alex Cameron is a board evaluator and leadership consultant. He has over 30 years' experience working with senior executives and boards to enable their individual and collective performance. As a founding director of Socia Ltd in 2002, Alex has built a strong reputation enabling boards to collaborate effectively, build strong reputations with their stakeholders and meet the demands of an increasingly complex governance environment.

Ian White is a consultant specialising in board effectiveness reviews. Earlier on in his career he had 20 years' experience in executive roles (mainly as general counsel/company secretary). As well as his board work Ian is an APECS Certified Professional Executive Coach and trained as a Team Coach with Meyler Campbell; and is a CEDR Accredited Mediator. He is also the Course Director of the Cranfield Non-Executive Director Programme and consults on leadership matters for in-house and private practice lawyers. More information at www.ianrobertwhite.co.ukian@ianrobertwhite.co.uk

They are all founder members of The Board Effectiveness Guild, a group of experienced and independent board evaluators who have come together to enhance the value of board effectiveness reviews by sharing best practice with each other and contributing to the wider debate on excellence in corporate governance. Find out more at www.boardeffectivenessguild.co.uk

This article is based on a webinar they delivered in January 2026. If you missed the webinar you can access it here https://www.governance.co.uk/webinars/

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