HAWKAMAH
THE INSTITUTE OF GOVERNANCE

SETTING THE AGENDA

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By Sadia Ghauri-Malik

ABOUT HAWKAMAH

Hawkamah, the Institute for Governance, remains dedicated to championing excellence in governance practices within the Middle East and North Africa region. Founded on a mission to promote transparency, accountability, and integrity in corporate entities, Hawkamah is a trusted advisor and a catalyst for positive change in the business landscape. With a commitment to fostering a culture of good governance, Hawkamah offers a diverse range of services including research, training programmes, conferences, and advisory services tailored to meet the specific needs of corporations, regulatory bodies, and professionals. Hawkamah plays a pivotal role in shaping the future of corporate governance, driving sustainable growth, and enhancing investor confidence across the MENA region.

INTRODUCTION

The board meeting agenda serves as a roadmap for meeting organisers, providing as the linchpin for fostering effective discussions and facilitating decision making. The formulation of a well-constructed agenda is essential to ensure that the board focusses and prioritises important agenda items with sufficient time for discussions.

The purpose of this guide is to explore the process of designing the agenda to ensure and maximise the overall effectiveness and efficiency of board meetings.

AGENDA AND ITS PURPOSE

A board meeting agenda outlines the items, topics, and issues a board needs to discuss during a board meeting, with a timeline for each agenda item.

The agenda's pivotal role is in structuring and guiding board discussions throughout the meeting to guide the meeting in the direction that will best serve the strategic needs of the business. It is a fundamental tool for the Chair to maintain the board's focus during a meeting, setting parameters for discussion. While each board typically customises its agenda to tackle specific company concerns at the time, there are items that commonly form part of the annual board cycle and are broadly incorporated across most agendas.

Typically, these contain a range of key topics, including strategic discussions, financial updates and annual budget discussions, performance evaluations (covering the board, committees, and the CEO), governance, risk and compliance discussions, operational matters and updates on key policies.

WHY GETTING THE AGENDA RIGHT MATTERS?

The agenda determines how the board spends its time as a collective.
By thoughtfully structuring the agenda, boards can maximise their effectiveness, ensure appropriate fulfilment of responsibilities and enable a smooth and purposeful progression through the meeting's agenda items. A well-structured agenda also creates clear expectations for each board member, contributing to the overall efficiency of board meetings, allowing for streamlined deliberations and informed decision-making. Creating an emphasis on the key matters on an agenda, ensures that sufficient time is allocated for those matters requiring the board’s focussed attention, enabling matters to be addressed with the depth they require. This allows for robust deliberation on key topics, promoting effective decision making and ultimately promoting organisational success.

Prioritisation, Focus and Decision-Making:

The agenda serves as a strategic roadmap, delineating and prioritising the specific topics and issues that warrant discussion and decision-making during the meeting, thereby establishing a clear focus for discussions. By allocating specific time slots for each agenda item, the agenda prevents meetings from running excessively long. In essence, creating the right focus explicitly steers the board, informing where the board will spend its time in discussions, fostering a purposeful approach to board engagement. This ensures that critical issues are addressed as a priority. The agenda, as a strategic tool, guides the board in identifying and addressing critical issues, preventing them from being overshadowed or overlooked amidst topics that do not warrant board discussion. Given the number of issues and limited time that the board has to deal with them, it is important that the items included in the agenda are ready for board review. If the item is not developed enough for productive discussion and/or more information is needed to enable meaningful board input, it may be appropriate to delay agenda inclusion until a later meeting.

Preparation

A well-structured agenda enables the Board members to prepare with the necessary focus by providing them with a heads-up of matters that are being prioritised by the Chair for their consideration. Board members can familiarise themselves with the key issues at hand, review relevant documents, request additional clarification where required and come to the meeting well-informed and able to contribute to deliberations.

Driving behaviours and Inclusion

In addition to serving as a roadmap for discussions, the board meeting agenda serves to shape boardroom behaviours. By creating a clear structure through specific topics and providing an indication of timing for each, and setting the expectations from the Board (i.e. what action is the Board required to take - is the paper for noting, discussion or approval), the agenda helps to drive Board behaviour.

The agenda sets expectations for board members, influencing their engagement with the deck, preparedness, and meeting participation. This structured framework encourages positive behaviours such as active listening, collaboration, and thoughtful contribution.

Clarity

By clearly delineating the order of business, time allocation for each item, specific matters to be addressed and the requested action from the Board (i.e. approval/ noting / discussion), the agenda minimises ambiguity on expectations and provides clear direction for adequate preparation. This clarity ensures that all meeting participants, including board members, management and presenters, have a common understanding of the meeting's focus. Through this clear outlining of expectations of each item to be discussed, the board meeting agenda plays a pivotal role in promoting transparency, ensuring that all pertinent issues are brought to the fore, and reduces the risk of inadequately reviewing critical matters.

WHO SETS THE AGENDA FOR BOARD MEETINGS?

The agenda is usually prepared by the Company Secretary in consultation with the Chair, and with input from the CEO. The Chair, as the designated custodian of the board agenda, leads on the content and bears the responsibility of overseeing its preparation. The Chair approves the agenda prior to this being shared with the remaining directors. Most Chairs will invite the other directors to contribute ideas for the agenda. This may happen annually, before each meeting or both. The Chair, however, has the final say on the agenda content.

KEY CONSIDERATIONS WHILE DRAFTING THE AGENDA

In general, a good agenda will list all the items of business and specify what you expect from the Board whether it is a decision, a discussion, formal acknowledgement that an item has been before the board. It could also be that an item has been before the board, but it could also be something that does not require a decision but rather requires the Board's attention and formal acknowledgement (potentially due to content or for regulatory purposes). Matters for information should per se not be on the agenda. Prior to drafting the agenda there are multiple aspects to consider.

1- Referencing and reviewing preceding board meetings

The development of a new agenda typically involves referencing and reviewing the agenda and minutes from the preceding board meeting.

Follow ups from the management

The company secretary liaises with the management on any follow-ups from the previous meeting and whether there are any new or emerging items for discussion to be included in the agenda.

Refer to Annual agenda planner

When crafting the agenda, the main aspect to consider is the annual agenda planner.

The annual agenda planner is a separate document from the board meeting agenda. It is more than a compilation of board and committee meeting dates. The annual agenda planner contains the board's reoccurring actions and agenda items that are generally scheduled to take place at predetermined times, as per the requirements of their terms of reference or delegated authority.

The annual agenda planner enables proactive planning, aligning the board's objectives with the organisation's strategic goals. By creating this planner for consideration in the drafting process, the board ensures that both it and its committees are well positioned to cover their mandate and objectives in a structured and organised manner that addresses both immediate concerns and long-term objectives.

Agenda item requested by board members

The draft annual planner can be shared with the Board and request input as well as seeking input at a preceding meeting for any input on next agenda. The company secretary will then discuss these items with the Chair. Once these are approved by the Chair, the company secretary will add them under the Consent Agenda Items or Any Other Business (AOB), depending on the nature of the topic for discussion during the Board meeting. Once the agenda is finalised, management will be informed immediately to prepare necessary reports for the additional items.

If the Chair consistently rejects the agenda item requests from a particular board member, it can negatively impact the dynamics of the board. Hence it is important for the Chairs to communicate transparently and provide explanations when choosing not to include the requested items on the agenda.

2- Prioritise critical topics: The most important items on the agenda should be given priority

Prioritising the most crucial items for discussion ensures that the board addresses pressing issues and strategic decisions with the attention and energy they deserve.

Simultaneously, not spending too much time on items that do not require extensive discussion creating balance, allowing the board to navigate both the strategic imperatives and the collaborative aspects of its responsibilities with thoughtful consideration.

3- Ensure an optimal order of items

The sequencing of agenda items impacts the flow and efficiency of a meeting. Dispensing with administrative matters (such as quorum, declarations of conflicts of interest) upfront in an expeditious manner (not allowing any meaningful time for discussion), can set the tone for the Board to focus on more critical or strategic discussions whilst the Board is still fresh at the start of the meeting. This arrangement fosters engagement, ensuring that participants are energised for substantive deliberations. Additionally, organising items in a logical order can both facilitate seamless transitions between topics, allow for grouping of similar items and enhancing the board's ability to address issues cohesively.

4- Include sufficient breaks

By thoughtfully crafting an agenda with ample breaks, at appropriate intervals the Chair and company secretary demonstrate a commitment to the productivity of board members and overall well-being .It ensures that unscheduled breaks are not required during critical discussions, enhancing the discussion process and meeting flow.

5- Allocate timings for each agenda item

Allocating timings for each agenda item ensures that items are accorded the necessary and appropriate time for discussion and consideration. By assigning a time, the Chair creates a disciplined and well-organised meeting and guards against potential overruns that could hinder the comprehensive exploration of critical issues.

6- Detail Presenters

Providing details of those presenting an item on the agenda is both a useful reminder to the Chair and provides board members with insight on those responsible for presenting an item, creating a more personable platform for discussion.

7- Specify item for information, discussion, or approval

This deliberate categorisation sets the tone for the board's engagement with each item. By providing clear direction on the expectations of the Board, it also helps board members with their preparation.

Information items provide essential updates without the expectation of immediate action or input, but require formal tabling at the meeting. Other information items should be socialised with the Board in an alternate manner.

Items for discussion items invite collaborative exploration and sharing of perspectives.

Items marked for approval signal that Board is being requested to consider, and if deemed appropriate, approve a proposal.

By distinguishing the required action from the Board in relation to each of the agenda items, the agenda becomes a roadmap, guiding board members through the level of engagement required and ensuring that the appropriate attention and time is devoted to each item.

8- Discuss with CEO and Chairman

When drafting the agenda, collaborating with the CEO ensures that the Board is kept up to date with relevant insights into operational priorities, key initiatives, and emerging challenges within the organisation. This ensures that the agenda supports both the immediate needs as well as the strategic direction of the company.

Consulting with the Chair is essential firstly as he is the custodian of the agenda and secondly to incorporate governance-related considerations, overarching strategic goals, and any specific areas of emphasis for the board.

This collaborative approach enhances the relevance of the agenda and fosters a sense of shared ownership and alignment between the Board, the executive and governance functions. Input from both the Chair and CEO contributes to a well-rounded agenda, addressing operational imperatives and strategic considerations.

9- Keep it flexible

Leaving room for flexibility allows a dynamic response to emerging issues or unexpected matters requiring the board's attention. Incorporating buffer time or open discussion slots within the agenda framework ensures that the board can address unanticipated matters without sacrificing the planned discussions for other agenda items. This adaptability not only enhances the board's responsiveness to changing circumstances but also fosters a more agile decision-making process. it is an acknowledgement that the board operates in a dynamic environment, enabling members to navigate evolving priorities and emerging challenges effectively while maintaining the overall structure and focus of the meeting.

10- Any other business (AOB)

Many agendas end with the agenda item "Any other Business" to keep the agenda flexible and allow for ad hoc items to be raised. These could be an item which wasn't on the agenda but requires some discussion due to timing, or items for inclusion in a future agenda.

An AOB agenda item can invite directors to discuss items which may not be relevant or might not have been adequately prepared.

An AOB agenda item should be used with caution and there should be clarity on its purpose and how it can be used. The Chair should make it clear that it is not to take key decisions where there has not been an adequate amount of time for preparation. Otherwise, this can be disruptive to boardroom dynamics if directors feel pressurised into making a decision in the absence of adequate consideration.

Also, keeping an AOB item on the agenda may create a reliance on a "catch-all" for lack of proper planning, rather than adhering to a more disciplined and organized approach to agenda-setting.

Hence, it's strongly recommended to replace the AOB section and give directors an opportunity to raise any outstanding concerns that they may have on items already on the agenda or to suggest items for inclusion on a future agenda.

DO…..	DON'T……
✓ Use your agenda as a strategic tool	x Leave agenda finalisation too late for paper preparation and timely distribution of pack
✓ Prepare an annual planner to ensure meeting objectives and fulfilling duties	x Leave too little time on the agenda for discussion of key items
✓ Update the planner regularly , for new and changing circumstances, and post each meeting with matters arising requiring an agenda spot	x Forget to include names of people presenting each agenda item and other attendees, noting the executive sponsor
✓ Structure your agenda, prioritising key issues for decision or discussion	x Include agenda items that can be covered in a more efficient way outside of the agenda
✓ Provide a time allocation for each item – to guide members and presenters	x Don't create an agenda that is inflexible from a timing perspective – anticipate over runs
✓ Include sufficient breaks at appropriate times, to ensure meeting flow and to maintain focus	x Use "Any Other Business" to make key decisions in the absence of sufficient consideration
✓ Specify purpose of and action required from the Board: Approval/ Discussion/ for Noting	x Forget to include the next meeting date and timing
Get input from the executive (CEO/others as appropriate) and finalise agenda with the Chair	x Miss the opportunity for feedback on the agenda – either at close of meeting/ immediately post / as part of evaluation
✓ Ensure that the meeting starts and finishes as published	

Conclusion

The development of a well-structured agenda is a multifaceted process requiring careful consideration of key aspects as set out above. Through a well-thought-out process of agenda formulation, the Chair and board are positioned to address immediate issues as well as supporting a focus on the matters impacting the organisation's long-term success.

Model Agenda

Date:

Time:

Location:

Present

Board Members:

Name Present Board Members

Board Members attending via Video Conference are marked with a * behind their name

Apologies

Management Attendees

The name of the CEO

The name of the CFO

The name of the CRO

The name of the HR manager

	Time Allocation	Item for Approval or Noting
• **Meeting Administration**		
• Quorum and Commencement of the Meeting – Chairman’s comments		Noting
• Conflict of Interest Declaration		Noting/Approval
• Review and approve the Minutes of the Board Meeting held on dd/mm/yyyy		Noting/Approval
• Update on Action Items from the previous Meeting/s		Noting
• **Standing Agenda Item**		
• CEO report		Noting
• Finance Report		Noting
• Auditor report		Noting
• Strategic Report		Noting

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Visit
www.hawkamah.org.

Dubai International Financial Centre, The Gate Building, Level 14,
P.O. Box 506767 Dubai, U.A.E.