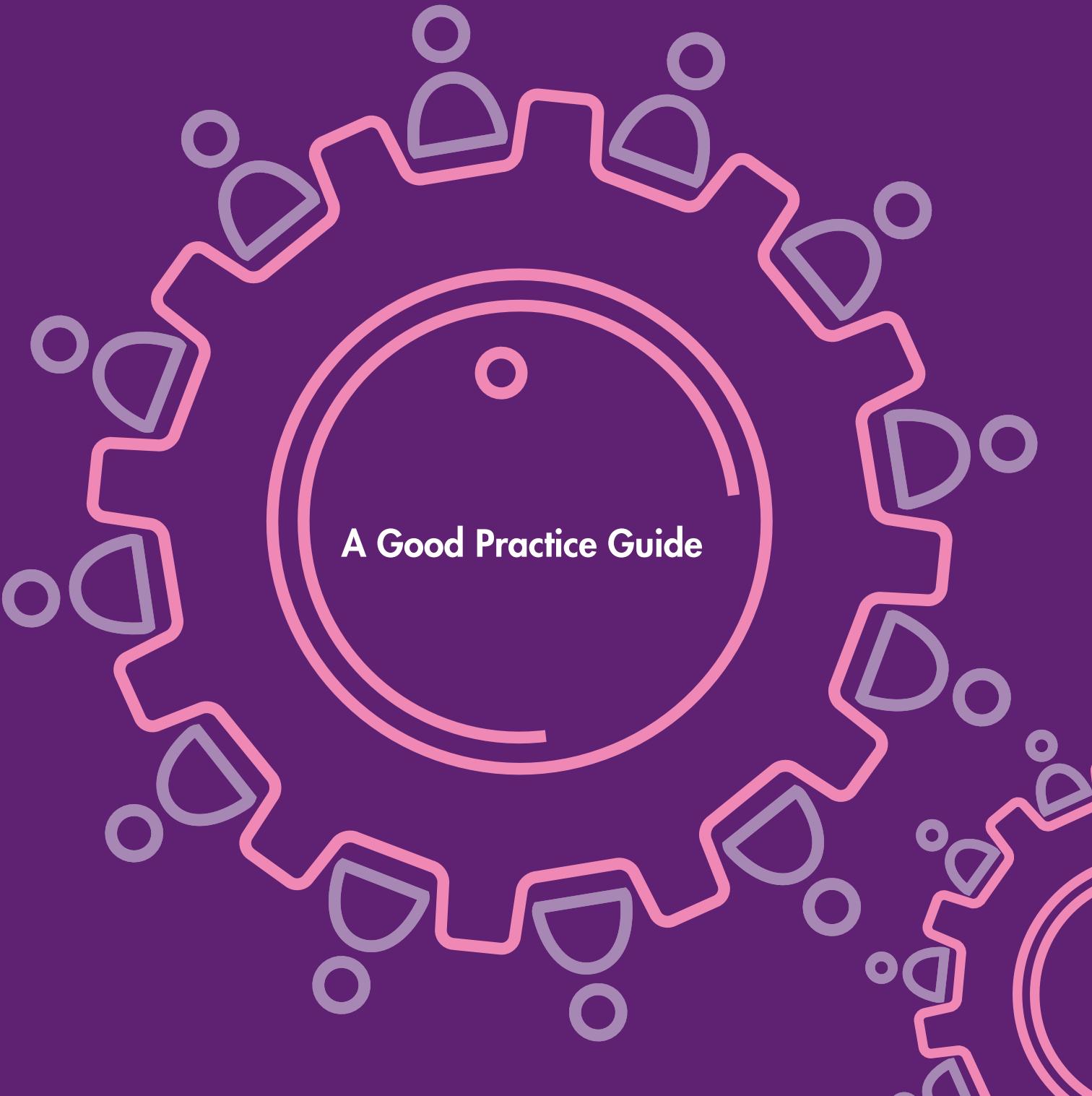
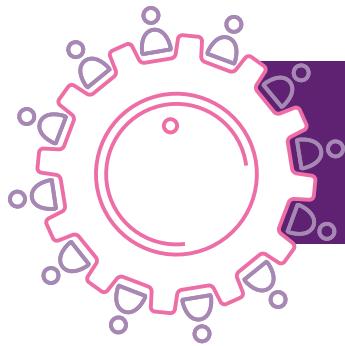


Board Effectiveness



A Good Practice Guide

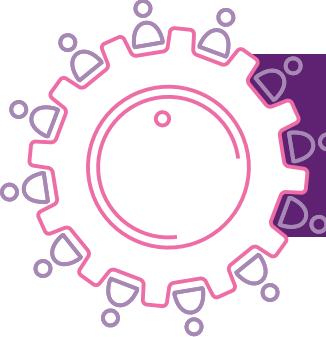


Northern Ireland Audit Office

Board Effectiveness

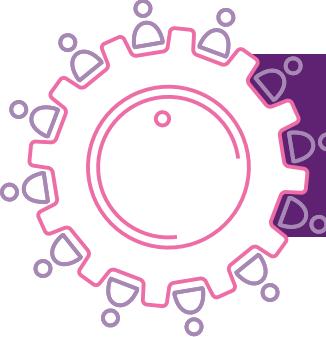
A Good Practice Guide

June 2022



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Foreword

In November 2016 my Office published the first version of this good practice guide on board effectiveness. It has proven to be a very useful tool for both new and experienced board members. This refreshed version aims to build on this by offering new recommendations and reviewing the progress that has been made on key issues.

This refresh comes at a time of considerable change in the environment in which boards operate. The pandemic required boards to adapt and change at pace and deal with significant uncertainty. Now that we are emerging from a long period of extensive remote working, the visibility of the board, their ability to model the culture of their organisation and demonstrate collective leadership will be more important than ever. The significance of effective boards cannot be emphasised enough; they are a key component to the successful operation of any organisation through the provision of high quality support and constructive scrutiny of the executive team.

In the original iteration of the Board Effectiveness Guide, use of technology was highlighted as a key weakness in the operational effectiveness of boards. Circumstances have pushed this issue to the forefront and it is good to see that boards have reacted wholeheartedly to the changes.

Since we published our last guide there has been much fresh thinking on how to improve the quality and effectiveness of the relationships between government departments and their arm's length bodies. One significant innovation has been the introduction of partnership agreements which are intended to redefine relationships and provide clarity on roles, allowing an arm's length body and its department to become mutually supportive with a common purpose. Notwithstanding the challenges of the pandemic, progress in implementing meaningful partnership agreements across the public sector here has been limited so far. That is why this guide puts a particular emphasis on highlighting the benefits of such agreements to arm's length bodies, departments and their stakeholders.

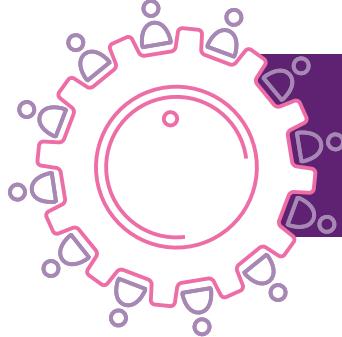
One other point I would especially emphasise is the importance of having more truly independent high calibre non-executive members on departmental boards. At present executive members vastly outnumber non-executives on these boards, and it is important this balance is addressed to bolster scrutiny and enhance the challenge function of boards.

I hope you find this guide a quick and easy way to access clear and concise advice to maximise board effectiveness and I wish all parties every success in delivering fundamentally sound good governance and accountability.

Kieran Donnelly CB

Comptroller and Auditor General

June 2022



Executive Summary



Characteristics of an effective board member

- Committed and attentive
- Engaged
- Objective and unbiased
- Provides support and constructive challenge
- Acts with integrity (and in line with public sector values)
- A good negotiator and facilitator
- Possesses skills which complement those of other members
- Accountable
- Respectful
- Builds relationships with other members and key stakeholders
- Mindful of the agreed strategic direction



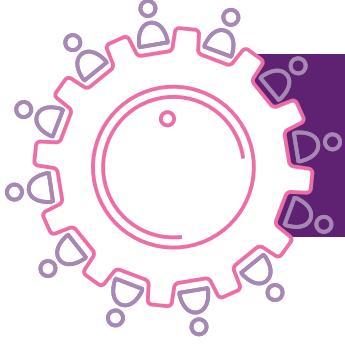
Characteristics of an effective board

- Diverse
- Appropriately sized
- Strategic
- Confident in its decision-making
- Open, transparent and trustworthy
- Maintains robust procedures
- Invests in its own training and development
- Reflective and evaluative
- Dynamic and fluid
- Underpinned by trust and professional respect
- Unified – whilst allowing for debate
- Focused
- Challenges own performance
- Visible



Characteristics of partnership agreements

- Relationship document
- Supersedes the Management Statement Financial Memoranda
- Recognises and clarifies the distinct roles of each party
- Joint endeavour towards a common purpose
- Mutually supportive and understood
- Document of accountability
- Brings benefits such as enhanced communication, mutual understanding and more cohesive working
- Complements the guiding principles of proportional autonomy
- Subject to review and evaluation



Executive Summary

1. Within the public sector context there are a number of organisations that operate to a greater or lesser extent at arm's length from ministers and their parent departments. These specific bodies are generally referred to as Non-departmental Public Bodies (NDPBs) and are managed by a board.
2. The main purpose of the board is to provide effective leadership, direction, support and guidance to the organisation and to ensure that the policies and priorities of ministers and the Northern Ireland Executive are implemented (Department of Finance, 2010).
3. The importance of effective boards in the current climate of change and transformation cannot be emphasised enough; they are a key component of the successful operation of an organisation through their dual role of support and scrutiny.
4. The most effective boards are:
 - proactive;
 - a conduit for working in partnership with relevant stakeholders;
 - active in working with executives and holding them to account;
 - a driving force in achieving delivery against an organisation's mission, vision, values and objectives, especially by embedding corporate values and behaviours, and by creating the right culture;
 - alert to risk and changes in the organisation's operating environment; and
 - firmly focused on strategic issues and the organisation's impact on wider society.
5. The Regulation and Quality Improvement Authority case study in Part 3 outlines the serious issues that can arise if the principles of effective board governance, highlighted in this guide, are not followed. The implementation of partnership agreements is a significant way to recalibrate the relationships between NDPBs and their parent department with the intention of addressing governance issues.
6. There are currently over 1,000 board positions within the Northern Ireland public sector and there are many individuals who aspire to become board members (NISRA,

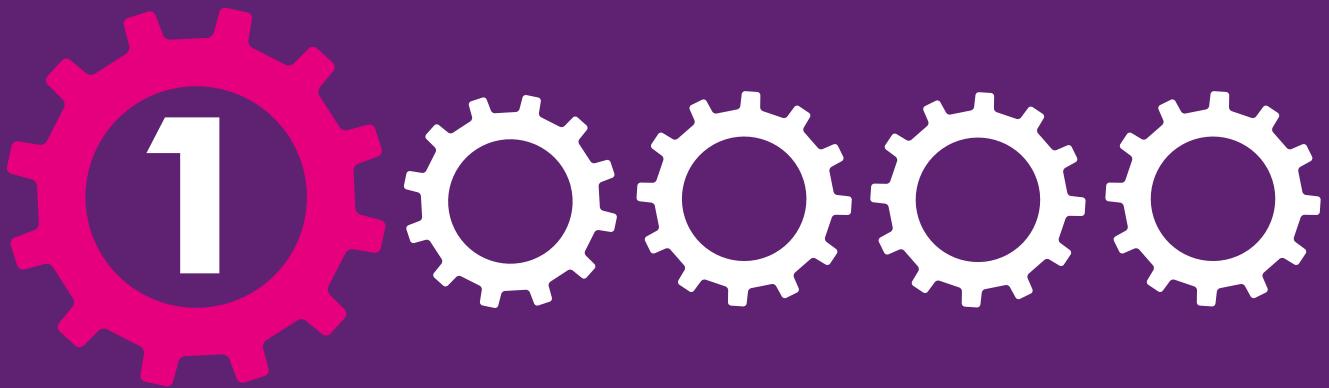
2022). This guide should be useful for current and potential board members, as well as departmental staff administering public appointments, ministers, senior civil servants who are involved in managing relationships with arm's length bodies (ALBs) and chief executives. The content is primarily targeted at NDPBs. Many of the general points and good practices outlined are, however, equally valid for departments, health trusts and other governing bodies, such as colleges and school governors. For example, departments should aim to address the existing imbalance in composition between executive and non-executive membership on departmental boards to bolster the scrutiny and challenge function.

7. The intention of this guide is to offer ways to improve and enhance board effectiveness by building upon the best practice, research and suggestions from the initial guide published in 2016 as well as new suggestions from a recent NIAO survey. The guide is not prescriptive or definitive but rather a quick and easy way to access some clear and concise advice.
8. A board needs to be discerning when considering the application of this guide i.e. what is practical and proportionate in the context of the organisation's role, remit, size and complexity.

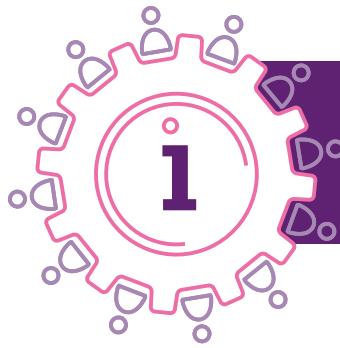


What this guide covers

- Building a Board
- Developing a Board
- Roles, Responsibilities and Relationships
- Operating a Board
- Evaluating a Board
- Board Pack (sample documents)



Building a Board



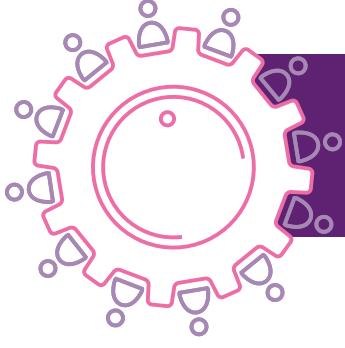
Building a Board

What is the optimal composition of a board?

- 1.1 Composition matters when it comes to the effective and competent performance of a board. A board's performance will benefit from recruiting individuals with the requisite knowledge, skills and expertise.
- 1.2 Perhaps the most common question people ask about boards is 'How big should it be?' The response to this question is 'It depends'. The average size of an NDPB board in Northern Ireland is eight (NISRA, 2022).
- 1.3 There is no actual number of board members to which all organisations should aspire. There is no 'one size fits all'. There have been suggestions that the optimal board size as far as decision making is concerned is somewhere between five and eight members. However, it is not that simple and consideration should be given foremost to skills rather than size.
- 1.4 The number of board members should be proportionate to the size and complexity of an organisation. For a small to medium sized organisation with relatively straightforward strategic aims, consideration should be given to an optimal board size of five to eight. However, for larger more complex organisations, board size may grow. A board in this context should think about limiting size to somewhere in the vicinity of 15 members.
- 1.5 In other words, when building a board, it should be sufficiently large to carry out its responsibilities, without unnecessarily limiting its effectiveness with excessive numbers that inhibit individual engagement and involvement for board members. However, an ideal number should not prevent spaces on a board being made available for additional less experienced members to join. This gives new members time to learn and develop, enabling them to become fully contributing members before other, more experienced, members' terms expire. In the context of an NDPB, the parent department and minister are the key drivers in building the board, but consultation between the chairperson of the board and chief executive ensures size and composition are informed by the board's assessment of itself.
- 1.6 The board of an NDPB, in conjunction with the parent department, needs to carefully examine its purpose as set by the minister and how this impacts on the precise size. Factors to consider are:



- **Functional requirements** – in terms of professional expertise, does the board have members to help with strategic priorities or to bring needed expertise to the board? Over the last five years the emphasis on certain technical skill sets has risen. Board members must now be able to tackle risk, finance and technology with greater agility. Such requirements have become a common denominator for all board members. In addition, it is important to have members who have experience specific to their organisation and who are able to deal with any complex or technical issues that arise.
- **Diversity requirements** – in terms of age, ethnicity or gender, does the board have the right variety of viewpoints and dialogue on critical issues? There is a consensus that boards need more than retired executives. Members from diverse backgrounds bring a much-needed currency to the boardroom. The Northern Ireland Executive has set targets for equal representation of men and women on public body boards.
- **Representational requirements** – in terms of the stakeholders in the organisation, does the board include local government representation, community representation etc.? These representatives can bring life experience and a broader background to the role, although their primary focus should be on the organisation rather than their representative voice. As with diversity, the question is what representation is needed to help the board fully understand the issues and options it is facing.
- **Regulatory requirements** - in terms of membership requirements, does board membership comply with any relevant legislation? For example, as per the Education Act (Northern Ireland) 2014, schedule one, the Education Authority is required to have 20 members plus a chair. Of these, eight are political members and 12 are representatives of the various school types in NI.



Building a Board

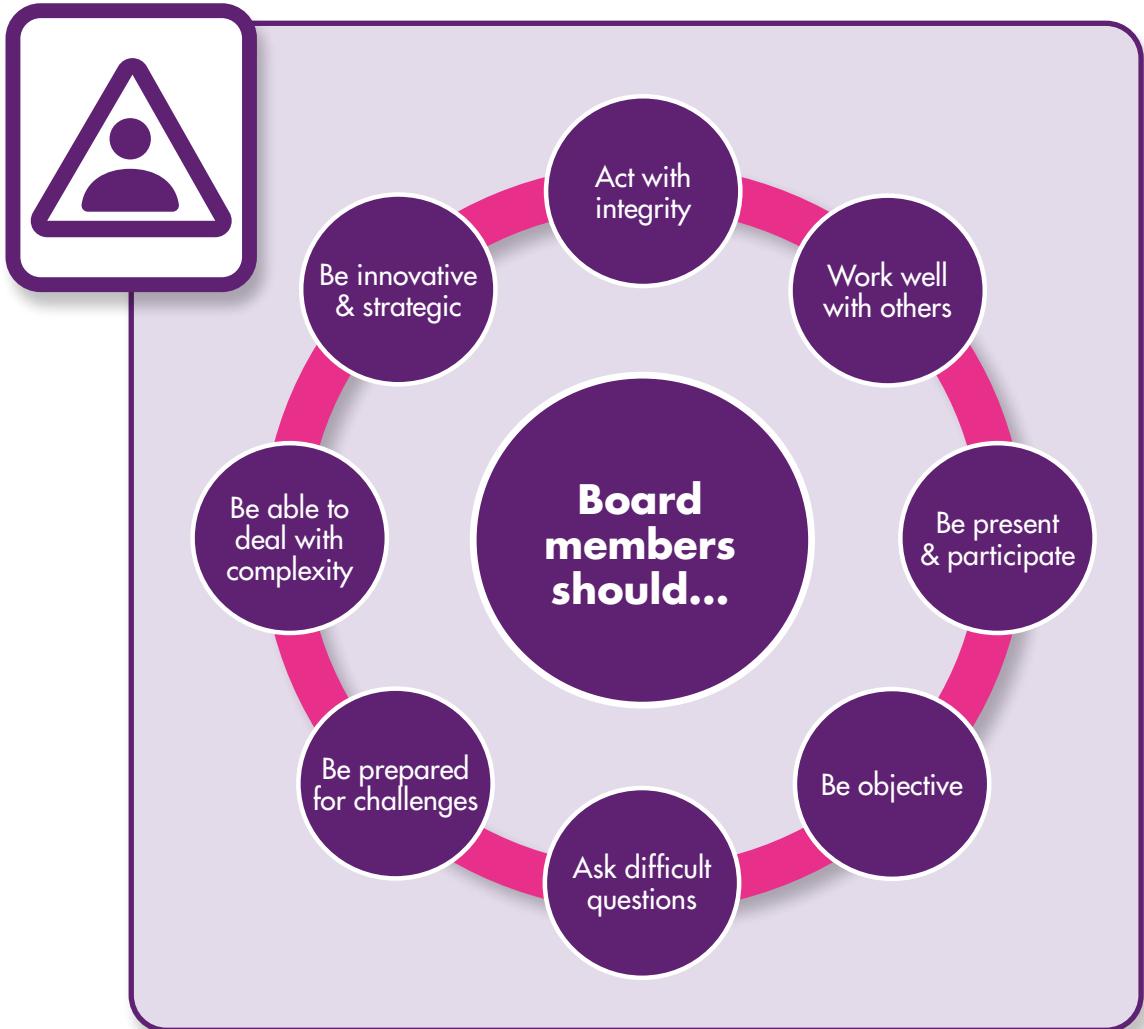
- 1.7 In relation to regulatory requirements, if the size of a board becomes difficult to manage, the legislation should be subject to review by the parent department, in conjunction with the minister, to ensure it remains fit for purpose. Consideration should be given to having legislation which is less prescriptive as to size, to allow greater flexibility.
- 1.8 The minister and the parent department, in consultation with the board, need to determine the right size. Before settling on a final number they should consider two pertinent questions:



- Have we designed a board of sufficient size that can carry out all the requisite functions, including committee work, without overburdening the individual board members?
- Have we designed a board that will allow all board members to stay personally engaged and interested in the responsible activities of the board?

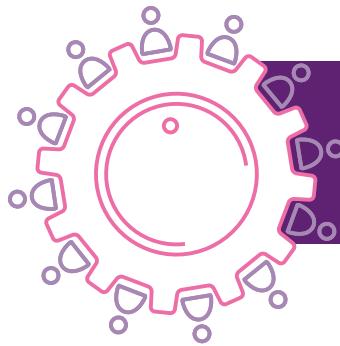
If the answer to both these questions is 'YES', this would suggest the size of the board is probably right.

- 1.9 Where a large board is being developed, or is already in place but with no clear rationale for its size, a simple tool that might help to identify potentially unproductive members is a board overview matrix. This tool is also of benefit during succession planning and gap analysis. A copy of the matrix is attached at **Annex 1**.
- 1.10 Whilst it is important a board contains members with the necessary requirements in terms of functional skills and experience, the significance of personal attributes cannot be ignored or underplayed, such as working exceptionally well with others. Certain types of people will benefit the operation and decision-making of a board. Thought needs to be given to how such attributes can be assessed as part of the appointments process and how they can be developed throughout the member's term of office.
- 1.11 When board members are recruited with the vital 'X-Factors' i.e. skills and attributes, they should be encouraged to articulate their views and ideas, commanding respect when they speak. The underlying intention is for the knowledge and expertise of the member to be transferred to other members, so enabling greater understanding and challenge by the board and the right questions to be asked of management. Such an approach will ensure skills and attributes are nurtured and developed.



Appointment process

- 1.12 The appointment process, grounded in the merit principle, is paramount when building a successful, sustainable board. The appointment process needs to attract and recruit a sufficiently diverse pool of people to serve on boards. Although the final appointment decisions rest with the respective minister, timely and direct engagement from the chairperson can help better inform the minister's decision.
- 1.13 Successive Commissioners for Public Appointments for Northern Ireland have been strong advocates for greater representation/diversity on boards. The aim is to promote board opportunities to a wider audience and to help make it easier for individuals to apply to become a board member.
- 1.14 The Code of Practice for Ministerial Appointments in Northern Ireland was updated in 2016 to ensure ministers are made aware of the gender breakdown of the current membership of



Building a Board

the board to which they are appointing. Ministers receive this information at the outset of the competition and again when they receive the list of suitable candidates before an appointment is made.

- 1.15 The appointing department must also make the minister aware of the agreed NI Executive targets on diversity in public appointments. These targets only relate to gender but this is a step towards putting representation/diversity at the forefront of the appointment process. The Chairs' Forum has advised that it is dedicated to working closely with the Commissioner for Public Appointments for Northern Ireland and with voluntary and community based organisations to enhance diversity on boards.
- 1.16 Whilst achieving gender diversity and greater representation remain priorities for the NI Executive, progress has been limited. Recently published statistics by NISRA show that, of the 528 board appointments where gender was known, 38 per cent were female and 62 per cent were male (NISRA, 2022). However, a recent NIAO survey suggests that some boards are making more progress than others towards achieving greater diversity on gender and religious grounds.



"With no functioning Executive in place for the full period covered by this report, the absence of Ministers to perform their role in the public appointment process has had an adverse impact on the making of appointments."

(NISRA, 2022, p.6)

- 1.17 Good practice should be built on an open and equitable appointment process. Open dialogue and interfacing between the minister, permanent secretary of the department and chairperson and chief executive of the NDPB should help provide clarity and understanding, and prompt voluntary action in advance of any further changes to the Commissioner's Code of Practice. This will help boards operating in increasingly complex environments to grow in efficiency and effectiveness.

How much time does it take to be a board member?

- 1.18 Time commitment will vary from board to board, but the description for the post should include a realistic approximation of the time commitment expected e.g. number of hours for reviewing materials, attending board and other committee meetings (as appropriate) and any other tasks. The time commitment should be reiterated in the appointment letter. It is essential that board members fully appreciate the time commitment before accepting a position. **Becoming a board member is not about being a member of an exclusive club. The role is a professional and public responsibility and must be treated as such.**

- 1.19 Board members must be able to give the requisite time to each board upon which they sit. It is vital that both the board member and the organisation keep this under review and take immediate action should the time commitment not be invested. Action could be a quick discussion with the person concerned, a note recorded on the performance record of the board member with recommendations for improvement or, in the most extreme cases, the board member could be asked to resign from the board.
- 1.20 Some board members will serve on more than one board which raises questions about the supply of independent board members. There were 1,113 board positions in Northern Ireland as at 31 March 2019 and these were filled by 920 individuals. Of these 920 individuals, 18 per cent (170) indicated membership of more than one board. Twenty individuals held three or more positions (NISRA, 2022).

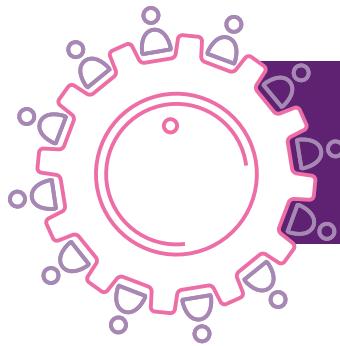
Should board members be remunerated?

- 1.21 Some board members receive a remuneration package in recognition of the value of their time and in appreciation of the increasing level of responsibility they have in relation to their duty to exercise diligence, care and skill. In other boards, no remuneration is given except for the reimbursement of travel and expenses.
- 1.22 The history of public sector organisations in Northern Ireland clearly records a significant and important contribution by unpaid board members. Reward has traditionally been regarded as one's public service or desire to contribute to decision making. This is particularly true in the context of a charitable organisation where trustees volunteer their time freely and without an expectation of payment in return.
- 1.23 It is important that public organisations make their remuneration and reimbursement policy clear at the appointment stage and include details in the terms of appointment. Nonetheless, applicants need to be aware that a voluntary position carries no less responsibility. Whether board members are paid or not, they should expect to be held to account in terms of their governance roles, responsibilities and performance.



When deciding whether to remunerate board members or not, the following factors should be kept in mind:

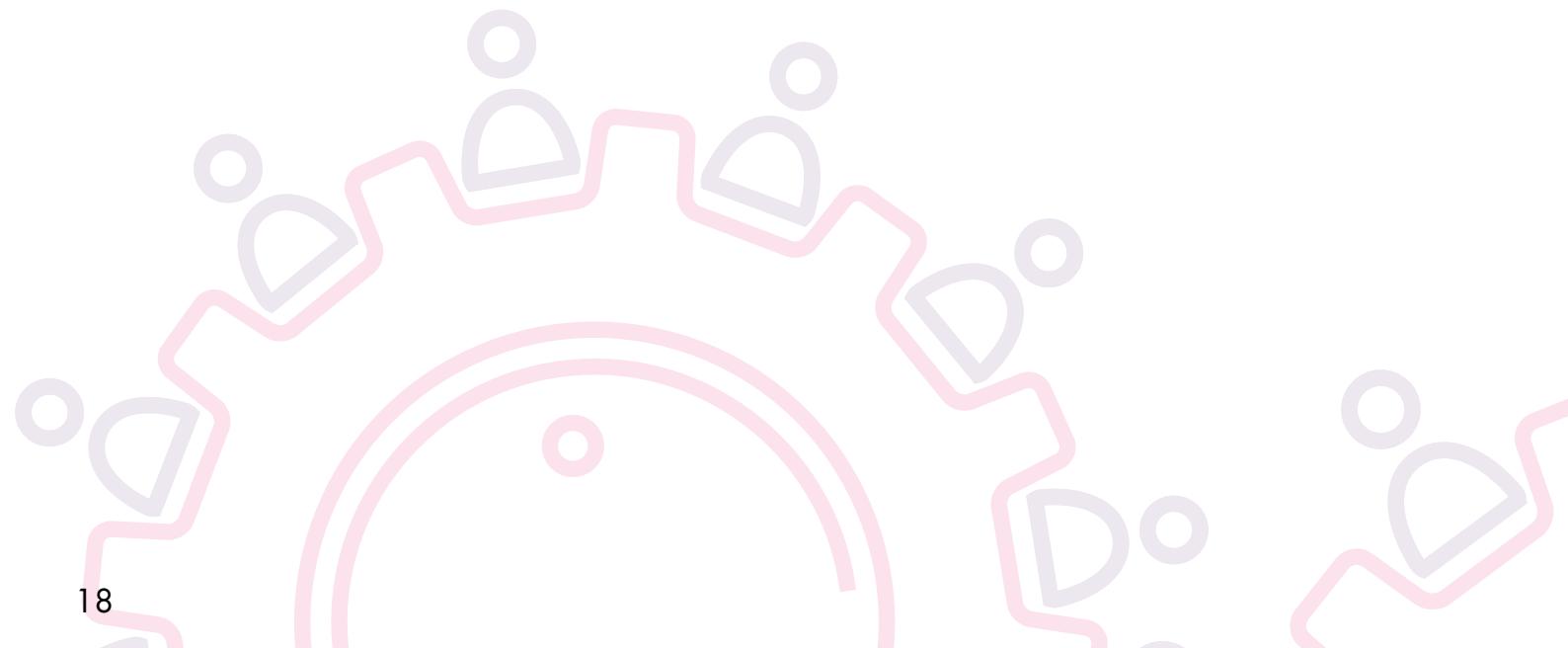
- the challenge of recruiting and retaining appropriate members;
- the time commitment of being a member of a board and also a committee member; and
- the level of intellectual capacity and capability that is required to deal with the complexities and interrelationships associated with the organisation and stakeholders (Better Boards, 2011).



Building a Board

What is good succession planning?

- 1.24 Succession planning is the process of identifying and developing potential future leaders (CIPD, 2020). Best practice dictates that this should be applied to boards. There is currently no governance requirement to 'comply or explain' in regard to this principle, which is why succession planning and reporting on it is often done with little thought or is absent. The lack of a succession plan can undermine an organisation's effectiveness and performance.
- 1.25 Succession planning should be a key consideration of the board throughout the year. The board should be satisfied that, in conjunction with the parent department, there is in place a plan for orderly succession of board appointments. It should be a 'live document', to be updated when required but at least reviewed annually by the board as part of its evaluation process. The appointment process can be lengthy and sufficient time needs to be allowed for the recruitment process to enable a smooth transition of members. Boards should ensure there is a clear understanding of the process between its executives and parent department.
- 1.26 For example, when a new board is established, thought should be given to staggering the longevity of appointments to ensure they do not end at the same time or, alternatively, putting in place a plan to renew appointments for varying lengths of time i.e. to ensure a balance between continuity and renewal of board members. Boards could also have additional spaces to bring in new talent in advance of existing members exiting. New members are then able to gain vital 'on the job' experience and this allows for a comprehensive handover which aids in limiting the loss of institutional memory. The Commissioner for Public Appointments reports that 'failure to properly plan for board succession is a chronic problem with some departments and results in the undesirable practice of multiple extensions to tenure.' A recent NIAO survey showed that boards are still renewing members, including the chair, all at one time. The absence of a functioning NI Executive for a three year period to January 2020 is a significant contributory factor to the current deficiencies in succession planning.



Writing your Succession Plan - simple practical considerations

WHEN

does a new member need to be in place? Identify when positions are due to become vacant. Ideally, changes to the board will be incremental to allow for consistency, stability and knowledge transfer. In practice, this means that if you have a number of appointments ending at the same time, consider staggering lengths of subsequent appointments so there is a step change in future.

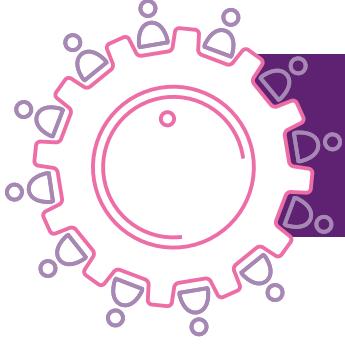
do we need to initiate an appointment process? Understand how long an appointment process takes – this gives you a timeframe to commence an appointment with a view to filling a position in time to allow for a full induction, and potentially some 'shadowing', so the new member can 'hit the ground running'.

WHO

do we need on the board? Complete a skills and diversity analysis on a member by member basis, to identify the exact needs the board has for a future board member. The analyses should feed into a person specification (skill set, experience, behavioural traits) to be used to develop and refine the documentation used in the appointment process, rather than requiring a generic list of skills.

HOW

do we make sure we get the best pool of suitable applicants? Use the analyses to inform and refine recruitment documentation and design the appointment process. This might involve innovative ways of advertising positions to ensure a diverse range of potential applicants is reached, for example utilising social media. Appointing authorities should ensure they are accessing relevant networks, particularly those related specifically to under-represented groups.



Building a Board

Building boards for the future

- 1.27 Everyone recognises the need for a steady stream of members to service new and existing boards, but positive action is needed to provide a diverse and sustainable pool of capable board members which is reflective of society. The perception is that a board member requires certain skills, knowledge, experience and understanding to apply for these roles. In many cases, lack of experience prevents young people, females, and people from different social economic or ethnic groups etc. from applying for such a position. How do these individuals who aspire to make an effective contribution in the boardroom get the necessary experience and 'know-how' to make this a reality?
- 1.28 One potential way of gaining relevant experience is through participation in NI schemes such as the Boardroom Apprentice programme.
- 1.29 Boardroom Apprentice is a 12-month unique board learning, development and placement programme which enables those who would like to serve on a public or third sector board to learn and gain experience in a safe way before they take that step. It seeks to enable a wider diversity of individuals to play their part within boardrooms across Northern Ireland by allowing those without board experience to gain experience and enhance their knowledge and understanding through in-depth learning and support (Boardroom Apprentice, 2022).
- 1.30 The Boardroom Apprentice scheme has achieved great success. Since 2017, 223 individuals have embarked on their Boardroom Apprentice journey. Follow-up tracking of the 2017, 2018 and 2019 cohorts performed by consultants showed that 51 per cent were actively involved on a board within 12 months of completing the programme. The programme continues to attract high numbers of applications each year, showing the demand from those who would like to serve and want to learn and gain experience first. The programme has received support from the Department of Finance, underlining its commitment to ensuring the future diversity of boards across organisations in Northern Ireland (Boardroom Apprentice, 2022).
- 1.31 Another solution would be seeking experience in voluntary/charity organisations, school governing bodies, etc. where demand is generally higher than availability of applicants.
- 1.32 A number of such initiatives being set up can be accessed through the Office of the Commissioner for Public Appointments. These will help employers to encourage and manage applications from candidates from a diverse range of backgrounds.
- 1.33 Organisations such as The Public Sector Chairs' Forum and The Chief Executives' Forum are also helping shape boards of the future. The Public Sector Chairs' Forum is an information sharing and networking resource for the chairs of public bodies. (Northern Ireland Public Sector Chairs' Forum, 2022). The Chief Executives' Forum is an umbrella body for the chief executives and senior staff of public sector bodies in Northern Ireland whose purpose is to facilitate interaction, cooperation and shared learning (Chief Executives Forum, 2022). By encouraging and promoting good boardroom governance, these organisations are helping to enhance the leadership of Northern Ireland in the management and delivery of public services.



Developing a Board



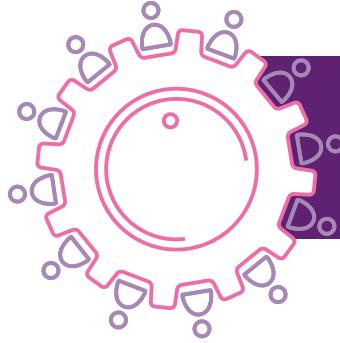
Developing a Board

- 2.1 Boards are not static. An effective board is dynamic and fluid, and having new members is critical to the ongoing success of most boards. However, without effective training and development, members can become frustrated and disaffected. Appropriate training and development of board members can help turn an average board into an exceptional board.
- 2.2 Board members come to the boardroom with varying degrees of previous training, knowledge, skills, experience and understanding of the body itself. It is therefore important to use gap analysis to identify any potential training or development needs. For new members it is imperative that comprehensive induction is provided at the outset and is subsequently supported by a training and development programme. Boards should consider including details of this programme within their recruitment material, this can be attractive to prospective members and also reinforces that all board members can benefit from continued learning and development.
- 2.3 It is the role of the chairperson, in conjunction with the parent department and assisted by the board secretariat, to ensure inductions take place and individual training needs assessments are prepared. Such assessments should be a compulsory part of a board member's annual evaluation (sooner for a new member or if deemed necessary) and inform a board-wide training and development programme. Such a programme must be flexible and subject to revision and updating as needs evolve. The executive team play a critical role in shaping and delivering the content of the induction programme.

Induction – Does it provide new board members with the information they need to get started?

- 2.4 A strong induction programme is beneficial as it eases transition into a board, and ensures that board members have a good understanding of the body, its environment and their individual role, resulting in members who are effective from the outset. **In particular, the relationship between a public board and the minister and its parent department is not always clearly understood by board members and therefore clear explanation should be given and discussion held on this subject.**

- 2.5 It is important that no assumptions are made based on a member's prior experience or posts. All new members should receive a standard induction to ensure they all begin with at least the same base level of knowledge. Specific individual needs can be identified during an initial meeting with the chairperson and added to the induction programme or included in the training and development programme. It is crucial that induction is seen as important and does not become a tick box exercise. It should also be delivered on a timely basis.
- 2.6 In order to speed up the learning curve, boards should provide in advance an induction (welcome) pack which contains information about the body, the workings of the board, expectations of an individual board member and other vital information, for example, the code of conduct. It should also focus on the strategic plan for the body as it is crucial for a new board member to be familiar with the organisation's mission, vision, values and major objectives.
- 2.7 Provision of an induction pack should be followed up with face-to-face induction training. This should incorporate:
- meetings with key staff (e.g. chief executive/finance director);
 - visits to key sites (such as customer facing locations);
 - briefings and workshops on major programmes; and
 - attendance and observation at a board meeting.
- In addition, it is useful to allocate a longer-standing board member as a mentor for each new board member, as a point of contact and support.
- Having an induction programme in advance enables the new board member to fully participate in the first meeting with self-assurance and confidence. However, induction doesn't end on appointment to the board, it can take up to a year for a member to fully understand an organisation. A specimen induction programme is at **Annex 2**.
- 2.8 Induction of a new chairperson requires specific consultation with the parent department and the minister. Good practice, as outlined above, can be applied to the role of chairperson as well as board members.



Developing a Board

Induction – key questions

WHEN

should an induction be carried out? As soon as possible after appointment, preferably prior to the new board member's first official board meeting.

WHO

should organise the induction? The chair, in consultation with the parent department, should organise the induction, with the assistance of the board secretariat.

should be involved in the induction? The new board member should have a chance to speak to key people as part of the induction process - the chairperson, chief executive and finance director as a minimum.

WHAT

should be included in the induction programme? Start with a comprehensive induction pack, which provides a full picture of the organisation and its environment. Tailor the face-to-face induction programme to incorporate any additional needs (based on a board member's discussion with the chair) into the induction, or include them in any subsequent training and development programme for all board members. (See **Annex 2**)

HOW

do you ensure that the induction process is fit for purpose? After a few board meetings, the chair should meet with the new member, ensure they have settled into their role, and seek feedback on the usefulness of induction.

Ongoing training and development

- 2.9 Training and development of the board is an essential investment. Creating an ongoing plan will help ensure that board members know what they are accountable for, to whom they are accountable and, most importantly, how to be accountable.
- 2.10 Training and development is about getting board members eager, excited and energised to learn what it really means to be an effective member of a board and how to bring about successful and meaningful results.
- 2.11 Training and development of the board can have resource implications and, in tight financial environments, can be a focus for budgetary cuts, especially when board members do not believe they need training or development. **Whilst recognising the skills and experience that members have and bring to the table, often such board members simply 'do not know what they do not know'** (Gottlieb, 2005).
- 2.12 Lack of continuous professional development is often highlighted as a weakness within boards. Training and development of members should not end with induction; induction should be the start of an ongoing process.

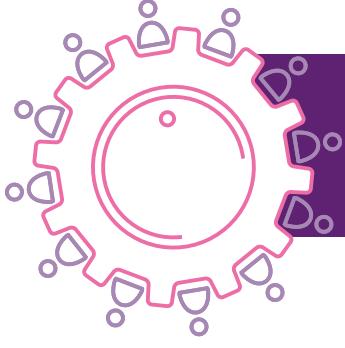


Case Study

A mid-size organisation budgeted an excessive amount of money and resources for training of board members. An expensive training programme was initiated without regard to assessed needs. The significant investment generated considerably less than the expected results, and the members expressed critical dissatisfaction with the training. Members requested advice on a better approach.

The issue was addressed by asking members to evaluate their strengths and limitations and establish a benchmark of their knowledge, experience, skills etc. On the basis of this analysis, a multi-phased training and development programme was implemented. Within six months to a year, the members of the board reported increased overall effectiveness resulting from greater focus, energy and results.

Source: Hallmarks of Excellence (2022)



Developing a Board

2.13 When funding is tight, more innovative approaches to training and development need to be taken. Examples of such approaches might include:



- looking for opportunities to benefit from economies of scale in procurement of external training. This could be through collaboration or joint commissioning with other bodies either across government (such as the Chief Executive Forum's public accountability training packages which can be tailored to individual bodies or sectors) or across sectors (such as health or education);
- accessing relevant but free webinars or seminars (in particular, workshops held by the parent department, Department of Finance, NI Public Sector Chairs' Forum or Chief Executives' Forum);
- looking for networking opportunities with other public sector bodies, for example, participation in the Chairs' forum;
- presentations from staff on emerging issues or operational changes as an item on the board agenda;
- arranging to meet outside of formal board meetings to discuss and debate issues e.g. in workshops;
- inclusion of board members on training courses planned for staff;
- shadowing board members prior to taking up a position;
- rotating responsibilities (for sub committees etc.) between all members. This will not only provide an opportunity for development and deeper understanding but will aid the retention of knowledge and experience when a member's term comes to an end; and
- accessing expertise from within departments or other government bodies through informal means.

Who is responsible for training and development?

2.14 It is the responsibility of the chairperson, in conjunction with the parent department, to:



- identify the priority learning and development needs of members;
- collate the learning and development needs of members and, in conjunction with the board secretariat, put in place a plan for delivery;
- ensure members attend relevant statutory, mandatory, induction and update training;
- ensure training needs assessments are completed during the appraisal cycle; and
- evaluate the effectiveness of learning and development activities with members.

2.15 It is the responsibility of board members, including the chairperson, to:



- identify their own training and development needs in line with their role as a board member/chairperson;
- attend and participate in statutory, mandatory, induction and update training;
- apply their learning to the boardroom;
- prepare for and participate in the appraisal process by identifying their own learning and development needs;
- maintain and develop the necessary knowledge and skills for their role; and
- contribute to the evaluation of learning and development activities.

2.16 At least annually, as part of an appraisal process, the chairperson of the board should consider each member's current level of involvement and contribution and discuss any areas for improvement, coupled with any training and development opportunities that could be provided to enhance effectiveness in their role. In the case of the chairperson, this same conversation should be held with the Accounting Officer of the parent department or a designated senior civil servant from the parent department.

2.17 The most successful boards explicitly invest significant time in developing its members to help maximise their effectiveness, both through training and personal development. It is the responsibility of the executive to ensure the board has what it needs, in terms of information and insight, to make decisions.



Roles, Responsibilities and Relationships



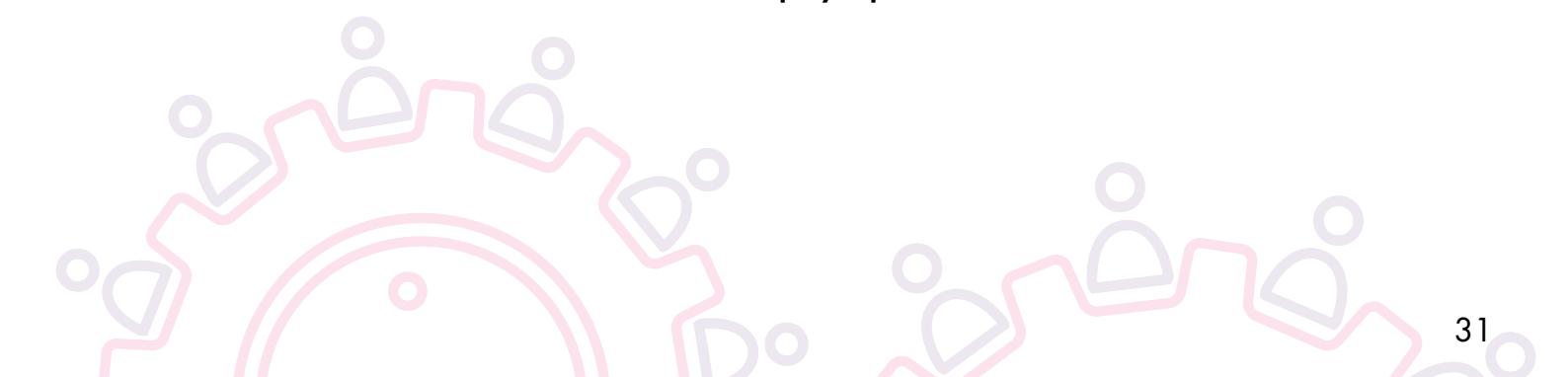


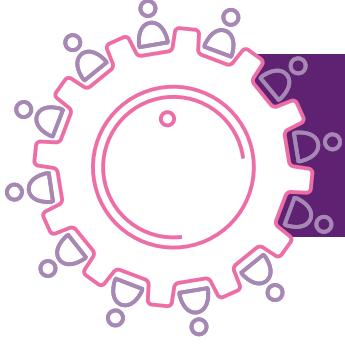
Roles, Responsibilities and Relationships

- 3.1 There are primarily two different board types operating in Northern Ireland public sector organisations. This guide concentrates on the type of board indicative of NDPBs which is composed totally of non-executive directors. A non-executive director is a person who is considered to be independent as they are not part of the management of the organisation. Reference is made later in this part of the guide to another type of board which is indicative of health trusts and government departments. Such a board is made up of both executive and non-executive members. Both types of board come with their challenges, but regardless of type, the role of the board is to provide effective leadership, strategic direction, support, constructive challenge and guidance to the organisation.
- 3.2 In the context of an NDPB, there must be clarity around the roles of a board member, the chairperson and chief executive and their associated responsibilities. Fundamental to this clarity is the partnership agreement between the NDPB and its parent department. This agreement was introduced in April 2020 and supersedes the Management Statement Financial Memoranda (MSFM). There is no 'one size fits all' to partnerships. They will vary according to the purpose, size, structure and public interest in the NDPB.
- 3.3 All partnerships are underpinned by the common principles of Leadership, Purpose, Assurance, Value and Engagement, and outline the characteristics for proportionate autonomy. The concept of "proportionate autonomy" is about **the level of independence and autonomy with which an NDPB can operate from the department**. It relates to the extent and nature of engagement and assurance required between a department and an NDPB. Essentially, it is about trust, and the basis for it. It is, however, flexible, and will be subject to individual circumstances.
- 3.4 The purpose of the partnership agreement is to explain the overall governance framework within which the NDPB operates, including the framework through which the necessary assurances are provided to stakeholders, as well as outlining the roles and responsibilities of partners within the overall governance framework.
- 3.5 Effective partnerships are based on a mutual understanding of strategic aims and objectives, clear accountability, and a recognition of the distinct roles each party contributes. Both the NDPB and the department benefit from such an agreement through enhanced communication, mutual understanding and more cohesive working.
- 3.6 A partnership agreement can also be used for different governance structures because it can be tailored to meet the needs of a specific structure. For example, where an NDPB is also constituted as a company, consideration can be given in the agreement to the extra duties and legal requirement this places on the organisation and its board members.
- 3.7 Once in place, the effectiveness of such an Agreement can be monitored by both parties and revised by mutual consent. A template version of a **Partnership Agreement** is available from the Department of Finance (DoF) website (Department of Finance, 2019).
- 3.8 Where no partnership agreement exists, uncertainty regarding roles and responsibilities can arise. Ambiguity can cause frustration and consequently hamper the effective operation of the board. Failure to understand or apply roles and responsibilities is a real risk to boards.

- 3.9 Partnership agreements are expected to be implemented. Considerable work still needs to be done as very few are currently finalised.
- 3.10 If there is any misunderstanding of roles, or the board feels there is a mismatch between the responsibilities assigned to the board and its actual authority, the chairperson should meet with the parent department to explore areas where greater clarity would be beneficial and, if required, the partnership agreement updated accordingly.
- 3.11 The operating framework or terms of reference for the board should also provide further detail on roles and responsibilities. These documents should align with the partnership agreement.
- 3.12 Boards frequently have members who are nominated representatives of different stakeholder groups. This can give rise to members using the board as a platform to champion their own interests. It is the responsibility of the chair to respond if this issue arises. It is critical that nominated representatives act solely in the interests of the board. Advocacy can help inspire decision-making but an effective board member must exhibit corporate responsibility and remember they have a wide and unified role to play.
- 3.13 Healthy debate and challenge is more likely to be achieved if board communication is underpinned by a spirit of trust and professional respect. Consensus can be a good thing, but using consensus to avoid conflict, or encouraging all members to consistently express similar views or consider few alternative views, does not encourage constructive debate and does not give rise to an effective board dynamic (Public Sector Commission, 2021). The development of constructive relations, especially between the chairperson and chief executive and board members and senior executive officers, is a critical aspect of good governance.
- 3.14 Chairs and non-executive directors should recognise the unique challenges facing NDPB chief executives, which are different to those faced by other organisational leaders, due to the four-way relationship involving the chief executive, the board, the department and the Minister(s). In addition to the chair's role as line manager for the chief executive, effective chairs should seek to act as a supportive 'sounding board' for the chief executive, whilst also ensuring that the chief executive has sufficient additional sources of support to discharge their duties effectively. On the other hand the executive must not just keep the board informed but actively enable them to make the decisions needed to move the organisation forward. The chairperson has an important role in ensuring the chief executive remains within their remit and to manage the personality involved. The board must continue to provide challenge and persevere in obtaining the necessary information needed to contribute and make informed decisions. If the board bends to the chief executive's pressure it will not be able to discharge its responsibilities effectively.

The importance of openness and transparency in decision making was also a key theme of the **Renewable Heat Incentive Scheme Inquiry report**.





Roles, Responsibilities and Relationships



"You need an atmosphere in the boardroom that's conducive to open and honest discussion. There must be a collective willingness to confront the difficult issues and management must be able to talk openly about their challenges as well as their triumphs".

Robert Swannell, (Chairman of Marks and Spencer)

- 3.15 Sometimes board members feel uncomfortable with a decision as it is being made but decide to remain silent. In some cases it is fine to let the meeting roll on, but in other cases it is an indication of a board that may later be described as 'asleep at the wheel.' An underlying but too-common reason is that there is an implicit feeling that questioning the staff (or the majority) is being distrustful or not acting as a team member.
- 3.16 If a member was experiencing such thoughts, take a few seconds to think it through. There are more choices than simply keeping quiet or being disruptive. Be sure you take the board's decisions as seriously as the organisation needs them to be taken, and doing so will sometimes mean being clearer or more robust than is ordinarily necessary. Individual board members have the option of bringing an issue to the chair in advance of a board meeting to enable early discussion with the executive team. Having brought the issue to light this ensures it is well managed and understood in advance of the meeting. Managing challenge is possible if it is approached in the right manner. The importance of constructive challenge as part of board effectiveness cannot be emphasised enough. If an organisation is experiencing sustained difficulties in this area then it should be added to the board learning and development plan, to enable all members to communicate more effectively and constructively. It is the chair's responsibility to set a culture of supportive challenge and it is the role of the executive to approach all board decisions constructively, with the understanding that challenge and scrutiny are essential.
- 3.17 Regardless of the nature of board debate, the board should nonetheless aim to retain a unified voice and display corporate responsibility in any internal or external communication following deliberation. The ability to be unified enables board members to feel confident in the decision-making process and satisfied their views have been considered.
- 3.18 Board members occupy a position of trust and their standards of action and behaviour must be exemplary. Board members should always act in the interests of the body. They should not act in their own interest or pursue personal agendas.
- 3.19 The principle that board members must have an objective view and unbiased judgement underlies the importance ascribed to having a board at the forefront of an organisation's governance framework.

- 3.20 The board of the Regulation and Quality Improvement Authority (RQIA) provides an example of where the basic principles of good governance failed. The RQIA is an NDPB responsible for monitoring and inspecting the availability and quality of the Health and Social care Services in Northern Ireland and encouraging improvements in the quality of these services. As a case study, it demonstrates how destructive poor relationships and understanding of roles and responsibilities can be to the effective operation of a board.



Case Study – Governance at RQIA (On Board Training and Consultancy Ltd, 2020)

In June 2020, the acting chairperson and six non-executive members of RQIA resigned with immediate effect. Two other board members had resigned the previous week. This left the RQIA without a board or any board members.

In December 2020, an independent review was carried out to ascertain the circumstances surrounding the RQIA resignations. At a strategic level the independent review found that the RQIA and the Department of Health did not have the basics of good governance in place, for example, there was a lack of clear roles, well established and functioning relationships, clearly understood lines of communication, reporting and accountability etc.

The key findings from the review were:

The governance framework of the RQIA was confused and contradictory, and did not comply with best practice.

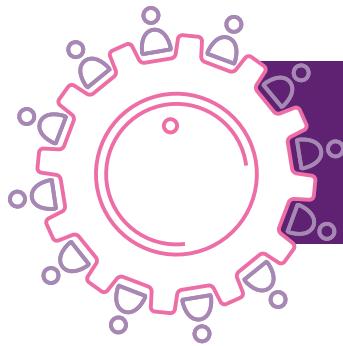
In the RQIA's MSFM and the Department's ALB Sponsorship Handbook there was a failure to reflect the primary accountability of a chief executive to his/her own board and instead greater emphasis was placed on the secondary accountability of the chief executive to the department.

The governance framework gave the minister no clear and specific role in the oversight of the RQIA, leaving a significant democratic deficit.

The board held more of an advisory role without providing proper scrutiny and at times was considered passive and reactive.

Most of the actual power and authority, as well as decision-making, seemed to reside with the department working directly with the chief executive of the RQIA

Continued over



Roles, Responsibilities and Relationships



Case Study – Governance at RQIA (On Board Training and Consultancy Ltd, 2020) – Continued

The department failed to communicate even at a basic level with the board, with board members finding out about decisions and directions after the event. The department chose to appoint a new interim chief executive without the involvement of the board and this contributed significantly in the breakdown in relationships. The department did not understand or value the role of the board (or acting chairperson).

The interim chief executive was inexperienced and thrown in at the deep end in the middle of a crisis. He was provided with no proper induction training or any other preparation for the role.

It is considered that the interim chief executive failed to understand his role and responsibilities and his accountability to his own board. In some instances he chose to exclude or override his board. As a result, the board was not well informed and did not receive communication on significant matters.

It is also suggested that, at the time, the relationship between the chief executive and acting chairperson was too close. There were several occasions when the acting chairperson could and should have formally brought matters to the board but did not.

The lack of any real relationship between the minister/department and the acting chairperson/board of the RQIA meant that it was only the interim chief executive that had the ear of the NDPB's Sponsor Branch and senior departmental officials.

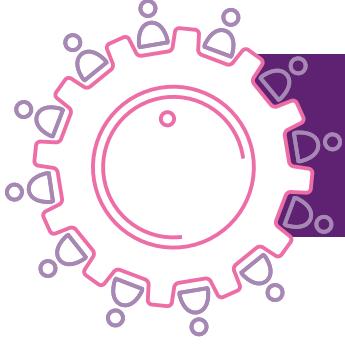
The chairperson

- 3.21 The chairperson is the cornerstone of the board and is expected to bring valuable credentials and a personal commitment to the role (MWM Consulting, 2009). Frequently the chairperson is perceived to be the single biggest determinant of a board's effectiveness. He or she has the primary role in determining the focus of the board, setting the tone for discussions and influencing the composition of the board. Care and attention should therefore be taken when appointing the chairperson.



Key characteristics of a good chairperson

- **The right motivation** – the chairperson needs to be clearly and unambiguously focused on achieving the success of the public sector organisation.
- **Commitment and engagement** – the chairperson needs to devote the necessary time and energy. Being a successful chairperson is much more than preparing for and running board meetings. A chairperson needs to maintain regular dialogue with the chief executive, have a presence in the organisation and connect with the executives, keep non-executives abreast of developments and cultivate external relationships which provide useful links for the organisation. However, they need to be mindful of overstepping the boundaries of their role and becoming too involved in the day-to-day operation of the organisation.
- **Well-developed interpersonal skills** – being a chairperson is about leadership, not dominance. The chairperson needs to be able to build and motivate the board, forge an effective working relationship with the chief executive that is simultaneously collaborative and challenging, and adapt their style to reflect the needs of different situations. Being a chairperson is as much about emotional intelligence as intellectual intelligence.
- **Effective operation of the board** – the chairperson has a key responsibility for influencing board composition, setting the right agenda (i.e. needs to ensure the board spends its time on the right issues), managing the board to enable collaborative and robust discussion of the issues and summarising and synthesising the strands of discussion to determine a conclusion and an agreed set of actions [a number of these aspects are developed further later in the guide].



Roles, Responsibilities and Relationships

- 3.22 Those who sit on boards emphasise the importance of the chairperson's role. It is a demanding and difficult role that requires skills that are different in many respects from those that underpin a successful executive career. Great chief executives don't necessarily make good chairpersons, and equally the best chairpersons may not have been chief executives themselves. Some board members suggest you need to understand the business but not necessarily come from the sector, and skills are much more important than previous industry expertise. This is not to say that knowledge of the sector etc. is not useful or desirable.

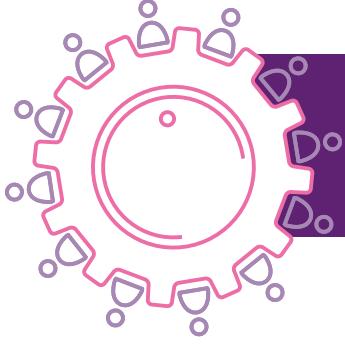
The chief executive

- 3.23 Alongside a skilled chairperson, it is critical that an organisation is led by a chief executive who sees the board as a valuable resource. The chief executive must be clear that the board sets organisational strategy, and must ensure that the board is equipped to make strategic decisions. The chief executive has a key role to play in ensuring executives understand the board's responsibilities, their risk appetite and are working cohesively to deliver the board's ambition. If the board is not confident it is being kept fully informed about the organisation, this must be addressed by the chairperson as the board cannot be effective from a position of partial knowledge, particularly the chairperson.
- 3.24 It is the chief executive's responsibility to develop and maintain positive relationships with the Chair, the Board and the parent department, as well as a wide range of stakeholders. It is important the chairperson and chief executive agree their respective roles and responsibilities and how they will work together in practice, as understanding and respecting each other's role and responsibilities is the bedrock of a good relationship.
- 3.25 Linked to this is the need for boards to define their priorities for the year ahead and how they intend to fulfil them. The best boards are adept at staying focused on what matters. This is not to suggest that plans should be rigid but it helps to progress strategic thinking and execution by the board, as opposed to straying into the operational responsibilities of the chief executive.



Key points for consideration by the chief executive

- **The chief executive needs to embrace the role of the board**
– the chief executive needs to view the board as a source of experience and insight, rather than a nuisance to be managed. The chief executive should listen to the board and not seek to dominate discussions. The chief executive should not attempt to stage manage discussions or reduce the role of the board to rubber-stamping.
- **Open and constructive dialogue** – the chief executive needs to be a role model to other executive colleagues by exhibiting open support for the chairperson and the non-executive members and the contribution they make. This means the chief executive recognises the legitimacy of all questions and accepts input as constructive challenge, not criticism. The chief executive needs to have the self-confidence to bring questions to the board for discussion and direction. In addition, providing the right information and professional board papers, as well as keeping the board abreast of pertinent issues, is vital for good communication and effective decision-making.
- **Engagement outside meetings** – open and transparent informal interactions are critical in building trust, forging relationships and giving board members a richer and deeper feel for the organisation. Chief executives should aim to maximise and arrange such contact. Informal contact should be easy and unfettered.

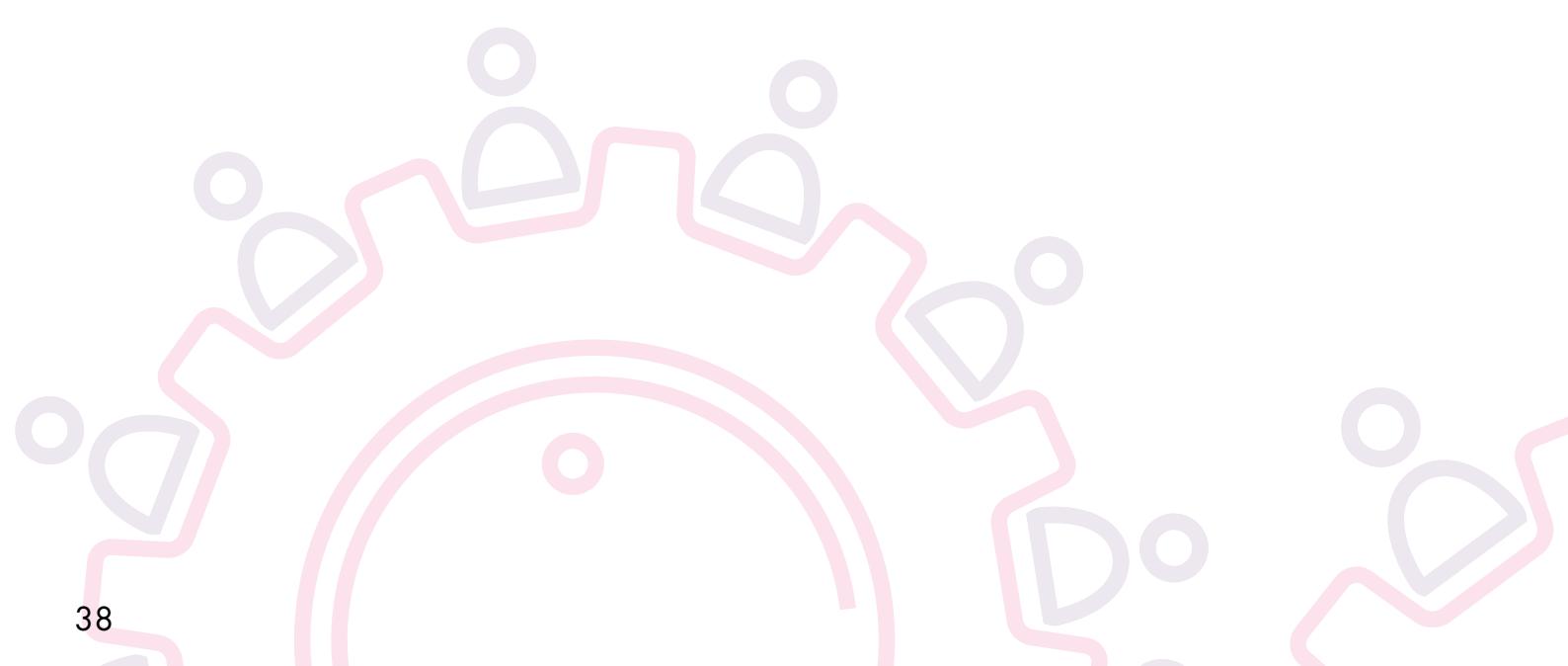


Roles, Responsibilities and Relationships

Board secretariat

- 3.26 The board secretariat has an important role in supporting the board and has the potential to shape its effectiveness. Some holders of the role focus merely on supporting the efficient operation of the board and related processes such as organising meetings, issuing papers, taking the minutes etc. The best secretariat, however, plays a critical role as an invaluable source of counsel and advice, not only to the chairperson but also other board members. He or she can be an important sounding mechanism on issues that are emerging and a second set of eyes and ears on the business and its dynamics.
- 3.27 The secretariat, supported by the chief executive, should help ensure the papers provided to the board are of sufficient quality and address the key strategic issues facing the organisation, although ultimately the board members must be satisfied with the quality of information provided.
- 3.28 Just as any member of the board can have a dominating or negative impact, the same is true of the board secretary. The board must consider carefully who should fulfil this role. He or she should have the necessary boardroom experience and confidence in terms of processes and procedures but with the essential component of independence. Where possible, they need to be independent of management and work directly for the interests of the board. Frequently, however, the secretary will have a dual role due to their employment with the organisation. The staff member fulfilling the board secretary role must therefore have the freedom to perform this role without undue pressure or control from management. Clarity of his or her role and responsibilities is therefore paramount.

The minister

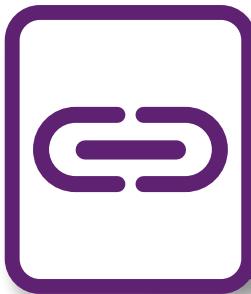
- 3.29 The minister in charge of the department is responsible and answerable to the Assembly for the exercise of the powers on which the administration of that department depends. He or she has a duty to the Assembly to account, and to be held to account, for all the policies, decisions and actions of the department, including its NDPBs. Communication between
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the board and the minister are normally through the chairperson of the board. The relationship between the NDPB board and the minister is therefore critical. To quote from a particular chairperson ‘the chairperson of the board needs to build an open and trusting partnership with the minister. The foundations of such a relationship should start as soon as the new minister or chairperson is appointed’ (NIAO focus group, 2016).

- 3.30 It is essential that time is taken to establish and develop this relationship. Early engagement and regular scheduled meetings between the minister and the chairperson are of particular importance, with agreed agenda items for such meetings. Where possible, the chief executive from the NDPB should also attend to help disentangle operational issues from the strategic issues. These meetings also provide an opportunity to discuss with the minister any issues within the NDPB of potential public interest.

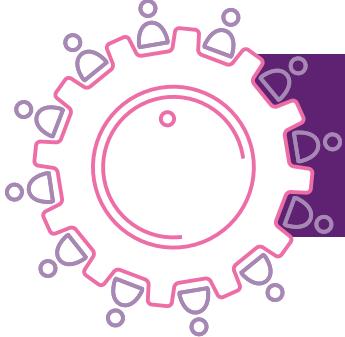
Other type of board structure

- 3.31 A board which includes executive and non-executive members operates within the health sector and government departments. This type of board structure can enable a more substantive discussion to take place during board meetings and may help to prevent non-executive members from intruding on management issues.



For guidance specifically relating to health sector board members, please refer to the **HSC Board Member Handbook**

- 3.32 It can, in some cases, take time before both executive and non-executive members coming on to the individual board become fully integrated. There is anecdotal evidence of a feeling of ‘us’ and ‘them’ between executive and non-executive members. This dynamic can be particularly challenging and needs to be carefully managed. Detailed on the next page are some points worthy of consideration by a board’s executive directors.



Roles, Responsibilities and Relationships



Key points for consideration by a board's executive directors

Conflicts of Interest – an executive director may find the demands of their day job put them in an uncomfortable position with their role as a member of the board. For example, tough decisions such as cutting programme expenditure may be difficult for an executive who manages the relevant operations. The board can, however, still receive the benefit of the face-to-face discussions, but the conflicted executive should exempt themselves from any decision in this area (NIAO, 2015). In relation to other sensitive areas such as the review of executive directors' performance, discussions should be held in closed sessions whereby executives are excluded. Conducting an annual review of the executive team is imperative in meeting the board's duty of oversight and for confirming that the board and executive agree on the objectives and priorities of the organisation. The practice of a non-executive meeting at least once a year, without the executive team present, provides a useful forum for raising any such issues.

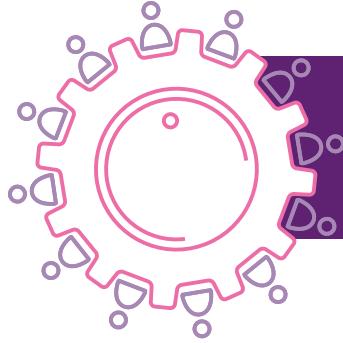
Presence of Chief Executive – other executive directors who attend as board members may feel less able to debate. The chairperson should be alert to any signs such as the stifling of debate and reluctance to engage in rigorous discussion.

Dilution of responsibility – all board members have a duty to add value. The presence of executive members does not dilute this responsibility. Executive members should not be expected to have all the answers in terms of the issues and priorities of the organisation. Collaborative working and engagement by all board members is essential to board effectiveness and decision-making.

(Neo Law Group, 2013)

Departmental boards

- 3.33 A departmental board is advisory in that it is intended to support the permanent secretary and the senior management team (Department of Finance, 2013). It brings together senior executives with non-executives (generally two non-executives from outside the organisation), and is chaired by the permanent secretary.
 - 3.34 Frequently a senior official from another department sits as a non-executive member on another department's board or audit and risk assurance committee. Although this is in keeping with current guidance, the principle of independence in such cases may be difficult to sustain. For example, there could be reluctance by a finance director sitting on another departmental audit and risk committee to challenge information provided by a peer finance director, especially if they have some sympathy with an issue that they may also be experiencing in their own department. Non-executive members for the departmental board and audit and risk assurance committee should therefore be recruited external to NICS departments.
 - 3.35 Northern Ireland Civil Service departmental boards are primarily made up of executive members. In our view this is not in line with best practice (HM Treasury, 2017). We would encourage NICS departments to work towards a more appropriate balance between executive and non-executive members. Ideally non-executives should be in the majority.
 - 3.36 The presence of non-executives should help the department to operate in a business-like manner and ensure executive members are supported and challenged in the way the department is run and how it delivers public services.
 - 3.37 The departmental board does not, however, decide policy or exercise the power of the minister. The department's policy is decided by the minister on advice from officials. The remit of the board is to advise on the operational implications and effectiveness of policy proposals.
 - 3.38 The following table provides a summary of the key roles and responsibilities in relation to board effectiveness, presented in the context of an NDPB.
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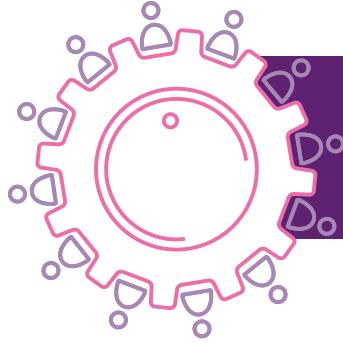
Roles, Responsibilities and Relationships

Roles & Responsibilities – what is expected of me?

The table below sets out the main responsibilities of each role, presented in the context of an NDPB. Generally the board's role is to develop strategies and policies and monitor performance, and the executive's role is to implement these and provide advice when required.

Key Areas of Work	Minister / Department	Chairperson	Board Members	Chief Executive
Appointment	Has ultimate responsibility for appointing members to the board.	Advises parent department and minister regarding appointments, taking account of succession planning.		Should manage succession planning and delivery of the Board's learning and development plan.
Strategy	Sets overall policy and defines expected outcomes.	Leads on formulating strategy for delivery of objectives.	Formulate strategy for delivery of objectives.	Assists in development of strategy by: <ul style="list-style-type: none">• assessing strengths and weaknesses of strategy; and• if necessary, devising practical /realistic alternative strategies.
Corporate & Business Plans	Final approval provided by the parent department.	Approval of corporate and business plans prior to submission for approval by parent department.		Drafts corporate and business plans based on board agreed strategy.
Performance	Receives information from the board via the chairperson and provide feedback as necessary.	Acts as the point of contact between the minister, parent department and the board.	Constructively challenges the executive team on all aspects of performance, including target setting.	Delivers effective performance by: <ul style="list-style-type: none">• ensuring the correct structure to deliver on plans;

Key Areas of Work	Minister / Department	Chairperson	Board Members	Chief Executive
Performance		<p>Ensures that communications with the parent department or minister are accurate and on a timely basis.</p> <p>Ensures that communications from the parent department or minister to the board are fed back.</p>		<ul style="list-style-type: none"> • providing leadership to staff to ensure delivery of plans; • monitoring performance and keeping the board appropriately informed; • dealing with operational and performance issues; • ensuring statutory or administrative requirements are complied with; and • keeping the parent department informed of any issue which will affect performance.
Board Information		<p>Sets/agrees the agenda for each meeting.</p> <p>Liaises with board secretary to ensure that appropriate information is received on a timely basis.</p> <p>Ensures any issues regarding the provision of information are resolved to the board's satisfaction.</p>	<p>Ensures that they receive regular financial information and other information of strategic importance.</p> <p>Challenges executive to satisfy board information requirements.</p>	Provides comprehensive papers for each board meeting as per the agenda and as requested at any other time via the board secretary.



Roles, Responsibilities and Relationships

Key Areas of Work	Minister / Department	Chairperson	Board Members	Chief Executive
Decision Making	Parent department or minister approves decisions which are outside the delegated authority of the board.	<p>Ensures the board, when reaching decisions, takes proper account of guidance provided by the minister and parent department and of relevant delegated authorities.</p> <p>Ensures that minutes of meetings of the board accurately record decisions taken and views of individual members.</p> <p>Confirms that board decisions have been effectively implemented.</p>	<p>Collectively take decisions after thorough and constructive debate.</p> <p>Note that a sense of corporacy means that, whilst disagreement can be noted in the minutes, once a decision has been made, all boards members should normally support the collective decision or resign if appropriate.</p> <p>Consider and agree minutes.</p>	<p>Implements decisions made by the board.</p> <p>Takes action in line with Managing Public Money NI should the board decide on a course of action which would infringe the requirements of propriety or regularity or does not present prudent or economical administration or efficiency or effectiveness.</p>
Board Discussions		<p>Ensures discussions remain focused on strategy and performance and are not distracted by inappropriate detail or operational issues.</p> <p>Sets the style and tone of the meeting, to promote open discussion and constructive debate.</p> <p>Ensures that the full agenda is dealt with, within the allocated time and a conclusion is reached in respect of each agenda item, with action points noted where appropriate.</p>	<p>Contribute to thorough and constructive debate.</p> <p>Listen to the views of others.</p>	<p>Ensures that financial and non-financial considerations are taken into account by the board to inform board discussions.</p> <p>Advises the board on relevant guidance from Department of Finance (DoF) or the parent department.</p>

Key Areas of Work	Minister / Department	Chairperson	Board Members	Chief Executive
Relationships	Parent department should be open to engagement through an agreed partnership arrangement and provide support when required, whilst respecting the level of autonomy afforded to the NDPB.	Promotes effective relationships with and between board members, executive and the parent department. Builds a constructive working relationship with the chief executive. Builds rapport and engages with the minister and departmental officials.	Formulate positive working relationships with other board members. A culture of trust should be fostered between members.	Invests time in ensuring good working relationships with the chair, non-executives and department by ensuring there are no surprises and all relevant issues are brought to the attention of the board as early as possible.
Sub Committees		Appoints members of the board to necessary board sub committees. Ensures sufficient and appropriate delegation of responsibility.	Attend and contribute to those committees of which they are members.	Provides comprehensive papers.
Evaluation	Performs the annual appraisal of the chairperson. Provides feedback on the results of the evaluation performed of board members.	Leads the evaluation process of the full board and assesses individual members. Performs the assessment of the chief executive. Provides results of evaluations to the parent department if requested.	Contributes to conversations and processes for evaluating the entire board. Actively engage in their own assessment and provide feedback if requested for other individual-based assessment e.g. other board members, chief executive or chairperson.	



Operating a Board



Operating a Board

4.1 The successful operation of a board ultimately hinges on how the board conducts its affairs, particularly in the context of the board meeting. Key criteria for effective board operation are:

Frequency of meetings

4.2 The board should, in the main, meet monthly on pre-determined dates and conduct special meetings normally at the request of the chairperson. This frequency allows the board to discharge its duties and maintain a working knowledge of the organisation's current risks, issues and business activities. The effect of board meetings will be diluted if there are too many; although at times of rapid change, an increase in the number of meetings may be required. **Annex 3** provides a suggested Board Annual Programme.

Length of meetings

4.3 It is important to allocate sufficient time for each meeting to allow focused discussion of agenda items. The length of the meeting should be set in advance and adhered to. This means starting the meeting on time and ending it on time. Normally a board meeting should last around two hours but definitely not more than three. Allocating time to agenda items according to their importance may help with this. Longer meetings can be symptomatic of inefficient discussion: going off on a tangent; the chairperson not managing time adequately; or having an agenda which is too long and unrealistic.

4.4 The time at which the meeting is scheduled is also important. Scheduling regular meetings for inconvenient times can have a negative impact on the morale of the board or its attendance levels. Emergencies are a reality of most organisations and may necessitate meetings at odd times, but routine meetings should be scheduled at a time reasonably convenient for all participants.

Agenda

4.5 It is the chairperson's role to decide on the final content of the agenda. The agenda should:

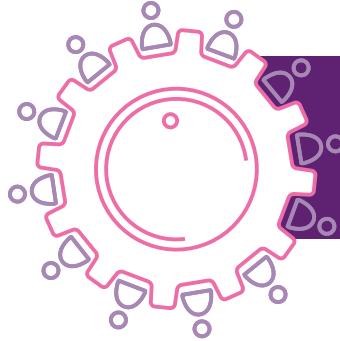


- fit with the objectives of the board meetings;
- not be too long;
- have specific items for deliberation, including sensitive items, rather than just a list of general areas, for example standing items; and
- include cross-references to the relevant items in the board papers.

- 4.6 The agenda also needs to be explicit about what items are for discussion, for decision or for information. This can be easily achieved by providing a key against each agenda item or annotating the top of the relevant board paper.
- 4.7 Consideration ought to be given to the order in which agenda items are listed and dealt with by the board. More routine items which do not require much consideration should be dealt with and cleared quickly, with strategic issues which necessitate decisions making up the substance of the meeting.
- 4.8 As stipulated before, it is a good idea to allocate a specific amount of time to each issue on the agenda based on its importance. It is ultimately the responsibility of the chairperson to manage time and keep discussions on track, although all participants have a duty to keep the meeting on track and stay on topic.
- 4.9 Whilst it is important to have clear agendas and to manage time well, a good chairperson does not put process ahead of substance and allows discussions to flow sensibly. Meetings should be disciplined, giving people the capacity to speak but not endless time to talk. A specimen agenda has been included at **Annex 4**.
- 4.10 Where a chairperson is expecting an issue on the agenda to be extensively scrutinised and challenged, an informal meeting or some form of communication with the chief executive is recommended to allow management to prepare properly. Advance warning will enable a more fluid and constructive discussion and no surprises at the meeting.

Board Papers

- 4.11 A board pack is the main briefing tool for board members and therefore impacts on the board's effectiveness, in terms of its ability to debate and make decisions. It is the board's collective responsibility to ensure its papers are sufficiently detailed and robust to enable members to fulfil their role and responsibilities. It is also the responsibility of board members to ensure any information they receive is accurate and valid. Board members should seek external confirmation as and when required. Where the volume or quality of information is not acceptable, it is incumbent on the members to draw this to the attention of the organisation's senior management. In addition, the board secretariat can act as a critical ally in quality assuring board papers.
- 4.12 Board papers should be fit for purpose, easy to understand and not take long to read and analyse. This means key information is not obscured by the provision of superfluous detail. Papers prepared for the senior management team are therefore not always appropriate for presentation to the board, as in many cases they contain detailed operational information.
The papers supplied for each board meeting should be concise and strategic in nature. To achieve this, they should be distilled to remove extraneous information and draw attention to key strategic issues. Any financial information provided needs to be set in the context of non-financial data, to aid understanding.



Operating a Board

- 4.13 Boards should consider applying a page limit to board papers on the agenda. It is suggested, based upon representation from board members, that the limit be set at no more than four pages in length. Where deemed necessary, the paper could provide a link to a fuller report on the issue or alternatively the board could request attendance at the meeting by the official with responsibility for the matter under deliberation, to provide further detail and answer any questions.
- 4.14 Generally, board packs should not culminate in unrealistic preparation time and lengthy meetings. **The board pack should help the board member, not burden them.**
- 4.15 Board members must review the agenda and papers and arrive at the meeting prepared. Board packs need to be issued in enough time to allow for thorough preparation and consideration prior to the meeting. Best practice indicates this should be at least a week in advance or earlier if possible. If adequate information has not been provided on a timely basis then members should take the initiative and ask why. It is for the board to decide what information it needs and for management to meet those needs. The board, as part of the evaluation of its effectiveness, should review the format and content of its papers, as the focus and direction of the organisation may have changed with time. See below some suggestions for improving the format and content of board papers. Managing Public Money NI (MPMNI) requires an evaluation of effectiveness, which is recorded each year in the governance statement, contained within the annual report and accounts. A specimen board paper has been included at **Annex 5**.



Board papers – The 'S' Checklist

Structure - each paper follows the same basic structure and is logical and intuitive;

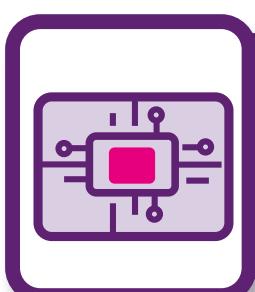
Scale - each paper is concise, so that the key messages are easy to identify;

Scope - each paper focuses on the bigger picture; and

Supply - a method of distributing the papers been considered, such as a board portal

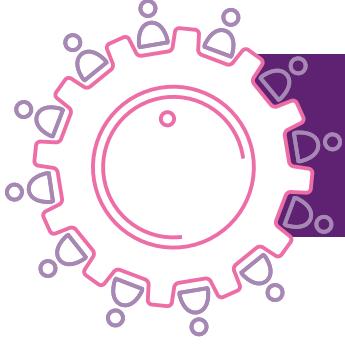
Use of technology

- 4.16 Insufficient use of technology has been highlighted by board members in NI as one of the key weaknesses in the operational effectiveness of boards (Martin, 2015). Interactions between management and boards have historically been episodic, typically occurring at monthly board meetings face-to-face. Just because board meetings have always been approached in a certain way, does not mean this should continue, as the pandemic of 2020-22 demonstrated. Making board meetings more digital will not only free up senior executive time that can be spent elsewhere, but it could also improve governance and security at board level.
- 4.17 There are now many applications available which allow board papers to be issued and viewed through a web-based facility.
- 4.18 Using such an application allows for:
- easy access to historical reports;
 - board information to be updated or refreshed as needed;
 - timeliness of distribution;
 - annotation of documents more easily; and
 - reduction in the cost of distribution in comparison to posting.
- This ensures no more bulky board packs, late deliveries or lost and stolen documents.
- 4.19 The digitisation of Board meetings is long overdue and will provide a number of benefits. Video communication and specific boardroom governance tools have made virtual meetings more practical and feasible. These include:



- gaining expertise from afar – with members able to join meetings virtually, board members do not have to be based in Northern Ireland;
- reduction in costs e.g. savings on board members' travel expenses, printing agendas and meeting materials etc.;
- better management of meetings with the aid of virtual tools e.g. mute function, screen share, option of recording etc.;
- finding new ways to relate to one another and enhance relationships.

The results from the recent NIAO survey noted that Boards are able to work online/remote effectively and in some cases, agile working has resulted in reduced absence levels and improved timekeeping. However, missing opportunities to connect in-person was also noted. For this reason, a hybrid model may be more suitable, combining the best facets of on-site and remote meetings.



Operating a Board

- 4.20 It is important to note that with the use of technology comes security issues. Board members have access to sensitive information that must be protected. The best board portals will host data in secure data centres, ideally with the ISO27001 security certificate. A survey conducted by Harvard business review found that boards were often lacking in adequate cybersecurity measures to support sensitive digital communication (Harvard Business Review, 2021).
- 4.21 There are various ways organisations can maintain security whilst working online and communicating virtually. These include:



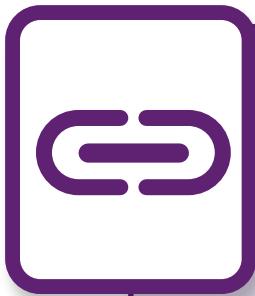
- board members receiving security training as part of overall learning and development;
- establishing policies that promote the use of secure, encrypted digital communication tools instead of sending emails or non-password protected documents;
- holding regular security briefings in collaboration with IT departments – this would allow for security planning and risks to be incorporated into board meetings on a semi-regular basis;
- appointing board members with a capability in technology would ensure there is active engagement and understanding.

Minutes

- 4.22 Minutes produced should capture the essence of the meeting held. They should be brief but still capture the contribution of individual members and be reflective of the actual discussions, decisions made, actions agreed and responsibilities allocated.
- 4.23 Minutes should not be biased towards management interpretation. To ensure they are a complete and accurate record of the meeting, minutes should be distributed promptly to members for consideration and comment no more than two weeks after the meeting. The minutes should then be agreed, with amendments, at the subsequent board meeting and action points appended for tracking purposes. It is important there is a well understood protocol for the agreement of minutes. Minutes are key documents of accountability. They should be retained for reference. See **Annex 6** for board minutes template.

Conflicts of interest

- 4.24 It is important that the independence of each board member is managed and maintained. A register of interests should therefore be held, kept up-to-date and be publicly available.
- 4.25 Specific conflicts should be known prior to the board meeting and papers being issued. The secretariat and chairperson should be aware of any declared interests so they can be managed in advance of each meeting, for example, members with conflicts are not given sight of the board papers in relation to the matter with which they have an interest and are able to excuse themselves from the actual discussion during the meeting.

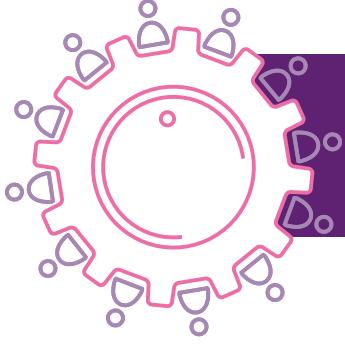


For more information on managing conflicts of interest see:

- [**Conflicts of Interest: A Good Practice Guide, NIAO, March 2015.**](#)
- [**Dear Accounting Officer letter 07/21 – Conflicts of Interest Guidance, Department of Finance, September 2021**](#)

Decision-making

- 4.26 Decision-making is a key duty of the board and all members have a collective responsibility for taking informed and transparent decisions within its scheme of delegation. It is important a board understands the extent of, and limitations to, their decision making authority. A scheme of delegation is a framework which sets out what powers the board has and those which reside elsewhere, either with the parent department or the Department of Finance. The scheme should be part of the board's terms of reference and feature within its standing orders.
- 4.27 Decision-making is all about delivering outcomes for the organisation. The board needs to understand and use governance in a dynamic sense in order to deliver outcomes. Within the board meeting, there must be a continuous focus on the outcomes the board wishes to achieve. A board should not be hindered in its decision-making by:
- a dominant personality;
 - failure to consider risk properly;
 - failure to allow adequate time for discussion; or
 - a lack of high quality information or expert opinions when necessary (Financial Reporting Council, 2011).



Operating a Board

4.28 To make effective decisions, boards should consider the following:

- maintain a critical approach to all decisions;
- judge all available options, perhaps through a pro/con list;
- thoroughly consider the implications of all decisions, stepping outside the boardroom if necessary to understand what happens in reality;
- question the validity of the information presented, and on which decisions are based;
- ensure decisions are documented sufficiently.

The chairperson, who is an experienced facilitator, should maintain a neutral position until all viewpoints are heard.

"The 80/20 Rule"

4.29 A general rule of thumb is that decisions taken by the board which take up 80 per cent of their time will yield only 20 per cent of their results. The other 20 per cent of the board's time will be spent making "the vital few" decisions that will yield 80 per cent of the results of the meeting. This logic applies frequently in various ways across an organisation but in essence, boards need to prioritise and avoid getting embroiled in trivial tasks.

Conflict Resolution

4.30 Constructive tension within a board, if managed well, can bring about change and allow the board to evolve over time. However, tensions are often not dealt with adequately or at all. This can have a negative impact on relationships and board performance and morale. Frequently this leads to members choosing to resign their position rather than attempting to rectify the situation. Consequently the board can become one-dimensional, with the issue or conflict having a disabling effect on the board's operation. There is a duty to deal with conflict before it becomes impossible to resolve and the board should seek external support if required to help them manage the situation.

4.31 A board should have mechanisms in place to deal with disputes and conflicts to ensure they do not become wider issues and impact on the effectiveness of the board. The following are some ways in which conflict can be prevented or addressed when it arises:



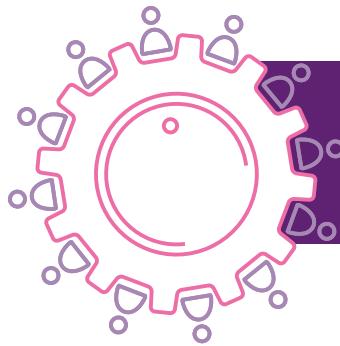
Suggested actions to combat tension

- Induction should include an opportunity to build relationships between the board members on a personal level, to aid in the formation of trust and respect.
- Further time, perhaps once per year, should be set aside to reflect on and discuss communication within the board.
- Limit potential for conflict through clearly documenting roles and responsibilities.
- Ensure all members receive the same information and there are no 'offline' discussions which do not include all members.
- Provide training for all members on negotiation and conflict resolution as part of the annual training plan.
- Put in place a written code of conduct to guide members' behaviours.
- The chairperson should ensure resolutions are obtained and, if required, involve a neutral facilitator should the situation warrant it (MacDonald, 2003).

- 4.32 Rather than discussing the issue of contention during a board meeting, a separate meeting should be held outside of the board to air issues and come to common ground.
- 4.33 Where stakeholders express concerns or dissatisfaction with the operation of boards there should be policies and procedures in place to deal with complaints effectively and efficiently.

Risk Management

- 4.34 Robust risk management goes hand in hand with the board's ability to make decisions. Decision making is most effective when ownership and accountability of risk is clear. Clarity on the role and functions of the board and that of the audit and risk assurance committee are therefore essential.
- 4.35 Sufficient time and resources should be allocated to risk management, as the board has ultimate accountability for, and ownership of, the organisation's risks. Scrutinising and advising on key risks is a matter for the board. The board should, however, be supported by the audit and risk assurance committee.



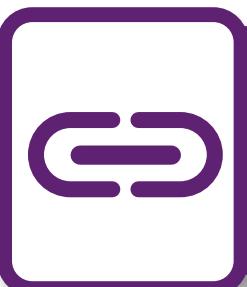
Operating a Board

Responsibilities of the board for risk management



- Establishes and oversees risk management procedures;
- Endorses the risk management strategy/policies;
- Ensures appropriate monitoring and management of significant risks by management;
- Challenges the risk management adopted by the organisation to ensure all key risks have been identified; and
- Is aware of any instances where risks are realised.

- 4.36 The board must understand and agree the organisation's risk appetite and be familiar with current best practice in risk management for identifying, assessing and managing risk. Once processes have been established and are embedded, the board should continue to challenge management on compliance and the operational effectiveness of the risk management processes.
- 4.37 This is not a one-off activity. Risk management should be a standing item on the agenda of the board, whereby the board regularly deliberates on the current risks captured and maintained on the risk register and the risk appetite assessed as tolerable for the organisation, and ultimately engages in horizon scanning to identify risks at the margins of current thinking and planning.



For more information on risk management see:

[**Good Practice in Risk Management, NIAO, June 2011**](#)

[**The Orange Book: Management of Risk – Principles and Concepts**](#)

Managing Transformation

- 4.38 Transformation is an umbrella term associated with making fundamental changes to how an organisation is run. This may include changes in personnel, management structures, operational processes and technology. Transformation is intended to help organisations function more effectively and become more efficient.
- 4.39 Transformation needs to start at the top with the board (PM-Partners Group, 2020). The board needs to create clarity around the transformation agenda by:

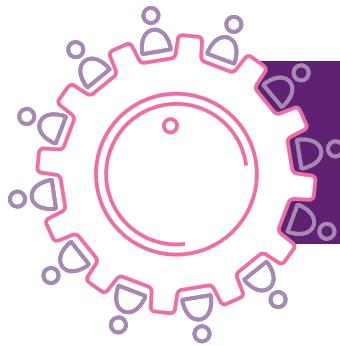


- defining the parameters for change;
- outlining what the acceptable risks are;
- emphasising the non-negotiable items; and
- highlighting what success looks like.

- 4.40 Having clarity helps senior management deliver transformation, as opposed to being paralysed by uncertainty and wasting resources by pursuing opportunities that don't contribute to the transformation agenda (Korn Ferry, 2015).
- 4.41 The chairperson needs to ensure all board members agree on the direction of transformation and that any disagreement does not de-rail the process or impact on important decisions.
- 4.42 For successful transformation, the board, management and the parent department must be in alignment, with the chairperson of the board being the main conduit for communication between the key stakeholders. Any concerns must be resolved through constructive debate.
- 4.43 The board should take every opportunity to share its vision for transformation and engage with stakeholders. Repetition will help reinforce the message and demonstrate the organisation's commitment to transformation (Frost, 2021). The message must, however, remain consistent, regardless of who is delivering it. Regular engagement as a board will enable this.
- 4.44 Fatigue is a key danger in any transformation process. Ebbs and flows are inevitable. It is important the board does not allow the process to become 'bogged down'. Having interim targets is useful as this gives management something to strive towards. In addition, the board needs to be clear that transformation is not a never-ending process. The organisation will want to continue to adapt and continuously improve but the journey of transformation will reach a new position of 'business-as-usual'. Knowing what success looks like at the start of transformation will help the board know when the organisation has got there (Frost, 2021).
- 4.45 Fundamental to any transformation process is identifying lessons learnt. This will enable the board and management to support the future needs of the organisation and guard against repeating previous mistakes.

Crisis Management

- 4.46 Effective crisis management also begins with the board. The British Standards Institute's (BSI) European Guidance on Crisis Management defines a crisis as 'an unprecedented or extraordinary event or situation that threatens an organisation and requires a strategic, adaptive, and timely response' (British Standards Institution, 2014).
- 4.47 In light of the pandemic of 2020-22, organisations have faced unprecedented external threats in a volatile environment and have been forced to operate in a crisis mode as a result.



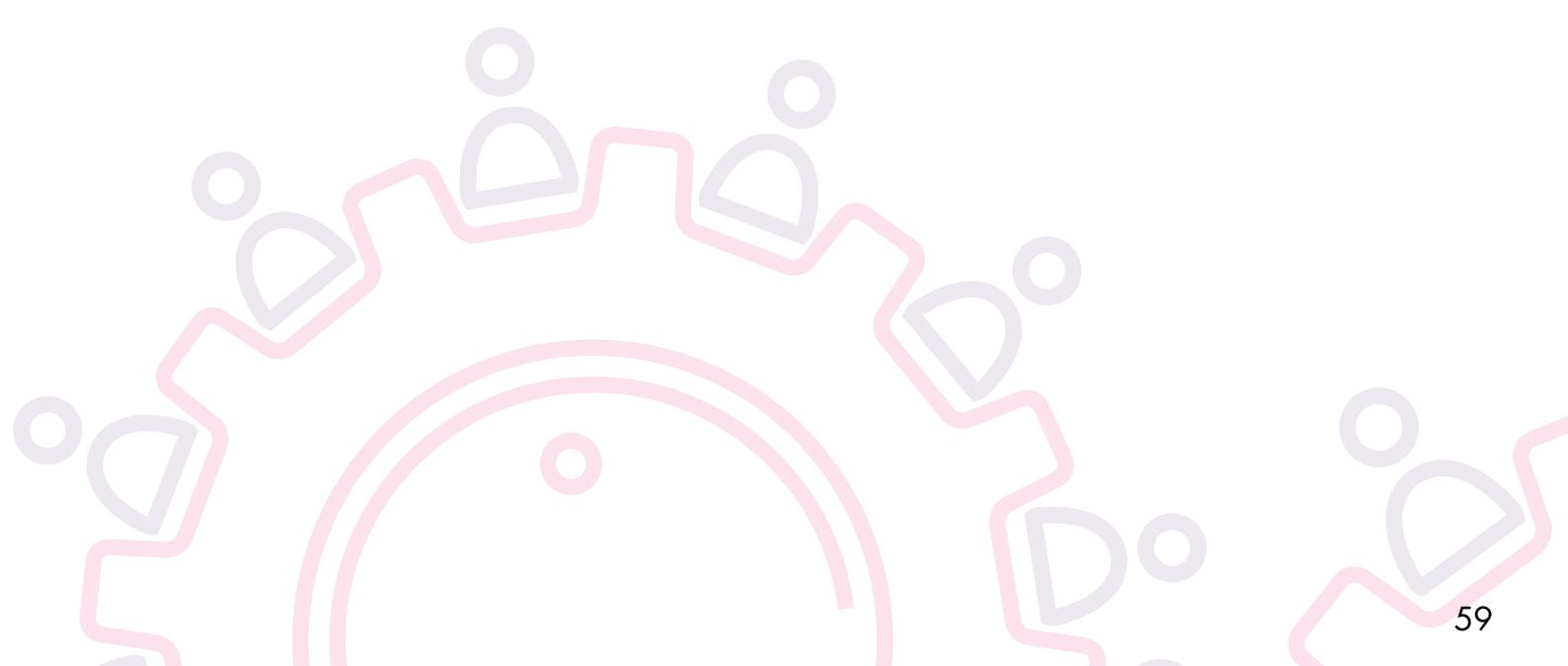
Operating a Board

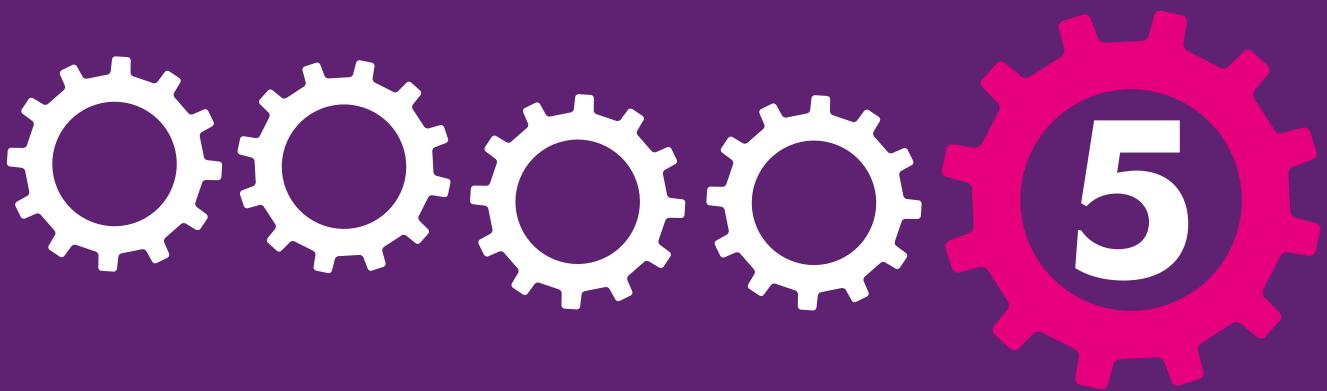
However, a specific crisis can also arise within the confines of an individual organisation. Board members may not always be blamed directly but they are often criticised for not having paid close enough attention to see on-coming crises or for reacting too slowly. An effective board will already be in a state of readiness and be prepared for changes in its environment.

4.48 A state of readiness and preparedness requires:



- **Knowing that you are responsible, and acting accordingly;**
- **Being proactive:** trying to stay ahead of the curve instead of always being in a position of reacting to the crisis after it has happened;
- **Rebalancing involvement when a crisis occurs:** the mantra of "noses in, hands off" is no longer acceptable. Boards have to readjust and pay closer attention than ever before without going into micromanagement. The best thing to do is to provide oversight, support and guidance;
- **Sounding block for management**, the board should have the ability to counter the need for hasty decisions whilst still encouraging management to be highly responsive, and provide additional and contrary perspectives as required (Deloitte, 2019). A crisis can mean a change in focus and adjustment to ways of working, but at the same time it is essential to safeguard governance;
- **Having in place a crisis management policy:** when a crisis hits, there should be protocols in place, such as a business continuity plan, that can be activated quickly, so the board can respond well. Having a policy may not prevent the crisis, but it will tell the board who should do what and when;
- **Modelling the behaviour:** the board should do the right thing during and after the crisis, modelling the behaviour for the whole organisation. The chairperson needs to lead by example and exhibit appropriate behaviour when things go wrong, and not engage in a blame game, defend the indefensible or detach from the issues. There should be a culture in the organisation whereby the communication from the board is trusted and respected; and
- **Maintaining regular and open communication between board and minister:** it is essential that the working relationship between the chairperson and minister is sustained and affirmed, especially in periods of crisis. If decisions are required at a ministerial level, the chair can offer support and counsel.

- 4.49 Managing any crisis requires keeping cool and calm, implementing the plans, communicating with stakeholders, and keeping a record of what is being done.
 - 4.50 An effective board will learn from a period of crisis and implement any lessons learnt when the crisis has passed, to emerge stronger and more resilient than before, with a renewed focus and a stronger relationship with stakeholders (Mazars, 2022).
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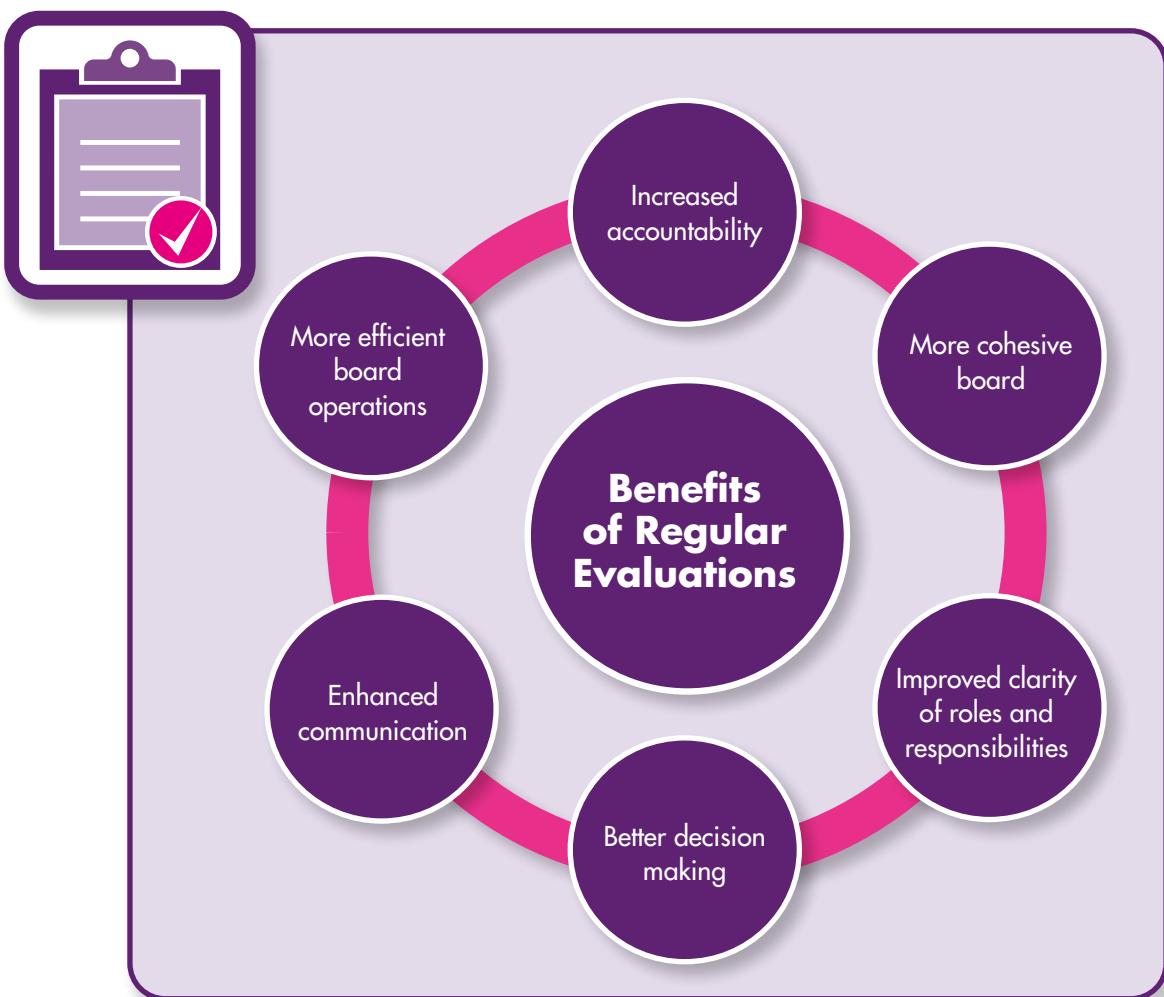
Evaluating a Board



5

Evaluating a Board

- 5.1 Boards require feedback on how they are performing as a group and how individual members are fulfilling their responsibilities. The purpose of any assessment is to evaluate effectiveness and make improvements where required. There is no definitive way of carrying out an assessment but it is important to modify the process over time to retain interest and relevance. Establishing an effective process for board evaluation can send a positive signal to the organisation that board members are committed to doing their best. It also sets the necessary example for the establishment of robust appraisal systems throughout the organisation.
- 5.2 An effective board is also a key component to an NDPB gaining greater autonomy. It helps to build trust and set the tone for the partnership agreement between the parent department and the NDPB. A board's effectiveness must, however, be visible and supported by evidence. This can be provided through internal and independent Board Effectiveness Reviews (Department of Finance, 2019).
- 5.3 Evaluation of performance is central to corporate governance. Experience shows that a successful board is not guaranteed by just bringing together successful people. All boards can benefit from evaluation.
- 5.4 The benefits of regular evaluations are summarised below.



Board evaluations

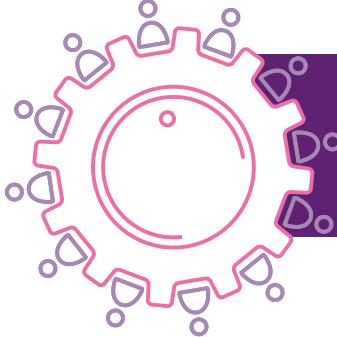
- 5.5 A board should undertake an evaluation of its own effectiveness annually. Some boards do this as part of an annual away day. This process can be seen by some as a chore and a tick box exercise; however, an effectiveness evaluation is a powerful mechanism.
- 5.6 The chairperson sets the tone from the top and plays a pivotal role in the evaluation (ICAEW, 2011). It is therefore vital that the chairperson reinforces the significance and value of the evaluation process and encourages board members to participate fully.
- 5.7 The actual form of assessment should be tailored to each board; there is no universal template. Suggested topics for board evaluations should be outlined below.



Topics for consideration during Board Evaluations

- Has the board adequately discharged its responsibilities, for example strategic planning, budgeting, risk management etc.?
- How adequate are the board's operations and decision-making processes, for example adequacy of information, committee structure, board composition, discussion time etc.?
- Other areas such as board culture, working relationships, opportunities for meaningful participation, communications with management and other stakeholders (The Government of British Columbia, 2018).

[Note: one of the key issues raised by board members is not feeling empowered to speak up during board meetings. A board evaluation is a good place to check if members feel they can do that.]



Evaluating a Board

- 5.8 The evaluation is also an opportune time to review the partnership agreement in place between the parent department and the NDPB. This agreement is flexible and should be periodically reviewed and revised as appropriate. No relationship is static. Its partners must work in tandem to preserve the strengths and identify actions to address the weaknesses.
- 5.9 Consideration should also be given to external facilitation of board evaluations. A good external facilitator can add a different perspective and be both challenging and reassuring. They can provide independent and impartial advice, objectivity and rigour, leading boards to make changes that positively impact performance.
- 5.10 Engaging an external reviewer incurs cost but this should be weighed against the benefit that independent evaluations can provide.
- 5.11 Benchmarking can also help the board identify potential areas for improvement. It can be used to gauge performance against a baseline, best practices and other boards. Organisational benchmarking could be used to compare the board's structure and performance with the accomplishments of others. If, for example, another board has achieved successes through governance transformation, the board could do a 'compare and contrast' analysis of their leadership and decision-making processes with a view to identifying areas for improvement.
- 5.12 Board effectiveness evaluations can be simplified using a self-assessment instrument, such as a checklist. There are many different checklists available but they can have limitations. To be of value, more than a Yes/No answer is required. Good checklists describe best practice in areas such as: strategic thinking and planning; board responsibilities, board appointment and composition; board operation; and board relationships, and ask respondents to rate their board in the different areas. This allows open-ended comments on how the board's performance could be improved in each area. If designing a checklist, the questions included should:
 - be thought provoking;
 - be designed to gather information not readily available e.g. not asking the board members for their attendance, when this is available from the board secretary;
 - not be repeated each year, so as to avoid routine answers;
 - contain open questions to glean insight and ideas from board members; and
 - cover the real drivers of board effectiveness e.g. how relationships are working in practice.

- 5.13 To achieve a holistic assessment, boards should also consider gaining the perspectives of more than just current board members. Ascertaining the views of the executives should provide further insight as to how the board is operating and feed into the overall evaluation.



Once the evaluation has been completed, it is important that feedback is shared amongst the board members. In addition, the board needs to address any areas for improvement and put an action plan in place. This may comprise feeding the results of the evaluation into future appointments, induction and training plans. The resulting strategy for improvement should provide a framework for future development and have a defined timescale for implementation.

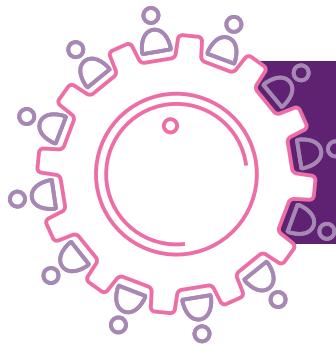
- 5.14 Once again the role of the chairperson is key. On any subsequent agendas, the chairperson must ensure any actions or follow-up points from the evaluation are introduced so they are acknowledged and implemented.
- 5.15 Evaluation is about learning and improving. The evaluation feedback should allow the board to build on the positive aspects and gain a greater understanding of how they operate and compare with best practice. Attention should always be drawn to achievements and in-year successes.

Individual evaluations

- 5.16 Annual board member evaluations should be undertaken. It is the responsibility of the chairperson to ensure these take place. In cases where executives are members of the board, consideration should also be given to evaluating them as a board member. Such assessments can adopt a two-staged approach.
- 5.17 The first stage is conducted by the individual member through the use of a self-evaluation form. This is normally for personal use, in that it is not to be handed in or reviewed by anyone but the individual. It does, however, help to inform the second stage, which is the assessment interview or discussion between the board member and the chairperson.

Self-evaluation

- 5.18 Some of the factors a board member should consider as part of self-evaluation are highlighted on the next page:



Evaluating a Board



1. I am familiar with the organisation's mission statement, vision and corporate plan.
2. I am familiar with the laws and regulations which govern the organisation.
3. I am familiar with the governance framework of the organisation.
4. I am focused on the outcomes and goals of the organisation with my time commitment, skills and support.
5. I regularly attend board meetings and other events requiring board participation.
6. I am available to serve on committees as needed.
7. I come to meetings having already read the information relevant to that meeting and prepared with questions.
8. I try to be an objective decision-maker.
9. I avoid participation in board issues which are self-serving or may be perceived as conflict of interest.
10. I understand and am comfortable with the board's decision-making process.
11. I offer constructive challenge to board discussions but publicly support board decisions.
12. I treat other board members with respect and listen openly to their opinions.
13. I understand the role of the board and my responsibilities as a board member.
14. I understand the difference between the executives' responsibilities and my own as a member of the board.
15. I encourage and support the organisation's executives in achieving organisational goals.
16. I visit the organisation frequently enough to be familiar with its services/activities and to identify potential issues or needs.
17. I keep abreast of legislation and other developments in the sector that might impact on the organisation.
18. I have a good working relationship with the chairperson, other board members and executive team.
19. I have established working relationships with relevant stakeholders and discuss pertinent issues with them, advocating for their support and direction.
20. I find serving on the board to be a satisfying and rewarding experience.

If each statement presents 5 points, the total points available are 100. A score of 75 or more is desirable for a good board member. The example statements above have been adapted from various sources, please see references for further information.

Assessment interview

5.19 The assessment interview should be conducted with reference to the clear expectations normally required of a board member. These are set out in various key documents such as the organisation's partnership agreement, the terms of reference for the board and the code of conduct for board members. Such documents should have been made available to the individual board member on appointment and covered in any induction training. The various topics that should be covered in the assessment interview are outlined below.

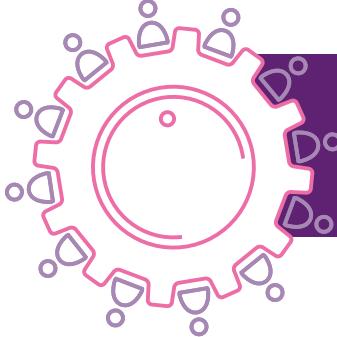


Topics to be covered in the assessment interview

- the level of the member's skills, experience and demonstrated expertise;
- the level of the member's preparation for board discussions and the degree of participation in them;
- the member's knowledge of the organisation, its strategic direction and its operational environment;
- the member's record of attendance;
- the member's ability to express views and hear the views of others;
- the member's ethical standards; and
- the member's commitment to the best interests of the organisation, such as its core values and behaviours.

5.20 Should there be any issues of concern arising with the performance of a specific board member, more frequent evaluation may be justified.

5.21 Many chairpersons find addressing under-performance, such as non-attendance, ineffective contributions or disruptive conduct, difficult to manage. There has historically been a preference to allow people to serve out their term rather than taking more specific action. However, chairpersons need to act resolutely. When an ethical issue arises with a board member, it must be dealt with promptly and decisively, as any delay could have far-reaching consequences. Some ways to approach performance concerns are outlined on the next page.



Evaluating a Board



Ways to address performance issues with a board member

If a board member has consistently not attended board meetings or makes minimal contribution to the effectiveness of the board and is actually obstructing the work of the board when they do attend, the evaluation process can be an opportune way of tackling the problem sensibly and professionally. It gives the chairperson a chance to have an open, honest dialogue. This should focus on the organisation and not the person. There is a need to change the behaviour, not the person, because doing so will better serve the organisation. Avoid vague generalities. Be specific, describe behaviours. This can help elicit a fruitful conversation rather than a defensive argument.

One suggestion for addressing poor performance, raised at the NIAO focus group sessions for board members, was the policy of 'three strikes and you're out'. After missing three meetings the individual is asked to account for their attendance. This obviously would warrant a discussion with the individual member at the time, rather than waiting for an annual evaluation. However, should overall attendance for an individual be less than 75 per cent for the year, this should be discussed at the annual evaluation. The removal of a board member is, however, a decision for the minister.

It is important to keep in mind that there are many ways to solve issues with board members, but finding the solution starts with finding the root cause and understanding that there are a number of reasons why a board member might not act as expected. The evaluation process can be a key mechanism for finding that solution.

Peer evaluation

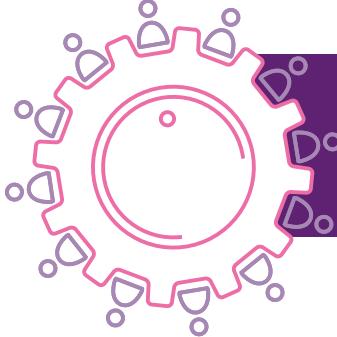
- 5.22 A third component that could also be included in the evaluation process is peer review, commonly used in the private sector and to a lesser extent in the voluntary sector. It is frequently argued that peer evaluators can be biased or unwilling to make hard judgements. Some board members find the prospect of peer review unsettling as they see it as potentially setting members against one another. Peer review can, however, be a useful source of information and a tool to

improve board member performance. It gives every member of the board a voice and makes them more accountable to each other and to their role and responsibilities. For peer review to be successful, it needs to have buy-in from all members in that they are accepting of the judgement and advice arising from the evaluation. There is comfort in knowing your peers are not only judges but an important part of the whole evaluation process. A typical board member peer evaluation form can be found at **Annex 7**.

- 5.23 The depth and complexity of the evaluation process should be agreed by each board in order to meet its own needs. It is important that the assessment used by the board is robust and meaningful. As a minimum, individual evaluations should require an annual discussion of performance with the chairperson, whereby any training or development requirements can be identified and the opportunity is afforded to individual members to raise any issues on the overall performance and operational effectiveness of the board.

Chairperson's evaluation

- 5.24 The duties and responsibilities placed by the board on the chair are the basis for his/her performance evaluation. The chair's evaluation can also be done through a two-stage process. The first stage requires the completion of a questionnaire by each of the board members which is returned to the board secretariat for the production of an analysis report. The board, in the absence of the chair, will consider the report outcomes and any actions necessary. These will be agreed and fed back in writing through the secretariat to the chair of the board and accounting officer of the department or designated senior civil servant from the department, who is responsible for the chair's evaluation. It is also worth considering using an independent facilitator to provide such feedback. The questionnaire feedback will form the basis of the second stage which will be similar in nature to the assessment interview between the chair and other board members. A pro forma for the chair evaluation questionnaire can be found at **Annex 8**.
- 5.25 As with board level evaluations, individual evaluations do not end with the outcome of the evaluation. It is equally important that there is appropriate follow-up. Once the assessment is completed, appropriate steps should be taken where necessary to improve the effectiveness of the individual board members/chairperson. For example, the outcomes could feed into individual training plans and consideration over re-appointments.
- 5.26 Individual evaluations should be viewed positively; as a constructive means by which to benefit both the performance of the individual and the board. The Public Appointments Code NI requires that evidence of effective performance is necessary when reappointment of a public appointee is being considered (CPANI, 2016).



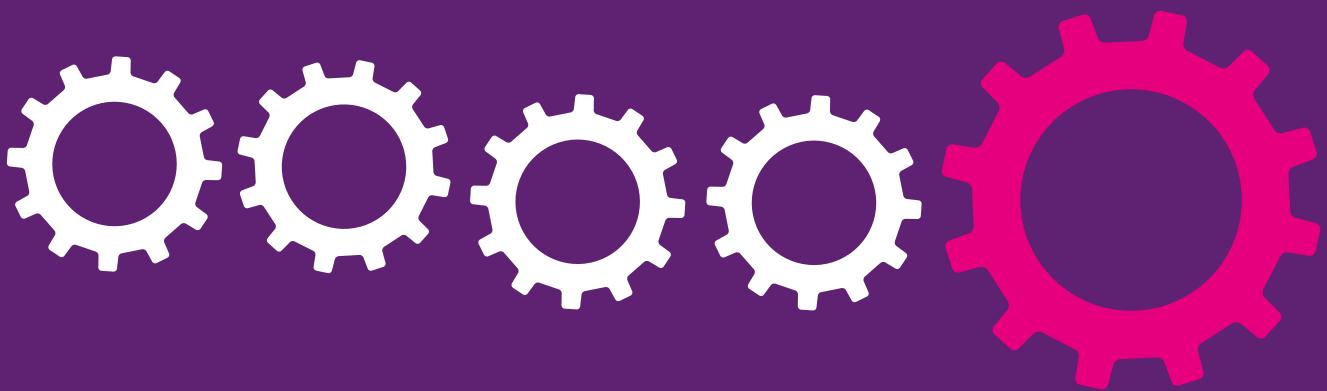
Evaluating a Board

5.27 Outside annual evaluations, boards should also devise other mechanisms to ensure on-going performance improvement. Some suggestions are provided below.



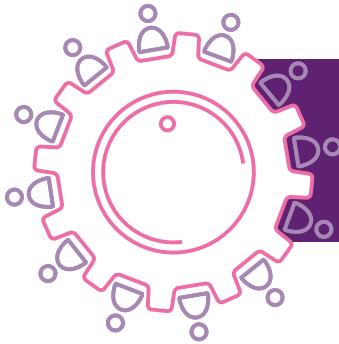
Performance Improvement Mechanisms

- chairperson seeking feedback from members after each meeting;
- appointing a member responsible for ensuring ongoing improvement and creativity in the way the board operates;
- ensure members are aware of the method for raising concerns or suggestions; and
- regular self-assessments by board members, to challenge each member to critically evaluate their own performance and identify areas for short-term improvement.



Annexes – Board Pack

Annexes



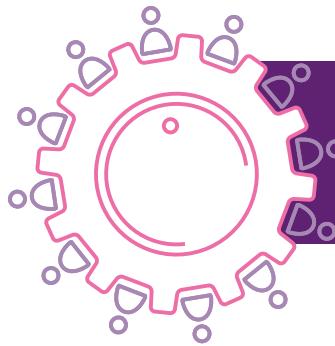
Annex 1

(paragraph 1.9)

Board Overview Matrix

	Board Member Names							
	CRAIG JONES	MARY BRIGHT			PAULA WHYTE			JOHN HOPE
Date:	Term expires: 31 March 2022				Term expires: 31 March 2023			
Demographics								
Male	✓							✓
Female		✓			✓			
21-30 years								
31-40 years		✓						
41-50 years	✓				✓			
51-60 years								✓
61-70 years								
71 years and over								
Diversity*								
Socio-economic background								
Professional					✓			
Managerial		✓						✓
Administrative								
Manual								
Self-employed	✓							
Unemployed								
Student								
Skills and Expertise								
Financial Management	✓							
Personnel Management					✓			✓
Sector Knowledge		✓			✓			
Legal Issues		✓						
Risk Management								

*Note: in relation to diversity, the example provided is socio-economic groups but ethnic, racial, or religious groups could also be included (Swanson, 1984).



Annex 2

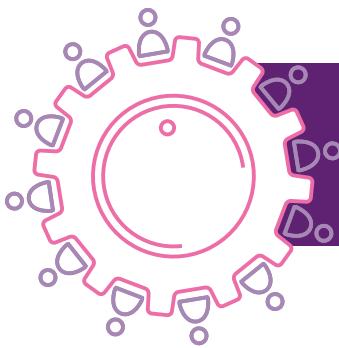
(paragraph 2.7)

Board Effectiveness – A Good Practice Guide

Sample – Induction Programme

Essential documents to include in welcome pack

- Managing Public Money Northern Ireland
- Nolan Principles
- Partnership Agreement
- Relevant legislation
- Board Operating Framework
- Code of Conduct and ethical standards
- Latest Annual Report and Accounts
- Latest business and corporate plans
- Key internal and external audit reports or other reviews
- Organisational structure and contact details for the board
- Board Training Plan
- Details of how evaluations are performed
- Forward programme of board meetings
- Background information on other board members
- List of key terms and acronyms used
- Key policies
 - Guidance on travel and subsistence
 - Data Protection
 - Freedom of Information
 - Media policy
 - Gifts and Hospitality policy
 - Register of Interests



Annex 2

(paragraph 2.7)

Meeting with chairperson

- Explain and discuss the organisation's place in the wider government structure, including relationship with the parent department and its minister
- The collective role of the board and its committee structure
- The expectations of the new board member, with reference to the roles set out in the partnership agreement, ensuring understanding of both roles and relationships
- Practicalities of operation of the board –
 - ✓ How information is disseminated to members
 - ✓ When and in what format the board pack arrives
 - ✓ Formats and arrangements for board meetings
- Key issues and current priorities
- Development needs of the member, specifically including level of financial literacy (*meeting with Finance Director should be tailored based on this discussion*).
- Allow time for the new member to ask questions about the material included in the welcome pack

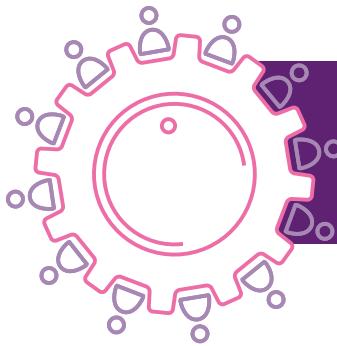
Meeting with chief executive

- Discuss the remit of the body
- Key issues for management
- Take a physical tour of the organisation

Meeting with finance director (this could be expanded to other operational directors)

- Key concepts and reports
- Discuss the most recent published financial accounts, management accounts and budget
 - ✓ explanation of key assumptions and figures in the accounts

Shadow/Observe a board meeting prior to commencing officially – this allows the member to get to know other members and understand how the board operates.



Annex 3

(paragraph 4.2)

Board Effectiveness – A Good Practice Guide

Sample – Board Annual Programme



Standard items to be reviewed at each board meeting:

- Register/Conflicts of Interest
- Approval of previous minutes
- Financial and on-financial Performance
- Risk management
- Reports from sub committees



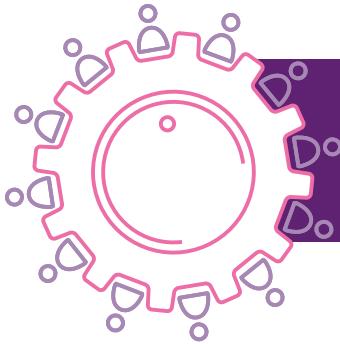
Agenda items to be considered quarterly:

- Training and development of members
- Performance against business and corporate plans
- Risk appetite and strategy
- Fraud and raising concerns caseload



Agenda items to be considered annually:

- New board member induction
- Appoint standing committees
- Approve draft and final financial statements
- Review of board operating framework
- Review of policies due for renewal
- Consideration and review of the partnership agreement
- Board performance assessment MONTHLY
- Strategic direction planning
- Consider gaps regarding board composition
- Approve next year's budget
- Review of Terms of Reference

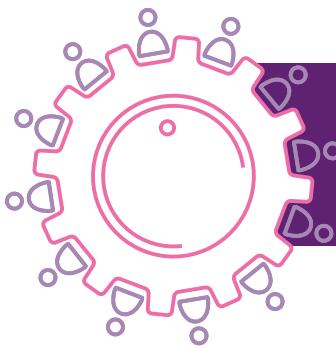


Annex 4

(paragraph 4.9)

Sample – Board Agenda

No	Item	Paper Ref	Action	Time
1	Welcome, attendance & quorum		For information	xx:xx
1a	Conflicts of Interest		For information	xx:xx
2	Approval of minutes of previous meeting	xx/xx	For approval	xx:xx
3	Matters Arising including action points		For discussion	xx:xx
4	Chief Executive's Report (or equivalent)	xx/xx	For information	xx:xx
5	Financial Report and other key business report items e.g. update on business plan implementation, including key performance indicators.	xx/xx	For information	xx:xx
6	Issue 1 – e.g. changes to Audit and Risk Assurance Committee Terms of Reference	xx/xx	For decision	xx:xx
7	Issue 2 – e.g. Update to Raising Concerns Policy	xx/xx	For information	xx:xx
8	Issue 3 - e.g. new Corporate Plan		For discussion	xx:xx
9	Correspondence	xx/xx	For information	xx:xx
10	Reports from committees (e.g. Audit and Risk Assurance Committee)	xx/xx	For information	xx:xx
11	Any other business	xx/xx	For discussion	xx:xx
12	Close of meeting, confirmation of date, time and location of next meeting		For information	xx:xx



Annex 5

(paragraph 4.15)

Board Effectiveness – A Good Practice Guide

Board Paper Template

Agenda Item: #

Title: Title of paper

Date: xx/xx/20xx

Presented by: Name and Position

Action Required:

- For discussion
 - For decision
 - For approval
 - For information
-

Summary

This section should explain to the board what this paper is about, why this paper has been brought to their attention and who has already been consulted. [This should be no more than 5 lines]

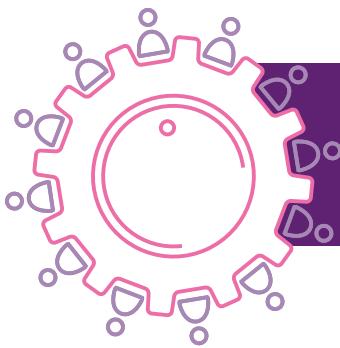
The preparer should document what action is required in more detail – this should be clear and concise and give enough information for the reader to understand the issue and what is expected of them.

The minutes should reflect the action determined by the board and should reflect this section of the paper.

Background:

In less than a page, the preparer should outline the background information to allow the paper to be understood and allow board Members to fulfil their role and determine the action required. In doing so, all terminology or acronyms should be explained and a summary provided of any previous board consideration of the topic.

If further information is required, this should be provided through a link or attachment and should not be included in the body of the board paper.



Annex 5

(paragraph 4.15)

Key Issues & Implications:

Explain:

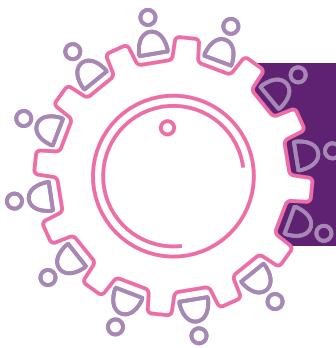
- how the paper and the proposed way forward are aligned to the strategic objectives of the organisation and the current business plan;
 - how the issue impacts on the organisation financially (e.g. the budget, planned expenditure, cash flow);
 - the risks involved and their likelihood of occurrence;
 - the legal implications that require consideration; and
 - how progress and performance will be reported back to the board
-

Recommendation:

Where a recommendation is being presented to the board for approval, this section should include the recommendation being made, the options available to management and why the preferred option is being recommended. Include information on the decision-making criteria and how each option performed.

Attached Documents/Links to other relevant information:

Link to further information (if required)



Annex 6

(paragraph 4.23)

Board Effectiveness – A Good Practice Guide

Board Minutes Template

The key to effective minutes is getting the level of detail correct.

Name of Organisation

Board Meeting Minutes: Month, Day, Year

Time and Location

Board Members:

Present: [Note who was Chairperson]

Absent:

Quorum present? Yes/No

Others present: [Note who was Secretary]

Make sure to note the arrival time of any late attendees or times when attendees left the room, it is important to record who was there for each discussion and decision made.

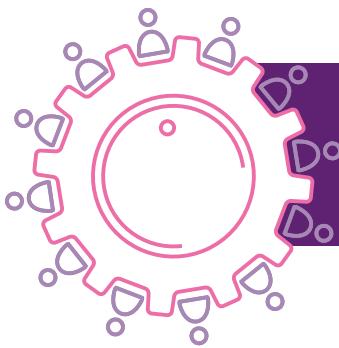
Welcome, Apologies and Announcements

Declarations of Interest

Note any declarations of interest and how they were handled.

Approval of Minutes

The minutes of the _____ board meeting were approved as a correct record.



Annex 6

(paragraph 4.23)

Action Points

Chief Executive's Report (or equivalent)

Brief and accurate summary of the discussion surrounding the report, including any actions to be taken.

Financial Report

Brief and accurate summary of the discussion surrounding the report, including any actions to be taken.

Committee Reports

Brief and accurate summary of the discussion surrounding the report, including any actions to be taken.

Issue 1

Brief and accurate summary of the discussion surrounding the issue. Put all decisions in bold so they are clearly visible, for example;

The Board:

- **approved the recommendation (as per the summary of the paper under discussion)**

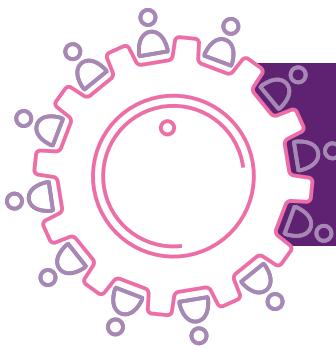
Any Other Business

For example - any upcoming events/visits.

Date of next meeting

The next meeting of the board will take place on _____ at _____.

[Signature of Secretary and Chairperson]



Annex 7

(paragraph 5.22)

Board Effectiveness – A Good Practice Guide

Sample – Board Member Peer Evaluation Form

Evaluation of: _____ Date: _____

Leadership

1. **Character and Personal Integrity:** *Consistently demonstrates professional leadership character.*

Needs Improvement 1 2 3 4 5 Excellent

2. **Contribution:** *Keeps the board focused on mission and core objectives*

Needs Improvement 1 2 3 4 5 Excellent

3. **Investment:** *Investment of time, skills and expertise in board meetings*

Needs Improvement 1 2 3 4 5 Excellent

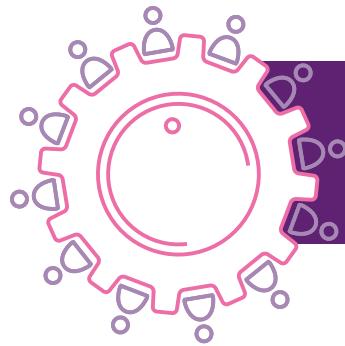
Interpersonal Skills

4. **Relational Integrity:** *Communicates appropriately and positively during and between board meetings*

Needs Improvement 1 2 3 4 5 Excellent

5. **Commitment to Diversity:** *Displays behaviour that values cultural differences and contributions to the organisation and society.*

Needs Improvement 1 2 3 4 5 Excellent



Annex 7

(paragraph 5.22)

Strategic Thinking

6. **Vision and Values Focus:** Engages with and keeps the board focused on core values, mission and vision.

Needs Improvement 1 2 3 4 5 Excellent

7. **Solution and Innovation Focus:** Identifies problems and suggests potential solutions. Open to change and new ideas. Values both long-term vision and outcomes as well as short-term ideas and solutions.

Needs Improvement 1 2 3 4 5 Excellent

Board Contribution

8. **Organisational Knowledge:** Demonstrates knowledge of the structure, history, mission and ethos of the organisation.

Needs Improvement 1 2 3 4 5 Excellent

9. **Governance:** Contributes positively to discussion and debate through thoughtful and clearly stated observations and opinions. Remains policy rather than operationally focused.

Needs Improvement 1 2 3 4 5 Excellent

10. **Committee Contribution:** Adds value and unique perspective and insight to committee assignments.

Needs Improvement 1 2 3 4 5 Excellent

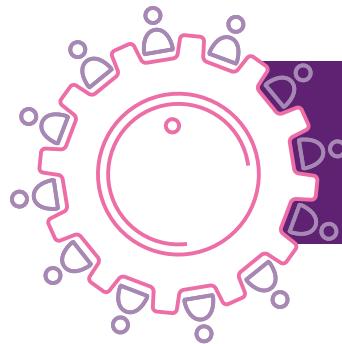
What do you see as the strongest contribution this member makes to the board?

Overall assessment of the effectiveness of this board member.

Very poor 1 2 3 4 5 6 7 8 9 10 Excellent

Any other comments?

Source: This sample was adapted from ECFA, see reference list for further information.



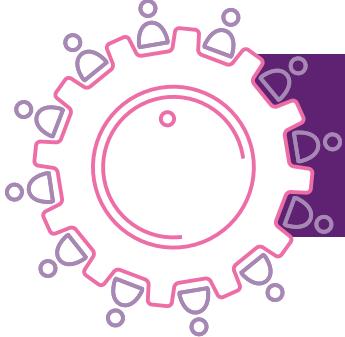
Annex 8

(paragraph 5.24)

Sample – Chairperson Evaluation Form

	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson is an effective leader of the board, ably demonstrating the skills and experience necessary for the role.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson actively fosters an effective working relationship with the minister of the parent department and encourages collaboration.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson plays an active role in the recruitment of new board members by informing the minister of the current skills mix and composition and making recommendations for skills that are needed.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson ensures that a succession plan is in place and is acted upon.				
How might performance be improved?				

	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson facilitates members to participate in discussions and encourages challenge and constructive debate.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson remains neutral until all viewpoints have been considered.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson deals well with any problems of what might be described as 'group dynamics' e.g. dominant member, quieter colleagues, group tensions etc. in order to reach a consensus.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson helps formulate the strategy of the Board and ensures that objectives are in line with the vision and ethos of the organisation.				
How might performance be improved?				



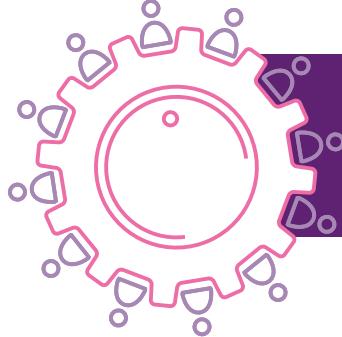
Annex 8

(paragraph 5.24)

	Strongly Agree	Agree	Disagree	Strongly Disagree
Where necessary, the chairperson discusses matters of attendance, performance or conduct with members of the board.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson ensures that an up to date Register of Interests is maintained and all interests are declared and managed at meetings appropriately.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson sets the agenda for board meetings and ensures it is adhered to by setting a tone and style that is conducive to focused discussion.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson effectively and appropriately undertakes chairperson's actions, reporting on such actions to the next meeting.				
How might performance be improved?				

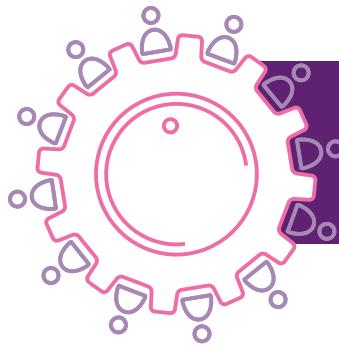
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson encourages the board to undertake a critical self-assessment on an annual basis so that the board can measure its performance.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson effectively conducts annual appraisals of performance with individual members, including the identification of individual training and development needs.				
How might performance be improved?				
	Strongly Agree	Agree	Disagree	Strongly Disagree
The chairperson promotes the interests of the board wherever possible and represents the board at meetings, conferences etc. as appropriate.				
How might performance be improved?				

Source: This template was adapted from the Learning and Skills Improvement Service. Please see references for further information.



Key Suggested Reading

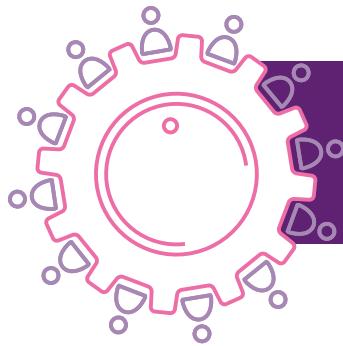
1. Corporate Governance in Central Government Departments: Code of Good Practice (NI) 2013
2. Guidance on Board Effectiveness, March 2011 (Financial Reporting Council)
3. International Framework: Good Governance in the Public Sector, July 2014 (CIPFA/IFAC)
4. Board Governance Essentials, December 2011 (CIPFA)
5. Under – Representation and Lack of Diversity in Public Appointments in Northern Ireland, January 2014 (Commissioner for Public Appointments Northern Ireland)
6. Governance of Public Sector Boards, June 2014 (Western Australian Auditor General's Report)
7. Board Essentials, July 2015 (Public Sector Commission)
8. The role of boards, September 2010 (Audit Scotland)
9. Enhancing the Effectiveness of the Corporate Governance of Public bodies in the Northern Ireland Public Sector – An Exploratory Study, January 2016 (Dr. Gary Martin)
10. All Aboard? Whitehall's New Governance Challenge, February 2011 (Institute for Government)
11. It takes two: A framework for effective relationships between Government and its Arm's Length Bodies, March 2012 (Public Chairpersons Forum & Institute for Government)
12. Tailored Reviews: Guidance on Review of Public Bodies, February 2016 (Cabinet Office)
13. Building Effective Boards, November 2004 (HM Treasury)
14. Corporate Governance: A Practical Guide, July 2004 (London Stock Exchange PLC & Robson Rhodes LLP)
15. The Effective Board: building individual and board success, 2010 (Neville Bain & Roger Barker, Institute of Directors)
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2. [Boardroom Apprentice, 2022](#)
3. [Boards Are Undergoing Their Own Digital Transformation, Harvard Business Review, 2021](#)
4. [Forbes Group, 2019](#)
5. [Board Evaluations and Effectiveness Reviews, ICAEW, 2011](#)
6. [Board Resourcing and Development, The Government of British Columbia, 2018 \(PDF\)](#)
7. Building a Better Board: A Guide to Effective Leadership, Swanson, 1984
8. [Chief Executives' Forum, 2022](#)
9. [Code of Practice for Ministerial Appointments in Northern Ireland, The Commissioner for Public Appointments Northern Ireland, 2016](#)
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12. [Corporate Governance in Central Government Departments: Code of Good Practice, HMT, 2017](#)
13. [Corporate Governance in Central Government Departments: Code of Good Practice \(NI\), Department of Finance, 2013 \(PDF\) \(under review at time of publication\)](#)
14. [Covid-19: Is your board providing genuine leadership?, Mazars, 2022](#)
15. Crisis Management. Guidance And Good Practice (British Standard), British Standards Institution, 2014
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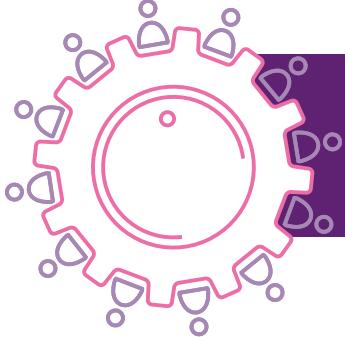
Sample Board Self-Evaluation Forms adapted from various sources:

- <http://www.ecfa.org>
- <http://www.councilofnonprofits.org>
- <http://statelibraryofiowa.org>
- <http://www.managementhelp.org>

Board member peer evaluation form adapted from:

Evangelical Council for Financial Accountability

The Association of College's Chair Performance Review (PDF)



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