



## Take on Board

# Transcript – Jane Davel

Helga Svendsen 0:00

Today on the take on board podcast, I'm speaking with Jane Davel about chairing the board and boardroom dynamics. First, let me tell you about Jane. Jane is an independent non Executive Director and currently serves as the chair of St. Andrew's Village Trust Incorporated. She is a member of the Electrical Workers Registration Board, and the Cadastral Surveyors Licensing Board of New Zealand. And she's an independent board member of Rowing New Zealand. She's also chaired three boards, which we'll draw on as part of the conversation today. Jane has held senior executive roles across a number of service industries, including banking and finance, health, entertainment, and telecommunications. She has a background in product management, marketing and business planning, and has a particular interest in customer experience. She is a member of the Institute of directors in New Zealand, and the Australian Institute of company directors. Welcome to the take on board podcast, Jane. Thank you. So Jane, before we dig into boardroom dynamics, and tips for chairing a board meeting, as always, I love to dig a little bit deeper about the person I'm having a conversation with. So I know you've lived in both New Zealand and Melbourne. And I know that your father held a public role. I'm wondering how that experience has influenced you and your governance practice?

Jane Davel 1:24

Yes, thank you. I think it has influenced me in the way that it put me into contact with many people from all different walks of life. And I think that is really useful, especially when you're in your younger years, because I think it helps you as you continue into your career later on in life and being able to interact with and connect to a really broad range of people.

Helga Svendsen 1:56

And which is much like the boardroom really well, much like the boardroom should be actually now that I think of it, it's not always the way the boardroom actually is, it makes sense to have that broad spectrum. And indeed your your background in customer experience as well like being able to connect with either those people or those personas is key in these sorts of roles. Where did you grow up?

Jane Davel 2:21

So we originally started out in New Zealand, and city called Hamilton and then we moved across to Melbourne. So and that was really interesting for me because you know, very large multicultural city.

Helga Svendsen 2:36

And then when did you go back to New Zealand? How long were you in Melbourne for?

Jane Davel 2:41

So I was in Melbourne. So I went to secondary school and uni and went to Melbourne and I came back to New Zealand originally I need to go back to uni.

Helga Svendsen 2:55

And how long ago was that? That was quite some time ago? Quite a few do. Right? So either you're doing a PhD that took decades, or you decided to stay? And what part of New Zealand are you in now.

Jane Davel 3:11

So I'm in Auckland. Fabulous. Well,

Helga Svendsen 3:15

Thank you for giving us a bit of a, a window into literally where you've come from and where you are now. So let's now turn to, you know, our topic for today boardroom dynamics. Now, I think you've got some stories that you might like to share with us about dealing with boardroom dynamics. And I think you've got some stories about both ends of the spectrum, if it is a spectrum, you know, toxic board members, and the other end a board culture that's too nice, or too awful and too nice. Where should we start the toxic end or the two nice end?

Jane Davel 3:53

Start with the toxic and so he was a board member where particular individual members behavior changed from from being very much a devil's advocate to becoming argumentative, highly critical of other board members, including the chair and also of management. Now, they also at the same time started to try to interfere in operational matters across that invisible line between governance and

operational and the chair at the time met with them privately and a number of times and about their behavior and asked them to desist and they refused. Objectly refused. And this leave the rest of the board to become concerned that good staff and management team of lake it also created issues with the Board's own culture because this was a true board In some board members were finding the behavior and the impact of that behavior so unpleasant that there are wondering why they should stay on board, because it had become rather than constructive and empowering, and a real sense of achievement to a real chore. And not particularly present. So it ended up being a rather tense situation, with an AGM coming up, and the risk of the member putting themselves up for reelection, they were asked to stand down from reelection. Again, they refused. And unfortunately, the board being asked to invoke a clause in the Constitution to remove them, that was an unprecedented step. And the vote was unanimous except for the individual concerned. And it took a good six months for the board culture to be restored to an open and constructive culture. And it took even longer for the level of trust, to be restored between the board and management. And after the board and management had been able to move on from there, the organization flourished. And I think they listened the whole year as their ego can have a devastating impact in the boardroom. And we need to be really careful when we're recruiting for new board members. And really challenge or question the motive for serving.

Helga Svendsen 6:42

Yes, it's interesting, like you don't often, as you say, unprecedented hear about a board member being removed. Before we get down that path. I'd love to know for you. You weren't the chair of this board. You're a member of the board, you're observing all of this are part of all of this and feeling all of this? How was it for you as part of this? What were your conversations with the chair of the board? If any, what were your conversations with your colleagues on the board? How did you manage yourself in this as well as the board?

Jane Davel 7:16

I think, firstly, I would freely admit, Helga, that I was one of the board members who didn't want to continue, because it was so unpleasant. And it was so hard, it makes things so hard to get to get anything done or achieved. And secondly, I really was consumed to support the cheer. Because you know, it's a, it's an awful predicament for anyone to be an end to the chair often bears the brunt of that. Equally, I'd been part of the panel who had recruited new management, and they were doing extremely well at the time. And I was very concerned about the risk that this would cause them to leave. So I think it really changed the demeanor of the board, I would say it became quite tense, very difficult to get through agenda items. And it was also at a critical point in the organization's history. If you like we there was a lot of business turnaround happening in the background at the same time, and jeopardize that.

Helga Svendsen 8:25

And in as much detail as you're able to tell us. You know, getting to the point where there is a vote to remove this particular director. I'm guessing there was lots of conversations in the background, between different board members between the chair and different board members, between pretty much everyone except again, I'm guessing it may not be the case. But the chair spoke to this person to see if it could be a more constructive arrangement that wasn't successful. But how did you manage that? Because until that person is removed, you're still part of the board. But there is all these different dynamics at play. How did the board manage it? And how did you manage that for yourself?

Jane Davel 9:03

I think what it highlighted to me as a matter of time and effort, the sort of situation takes and becomes a mess of distraction from the usual work that the court does. That's a negative impact that it creates. And I think the other thing is that you don't ever want a situation where neighbors are meeting to take sides as it were, because the board needs to operate as a cohesive unit. And it was unprecedented. They also needed to be legal advice being had in the background and so forth. And it really was an incredibly time consuming and energy consuming episode. And I think it was just a sense of utter relief once the board got past that.

Helga Svendsen 9:55

Yeah, I can well imagine that would be the case. In fact, I'm interested you said it took a About six months to come out the other end, essentially, just out of interest, how long did it take to go in?

Jane Davel 10:06

Again, it happened progressively over time. And in the interests of being supportive, and having a diverse range of people on the board, it wasn't really dealt with until it became a very serious situation, because you always want to give the benefit of the doubt. You know, and it could have been just a short term issue.

Helga Svendsen 10:34

Yeah, the other thing that I pick up on in there is that, you know, whilst one of the lessons out of it is the role of ego of board directors within that. What I'm also interested to hear is that your board, and your chair stepped up to it, you don't often hear of board members being removed, you actually don't always hear about chairs, having very direct conversations with people that are negatively impacting the dynamics, and that's what I'm hearing happened here is that, what is it you think that gave your board the impetus, the courage to do something, rather than not do something.

Jane Davel 11:11

I think it was two things, I think it was the risk of losing really good management, that was a major concern that was shared by all the other board members. And also, it was the risk of it, shattering the board, as we knew it, because everyone was on Apple to do good things, and to get the results that the organization needed. And so there was a very positive and constructive culture. And I think it would be much more difficult to have to face into those types of really challenging issues, if you didn't have that.

Helga Svendsen 11:51

And, you know, it's a key thing for boards to do to look at those risks. So well done to you and the board, I can't imagine any of that was much fun. It's a good example of what sort of impact that sort of toxic behavior can have on the group. And I think more importantly, what can be done about it, you know, stepping up to doing something about it is less of a risk than not doing anything about it.

Jane Davel 12:18

For sure. And I think if we look at the other extreme, then you go to the extreme of everyone is very nice, there is a culture of acceptance of whatever is put forward, there is a culture of fear of rocking the boat. So there is a culture of a lack of debate regarding major strategic decisions, and there's also a culture of not all board members views being asked for, or considered. So it's very much a culture of a few dominant players, pretty much having most of the discussion, and the other members feeling that the expectation is that they go along with what the dominant few have seen it, and that it's all about being nice. And arriving it a decision, rather than having a really robust and open discussion, including constructive viewpoints that are different.

Helga Svendsen 13:35

In that instance, what did the board do? Or did were you the chair, or were you a board member of this?

Jane Davel 13:42

I would support me. And I think where things kind of came to a head was that external influences required change, so they vote on change, it became very difficult for this type of culture, that board to change. You know, they had a long and proud history and a lot of the members with very long season. And there was a very strong resistance to change, which means that they really struggled to adapt to any external change. And of course, the environment is changing all the time. That made it much more difficult for them and also meant that when they recruited newer board members onto the board, the board members really struggled with the lack of discussion and lack of input. And you

had a cultural mismatch, almost, that made it very challenging. And of course, as time went on, we needed to replenish and replace board members that made it more challenging rather than less challenging. And I think what happens there is if you have no culture of Having an open and robust discussion and debate, then when the inevitable, contentious or really unforeseen issues arise, becomes very difficult to try and create that sort of culture. Very quickly. It's almost impossible to do that, once you're, once you're in uncharted territory.

Helga Svendsen 15:23

How did that board turn around? I mean, it sounds like there was some external catalysts that meant that there needed to be some change. How did it happen?

Jane Davel 15:34

They we're fortunate to have previously engaged a governance consultant, and they were brought in to facilitate some sessions. And really, the culture of the board only came out in those facilitated sessions, which was fascinating. fascinating to see the genesis of that, how to come out, and how, whilst it may have served the board, well, previously, that type of culture was no longer serving the board well now or likely to in the future.

Helga Svendsen 16:10

You know, I have heard of some boards that literally allocate somebody for board meetings to be the critic, essentially, to be that voice, just to ensure that the conversations are robust. So it's just so interesting in both of these examples, too much criticism, not enough criticism, and I don't think criticism needs to be negative, you can be constructive criticism, but ensuring that there is that robustness.

Jane Davel 16:36

Yeah, so I think in this what you're aiming for, as you're trying to find that middle ground with is healthy debate. Yes. constructive debate? Yes. And none at all, isn't a good place to be. And Nora is having individual members who are just taking it too far, and actually taking issue with anything and everything.

Helga Svendsen 17:01

Let's turn them to the chairs side of things, because you're currently the chair of a board and you've been the chair of a number of boards. The chair is often key to the culture of the boardroom. What's

your advice to chairs of boards? or what have you learned through your experience, in terms of keeping that positive and constructive dynamics in the boardroom, from the chairs perspective?

Jane Davel 17:25

Thank you, it's very important to set clear expectations, especially when you're bringing new members on the board. And in terms of induction, and so forth. And I also think it's important to be able to articulate your values, and to be able to articulate what you perceive the culture of the board to be, because the chair has a huge role to play in setting that culture. And I think as a chair, perhaps what we don't do enough of in should be doing more of is asking for feedback. So I think a lot of the agenda is taken up on items for noting and for decision, and for discussion, for example. And perhaps we need to spend a little bit more time talking about how we're going as a board. How's our governance going? Is it working well, and you can either do that as a group or you could have one on ones, you could have regular surveys, if you like, or, but I think there's a lot to be said, for checking in checking in how are we going our meetings long enough? Are they too short? Are they far too long? Are we getting the information we need? Are we having the types of depth strategic discussions that we need to have? And we put in the strategic items, front and center to ensure that we have adequate air time for them? Or are they being kind of rushed through at the very bottom of the agenda? And we're literally struggling for time because people have got to catch flights and so forth.

Helga Svendsen 19:11

And those check ins then as chair, or the individual is keeping in touch with board members individually? Is it doing any board meetings? Is it a combination of what's your advice there?

Jane Davel 19:22

I think it's a combination of and I think it very much depends on what works for a particular board, including individuals. And I think even in terms of evaluating your meeting, how did that go? Could we have spent more time on this than that? And also, participation levels, you know, trying to draw out the quiet of board members who often have deeply relevant and insightful comments to make. Yeah, so in very much generally acting as a conductor of an orchestra.

Helga Svendsen 19:57

Yes. Are you a musician as well Jane?

Jane Davel 20:02

i years ago, I played the cello. But I like going to hear the orchestra because they unlike me, they play beautifully. I do like that analogy, because I think, for me, it's about facilitating the meeting and making sure that everybody else is the opportunity to play their part, and also contribute and get the very best out of all of that intelligence that are sitting around the table.

Helga Svendsen 20:35

I think it's a wonderful analogy. I love it. These conversations go so super quickly. So I'm wondering, what are the key things you want people to take away from the conversation that we've had today?

Jane Davel 20:48

I think regularly asking for feedback from your fellow board members and committee chairs, etc. And what you could do better? Or what's working and what isn't working, take the opportunity to regularly review your governance matters. Yes. Are you meeting too infrequently? Or too frequently? How are your board committees working for you, and so forth. And finally, I think a big one for me is, learn, learn, learn, you know, take every opportunity to learn from others. And if you want to step up to chair, take the opportunity. It's a fantastic learning experience. And really, to start somewhere, it is a stretch, but I think it's a stretch that most people are able to deal with very ably indeed. And I'd really encourage any of your listeners who are thinking about that, or perhaps have been offered a chair role to really step up.

Helga Svendsen 21:50

Oh, I love that. Yes, you know, everybody has to do something for the first time. And indeed, sometimes people doing it for the first time do bring a different way of doing things that is equally as valid as somebody who's done it for decades. So I love that step up say yes, I love it. Are there any resources you would like to share with the take on board community?

Jane Davel 22:12

Yes, there's some fantastic I mean, there's there's webinars, there are courses, for example, that be AICD run on a regular basis, they have a mentoring program. So I've really encourage your listeners, again, to take advantage of those courses and webinars that are out there. There's some fantastic books. Brian Hayward's The Great Chair is one that I've read recently. And that is full of horror stories and some great advice and suggestions on on how you can improve. There's a lot out here and again, I would really encourage your listeners to to step up to give it a go, you know, or why not consider taking on a deputy CIO role as well. Yes, you know, there's so many options.

Helga Svendsen 22:59

Or even as we were talking about before we hit record, co chairing co chairing a committee co chairing a board, taking it on with someone else as well.

Jane Davel 23:09

Absolutely. Yeah. So many options.

Helga Svendsen 23:13

Fantastic. Oh, Jane, thank you. Firstly, thank you so much for reaching out via LinkedIn, which is how this conversation came about. You sent me a message through LinkedIn about the podcast and and look at us here, we are now recording one of them. So thank you so much for reaching out, and for taking the time today to share some of those stories. You know, we all will have experienced, maybe not quite to the degree of having to remove a board member but some of those things in the boardroom and some of the wisdom that you have shared today will be very valuable for people who are also going through similar things. So thank you so much for taking the time and for sharing your wisdom with the tech on board community today.

Jane Davel 23:52

Thank you so much. It's been absolute pleasure and I'm really grateful for the opportunity.