

Take on Board Podcast – Episode 253



Transcript – Need board support? Dominique Hes says getting outside support is a game change

Helga Svendsen 0:00

Today on the Take on Board podcast, I'm speaking with Dominique Hess about engaging external company secretary services to support a board.

Before we start the podcast today, I'd like to acknowledge the traditional custodians of the land on which we record. For me I am on the unseeded lands of the Wurundjeri people of the Kulin nation and I pay my respects to elder's past and present and any First Nations people that may be listening today, I acknowledge their continuing connections to land otters skies, culture and country. I support voice treaty and truth for Aboriginal and Torres Strait Islander people. And I stand in solidarity with First Nations people for reconciliation, and I encourage others in the Take on Board community to do the same.

Now, let me tell you about Dominic. Keen, listeners of the Take on Board podcast will have already heard Dominique a number of times. But if you haven't gone back to those episodes, let me tell you about her. She is the chair of Greenfleet and was formerly on the boards of living Futures Institute of Australia and the Trust for Nature in Victoria. Dominique has a science degree, an engineering degree, a PhD in architecture, and a certificate in governance. She was born in South Africa of Dutch parents has lived in Brazil until 1982, and then moved to Australia, she's moved 35 times has been to 15 different schools by the age of 13. I'm not quite sure how many after that, we might find out. So perhaps unsurprisingly, she's adaptable, flexible, agile, and passionate and driven to create a thriving future. She's excellent at loads of things, including telling the stories of what a thriving, peaceful, connected, engaged, vital and vibrant future could look like. We'll put some links in the show notes both to the episodes she's been on previously, and also some of the books and other podcasts she's been on. And last but not least, at least not least for me, she's been an enthusiastic member of the Take on Board community since day one, coming to events being a part of programs, as I say, having been on the podcast, and is one of the guests on one of the most listened to podcasts, which is about putting your resume together way back in episode six. So Dominique, welcome back to the Take on Board podcast.

Dominique Hes 2:12

Thanks Helga. I think like you, I really see the opportunity of stepping up in governance, capacity within, you know, a thriving future. And for a long time governance has been something that kind of retired people do when they've got time to give back. But I think it can be so much more. And so that's why it's supporting what you do has been so important for me, because you do make it very accessible. And you do create the tools and support people so that they can make that difference. And that's why I suggested this pod. Because I thought we're at a point, we are a not for profit, Greenfleet. We were at a point where we needed some help. And I thought there's probably other not for profits out there that are have similar questions. And so why not share our experience?

Helga Svendsen 3:03

Well, I know there are others out there that have this sort of question, because I was asked this question just yesterday, and said to that person, I've recording a podcast tomorrow. So I know it's going to be helpful. But before we dive in there, as I say, I know people want to hear about it. But before we go there, as always dig a little bit deeper about you. So where are you? What is your season? And how does this influence your approach to governance?

Dominique Hes 3:28

so I am on the unseeded lands of the Yalukit-willam before, so they were the local family or group of families that looked after this land in Hobon's Bay, the nation is the Kulin nation. So they sit within the Kulin nation, and one of my own reconciliation, and I love your acknowledgement. One of my own reconciliation steps is to connect more deeply to country by understanding the seasons and actually looking around me as I go for a walk in the mornings for that seasonal change, and trying to connect that back to the local stories and wisdom for as much as we get to participate in that, right, because there are protocols and so forth. So we only know very little of that, because we just haven't been brought up into those protocols. So at the moment, to give you an example, it's Waring season. So it's where the one that comes out Waring, I believe is the name for wombat, the one that comes out and suns themselves. It is my understanding that it signals that it's a good time for starting burning practices and so forth for those first nations people. And for me, that means that potentially it's time to start slowing down a little bit, thinking about how do we bring that sense of you know, it's getting dark earlier and so forth. So how can we be a little bit more sensitive to where people are at not organizing early mornings or late evenings as often and it just becomes part of how you engage every day, it's not really dictating how I managed the board, potentially, I did cut a meeting short, instead of having a two hour meeting that finished at nine, it became a one hour meeting that finished at eight. And so that there's an example.

Helga Svendsen 5:15

I love that, I mean, we'll come to resources at the end, which will probably be more about finding a Co Sec. But is there a resource that you use to know what the seasons are?

Dominique Hes 5:24

So currently, I have been using the museum's resources, which is the Eastern Kulin Seasonal Calendar. And this is really interesting, actually, which is the Eastern Kulin Seasonal Calendar, and it's six seasons long, and those seasons change based on observation or an arbitrary number. And I guess there is a lesson in that. Let's not just apply arbitrary governance principles, let's actually observe what's happening, be part of that feedback loop and be adaptive. And that's what these calendars enable. But as I've been looking into the Bunurong, calendars and the local area here, I'm thinking it doesn't quite fit because the Eastern Kulin up in the Dandenong's. And so that's up in the hills, and we're down below, and Hobson's Bay near the ocean. And so the seasons will be slightly different. And the west of Melbourne, is volcanic plains, which is very different to the east of Melbourne. And so, yeah, so makes exploring or trying to find information about local seasons for this area, rather than using those museum ones.

Helga Svendsen 6:23

Interesting. I think the very first time we met Dominique, I don't even know when that was probably seven or eight years ago, over breakfast, I think that was the first time we met and you were talking to seasons, then I think it was near was a cafe, I think at the University of Melbourne, and they had the seasons nearby. So this is a very common thread I've heard from you consistently, for literally the whole time I've known you. Well, Dominique, building on the seasons, building on the many, many, many governance conversations you and I have had, let's turn to the conversation for today. So Greenfleet have just engaged are in the process of engaging, I think, an external company secretary. And when you and I spoke, we thought it might be useful to share that story with a Take on Board community because as you said at the, at the top of the episode, there'll be others doing the same. So first up, just tell us a bit about Greenfleet and about maybe your journey with Greenfleet. We'll then talk about the board. And then of course, about the process, but just give us a bit of the foundation story of Greenfleet that might be helpful for this conversation today.

Dominique Hes 7:25

Sure. So Greenfleet is an organisation that is over 25 years old, one of the if not the oldest carbon offsetting type organisation in Australia. When I joined the board in 2017, it was near the end of it. I joined as somebody who had a background in sustainability, and my science degree was in botany. And so understanding that, and I've met the CEO. And so we had an existing relationship, we had a chat. And I because of my experience living Futures Institute. I thought, yeah, I'll give it a go. It wasn't when offsetting was a huge thing. So it really was an organisation that had just been chugging

along. And I was just a board member, I participated in all of the committee's at different stages. And then, three years ago, I had the opportunity exactly three years ago, in fact, I got the opportunity to put my hat in the ring to become chair. And I've been part of that journey of the evolution of the organisation since then. And it's hugely different. The experience of being on a board, I find at least as a board member or as a board chair. And part of that over that time, carbon offsetting has become a huge thing. So how does Greenfleet actually do the offsetting we take degraded land, and we restore the ecosystems on that degraded land, we do that by planting. Again, that agile conversation is going to come through we plant a framework forest. So we collect seeds and plant the species of the area. But we plant it as a framework. So instead of planting as many trees as we can, as quickly as we can actually go slowly, and we plant a framework, which gives space for the original ecosystem to over time, come back. And so that enables is not just about the carbon offsetting, but it's also what species can come back. What can we support? How's the water better? How's the soil soil better? Can we bring back the ecosystems of the koala or the particular Gippsland? The earthworm, you know, how do we create the conditions for those amazing creatures to come back? So that's really who Greenfleet is. And that's why I joined the board. You can hear I'm passionate about not just doing what we need to do, but doing it in a way that we can actually improve things over the time since they've started. And offsetting becoming more of a thing that people are interested in. They want to be carbon neutral and they look at how do we do that. And offsetting is part of how you remove the remnants that you can't eliminate screenplays grown. So we've actually gone through and the CEO is just writing because I said it's worth sharing this, we've gone through sort of four iterations. So as startup not for profit that's getting its feet into governance and then building it systems and growing and changing. And now we're really at that point where what we're aiming to do is have a strategic direction to increase our impact, not necessarily our size, but our impact. So sharing the message, having more of that, that role of supporting others to be on a similar journey, hence this conversation, helping others to go. But as part of that we've grown from a three and a half million dollar turnover to a \$10 million turnover in less than four years. And so that means that the staff have changed, grown, that what we do has grown, the amount of money cycling through the system, the number of trees that we're planting has grown, everything has grown. And we need to as a board, therefore deal with a lot more information content, as do the staff. And so the question we asked ourselves was last year, in a workshop that you facilitated, Helga was who we want to be to support this evolving organisation. And we ambitiously set ourselves a whole lot of tasks, which we haven't really got to, because we're all busy people. Where I wanted to go to with that was as the organisation changed. And as I became chair, we have a turnover of board members as well. And we changed from a group of board members that were near the end of their career or retired for whom being part of the organisation was a way of giving back to a group of the board, when I first started weren't necessarily experts in carbon offsetting weren't necessarily experts in the ecology, or the systems that we were implementing. They were more corporate people that wanted to protect the environment, wanted to be part of that, but also loved fast cars. And you know, Greenfleet started its journey as being a way for people who had fleets of cars to offset. Now we do way much more, we have set your home, your life, your flights, everything. But yeah, so that's how we started. But in changing over the board, I brought with me because of my own network and the process. So instead of being inviting your friends on the board, it became putting it out on Take on Board and on other seat and other places, advertising our board roles, and actually drawing from people not like us to build that diversity, which you and I've spoken about. But what we've ended up with if there's a lot of very passionate

mid career, people who have elderly parents and teenage children, and busy jobs, and so forth, and so the wages the port us as a board to be effective has changed from what it was. And that leads me to why why did we look for external board support, we have a company secretary within our organisation, but she's amazing. She's also a finance person. She also manages our IT systems. And so it's just juggling a lot. The board is asking for more. And so it was like, how do we end an organisation's growing? So how do we support our head of finance, to be able to not feel like she's juggling yet another thing with all of these demanding board people bought new board members. So it was partly that it was partly that we're a growing organisation. And it was partly the outcome of the workshop that we did with you Helga, where we have a whole to do list that we never get around. And we just need somebody to help us as a board, step up to the things that we want to develop as a board to better serve the organisation.

Helga Svendsen 13:41

Sometimes somebody within the organisation can have the CoSec stuff as their almost number one priority. But if it's if you went in the organisation, and you're balancing all those other priorities, it can be really tricky to make it number one, because you're also got to do finance reports, you've also got to fix the IT system that's just gone down whatever it may be, yet the board wants, everything wants to be number one, I guess in that, so that's really interesting, and a way for the board to be able to increase their own impact as well thinking about impact, it makes the board more impactful as well.

Dominique Hes 14:12

That's right. What's really interesting in looking at who we were going to work with, and then choosing an organisation and organisation now talking to the senior executives at the organisation is that instead of being a external cosec, they are going to support the existing cosec but be very much more of a board enabler organisation. So they're going to take away all of the admin things. So coordinating the minutes and the way that the delivery happens of the subcommittee's so finance, market engagement, carbon sequestration and the board. So having the same problem you know, just doing all of those things that just need a bit of time but when you're juggling other things you don't don't have the time to do that alignment

Helga Svendsen 14:59

And often it falls to the chair. So I imagine this is a great relief to you as well. But can we just take a step back? So the board recognized it needed additional support and focused support? It sounds like the person you had internally was capable of it, but also had 9000 Other things on their agenda. So it's not it was a capacity issue rather than a capability issue, then what did you do? So you decided you need this additional support? Talk us through the process for what you did, because that, like I say, I think this will be really helpful for other organisations too.

Dominique Hes 15:32

Sure. So the first thing I did with one of my other board members that I'm coordinating sort of our governance thinking with is, outline what the role would look like, what the role could look like. So we ended up with sort of nine dot points of things that we wanted support with, for example, running a risk appetite workshop, as an example, I'm anticipating the our needs as, as directors, working with me and the deputy chair to align the minutes and the processes of the committees and things like that. So we have a list and not a list of nine things that we wanted to support our CoSec with somebody that could sit between the board and her develop these skills. Then I reached out to the network yourself and others and said, looking for this, I don't know if this even exists, but looking for this, and yourself sent me a few ideas. And then I looked online and found eight different organisations just quite quickly between your list and what I found online and what others sent me through. So we did have an email sent these, this is what we're looking for. Here's an example of a board agenda. To give you a sense, we've got this many committees, we have this many meetings. So we had all of that outlined in the email. And we sent that round. And we got five responses. And then we had a process of working with the CEO and the CO Sec and the Deputy CEO and saying, Okay, what do we need, who aligns with us chatting to those that align best, also looking at budget and the amount of time and then when we spoke to the organisation that we finally chose, there was a great sense of alignment of values. So I think it's not just putting it out there and taking more of a walk through the door. It's also having a chat and just ensuring that you've got value alignment, because at the end of the day, you're building a relationship over time that supports the organisation. And if there's a value alignment, then you build that capacity to hear what we're saying and help us on the journey.

Helga Svendsen 17:43

It's such a position of trust to like bringing somebody new into the boardroom to hear, you know, the highs and the lows of boardroom conversations and to record that into support. I think values alignment is important in almost everything we do, particularly when you're building trust. And this is a very trusted position. I imagine it's key.

Dominique Hes 18:02

So I think any of the five organisations that we shortlisted and looked at could have done the role. But from a budget perspective, from a service perspective, and from a values perspective, the organisation that we chose, seemed to tick all of the boxes and we're really looking forward to that journey. We haven't had a meeting since we've appointed them. So it's mainly been an induction, it's almost the same induction as for a board member. So here's the access to the portal, here's the access to the papers. Do you have any questions? What did they get to work on first? What's the process of feedback and all of that?

Helga Svendsen 18:37

What other advice then in that process for other organisations that might be chairs of boards or board members who are listening to this right now and going, Oh, my God, I want a piece of that as well. I want to ensure that we've got some of that support in place. What are the nuts and bolts or what other advice is valuable for them to think about? So you know, what I'm hearing is get a list, put it out, get a list of what you want, as in not a list of people to send it to but be clear on what you want. Find some organisations to put it out to receive their proposals, I guess, test that against budget values and ability to actually do the work. And then have an onboarding process with them and see how it goes. If you have your built in, you know, review, I'm sure there will be some sort of how do you then continue to liaise with them about how they're doing the work.

Dominique Hes 19:28

So my expectation is that, like any new board member, it's a six month process of getting to know each other seeing where the best value is seeing the best approach processes feedback. So the business and myself have accepted that for the next six months, there's going to be increased effort to then have decreased effort afterwards. So we're willing to invest the time and the money in that getting to know you stage to build the capability from both sides to be on this journey. So that probably An important lesson, there are probably organisations that can walk in and buy, I think they all can walk in and just do the job. But you don't get the value without the investment of that alignment process. And that check in and that feedback. The other thing that I would suggest that organisations think about is that you don't need to take the full package of support. straightaway, you can think of what's the critical help I need and just get help for those things. So has been in conversation with the eventual group that we've gone with is a negotiation of what exactly we need right now. And how do we get started, and then we can add things on later on. So that's a way that we've managed to budget now it is a financial investment, this isn't a volunteer, having minds that you're engaging, somebody that has a CoSec qualification that is probably legally trained, or has an accounting background is good at that, ticking the i's dotting the l's and crossing the t's. So there is value in that, and then there is investment that you need to make. So it's it's not a for us, it was a discussion as a board that we are willing to invest the money to get the support. And we're willing for the next two years to be on the journey to see. So we're investing within a specific time period to see if that is something that helps us and helps the organisation.

Helga Svendsen 21:28

You know, I imagine you had a list of I think you said nine or 11 can't remember, but nine or 10 things on your list of things that you wanted them to do. You can always start with 1234, whatever, and then start to build along the way depending on what the budget is that you have available for this and just determining what is the best way of doing it. But I love that investment approach that partnership approach. It's not inverted commas just a service provider who will swing in and do the minutes you are partnering with them and investing in the relationship so you can get the most out of it.

Dominique Hes 22:00

And you can get an organisation that just comes in and does the minutes. Right? That is completely possible. But it's not what we needed. We needed somebody to sort of a cat herder.

Helga Svendsen 22:10

Yeah, I've certainly been on boards before where we've had a company secretary do the minutes, for example. And I've been on boards where there has been a more administrative person who does the minutes. And you can see the difference in those minutes that come from somebody who has that deep expertise in it. And I think that's the kind of difference in the partnership approach is that you've got somebody that understands your organisation and your board and the culture. There's no right and wrong in how minutes are done. It depends on what the organisation is, what the culture is of that organisation, and what the culture is of that board. So taking the time to build that relationship, I think is key.

Dominique Hes 22:49

Now you are asking, you know, what does the board need to set up? To enable this relationship? I actually asked our service provider, what do you need from the board to enable us so that we can share with others at least, this particular organisation, and they came back with four things. So one of the things I thought would be useful as I talked to the service provider that we picked, and ask them what sort of board bring to the table that would be useful for them that would help them do their job. And then the four things that came back with was the first is honesty and transparency. And this isn't about hiding things from the board. It isn't about sugarcoating things so that papers get through easily it is about honesty and transparency. And that's their intention to be honest and transparent. Having an idea of where you want to be. So in the next six months, in the next three years, in the next five years, so that they understand their role within the trajectory of who you want to be as an organisation and as a board. So that means sharing your strategy, but also sharing from the board's perspective where the board would like to be, you know, are there any areas they would like to skill up on? For us? It's the risk appetite. So we wanting to develop that the capacity of the board? So is it a volunteer board run by volunteers on the smell of an oily rag? Are you a multinational working so getting a sense of the board's very busy and and just volunteering and doing the best they can whether compared to a professional board that has a portfolio where everyone has a portfolio of four or five boards. So understanding who the board is and so for our board is very much a group of mid career people that are passionate about contributing to a positive future, restoring ecosystems and from various different disciplines. So it's not that you're talking accounting to all accountants, you're talking accounting plants, supporters, and so forth to people that could be a builder could be a comms person could be a whole range of different people. And that's important. You want that diversity, but you actually need to then work with that diversity and if you're dental provider understands that there is that diversity, there is an extra hour thrown in there to enable the conversations to align those things. And the last one that these people said was

important to them was to understand our culture, and how we see our culture and where we want to see our culture to be. So you may not be where you want to be, or you may. But those are the sorts of things. So, honesty, transparency, understand the cadence of the organisation at your pace, the capacity of the board, you know, there's that whole trajectory of that. And then the culture we want.

Helga Svendsen 25:35

Dominique, what should I have asked you about this process that I haven't? Is there anything else that might be useful for people to hear?

Dominique Hes 25:41

We're really excited about this journey. I've never engaged in external didn't even know that the external board support existed. The organisations that we approached, provide a whole suite of things that you can say, well, we need that but we don't need that. And so it's very worthwhile spend the time looking at the organisations looking at what they've done before, seeing what their capacity is to support your organisation. And it's worth spending time with your board discussing the need for it and get the board to have some agency around what this organisation will support you with.

Helga Svendsen 26:16

We've covered loads of things, what are the main points you want people to take away from the conversation that we've had today?

Dominique Hes 26:21

Firstly, organisations are always changing. And this kind of program, external board support or CoSec support is a way of supporting your organisation to be agile and to be adaptive without committing to an internal CoSec position or internal resource. So it allows particularly our organisation we're growing, and it's the whole industry is changing and allows that agility. And the second point is that there are a myriad of organisations in Australia that's offers board support or CoSec services, and that there is a range of services they provide. So it allows you to tailor it to exactly what you need. I guess the third thing is, is that it's like anything, it's a long term relationship. And the more you put in is the more you get out. And so doing it mindfully and clearly, and so forth.

Helga Svendsen 27:16

And is there a resource you would like to share with the Take on Board community?

Dominique Hes 27:20

So Helga, I'll put together a cheat sheet for writing the brief. So that will help us any organisation thinking about this to say, Okay, this is the information that I need to put out there to help me get back the best outcome.

Helga Svendsen 27:33

Awesome, that would be great. Thank you. And I should just say also, the Take on Board Facebook group is often a font of information for these sorts of things for finding organisations to go to for getting ideas around it. So if people aren't already in that Facebook group, there's a link in the show notes or just search Take on Board and Facebook. Dominique, thank you. Thank you for your whatever time on the podcast, I think this is our fourth full episode. But you've also appeared in between with the RSVP episode and all sorts of things. So thank you for sharing your wisdom with the Take on Board community today. And thanks for just always being such a fabulous supporter of the Take on Board community in all places. Thanks for being here today.

Dominique Hes 28:18

Thank you. Thank you for having me. It's such a critical role, the board role, I never realized how the potential impacts that you can have at the board level and so it's very worth investing. The time to be part of this community.

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