

Take on Board Podcast – Episode 229

# Transcript – Mel Sherrin

## encourages you to get organised with board calendars



Helga Svendsen 0:00

Today on the Take on Board podcast, I'm speaking with Mel Sherrin about board calendars before we start the podcast today, I'd like to acknowledge the traditional custodians of the land on which we record. For me I'm 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 who might be listening today, I acknowledge their continuing connection to land, waters, skies and culture. I continue to support the Uluru statement from the heart around voice treaty and truth and I encourage others in the Take on Board community to do the same. I stand in solidarity with First Nations people for reconciliation.

Now, let me tell you about Mel. Mel provides company secretary services to a number of boards including Terrain Natural Land Management in Cairnes, Merri-bek Affordable Housing and the Asylum Seeker Resource Center in Melbourne. She has previously been on a number of boards including Ruby on Rails, which I have to ask her about because I had to look that up. We'll come to that soon. And Moreland Affordable Housing. Mel says she's not into being on boards, as some others into Take on Board community are. She likes the governance side and helping getting them organized in some form or another. She has been involved in governance work for the past three decades. Just the sort of person we'd love here at Take on Board. Welcome to the Take on Board podcast. Mel,

Mel Sherrin 1:18

Thanks very much for having me here. Yeah, it's really great to be here.

Helga Svendsen 1:21

So now before we dig into board calendars, which is one of my favourite subjects. Let's dig a little bit deeper about you. Can you tell me a story about young Mel that tells us a bit about how you got to where you are today.

Mel Sherrin 1:34

When I was a youngster about 16 I was living in a country town and working for a international chain of fast food enterprises. And I won't say which one. But basically, because they were underpaying me and underpaying my colleagues, some of my colleagues were 16 years old like me, but working full time. And we weren't getting paid our award rates. We weren't getting paid this when the manager was chopping up our timesheets. We put our Timesheets in cutting shorter hours and things like that. A couple of conversations were had because a couple of us noticed our house didn't seem right. And the manager told us that we're not meeting budget, so you'll just have to put up with it. Now, this isn't the days before the internet, so I didn't really know what to do. So I went and found my local union, who unfortunately said they couldn't help because I wasn't full time. And they said, look, you'll just have to contact the Industrial Relations Commission. And I'm like, what the hell is that? So we are talking in the late 80s here. So I went to a school teacher, and got one of my school teachers to help me look up the law, and to help me find the award. And then we went back to the manager, and I said, look, I've looked up the award, this is what you should be paying me and this is what you're paying the other staff, I think that you should fix this. Otherwise, I'll report you to the Industrial Relations Commission. Now I knew I was gonna get sacked. I didn't care, I was a casual. Anyway, the manager decided to fix my pay. And my pay only not thinking that I would check everybody else's pay. She also made me employee of the month. So I then went and checked on my colleagues pay wasn't right. So I got my school teacher to help me fax off, or write off, I can't remember what we did. But I think there may have been a fax involved a complaint to the Industrial Relations Commission, or whatever it was, then, anyway, something happened because the manager disappeared. And people's pay started getting better. So what that taught me from a young age was don't walk past something that you think is wrong. And also that it also gave me the insight into labor movement. So I joined the Labour Party, the young age. And it's also taught me a lot about it's often other people, you might have a problem yourself that you can resolve. But other people don't have as much power as you. And they don't have the ability to walk away from a job that's paying their rent. Whereas I did, I was just kid to go find another job. So for me, that was my big sort of first lesson in not trusting adults, what already knew that, but also having questioning the system and then getting involved and trying to make changes that help other people. So that's a bit about why I am the way I am.

Helga Svendsen 4:27

Mel doesn't surprise me that you've landed in governance work then because questioning the system that is often what we do as board directors question what's going on, do some research and find out what actually is the case talk to some other people not necessarily become an employee of the month that's interesting.

Mel Sherrin 4:45

To get me to behave myself, I believe.

Helga Svendsen 4:47

Yeah. Well, they didn't know you very well. It will take more than that to get you to behave yourself. And just so people know. I've known Mel for a long time so I can save it and she he misbehaves in the most perfect ways most of the time. That is a great story to share. Mel, thank you, and on behalf of your colleagues as well, thank you, because that's pretty amazing that you stood up, knowing there was a risk to you, and knowing that would be lost to you, and you did it anyway, on behalf of your colleagues. And then in the end, you all got to stick around and all got to have what you deserved and what you fairly earned. So yeah, well done you. And like I say, that tells us quite a bit about how you got to where you are today. So Mel, then let's turn to the governance geek side of things. I had put out a call, I think in the Take on Board Facebook group, somebody had asked about board calendars, we were having a bit of a chat about it. In that Facebook group. Mel shared some beautiful wisdom. And it's like, hey, let's do a podcast about it. So that's how this one came about. So thank you for first up providing that wisdom in the Facebook group. And secondly, saying yes, when I said, let's have a yarn about it. So board calendars, their key, I think, in the board accelerator program that I run every year, the very first session is focused on board calendars, because they are so key. Yet I know often people don't know what they are. Sometimes I hear Yeah, we've got all the board meetings in the calendar. So it's all in my diary. We've got a board calendar, then haven't we? Yeah, there's probably a bit more to it than that. So let's start with Atmel. What is a board calendar.

Mel Sherrin 6:26

The simplest way to explain it is it's a list of things that you hope that you're going to get to over the year, it's a list of the requirements that you must get to over the year. And it's a wish list of things that you think you might talk about during the year. So often it's a spreadsheet, or a bit of paper, or a couple of post it notes, it really doesn't matter what it is, the more organized, the better. And the more geeky, the better. But actually, it's a way of organizing the thoughts of the board and management around what they're going to achieve over the next 12 months. So board calendars don't work if they're not allowed to management calendars. Board calendars don't work if they are static, because things change, no one saw COVID coming. So they have to be something that is also alive, and gives people a way of managing or thinking about what's coming up. One of the biggest things I think we've bought calendars is using them to create the space to talk about strategy, because we can become so focused on the minutiae of day to day operations in the board, particularly when we're a small board and a small organisation that tends to be more management focused, it's really hard to lift your head up and out and do the strategy thing. So having a board calendar that sets out what you're going to be talking about strategy wise over the next 12 months, is a really good way of then of having the diligence and the headspace to actually do those things. So that for me is what a board calendar is it sets out what it is you're hoping to do over the next 12 months and kind of what your requirements are.

Helga Svendsen 8:06

So I imagine some of those things about the requirements the must do. Sometimes the more compliancy pieces, there's your annual general meeting or signing off your annual accounts or providing whatever reports to whatever regulatory framework your organisation happens to be in. I imagine those things don't necessarily change year to year only if the regulatory framework does. Yeah?

Mel Sherrin 8:28

That's right. And there's not that many of them. When we think about it, people often talk about oh, I've got all these regulatory requirements and I'm like, Well, you do but you don't. You've got to make sure your AIS statement goes in if your regulators to the ACNC.

Helga Svendsen 8:41

Okay, hang, on back it up AIS statement - Annual Information Statement. ACNC Yes, goes to the Australian charities and not for profit commission.

Mel Sherrin 8:50

Australian charities and not for profit commission that has to go in and all your Victorian or other state incorporated associations type of thing. The AGM annual general meeting needs to be done every year. And you might also have a requirement for statutory accounts to be signed off or audited. So those are some of the key things that happen each year. And then on top of those, those are sort of the outward focusing ones that you need to do to stay registered, and to stay compliant with the government regulators. That's some of the board requirements of that. But there's other things as well that are super important. That can be things like making sure that you've got your CEO or KPIs sorted out or remuneration sorted out, having your risk side of it, making sure that you've done whatever checks and balances you need to do to do succession planning.

Helga Svendsen 9:42

So yeah, there might be the regulatory things in that and the things that you've listed off for those organisations for those people that are listening that might not that are on a range of different boards, whether it's the ACNC Australian charities and not for profit commission or whether it's the securities ASIC, the Australian Security and Investment Commission, or whatever the regulatory body is, wherever you happen to be, they'll all be kind of similar. They'll have some of the similar sorts of rules. And then as you said, so there's the things that are regular the regulatory stuff, CEO performance review, succession planning, actually, you said and the risk stuff, what is the risk stuff?

Mel Sherrin 10:19

The risk stuff is my passion. A lot of what we talk about in governance is, we go, oh, we should look at the risks. But we don't really have often have a scheduled time in our annual calendar to say, what are the key risks? What are the upcoming risks? What's our appetite like? And how is that going to impact our next set of strategic directions or the work that we're doing at the moment. So for me, one of the big ticket items that I first put into a board calendar, is my risk schedule. Now thinking about that, I also like to say that, if you've got any committees, the committee's work, the committee's the board sub committee should be sort of doing the heavy lifting on a whole range of these areas. So a risk committee would first of all come up with the key risks and a bit of a draft the board to consider. So timing, that's really important too. So sort of laying out what the subcommittee's have got to do with what the board's got to do. And then having a really great flow between the two works really well. And in doing that, you'll make sure you'll get the key items on the agenda. So for example, budget, the budget suddenly appears in June. But there's been a lot of work done before the board sees the budget in June, they might have a finance committee that's involved in that the board might be smaller instead of draft budget coming in May. So putting those things in are really important as well, but they just happen at that one day, there's got to be the preparatory work for those to happen. But one of the things that I really think is quite amusing with board calendars is the ones you see on the internet. And they lovely, the AICD, the Australian Institute of Company Directors want, it's great. But it's many pages has got lots of dots, and it's got lots of things. And trying to follow it for me is really hard. I think you can get them on a page with all your requirements for the whole year on one page. And it's really simple. And you can then keep it in the board pack. And it can be flexible, and you can change it. But what I think is one of the big things is to create a space for each meeting, which is on a strategy topic or a deep dive. You don't have to pick those for the full 12 months in advance. But you create the space and the calendar and the diary that that's what's going to happen. And I think that the other thing is we try and put too much into our board calendars. So it's like packing, put all your stuff into it, then take a third of it out, look at it again and take another third of it out. And then you might be somewhat close to what you can actually achieve. Because we get to operational and our board calendars. We miss our obligations and our duties as directors and we miss them obligations about the role of the board. And the role of the board is about strategy, strategic direction, and monitoring what we're doing, making sure the financial position is you know, going along, okay. And then having that ethical base and that other strong base around Oh h&s And our other obligations. So thinking about actually layering in what our obligations as directors are into our board calendar is really helpful. So one of the things I often tell people to do is have at least one session, that's an occupational health and safety. So the directors can show that they've discharged their duties on understanding the O H and S obligations of the company. And one training session is not enough. But it's a way of showing what you're doing and how you're doing it.

Helga Svendsen 13:53

I love that idea of layering in. And it sounds like it's layering in both what the management need to do. So what are the operational requirements and then layering on top of that, what's the committee work that needs to happen? And then layering on top of that the board work and only

keeping the board work? I love the suitcase, check out the committee work, check out the management work. Only keep what's on that board calendar. In that suitcase? That is the board work and the keyboard work. I love it. So what are the sorts of things you said before about having strategy or some sort of strategic discussion on board calendars or at least space for those strategic conversations? What have you seen that's worked well in that space?

Mel Sherrin 14:41

Okay, there's a couple of ways of approaching it. One of them is to grab your strategic directions and just do a deep dive into each one as they come along. But often people are in the process of rewriting their strap directions or rewriting something. And so this can be also an opportunity to have that precursor calm The session and do the pre work before you might have a strategic planning day. So the first time that you're talking about the next strategy is on that half day that you've got with a consultant, you've actually done the pre work in your board meetings, and you've thought about it, and you brought management along with you and management has brought you along with them. Because that sort of strategic work can be it's the most important thing a board can do. But also, you can contested space because lots of people have different ideas. So there's the old way we used to do of getting a putting out 20 ideas on the wall and getting people to put their red dots on the bit of paper...

Helga Svendsen 15:42

Oh, don't tell me the red dots are no good Mallamma facilitator, we can't have a workshop without the dots, red dots

Mel Sherrin 15:47

are great. But if you're online, you can do online voting at what you think. So you can do the red dots online these days, there's a whole lot it,

Helga Svendsen 15:56

It's not the be all and end all. But if you keep going,

Mel Sherrin 15:58

I love the red dots. And that way, you're also involving the directors in picking what they think are the big topics for the next 12 months. Because whatever your company secretary says, so in my case, I will touch the chair. But I've only got one perspective, the rest of the board has other perspectives, the committee's have their own perspectives, and the person who's the expert on

cybersecurity will want to talk about cybersecurity three times during the year, it's a matter of balancing out what's actually the important things for the board and what's coming up. And having that Forward Look, because often we look back at problems, we don't look forward for what we will be as an organisation in three years time. So that I think is actually having that sort of blue sky thinking time. Because again, we never make time for that, we just assume it happens in the background. And it's all gets jammed in at the end of the meeting. And we're all tired, and we just want to go home. So the other thing I try and do is put the strategy thing up the front end of the agenda that agenda planning is just as important as board calendar planning. And by having us fresh when we're thinking about strategy means that we're also taking the time, and we're making it put front and center that this is actually what our job is, it's to be in this space, it might be a risk conversation, it might be a deep dive into a clinical governance framework, if we're on a health board, it might be a deep dive into some of our funding problems that we've got, if we're a small family violence, charity or something like that, it's just picking out a couple of issues and then making the space for them first. The other thing that I think is super critical is to have a look at what you bought charter is like, what is the board charter, say that you're going to do each year, then also have a look at what your committees Terms of Reference are? What are they say they're gonna do each year, and then making sure that they've got a plan to achieve those. And if it's not achievable, work out what is achievable, and maybe change your terms of reference to what's possible. Because there's nothing worse than having this impossible task set ahead of you. And you know, it's not possible. So change your parameters to what's actual possible. And what do you need to do this fair bit to it in the sense of thinking of lining up the boards that committees that work plans, charters, and statutory obligations, and then working out, Hey, you can put it all on one page. So it makes sense to everybody else in the room.

Helga Svendsen 18:30

Oh, my God, it's magic. The company secretary should be called the company magician, I think if they line all of that stuff up, but I love that idea about, again, you're layering in those things. And it's only when you put all of those pictures together, you know, the finance committee might have their work. And depending on what committees are in existence, I don't know the people and culture committee might have their work. They're doing all of their calendars, and then you roll them up into the board calendar so you can see what's coming through. And all of a sudden, you realize, I don't know, the August board meeting is has to be 10 hours long to get through everything. But the main board meeting has only got two things on it. So can you shuffle things around in a way that makes sense.

Mel Sherrin 19:07

And the shuffling around is really important too, because some people it doesn't matter that a committee might have done something for months ago, that deep dive can come back to the board at a later time. Or it can be done as another way a written report or something like that. The other thing that I think's really key is working out where management's at because often I see a management operational plan that has absolutely no bearing to the board calendar. And I think to

myself, how is that going to work together so that we get the right management reports coming up? That fits in with what the board calendar is. So again, it's aligning that management piece and around the operational planning piece that in the board calendar to be able to get some flow. Now it's never perfect, and if you try for perfection, you will never land a calendar and that is my big thing with them. Just give it a shot, it doesn't have to be perfect. If it is perfect, it will fall apart at the first meeting anyway, because something will happen. So I'm all about the flexibility. And also leaving in just spaces and ideas, we could pick one of these four topics for this meeting, and the meeting beforehand, pick which top you're going to do, but it's making and then it's sort of really engaging the board in how we'll set the agenda together. Because also boards can feel a bit like driven by either the company secretary or the chair into what their agenda is, and what they're planning is likely to be by involving everybody in that board calendar discussion, and that sort of that forward planning, looking, I think you get a better outcome from all the directors and everyone feels more engaged, management understands what's going on. And the board itself can go, and what have we missed, and likely something that you've missed, because that's okay, too, because that's actually what you would expect to occur. Instead, you can't be perfect. So by putting in what's essential, and then putting in what you might like to have, I think that's a really good way and then doing assessments halfway through all the way through or even at each board meeting, about how do we go today? Did we meet what we were trying to achieve? So that's the other part of it as well.

Helga Svendsen 21:24

Yeah. And it's interesting that, so you need to put on the board calendar, development and review of the board calendar.

Mel Sherrin 21:32

I'm doing some now I'm doing three or four at the moment for next year, and style that everyone wants to slightly different, which is fine. I'll try to put some documents out at some point with some examples of what board calendars can look like. But every organisation is slightly different. But I do think the principles of going have just the very simple principles of what do we have to do? And that also involves what's our job as strategy and risk leaders of the organisation plus our statutory requirements? And then what do we need to do for the future of the company, or entity that we've gone? And then what are the other things that are sitting around that we should be doing? Or we might do?

Helga Svendsen 22:14

Yes. And I like that, what do we have to do? I'm thinking about the dual emphasis of it in a way, it's like, what do we have to do? But what do we have to do, there are some things that have to be done, but it doesn't have to be done by the board. So I think that's the other thing about when it comes to board is that what's missing, and what doesn't need to be on our list what needs to be on the list, but not our list.



Mel Sherrin 22:36

And then what you're asking management, doing some senses to and then reporting up. So some things that could be on the board calendar, actually management reports that the board might not actually discuss, but we're expecting to see the quarterly report against the operational plan. At this meeting, we're expecting to see that the management succession planning documents have started to become in place, we're expecting to see the results of the people and culture survey to come to this meeting. And then you might only spend 10 minutes or five minutes on those actual topics. But those reports that you expect to see also help drive the work of the organisation, helps management understand where the board's priorities are, and helps the board better understand the work of what management are doing.

Helga Svendsen 23:24

So you know, I'm thinking about what the headings almost are on the calendar. And I've heard in there, there might be things like governance requirements, governance, or regulatory requirements around ATMs, and annual reports and all that sort of thing. There might be risk, one of your favorite topics I heard might be in their finance, and the financial requirements, people...

Mel Sherrin 23:44

Policy frameworks, because a lot of what we do, also is policy and delegations. And again, depending on the size and type of the board, it'll either be the full suite of policies, or just the top level ones that will set the delegations and the tone from the top of what the board expect on the policy documents that are in place there. So again, it's making space for those areas there. So we've got everything from policy frameworks, which can really be around the corporate governance charter as well. And strategy. One thing I think, sometimes we do miss is getting to know the organisation, because directors come in, and they have a two or three hour board meeting. And sometimes we don't get to hear a lot from everyone except for the CEO and maybe the CFO. So one of the things that I've been working on with some organisations is to get a presentation at either each meeting or every second meeting from a person at the front line who's delivering the services that the organisation is providing. So that you're getting that exposure of saying staff staff are getting connected to the board, and you're also sort of understanding the work of the organisation. So everything else you do is in kind We'll take some of that, because we don't exist as a board to sit around and talk about meetings and strategy documents, we exist as a board to do something. And that is usually provide services for other people, or do good in some way. It doesn't matter whether you're cuantas, or whether the local basketball club, your job is the same. It's got exactly the same requirements, and that you're there to provide a service or to provide a way that things can happen around you. So I think getting as many voices around the table and planning that in is really helpful as well. Also, the board calendar can involve things like opportunities for directors to attend staff conferences or other events. So they can be not compulsory, but they can be popped into the calendar to remind people about what's coming up. Is there a staff state Day coming up? Is there a

conference, a bunch of staff or some of the directors are going to? What are some of the areas that we can put into the calendar that aren't requirements, but they're in February, there's this coming up? Ah, I might plan to do that. But the other thing is the calendar should never be set and forget, I'm a big fan of having an inboard pack every meeting, and then having a two minute conversation to say, Are we on track? And is there anything we need to change? Because that way, it doesn't just get left until the next 12 months? And I go, I've got to get the board calendar out again. Because it was pointless if that's what we did.

Helga Svendsen 26:30

Yes, it needs to be a live document. Mel so much beautiful stuff in here. One of the key things you want people to take away from the conversation that we've had today

Mel Sherrin 26:40

That you don't need to do anything too complicated, involving an Excel spreadsheet, that you really just need to sit down and do a five minute brainstorm. And sometimes that's enough. And then you get better at it. Look for other people's examples, ask people for what they've done. And then scheduled in what you need to do. But really think about what you'd like to do, what do you want the board to have achieved over the next 12 months and get that on the page, and doesn't matter what it looks like? Because it's just your document, no one else has to care about it. It's your document to plan out how you're going to work over the next 12 months.

Helga Svendsen 27:21

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

Mel Sherrin 27:26

I really do like the AICD resource. And I really do like some just Googling up board calendars, you get plenty of examples. But there will actually be a resource going there was actually a resource going up on our website Influence Global just a bit, a few dot points around how to plan and what to do. And with a little plan, draft board calendar that we've done for some people de identified, and we're hoping people can use that because also it's no good starting from a blank page, steal someone else's, and then just use it. That's my always advice is who else is out there who's done something and then borrow what they've done. I say steal, borrow, same thing and take it from there. But yeah, just Googling them up gives you plenty of examples. But I do like the AICD resource. And I do like pretty much anything that you see is going to give you an idea. It doesn't matter whether nothing's going to be perfect for you and your organisation. But everything's going to give you an idea.

Helga Svendsen 28:25

Well, we'll put a link to the AICD resource in the show notes and also, to your website Influence Global to get your handy resources on that as well. I was going to ask if you've got a de identified one, and you do so that's fantastic. Oh, Mel, thank you. Thank you so much for as I say first up sharing your wisdom in the Facebook group that led to this conversation, and then answering the call, I guess and agreeing to be here and be part of this conversation today. Thank you for sharing your wisdom with the tech on board community.

Mel Sherrin 28:53

Thank you and thank you for letting me be a governance geek because it's what I love to do.

Helga Svendsen 28:58

You're in fine company here. Thanks, Mel. Thank you

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