

Take on Board Podcast – Episode 227



Transcript – Take on Board Breakfast: Jane Brockington knows when to step down from a board role

Helga Svendsen 0:00

Today on the take on board podcast, you'll be hearing one of the take on board of events. Now because it's an event, I didn't fully introduce our speaker Jane Brockington. So let me do that now before you get into hearing what's going on. So our speaker today is Jane Brockington. Jane is the principal of Bridging Policy and Practice, where she has sought as a non Executive Director, independent reviewer and advisor in the public and not for profit sectors, working across regulation, governance, integrity and transformation. Jane co designed the Institute of Public Administration Australia Victoria, Integrity and Ethical Leadership Program, as well as an integrity governance framework and capability assessment tool for hospitals in partnership with the Australian Centre for Health governance, and she has supported clients engaged in IBAC hearings. Jane previously held leadership roles in the Commonwealth and Victorian public sectors, including Chief Executive Officer of the Victorian Commission for Liquor and Gambling Regulation, and the 2009 Victorian Bushfires Royal Commission. Jane is a fellow of the Institute of Public Administration Australia, Victoria and executive fellow ANZSOG and a member of the Ethics Center and the Melbourne forum. Now, let's go to the event to hear more of Jane's wisdom.

Welcome, everybody, to the take on board breakfast featuring who's sitting next to me the fabulous Jane Brockington. Before we get started, I would like to start by acknowledging the traditional custodians of the land on which we meet. For me, I am Wurundjeri country, the Wurundjeri people of the Kulin nation and I pay my respects to Elder's past and present and any First Nations people we may have here today, those that know me, and in fact, you might see behind me, I still have the Uluru statement from the heart. And despite the referendum result, I am still a yes supporter. I am still a supporter of the Uluru statement from the heart, voice, truth and treaty and stand in solidarity with First Nations people. So with that, I'm going to introduce Jane, I'm going to pull up things everywhere here. I'm going to pop her bio, over in the chat, and I'm not going to read it out because it's all there. Suffice to say Jane's awesome. And I think I can't see Merita's on screen, but I know she's here somewhere. I met her through Marita, wherever she is. Thanks, Merita. Or maybe Zora not sure. Ironically, the topic today is when to step off a board. And I should say Jane and I until recently were on a board together on the chair of the Victorian Asbestos Eradication Agency, Jane was on that board as part of her role on the WorkSafe board. And unfortunately, when her term works, I finished so too did her term at the Victorian Asbestos Eradication Agency, which I was not very happy about. Because she is awesome, and a fabulous thinker and wise counsel to have on that

board. Jane, I think I'm just gonna throw to you for you to have a chat to our wonderful gang. In the olden days, I would stand up the back of the room and give you the five minute warning and the two minute warning. I can't do that here. So I'm just going to leave you with it and you'll manage it and it'll all be fine. Over to you.

Jane Brockington 3:27

Feel free to nudge me nonetheless. I will talk under wet cement on this stuff. Good morning, everybody. And I'm really delighted to be here and like Helga, I'm on Wurundjeri land, Wurundjeri which is the river in Melbourne. And I am really delighted to be with you this morning. I will just flag that I currently have a sleeping cat just off to the right. He may wake up at any moment and be very vocal. It's as it seems once so if he is please bear with me. So I am really pleased to be here today. Helga had been sort of asked me over a couple times over the years, you know if there was something I'd like to sort of talk about through the take on board, community and podcast. And I was sort of thinking, there's really nothing that I've got I can say or do that is really interesting. And now the moment has arrived where I think actually, I think there is something that is certainly on my mind. So yesterday actually was a really significant milestone for me. It is the end of a three month period where I have exited for boards. So yesterday was my last day on the Transport Accident Commission in Victoria after six years. And so if I start from the end of June was when I left this Victorian Asbestos Eradication Agency. And mid August I left the WorkSafe Victoria after six years in two terms. At the end of August, I stepped off and not for profit called Sparkways after six and a half or two years. And then yesterday was my last day at the end of my second term and six years at the Transport Accident Commission. And this is sort of a six year cycle of life if you like, and it's been coming. It's not like it's suddenly arrived on me, it's been coming for a while, but it has caused me to pause, and to really think about exits. And while three of those were terms that were set through governor and council appointments, as government as public sector entities, they've all had a sort of aspects of the experience of leaving. And the one that has obviously been much more self directed was the not for profit. And so I suppose I wanted to sort of lean into that a little bit. But it's a really interesting moment, I left executive live eight years ago and run an advisory business but have been doing governance work around audit and risks and then boards for quite some time. And I have to say, I love it, I really love getting into the governance space and playing on a strategic level and being able to sort of make the have that influence and have that sense of peer effort and the shared stewardship role. So to be leaving these organizations in such a quick succession, makes me feel like oh, my gosh, what am I going to do with my time? Well, my gosh, how am I going to actually make a contribution because I really love this work. So while I hope there will be continuing sort of transitions in transitions out, and how do you know when it's time to go, I'm going to lean a little bit into my experience with Sparkways. So just by way, a very quick thumbnail sketch Sparkways is previously called formally known as trial Australian. It's a Victorian Melbourne predominantly focused not for profit and charity, it's been around for 140 years. And the focus is around historically and continuing is about supporting young people who are at risk of disengagement with community education, work, etc. And helping those pathways. It's evolved over the years to give expression to its mission in a whole variety of ways. And currently, the vast majority of the focus is in the Early Years Learning Space, particularly around the provision of childcare, and kindergartens, in particular, and continuing some work around youth mentoring, mostly through young people who come to us

through child protection system, who are at risk children at risk. So that's sort of the Sparkways. And it's centered around about \$25 to \$30 million turnover a year, thin balance, show our balance sheet, and we have about 400 staff, again, predominantly female, predominantly in the early years space. And we serve about two and a half 1000 young people through early years and their families across Melbourne, and particularly in the growth corridors of the inner west, and then out of Western Northwestern far southeast. So that's broadly sparked by so I joined just over six and a half years ago. And it was an organization that had very stable board. And they brought on 50% new members all in one hit. And I was one of those four. And it was a deliberate attempt to try to bring in some gender diversity, and some demographic shift, although I had less gray hair at that moment. And it had been a very long standing board. And this was deliberate transition, then we had a new chair who joined at the same time. So over that period, there been a bunch of evolution in both our business model, our CEO, we had some integrity issues. And we thought we'd cleared up a whole lot of things. And then we arrived at the pandemic. And like many not for profits, particularly in service delivery, we had a near death experience. And the intensity of that moment, particularly that first phase in 2020, where our business model collapsed in three days, because we don't get paid as early learning learning providers unless children arrive at the door. And so whether that's through the Commonwealth or the state funding mechanisms, we lost our revenue stream. But we were deemed an essential services provider, as was everybody in the sector. And so we had to keep our doors open to provide support and services to the families of frontline workers, and or vulnerable families if they chose to come to us, which meant all the regulatory requirements, and all the cost basis continued. So let's just say that next year was pretty intense. And the work of the borders are not for profit, and particularly when you've got a very small corporate and head office function, because most of your time is in the service delivery space. It was very intense. And we did a lot of work to look after our people look after our communities and our families, make sure we could actually pay our staff to make sure we were having the right conversations with government about the support we needed and how that might come. But what it also gave us was an opportunity to really, fundamentally look at and understand our core business and really come to terms with the dynamics of it in a way that we just hadn't. And part of that was protecting ourselves should we need safe harbor and it got awfully close. This. But in the end, we survived. We had to, I don't know how many fans of Monty Python there are. But it's the Black Knight, we lost our limbs, we kept the torso life, which was a really hard phase, you know, we shut down some social enterprises, we did lose some people, not very many. We had some really difficult conversations with people around vaccine requirements, which as provision of services, we had no choice in, we needed people to be vaccinated if we were providing government funded services. So coming out of the back of that thinking, Okay, we're now back into some sort of semblance of stability and normality and reestablishing the status quo or a business rhythm. I decided that I was going to step out after sort of five years at the next AGM. And of course, what I failed to take into account was we were shifting our cycle from a fiscal year to a calendar year, which meant it was 18 months. And in that time, my chair isn't me. So I'd already spoken to him and said, Look, I want to step out the next AGM. I'm giving you kind of best part of 12 months notice, really, and then he goes on me and decided he needed to go. And he foreshadowed that five years was going to be up for him. But there was a bit longer because of COVID. So what that meant was, in the interim, we'd had a number of our existing people on the board leave, our CEO who had seen us through COVID, was exhausted, and she was ready for retirement. So sheet for shadow this, and we had a number of new board members that we brought through because we you know, there was no point bringing people on, when you're not

sure if you're going to be there next week, we've not done the renewal and the pathways in the same way. So we had a predominantly new board, who had worked virtually, we didn't really know each other very well. We knew we needed to recruit a new chair, we knew we needed to recruit a new CEO. And I just didn't feel believe. So this was sort of an interesting moment about how do you leave when you foreshadow it. And that sense of obligation and stewardship and care for the organization really comes into play. So in the end, it was longer, and it became harder to extract. But if I think about what got me to that moment, like why was at that moment that I felt like I needed to go. And first and foremost, I actually really fundamentally believe that we are here as stewards for a period of time. And all organizations need renewal, whether that's in the executive or within within the governance sort of side of organizations. And for me the experience of knowing you need to renew but the organization needs to renew, it was very true. It was also a time of really contemplating, what was the value I was offering the organization and and what can I leave on the table at every engagement in every meeting? What kind of parent to me was, I was becoming that person who's saying the same thing every time. And I don't think that's a good thing. For any of us, whether that was the management team or the board, my board colleagues or me to simply be that person. I suppose it's also thinking about what's the role you play on the board. And so when our chair foreshadowed, he stepped out, I had a couple of points, several board members say to me, Well, you're going to be chair, aren't you? And I genuinely did contemplate it. And I did think about it quite seriously. And at another time, I may have taken on that role. And while it's very flattering, I said no. And the reason I said no was I my energy had been heavily consumed in the experience of keeping the organization alive and helping to work through the near death experience. And my energy was not what it needed to be to take on this organization leadership role. And I knew the margins in not for profit, early learning is very, very skinny. So it is a constant, you've got to work at it. This is not an easy model. But that aside, I knew I didn't have the energy. But also I knew that I was that person who kept looking back. And it became more acute when our chair did leave. And we had brought in a range of new board members in the preceding elements to use and add a new chair. We're obviously only one left to been there for that period of of trauma. And I was the one that kept looking over the shoulder going, but don't you remember what happened back here. Don't forget about this. And don't forget what we learned here. And while it was done in a, in a way that was intended to be sharing knowledge, helping people understand context, and those things, I realized I was that person, I was the one that kept looking back.

And I was not the person who was gonna be able to take the organization forward, as we kind of rebalanced and, you know, we kind of got to that point of thinking about what the new rhythm was. And also we needed to think about what the future held and growth. And not only just growing in scale, but thinking about what did we want to do, because one of the things about SparkPost. And try, it has actually always been quite innovative. We've always tried different things along, you know, through the journey. And some of it works. And some of it doesn't. But it had always been quite willing to try different things. And I realized that I was actually the ballast, I'd become the ballast that was stopping us from looking forward sufficiently. And that was not my intention. But it was a function of what that experience of the preceding few years have been. So it was with that, that I'd sort of said to my new chair, who I'd introduced to the organization, by the way, I'm out of here. And so we kind of deal. I stayed on past the AGM, but only a little bit, I gave her six months of transition. And one of the things that was also really interesting was I was finding I was really found

that quite uncomfortable, because again, I wanted her to succeed, I wanted the board to succeed and the organization to succeed. And having to recognize that for all the logic, the emotional cut was actually quite challenging as well. And I suppose that's the other thing that's been really interesting in this period has been acknowledging the feeling of this as not just the head is the heart piece for me as well. So in the end, I did leave at the end of August, and a week later, our CEO resigned. So I felt like I was leaving them in the lurch again, but again, it highlights You just can't know. You just can't know. And so it is that thing about Okay, so how do you step out. So in my experience, it's talk to yourself, first, talk to a trusted adviser, talk to your chair, give them notice, this shouldn't be a surprise, the timing of when you tell the rest of the organization is a little bit trickier. And the rest the board, but again, I prefer transparency around this. And once it became known that this was what I was doing, it also meant I vacated some of the space that I'd been holding around the board table and let others lead even in that interregnum. And I think that was really important because there's a confidence piece, we had a quite a young board. So it allowed people to step up and in, in perhaps ways that my presence hadn't necessarily encouraged them. So that was a really exercising self constraint. And allowing space to be filled by others. And for them, to support them to show their leadership. In some really mechanical things, it is setting the timeframe, when it's your choice, as opposed to your term expires, we're just setting a timeframe and thinking the stages of that handover is really important. It's the tacit knowledge as much as anything else, and what matters. And being the keeper, in my case, being the keeper of the history, the recent history, making sure that there was enough written down about that, that was easily accessible and why it mattered, not because it was there forever in a day, but just so that people could see it, because there's some really important things that we learned through that phase that will carry us forward. Hand back your documents, cut off Diligent and board documents, it feels really awful when you can't see everything you want to see when you want to say it, but you've got to do it. And say thank you, because one of the really humbling parts of this was the expressions of gratitude. And thanks that came my way. But I think it was just as much I got so much from this organization, and from the experiences of my board colleagues, past and present as it was then. And I really do feel like I got a huge amount out of this six and a half years, far more than perhaps I could have acknowledged going in and certainly far more than I feel like I ultimately gave them. But I think for me, it is that sometimes it's just time. And I think you know, there were plenty of other reasons. And I did a little bit of a voxpop with some sort of my network. And you know, there's lots of other reasons why you might leave that go to ethics and governance misalignment and strategic misalignment, reputational issues, over commitment. And I have to say, I've got close to that point at once one stage, because it's so lumpy. And I just don't think it's reasonable when the thief would extract if we're conscious of discharging our directors duties fully, it takes work, it really, really takes work. And it is lumpy. And also, you know, sometimes the dynamics around the board table or with the organization are not quite where they need to be and they make it into the space of psychological and safety. All of these are reasons and factors I think, to to bring to bear and you know, even in some of my government roles, there's been those moments where you go, Oh, I need to think about this do I stay but in the end that was fine. And I think what's been interesting is that that sense of the writing the emotion and stepping through a deliberate plan, like including telling my chair oh, by the way, I finish in two months I'll do this is like it's a statutory appointment. But working with the company secretary on that is was really important. They are the keeper of so much and help To make that transition really seamless, but also I think, finally I just say, celebrate, celebrate the experience, celebrate the relationships and the connections, celebrate the impact and the contribution for me through

creation of public value, whether that's in the public sector or the nonprofit sector, and write it down. I think one of the things that, you know, quickly forget is that, you know, we move on, we forget. And I think it's really important to take stock and just had that pause in that moment. To sort of say, this was the journey and change your LinkedIn, you'll notice mine's not changed, it will change this week. I didn't want to be that person. I'm leaving. I'm leaving. I'm leaving. So we're doing a job like. And with that, I'll stop

Helga Svendsen 20:44

Awesome. Thanks, Jane. Oh, my God, and you are right on time. You can see there are so many awesome reasons why we were sorry to lose the fabulous Jane. All right, folks, if you're anything like me, your brain is buzzing. With all of the things you've heard all of the pearls of wisdom in there. So the way we'll do this is I will call if, if there's a name, I will call on the person to ask their question. If you could say your name, and any boards that you might be on, and then if you could ask your question. Alrighty, so, Rosa, I can't see you on my screen. But if you could take yourself off mute, introduce yourself, and ask your question. That would be fantastic.

Rosa Varghese 21:26

Hello, I'm Rosa, my pronouns as she/hers, for those who haven't met yet, and I'm from Abubakar country, New Castle. And working as a project risk consultant. This is a curious space. For me, I haven't had any experience with the boards other than attending couple of board meetings in work setup. But I'm here to learn and grow. And I really resonated with the conversation that Jane put up, and especially when she said that have a talk to yourself, I remember that meets because I think that self self reflection piece is really important in any of the decision making process. I believe people learn in three different way. One is, by reflection, the other one is by imitation. And third is by experience, I think reflection would be the easiest one experience is probably the toughest one, and imitation if you have the right person to imitate from his really great one. So from that perspective, I was just wondering, what would be the process of that self reflection? When do you think that okay, I need to consider this and how do you separate yourself? Because there is a rational brain there is emotional brain, there's a lot happening in that space. How do you walk out a fit? And you think, as probably someone who is outside the situation?

Helga Svendsen 22:50

Great question, Rosa. Jane, what are your reflections?

Rosa Varghese 22:54

Yeah, it's a challenge. And thank you, Rosa. So very nice to have it and Novocastrian In the room, to me, to at a really basic level. The process for me is a very unstructured one in said insofar as walking

around The Tan for those in Melbourne, it's the track around the outside the Botanical Gardens, and it's just across the river from me. And that's a process of, of just walking and meditating on it almost it's not it's not even a conscious thing. It's just it's a space that I find works. And things bubble up. So intellectually, you're absolutely right. There is a point where you go, actually, no, I need to step off. Like, it's just you've got to be deliberate about it, I think we're the choice is yours. And so I knew that it wasn't crisis driven, it was more, I know, I need to step off and allow the organization to evolve and grow. And that will be that under somebody else's stewardship. That sense of emotional connection, though is initially it was okay, I need to do this. Okay. Right. There's a logic to it. We went into crisis mode, and it shifted, it became very emotional. And so it's separating myself from that becomes really, really hard, because it's like, I'll just stay a little bit longer, I'll just stay a little bit longer. There's always something more to do. And I think that's the challenge is with all of these things, unless, of course, you're winding up a business. It will go on beyond you and it ought to and acknowledging that is part of that process about well, how do I feel? Am I feeling like this is a drain? Do I dread papers arriving? Am I in the room and going, Oh, God, it's not the same conversation again, or nobody's listening, whatever that is. But that's for me when I kind of go actually, I don't think I'm delivering value for the organization. And I'm not getting value from it in the sense that I'm not bringing my best self to it. So for me, it was a combination of head and heart.

Helga Svendsen 24:56

Thanks Jane. So I'm going to come To the two questions that are from one's from Tanya and one's from Sonia because I think they're probably connected. Tonya asks about board succession planning practices and Sonia are about helping another director to step down. So Tonya, can I come to you first to introduce yourself and give you some context around it? And then Sonia, I'll come to you. And then Jane, you might deal with those ones together, Tonya? Sure.

Tonya Scibilia 25:24

My name is Tanya Scibilia, we had a conversation in our group around losing knowledge. And we talked about the keepers of information, we thought it was a really important kind of conversation to have. But then we moved into the discussion then around how to you have really great practices in place around board succession that take that into consideration. So we were looking to any experiences you've had where as part of that board role, you've been building succession, and thought about that knowledge transfer and some of the things that you can do to support that.

Helga Svendsen 25:59

Thanks. And Sonia

Sonia Law 26:02

My question was really about whether you've ever been part of helping another director to have the realization you have you know about the value you're adding, and whether there's learnings you can share about that process, because that is a peer to peer relationship, which can be quite tricky.

Jane Brockington 26:17

Thank you good questions, I'd sort of deal with a succession sort of one first. And my experience is probably larger organizations tend to do this in a much more structured way, they tend to have more dedicated resource behind them, you know, a full time company secretary. And the cycle of things is pretty structured. So if I think about TAC, WorkSafe, VAEA to to an extent, there's a cycle to these themes, but there's a formalized process of board, oversight and assessment and the skills matrices are done, you're, you kind of have a rhythm to these things. Having said that, there's still a process of analysis, it's not just the process for its own sake, and allowing for the fact that public sector board appointments tend to go into a black box and come out at some point in the other side, which you may or may not have a direct control over. There is a process of influence. If I think about certainly with sparklers, and also with some of the risk and audit committees that I've chaired for Victoria Police and for VicRoads. Amongst others, there is a process, I suppose, where you've got to be a bit more deliberate about it. And I think thinking about where is the organization, and what's it going to need, not just for today, but sort of thinking for the future, and being able to bring people through. And I think in some of those instances, being able to lean into deeply experienced people, and in other times being able to bring through people who are at the beginning of their governance journeys to help that mentoring process through hands on engagement. One of the things that we did at Sparkways, which was really successful, actually, is we used our committees to bring in three younger professionals, sort of early to mid career professionals, and to give them an introduction to us and for us to get a sense of them. And in the end, all three after sort of 15 to 18 months joined the board. It was networks broadly, but these were not necessarily close connections to any of us specifically. But that was proving to be a really, really good way of helping to get some of that succession working in terms of having those peer to peer discussions, I think, yes, I have. But they have tended to be more where people have sort of been on the cusp of a second term, and going to put your hand up again, rather than should I go, probably the one where I sort of think it's probably a little bit different. I had a colleague on one of my audit committees along the way, who really struggled with the fact that it wasn't a board. And as an audit committee in an organization, you have to work a lot harder to sort of keep connected to strategy. But your job is not to be a shadow board. It is there as an assurance process and mechanism. They really struggled with that. So we had a few chats along sort of A over two years. And in the end, they continued to struggle with that, and became very hard to manage in the committee meetings. And also for the rest of the committee members. The source of significant frustration is management as well. In the end, it was through sort of the processes of assessment and then debrief and then basically saying what do you love? You know, what is it you want to do? In the end, it was let's talk find the next thing. And I don't think I played a very strong hand in that but I certainly played a little head that it's not easy though. In the spark based context, there was someone who, for whatever reason, just started to disengage and in the end, it was a you Okay, actually there is a lot going on, both at home and professionally. The

passion for the organization was not there anymore. Okay, you're allowed to say you need to go. And I think just that allowing a space for someone to say, actually, I need someone to hear me to say it's okay. And that was sort of how we did it.

Helga Svendsen 30:20

Amy, do you want to introduce yourself and ask your question? And Kirsten, I'll come to you after that. So Amy, over to you.

Amy Sylvester 30:26

Yep. Hi, Amy Sylvester, I am on Gunditjmara country down in southwest Victoria, right down on the coast near the South Australian Border. And this is a common sort of scribe for our group. So a question that came up for us is to get by Mary is, what if you are the chair, and if you feel that the buck stops with you, and you, you can't leave? What would be your recommendation suggestion? In any insight around?

Jane Brockington 30:58

Yeah, that's a that's a challenging one. I feel like I've got some empathy with this through the Sparkways, example that I use, because although I, I wasn't chairing, I chosen not to be. When I left, I had six and a half years, the next most experienced person on the board had to, and most people were, you know, 12 months at most. So that sense of responsibility, weigh quite heavily. And I think there's that that moment where you're sort of moving from what you understand to at an intellectual level to knowing that, yeah, you are responsible, and you we know, carry your duties, and you want the organization to succeed. And hopefully, organizations are bigger than us. And separating yourself from unless it's your organization. Of course, that's a different proposition altogether. But as a governor, hopefully the organization existed before you arrived and will exist after you leave. And there's a humility in recognizing that we are all replaceable, and in a way, that's actually a really good thing. That's a liberating thing. Despite the fact that when you're in it, it feels really, really uncomfortable. So I suppose, where I've seen it done well, was a chair signaling 12 months out because we had an AGM and every 12 months we give out, and we put it back in. So you know, they said, I'm leaving at the next AGM. And that gave us all plenty of time to kind of go, Oh, my God, and readjust and work through both the internal processes and then the external processes to manage that through. Having said that, I don't think he felt any great sense that he was leaving us in the lurch. He'd done some hard yards and had always said, this was my intention. So I think it's clarity about your intention. And then how do you help the organization come to terms with that? Because sometimes it can be a bit of separation anxiety, then as well.

Helga Svendsen 33:00

Kirsten, let's come to you about the playbook. Do you want to introduce yourself and ask your question?

Kirstin Schneider 33:07

Yes, certainly. Hi, everyone. I'm Kirsten, I'm on Wurundjeri country in Naam, Melbourne, and on the board of the Yarra Energy Foundation, which is bringing community energy to assist the transition to accelerate the transition to a cleaner, better energy future. One of the questions that came up that slightly tangential to the core topic of leaving a board was the experience you went through the need, as you describe your near death experience you went through that many of us feel our organizations could be on the cusp of going through maybe not as intense with COVID, but certainly with cost of living pressures bearing down on some of our organizations. And it's a cheeky way of asking this question, because we know that there's a lifetime of experience in going through that sort of transition with an organization. But if you had to write a playbook on what it would take, for any of us to get our organizations through that sort of experience, what would the top three chapter titles be? What would you be writing that book on?

Jane Brockington 34:13

Thanks, Kirsten, great question. It's, well, it's a bit hair raising can feel pretty precarious. What I would suggest is, first and foremost, know your business, like really deeply know, the organization and the business you're in and the dynamics of it like understand at a really, really granular level. And while that kind of sounds a bit counter to, you know, most advice that boards are given, which is stay out of management, particularly with the not for profit sector. Do you really do actually have to understand the core business you're in and what drives it and where the levers are that you can pull. Secondly, if you are thinking you know, you're a bit on that brink. Get ahead of it as much as you can. And by that what I mean is, one of the protections is that you have done everything reasonable to not trade insolvent, but to do all the things to get yourself into a position where you can make that decision. So, one of the things that we did and I would really recommend is we, we actually expended money that perhaps we didn't think we necessarily could afford, but we did it anyway, on some really good quality advice, that helped us to really understand our liquidity. We were meeting every two to three days for a period going, Okay, where are we at? Do we have cash? Where are we up to? And secondly, related to that it's not for just today, but looking over whatever window you can confidently or reasonably look to, to understand is that just a transient thing? Or is that actually something that is trending down? It's flatlining? Where are you and iterate it. The third thing I think, is really, really understand what your duties are as a as a director, and what the corporate law says about this. So that if you do need to pull that trigger, and it's a really horrible decision to have to lean into, know what your triggers are, and know what you need to do. So that you can do it as efficiently and as cleanly as possible. Because it's not just this entity and the financial component, it's the human component around it as well, whether that's the directors of of staff, or clients or customers, it is clarity, and being able to communicate whatever you decide to do to do it really,

really clearly and cleanly. And to have the communications ready to go, not the least. So that if you need to lean into the safe harbor provisions, you can actually demonstrate it. So you need to record your decision points and the rationale, but you relied all the information you rely on it and the rationale for that decision. Really hard. constant vigilance.

Helga Svendsen 37:12

Cheryl, I'm gonna call on you to very briefly ask your question and Jane for you very briefly to add so because I would love to know the answer to this one to Cheryl. So Cheryl, if you could introduce yourself and ask the question. Jane,

Cheryl Clutterbuck 37:23

Cheryl Clutterbuck from Northeast health Wangaratta. I'm eight years into being on a board deciding about whether I'm going to have that final year before I'm kicked off. So my question to you is around, you need to leave I would understand before you burn out, I get that and understand that. But where to from here for you. I mean, are you going to take a break? Are you going to look around for new opportunities? Or what are you going to do now?

Jane Brockington 37:49

Sure. Yeah, good question, I made a choice. Knowing that I had this second half of this year, this was going to be an exit, I started to look around a little bit, but not very actively. And it's really only been in the last sort of six or six to eight weeks where I've really started to engage with that, partly because I felt like I needed to go through the exits. I have started a new chairing role, one of the departments, Danny, the Department of Justice, I'm chairing audit and risk for that. So that's consuming a lot of time at the moment, keeping my brain active. But I am now starting to think about where do I want to be? And what do I want to do next? Because one of the things I do know is I really love this work. And I love doing the advisory work that I do as well. But I really, really love the governance work. So rebuilding and building out that portfolio. I have started I'm starting to look I'm starting to talk. And my sort of focus will be next year and thinking about where do I really want to focus that activity. So there's a couple of things I throw my hat in the ring for. I think they're slightly long shots at the moment, but that's okay, too.

Helga Svendsen 38:56

So folks, we're now going to turn to some of the questions that we didn't get to in the event. But Jane has very kindly agreed to stay here and to answer some of them. So I'm going to be asking all of these questions rather than calling on the community to do so. So Jane, Coralie asks, you're referred to keeper of information, and having this info written down for future board members. What are some of the ways this can be done to make it easily accessible?

Jane Brockington 39:25

Yeah, thanks, Coralie. It's a really important question, because hopefully, we have our induction packs and our induction briefings although you can't always take those for granted that they will happen in a timely or a structured way. But it is absolutely I think critical to help people come onto a board is to provide that structured induction and structured exit. And so from my perspective, the keeper of the information is more about the tacit knowledge. It's the things that were said or happened around the decision or contextually around the time, they're the things that were material, but not necessarily the resolution. So for example, in the context of spark was one of the things I found really helpful, partly because we had some new members come in, and we had a new chair and really trying to help my new chair, really understand what the organization was about and how it was working and where we've come from. I had a couple of conversations over several months with her as she joined and got her feet on the desk and really lent into to her leadership, and wanting to know different things. It was also partly about just capturing at a really high level, the timeline. And in our case, the timeline of the last few years was so important. And there was really some critical decision points and some critical work and reports that have been done along the way and sort of just leaving a bit of a marker a pathway for people to be able to follow that if they needed to and wanted to, once I was no longer there. But having said that, I was also always on the phone and continue to be.

Helga Svendsen 41:02

The next question is from Nikki, it's perhaps more than nuts and bolts of information sharing rather than that you from Nikki about, you mentioned cutting off diligent access at the end of your term as a director, how do you deal with papers sent by email, when you've left a board?

Jane Brockington 41:18

You delete them, make sure they're not sitting in your bin. I think without you know, I'm not a lawyer. So I'm not gonna provide legal advice. But I think it is an issue that you just need to be really diligent about no pun intended, but you've got to manage your own records really clearly, you know, one of the exit checks is have you handed back anything, including, you know, physical copies? And have you deleted anything? I think if there's anything new particularly needed or wanted to keep, I think you just need to be really clear about that. Because sometimes having access to artifacts that might have set within diligent, noncontroversial and quite legitimately could have available to you. I think it's just good to talk to your company secretary to affirm and not just assume that that artifact is okay for you to have. Nice.

Helga Svendsen 42:01

And if they're arriving by email, let them know that you're still on that group email, email back the company secretaries like Hello, just letting you know I've received this. I've deleted it. But please take me off the list for the future. Alrighty, next from Leah Bramhill. This is a great question. Have you ever regretted leaving a board? And if not, why do you think this is?

Jane Brockington 42:24

Am I regretted it? No. Do I still feel that longingly? Yes. You know, not the least after six years of catching the train to Julong. And working with the TSA and WorkSafe and getting to know a little more of the Dulong community and all it has to offer. I really missed that connection. But do I regret leaving a board? No, I don't, it took a little while was spark ways to really allow that distance to not feel like I needed to keep checking in. And I think that comes down to the fact that at a really fundamental level, governance needs to be renewed. And I know that and so being able to kind of recognize and just remind myself that even when I'm feeling a little bit, they don't want me anymore.

Helga Svendsen 43:11

Next question. How did you manage four boards at the same time and a day job?

Jane Brockington 43:18

Yeah. So look, it's a really important question, because I think it's really easy to go, Oh, I'm on a board. It's a quick thing. I think if we genuinely understand our directors duties, and if we understand the organizations that were involved in, and to do that, well, I think you have to dedicate the time. It's not just, you know, reading the board pack and showing up. It's a bit more involved in that. And it ought to be, it depends on boards to be frank and on your other commitments. So running an independent advisory business, my model of delivering my advisory work has shifted, because I can't say yes, I can absolutely be full time with you for the next month. Because I know I've got this board commitments. So my business model shifted, and the kind of work I was taking on because I wasn't willing to compromise or put myself or the organization at risk for not doing the work for the board. So there is a choice about that. You have to make it look, some people, you know, are able to compartmentalize and be much more diligent about the time allocations. But I think that's the thing. And there's a reason why it's called diligent as a brand. You do have to be diligent. And so I think it's actually knowing what it takes you to make sure you understand and early on, you're making from the fire hydrant. There's so much to learn. There's so much to do, as you become more experienced both on that board, but also as a portfolio director, you get better. It's like any muscle you learn how to use it and exercise that you get better at being able to step in and manage it. But look, it has its moments when everybody wants that same window in the week, the month this quarter, the year it gets really intense. You have to be ready for it.

Helga Svendsen 45:01

So Jenny Britt asks, was there a tipping point in deciding when to leave? Or was it more gradual?

Jane Brockington 45:08

Oh, initially, it was a pretty clear cut thing, it was sort of being five years old. To me, it was a very intellectual exercise of five year sounds right? That last 18 months became harder, because of the circumstances. And it would have been really easy to just tip over into Barbara tip over and tip over a little bit more, a little bit more, a little bit more. And in the end, I think it was a bit more of an evolution once the Chairman has stepped down and sort of been wanting to make sure I left the organization in as good a solid estate as I could within my sphere of influence. And so it was gradual, and then I just had to set the date and stick to it. And I had to say it out loud. And I had to tell everybody, because if I didn't, I would have just kept going.

Helga Svendsen 45:58

So the other end of that question about was it gradual? You know, on a gradual reflection, Sonia Law asks, I'm interested in what might have happened, if you had to leave the board urgently.

Jane Brockington 46:10

Ah, look, as with most things, it would have survived, it would have been fine. I think I can say that. Now, with some distance. In hindsight, when you're in it, it's like anything, whether it's an executive role, or a voluntary role, or boards, or whatever, it feels all consuming. And it's impossible to a note to be able to separate yourself a little bit from it. What I think comes with experience, but also with actually saying I'm stepping through or out is that sort of ability to distance yourself from it, and you know, that it'll be fine. I suppose what I would observe is, as I have gone through, you know, the last six years, both as far as and with other boards, is people come and go. And circumstances might be, they might be really short. They might be well signposted. In every instance, you carry on the dynamic shifts, you have to reform re norm. But you can carry on, and as long as you've got people have good capability, goodwill, they're fine. So

Helga Svendsen 47:14

Nikki asks, Could you please unpack your comment about feeling like a broken record? Does this mean your point was falling on deaf ears and nothing was getting done? Or something else? What's your reflections there?

Jane Brockington 47:27

Not so much that it was falling on deaf ears or wasn't getting done, the period of time that that I was feeling that was sort of post the was the pandemic, we had a couple of directors who joined us in 20. So they were right on the edge of, of it. And that was their full experience of it. And then we pretty much had newer directors, some of whom had been around our committee structure for a little while, but essentially, very new. So we had a young board. And by that I don't mean age I met and demographic, I mean, we were a young board. And most of our time had been in a virtual asset experience together had been in a virtual setting. And we had a new, a new chair, we had a new CEO, we had new executives, we had a new company secretary, all within this same sort of window. And so at sort of the six year mark, you're the person who is the longest standing in the organization, in the governance structures. There is a bit of a sense of people kind of saying to you, Well, what about and so okay, fine, I'll share that. But what I suppose I was also experiencing that time was, there's lots of fresh ideas, and there's lots of enthusiasm and newness and going well, let's just do this. And let's just do that. All of which is really good. And I don't want to and I certainly didn't want to, in any way, suppress that. But my vision and my ambition was bounded by the experiences, and indeed the trauma of those previous few years. And while I didn't want to be a saboteur in any way of the future, I also felt like I needed to just say, but hang on a minute, go here and look at this, don't forget, we've had this journey. And these are some of the things that we need to be mindful of over ambition of what we think we can do an up to over optimism, the relationship with our funders, the economics of the business model were in some of those underlying things that we had to really work to understand and understand our appetites for and really averting that have we thought really thought through our risk appetite and how much financial risk we can take on and I think that was born not the least from that acuity of focus on liquidity for such a period. You really don't want to be in that position if you can avoid it. So when I say I feel lack of record, I was at the track record saying but don't forget this this weight of history because I didn't want it to go down on my stewardship under my watch.

Helga Svendsen 50:12

Oh, Jane, thank you. Thank you both for the presentation early on for the questions you dealt with in the event and staying on the line to deal with the additional questions afterwards. And thanks for being an awesome colleague of mine are on the board as well. Thanks for being awesome. And thanks for being with us here today.

Jane Brockington 50:32

Thanks Helga, it's been an absolute pleasure.

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