

Speaker 1:	<a href="#">00:04</a>	<p>There's not much statutory law about board meetings. Although there's quite a bit of case law. I must mention one thing then that's the minutes the company's act says minutes must be taken and kept for at least 10 years. It's normally the company secretary's job if there is one, but the overall responsibility is the directors. They must do it or see that it's done. Having made that clear, I'm going to talk first about the importance of the articles and then move on to what makes a good board meeting. Articles vary a lot and directors should know what their articles say on this and on other matters. The model articles in force when your company was registered will apply to the extent that they have not been modified for your company. This can be done when the company is formed or by the shareholders later. Are you all familiar with your articles? No. No, no. Oh, that's a shame. Have you got copies of your articles somewhere? I'm not sure I can put my hands on them though. I do have a copy on the file. Can you photocopy a set for each director and can we all spend some time looking at them later? Yes,</p>
Speaker 2:	<a href="#">01:19</a>	<p>thank you.</p>
Speaker 1:	<a href="#">01:23</a>	<p>Whatever your articles say, you should follow them articles very enormously and I don't know what y'all say, so there's no substitute for having a look.</p>
Speaker 2:	<a href="#">01:32</a>	<p>Okay.</p>
Speaker 1:	<a href="#">01:34</a>	<p>I can tell you though, what you're quite likely to find in your articles first. The good news, it's likely that to a large extent you can make your own rules. There will be something about a quorum. You can't have a meeting. Unnecessary number of directors are there. There's probably no special rule about notice, but everyone should have a chance to be there. You can probably delegate to a committee though. This board with only three directors probably would not do that. It's very likely that the directors can choose the chair and they can change their mind and the chair probably has a casting vote. It's very likely that if the directors do not agree, the majority view will prevail. Does that mean that I can be out voted by James and Jenner acting together? Yes. It does mean that and it would still mean that if he, even if you weren't 100% of the shares, probably wouldn't make good career move for them.</p>
Speaker 1:	<a href="#">02:40</a>	<p>It's very likely though that the directors can unanimously agree something in writing without actually holding a meeting. Everybody's got to sign. However we have 10 phone, no email board meetings, telephone board meetings could probably be</p>

okay subject to conditions. It doesn't need to be a conference, but latest model articles do allow real time E board meetings subject to conditions of course, but those model articles might not apply to your company. You really have to look at your own articles. I do of course realize that many boards ignore everything that I've just said. Unusually no harm is done, but you should know the rules and if you don't follow them then it's an informed decision. In particular, I know that many boards never have an actual vote. Either a consensus and manages or the person in the strongest position says, this is what we're going to do.

Speaker 1: [03:39](#)

Let's move on to what makes a good board meeting. Nothing that follows is the law. They are my ideas. You might agree or disagree that rather like my principles if you don't like them, I've got others. Let's look at my five points. Dates fixed well in advance. Guess away from interruptions, prepare well and circulate documents in advance. Ensure bourbon. It's a taken and have an effective chair. Can I just ask how many board meetings we should have each year? The answer is as many or as few as you want to have companies vary. Some directors run the company through frequent meetings, others do it more informally and just have occasional meetings. For full business, every company must have at least one meeting a year. Even a dormant company that's to approve the accounts and it's a legal requirement. Now getting back to the five points, first of all, I think it's important that you schedule the dates of the board meetings a long time in advance. Perhaps a year or more in advance. It's not binding and you can change it later. It is important and it helps non executive directors particularly we already do that. It helps people book holidays and make other business arrangement.

Speaker 2: [05:02](#)

Yes, it's a 10 o'clock on the first Tuesday of each month. Excuse me. Hello? Yes, it's on BBC one at three o'clock can you record it for me please? Look, I'm sorry. I've got to go. I'm in a meeting. Okay, I'll speak to you later. Bye. Sorry about that.

Speaker 1: [05:24](#)

That brings me onto my second point. You probably don't have many board meetings and they're likely to be important. You want to know if the building's on fire or the prime ministers in reception, but generally speaking, try to avoid interruptions. Everyone should do their homework and prepare for the meeting. The agenda and any papers for the meeting should be circulated well in advance. I've been director's reports, budgets, managements, accounts, things like that. You won't get the best results if they're spread on the directors at the meeting. Does your board do that, Ashley?

Speaker 3:	<a href="#">05:59</a>	Yes and no. Diana gets the financial stuff that was out well in advance, but other things often come out at the meeting. I'd say five out of 10 could do better and we'll do better. Starting ahead of next Tuesday's meeting.
Speaker 1:	<a href="#">06:13</a>	The next ones will new agenda finally have a good chair of the meeting. This is perhaps the most difficult because the other things can be achieved by rules, and this is a matter of style. Different styles suit different people in different boards. I've worked for more than one autocrat. Sometimes it works well and sometimes it's a disaster. Whatever the style, the chair should be efficient and try to get the best out of his or her colleagues. Everyone should be allowed to put their points of view, but not to waffle on for too long.
Speaker 3:	<a href="#">06:52</a>	Okay. I think we're all clear about what we'll need to bring to the next meeting. Yes. Should we move on to the next topic?
Speaker 1:	<a href="#">06:57</a>	Okay.