

DOCUMENTING YOUR BOARD MEETING



HOW TO CREATE EFFECTIVE BOARD PAPERS AND RECORDS



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Introduction

Directorship entails serious duties. Things must be done, they must be done well, and records must be kept showing that the business of the board was conducted legally and appropriately.

This short manual has been designed to help you identify and create the key documents that your board needs. These documents do not need to be printed on paper: they merely need to exist, to be given to the board at an appropriate time, to be kept confidential, and to be available when required.

Boards operate through meetings. To be effective, each meeting should have an agenda, papers with information about the matters to be decided and reported at the meeting, and minutes to record the decisions and proceedings. Best practice boards will also have an annual agenda (or every second year, as the Corporations Act requires for some organisations) setting out the forward plan of the board's work. This forward plan is then scheduled across the planned meetings for that ensuing one or two years.

Sometimes boards need to revisit a topic or decision. Having good papers and minutes stored in an easily retrievable format is essential. Ideally the storage should be secure and permanent with off-site back up and appropriate fire protection if using physical paper copies.

At other times boards may be called upon to produce their records in a legal proceeding. If the records demonstrate that the board considered their decisions diligently and based those decisions on reasonable information that was available at the time, those records can be of immeasurable help in keeping directors safe. If the records do not demonstrate diligence, the board may be in grave danger. Refusing to provide the records is not an option. Failure to produce adequate records is an offense under the Corporations Act of Australia and in most jurisdictions around the world.



Annual Board Agenda

Introduction

The annual board agenda, or calendar, helps directors ensure that matters requiring their attention are addressed in a timely and logical manner. The annual agenda will vary according to the industry sector, the organisation's own governance structure, its size and stage of development.

The annual agenda should not be fixed; it should be subject to change as the organisation evolves and different governance issues arise. It is a valuable planning tool that:

- allows board members to plan their own affairs with their responsibilities to the corporation in mind
 - provides an overview of the board's focus at each of its meetings
 - lays out the work and issues needing to be completed or addressed during the year
 - helps ensure that nothing is overlooked
 - minimises repetitive discussion of particular issues at the meeting
 - aligns board focus with key corporate reporting and compliance dates
 - assists in the logical evolution of thought and issue analysis
 - allows directors to marshal their thoughts and inputs at the best times for the corporation.
- A good agenda will alert directors to the specific issues to be discussed at the meeting. It will also put the executives on notice to prepare appropriate responses to specific agenda items. The agenda also helps the chair to plan the meeting so that all issues are dealt with in an appropriate order and to an appropriate depth.

Points to Consider

- In consultation with the chair and CEO, the company secretary can be expected to take a role in the development and management of the board calendar.
- As early as possible, the company secretary should schedule and confirm dates for the board, for the board committee/s and for the shareholder meetings for the year. For convenience, board committee meetings should align, wherever possible, so that they are adjacent to board meetings. Planning should ensure that enough meetings are scheduled to address the corporation's needs of its board. (It is easier to cancel a meeting and amalgamate board business with the next scheduled meeting if the agenda does not warrant the meeting being held, than to arrange an extra meeting.) If a board meeting is scheduled in January by way of standby only, then it is best not to plan any vital issues to be addressed at that meeting.
- Include key corporate compliance and reporting dates, such as half-yearly and annual returns and, and in the case of an ASX listed corporation, the ASX reporting requirements. For a public sector organisation, build in dates for tabling reports to Parliament and other regulatory bodies.



- Develop a list of key governance issues that should be addressed by the board and board committees during the year, including those that will be the subject of executive presentations to the board.
- Think in terms of corporate efficiency and need, and create a logical flow. Consider whether deliberations at a meeting will draw on a particular strategy or course of action and, if so, list matters dealing with that strategy or course of action in a logical priority order.
- Arrange issues that are not time-specific so that the workload is evenly distributed throughout the year.
- Anticipate how much time is needed to deal with issues, as well as any lead-up time needed by the corporation's executives to prepare and distribute papers in relation to a particular issue.
- Include board events and any other functions that directors are expected to attend so that they have a complete calendar of their year ahead.
- Consider management. Try not to schedule meetings that will place too heavy a demand on their time when they may have other important commitments and responsibilities for the corporation elsewhere.
- Allow time to deal with the unexpected. A board calendar is a live document that should develop and adjust in response to the corporation's and the board's changing priorities and needs over the year.

An agenda is just one element for a successful board meeting. Good governance will require all the elements.



Sample Annual Agenda

Item	J	A	S	O	N	D	J	F	M	A	M	J
Standard Business: <ul style="list-style-type: none"> • Attendance and Conflicts of Interest • Minutes • Matters Arising • Month and Year to date results • Key Financial Ratios • Share register Updates • CEO Report to the Board 	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Board review <ul style="list-style-type: none"> • Composition • Performance review • Remuneration 	✓			✓		✓						
CEO review <ul style="list-style-type: none"> • Succession • Performance Review • Remuneration • Delegations review (by Audit Cttee) 		✓		✓		✓		✓	✓			
Corporate Governance <ul style="list-style-type: none"> • Review corporate governance statement • Review risk management statement • Review share trading policy • Review code of conduct • Review Committee Charters: <ul style="list-style-type: none"> ○ Audit ○ Remuneration • WHS review 	✓						✓		✓	✓		✓
Budget <ul style="list-style-type: none"> • Develop • Endorse/adopt • Review Delegations • Review performance against budget 	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategic Plan <ul style="list-style-type: none"> • Workshop with management • Review draft plan • Endorse final plan • Review implementation 	✓					✓	✓	✓	✓			
Investor relations <ul style="list-style-type: none"> • 4 D & 4 E (annual & interim results) • AGM • Annual report and accounts • Presentation/website report/letter 		✓			✓			✓				



Board Meeting Agenda

Introduction

The purpose of a board meeting agenda is to improve the effectiveness of board meetings.

A good agenda will alert directors to the issues that are to be discussed at the forthcoming meeting. It will also put the executives on notice to prepare to discuss pertinent issues with the board and to develop board papers to inform those discussions. The agenda additionally helps the chair to plan the meeting so that all issues are dealt with in an appropriate order and to an appropriate depth.

Every board is unique, and each board will have an agenda containing items that are important for that company at that time. There are also some general items that will be included on most agendas.

The agenda is usually prepared by the chair, with assistance from either the CEO or the board secretary or both of those people. Sometimes the chair will draft the agenda and the others will review it; sometimes it is done in a meeting with all contributing equally; and sometimes it is drafted by an executive and the chair will comment or revise that draft. Most chairs will invite their director colleagues to contribute ideas for issues that should be placed on the board agenda. This may happen annually or before each meeting or a combination of both. It is, however, the chair who has the final say on what goes onto the agenda.

Points to Consider

- There are some matters that should always be recorded: who is invited to the meeting, who is not to be present for any item (very important for managing conflicts of interest), when the meeting will start, where it is to be held, and (usually) the expected finish time, and whether any meals will be provided if the directors are travelling to attend the meeting.
- Some companies choose to identify each meeting with a unique number. If your board adopts this practice, the agenda (and other records of that meeting) should record that number. If you do not use a numbering system, the date will suffice.
- A good agenda will not only list the items of business but will also specify an expected outcome for each listed item, whether that is: for a decision, for discussion, for formal acknowledgement that an item has been before the board (usually referred to as 'noting'), or for an information session. Boards may also make a decision following a discussion or provision of information even when there was no decision requested. It is helpful to know



when a decision is needed and cannot be deferred so that directors come fully prepared and equipped.

- Is there any privileged information being discussed? If the board needs to discuss any legal advice or receive any legal advice (such as that from an external lawyer or a report to the board from General Counsel) the discussion should not be minuted. Although the minutes are confidential, they are not protected by legal privilege, and the mention of legally privileged information in the minutes may void the privilege. It is enough for the minutes to record any decision reached. Note: Any privileged information should not be included in the board pack. It must be circulated separately in order to retain the privilege.
- What are the most important items on the agenda? These should be prioritised for early discussion, with items of lesser importance listed after them.
- Does the chair wish to allocate an appropriate time for each item? This is not required but does help to plan effective use of time.
- What is the likely state of the board at each time during the meeting? A board needs some time to settle down before making serious decisions. This settling period is when routine matters can be addressed such as the presence of a quorum, recording of attendance, approval of previous minutes, etc. As the board moves to consider actions arising from the previous minutes, the board members should all be focused and ready for serious consideration of matters. Likewise, after an interruption such as a meal break, directors should be given a less important issue to consider whilst they refocus their attention.
- Many boards have an annual agenda that sets out the key issues the board has reserved to itself for decision-making, and allocates these as evenly as possible across the year so that each meeting has a similar workload. This practice helps the chair to design the individual meeting agendas.



Sample Board Agenda

Name of Company			
Board Meeting Agenda			
Date & Time			
Location			
Items of Business			
No.	Item	Action	Time
1	Opening, Quorum and Attendance	For noting	10.00am
1a	Conflicts of Interest		
2	Minutes of previous meeting	For approval	10.05am
3	Matters arising	For discussion	10.15am
4	CEO's report	For information	10.30
	- Existing business performance		
	- New business and issues		
5	Finance report	For noting	11.00am
6	Proposal to invest in project w (conflicted director x to leave room)	For decision	11.15am
7	Strategic plan review	For noting	11.45am
	- Project report y		
	- Project report z		
8	Potential lobbying for changes to industry regulations	For discussion	12.30am
9	Sandwich lunch with senior executives		1.00pm
10	Correspondence with regulators, shareholders, customers, suppliers	For noting	2.00pm
11	Reports from committees	For noting	2.15pm
	- Audit Committee		
	- Nominations committee		
12	General business	For Discussion	2.30pm
13	Close of meeting, date, time and venue of next meeting	For noting	3.00pm



Run Sheets

Many experienced board secretaries use the agenda from which to develop a Run Sheet. This will be based upon the agenda and will then be populated with all the required resolutions as well as the expected entrances and exits of people to and from the boardroom. A good run sheet will help the chair to manage the meeting and, hopefully, keep to the meeting plan.

Sample Run Sheet

Name of Company Board Meeting Agenda Date & Time Location			
Items of Business			
No.	Item	Action	Time
1	Opening, Quorum (at least three directors) and Attendance	For noting	10.00am
1a	(All directors, Company Secretary, CEO, CFO and CHRO) Conflicts of Interest (Director X has a conflict with item 6 and will leave the room)		
2	Minutes of previous meeting	For approval	10.05am
3	Matters arising	For discussion	10.15am
4	CEO's report	For information	10.30
	- Existing business performance		
	- New business and issues		
5	Finance report	For noting	11.00am
6	Proposal to invest in project w (conflicted director x to leave room) Resolution: The Board Approved investment of \$Y,000,000 in project x with monitoring and reporting as outlined in the investment proposal.	For decision	11.15am
7	CSO to join meeting Strategic plan review	For noting	11.45am
	- Project report y		
	- Project report z		
	(CHRO and CFO to leave meeting)		
8	Potential lobbying for changes to industry regulations	For discussion	12.30am
9	(CHRO, CFO and Chief Internal Auditor to join meeting) Sandwich lunch with senior executives (CHRO, CFO and Chief Internal Auditor to join meeting)		1.00pm
10	Correspondence with regulators, shareholders, customers, suppliers	For noting	2.00pm
11	Reports from committees	For noting	2.15pm
	- Audit Committee		
	- Nominations committee		
12	General business	For Discussion	2.30pm
13	Close of meeting, date, time and venue of next meeting	For noting	3.00pm



Board Minutes

Introduction

The purpose of minutes is to record the decisions of the board. The minutes are the official record of the meeting and will carry strong weight in any legal proceedings. Once approved, the minutes may also be used both as a tool to communicate the decisions of the board to the executives who will implement those decisions, and as a source of reference for the board should they wish to revisit a decision.

Board minutes are not a transcript of every word that was said during the meeting nor are they a record of individual directors' contributions.

The minutes are usually taken by the Board Secretary or by a director or staff member who has been designated to undertake the task of minuting the meeting. It is poor practice for the CEO or the chair to take the minutes as their attention is better directed to participating in the meeting than to creating a record of it.

The board minutes should be approved by the directors as a true record of their meeting. This is best done between meetings via email and confirmed at the next meeting when the chair will sign those previous meeting's minutes. It is normal for a second director to also sign the minutes. After signing, the minutes are to be kept as part of the company records.

Sometimes a mistake will be made in drafting the minutes. If the mistake is noticed during the approval process it can simply be amended and the amendment drawn to the attention of the directors before they approve the minutes. If the mistake is not picked up until after the minutes are approved, it must be resolved by a decision to amend an item that was previously approved. A short paper setting out the desired change should be presented to the first board meeting after the need for the change is identified. If the directors agree then the minutes are legally changed. If the board does not agree, the previous minutes stand.

Points to Consider

- The organisation's constitution may specify some items that are to be included in minutes, and some meeting processes that should be recorded in minutes, such as proposers and seconders for motions. Check the constitution and either comply with it or have the constitution amended at the next shareholders' meeting so that it better aligns with and optimises procedures.
- What decisions did the board reach? Is it clear to anyone reading the minutes, and those who may not have attended the meeting, what each decision is and how it is to be implemented?



- What were the key items of the board's discussion? Have they been recorded so that if the board revisits the topic in the future, directors will be able to review each key element upon which the original decision was based?
- How will those action items requiring implementation or provision of more information later be made easy to identify from the text? Some companies place these in bold. Other companies use a separate table of actions or *matters arising* from each meeting.
- Are there many items for *noting* or for *information*? If so, it may be more convenient and elegant to group these together and simply list them as *noted* or *taken as read* in the minutes.
- Do the minutes record who was present and, if anyone was present for only part of the meeting, the time of their entry and exit, or for which agenda items they were in the room during the discussion?
- Did any of the people present have a conflict of interest with any of the issues discussed and, if so, do the minutes record how this was handled?
- Is it apparent that there was a level of discussion appropriate for the seriousness of the item under consideration? This can be shown either by noting the start time for each agenda item or by use of phrases such as *debated at length* or *discussed in depth*.
- Are items that will be returned to the board clearly identified and is a time set for their return? Some important discussions may take a long time and not generate a decision until the topic has been raised at more than one meeting. It is important that subsequent discussions be scheduled. It is also important for the board to receive progress reports on implementation of decisions where warranted.
- Is this an *in-camera* meeting? At in-camera meetings, attended only by the directors, it is common for there to be no formal minutes. The board should record any decisions in the minutes of the main meeting when the Company Secretary has re-joined the board.
- Has anybody asked for something to be specifically noted in the minutes? Board minutes are an effective repository of information for future reference and may be used to record useful information for later retrieval. It is bad practice for a board to record that a member disagreed with a resolution. Board members are collectively and individually responsible for all decisions and cannot waive this responsibility by noting disagreement. If a board member has a conflict of interest—for example a nominee voting on an issue that will adversely affect their nominator whilst positively affecting the company—they should abstain but still support the resolution when it has been passed. If a board member cannot support a resolution of the board, they should resign.
- Is there a clear consensus? A good chair will ensure that resolutions are clear and, preferably, that all members have indicated support for each resolution. It is dangerous to pass resolutions before complete consensus is achieved or to allow unclear wording to survive the first draft of the minutes. Remember that in the worst case, board minutes may be used in court to indicate what board members knew and what they authorised.

Effective minutes are just one element in effective board governance and meeting procedures. All the elements are needed to ensure good governance.



Sample Board Minutes

Minutes of a Meeting of the Board of

Name of Company

Date & Time

Location

Present: A Director, Chair
 B Director, Non-Executive Director
 C Director, Non-Executive Director
 D Participant, CEO
 E Participant, Chief Financial Officer
 F Participant, Company Secretary
 G Participant, Safety Auditor (item 6 only)

Apologies: H Director, Non-Executive Director (overseas)

1 Opening and attendance

A quorum was present, and the meeting opened at 10.05am. An apology was noted from H Director.

1a) Conflicts of interest: A Director informed the board that B Director had called him upon receipt of the board papers because G Participant was the brother of his son-in-law. The board discussed the potential conflict and resolved that, as B Director had not been involved in the hiring decision and as the safety audit was now complete, B Director would be invited to participate in the discussion of item 6 but not in any decisions arising from it.

2 Minutes of previous meeting

Resolved: That the minutes of the previous meeting, previously circulated by email, be signed as a true record of that meeting.

3 Matters arising

The board noted that all matters arising were either complete, not yet due, or covered in the meeting agenda. The board noted the use of external contractors to undertake many of the items and requested a report on projected contracting spend and the possible lack of intellectual property within the company on safety standards and auditing.

Action: HR Manager/Co. Secretary to draft report on IP and contracting. **Due** May meeting.

4 CEO's Report

The CEO reported that the company was still LTI free and there are plans to celebrate this with supervisors next month as we have now reached a two-year milestone. All staff will get a *Two safe years* commemorative mug.

The new HR Manager is settling well into his role and has started a review of employee retention practices as well as the envisaged development of a recruitment strategy.



The rest of the report was taken as read. The board noted the excellent result in customer satisfaction ratings and the changes proposed to the intellectual property clauses of contracts to safeguard ownership of IP.

The board requested that the engineering manager provide a report and presentation to the board on the recent drop in tender responses.

Action: Engineering Manager to provide report and presentation to board on tender responses. **Due:** August meeting.

5 Finance Report

The board noted the impact on the expected profit at year end of urgent repairs and asbestos removal from head office. The effect of this on the allocation of resources to the growth projects was discussed in depth.

The CFO was congratulated on the drop in working capital that has been achieved through better credit controls and a targeted plan of personal attention to overdue debtors with cash on delivery requested for recalcitrant cases.

6 Safety Audit presentation

G Participant joined the meeting. The board discussed the results of the safety audit. It was **resolved** to conduct an additional review of the safety culture in six months' time and to authorise unbudgeted expenditure on the recommended training programs. G Participant left the meeting.

7 General Business

There were no items of general business.

8 Close

The meeting closed at 13.10pm.



Sample Matters Arising

Matters Arising from a Meeting of the Board of			
Name of Company			
Date & Time			
Location			
Reference	Item/Action	Person Responsible	Due Date
2020-4-23-3	HR Manager/Co. Secretary to draft report on IP and contracting	F Participant	27-5-20
2020-4-23-4	Engineering Manager to provide report and presentation to board on tender responses	Eng. Manager	27-8-20
2020-4-23-6	Commission safety culture survey	F Participant	25-10-10



Board Papers

Introduction

Board members gain most of their information about the decisions they need to make through the papers (documents) that are provided to them with the agenda prior to the meeting. Good papers provide good information that supports good decision-making. Information in board papers should be consistent, coherent and complete.

Board papers are often prepared by non-board members who may not be familiar with the board's requirements. A thorough quality control process will improve the quality of reports, and such a process can also allow the senior executives to consider and coordinate information so that they are prepared to answer questions arising from board discussion.

Papers can perform a variety of functions, ranging from informing, to a call for action. The expected function should be identified. Board papers are part of the official records of the company and a complete set should be maintained for future reference.

Points to Consider

- Is there a standard format? Standardisation aids clarity and speed of reading. Board members become accustomed to the manner and order in which reports are put together, and will consequently focus quickly on the key points.
- Does the board specify the length, content and order of papers? For example:
 - *All board reports shall be preceded by an executive summary stating the purpose of the report and providing a précis of the information it contains, and/or*
 - *The executive summary shall be no longer than one sheet of A4 with text of normal size and spacing, and/or*
 - *No board paper shall exceed ten pages, and/or*
 - *All papers should contain a glossary of any technical terms.*
- Is there a sign-off sheet to enable board members to see that a particular paper has been reviewed by various staff members? Typical reviews consider legal, social, staffing, environmental and financial implications of each report. This improves coordination across separate departments or divisions in large organisations, and helps staff to be aware of issues.
- Has the CEO read and approved the paper? The CEO is responsible for any paper prepared by the executive team, regardless of whether he or she signs the signing sheet.
- Is the information in each paper relevant, integrated, timely, accurate, comparable with verifying source data, and clear? Are all the facts sourced? Are any opinions expressed in the paper identified as opinion rather than as a fact? It is good practice for experts to state their opinions and for boards to act upon them. Legal advice is a good example of this: lawyers



rarely *know* the outcome in advance of legal action but they can express a useful opinion as to the likely outcome.

- What does the board already know, and do directors and participants need reminding of previously provided information?
- How important is a particular paper compared to other papers presented at the same meeting? Is the length of the report—and its likely position on the agenda—in accordance with its relative importance?
- Will the paper be supported by a verbal presentation, and will supporting information be supplied at the meeting?
- Will board members keep their papers after the meeting or are they to be returned to the company secretary for secure disposal?
- Many directors like to keep papers as they contain useful information but there is a danger if directors make notes or marks on their papers. Such marks could be construed to have a meaning quite different from the intended meaning if the papers are later used in legal proceedings.
- Is the paper actually on *paper* or will it be supplied on an iPad or similar electronic delivery mechanism? Use of technology allows for a greater range of presentation styles but creates other issues that must be managed, for example: video; and the security of the servers used to transmit data.
- Is the paper presenting or referencing any privileged information? If the board needs to discuss any legal advice or make a decision based on any legal advice (such as an external lawyer's or General Counsel's report to the board) the advice should not be included in the papers for the meeting. Although the papers are confidential, they are not protected by legal privilege.
- Note: Privileged information should not be mentioned in the board minutes as this could nullify the privilege.

Board papers are an important aspect of effective board governance. Additional elements are also required.



Sample Board Paper

Paper for a Meeting of the Board of
Name of Company
Date & Time
Location

Report Type:	For decision
Recommendation:	That the board approve the revised corporate plan and associated budget changes.
Agenda Item No.:	7
Subject:	Revised Corporate Plan
Responsible for Report:	Tom McPherson, Planning Manager

Purpose of report:	To inform the board of regulatory changes affecting the supply of widgets under the government stimulus program and to request approval of an amendment to the corporate plan.
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Environmental Impacts:	Reviewed and signed off by <i>Jillian Burke</i> Jillian Burke, Facilities Manager
Social Impacts:	Reviewed and signed off by <i>Andy Body</i> Andrew Body, HR Manager
Financial Impacts:	Reviewed and signed off by <i>Christine Monepolous</i> Christine Monepolous, Chief Financial Officer
Legal Impacts:	Reviewed and signed off by <i>Bill Rose</i> William Rose, General Counsel
QA:	Reviewed and signed off by <i>Devarsi Hariya</i> Devarsi Hariya, CEO

Executive Summary

A corporate plan was approved at the June 2020 meeting. Subsequent to that meeting, the federal government announced major changes to the operation of the widget roll-out financial stimulus program. These changes have a major impact on decisions to supply widgets to certain markets and on the number and type of widgets to be produced. The attached revised plan envisages:

- Reduced revenue of \$X,000,000 and reduced expenditure of \$Y,000,000.

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- Working capital will increase to \$Z,000,000, exceeding corporate targets for the first three months of 2021 as excess inventory is absorbed.
- Marketing budget will be increased in export markets in an attempt to generate additional revenue and utilise excess manufacturing capacity.
- Operating Expenditure on recruitment, on training, and in obtaining 457 visas will be reduced by \$A00,000.
- Capital Expenditure of \$B00,000 on refitting the widget line at our Humbletown Factory will no longer be required.
- Existing staff will be retained and redeployed with no foreseen redundancies.

Attachments: Revised Corporate Plan



Further Reading

- *101 Boardroom Problems and How to Solve Them*. Eli Mina. Amacom (2009)
- *Presenting to Boards: Practical Skills for Corporate Presentations*. Great Governance. Julie Garland McLellan (2011)
- *Running Board Meetings: How to get the most from them*. 3rd edition. Patrick Dunne. Kogan Page (2007)
- *The Book of the Board: Effective Governance for Non-profit Organisations*. 3rd edition. David Fischel. The Federation Press. (2014)
- *Write to Govern: How to write effective board papers*. 2nd edition. Mary Morel. CreateSpace (2014)



About the author

Julie Garland McLellan is a consultant with over 22 years' experience working on and with boards. She has trained over 3,000 company directors through courses and conference presentations with the Australian Institute of Company Directors, The Governance Institute of Australia, The National Association of Corporate Directors, and similar institutions. She is known for her practical approach to director issues and for her focus on effective decision-making.

Julie is the author of the world's most widely read director newsletter, *The Director's Dilemma*.

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