



BOARD COMPOSITION

Evaluating Directors and Board Meetings Without It Becoming Political

The single design choice that determines whether evaluation surfaces truth or just grievance

Ask most association directors how they feel about board evaluation and you will hear real support for the principle and dread of the practice. The dread is rational. A poorly designed evaluation process does not surface useful governance insight, it surfaces interpersonal grievances, factional scorekeeping, and exactly the kind of politics this quarter has already warned against elsewhere. Designed well, the same exercise does the opposite.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

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What The Recognised Framework Actually Recommends

Recommendation 1.6 of the ASX Corporate Governance Principles and Recommendations (4th edition, 2019) asks listed entities to have and disclose a process for periodically evaluating the board, its committees and individual directors, and to disclose whether an evaluation was done in the reporting period. A draft 5th edition released in July 2026 may change this, so check the current edition. This is a listed-company recommendation, not a legal requirement for associations, but the underlying discipline it describes, structured, periodic, and honest self-examination of how the board actually functions, is exactly what associations should aim for even without the disclosure obligation attached. A practical cycle for smaller organisations is internal self-assessment most years, with external facilitation every few years, balancing insight against cost.

The Single Design Choice That Determines Whether It Becomes Political

Sector guidance is consistent on one point that matters more than almost any other design decision: evaluate the board as a whole before, and separately from, evaluating individual directors. A whole-board evaluation asks how well the board collectively functions, its processes, its strategic focus, its meeting effectiveness, without asking any individual to sit in judgement of any named colleague. This can surface real, sometimes uncomfortable findings without ever becoming a referendum on a specific person, which is what keeps it from curdling into factional politics.

Individual director evaluation is a different and higher-risk exercise. It is valuable, and sector guidance broadly supports including it, but it requires a sensitive process with real buy-in from everyone involved, and it is where most of the politicisation risk actually concentrates. Skipping straight to individual peer

review, before a board has built trust in the whole-board process, is the most common way associations turn a governance tool into a source of boardroom conflict. A board that evaluates itself as a collective before it evaluates its individual members has a chance of surfacing the truth. A board that starts with individual peer review usually just surfaces whoever is currently unpopular.

Confidentiality And External Facilitation As Protective Mechanisms

Two further design choices consistently reduce the political risk of individual evaluation specifically. Anonymised, confidential responses allow directors to give honest feedback without it being traceable back to them in a small boardroom where everyone recognises everyone's writing style. And periodic use of an external facilitator, someone with no stake in the organisation's internal dynamics, changes the character of the exercise entirely. An internal process run by the chair evaluating colleagues they will sit across the table from next month carries an unavoidable political undertone. An external facilitator does not carry that same baggage, and can ask harder questions than an internal process safely can. Decide before you start who will see individual results, where they will be stored, how long they will be kept and what will be reported in the minutes, since individual evaluation results are sensitive personal records.

Connecting Evaluation To Everything Else This Quarter Has Covered

- Feed evaluation findings directly into the skills matrix and nominations committee discussed earlier in this quarter, so evaluation results actually change recruitment and development, not just get filed away.
- Use whole-board evaluation findings to inform succession timing, since a board that honestly assesses its own composition and effectiveness will surface renewal needs earlier than waiting for a term limit to force the question.
- Treat evaluation of the chair specifically as a distinct, sensitive exercise, consistent with the disproportionate influence of the role discussed in the term limits article, ideally overseen by a deputy chair or an external facilitator rather than the chair evaluating themselves.
- Set the evaluation cycle deliberately, annual self-assessment with periodic external facilitation is a workable default for most associations, and record the cycle itself in the board charter so it survives changes of chair.

Board evaluation done well is one of the few governance exercises that improves with repetition, each cycle building trust in the process itself. Board evaluation done badly, rushed, personal, and undertaken without confidentiality, teaches a board to fear the exercise rather than use it, and that lesson is very difficult to unlearn once it has been taught.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

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BOARDROOM ACTION WORKSHEET

Evaluating Directors and Board Meetings Without It Becoming Political

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

General education, not legal, financial, tax, clinical or governance advice. Confirm specifics at the relevant primary source or with your own qualified adviser. Nexus Leadership is operated by Lipstick Consulting Pty Ltd · ABN 15 619 120 482.

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