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**1. Is it important to connect with Directors between meetings? If so, how do you do it?**

Yes, particularly for the Company Secretary it is important to connect with Directors between meetings. The Company Secretary acts as SPOC between the Board and senior management of the Company, and plays a vital role in building TRUST between the two. It is not only important to seek inputs from Directors during the meeting, but also outside of meetings. Communicating with Directors while sharing agendas, minutes, presentation decks and other documents makes the meetings smoother, and ensures proper utilisation of time. This also helps in understanding the expectations of the Directors with senior management, conduct of meeting, agenda papers and so on.

How do I do it? Well, it is a very subjective question. The best way of effective communication is in-person communication. In case of physical meetings, we get many opportunities to connect with Directors in-person. However, the same is not the case in the era of Video Conferencing. In such cases, one shall connect with Directors considering the approach of individual Director and the importance of the matters to be discussed. It is important to understand and respect the nature/ behavioural approach of each Director and communicate accordingly. I try to understand this about each Director and accordingly connect with them. I believe that it is a key to establish an effective communication.

## **2. How does your company ensure engagement with stakeholders?**

An Open Door Policy is adopted by the Company to encourage effective communication between employees and the senior management, and to foster a culture of mutual trust and collaboration. The Human Resource Management System (HRMS) is used to communicate with the internal stakeholders. HRMS is one of the efficient ways to connect internal stakeholders and increased collaboration. Senior management engages with the employees from time to time to get the feedback and information on the ground level. Also, Directors independently, i.e., without the presence of senior management, engage in discussions with Head of Departments and other employees at the time of meetings, annual events, etc. to get insights on the Company. Engagement with external stakeholders is done through tailored communications and regular updates.

Engagement of internal as well as external stakeholders is critical not only at the time of strategic planning, but it is a continuous activity. By doing so, stakeholders are aligned with, and bought into, the strategic direction of the Company, so that their participation can help in achieving the goals.

## **3. What do you do to ensure that tabled items are minimum?**

To ensure that the tabled items are minimum, wherever possible, approvals are sought for the fiscal year so that these items are tabled only once a year. However, this is not possible in all cases, particularly where frequency of matters to be considered is defined, and the matters are emanating out of regulatory requirements. Also, many times either due to directions given by Regulator, or due to demand of Directors, many items are to be included in the agenda of the meeting. So, an important aspect which appears here is planning and time management for the conduct of meetings.

To ensure optimum use of time, start with a clear objective; prioritize agenda items; include time estimates for each item. What do I follow? – Approval of minutes of previous meeting and noting of circular resolutions are first two items, thereafter items are arranged as – routine noting items, new items placed for information, routine approval items, and approval items which require detailed deliberations and decision making. Also, to the extent possible

related matters are grouped together for enhanced deliberation and efficient time management. In this pattern, less time is allocated for noting and routine approval items, and more time is allocated for items which require detailed deliberations and decision making.

The Chairperson of the Board/ Committee is briefed on the important matters well before the meeting. This helps in giving a proper direction to the meeting and leads to efficient utilisation of time.

#### **4. What steps have you taken to ensure effective corporate governance practices within your company?**

Implementing effective corporate governance practices is vital for achieving success and sustainability in the long run. The following steps are taken to ensure effective corporate governance practices:

- 1.The role and responsibilities of the Board and senior management is well defined to avoid overlaps.
- 2.Transparent environment is created between the Board and senior management through various Board reporting and regular Board evaluation.
- 3.Diversified Board is formed based on skills and experience.
- 4.Independence of Directors and Auditors is respected, and it is ensured that the same is maintained.
- 5.All committees of the Board are established as per regulatory requirements and wherever necessary, sub-committees of employees are established to support the Board level committees.
- 6.Policies, codes and procedures are put in place to ensure smooth functioning of all departments and the same are reviewed annually to find out gaps and make further improvements. These policies and codes form a strong corporate governance infrastructure.
- 7.Culture of collaboration and accountability is promoted.
- 8.Stakeholders' engagement is encouraged.
- 9.Risk factors are considered while strategic decision making, and risk management is a continuous activity to protect the Company from odds and to build confidence of stakeholders.

## **5. What are the ways to create a balanced and effective collaboration with senior management and Board members?**

As mentioned under question 1. above, it is particularly important to understand and respect the nature/ behavioural approach of each Director and communicate accordingly. The same is equally applicable for senior management. Always show respect in your behaviour and communication with senior management and Board members.

Avoid circumlocution i.e., do not talk around the bush and keep the conversation clear and to the point. Have honest and open conversations and understand the expectations of senior management and Board members. Do not act under assumptions and clarify things wherever there is any ambiguity. I personally believe in establishing regular communication with senior management and Board members, this practice plays a vital role in developing transparency and building trust and credibility.

Company Secretary is SPOC between senior management and Board members and plays a significant role in managing their expectations with each other. It is to be ensured that the expectations and requirements of the Board members are clearly understood and communicated to the senior management on a regular basis.

I always adopt a learning approach and endeavour to make self-improvements as there is always something new to learn from senior management and Board members.

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