President's Blog
Jan/Feb 2019

In early December I really stepped out of my comfort zone and attended a week-long NZ Institute of Directors' course designed for those with board positions, or with aspirations of sitting on boards. It was not specifically for not-for-profit (or, alternatively, 'For-Purpose') organisations, so there was a rich mix of full-on corporate types as well as some, like me, who are not in the 'For-Profit' sector.

I wanted to do this course because of my role on the NZSA Executive Committee and my recent appointment as NZSA President effectively takes me from Board member and Director to Chairperson of the Board. These positions come with responsibility. The Executive, in effect, is the board of the society and is subject to the terms and conditions of all board members – which is to always act in the best interests of the company. And in the NZSA's best interests, I thought I should be further educated in boardroom duties.

It may come as a surprise to some of you that holding voluntary positions on Society and College Councils means that you are considered a Director. The duties and responsibilities of the Board and Board members are spelt out in the Companies Act 1993, with Section 8 outlining the powers and duties of directors. While I did not study finance or governance at school or university, I became aware of the duties of Directors when my father was a Director of Feltex in the mid-2000s. If you know much about important case law with respects to Part 8 of the Companies Act, you will know that one of the two Feltex cases that went to court in 2009 (Feltex having gone into liquidation not long before this) specifically tested section 138: the right to rely on external advice. Our family conversations involved a lot of talk about the duties of Directors for a time, and I felt that to be able to discharge my duties to the Company/NZSA, I needed to be more informed of those responsibilities.

So, I enthusiastically signed up for a five-day non-residential course - The Company Directors Course (CDC). I had to attend a full-day course on 'Finance Essentials' prior to attending the CDC as it turns out there is more to reading a Profit and Loss or a Cashflow sheet than looking for the red numbers and hoping they are smaller than the black ones. At the CDC course, I didn't expect to know anyone but one of the first people I saw was Auckland Hospital's Chief Medical Officer. I was delighted to know there was at least one other not 'For Profit' attendee.

The week covered a large range of relevant topics, starting with a full day on Governance, with the subsequent days including presentations on Strategy, Finance (more of it!), Risk, Directors and the Law. We also participated in two boardroom simulations during the week. Talking about Capex, shareholders, depreciated cashflow etc. was undoubtedly outside my comfort zone. However, surprisingly, there were many similarities with the way that we think and work in anaesthesia and other areas of life. Some of those parallels were:

- the concept of a 'hands-off leader' – this is how the Chair of the Board should act. They come with their expertise and background knowledge, but as the Chair they should leave the finance or legal expert reporting for example, to the management teams charged with that job. Much like us managing an OR crisis.
- if it isn't written in the minutes (or the notes) then it didn't happen.
- warning signs of employees who are committing fraud include not taking reasonable chunks of leave, much like those suspected of diverting drugs.
- when administering a solvency checklist, Directors must consider "information that the Directors know OR ought to know." I thought this reminiscent of the Patient's right to informed consent under the HPCA which includes 'giving information any reasonable patient would want to know' – that is, we are expected to have an element of fortune-telling as a core skill!
- trying to avoid using the lens of hindsight when looking back at failed ventures/M + M cases
- confirmed minutes of meetings are legal documents, much like notes, and cannot be altered, only clearly annotated.

Apart from Auckland's CMO, it turned out I was connected to quite a few people at the course through 1-2 degrees of separation. An anaesthetist neighbour; a cousin whose wife works with me at Auckland; a friend who is in an orienteering club; a real estate agent colleague who is also a long-time family friend of my husband; one chap was convinced I did his wife's epidural etc. New Zealand is such a small place, and those who were originally from the UK at the course were quick to point out that it really does seem like everyone in New Zealand knows each other. This is apparent in the business world, at government level and in medicine of course. Perhaps the most striking example for me was during the session on Risk. We were discussing the need for sufficient information to help you make the right decision; I added, often in our job, we ask for extra information to be able to defend the decisions made – usually to peers, but also to external organisations. At which point the presenter made the connection that she had met me before in pre-op clinic which she attended to support her 88-year-old mother-in-law who was battling to get operative treatment for her humeral fracture. To cut a long story short the outcome was successful, and she is driving again with a very happy family around her. I was relieved that their experience with me at the clinic was a positive one and it reminded me that I should continue to act as though I might meet a patient, or their family, again at any time in a completely different situation; perhaps one in which I need their help.

There were many lessons to take away from what appears to be an area unrelated to my day job. The other course participants were very interested in how things work in the world of anaesthesia – what we do, what risks we take, what drugs we use etc. I find it is easy to lose sight of how extraordinary our jobs and our workplace is; how exposed we are to human discomfort and tragedy; how easy it is to become immune to the emotional cost of managing the anxiety and ill-health of others. This highlights for me that it's timely that we, as doctors, are now turning our focus on the health of medical practitioners in general. If we can look after ourselves and each other with the same enthusiasm and respect that we are encouraged to give to our patients (and usually do!), then hopefully we can turn the tide on feelings of isolation, depression, and burn-out that are rife within the specialty.