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Subject: Board Governance – New Year

Is It Time For Your Board To Consider [New Year's Resolutions?](#)

Six Questions To Ask Now (And Six Resolutions For A Better Board)

1. **Board Composition.** Does the board give appropriate attention to recruiting directors with the right mix of experience, knowledge and diversity of perspective? *Resolution: I will reflect on the board's current skill matrix and its continuing education efforts.*
2. **Oversight.** Does the board provide informed oversight of management and company strategy? *Resolution: I will refocus on my fiduciary duties and ask more thoughtful questions about executive compensation, risk, strategy, succession planning and CEO performance.*
3. **Accountability.** Does the board have an independent committee structure, the appropriate leadership structure and independent compensation, financial and governance advisors? *Resolution: I will reconsider the tools (policies and procedures) the board uses to ensure accountability to shareholders and reenergize the board evaluation process.*
4. **Risk.** Is the board satisfied that management has appropriately considered how changes in the company's operating environment may affect corporate strategy and compliance and risk management efforts? *Resolution: I will read advance meeting materials thoroughly so that I understand the company's risk management program and its whistleblower process.*
5. **Disclosure.** Do company disclosure documents (financial statements, 10-K, proxy statement) provide investors with a clear understanding of company business? *Resolution: I will promote "plain English" disclosures.*
6. **Strategic partner.** Is the board mindful of current business issues and stakeholder concerns? *Resolution: I will stay up-to-date with briefing materials and be a better strategic partner with management.*

The role of the board of directors has morphed from "decorative" to "watch-dog/overseer" and "sounding board for the CEO." In recognition of this evolution, and the heightened public interest in good corporate governance, **boards are asking more meaningful questions.** Pose these questions at your next board meeting – the list is intended to stimulate discussion. Check www.governancesolutionsgroup.com for a new list each month.

Some of the questions are easy to answer and will allow you to validate your belief that your board is operating within the scope of "governance best practices." However, good governance is more than checking a "good governance box" so that the board keeps out of trouble and out of the spotlight. Good governance is about examining how the board is actually functioning and about making meaningful changes to improve your board's effectiveness, engagement, efficiency and accountability. If your board could benefit from a dose of independent advice concerning how to establish or modify your board's governance practices, structure your board or revitalize your board, call Denise Kuprionis at The Governance Solutions Group.



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"Good governance is part of every good business solution." Mary Denise Kuprionis