



BOARD QUESTIONS TO ASK TODAY

Distribution: January 1, 2013
Subject: Board Effectiveness

Keeping in the spirit of a new year, as we consider *the pursuit of better*, directors should adopt corporate resolutions that will enable the board to be a more effective steward.

What will your board do this year to make the company stronger and create value for shareholders?

Six Questions To Discuss

1. This year, how will your board focus more on strategy and less on compliance matters, without losing sight of adherence to good board governance practices?
2. Will your board spend more time listening to presentations, or will it engage in challenging, constructive dialogue with management?
3. Should your board spend less time reviewing past financial performance and more time addressing quality of operations?
4. How does your board learn of stakeholder concerns and how does it support management in delivering the right information to investors?
5. Has the board reviewed the company's D&O policy? Does it include enhanced coverage for corporations that engage in a substantive annual board assessment?
6. If it's true that you get what you measure, what will your board measure in its own work this year? Are these items on your agenda?
 - key talent retention
 - health care reform impact on benefit plans
 - executive compensation appropriateness
 - risk management oversight
 - crisis management and reputational risk
 - mobile technology, social media, cybersecurity
 - understanding of shareholder perspectives
 - leadership structure
 - board development
 - board information overload

Ask these questions during the executive session at your next board meeting. The discussion may help your board become more effective and the company stronger.

New questions are posted each month at www.governancesolutionsgroup.com.

GSG board advisory services include sharing practical guidance on governance best practices and bringing an independent approach to the annual board assessment process. Clients range from public company boards to nonprofit boards and private company owners considering establishing their first advisory board.



The Governance Solutions Group

Website: www.governancesolutionsgroup.com Phone: 513.272.8500 Email: denise.kuprionis@governancesolutionsgroup.com

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