

Corporate Governance Board Self Evaluation

Rank answers from:

1 = Needs significant improvement;

2 = Needs improvement;

3 = Consistently good;

4 = Outstanding, one of the best in this area.

1. Board Role and Agenda Setting (Monitoring Performance and Strategic Planning)					
1.1	Has the Board a clear definition of its role and responsibilities and communicated the scope of its authority? Do these act as a framework to help guide and monitor the organizations progress in critical areas (i.e.: Strategic Planning, Risk Management, Management Evaluation, Succession Planning, Internal Controls, Goals & Objectives setting)?	1	2	3	4
1.2	Has the Board identified, prioritized and scheduled those issues that it believes should be discussed/reviewed by the Board on a regular basis? Does the Board ensure that Management provides proper information for Board decision-making?	1	2	3	4
1.3	Has the Board identified the information needs (both internal and external) that it requires on a regular basis, including information by which to benchmark the strategic plan? Are the Agenda and relevant materials sent to the Board sufficiently in advance to permit the Directors to study and understand the material prior to the Meeting?	1	2	3	4
1.4	Has the Board considered/implemented mechanisms designed to identify areas of potential problems in performance before a crisis occurs? Does the Board have confidence that it could effectively manage organizational crises that could be reasonably anticipated?	1	2	3	4
1.5	Has the Board developed performance objectives that respond to the company's specific needs (including comparisons to other industry comparable companies)?	1	2	3	4
1.6	Has the Board developed a system of risk assessment, identified key risks to the business and formulated contingency plans that are monitored and reviewed on a regular basis?	1	2	3	4
1.7	The Board avoids micro-managing and appraises management performance on a specified frequency.	1	2	3	4
1.8	Is the Board effective in monitoring operational and financial performance, the integrity of the processes involved and the company's system of internal controls?	1	2	3	4
2. Size, Composition and Independence of Board					
2.1	Has the Board designed, articulated and implemented the policies – including Board eligibility criteria – that ensure an appropriate Board size and a composition of skills, breadth of experience, and characteristics to be effective?	1	2	3	4

2.2	Does the Board have a majority of independent Directors?	1	2	3	4
2.3	Is the Board sufficiently independent of management?	1	2	3	4
2.4	Do outside Directors meet without the Chief Executive Officer and management on a regular basis?	1	2	3	4
2.5	Does Board membership criteria ensure that outside Directors have sufficient time and independent stature?	1	2	3	4
2.6	Does the Board have authority to seek outside advice when appropriate and to engage outside consultants/advisors when deemed necessary?	1	2	3	4
2.7	Does the Board regularly review how the composition and organisation of the Board, including committee structure, could be improved?	1	2	3	4
2.8	Is there a good balance between organizational stability and innovation?	1	2	3	4
3.	Director's Orientation and Development				
3.1	Has the Board defined and communicated its expectations concerning Director's responsibilities?	1	2	3	4
3.2	New Board members receive an orientation including written material and meetings with staff and Directors?	1	2	3	4
3.3	Are Directors effectively recruited and retained?	1	2	3	4
3.4	Do Directors receive proper training in corporate governance matters?	1	2	3	4
3.5	Do Directors receive continuing education on corporate issues?	1	2	3	4
3.6	Do Board members understand the Company's basic business?	1	2	3	4
4.	Board Leadership, Teamwork and Management Relations				
4.1	How effective is the Board's leadership, both at the Board and the committee levels? Has the Board developed guidelines for the Board Chair?	1	2	3	4
4.2	Is Board leadership distinct from management leadership?	1	2	3	4
4.3	Does the Board effectively manage the conduct of Board business?	1	2	3	4
4.4	Is the Board effective as a team? The Board's effectiveness to govern is not impaired by conflicts between Board members.	1	2	3	4
4.5	How well does the Board work with the Chief Executive Officer and other managers? Good communication and mutual respect?	1	2	3	4
4.6	Do the Directors and the Chief Executive Officer work to create an open culture that encourages frank discussion?	1	2	3	4
4.7	The Board uses sound business-making processes focusing on responsibilities, factual information, efficient time management, effective implementation, and agenda development.	1	2	3	4
4.8	Does each Board member contribute to the Board's work by voicing opinions at every meeting?	1	2	3	4
4.9	Board meetings are well managed.	1	2	3	4
4.10	The organizations resources are employed efficiently.	1	2	3	4
5.	Board (and Committee) Meetings				
5.1	Are Board (and committee) meetings productive?	1	2	3	4

5.2	Are the number of scheduled meetings sufficient?	1	2	3	4
5.3	Does the agenda-setting process allow for appropriate issues to be raised as necessary?	1	2	3	4
5.4	Is the agenda ordered with sufficient time to discuss the most complex and critical issues?	1	2	3	4
5.5	Does the Board control the content of the agenda?	1	2	3	4
5.6	Do Directors receive sufficient information about agenda items in advance?	1	2	3	4
5.7	Is the quality, quantity, and timing of information given to Directors adequate?	1	2	3	4
5.8	Is sufficient meeting time devoted to discussion of corporate performance and review of strategic issues?	1	2	3	4
5.9	Does the Board regularly review how Board committees can be improved in terms of meeting frequency, duration, content, location and interests?	1	2	3	4
5.10	How well informed are non-committee members about the deliberations of each committee?	1	2	3	4
5.11	Does the Board regularly review how Board materials could be improved in terms of presentation, timeliness, level of detail, content or focus?	1	2	3	4
5.12	The Board and committees keep dated, written records of attendance, discussion topics, decisions of the Board/Committee as well as meeting agenda and discussion topics.	1	2	3	4
6.	Directors and Board Evaluation, Compensation and Ownership				
6.1	Is the Board ensuring that Directors are meeting Board standards and expectations?	1	2	3	4
6.2	Has the Board assessed its maximum potential, both individually and as a group?	1	2	3	4
6.3	Does the Board have a credible process for reviewing its progress in meeting its goals?	1	2	3	4
6.4	Is the Board committed to continuously improving performance, with well established procedures for setting performance goals?	1	2	3	4
6.5	Is there a process for reducing evaluations to recommendations that are monitored for compliance?	1	2	3	4
6.6	Is the free and open exchange of views encouraged?	1	2	3	4
6.7	Are Directors properly compensated?	1	2	3	4
6.8	Does Director's compensation provide incentives for maximum performance?	1	2	3	4
6.9	Has the Board developed Director's stock ownership policies? Are the Director's compensation plans aligned with the long-term interests of shareholders?	1	2	3	4
7.	Management Evaluation, Compensation and Ownership				
7.1	Does the Board regularly evaluate the performance of the Chief	1	2	3	4

		Executive Officer?				
	7.2	Does the Board regularly evaluate the performance of other senior managers?	1	2	3	4
	7.3	Does the Board regularly evaluate the company performance?	1	2	3	4
	7.4	Has the Board created an appropriately designed management compensation plan?	1	2	3	4
	7.5	Does the Board effectively reward performance?	1	2	3	4
	7.6	Are there clear policies and programmes in place to encourage management stock ownership as appropriate?	1	2	3	4
8.	Succession Planning					
	8.1	Does the Board have a company-wide succession plan in place?	1	2	3	4
	8.2	Does the Board have a specific succession plan for the Chief Executive Officer?	1	2	3	4
	8.3	Is the Board familiar with other senior managers in the company and does it regularly review their strengths, development, key activities and role as possible successors?	1	2	3	4
9.	Ethics					
	9.1	Do Board members conduct themselves in accordance with the key elements of governance structure (bylaws, policies, code of conduct, conflict of interest, etc.)?	1	2	3	4
	9.2	Does the Board ensure ethical behaviour and proper compliance standards throughout the organisation and set the standard by its own behaviour?	1	2	3	4
	9.3	Does the Board demonstrate commitment to the organization's mission and values?	1	2	3	4
10.	Constituencies					
	10.1	Does the Board ensure appropriate consideration for the treatment of various constituencies, including shareowners, employees, customers and communities?	1	2	3	4
	10.2	Does the Board communicate effectively with institutional shareowners? Does the Board have a comprehensive Disclosure and Communications policy? Does the Board regularly monitor the effectiveness of the communications policies and recommend improvements?	1	2	3	4
	10.3	Does the Board represent the interests of the organization and shareholders? Does the Board have high credibility with Shareholders? Management? Community?	1	2	3	4