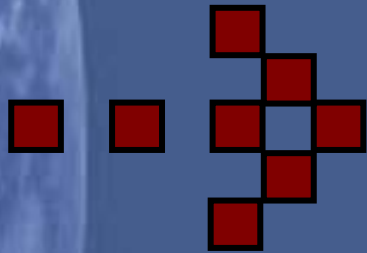


Executive Seminars

Executive Action Learning Seminars

CEO Club
Executive Courses



**International
Institute of
Management**

Executive Education Courses

How to Evaluate the Board of Directors? Corporate Governance Best Practices

Med Jones

[International Institute of Management](http://www.iim.edu.org)

[iim-edu.org](http://www.iim.edu.org)



Здравствуйтe

こんにちは

سلام

Howdy

你好

नमस्ते

Ciao

Hola

您好



여보세요

Hallo

Guten Tag

مرحباً

וּלֵה!

Salut

Obrigado

Xin chào



IIM Open Courseware (OCW)

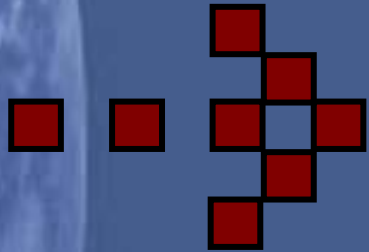
Copyright International Institute of Management (www.iim-edu.org)

This work is the intellectual property of the authors. Permission is granted for this material to be shared for personal and educational purposes. IIM also grants the rights to disseminate otherwise or to republish in full or in part, provided that a statement of the source referencing the author(s) and “International Institute of Management” appears on the reproduced materials.

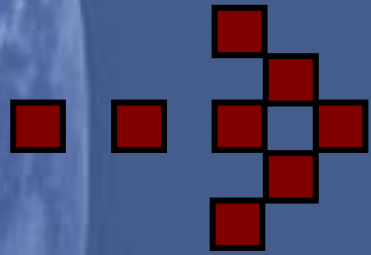
As courtesy, please provide us with a notice of use by contacting us at:

IIM Open Courseware (OCW)
International Institute of Management
10161 Park Run Dr. #100
Las Vegas, NV 89145
USA

Email: [contact_us\(at\)iim-edu.org](mailto:contact_us@iim-edu.org)



Corporate Governance Best Practices



Board of Directors (BOD) *Duties, Roles & Liabilities*

Med Jones



The Board of Directors (BOD)

- Types of Boards
- Types of Directors
- Effective Board structure and composition
- Fiduciary and statutory duties
- Exercise of powers, care, and skills
- Director's liabilities and how to avoid them
- Relationship with the Chairman, CEO, and Shareholders
- Audit and compliance committee
- Compensation committee



The Chairman of the Board

- Knowledge
 - Industry, business, and functions
- Leadership
 - Team-building and relationship quality
- Execution
 - Effectiveness and efficiency (80/20)
 - Process maturity and quality
 - Decision-making and performance management tools
 - Involvement and time



New BOD Challenges

- Enron and WorldCom scandals
- Sarbanes Oxley Act compliance
 - Internal controls
 - What does it mean to the board, the CEO and the auditors?
- CEOs Compensation scandals and shareholders revolts
- Shareholder activism and “Say On Pay”
 - What does it mean to the board and the CEO?



Governance Vs. Value Add

- CEOs Top Complaints
 - BOD is waste of time
 - BOD do not know the business and cannot add value
 - Too much power or too much involvement
 - Too much politics and personal agendas
 - Ineffective meetings and evaluation processes
 - Myopic or short-term view
 - Unfair CEO compensation
 - Disconnect with CEO compensation and performance goals



Board of Directors Assessment -1

BOD Scorecard

- BOD culture
- BOD code of conduct and ethics
- BOD composition, nomination, and succession
- BOD information and communication reports
- BOD process, tools, care, and involvement
- Governance and risk management
- Stakeholders power, politics and relationship management
 - Chairman & board members
 - CEO & the executive team
 - Institutional investors & shareholders



Board of Directors Assessment -2

BOD Scorecard

- BOD performance standards and metrics?
- CEO performance standards and metrics?
- Corporate performance standards and metrics?
- Quality of BOD meetings
- Quality of information for decision-making
- Strategic planning process
- Succession planning process



Becoming a Board Member

- Knowledge and experience
- Network and access
- Election and removal
- Orientation and development
- Internal and external alliance building
- How to manage the relationship with other stakeholders
- How to manage conflicts with other stakeholders
- Risk management
- Crisis management
- Public Relations



Спасибо

Gracias

Grazie

متشكراً

ありがとう
ございます

धन्यवाद

See You Next Time!

Merci

Danke

**For More Information
You Can Visit**

谢谢

너를 감사하십시오

www.iim-edu.org

Howdy

Thank you

謝謝 شُكْرًا

אנא בדוק האם המלה

Cảm ơn