

9 Tips For Your Lead Director

“All the worlds a stage, and most of us are desperately unrehearsed.”

Playwright Sean O’Casey

Governance Perspectives

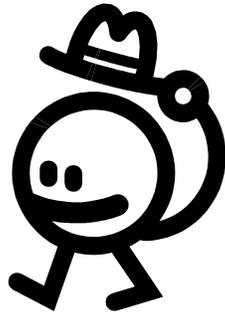
A board reference tool.

September 4, 2013

Just getting better, at getting better ...

Regardless of whether or not you are a proponent or opponent of having the CEO also serve as board chair, companies do agree that if the roles are held by the same individual, there should be a lead independent director.

A lead independent director has such responsibilities as chairing executive sessions, contributing to agenda preparation, serving as the principal liaison between management and



9 Tips

the independent directors, leading the CEO performance review, and ensuring effective board performance and a meaningful annual evaluation.

If your company has a lead director, be sure he is engaged, that he encourages a dynamic exchange of ideas and that he helps the board to be the very best board.

Lead directors, consider these tips.

1. The NYSE listing requirements may require the appointment of a lead director, but please avoid the “check-box” mentality and consider the principles behind the requirement.
2. Mold the job to fit your company and board culture. Relook at it from time-to-time. Lead director responsibilities may evolve.
3. Actively preside at meetings of non-management directors, solicit input from each independent director. Encourage continuing board education.
4. In addition to being the lead communicator with management, consider other constituents where your presence or participation maybe helpful.
5. Hold the CEO accountable.
6. Ask to see the board agenda, while it is in draft form. Ensure director’s needs are being met, make constructive comments.
7. Oversee the flow of information from management to the board.
8. Cause, during any meeting, the board to move to an executive session if it would enhance constructive discussion or if you sense a real or perceived conflict of interest on any matter.
9. If it’s necessary, call a special meeting of the independent directors.



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