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Distribution: December 1, 2011
Subject: Board Governance - Overview

Does your board really understand what good governance means?

Directors are accountable to stakeholders.

Boards demonstrate this accountability through decisions made. Governance is about the processes and practices utilized by boards to aid its decision making.

As you consider how your board works, the answers to the following questions might be useful.

Six Questions To Ask Now

1. In addition to its substantive responsibilities, such as risk oversight and review of the CEO's performance, the board is responsible for its own organization. When is the last time the board reviewed its governance protocols? Is there room for improvement?
2. Culture is the behavior we accept as normal - what is the culture in your boardroom?
3. Do your governance guidelines have meaning? Are the guidelines followed?
4. Is there constructive interaction on important decisions – do all board members ask questions and require answers?
5. Does the CEO communicate with directors in-between meetings via a monthly, one-page update?
6. How is your board “continually educated?” Do you hear only from the CEO, only from insiders?

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