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Subject: Board Effectiveness-Freeh Report

In the wake of the much publicized Penn State/Freeh Report should your board talk about how it exercises its oversight responsibilities?

Will the answers to any of these questions require improvements to the governance framework that your board put in place?

Six Questions To Consider

1. Does your board receive regular reports that “scorecard” key risks?
2. Does your company have a whistleblower line? A formal escalation protocol?
3. Do you know who the company’s ethics officer is? Compliance officer? Do the officers periodically present to the full board?
4. Has the board created a “tone at the top” culture? How do you know your response is valid?
5. What’s the conversation like during your meetings? Are meetings scripted? Has the board found the right medium between “rubber-stamping” management’s decisions and “meddling” in daily operations?
6. Does your CEO have unchecked “star” qualities? Does the board only receive information from the CEO?

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

New questions are posted each month at www.governancesolutionsgroup.com. Every board can benefit from periodically taking a hard look at how it is functioning and at the status of its corporate governance structure. Sometimes high-performing individuals find it helpful to talk with an outside expert – much like the occasional consult with the golf pro, or the visit to the doctor for an annual physical.



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