

Assessment of the Board

It is intended that each board member will complete this self-assessment questionnaire independently. The Chairman of the Board or an external facilitator should, after collating the responses, lead a discussion on the key points arising from the questionnaire and feedback any matters of interest - focusing on those areas which clearly need improvement or where there is great variation in answers. When using a facilitator, care needs to be taken if the individual is in some way conflicted due to the closeness of their relationship with the Board. The assessment exercise could be carried out at a special meeting of the Board or at some form of 'away-day'.

The results of the self-assessment and any action plans arising should be reported to the Board for further discussion.

Companies may wish to tailor this checklist to the specific circumstances of their Board and organisation - giving more weight to some aspects of the self-assessment than others. Appropriate weighting will be influenced by a number of factors including, but not limited to:

- the Board's terms of reference;
- the organisation's strategies and risk assessments;
- its control environment;
- the outcomes of previous self-assessments;
- the stage of maturity of the Board;
- the views of stakeholders on the organisation's corporate governance performance; and
- current and emerging trends and factors.

Board chairmen may wish to adapt the questionnaire such that the full questionnaire is carried out on a cyclic basis – say every three to five years. In the intervening years, they may choose to evaluate the Board's effectiveness either by means of a general discussion around the Board table, or by use of a shortened form of the questionnaire.

A. Creating an effective board

	More satisfied		Less satisfied			What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board has clearly documented its role and responsibilities (e.g. schedule of matters reserved for the board, split of the chairman's role and that of the CEO)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that board members, both individually and collectively, understand what is expected of them (eg determining the company's strategic aims)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that all non executive directors are independent of the organisation's management and exercise their own judgement; voice their own opinions; and act freely from any conflicts of interest?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied with the process by which board members are appointed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied with the appropriateness of the succession plans in place?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Are you satisfied that board members, as a whole, have sufficient skills, experience, time and resources to undertake their duties?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. Are you satisfied that there is sufficient diversity in the boardroom (e.g. diversity of experience, balance between non executive and executive directors is appropriate)?						
8. Are you satisfied that board members have a sufficient understanding of the organisation and the sector in which it operates?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9. Are you satisfied that all board members demonstrate the highest level of integrity (including maintaining utmost confidentiality and identifying, disclosing and managing conflicts of interest)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. Are you satisfied with the level of 'secretarial support' placed at the board's disposal?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. Are you satisfied with the process in place to make funds available to the board to take independent legal, accounting or other advice when it reasonably believes it necessary to do so?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

B. Running an effective board

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board has in place a set of objectives that seek to enhance its effectiveness?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied with the chairman's leadership style (eg, are they decisive, open minded and courteous; do they set a good example, allow members to contribute and hold members to high standards; do they relate well to other members/attendees, deal effectively with dissent and work constructively towards consensus)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that the board's workload is dealt with effectively?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that board members work together constructively as a team?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied that board meetings are conducted in a manner which encourages open discussion, healthy debate and allows each board member to clearly add value to discussion and decisions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Are board meetings conducted in an atmosphere of creative tension?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. Are you satisfied that the relationship between a) the board and b) the CEO, CFO and members of the senior management team strikes the right balance between challenge and mutuality?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8. Are you satisfied that the board's discussions enhance the quality of management's decision making (eg, does the board engage those reporting to the board in dialogue that stimulates and enhances their thinking and performance)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9. Are you satisfied that the board's schedule of matters is up to date and regularly reviewed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. Are you satisfied that the board's meeting arrangements (eg, frequency, timing, duration, venue and format) enhance its effectiveness?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. Are you satisfied that the board's meeting agenda has sufficient input from <i>all</i> board members?						
12. Are you satisfied that board meetings allow sufficient time for the discussion of substantive matters?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

13. Are you satisfied that board meeting agendas and related background information are circulated in a timely manner to enable full and proper consideration to be given to the important issues?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14. Are you satisfied with the quality of the board papers (eg, not overly lengthy and clearly explain the key issues and priorities)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15. Are you satisfied that the board has the appropriate committees with necessary chargers?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16. Are you satisfied that the board is adequately informed of each committee's activities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17. Are you satisfied that private meetings without the executive directors present are useful?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
18. Are you satisfied that the board's meeting minutes are clear, accurate, consistent, complete and timely?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
19. Are you satisfied that outstanding actions arising from board meetings are properly followed up?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
20. Are you satisfied that the processes in place for ensuring the board is kept fully informed on all material matters between meetings (including appropriate external information eg emerging risks and material regulatory changes) is working effectively?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

C. Professional development

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that new board members are given an appropriate induction programme covering issues like: the role of the director; its terms of reference; members' expected time commitment; an overview of the organisation and its strategic objectives?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied with timeliness and appropriateness of ongoing professional development received by the board (eg, regulatory matters, director's liability)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that board members are afforded appropriate opportunities to attend formal courses and conferences, internal talks and seminars, and briefings by external advisers such as the organisation's auditors and lawyers?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that any induction and professional development programmes adequately equip board members to understand the business environment in which organisation operates?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

D. Strategic foresight

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board devotes significant time to determining (via management and other sources) the emerging issues that could affect the organisation in the future?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that the board has a good understanding of the company's key drivers of performance?						
2. Are you satisfied that the board clearly adds value from the outset by being involved in the strategic planning process?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that the board appropriately uses scenario planning as a fundamental process in the evaluation of strategic risks?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that the majority of the board's time is spent on issues relating to the strategic direction and not day-to-day management responsibilities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied that the organisation's purpose (mission) and vision been defined and clearly communicated to all levels within the organisation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

E. Stewardship

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board understands and fulfils its stewardship role?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that the company's risk management processes provide to the board a full understanding of the high risk issues that could impact the organisation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that the board understands the details of the control assurance framework including reporting scope and timelines?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that board members are fully informed in relation to the issues not covered by the existing Directors and Officers Insurance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied that there is an adequate policy in place for dealing with potential conflicts of interest and confidential information?						

F. Performance evaluation

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that your existing range of financial and non-financial performance measures are broad enough to monitor management's performance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that your existing performance measures are linked to the organisation's strategy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that the organisation's performance is adequately benchmarked against its peers?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that management's remuneration is appropriately linked to the organisation's performance and an appropriate peer group?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied that the board has in place an appropriate process for regular board, committee and individual board member evaluation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Are you satisfied that all actions arising from performance evaluation are followed up?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. Are you satisfied that the board performance assessment process enhances board effectiveness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

G. Managing management

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board has an agreed process to adequately support the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that the board has in place a rigorous process to evaluate the performance of the CEO, with input from all non-executive board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are you satisfied that the board is appropriately engaged in CEO/senior management succession planning?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Are you satisfied that there are appropriate delegation authorities in place for management and that they are regularly reviewed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Are you satisfied that the organisation's culture encourages board members to discuss agenda and other issues with senior management?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Are you satisfied that bad news is communicated to the board as it arises?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. Are you satisfied that the CEO and senior management receive constructive support from the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

H. Value creation

	More satisfied			Less satisfied		What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board has clearly identified the organisation's major stakeholders and the 'value' each requires?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that there are systems in place to allow the board to measure whether the organisation is creating or destroying major stakeholder value?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Are financial and non-financial value drivers in place to focus on the enhancement of value?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Is your existing decision making process (including the present structure of management proposals) adequate to properly assess whether proposals create major stakeholder value?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

5. Is your organisation creating major stakeholder value?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Does the board/management have adequate mechanisms for communicating with major stakeholders?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

I. Corporate culture

	More satisfied		Less satisfied			What could the board do better or differently?
	1	2	3	4	5	
1. Are you satisfied that the board's comprehension of the organisation's purpose, vision and strategic plan is reflected in actions taken in the boardroom?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Are you satisfied that the board plays an appropriate pro-active role in change?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	