

## SAMPLE

### BOARD EVALUATION

Below are a series of questions intended to stimulate your comments and suggestions. Please feel free to include written comments in the space provided at the end of each section of the questionnaire. Any suggestions for improving the Board evaluation process, including this questionnaire, are also welcomed and appreciated. Please complete this questionnaire and return the hard copy by mail to [\_\_\_\_\_]. Thank you very much for your time and attention.

In addition your responses to the questions below, for which you are asked to provide a number rating, you should feel free to raise any other matters in the one-on-one interviews that you would like to include in this process. The following are a few suggested talking points for the interviews:

- What opportunities for improvement do you see for specific board members (including yourself)?
- Please comment on each director's competency in contribution as a Board member.
- Please indicate how you compare the Board to others of which you are (were previously) a member.
- Please indicate any matters not regularly considered by the Board or its committees which you believe to be necessary or appropriate for the Board to consider.
- Please provide any other comments regarding the Board, committees and subcommittees that you would like to be considered in connection with this annual evaluation.

Please circle the appropriate number below each question, using the following scale:

- 1 = strongly agree (outstanding)
- 2 = agree (consistently good)
- 3 = should be reviewed
- 4 = disagree

#### **1. COMPOSITION OF THE BOARD**

(a) The Board has the right number of directors.

1                      2                      3                      4

(b) The composition of the Board, including the mix of independent and non-independent directors, is appropriate.

1 2 3 4

(c) The process for selecting new directors is effective.

1 2 3 4

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**2. OVERSIGHT OF MANAGEMENT**

(a) The Board is effective in reviewing, approving and monitoring operating, financial and other corporate plans, strategies and objectives.

1 2 3 4

(b) The Board is effective in evaluating the performance of the Company's senior executives.

1 2 3 4

(c) The Board is effective in evaluating the Company's compensation programs and determining the compensation of its senior executives.

1 2 3 4

(d) The Board is effective in reviewing and implementing senior executive succession plans.

1 2 3 4

(e) The Board is effective in establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations.

1 2 3 4

(f) The Board is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.

1 2 3 4

(g) The Board is effective in questioning and providing advice and assistance to the Company's senior executives.

1 2 3 4

- (h) The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.

1 2 3 4

Comments: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

### 3. UNDERSTANDING THE COMPANY AND ITS BUSINESS

- (a) The Board can clearly articulate and communicate the Company's strategic plan.

1 2 3 4

- (b) The Board is knowledgeable about the competitive factors affecting the Company.

1 2 3 4

- (c) The Board is effective in identifying threats and opportunities critical to the future of the Company.

1 2 3 4

- (d) Board members keep themselves informed of trends and issues affecting the Company's performance.

1 2 3 4

- (e) The Board is provided with sufficient information about the following matters:

- (i) The principal operational and financial objectives and plans of the Company.

1 2 3 4

- (ii) The financial results of the Company and its business segments.

1 2 3 4

- (iii) The risks and problems that affect the Company's business and prospects.

1 2 3 4

(iv) The major long-term trends and strategic alternatives available to the Company.

1 2 3 4

(f) There is an adequate program for the orientation of new directors.

1 2 3 4

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**4. CONDUCT OF BOARD MEETINGS**

(a) Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.

1 2 3 4

(b) The Board strikes the right balance in discussing operational and strategic issues.

1 2 3 4

(c) The Board is given sufficient opportunity to meet with senior staff and operating management.

1 2 3 4

(d) The Board is provided with sufficient information and time to address issues that might present a conflict of interest.

1 2 3 4

(e) There is sufficient time and opportunity for outside directors to meet and discuss issues by themselves.

1 2 3 4

(f) The information provided to directors prior to Board meetings meets my expectations in terms of level of detail and focus.

1 2 3 4

(g) The presentations made to the Board at its meetings meets my expectations in terms of level of detail and focus.

1 2 3 4

(h) Board meeting time is appropriately allocated between Board discussion and management presentations.

1 2 3 4

(i) The length of each meeting is generally adequate for the Board to effectively cover appropriate business.

1 2 3 4

(j) The number of meetings during the year is sufficient for the Board to be effective.

1 2 3 4

(k) Board members come prepared to meetings and ask appropriate questions of management.

1 2 3 4

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**5. BOARD COMMITTEES**

(a) Responsibilities of the committees of the Board are well defined.

1 2 3 4

(b) The following committees are effective in performing their responsibilities.

(i) Audit Committee

1 2 3 4

(ii) Compensation Committee

1 2 3 4

(iii) Nominating and Governance Committee

1                      2                      3                      4

- (c) Committee reports at Board meetings give the appropriate amount of information to the Board.

1                      2                      3                      4

- (d) **Audit Committee** (To be completed by Audit Committee members only)

- (i) The Audit Committee is addressing effectively the matters delegated to it in its charter.

1                      2                      3                      4

- (ii) Audit Committee members receive sufficient background information prior to meetings.

1                      2                      3                      4

- (iii) Audit Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.

1                      2                      3                      4

- (iv) Audit Committee meeting time is appropriately allocated between Committee discussion and management presentations.

1                      2                      3                      4

- (v) There is enough time set aside for Audit Committee meetings.

1                      2                      3                      4

- (vi) The number of Audit Committee meetings is sufficient for it to accomplish its tasks.

1                      2                      3                      4

- (vii) The composition and size of the Audit Committee are appropriate.

1                      2                      3                      4

- (viii) The Audit Committee makes effective use of its outside advisors.

1                      2                      3                      4

- (e) **Compensation Committee** (To be completed by Compensation Committee members only)

- (i) The Compensation Committee is addressing effectively the matters delegated to it in its charter.  
1                    2                    3                    4
- (ii) The Compensation Committee is effective in evaluating the Company's compensation programs and determining the compensation of its senior executives.  
1                    2                    3                    4
- (iii) Compensation Committee members receive sufficient background information prior to meetings.  
1                    2                    3                    4
- (iv) Compensation Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.  
1                    2                    3                    4
- (v) Compensation Committee meeting time is appropriately allocated between Committee discussion and management presentations.  
1                    2                    3                    4
- (vi) There is enough time set aside for Compensation Committee meetings.  
1                    2                    3                    4
- (vii) The number of Compensation Committee meetings is sufficient for it to accomplish its tasks.  
1                    2                    3                    4
- (viii) The composition and size of the Compensation Committee are appropriate.  
1                    2                    3                    4
- (ix) The Compensation Committee makes effective use of its outside advisors.  
1                    2                    3                    4

(f) **Nominating and Governance Committee** (To be completed by Nominating and Governance Committee members only)

(i) The Nominating and Governance Committee is addressing effectively the matters delegated to it in its charter.

1                    2                    3                    4

(ii) Nominating and Governance Committee members receive sufficient background information prior to meetings.

1                    2                    3                    4

(iii) Nominating and Governance Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.

1                    2                    3                    4

(iv) Nominating and Governance Committee meeting time is appropriately allocated between Committee discussion and management presentations.

1                    2                    3                    4

(v) There is enough time set aside for Nominating and Governance Committee meetings.

1                    2                    3                    4

(vi) The number of Nominating and Governance Committee meetings is sufficient for it to accomplish its tasks.

1                    2                    3                    4

(vii) The composition and size of the Nominating and Governance Committee are appropriate.

1                    2                    3                    4

(viii) The Nominating and Governance Committee makes effective use of its outside advisors.

1                    2                    3                    4

Comments: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_