

## Board Effectiveness and Performance Questionnaire

Please use the following scale in rating the Board's performance. Place an X in the appropriate box.

- CODE: 1. STRONGLY DISAGREE  
 2. DISAGREE  
 3. NEITHER AGREE NOR DISAGREE  
 4. AGREE  
 5. STRONGLY AGREE  
 NA I HAVE NO KNOWLEDGE OF THIS

I <b>BOARD ROLE &amp; GOVERNANCE:</b> Listed below are some characteristics that describe an effective Board. How would you rate the Board on the following?	1	2	3	4	5	NA
1. The Board is clear on its fundamental purpose.						
2. The Board annually reviews its' role in meeting fiduciary, legal and risk management requirements.						
3. The Board has mechanisms in place to ensure that the organization is in compliance with its legal and regulatory responsibilities.						
4. The Board has developed and regularly updates it interpretation of its mandate.						
5. The Board functions independently of management with a focus on the best, long-term interests of the organization.						
6. The roles and responsibilities of the Board Chair, Directors and Committee Chairs are well documented and understood.						
7. The Board is strong enough to make decisions and stand by them in the face of extraneous political or other outside pressures.						
8. The Board engages proactively with the CEO to cultivate and maintain a good relationship.						
9. The Board has discussions related to the right CEO being in place.						
10. The Board has a succession plan in place for the CEO.						
11. The Board has a succession plan in place for the Board Chair.						
12. The Board reviews CEO compensation annually and benchmarks compensation.						
13. The Board plays an appropriate role in establishing and/or updating the organizations mission, vision, values and strategic goals.						
14. The Board accepts accountability for both the financial stability and the financial future of the organization.						
15. The Board has adopted and applies a Code of Conduct and Conflict of Interest polices for Directors.						
16. The Board engages in strategic financial planning.						
17. The Board has the right people on it, with the appropriate skills, knowledge and abilities.						
18. The Board has the right Committee structures to effectively support the Board.						
19. The Board has a comprehensive delegation of authority in place with the CEO to clearly define decision making accountability						
20. The Board reviews and confirms the strategic direction of the organization.						
21. The Board reviews its alignment with organizational values.						
22. The Board has sufficient oversight over the appointment, development, monitoring and performance of, and succession planning for, senior management.						

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	1	2	3	4	5	NA
23. The Board has developed regular and effective methods of hearing from shareholders (owners, members (Associations), government (Crowns) and other key stakeholders that the Board is there to serve).						
24. The Board has developed regular and effective methods of communicating with shareholders.						
25. The Board has identified its key stakeholders and their priority issues and concerns, and has a defined communication strategy for each one.						
26. Directors are clear on their role, if any, in communicating on behalf of the organization.						

**BOARD EFFECTIVENESS:** Comments or suggestions.

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<b>II PERFORMANCE AND RISK MONTORING</b>	1	2	3	4	5	NA
27. The Board reviews and approves financial plans, budgets and major financial decisions prior to their implementation.						
28. Directors are sufficiently financially literate to effectively discharge their financial oversight responsibilities.						
29. The Board sets/approves the annual objectives of the organization and regularly evaluates actual performance.						
30. The Board reviews progress towards organizational goal achievement using appropriate metrics and scorecards.						
31. The Board establishes sets annual objectives for the CEO and carries out annual evaluations.						
32. The Board provides regular feedback to the CEO concerning performance, and opportunities for improvement and development.						
33. The Board addresses shortcomings in corporate or CEO or management performance expeditiously.						
34. The Board reviews the organizations principal internal and external risks, and the associated mitigation plan.						
35. The Board is diligent and has effective mechanisms in place to verify the integrity of internal financial controls and management information systems.						
36. Risk management and mitigation is an inherent and discrete component of all key decisions made by the Board.						
37. The Board regularly reviews its alignment with organizational values.						

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PERFORMANCE AND RISK MONITORING Comments and suggestions:

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III. BOARD OPERATIONS AND MEETINGS: Smooth and efficient operation of the Board plays a role in the effectiveness of Directors. How would you rate our Board on the following?	1	2	3	4	5	DK
38. Board meeting agendas are well structure and address an appropriate range of issues for consideration.						
39. The amount, level and type of information received for Board meetings is appropriate, timely, and focuses discussion on the correct issues.						
40. Members adhere to a clearly defined Code of Conduct for Board members.						
41. The Board has a clearly defined set of operating principles for Board meetings.						
42. The Board has an adequate and thorough orientation process for new directors.						
43. The relationship between the Board and the CEO is appropriate and effective.						
44. There is a high level of trust and respect among Board members.						
45. There is a high level of trust and respect among Board members.						
46. Management is candid and direct in responding to questions.						
47. Board members treat one another with dignity and respect and listen to, and acknowledge different points of view.						
48. Board members feel free to ask whatever questions they believe are important.						
49. Board members engage with management in a respectful and constructive manner.						
50. All Directors are appropriately involved in Board discussions.						
51. There are sufficient opportunities for the Board to meet in-camera						
52. Reports from committees significantly contribute to the Board fulfilling its responsibilities						

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53.	The Board follows a clear and consistent process for decision making.						
54.	The Board regularly evaluates its' own function and behaviour.						
55.	Board meeting packages are adequate with pertinent information that enables directors to adequately prepare for Board meetings.						
56.	Directors come well prepared to Board meetings.						
57.	The current schedule of meetings is sufficient to allow the Board enough time to fulfil its' responsibilities.						
58.	There are sufficient opportunities for Board members to meet outside of Board meetings to informally explore important issues.						
59.	Differences between Board members are effectively worked through.						
60.	Board members are openly frank with each other						

**BOARD OPERATIONS AND MEETINGS** Comments or suggestions:

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<b>IV</b>	<b>BOARD CHAIR</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>DK</b>
	Below are listed some characteristics that describe an effective Board Chair. How would you rate the Chair on each of the following?						
61.	The Chair is always publicly supportive and respectful of the CEO.						
62.	The Chair oversees the process of Governor selection and orientation.						
63.	The Chair leads a meaningful annual evaluation of the CEO.						
64.	The Chair serves as the leader, manager and spokesperson of the Board.						
65.	The Chair represents the Board at key, internal and external events.						
66.	The Chair keeps Directors informed on both internal governance issues and external (global) governance trends.						
67.	The Chair appoints appropriate committee chairs.						
68.	The Chair ensures that the Board, as a whole or as individuals, adheres to the principles of good practice for Directors						
69.	The Chair acts as an effective disciplinarian of the Board when necessary.						

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70.	The Chair ensures the Board operates as smoothly and efficiently as possible.						
71.	The Chair provides coaching and assists Board members to improve their performance.						

**BOARD CHAIR:** Comments or suggestions

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<b>V</b>	<b>DIRECTORS:</b> The support, understanding and commitment of Directors are important. How would you rate the Directors on each of the following?	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>DK</b>
72.	Directors always publicly support the CEO in the performance of his duties.						
73.	Directors accept that authority is vested in the Board as a whole and do not respond to important issues personally, but recognize their obligation to bring such issues to the CEO or the Board Chair.						
74.	Directors accept and support the decisions of the Board. Once a decision has been made, the Board speaks with one voice.						
75.	Directors treat each other with dignity and respect, listening to and acknowledging different points of view.						
76.	Directors respect Board confidentiality.						
77.	Directors do not become involved in the administration of the organization.						
78.	Directors are fully informed about current operation and issues						
79.	Directors guard against conflict of interest, whether personal or business related.						
80.	Directors focus on what is in the best interests of the organization and not what is necessarily best for themselves or their constituents.						

**DIRECTORS:** : Any other comments and suggestions

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VI MY ROLE AS A BOARD MEMBER	1	2	3	4	5	DK
81. I derive satisfaction from being on the Board and feel my opinions are listened to and valued.						
82. I have a sense of progress and achievement.						
83. I am able to articulate the mission, vision, goals and values of the organization.						
84. I feel that my skills are being put to good use.						
85. I read my Board Package prior to meetings.						
86. I regularly attend Board meetings.						
87. I fulfill my responsibilities as a Governor.						
88. I have the opportunity to make a positive contribution to the Board.						

**MY ROLE AS A GOVERNOR:** Comments or suggestions

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**VIII GENERAL**

1. What should the Board concentrate on next year?

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2. What are the major strengths of this Board?

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3. How could the effectiveness of the Board be improved?

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4. Do you feel that the organization is headed in the right direction? Provide rationale.

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5. Any other comments?

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