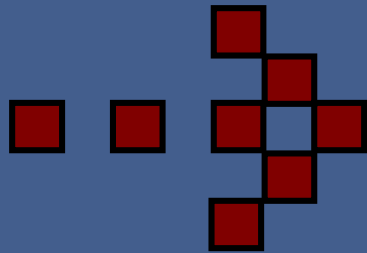


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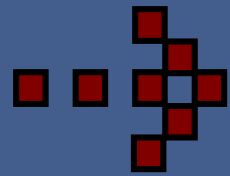


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**How to Evaluate the Board of Directors?
Corporate Governance Best Practices**



Здравствуйтe

こんにちは

سلام

Howdy

你好

नमस्ते

Ciao

Hola

您好



여보세요

Hallo

Guten Tag

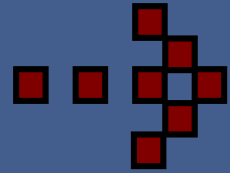
مرحباً

וּלֵה!

Salut

Obrigado

Xin chào



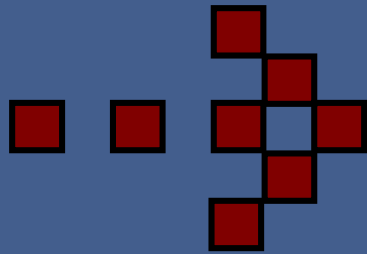
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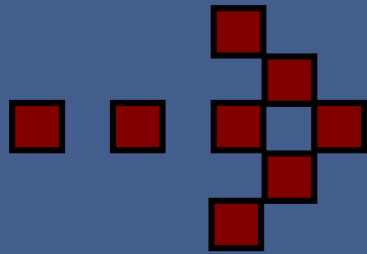
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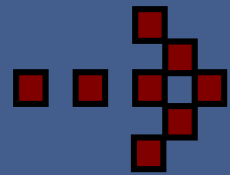
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Corporate Governance Best Practices

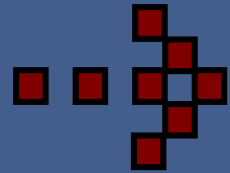


Board of Directors (BOD) *Duties, Roles & Liabilities*



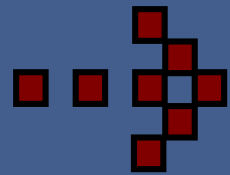
The Board of Directors (BOD)

- Types of Boards
- Types of Directors
- Effective Board structure and composition
- Fiduciary and statutory duties
- Exercise of powers, care, and skills
- Director's liabilities and how to avoid them
- Relationship with the Chairman, CEO, and Shareholders
- Audit and compliance committee
- Compensation committee



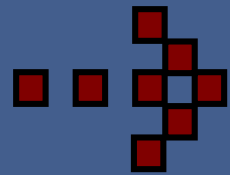
The Chairman of the Board

- Knowledge
 - Industry, business, and functions
- Leadership
 - Team-building and relationship quality
- Execution
 - Effectiveness and efficiency (80/20)
 - Process maturity and quality
 - Decision-making and performance management tools
 - Involvement and time



New BOD Challenges

- Enron and WorldCom scandals
- Sarbanes Oxley Act compliance
 - Internal controls
 - What does it mean to the board, the CEO and the auditors?
- CEOs Compensation scandals and shareholders revolts
- Shareholder activism and “Say On Pay”
 - What does it mean to the board and the CEO?



Governance Vs. Value Add

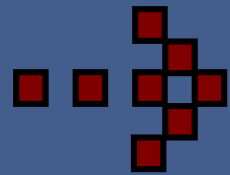
- CEOs Top Complaints
 - BOD is waste of time
 - BOD do not know the business and cannot add value
 - Too much power or too much involvement
 - Too much politics and personal agendas
 - Ineffective meetings and evaluation processes
 - Myopic or short-term view
 - Unfair CEO compensation
 - Disconnect with CEO compensation and performance goals



Board of Directors Assessment -1

BOD Scorecard

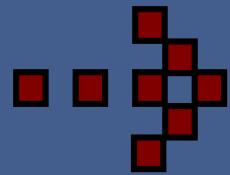
- BOD culture
- BOD code of conduct and ethics
- BOD composition, nomination, and succession
- BOD information and communication reports
- BOD process, tools, care, and involvement
- Governance and risk management
- Stakeholders power, politics and relationship management
 - Chairman & board members
 - CEO & the executive team
 - Institutional investors & shareholders



Board of Directors Assessment -2

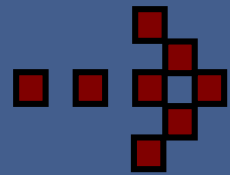
BOD Scorecard

- BOD performance standards and metrics?
- CEO performance standards and metrics?
- Corporate performance standards and metrics?
- Quality of BOD meetings
- Quality of information for decision-making
- Strategic planning process
- Succession planning process



Becoming a Board Member

- Knowledge and experience
- Network and access
- Election and removal
- Orientation and development
- Internal and external alliance building
- How to manage the relationship with other stakeholders
- How to manage conflicts with other stakeholders
- Risk management
- Crisis management
- Public Relations



Спасибо

Gracias

Grazie

متشكراً

ありがとう
ございます

धन्यवाद

See You Next Time!

Merci

Danke

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You Can Visit**

谢谢

너를 감사하십시오

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Howdy

Thank you

謝謝
شكراً

אנא בדוק האם המלה

Cảm ơn