

Index

A

ABB, 6
Abrupt corporate crisis, 198*f*, 199
Accountability: CEO performance evaluation, 152; corporate strategy and board, 148; as engaged board value, 115–116; U.K. government efforts to raise auditor, 271
Action orientation, 116–117
Active listening, 118
Adelphia, 6
Agenda (meeting): feedback on, 220*e*; importance of, 94; Merrill Lynch example of using, 99–100; sent out in advance, 96
Ahold, 6
AIG (American International Group Inc.), 111
Allaire, P., 121, 180
Allen, W., 111
American Express, 6
American International Group Inc. (AIG), 111
Anderson, R. C., 244
AOL, 5
Apple Computer, 8
Artifacts, 110
Association of British Insurers (U.K.), 256
AT&T, 5
Audit Quality Forum (U.K.), 271

B

Bank of Credit & Commerce International (U.K.), 255

Barclays PLC, 29
Barrett, M., 29
Behan, B. A., 27, 212, 233, 273
Berkery, R., 99, 100
Berkshire Hathaway, 8
Best design choice, 145–146
Best Western International, 5, 122–125
Black, C., 202
Blue Ribbon Commission.

See NACD Blue Ribbon Commission on Board Leadership
Board assessment: benefits of conducting, 212–213; of board committees, 227–228; of chairman or lead director, 228–229; in the context of board-building, 215–217*f*, 218; feedback sessions as part of, 226–227; integrating management's perspective into, 229–230; key issues addressed during, 213–215; three methodologies for, 218–226, 219*t*

Board assessment methodologies: board focus groups, 224–226; structured interviews, 221–223*t*; summary of, 219*t*; surveys, 218–221

Board assessment steps: assessing quality of engagement, 216, 218; framework for, 217*f*; taking stock of the board, 216

Board blueprint: for board composition, 12; for board leadership, 12–13; for board-building framework, 11*f*; initial steps for, 10, 12; theory and practice in, 274; for value-added engagement, 13–14

Board chairman. *See* Chairman

Board characteristics: aura of formality, 108–109; changing expectations for work, 108; complex authority relationships, 108; episodic interaction, 106–107; focus on meetings, 109; limited time and information, 107–108; new perspective on, 105–106; partial affiliation, 106; preponderance of leaders, 108; summary of unique, 107*t*

Board committees: assessment of, 227–228; governance approach to leadership of, 81–82; NACD Blue Ribbon Commission report on chairs of, 81–82; nonexecutive chair excluded from chairing, 237; Sarbanes-Oxley legislation impact on, 106–107; U.K. corporate governance and, 261–262
Board composition: aligning engagement with, 29–30;

- balanced but diverse, 146–147; closing the gap between current and ideal, 275; U.K. corporate, 258. *See also* Directors
- Board culture: of the actively engaged board, 111–118; issues involved in shaping, 105; leadership responsibility to foster positive, 276–277; open and constructive, 147; shaping and changing, 118–125; understanding traditional, 109–111; unique characteristics of boards and, 105–109
- Board culture shaping: Best Western International example of, 122–125; creating shift in culture, 120–122; examining process of, 118–119; how leaders help in, 119–120; leadership responsibility regarding, 276–277
- Board culture values: of actively engaged board, 112–118; of traditional boards, 110–111
- Board focus group action plan, 225e
- Board focus groups, 224–226
- Board leadership: answering the question of, 67–68; of board committees, 81–82; building better boards through, 12–13; context of debate over, 68–70; during corporate crisis, 209–211; to foster positive board culture, 276–277; information management role of, 92–93; role in integration of new directors, 43–44; and shaping of board's culture, 119–125. *See also* CEOs; Chairman; Directors; Governance
- Board meetings: agenda for, 94, 96, 99–100, 220e; focus of board on, 109; management of, 85, 94–100; and management of executive sessions, 85–86, 100–102
- Board members: competencies of, 30f–31; increasing scarcity of CEOs willing to serve as, 28–29; as resources, 6; selection of, 12, 28–42. *See also* Chairman; Directors
- Board skills inventory: examples of, 32–33t, 34; functions of, 31–32
- Board work processes: agenda and meeting management, 85; executive session management, 85–86, 100–102; information management, 84–85, 86–94
- Board-building: blueprint for better, 10–11f, 12–15; board assessment in context of, 215–217f, 218; recommendations for, 273–277; taking stock step in, 15–16
- Board-building recommendations: clearly specified roles, responsibilities, and collaboration opportunities, 275; closing the gap between current and ideal composition, 275; designating leader of independent directors, 276; designing board work processes, 276; fostering positive board culture, 276–277; promoting performance standards for individual directors, 275–276; timely self-assessment, 274–275
- Boards: accountability of, 115–116, 148, 152, 271; appropriate engagement issue and, 16–19; CEO succession roles of, 172–191; challenges facing, 4–6; corporate scandals and, 3–4; crisis management plan of, 200–201; five general archetypes of, 18f–19; getting information about, 40–41; as high-performance teams, 9–10; implications of corporate crisis for, 208–211; key elements of competencies of, 30–31; lapdog mentality and, 53–55; recommendations for building better, 273–277; as source of value, 5–6; supporting/ advising CEO during crisis, 203–206; unique characteristics of, 105–109. *See also* Engaged boards
- Borelli, F., 224–225
- Bossidy, L., 192, 193
- Breen, E., 121
- British Combined Code, 59
- Broad participation, 114
- Buffet, W., 8
- Business design prototypes, 144–145
- Business design and internal capabilities, 144
- Business Week's* “Best and Worst Boards,” 7–8
- C**
- Canada: “comply or explain” approach to governance reform in, 233–234; corporate governance in, 15, 233–234; crown corporation boards in, 238–243; Dey Report recommendations for corporate governance reforms in, 233; governance of family-controlled companies in, 243–252; nonexecutive

- chair model followed in, 73–76*t*, 235–238; TSX (Toronto Stock Exchange) Governance Guidelines, 59, 233
- Carey, D. C., 34
- CEO performance evaluation: challenges related to, 150–152; clarifying purpose of process of, 152–154; communicating with the CEO during, 169–171; context and accountability of, 152; critical roles/activities for implementing, 154–166; essential steps in, 150; gathering assessment feedback for, 167*f*–169; value-added engagement of board in, 14; written, 170–171
- CEO performance evaluation roles/activities: bottom-line impact, 160–161*f*, 162*f*; defining objectives, 154–155; defining performance dimensions and measures, 157, 160; leadership effectiveness, 163–164, 165*f*; ongoing assessment, 155–156; operational impact, 163*f*; selecting objectives and specifying measures, 164–166; summary of, 158*e*–159*e*; time line of, 158*f*; year-end assessment, 157
- CEO succession: evolving models of, 175–177*f*; examples of failures in, 173–174; new environment of, 174–175; planning at family-controlled companies, 248–251; planning successful transition in, 183–189; replacing the founder, 189–190; U.K. approach to, 260
- CEO succession models: collaborative, 176, 177*f*–183; concurrence, 176, 177*f*; crisis, 176–177*f*
- CEO succession transition: key roles for board in, 183*f*; phase 1: candidate test flight, 184–185; phase 2: designation as CEO, 185–186; phase 3: official announcement, 186–187; phase 4: overlap, 187; phase 5: freshman year, 187–189; planning involved in, 183–184
- CEO wannabe, 51–52
- CEO: appropriate engagement issue and, 16–19; board supporting/ advising of, during crisis, 203–206; clarity of roles between executive chairman and, 80–81; corporate crisis involving the, 201–203; corporate strategy and process leader role of, 147; customer relationship management (CRM) of, 161; crown corporation relationships between chair, directors, and, 242–243; debate over combining roles of chairman and, 68–70; director candidate interviews with, 41–42; director selection role of, 36–37; director's role as sounding board for, 48–49; directors who second-guess or micromanage, 51–52; executive sessions without, 101–102; feedback between board and new, 186–187, 188; lead director role in relation to, 73–74; the management lapdog director and, 53–55; meeting management role of, 95–96; NACD Blue Ribbon Commission report on leadership role of, 71–73; readjusting roles and relative power of board and, 86; relationship between nonexecutive chairman and, 236–237; selection of, 12; serving as both chairman and, 9; traditional crisis management centered on, 194; U.K. separation of chairman and, 259; unwilling to serve on boards, 28–29. *See also* Board leadership
- Certifying board, 18*f*–19
- Chair-CEO model: debate over, 68–70; NACD Blue Ribbon Commission report on tasks in, 74, 75*t*–76*t*; selecting separate objectives for chairman and CEO roles, 166. *See also* Nonexecutive chair model
- Chairman: assessment of, 228–229; debate over combining roles of CEO and, 68–70; defining role of nonexecutive, 73–74; director expectations of, 50*e*; executive, 14, 79–81; governance role of executive, 79–81; NACD Blue Ribbon Commission report on tasks of, 74, 75*t*–76*t*; service as both CEO and, 9; U.K. separation of chief executive and, 259. *See also* Board leadership; Board members; Nonexecutive chairman
- Charles Schwab Corp., 149
- “Checked-out” director, 55–56
- Cinergy, 70
- Civility commitment, 110
- “The Club,” 110, 111
- Coca-Cola, 8
- Collaborative model of CEO succession: assessment methodology in, 182; candidate pool in, 180–182; context of, 178;

- criteria of, 178, 180, 181*e*; described, 176, 177*f*–178; development plans in, 182–183; process of, 179*f*
- Collective intuition, 117
- Coloroll scandal (U.K.), 255
- Combined Code on Corporate Governance (U.K.), 256
- Committees. *See* Board committees
- Common sense, 114–115
- Communication: active and respectful listening, 118; between board and external stakeholders, 74; between CEO and board during crisis, 203–206; with CEO in performance evaluation, 169–171; listening skills as part of, 77
- Companies: Canadian crown corporation, 238–243; corporate crises experienced by, 193–211; corporate strategy of, 13–14, 130–148; due diligence by board candidates on, 39–40; family-controlled, 80, 243–252; public information on, 40. *See also* Governance
- Company site visits, 44–45
- Company vision, 143
- “Comply or explain” approach to governance reform, 233, 268–269
- Concurrence model of CEO succession, 176, 177*f*
- Conference Board’s 2003 Commission on Public Trust and Private Enterprise, 59
- Confidentiality issues, 118
- Conflict resolution rules, 116–117
- Consensus with qualification decision-making process, 116–117
- Constructive dissent, 112–113
- Control philosophy of governance, 6
- Corporate Board Member* (magazine), 59
- Corporate crises: board preparation for and mitigation of, 196–201; board’s role in supporting/advising CEO during, 203–206; implications for the board, 208–211; indispensable role of board during, 193–195*f*, 196; involving the CEO, 201–203; Marsh & McLennan’s, 202–203, 210; old CEO-centric approach to, 194; options and openness to change during, 207*f*; recovery and learning from, 206–208; TRW’s, 192–193, 202, 210, 211
- Corporate crisis preparation: board’s crisis management plan as part of, 200–201; building on existing relationships as, 201; differentiating types of, 197–200, 198*f*; risk management process as part of, 196–197
- Corporate profile information, 40
- Corporate strategy: board’s role in, 130–133; engaging the board in, 136–138; framework for decision making and, 141–146; key elements in value-added engagement in development of, 138–141; requirements for effective board engagement in, 146–148; understanding, 133–136; value-added engagement and, 13–14
- Corporate strategy, elements of engagement in: collecting and analyzing input from directors, 139, 141; designing parallel but lagged processes, 138–139, 140*f*; generating strategic alternatives, 141; informing and educating the board, 139; thinking of strategy as process, 138
- Cote, D. M., 192
- Crisis. *See* Corporate crises
- Crisis model of CEO succession, 176–177*f*
- Crown corporation boards: in the Canadian economy, 239; common traits of, 238–239; dynamics of chair, director, and CEO relationships in, 242–243; evidence of flawed practices by, 241–242; range of board mandates by, 240–241; relationship between government and, 240
- Customer relationship management (CRM), 161
- D**
- Davis, Sir P., 267–268
- Decision making: consensus with qualification process of, 116–117; corporate strategy framework for, 141–146; strategic, 134, 135*t*
- Dell, M., 80
- Dey Report (Canada), 233
- Director candidates: checking references of, 39; due diligence by, 39–40; getting information on the board, 40–41; interview of CEO by, 41–42; methods for selecting independent, 77–78; researching public information on company, 40
- Director emeritus role, 59
- Director expectations: board and management, 50; five things the chairman expects, 50*e*; importance of defining, 49, 51

- Director peer reviews: interview methodology used for, 64e–65e; selecting methodology for, 62; survey methodology used for, 63f–64; value of, 60, 62
- Director performance: defining expectations for, 49–51; evaluations of individual, 59–65e; issues related to individual, 47, 56–59; methods for evaluating independent, 77–78; recommendations for evaluating, 59–60, 275–276; roles and expectations related to, 47–48; and types of problem directors, 51–56; watchdog and sounding board roles of, 48–49
- Director performance issues: director emeritus role, 59; handling director performance problems, 57–59; retirement ages and term limits, 57
- Director problems: CEO wannabe, 51–52; “checked-out” director, 55–56; management lapdog, 53–55; overwhelmed director, 56; pit bull, 52–53, 77; superdirector, 53
- Director selection: director reference checks during, 39; interviewing process during, 37–39; practical issues in nomination during, 34–35; role of CEO in, 36–37; search firms versus board network for, 35–36; U.K. corporate, 263
- Director self-assessment, 60–61e
- Directors: availability during crisis, 208–209; collecting and analyzing input from, 139, 141; designating leader of independent, 276; family-controlled companies and family, 244–252; integration of new, 42–43; NACD Blue Ribbon Commission report on leadership role of, 71–73; one-on-one meetings for orientation of, 43; orientation site visits by new, 44–45; promoting performance standards for individual, 275–276; relationship between lead director and other, 78–79; relationship between nonexecutive chairman and other, 237; role of board leadership in integration of, 43–44; U.K. corporate role of senior independent, 261; U.K. corporate roles and responsibilities of, 258–261. *See also* Board composition; Board leadership; Board members; Lead director
- Directors’ and officers’ liability (D&O) insurance, 41
- Directors’ Remuneration Report Regulations (U.K.) (2002), 256
- Disney, 5, 69
- Dual-class share structure, 243
- Ducharme, J., 233
- Due diligence by candidates, 39–40
- E**
- Economic neighborhoods, 144
- E. F. Hutton, 53
- Eisenhardt, K. M., 116
- Eisner, M., 5, 70, 119
- Engaged board culture: summary of core values in, 113e; value #1: independence and integrity, 112–114; value #2: openness, 114–115; value #3: accountability, 115–116; value #4: action orientation, 116–117; value #5: mutual trust and respect, 117–118
- Engaged boards: aligning board composition on, 29–30; corporate strategy of, 13–14, 129–148; culture of actively, 111–118; current versus desired areas of engagement, 25f; described, 18f, 19; mapping focus of, 20, 21e–23e, 24; value added by, 13–19. *See also* Boards
- Engen, J. R., 59
- Enron scandal, 5, 6, 8, 69, 86, 90, 99
- Enterprise risk management, described, 194
- Equitable Life scandal (U.K.), 255, 269
- Erburu, R., 203
- Ethics interview questions, 38
- Evaluations: board assessment, 212–229; CEO performance, 14, 150–156, 167f–171; director peer reviews, 60, 62–65e; recommendations for director, 59–60, 275–276; self-assessments versus director peer reviews, 60–62; U.K. corporate board, 266–267; year-end CEO assessment, 157. *See also* Feedback; Performance
- Executive chairman: clarity of roles between CEO and, 80–81; described, 79; governance role of, 79–81; value-added engagement and succession of, 14. *See also* Nonexecutive chairman
- Executive session management: issues of, 85–86; making the most of, 100–102

- Exley, M., 254
 Experience/skills competencies, 30*f*
 Expertise, 118
 External origin crisis, 198*f*
 External stakeholders, communication with, 74
- F**
- Family directors: family cohesion and governance structure of, 251–252; maximizing effectiveness of, 245–247; relationship between outside directors and, 244–245
 Family-controlled companies: dual-class share structure of Canadian, 243; executive chairman role in, 80; family governance structures and, 251–252; outside and family directors of, 244–245; succession planning at, 248–251; unique issues for outside directors of, 247–248
 Feedback: on board agendas and meetings, 220*e*; board assessment and sessions of, 226–227; on executive sessions to CEOs, 101–102; gathering CEO performance assessment, 167*f*–169; interview methodology, 64*e*–65*e*; interview summary report, 222*t*–223*t*; multisource, 167; between new CEO and board, 186–187, 188; survey methodology, 63*f*–64; survey report, 218–220*e*. *See also* Evaluations; Performance
 Fiduciary duties, 47–48
 Financial Reporting Council (U.K.), 256, 270
 Flint, D., 270
 Focus group action plan, 225*e*
 Focus groups, 224–226
 Formality commitment, 110
 Founders: CEO leadership transition from, 189–190; chairperson position taken by some, 238
 Freeman, K. W., 192–193, 211
 Future strategic intent, 144
- G**
- Gap analysis, 121
 Gates, B., 80
 General Electric, 96, 104
 General Motors, 6
 George, B., 7
 Good chemistry, 131
 Governance: Canadian corporate, 15, 233–253; corporate strategy element of, 13–14, 129–148; dueling philosophies of, 6–9; new approaches to, 70–82; structure and cohesion of family, 251–252; traditional boardroom culture as barrier to sound, 276–277; U.K. corporate, 15, 254–271. *See also* Board leadership; Companies; Value-added engagement
 Governance approaches: on Canadian crown corporation boards, 238–243; in Canadian family-controlled companies, 243–252; Canadian nonexecutive chair model, 15, 73–76*t*, 235–238; chair-CEO model, 68–70, 74, 75*t*–76*t*, 166; “comply or explain,” 233, 268–269; defining roles of lead director and nonexecutive chairman, 73–74; to director selection and performance review, 77–78; executive chairman model, 79–81; impact of Higgs Review on U.K., 256, 257–267; issues related to, 70; to leadership of board committees, 81–82; NACD Blue Ribbon Commission report on, 71–73; and qualities of effective leader of independent directors, 74, 77
 Governance Metrics International (GMI), 41
 Gradual corporate crisis, 198*f*
 Grant Thornton, 248
 Great Britain. *See* U.K. corporate governance
 Green Chimneys, 224
 Greenberg, J., 202
 Greenberg, M. “Hank,” 111, 119
 Greenbury Report (U.K.) (1995), 255
- H**
- Hamilton, B. A., 69
 Hampel Report (U.K.) (1998), 255
 Hardin, R., 84
 Hasbro, 80
 Hassenfeld, A., 80
 HealthSouth, 6, 8
 Higgs, Sir D., 255, 256, 257
 Higgs Review (U.K.): impact on corporate governance, 257–267; origins and background, 256
 Hollinger International, 6, 202
 Honeywell, 5, 104, 192, 193
 Hossack, R. D., 233
 HSBC (U.K.), 262
 Hudson, B., 254
- I**
- Immelt, J., 121
 Inchcape plc (U.K.), 260
 Independence and integrity value, 112–114
 Independent Community Bank, 59
 Independent directors: designating leader of, 276; U.K. corporate role of senior, 261. *See also* Directors
 Individual attributes competencies, 30*f*

- Information management issues: excessive quantity, poor quality, 89–90; limited focus, 90–91; objectivity, 91–92
- Information management process: importance of, 86–87; and locating the right information, 89–92; overcoming barriers to, 87e–88; overview of, 84–85; role of board leadership in, 92–93; striking the right balance in the, 93–94
- Institutional Shareholders' Committee's principles (U.K.), 268
- Internal origin crisis, 198f–199
- Intervening board, 18f, 19
- Interview summary feedback report, 222t–223t
- Interviews: board assessment structured, 221–223t; of director candidates, 37–39; including questions on ethics in, 38; methodology used for, 64e–65e
- Intuition: development of collective, 117; respect for common sense and, 114–115
- Institutional Shareholder Services (ISS), 41
- Ivester, D., 8
- J**
- Jobs, S., 8
- Johnson, P., 260
- K**
- Kodak, 6
- Korn/Ferry survey, 270
- Krispy Kreme, 59
- L**
- Lay, K., 69
- Lead director: assessment of, 228–229; defining role of nonexecutive, 73–74; NACD Blue Ribbon Commission report on tasks of, 74, 76e; working relationship with other directors, 78–79. *See also* Directors; Presiding director
- Leadership effectiveness, 163–164, 165f
- Levin, G., 5
- Liability issues (U.K.), 269
- Listening skills, 77, 118
- Listing Rules (U.K. Financial Services Authority), 256
- Lorsch, J., 70
- Lucent Technologies, 5, 8
- M**
- MacRae, R., 224
- Management lapdog, 53–55
- Management perspective on board, 229–230
- Marconi scandal (U.K.), 255
- Marsh & McLennan, 121, 202–203
- Maxwell empire scandal (U.K.), 255
- McDonald's, 202
- Medtronic, Inc., 7
- Meeting management process: importance of agenda to, 94, 96, 99–100, 220e; and making time for the right topics, 96–97; Merrill Lynch's use of agenda for, 99–100; overview of, 85; and participation versus presentations, 98–99; sharing the, 95–96. *See also* Board meetings
- Mercer Delta, 202
- Merrill Lynch, 99–100
- Microsoft, 80
- Millstein, I. M., 86
- Mitchell, G., 69
- Morley Fund Management, 267
- Mulcahy, A., 121, 180–181
- Multisource feedback, 167
- N**
- NACD (National Association of Corporate Directors), 70
- NACD Blue Ribbon Commission on Board Leadership: on agenda and meeting management, 85; on balanced but diverse board composition, 146–147; on board assessment, 213; on board assessment feedback sessions, 226; on board recruitment, 35; on enterprise risk management, 194; on importance of CEO appraisal process, 150; on information management, 85; key findings on governance by, 70, 71–81; on most common activities of directors/chairman, 74, 75t–77e; on overcoming barriers to information management, 87e–88e; on role of board leadership, 43–44; on strategy role of the board, 131; suggestions for leadership of board committees, 81–82
- Nadler, D. A., 3, 104, 129, 273
- Nadler, M. B., 3, 149, 192, 273
- Nasdaq, 7, 59
- National Association of Corporate Directors (NACD), 70
- National Association of Pension Funds (U.K.), 256
- Neff, T., 34
- Netherlands Tabaksblat Code, 257
- New York Times*, 34, 80
- New York Times Company, 80, 230
- Nicholson, Sir B., 256
- 9/11 lessons, 199
- Nonexecutive chair model: Canadian use of, 235–238; drawbacks of the, 238; NACD Blue Ribbon Commission report on tasks in, 74, 75t–76t. *See also* Chair-CEO model

- Nonexecutive chairman:
described, 79; qualifications of good, 235–236; relationship between CEO and, 236–237; relationship between other directors and, 237; role of, 73–74, 235; selection of, 237; U.K. corporate role of, 260–261; U.K. risk-reward ratio for, 269–270. *See also* Chairman; Executive chairman
- Norms, 110
- Nortel, 6, 69
- Northrop, 193
- Nyack Hospital, 224–225
- Nygren, D., 124
- NYSE (New York Stock Exchange): board assessment satisfying requirements of, 213; individual director evaluations not required by, 59; Sarbanes-Oxley legislation and listing requirements adopted by, 7, 14–15, 122; succession environment affected by guidelines of, 174
- O**
- O’Neal, S., 100
- Operating board, 18*f*, 19
- Opinions: respect for diverse, 118; sharing of, 114
- Opportunity space, 143–144
- Orientation site visits, 44–45
- Overwhelmed director, 56
- P**
- P&O Ltd., 207–208
- Parmalat, 6
- Pasmore, W. A., 172
- Passive board, 18*f*
- Patel, N., 123, 124, 125
- Peer management, 116
- Peer reviews. *See* Director peer reviews
- Pensions Investment Research Consultants, 262, 267
- Pepper, J., 110
- Performance: assessment of board, 212–229; director, 47–65*e*, 77–78; evaluating CEO, 14, 150–156, 167*f*–171; promoting standards for individual director, 275–276; U.K. corporate board, 265–266. *See also* Evaluations; Feedback
- Pit bull director, 52–53, 77
- Polly Peck scandal (U.K.), 255
- Pottruck, D., 149
- Presiding director: NACD Blue Ribbon Commission report on tasks of, 74, 75*t*; as preferred term, 78; working relationship with other directors, 78–79. *See also* Lead director
- PricewaterhouseCoopers survey, 270
- Primas inter paris* (first among equals), 78
- Priority focus, 117
- Prosser, Sir I., 267
- Prudential Insurance, 165*f*
- Public information research on companies, 40
- Q**
- Qwest Communications, 96, 99
- R**
- Reciprocity expectation, 110
- Reference checks, 39
- Relevant facts, board’s search for, 113–114
- Representational factors in board composition, 30*f*, 31
- Respect: for active listening, 118; for common sense and intuition, 114–115; mutual trust and, 117–118
- Retirement age, 57
- Risk assessment: following corporate crisis, 206–208; value-added engagement and, 14
- Risk management, 196–197. *See also* Corporate crises
- Rite-Aid, 6
- Rivero, J. C., 149
- Roche, K., 5
- Rohatyn, F., 3
- Roland, J. A., 84
- Roosevelt, F. D., 186
- S**
- Sainsbury (U.K.), 267
- Sarbanes-Oxley legislation: costs of compliance with, 270; financial disclosures mandated by, 8, 88; impact on board committee meetings, 106–107; impact on CEO succession, 174; information management impact of, 89; purpose of, 7; U.K. company compliance with, 257
- Schacht, H., 5
- Schwab, C., 149
- Securities and Exchange Commission (SEC): impact on CEO succession, 174; violations, checks for, 39
- Self-assessment evaluation for directors, 60–61*e*
- Self-management, 116
- Shared leadership, 115
- Shared responsibility, 115
- Shareholders: momentum of activism by, 6; U.K. corporate board relations with, 267–269
- Shell Transport and Trading (U.K.), 267, 268
- Skandia, 6
- Skilling, J., 69
- Skills/experience competencies, 30*f*
- Smith, Sir R., 255, 256
- Social recognition, 110
- Solidarity, 118
- Sounding-board role, 48–49
- Spencer Stuart, 34
- Spirit of inquiry, 112
- Spitzer, E., 202, 203

- Stakeholders: communication with external, 74; crown corporation board members recruited by, 241; U.K. senior independent director availability to, 261
- Staples, 80
- Status recognition, 110
- Sternberg, T., 80
- Stewardship duties, 47–48
- Stewart, M., 202
- Strategic Choice Process:
 - best design choice step, 145–146; business design and internal capabilities step, 144; business design prototypes step, 144–145; company vision step, 143; diagram of, 142*f*; future strategic intent step, 144; opportunity space step, 143–144; steps listed, 141, 143
- Strategic decision making, 134, 135*t*
- Strategic execution, 134–135*t*, 136
- Strategic planning, 134, 135*t*
- Strategic thinking, 134, 135*t*
- Strategy. *See* Corporate strategy
- Structured interview assessments, 221–223*t*
- Succession. *See* CEO succession
- Sulzberger, A., Jr., 80, 230
- Sunbeam, 8
- Superdirector, 53
- Survey board assessment, 218–221
- Survey feedback report, 218–220*e*
- Survey methodology, 63*f*–64
- T**
- Tabaksblat Code (Netherlands), 257
- Target Corporation, 57, 70, 96
- Term limits, 57
- Thoman, R., 121, 180, 181
- Times Mirror Corp., 210
- Time-Warner, 5
- Toronto Stock Exchange (TSX) governance guidelines (Canada), 59, 233
- Torres, R., 172
- TRW, 5, 192–193, 202, 210, 211
- Turnbull Report (U.K.) (1999), 255
- Tyco, 6, 99, 115, 121
- Tylenol scandal, 198
- Tyson, D. L., 264
- U**
- U.K. Audit Quality Forum, 271
- U.K. Combined Code on Corporate Governance, 256
- U.K. corporate boards: composition and roles of, 258; director roles and responsibilities on, 258–261; evaluation of, 266–267; performance of, 265–266; size and balance of, 262–265
- U.K. corporate governance: board committees in, 261–262; “comply or explain” approach in, 233, 268–269; future trends in, 270–271; impact of Higgs review on, 256, 257–267; issues in, 15; key features of, 254; liability issues of, 269; regulatory framework of, 255–257; relations between board and shareholders in, 267–269; risk-reward ratio for nonexecutive directors in, 269–270
- U.K. Directors’ Remuneration Report Regulations (2002), 256
- U.K. Financial Reporting Council, 256, 270
- U.K. Inland Revenue, 271
- U.K. Institutional Shareholders’ Committee’s principles, 268
- U.K. Listing Rules (Financial Services Authority), 256
- USC/Mercer Delta Corporate Board Survey (2004): on board assessment feedback sessions, 226–227; on CEO evaluation process, 150; on CEO succession process, 176; on dissatisfaction with board performance, 132; on individual director evaluations, 59–60; on information management, 84–85; on leadership structure of independent directors, 73; on time required for board business, 34; on time spent on board meetings, 96; on willingness to serve on boards, 28
- V**
- Value-added engagement: appropriate engagement as key issue of, 16–19; assessment of, 14–15; board strategy making as, 136–138; critical areas linked to, 13–14; key elements in process of, 138–141. *See also* Engaged boards; Governance
- Value-adding board: challenges of, 9–10; described, 5–6
- W**
- Wall Street Journal*, 111, 149, 202
- Watchdog role, 48–49
- Weil, Gotshal & Manges, 86
- Welch, J., 104, 119, 121
- Wilson, R., 69
- WorldCom, 5, 6, 86, 99
- X**
- Xerox, 180–181
- Y**
- Year-end CEO assessment, 157