Index

A
Accounting expertise, on board, 152, 155
Accounting figures, 66, 107. See also Financial measures
Ace Insurance, 35
Acquisitions and mergers: integration issues in, 56–57; strategy and, 117–118, 120
Ad hoc committees, 158
Adelphia, 8
Administrative details: best practices in, 151–166; time allocation for, 61, 69. See also Board operations
Agenda: board, 61–71; executive session, 38–39; meeting, 160–165; Twelve-Month, 62, 67–71, 124, 175. See also Focus on substantive issues
Airlines, 146
Akers, J., 76
AlliedSignal, 129–130, 132
American Association of Retired Persons (AARP), 105
American Express, 8, 107
American Standard, 130
Amersham, 117–118
Anheuser-Busch, 117
AOL-Time Warner merger, 117
Apple Computer, 76
AT&T, 8, 102, 130, 132, 140
Audit Committee, 158; information exchange by, 59; Sarbanes-Oxley provisions on, 8; strategy and, 124
Auditors, as information sources, 59
Automakers, 143

B
Baby Bells, 102
Background-checking: of board candidates, 155–156; of CEO candidates, 84–85
Bad news: honesty about, 54, 66; as top board concern, 66
Balance sheet analysis, 142–143, 160
Banco Popular, 54, 145
Bank of America, 78
Bank of New York, 122
Bank One, 82
BankAmerica, 78
Banks, 117
Behavioral norms, 30–32
Bell, C., 71, 85
Benchmarks, 52, 144
Benefits, 106, 112
BlackBerries, 31
Board(s): composition of, 151–156; continuing education of, 158–159; emerging challenges to, 5–6; evolutionary phases of, 6–13, 15–22; failures of, 5–6; transition in, 5–10, 174–176. See also Ceremonial boards; Liberated boards; Progressive boards
Board briefing, 48, 50–54
Board-CEO relationship. See CEO-board relationship
Board evaluation. See Self-evaluation
Board leadership, 29, 32–36. See also Lead director
Board members. See Directors
Board operations, 151–166
Board watchers, 183–184
Boardroom presentations, by potential executives, 80–81, 136–137
Bogle, J., 168
Bonuses: cash, 101, 102, 110; signing, 110–111
Bookstore chain, 51–52
Bossidy, L., 130
Brand equity decline, 53, 144
Brazil, risk conditions in, 146
Breakout groups, strategy, 122–123
Breen, E., 35–36
Briefings: board, 48, 50–54; committee, 59–60
Buffet, W., 65, 117, 175, 184
Building blocks, for Progressive boards, 15–22. See also Focus on substantive issues; Group dynamics; Information architecture
Burlington Northern, 82
Business mix, 115
BusinessWeek, 8, 26
Buy-side analysts, 172

C
Calpers, 8
Campbell Soup, 107
Candidates, board: criteria for, 152–154; finding and assessing, 154–156
Candidates, CEO: for emergency succession, 85–86; insider, getting to know, 79–82, 135–138; leadership gene pool and, 129–138; outsider, assessing, 83–86. See also CEO selection; Succession plan and process
Canon, 127
Cantalupo, J., 71
Capital structure, financial health diagnosis and, 142–143
Career growth opportunities, 135
Carlton Communications, 170
Carp, D., 169–170
Carrion, J., 145, 147
Cash bonuses, 101, 102, 110
Cash component, of CEO compensation, 101–102, 104–108
Cash flow: information about, 51; monitoring financial health and, 65, 142; performance objectives and, 100–101
Causal relationships, research on, 26, 183–186
Cell phones, 31
Ceremonial boards: characteristics of, 6, 7; focus on substantive issues in, 17; group dynamics in, 16, 18, 30; information architecture in, 17, 49
Chair: chief executive officer as, 156–157; as facilitator, 33; responsibilities of lead director versus, 35–36, 37; role of, 156–157. See also Chief executive officer; Lead director
Chief executive officer (CEO): in Chair role, 156–157; credibility of, with investors, 168; direct reports of, review of, 135, 136; evaluation of, 87, 91, 106–110; faltering, 92–93; feedback to, 32, 40–41, 87–92, 93; investor concerns about, 170–171; outgoing, on board, 86; retired, on board, 152; right, ensuring the, 62, 75–93; role of, in director selection, 156; role of, in successor selection, 75–76, 80; role of, in transition to Progressive board, 174–176; strategy blueprint from, 125–127; in strategy immersion session, 120–121; supporting a new, 86; termination of, 92–93; Twelve-Month Agenda setting with, 70, 175
CEO-board relationship: in Ceremonial boards, 18; division of responsibilities in, 35–36, 37, 183; executive sessions and, 36, 37, 39–41; with independent directors, 25–26; information sharing
CEO Feedback Instrument, 87, 88–90
CEO selection, 23, 75–93; assessing candidates for, 83–86; criteria definition for, 77–79, 83–84; getting to know insider candidates for, 79–82, 135–138; by Liberated boards, 75–76; practices for, 76–86; as top question for board, 62–63. See also Succession plan and process
China, doing business in, 97, 124, 131
Cisco, 92
Citicorp, 129
Clean slate, 86
Clique, 20
Closure, of board meetings, 31–32
Coalitions, 20
Coca-Cola Company, 117, 184
Cognizant, 50
Colgate, 129, 132
Collins, A., 82
Colvin, G., 7, 171
Combined Code, 156–157
Comcast, 102
Committees: number and types of, 157–158; reports from, 49, 59–60; rotating Chairs or membership of, 158; strategy and, 124. See also Audit Committee; Compensation Committee; Governance Committee; Nominating Committee; Risk Committee
Commodity companies, CEO compensation in, 101
Communication: of bad news, 54, 66; of executive session outcomes, 32, 39–41; information architecture for, 47–60; with investors, 168–169; about Top Ten Questions, 67. See also Dialogue; Information architecture; Reports
Compaq, 53
Compensation, CEO. See CEO compensation
Compensation, undifferentiated, 135
Compensation audit, 107–110
Compensation Committee, 158; challenge to, 94; CEO performance evaluation with, 106, 107; compensation consultants and, 112; compensation philosophy and, 97–98, 124, 175–176; reports from, 59; severance issues and, 110–111
Compensation consultants, 111–112, 173
Compensation philosophy, 95–98, 124
Competition, internal, 82
Competitive advantage: leveraging the board for, 173–176; of Progressive boards, 10
Competitive environment: information on, in board briefing, 52; leadership competencies and, 132; strategy and, 115, 120, 125; as top board concern, 64. See also External environment

Compliance role and work: Ceremonial boards and, 7; delegation of, to committees, 59; monitoring for, 139; time allocation for, 22, 61, 69

Confidentiality, 41, 92

Conflicts of interest, 171–172

Conseco, 140

Consultants, outside, 71; compensation, 111–112; counterbalancing, 173–174; strategy, 119, 120–121, 122

Contingency plans, 25

Continuing education, for boards, 158–159

Conversations: with potential CEO candidates, 81; about Top Ten Questions, 67. See also Dialogue

Corporate Library, Board Analyst database, 183

Creative Artists Agency, 110

Credit rating, 142

Crisis: annual meetings about, 160; place for, in agenda, 69–71; reward for handling, 110

Cronyism, 26

Culture, organizational: employee surveys about, 56–57; leadership development and, 138; leadership gene pool and, 130

Current information, in management letter, 55

Customer satisfaction, 143

D

Daft, D., 117

Debt: compensation philosophy and level of, 97; financial health and, 141, 142; information about, in board briefing, 52, 53; monitoring, as top board concern, 25, 65–66, 139; risk and, 145

Dell, 53, 127

Derivative shareholders, 168

Devil’s advocate, 33

Diagnostic questionnaire, 11–13

Dialogue, boardroom: group dynamics in, 16–20, 29–46; hijacking of, 15; lead director facilitation of, 32–34; nitpicking in, 15, 67–68; in Progressive versus other boards, 14–15; rules of engagement for, 30–32, 46

Dick’s Sporting Goods, 97

Digital Equipment Corporation, 76

Dimon, J., 82

Director outreach, 49, 57–59

Directors: chief executive officers as, 86, 152; continuing education for, 158–159; criteria for, 151–154; dissenting, 45; finding and assessing, 154–156; with group dynamics skills, 154–156; independent, 25–26, 183; informal interaction among, 166; of information, 49; investor concerns about, 170; peer evaluation of, 42, 44; site visits by, 57–58, 138; tainted, 170; unwanted, 30, 45–46, 155. See also Lead director

Discipline, 70

Discount retailer case example, of matching performance and compensation, 99–100, 105–106

Disney, R., 171

Disney, 110, 159, 170–171

Dissenting directors, 45

Diversity: in board, 152–154; in CEO succession pool, 81–82, 132–133; in leadership gene pool, 132–133

Divestiture, 169

Dividend policy, investor concerns about, 170

Donovan, D., 99
Dot-com bust, 5, 6, 70, 92, 139, 140, 146
Dow Jones, 107
DuPont, 35, 122
Dun & Bradstreet, 50
Dun & Bradstreet Reference Book of Corporate Management, 183
Dunlap, A., 76

E
E-mail, 55–56
Economics field, 98
Effectiveness, of Liberated boards, 8–9
Einstein, A., 25
Eisner, M., 170–171
EMC, 33, 131
Emergency succession, 70–71, 85–86, 176
Emerging issues, 55
Emerson Electric, 129, 133
Employee surveys, 49, 56–57
Enron, 8, 156, 170, 171
Environmental Committee, 158
Epson, 127
Equity analysts, 52–53
Equity awards, 101, 102–106
Evaluation: board, 10, 30, 42–44; CEO, 87, 91, 106–110
Evolution, board. See Phases of board evolution
ExecuComp, 183
Executive search firms, 75–76, 85, 174
Executive sessions, 29, 36–41; closure of, 32; management and, 36, 37, 39–41; problems with, 36, 38; productivity of, as top board concern, 66; topic selection for, 38–39
External constituencies, 149, 167, 173–174. See also Investors
External environment: compensation mix and, 101, 102–103; information reports on, 52, 55; leadership competencies and, 132; strategy and, 115, 116–119, 120, 125; as top board question, 64. See also Competitive environment

F
Facilitator, board meeting. See Lead director
Facilitator, strategy immersion session, 120–121
Familial ties, 25–26
FCC regulations, 55
FDA regulations, 55
Feedback, to chief executive officer: to ensure right leadership, 87–92; from executive session, 32, 40–41; on strategy blueprint, 126–127; who is faltering, 93
Fidelity Investments, 170
Financial health monitoring, 25, 140–143; board education for, 158; diagnostics for, 142–143; practices in, 140–143; as top board concern, 65–66, 139
Financial information: in board briefing, 50, 51–53; management commentary on, 53–54
Financial markets, education about, 159
Financial measures, 25, 65–66; for diagnosing financial health, 142–143; for performance evaluation, 107; performance indicators and, 66; for strategy monitoring, 127–128
Financial models, 53
Financial Times, 26
FleetBoston, 78
Focus on substantive issues, 15, 22, 61–71; in Ceremonial boards, 17; diagnostic on, 13; in Liberated boards, 17; need for, 61–62, 67–68; in Progressive versus other boards, 17, 22, 61–71; Ten Questions Every Director Should Ask framework for, 61, 62–67; Twelve-Month Agenda for, 62, 67–71, 124, 175
Forbes annual executive survey, 183
Fortune Boardroom Forum, 7
Fortune magazine, 7, 8, 9, 59, 171
Founding families, 26
Fraud, 5, 170
FTC regulations, 55
Fuente, D., 97–98
Galvin, C., 169
Garnier, J.-P., 170
Gatorade, 117
General Electric (GE) / board of directors: agenda setting of, 70; CEO-board relationship of, 19, 176; CEO compensation policy of, 103–104, 142; CEO selection and, 79, 80, 86; group-dynamic practices of, 29, 43–44; information architecture of, 48; leadership development of, 129, 132, 134; as Progressive, 10; self-evaluation interviews of, 43–44; site visits of, 57, 81; strategy work of, 117–118, 120, 122, 175
General Foods, 129
General Motors, “Guidelines of Corporate Governance,” 8
Geographic expertise, on board, 152
Geographical risk, 146
George, B., 82
Gerstner, L., 76
Ghoshal, S., 26
GlaxoSmithKline, 170
Gold, S., 171
Golub, H., 107–110
Governance analysts, 171, 172
Governance Committee, 157–158; board-member criteria review by, 151–152
Governance Committee Chair: CEO performance review with, 87, 91, 106; as facilitator, 33; Twelve-Month Agenda setting with, 70; unwanted directors and, 46
Granada Media, 170
Grasso, R., 94
“Grasso Effect,” 106
Green, M., 170
Grinstein, G., 82
Gross margin, 51–52
Group dynamics, 15, 16–20, 29–46, 175; board candidate skills in, 154–155; board operations and, 151; in Ceremonial boards, 16, 17, 18, 30; diagnostic on, 11–12; information overload and, 48; in Liberated boards, 16, 17, 18–19, 30, 33; practices for, 29–46; in Progressive versus other boards, 16–20; small-group, 122–123; in strategy immersion sessions, 121–122
Grove, A., 9
Growth: liquidity versus, 140–143; organic, 64–65, 152; sources of, 64–65; as top board question, 64–65
Harrison, W., 82
HealthSouth, 8
Hedging, 167–169
Hewlett-Packard, 127
High-tech companies, 52, 92, 124; CEO compensation in, 101; liquidity of, 139, 140, 146
Home Depot, 57, 86, 99, 105, 129, 138
Honesty: about bad news, 54; in feedback to chief executive officer, 40–41, 92; in management’s board briefing, 54
Honeywell, 82
Human resources: compensation philosophy and, 97; development of, as top board concern, 65; information briefings on, 52; strategy and, 116; time allocation for, 69. See also Leadership gene pool
Human resources (HR) department, 111
IBM, 8, 76, 130
Immelt, J., 19, 29, 48, 70, 79, 103–104, 120, 142, 176
IMS Health, 50
Independent directors, 25–26, 183; CEO relationship with, 25–26
Informal contact: among directors, 166; with below-CEO-level leaders, 50, 81, 136; for information exchange, 49–50, 59
Information architecture, 15, 20–22, 47–60, 175; in Ceremonial boards, 17, 49; channels of, 48–49, 50–60; defined, 48; designing, 48–50; diagnostic on, 12–13; in Liberated boards, 17, 21, 47–48, 51; need for, 20–21, 47–48; operating performance measures in, 144; in Progressive versus other boards, 17, 20–22, 47–60; strategy and, 124. See also Report formats; Reports
Information directors, 49
Information overload, 47–48, 53, 60
Information sharing, formal. See Communication; Information architecture; Report formats; Reports
Information sharing, informal, 49–50, 59
Information sources: for research on boards and governance, 183–184; third-party, 52–53
Insurance companies, 117
Intel, 9; acquisition decision of, 120; information architecture of, 57, 58, 59; investor communications of, 169; leadership development at, 129; site visits of, 57, 58; technology seminars of, 159
Internal CEO candidates, 79–82; leadership gene pool for, 129–138
Internal competition, 82
Interviews: board candidate, 155–156; CEO candidate, 84–85; director evaluation, 43–44; small-group, 84–85
Investment bankers, 173–174
Investor Relations Department, 168
ITV, 170

J
James F. Reda & Associates, 95
Job rotation, 134
Johnson (Chair, PSS/World Medical), 121
Johnson & Johnson, 95
JP Morgan Chase, 82

K
King John, 8
Kmart, 76, 78–79
Kodak, 127, 169–170
Koppes, R., 8
Kraft, 129
Krebs, R., 82
Krol, J., 33–34, 125

L
Lafley, A. G., 76
Lateral job moves, 134
Lead director: board candidate interview by, 156; CEO performance review and, 87, 91; CEO relationship and, 35–36, 37; choosing, 34–35; disruptive directors and, 46; facilitation role of, 32–34; intermediary role of, 35–36, 37; site visits by, 58; as strategy immersion session facilitator, 122; Twelve-Month Agenda setting with, 70
Leaders, below-CEO: boardroom presentations by, 80–81, 136–137; getting information about, 135–136; informal contact with, 50, 81, 136; in leadership gene pool, 24, 129–138; lower-level, 137–138; recruiting outsiders for, 133; in succession pool, getting to know, 79–82, 135–138

Leadership development, 129–130, 134, 138

Leadership gene pool, 24, 129–138; board overview of, 133–136; board sampling of, 136–138; change and keeping relevant, 130–133; diversity in, 132–133; importance of, 129–130; meetings about, 160; time allocation for, 69; as top board question, 65, 129. See also Succession pool

Legal responsibilities, board education in, 159

Legal risks, 145, 146

Legislative risk, 146

Lewis, K., 78

Lexmark, 127

Liberated boards: characteristics of, 6, 7–9; CEO selection in, 75–76; dangers of, 8–9, 14–15; education for, 158; focus on substantive issues in, 17, 30; group dynamics in, 16, 17, 18–19, 30, 33; information architecture in, 17, 21, 47–48, 51; Sarbanes-Oxley Act and, 7; self-evaluations of, 42–43; transition to, 7–9, 18–19

Liquidity: versus growth, 140–143; monitoring, 25, 140–143; risk and, 145

Logistics, meeting, 160–166

London Business School, 26

Long-tail businesses, 96, 103

Long-term capital projects, 64–65

Long-term obligations, 65–66. See also Debt

Lucent, 140

Luke, J., 122

Management: commentary by, in board briefing, 53–54; executive sessions and, 36, 37, 39–41; strategy blueprint from, 125–127; in strategy immersion sessions, 120–121; Top Ten Questions and, 67. See also Chief executive officer headings

Management letter, 49, 54–56

Market research firms, 52–53

Market share information, 52, 53, 143

Marketing expertise, on board, 152

Matrix structure, 131–132

McColl, H., 78

McDonald’s, 71, 85

McNerney, J., 138

MeadWestvaco, 10, 35, 122

Mechanics, 16; observable variables and, 25–26

Media, 174, 183

Medtronic, 82

Meetings: agenda development for, 160–165; closure of, 31–32; informal, 166; length of, 160; logistics of, 160–166; sample checklist for, 161–165; strategy immersion, 119–124; time allocation in, 22, 61–62. See also Focus on substantive issues; Group dynamics; Strategy immersion sessions

Messier, J.-M., 94

Micronic Laser Systems AB, 19

Microsoft, 132, 170

Milestones: CEO performance, 101; strategy, 127–128

Miller Brewing, 117

Minow, N., 8

Monitoring, 139–147; areas of, 25, 139, 140; financial health, 25, 140–143; operating performance, 25, 139, 140, 143–144; risk, 25, 144–147; strategy, 127–128; as top board concern, 65–66, 139–140

Monks, B., 8

Motorola, 169
N
Nardelli, B., 82, 138
National Association of Corporate Directors (NACD), Director of the Year, 35
Nationsbank, 78
NCNB, 78
NCR, 19
NDC Health, Annual Report and strategy blueprint, 177–181
Nepotism, 26
New Economy, 6, 99
Nitpicking, 15, 67–68, 155
Nominating Committee, 46, 158
Norms, for group interaction, 30–32
Nortel, 102
Northrop Grumman, 71
Nyberg, L., 19, 22
NYSE requirements, 42, 51

O
 Observable variables, 25–26, 183–184
 Off-balance-sheet financing, 65
 Office Depot, 97
 Oil companies, 142, 170
 Operating performance monitoring, 25, 139, 140, 143–144
 Organic growth, 64–65, 152
 Organizational structure, leadership competencies and, 131–132
 Outside candidates: assessment of, 83–86; recruiting, into lower leadership ranks, 133
 Ovitz, M., 94, 110, 159

P
 Palmisano, S., 76
 Pay for performance, 94, 98, 101. See also CEO compensation
 Peer comparisons, for CEO compensation, 101–102
 Peer evaluation, 42, 44
 Peer relationships, 18
 Pension funding, 65
 Performance information, in board briefing, 50, 51–52
 Performance measures and indicators, 25; in board briefing, 51–52; board education in, 159; for CEO compensation, 63, 98–101, 106–110; of intrinsic value versus stock value, 98–99; long-term and short-term, 99–101; for monitoring operating performance, 143–144; research on board behavior and, 185; strategy and, 124, 127–128; as top board concern, 66
 Performance objectives, CEO: compensation philosophy and, 95–98; evaluating performance to, 87, 91, 106–110; matching, with cash and equity, 101–106; setting, 98–101
 PerkinElmer, 130
 Pharmaceutical companies, 52, 64–65
 Phases of board evolution, 6–10; diagnostic questionnaire on, 11–13; differences among, 15–22. See also Ceremonial boards; Liberated boards; Progressive boards
 Philip Morris, 129
 Pitney Bowes, 50, 137
 Political risk, 146
 Popular, Inc., 145
 Positioning, business, 115
 Power problems, 18–20
 Power vacuum, 19
 Premature decisions: on CEO selection, 83; in executive sessions, 39
 Prestige factor, 35
 Prime Computer, 76
 Priorities, 22, 61–71. See also Focus on substantive issues
 Procter & Gamble, 76, 129
 Progressive boards: best practices of, for adding value, 23–25; building blocks of, 15–22; characteristics of, 6, 9–10, 14–15; CEO compensation set by, 23–24, 63, 94–112; CEO selection by, 23, 62–63, 75–93; composition of, 151–156;

Promotion practices, 134

PSS/World Medical board of directors: as Progressive, 10; strategy immersion sessions of, 118–119, 121, 122

Public scrutiny: Ceremonial boards and, 7; of CEO compensation, 94, 106, 110; as risk, 146; trend toward, 5–6, 8. See also Investors

Q

Quaker Oats, 117

R

Rabbit holes, 46
Ratings agencies, 52–53
Recession, 5–6
Red flags: about chief executive officer, 92; raised by analysts, 53
Reda, J., 95, 102, 106
Reference checking: of board candidates, 155–156; of CEO candidates, 84, 85
Reforms, 8
Register of Corporations, 183
Regulatory change, 55, 132, 146, 158
Report formats: board briefing, 54; management letter, 55–56
Reports: board briefing, 48, 50–54; committee, 49, 59–60; employee survey, 49, 56–57; leadership gene pool overview, 133–136; management letter, 49, 54–56; strategy blueprint, 125–127. See also Information architecture

Research, board and governance: agenda for, 183–186; based on clinical observation of decision making, 184–185; on causal relationships, 26, 183–186; framework of practices based on, 186; limitations of observable variables in, 25–26, 183–184; sample size for, 186; sources for traditional, 183–184

Resource allocation: compensation philosophy and, 97; information on, in board briefing, 52; strategy and, 116

Retention, of high-performers, 134–135

Retirement benefits, 106

Retreats, for strategy immersion sessions, 119, 123–124, 175

Reward systems, 135

Risk: annual meetings about, 160; board education in, 159; business, 145; CEO compensation and, 96; committee on, 147; financial, 141–142, 144, 145; legal, 145; liquidity health and, 141–142, 145; monitoring, 25, 144–147; operating, 144–147; strategy and, 125; types of, 96, 144–146

Risk Committee, 147, 158

Rohm and Haas, 57–58

Rubber-stamping boards, 7. See also Ceremonial boards

Ruettgers, M., 33

Rules of engagement, 29, 30–32, 46, 175

Ryder Systems, 97–98

S

SABMiller, 117

Salary, base, 101–102. See also CEO compensation
Sandvik, 19
Santa Fe Pacific, 82
Sarbanes-Oxley Act, 51, 154, 155; governance changes post-, 3–5, 6, 7, 8, 158
SBC, 102
Scandals: investor concerns and, 170; public scrutiny and, 5; Sarbanes-Oxley Act and, 8
Scott, L., 91
Search firms, 75–76, 85, 174
Securities Exchange Commission (SEC), 8, 154
Seidenberg, I., 55
Selection, chief executive officer. See CEO selection
Self-evaluation, 10, 30, 42–44; NYSE requirement for, 42; of Progressive versus other boards, 20, 42–44
Self-interest, 171–172, 173–174
Semiconductor manufacturers, 52, 64–65
September 11, 2001, 6
Severance pay, 110–111
Shareholders. See Investors
Sherwin-Williams, 129
Signing bonuses, 110–111
Site visits, 57–58, 138
Small-group dynamics, 121–122
Smith, D., 118–119, 121
Snap-On, 19
Social responsibility, investor concerns about, 170
South African Breweries, 117
S&P 500 companies: with founding families, 26; total shareholder return comparisons to, 98, 104
Standard & Poor’s Compustat, 183
Stanley Works, 129
Stempel, R., 8
Stock options, 103–104
Strategy: board education in, 158–159; board role in, 24, 113–128; board understanding of, 63–64, 114–115; building blocks of, 114–115, 125; compensation philosophy and, 97, 124; consensus on, 123–124; essence of, 115, 125; external environment and, 115, 116–119, 120; immersion sessions on, 119–124, 175; information architecture and, 124; investor concerns about, 169–170; leadership competencies and, 131; linkages of, to other board work, 118; money-making linkage with, 63–64, 116, 125; monitoring, 127–128; practices in, 114; shaping and testing, 116–119; time allocation for, 69; as top board question, 63–64
Strategy blueprint, 125–127; sample, 177–181
Strategy immersion sessions, 119–124, 175; breakout groups of, 122–123; consensus in, 123–124; facilitation of, 121–122
Substantive issues focus. See Focus on substantive issues
Succession: assessing candidates for, 83–86; emergency, 70–71, 85–86, 176; internal candidates for, getting to know, 79–82, 135–138; investor concerns about, 170. See also CEO selection
Succession plan and process: board education in, 158; leadership gene pool and, 24, 65, 129–138; need for, 70–71, 75–76, 176; as top board concern, 23, 62–63, 75–76. See also CEO selection
Succession pool: diversity in, 81–82, 132–133; getting to know, 79–82, 135–138. See also Leadership gene pool
Sun Microsystems, 92
Suppliers, Wal-Mart, 146
Surveys: employee, 49, 56–57; evaluation, 43
Technology education, for board members, 159
Technology maps, 52
Telecom company, 128
Ten Questions Every Director Should Ask, 61, 62–67; management-board communication about, 67
Termination, of chief executive officer, 92–93
Teslik, S., 8
THLee Putnam Ventures, 107
3M, 129, 138
Time frame: for CEO compensation, 96; for CEO performance results, 86; for strategy immersion sessions, 119
See also Focus on substantive issues
Time Warner, 102, 117
Timken Company, 122
Topics, for executive sessions, 38–39.
See also Focus on substantive issues
Total shareholder return, as performance objective, 98–100
Truck test, 85
Trust: between chief executive officer and board, 35, 36, 38, 41, 48; information architecture and, 48
TRW, 71
Twelve-Month Agenda, 62, 67–71, 124, 175
Tyco, 8, 125; CEO and Chair roles at, 35–36, 37

Unilever, 129
Unisys, 136

United Kingdom, 170; non-executive Chairs in, 156–157
Unwanted directors: dissenting directors versus, 45; managing, 30, 45–46; recruiting and, 155
Unwritten rules, 30
Urgent concerns, in agenda, 69–71

Value adding: best practices for, 23–25, 73; Ceremonial boards and, 8–9; monitoring as, 139–140; by Progressive boards, 9–10, 23–25
Vanguard Guard, 168
Verizon, 55, 102
Vindictive ex-directors, 46
Vivendi Universal, 51, 117–118, 140, 143

W. R. Grace, 130
Wal-Mart, 64, 76, 78, 117, 146; CEO-board relationship at, 91; hypothetical discount retailer’s competition with, 99–100, 105–106; supplier pressures from, 146
Wang Computer, 76
Web sites, for information sharing, 55–56
Weinbach, L., 136
Weissman, B., 50, 137
Welch, J., 79, 80, 82
What-ifs: to ask CEO candidates, 81; of equity awards, 103
WorldCom, 8, 96

Xerox, 130