

Summary...

Major Board development processes and roles

Board Process	Description	Board Role	Mgmt Role	Comment*
Target Setting – Board Composition	Set targets for Board composition, set priorities for filling gaps	Initiate annual review process to set target composition of the Board, and to identify high priority gaps to fill	Participate with Board in setting targets and identifying gaps	Board initiates process, joint responsibility for execution (Exec. Or N&G Ctte?)
Board Member Recruitment	Identify potential Board members, evaluate and select new members	Participate jointly with management	Participate jointly with the Board	Board responsible for ensuring process meets gap-filling targets
Board Member Orientation	Ensure new Board members have appropriate committee roles, and understand Board role in helping the organization meet mission	Develop overall orientation agenda, with input from management	Develop orientation program, help deliver orientation (with Board)	Board responsible for ensuring that orientation program is in place, and that new members are oriented
Board Policy Development and Review	Review and updating of Board policies, charters, etc. annually	Schedule and undertake review	Provide input to Board	Primary Board responsibility
Board Performance Evaluation	Evaluate the Board's performance in supporting the organization & mgmt.	Lead annual review	Provide input to Board	Primary Board responsibility
Board Committee Charters	Create Board Committee charters specifying roles & responsibilities	Task Board Committees with creating formal charters	Provide input to Board	Primary Board responsibility
Diversity, Conflict of Interest Commitments	Robust diversity and Conflict of Interest policies required	Approve policy	Develop policy	Policy applies to organization as well as to the Board and management

- For each process, locus of responsibility in the Board needs to be determined, i.e., either in the Executive or Nominations and Governance Committee