What Makes for a High-Performing Board?

In this issue, Russell Reynolds Associates’ consultants Luke Meynell, Rae Sedel and the CEO/Board Services team discuss the definition and measurement of a high-performing board. The paper draws upon the team’s experience in working closely with boards and upon the specific insights provided by the chairmen and chief executive officers of some of the United Kingdom’s largest companies.

The forces at work:
As the UK Combined Code of Corporate Governance 2003 states: “Every company should be headed by an effective board, which is collectively responsible for the success of the company.”

The scrutiny placed upon public company boards continues to intensify. Stakeholders—from regulators to shareholders to corporate social responsibility advocates—have become more vocal, more sophisticated and less forgiving, while the business environment has become more complicated and more competitive. In particular, three forces have combined to increase the pressure on boards:

• **Shareholders**: Both short-term and long-term investors are expecting boards to play a greater role in ensuring that shareholder value is maximised, and shareholders are quicker to issue challenges when they are displeased. The recent expansion of private equity to the acquisition and management of large companies has made this more acute, forcing boards to measure their own performance and decision making against that of a theoretical (or sometimes very real) private equity purchaser.

• **Global business environment**: Increased globalisation, the accelerated pace of change and competition, the impact of technologies and the ever-increasing focus on costs (both across the supply chain and through operational productivity) are all increasing risks and opportunities, heightening the importance of the board’s oversight function. It is also placing a greater emphasis on board composition, given the value that can be added by board members with strategically critical skills and experience.

• **Chief Executive Officers (CEOs)**: It is no secret that boards have become more demanding of CEOs in recent years, as the declining average tenure of CEOs clearly shows. At the same time, however, CEOs are becoming more demanding of their board members—particularly of their non-executive directors (NEDs), who are looked to for their independent judgment and perspective on both short-term and long-term strategic issues. CEOs are demanding that boards fulfil their governance duties efficiently, while supporting the building of the senior executive team and guiding succession planning. Indeed, we find that CEOs are often setting higher standards in this regard than their non-executive chairmen, and some are frustrated by the perceived quality of their NEDs.
Diagnostic Questions
There is no set definition of what constitutes a high-performing board; indeed, there may be too many variables for a comprehensive description. At the same time, however, there is a set of diagnostic questions that CEOs, chairmen and corporate secretaries can ask to help frame the issues:

• What do the various stakeholders (investors, regulators, the management team, banks, communities where the company has operations, etc.) expect from the company as an institution and from the board in its oversight role?
• What does the CEO need and expect from the board in terms of functional expertise, senior team building and succession planning, strategic guidance, etc.?
• How do the chairman and CEO define quality participation and contribution? Are those expectations clearly communicated through an effective induction process and measured through a regular individual and collective board evaluation process?
• Are the board’s policies and practices as rigorous and effective as they should be? Beyond the mere meeting of regulatory requirements, does the board use its experience and expertise to help drive company performance?
• How does the Nominations Committee assess the competencies and skills needed for the board given the company’s particular opportunities and challenges, and how does it identify potential board members in a way that goes beyond the “usual suspects”?
• Are there well-defined boundaries between the board and the executive team so that oversight does not encroach upon operations?
• Does the board have the strength and depth to steer the company through a financial crisis, a reputation-damaging event or sudden CEO resignation?

Elements of High Performance
While each company will answer these questions differently, our experience in working with boards suggests that high-performing boards focus on a common set of tasks, which include the following:

• Responding to executive strategy and contributing to rigorous debate. (The board brings fresh perspectives; it does not originate strategy.)
• Monitoring the implementation of the strategy through the operational plans.

Characteristics of the High-Performing Board
What do boards need to be able to successfully accomplish these tasks and meet the expectations of their various stakeholders? We find that the best boards have four common characteristics:

• Clarity regarding role and focus: High-performing boards begin with a clear understanding of their role, scope of responsibilities and expected contribution to the long-term success of the company. Some boards have a formal charter that covers these points and which can serve as a touchstone to ensure continuity and common understanding.

• An effective chairman: The chairman sets the board’s tone and direction as well as its performance culture. He or she creates the appropriate environment for full engagement by all members of the board,
drawing out opinions and shaping discussions of sensitive issues. Beyond the board and committee meetings, the most effective chair-men spend time with their NEDs individually—as frequently as once a quarter—to ensure that issues are discussed, performance is assessed, and timely and effective contributions are encouraged. The chairman manages the process of integrating NEDs and executives into a cohesive team in which all parties are aware of their responsibilities and bound-aries. Finally, effective chairmen have established an open and honest relationship with their CEO based on mutual trust and understanding.

• A balanced board team: A board is only as good as its members—particularly the NEDs, who bring the outside perspective and judgment on which the board’s oversight function is predicated. And like many things in business, recruiting the right NEDs is something that is easy to talk about but hard to execute. A high-performing board includes NEDs who can provide broad strategic perspective while also bring- ing their specific experience and expertise to bear on boardroom issues ranging from the environment and climate change to globalisation. And high-performing boards are balanced not just with respect to expertise but to temperament as well, mixing analytical thinkers with visionaries, conciliators with challengers.

• A culture of trust and respect: A board is not a collection of individuals and talents but a team. For it to function as such, effective chemistry, candid communication and mutual respect are critical. This ensures that probing questioning, constructive criti-cism and challenging debate can take place between the NEDs and the executive team. It is through what one chairman calls “the bit of thrust”, that the company truly reaps the benefits of an engaged board.

Quality Control Through Practices and Processes

In the past, many companies relied on the chairman’s force of personality to determine and enforce the board’s standards and practices. The increasing scrutiny of board performance, however, is placing an emphasis on the establishment of certain key processes that provide a framework for consistency and excellence. These processes include the following:

• An agenda: A transparent rolling board agenda that includes financial, strategic, governance, operational and human capital issues provides the structural framework for the board’s oversight. Agendas should be flexible enough to recognise that issues evolve in real time rather than neatly fitting the board’s calendar and should allow for board members to bring forth unscheduled topics. A good chairman is also continually assessing the board’s preparedness for the unexpected, introducing discussion of hypothetical scenarios (a hostile takeover, a financial markets crisis and so on) at appropriate points. The board agenda should both inform and be aligned with the Executive Committee agenda and should be accompanied by the appropriate documentation and data to allow for informed discussion.
• **An annual calendar:** This document ensures that certain big-picture items, including long-term planning, strategy, operational plans and performance, succession planning, crisis management and human capital, are discussed by the board on a regular basis.

• **Communications and reporting:** The responsibilities of board committees and their reporting processes must be clear and supported by effective communications among the board, the company secretary and the Executive Committee.

• **Structured engagement:** In order for non-executive directors to make informed contributions, they need to get out of the boardroom and into the business, spending time with executives below the board level. Forward-thinking chairmen have NEDs accompany senior and mid-level management to meetings and conferences and link together NED management pairs on regular tours out in the field. Asking NEDs to give a short report at each board meeting regarding their engagement activities and learning adds an effective element of accountability and peer pressure to the process.

• **Performance measurement and management:** Measuring individual and collective performance is critical. Individual measurement begins with a formal induction and is sustained through regular appraisal processes. The performance of individuals and the board as a team should be validated by benchmarking and verified by independent external specialists.

**Conclusion**

There is no one recipe for having a high-performing board. Our observations suggest, however, that it requires a combination of “hard” components (including robust structures, clear roles and responsibilities, and rigorous processes and administration) and “soft” components (including directors with the right competencies to address the company’s short-term and long-term issues and a strong chairman who has a healthy relationship with the CEO and who can establish a culture of vigorous discussion and effective decision making for the entire board).

Both areas require continuous focus and commitment to improve, particularly from the chairman, to ensure that the board’s performance bar is raised. In reality, however,
too few boards address both components with the necessary sustained rigour. Many either fail to identify and address areas for improvement or fail to commit the energy and resources necessary for real growth. We suspect that some chairmen may still be caught in a comfort zone, insulating themselves from either internal or external pressure to change.

In the current competitive environment, however, those pressures will continue to build—more and more boards are responding by taking a close look at their performance in order to avoid undermining investor confidence, inviting regulatory scrutiny or depriving management of the benefits of quality oversight.

Companies are finding that a formal third-party board assessment and performance benchmarking exercise can provide a helpful first step in moving chairmen and boards outside of their comfort zones and in identifying opportunities for strengthening corporate governance and overall board performance.

We will continue to investigate these corporate governance and board performance issues and share our findings. In so doing, we aim to prompt discussion and, more importantly, action through the adoption of best practices tailored to the unique circumstances of individual companies and their boards.

Author

Luke Meynell is a Managing Director at Russell Reynolds Associates. Luke has more than 10 years of experience in identifying and assessing individuals for chairman, NED and CEO positions in leading organisations.

Rae Sedel is a Managing Director as well as a member of the Board of Directors of Russell Reynolds Associates. Rae has more than 20 years of experience in recruiting senior executives for global organisations.
Russell Reynolds Associates

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Americas

Atlanta
1180 Peachtree St., NE
Suite 2250
Atlanta, GA 30309-3521
United States of America
Tel: +1-404-577-3000

Buenos Aires
Buenos Aires Plaza
Manuela Sáenz 323
Seventh Floor, Suites 14 and 15
C1107CBP Buenos Aires
Seventh Floor, Suites 14 and 15
Manuela Sáenz 323
Buenos Aires Plaza
Buenos Aires
Tel: +54-11-4118-8900

Calgary
Scuncor Energy Centre, West Tower
3000, 150-6th Avenue, S.W.
Calgary, AB T2P 3Y7
Canada
Tel: +1-403-538-1972

Chicago
155 North Wacker Drive
Suite 4100
Chicago, IL 60606-1732
United States of America
Tel: +1-312-993-9696

Dallas
8401 N. Central Expressway
Suite 650
Dallas, TX 75225-4404
United States of America
Tel: +1-214-220-2033

Houston
600 Travis Street, Suite 2200
Houston, TX 77002-2901
United States of America
Tel: +1-713-754-3955

Los Angeles
11100 Santa Monica Blvd.
Suite 350
Los Angeles, CA 90025-3384
United States of America
Tel: +1-310-775-8940

Mexico City
Torre Reforma
Paseo de la Reforma 115-1502
Lomas de Chapultepec
Mexico 11000, D.F.
Mexico
Tel: +52-55-5249-5130

Minneapolis/St. Paul
225 South Sixth Street, Suite 2550
Minneapolis, MN 55402-3900
United States of America
Tel: +1-612-332-6966

New York
200 Park Avenue
Suite 2300
New York, NY 10166-0002
United States of America
Tel: +1-212-351-2000

San Francisco
101 California Street
Suite 2900
San Francisco, CA 94111-5829
United States of America
Tel: +1-415-352-3300

São Paulo
Edifício Eldorado Business Tower
Av. Nações Unidas, 6501
11º Andar
05425-070 São Paulo - SP
Brazil
Tel: +55-11-3566-2400

Stamford
301 Tresser Boulevard
Suite 1210
Stamford, CT 06901-3250
United States of America
Tel: +1-203-905-3341

Washington, D.C.
1701 Pennsylvania Avenue, NW
Suite 400
Washington, D.C. 20006-5810
United States of America
Tel: +1-202-654-7800

Asia/Pacific

Beijing
Unit 3422 China World Tower 1
No. 1 Jian Guo Men Wai Avenue
Beijing 100004
China
Tel: +86-10-6355-1188

Hong Kong
Room 1801, Alexandra House
18 Chater Road Central
Hong Kong
China
Tel: +852-2523-9123

Melbourne
Level 51, Rialto Towers
525 Collins Street
Melbourne VIC 3000
Australia
Tel: +61-3-9603-1300

Mumbai
Unit 9A1, Grand Hyatt Plaza
Sanctacruz (East)
Mumbai 400 055
India
Tel: +91-22-6733-2222

New Delhi
203, Eros Corporate Tower
Nehru Place
New Delhi 110 019
India
Tel: +91-11-4603-4600

Shanghai
Room 4504, Jin Mao Tower
88 Century Avenue
Pudong, Shanghai 200121
China
Tel: +86-21-6163-0888

Singapore
2 Shenton Way
#08-01 SGX Centre 1
Singapore 068804
Singapore
Tel: +65-6225-1811

Sydney
Level 40, Aurora Place
88 Phillip Street
Sydney NSW 2000
Australia
Tel: +61-2-9258-3100

Europe

Amsterdam
World Trade Center Tower H, 18th Floor
Zuidplein 148
1077 XV Amsterdam
The Netherlands
Tel: +31-20-305-7630

Barcelona
Edificio Prisma
Avda. Diagonal, 613, 2A
08028 Barcelona
Spain
Tel: +34-93-494-9400

Brussels
Boulevard St.-Michel 27
1070 XV Brussels
Belgium
Tel: +32-2-743-13-00

Copenhagen
Kongens Nytorv 3
DK-1050 Copenhagen K
Denmark
Tel: +45-33-69-23-20

Frankfurt
OperrThurm
Bockenheimer Landstr. 2-4
60306 Frankfurt
Germany
Tel: +49-69-75-60-90-0

Hamburg
Stadthausbrücke
1-3/Fleetfho
20355 Hamburg
Germany
Tel: +49-40-480-661-0

London
Almac House
28 King Street
London SW1Y 6QW
United Kingdom
Tel: +44-20-7839-7788

Madrid
Calle Miguel Angel, 11
Seventh Floor
28010 Madrid
Spain
Tel: +34-91-319-7100

Milan
Via Mascheroni, 5
20123 Milan
Italy
Tel: +39-02-430-0151

Munich
Maximilianstraße 12-14
80539 München
Germany
Tel: +49-89-24-89-81-3

Paris
7, Place Vendôme
75001 Paris
France
Tel: +33-1-49-26-13-00

Stockholm
Harmgmattan 27
SE-111 47 Stockholm
Sweden
Tel: +46-8-545-074-40

Warsaw
Belvedere Plaza
ul. Belwederska 23
00-761 Warsaw
Poland
Tel: +48-22-851-68-38

Zurich
Löwenstrasse 28
CH-8001 Zurich
Switzerland
Tel: +41-44-447-30-30