

# Practical Board Appraisal Techniques



enterprise**care**



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## PREFACE

This publication is not prescriptive. It is an aid to improve governance. The content identifies the critical issues usually dealt with by Boards when considering the issue of the appraisal of the Board.

Please note that throughout the publication where there is a reference to the Board, any Not for Profit organisation that operates with a Committee can read these terms interchangeably.

The practice examples covered are offered to assist Boards to address their needs. Above all the publication is intended as a tool of practical use to Boards and their Chief Executive Officers.

An effective Board operates in a culture of appraisal and transparent accountability.

Boards hold the Chief Executive Officer accountable (and assesses performance), the CEO holds staff accountable (and assesses performance), and the constituency is entitled to hold the Board accountable. In order to do this properly, a robust Board Appraisal and review needs to be conducted on an annual basis. Typically, this is an area of limited commitment from Boards.



## TABLE OF CONTENTS

PREFACE .....	4
TABLE OF CONTENTS.....	5
INTRODUCTION .....	6
FRAMEWORK .....	7
STEP 1 DECIDE ON THE PURPOSE OF THE BOARD APPRAISAL .....	8
STEP 2 DEFINE A CHARTER FOR THE BOARD.....	9
STEP 3 DECIDE ON A BOARD APPRAISAL MODEL.....	12
STEP 4 CONDUCT THE APPRAISAL .....	21
STEP 5 EVALUATE THE RESULTS.....	22
STEP 6 PUBLICLY ACKNOWLEDGE THE APPRAISAL PROGRAM .....	23
ENTERPRISE CARE .....	24



## INTRODUCTION

Boards can differ significantly. Some Boards have little change in Board personnel over many years, whilst others experience substantial annual changes. Whatever your Board's circumstances may be, the introduction of an annual implementation of a Board Appraisal can deliver substantial rewards to the Board and the organisation generally.

Board Appraisals can be as scalable as is necessary. They can be comprehensive or narrowly focussed; they can be in-depth or a quick barometer; they can be specifically personal or aggregated. The format can also vary from year to year. The important issue is that Board Appraisals become a normal part of the yearly Board calendar.

As a preliminary comment it is worth noting that we regard the issues of Board Appraisal and Board Performance Measurement as two (2) separate issues.

Board Appraisal is characterised by the following:

- wide ranging in nature;
- mechanical in that a survey tool is used;
- operational rather than simply focussed on strategic directions;
- deals primarily with perceptions;
- allows personal issues to be aired;
- a mixture of subjective and objective measurement;
- primary audience is the Board; and
- internally focussed.

Board Performance Assessment is characterised by the following:

- focussed on outcomes;
- strategic in nature;
- deals primarily with measurable, quantifiable outputs;
- primary audiences are the constituents and general public; and
- externally focussed.

This publication focuses on Board Appraisal.



## FRAMEWORK

Enterprise Care has developed a six (6) step Board Appraisal System which provides a disciplined approach for developing, implementing and analysing Board Appraisals. These six (6) steps are as follows:

Step 1: Decide on the purpose of the Board Appraisal.

Step 2: Define a Charter for the Board.

Step 3: Decide on a Board Appraisal model.

Step 4: Conduct the Appraisal.

Step 5: Evaluate the results.

Step 6: Publicly acknowledge the Appraisal Program.



## STEP 1 DECIDE ON THE PURPOSE OF THE BOARD APPRAISAL

The possible purposes and objectives of having a Board Appraisal may not be obvious to Directors of a Board. Sometimes it is a lack of understanding or in some instances, a misunderstanding of Board Appraisal that prevents this powerful Board tool from being introduced.

Boards may also be reluctant to undergo a formal appraisal process as some Directors feel threatened, or equate the process with a vote of 'no confidence'.

It is often wise to allow an opportunity for the Board to address any issues similar to these. It may even assist to arrange an external presentation about Board Appraisals either from an expert who facilitates these matters or from a Director of another Board who has experience with such an approach. This encourages and enables a more thoughtful discussion and focuses each Director's attention on what is worthwhile and relevant. The Board can then decide on whether to proceed, and if so, the purpose of the proposed Board Appraisal.

Board Appraisals serve many purposes, some internal to the Board, and some external in relation to other stakeholders such as staff and the general public. Some of these purposes include:

- to give individual Board members an opportunity to reflect on a wide range of aspects relevant to their role and on their contributions, responsibilities and skills;
- to identify areas where Board members may like more information and/or professional training in order to fulfil their duties;
- to highlight any differing perceptions amongst Board members regarding the Board, its work, and the Not for Profit organisation;
- to provide an opportunity for clarification of roles, responsibilities and expectations amongst Board and staff;
- to offer feedback from the individual Director about their level of interest and commitment to being a Director;
- to provide evidence that accountability is treated seriously by the Board;
- to provide a more comfortable forum in which issues of friction or the role of the Chair can be aired;
- to provide a template for succession planning in terms of skills needed by the Board; and
- to offer an alternative forum for Board members to say things that they may normally be reluctant to raise as there never seems to be an appropriate opportunity.

When raising the issue of Board Appraisal with the Board, discussion should cover which of the above purposes, or any others that might be appropriate to add, are the reasons for implementing a systematic Board Appraisal process.

This forms the basis for formulating the Board's approach to appraisal and the steps to be followed regarding the introduction of such an appraisal process.





## STEP 2 DEFINE A CHARTER FOR THE BOARD

The Board's Charter outlines its objectives and how it functions to meet these objectives. The mapping of the various activities of the Board as it currently operates provides a reference for what the Board's Charter should be. The Board needs to describe its current roles and responsibilities. Once roles and responsibilities have been agreed, it is much easier to establish objectives and functioning (its Charter).

To assist in this process, the following are typical Board roles and responsibilities applicable to many organisations.

- Legal:
  - the Board operates under and upholds the Constitution of the organisation; and
  - the Board and its members are familiar with and responsible for compliance with various legislative and regulatory requirements such as Workers' Compensation, Australian Securities and Investment Commission requirements, Corporations Act 2001, State incorporation legislation, etc.
- Policy and strategy:
  - the Board approves and monitors the Strategic Plan;
  - the Board actively monitors any strategic changes likely to affect the organisation; and
  - the Board approves and monitors policy.
- Accountability:
  - the Board holds itself responsible for overall performance of the organisation;
  - the Board demonstrates unity in representing the best interests of the organisation rather than individual constituencies;
  - the Board approves and monitors Codes of Ethics;
  - the Board holds itself responsible for the composition and performance of the Board;
  - the Board hires and fires the CEO; and
  - the Board approves and monitors financial plans, approves budget and monitors financial performance;
- Public relations:
  - the Board ensures that constituents are kept informed;
  - the Board represents the organisation at functions; and
  - the Board approves PR policies and the desired image to be projected.
- Risk management:



- the Board identifies and assesses all the risks faced by the organisation; and
- the Board monitors appropriate risk management strategies.

A useful tool for a Board to use in defining its Charter is the Enterprise Care 'Analysis of critical responsibilities of governing Boards' (see following page). This tool asks each Board member to allocate a percentage of time that they perceive the Board currently spends in each of the identified responsibility areas. The Board member is then asked to allocate a percentage of time that they feel the Board should be spending in these areas. The resultant findings regarding any differences make for useful discussion at the Board level, and encourage a clearer definition of the Charter of the Board.

## Analysis of the critical responsibilities of governing Boards – (Example)

<b>Critical responsibilities</b>	<b>CURRENT</b> <i>What % time do you <u>perceive</u> the Board is currently spending in this area</i>	<b>DESIRABLE</b> <i>What % time <u>should</u> the Board be spending in this area</i>	<b>Action required</b>
<b>1. Legal</b> <i>(Consisting of upholding Constitution, proper governance in accordance with the law, responsibility to regulatory bodies; for example, WorkCover, ASIC etc)</i>			
<b>2. Policy and strategy</b> <i>(Consisting of setting Vision/Mission and approving Strategic Plan and policies)</i>			
<b>3. Accountability</b> <i>(Consisting of overall performance of organisation, representing best interests of the organisation rather than individual constituencies, approving and monitoring Codes of Ethics, composition and performance of the Board, hiring and firing CEO, approval of and monitoring of financial plans, approval of budget and monitoring performance)</i>			
<b>4. Public relations</b> <i>(Consisting of keeping members informed, representing the organisation at functions, approving PR policies and establishing desired image to be projected)</i>			
<b>5. Risk management</b> <i>(Consisting of understanding all the risks faced, monitoring appropriate risk management strategies)</i>			
<b>6. Other</b> areas not covered in the above 5 responsibilities (please specify areas)			

100%

100%



## STEP 3 DECIDE ON A BOARD APPRAISAL MODEL

There are three (3) significant models that the Board may consider when designing the Board Appraisal.

### Model 1: Group Board Appraisal

This is the most common of the Board Appraisal models, and is used when the Board wishes to review its activities and functions as a group.

Each Board member is asked to complete the Appraisal survey.

Whilst there are no hard and fast rules on who should receive the completed survey, the most logical and appropriate person is the Chair. In order to ensure complete openness, honesty and frankness, it is common to engage an external facilitator to both conduct and provide analysis of the results.

The survey questions should reflect the key issues facing the Board and the objectives identified earlier.

- Sample 1:
  - Sample 1 shows a Board Appraisal tool that deals with issues of the effectiveness of the work of the Board, the interaction at Board level, and the operational aspects of the Board. It also allows commentary on the strengths and weaknesses of the Board, to cover issues that may have been missed in establishing the questions.  
  
The 'Recommended Remedial Action' column in Sample 1 is optional. The tool will work without this column's inclusion. The facilitator may offer suggested action in light of the aggregated Board response to each of the questions. If the column is included, then Board members are asked to not only rate the various questions, but to make suggestions for changes to effect an improvement and to achieve desired outcomes based on their perceptions of what is required.
- Sample 2:
  - Sample 2 is an example of a CIP (continuous improvement program) approach to Board Appraisal. The Appraisal form is sourced from NSWHealth's Better Practice Guide and shows a different format that breaks the questions into the various roles of the Board, as agreed by the Board. Whilst this is not the complete survey, it provides some guidance to structure and format.
- Sample 3:
  - Sample 3 shows a format which targets certain key roles of the Board and seeks feedback from the Board as to how the Board members have performed against each of those roles.





### Sample 1: Annual Board effectiveness self evaluation - (Example)

(Continued following Pages)

<p><b>Note: These questions are intended to assess the effectiveness of Directors, not management.</b></p>	<p><b>1 = poor 5 = very effective</b></p>	<p><b>Recommended remedial action</b></p>
<p><b><u>Board work program</u></b></p> <p><i>How effectively did the Board monitor management and business performance?</i></p> <p><i>How effectively did the Board establish and monitor organisation policy?</i></p> <p><i>How effectively did the Board deal with statutory reporting, compliance and governance matters?</i></p> <p><i>How effectively did the Board contribute to development of and review the implementation of strategy?</i></p> <p><i>How effectively did the Board contribute to executive development and leadership succession?</i></p>		
<p><b><u>Board interaction</u></b></p> <p><i>How effectively did Directors contribute to management's understanding of business environment and key issues?</i></p> <p><i>How effectively did Directors give guidance to CEO where necessary?</i></p> <p><i>How effective was the level of interaction and opportunity for diversity of view during Board discussions?</i></p> <p><i>Having reached decisions, how effectively did Directors demonstrate cohesion in accepting and supporting the Board's position?</i></p> <p><i>Throughout the year, how effectively did Board demonstrate an increasing level of understanding of the business environment and key issues?</i></p> <p><i>(cont. next page)</i></p>		

[illegible]



## Sample 2: Board Self Appraisal Form - (Example)

(Continued following Pages)

### **Introduction**

*As a means of promoting continuous improvement in Board performance, it is important that each Board develops a process for reviewing its performance on a regular basis. The mechanism adopted by each Board will vary having regard to the particular dynamics and circumstances of each Board.*

*The overall aim of this Board Appraisal is to enable the Board, as a whole, to review its effectiveness and to gain a better understanding of its role, responsibilities and operating procedures. This understanding together with a framework for appraising Board performance can deliver substantial improvement in the achievement of organisational objectives.*

*The Board Appraisal form has been structured to enable the Board to:*

- *become aware of the views of members of the Board and executive management concerning a range of matters related to the business of the Board;*
- *identify areas where it needs to make changes;*
- *maintain a strong sense of teamwork; and*
- *foster a better understanding of the Board's governance responsibilities.*

*The Appraisal form is a guide only and as such is not all-encompassing. Individual Boards may see value in expanding the range of questions in each category.*

### **The Appraisal process**

*Using the format provided, each Board member answers questions on the Board's role, responsibilities and operating processes.*

*The Chair and the CEO then review all of the responses and set an agenda for general discussion when reporting the results to the Board. The rating scale used in the questionnaire has been chosen because of the greater flexibility that it may allow Board members when considering their responses to the questions.*

*Sufficient time needs to be set aside from normal business to allow for appropriate consideration and discussion of the areas where the Board thinks it can improve its performance. Board members may then develop a set of actions to be implemented to promote improvement in performance.*

*The Board as a whole can then decide on a plan of action until the next Appraisal is due.*



## Sample 2: Board Self Appraisal Form –

(Continued)

Governance	Strongly Agree	Agree	Undecided	Disagree	Strongly Disagree
The role, responsibilities and objectives of the Board are clearly stated and well understood by Board members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Strategic Plan of the organisation is regularly reviewed to ensure it remains consistent with the direction the Board wishes to take.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board and management are successfully communicating the organisation's strategies at all levels within the organisation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board ensures that the strategies of the organisation are regularly monitored and reviewed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Vision and strategies for the organisation guide the Board's decision-making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board regularly reviews the performance of management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Finances and other resources of the organisation are well controlled through the finance and audit committees of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board ensures that there is an effective and efficient management and control system in place to see that its plans and decisions are implemented.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board and management maintain effective communication with the regulatory body or relevant Minister on important issues.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>





### Sample 3: Board Self Evaluation against responsibilities – (Example)

(continued following page)

#### Responsibility One: Approve and monitor the Vision, Mission and Strategic Plan

One of the Board's major responsibilities is to approve and monitor the Vision, Mission and Strategic Plan of the organisation. The Board should review the Strategic Plan periodically and revise it if necessary. The Vision and Mission statement should be clear and concise and each member of the Board should understand and support it. The Strategic Plan should be reported upon at each Board meeting with results against agreed outcomes reported.

How satisfied are you that:	Not Satisfied		Satisfied		Not Sure
All Board members are familiar with the current Mission Statement?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
The current Mission Statement is appropriate for the organisation's role in the next two to four years?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
The Board's policy decisions and the organisation's programs and services reflect the Vision and Mission?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
The Board's policy decisions and the organisation's programs and services reflect the Strategic Plan?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
The Board receives relevant reports on achievement of the Strategic Plan?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
The Board monitors strategic issues that may affect the Not for Profit organisation?	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	NS <input type="checkbox"/>
How can the Board do better in this area?					
<hr/>					
<hr/>					
<hr/>					



### Sample 3: Board Self Evaluation against responsibilities – (Example)

(continued following page)

#### Responsibility Two: Select, support and review the Chief Executive Officer

Perhaps the most significant decision a Board makes is the selection of the Chief Executive Officer. An effective Board will draft a clear job description that outlines the duties of the Chief Executive Officer. In addition, the Board will support the Chief Executive Officer by providing that person with frequent and constructive feedback and by periodically conducting an evaluation to help the Chief Executive Officer strengthen their performance.

How satisfied are you that:	Not Satisfied		Satisfied		Not Sure
	1	2	3	4	NS
A written job description clearly spells out the responsibilities of the Chief Executive Officer?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board understands and respects the responsibilities distinct to the Chief Executive Officer?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board has established clear Key Performance Indicators for the Chief Executive Officer?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board assesses the Chief Executive Officer in a constructive manner?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
How can the Board do better in this area?					
<hr/>					
<hr/>					
<hr/>					
<hr/>					
<hr/>					



## Model 2: Individual Board member Appraisal

This model provides for a self assessment by individual Board members about their own performance within the Board. This can be threatening to some Board members, and may be best conducted after the Board has been through the process of the Group Board Appraisal. It may be appropriate to term this type of appraisal as a 'reflective' analysis, rather than an appraisal.

### Sample – Individual Board member reflective session – (Example)

Directors are asked to respond to each of the following:

1. *Can you explain what you consider to be the requirements of your role?*
2. *What do you consider will be your major duties for the next twelve (12) month period as a Director?*
3. *How will you assess your success in meeting your major duties?*
4. *How would you deal with any suggested changes in duties during the twelve (12) month period?*
5. *What possible burdens or strains may be placed on you during the twelve (12) month period that you believe may affect your role?*
6. *What do you consider are your strengths and how will you put them to use as a Director?*
7. *What are your weaknesses and how may they affect your role?*
8. *What do you think might help you enhance your performance?*
9. *What are your individual expectations for the coming twelve (12) month period?*
10. *What are your goals as a Director for the next twelve (12) month period?*



### Model 3 – External Stakeholders Appraisals

The Group Board Appraisal and the Individual Board member Appraisal are both internally focussed, and run the risk of being criticised for being self-serving. An External Stakeholders Appraisal uses essentially the same questions as the Group Board Appraisal, but is conducted by an independent experienced third party and is focussed on the interests of the external stakeholders.

The results are analysed by this third party and are reported in an appropriate format to the stakeholders. This type of Appraisal is not yet common but there are indications of a growing interest in this area





## STEP 4 CONDUCT THE APPRAISAL

Once the Board has decided to conduct the Appraisal, has developed a Charter, has identified specific Appraisal areas and the Board Appraisal model, decisions have to be made about how to conduct the Appraisal.

- Decision One:
  - Does the Board use a standard Appraisal instrument such as the ones provided as examples in this publication, or does it develop its own?

- Decision Two:

- Does the Board conduct the Appraisal itself, or use an outside consultant?

Using an outside consultant to administer and facilitate the Appraisal will make it more likely that Board members will provide frank answers, and potentially open up even more constructive discussion and debate.

Using an outside consultant with experience in these types of Appraisals, and who is an expert in governance, may also provide value-added recommendations to the Board that it may have missed if conducted internally.



## STEP 5 EVALUATE THE RESULTS

The Board Appraisal will be useless without an analysis of the results. There are a number of options for evaluating the Appraisal results:

- Option One:
  - As part of the Appraisal document, Board members should be asked to recommend any actions they consider appropriate. These recommendations are then collated by a Committee or the Chair and presented to the Board for discussion, approval and follow up action.
- Option Two:
  - After the Appraisal has been completed, an independent expert collates results, investigates these results in more depth if necessary, and provides value-added recommendations to the Board for discussion.

For example, the results of one Board Appraisal appeared to suggest that Board members needed more information in their Board papers. After further investigation however, it was found that Board was not seeking more information but more focussed and more relevant information at the Board meeting. Management had thought the Board wanted more information indiscriminately provided whereas the Board wanted more tailored and concentrated specific information. The external party suggested an Executive Summary reporting approach and everyone was happy.

If the results show that Board members do not feel comfortable in some areas, then design some Board Training programs to assist them. Discuss the findings, perhaps in a retreat situation, and respond positively.



## **STEP 6 PUBLICLY ACKNOWLEDGE THE APPRAISAL PROGRAM**

Whilst it is important to conduct a Board Appraisal as part of accountability, it is even more important to publicly acknowledge this accountability.

This public acknowledgement can occur in three (3) stages.

- Stage 1:
  - Acknowledge publicly that a Board Appraisal has been completed and the Board is reviewing its operations to enhance accountability and operations. This acknowledgement can be made at the Annual General Meeting, on the web site, through publications, and through the Annual Report.
- Stage 2:
  - As above, plus acknowledge publicly some of the results and some of the actions being undertaken by the Board arising from the Appraisal.
- Stage 3:
  - As above, plus acknowledge publicly the program of Board Training and key governance improvement activities that the Board plans to carry out in the following year.



## ENTERPRISE CARE

Enterprise Care was established in 1988 and is a respected long standing provider of governance and related products and services to commercial, government and Not for Profit organisations.

At Enterprise Care we are:

- Authentic;
- Innovative;
- Accountable; and
- Collaborative.

These values define the way we work. The Vision is of *“organisations accomplishing optimum performance through good governance practices.”*

The stated Mission of Enterprise Care is *“to guide organisations in undergoing positive transformation and accomplish their Purpose.”*

Enterprise Care helps Boards, Directors and CEOs:

- discover their governance performance aspirations;
- design a practical blueprint to improve governance practice and performance;
- deliver guidance on the implementation of the blueprint.

Enterprise Care provides a spectrum of governance products and services to empower Directors, CEOs and senior staff to deliver ongoing positive transformation within their organisations.

Enterprise Care works with Boards, Directors, CEOs and senior staff to ensure the sustainable transformation of their organisations. We discover the organisation's governance performance aspirations via reviews and assessment; we then design a relevant, pragmatic and workable strategy, by way of a blueprint, to improve the organisation's governance performance and practice; and we deliver guidance as to the tailored governance solutions that can be implemented for a positive transformational outcome.

This is a part of the 'whole of organisation' approach that encompasses the Enterprise Care seven (7) governance domains of Culture, Leadership, Strategy, Innovation, Engagement, Capability and Structure.