



BOARD SELF-ASSESSMENT

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| TO: | Human Resources & Governance Committee / Board of Directors |
| MEETING: | 2013-09-24/25 |
| FROM: | Tranquillo Marrocco |
| DECISION SOUGHT: | Approval to proceed with a self-assessment in 2014 |
| NEXT STEPS: | Invitation to Board members to complete the self-assessment |
| DATE: | 2013-09-03 |



A1. CONTEXT

- Under its Terms of Reference, the Board is responsible for implementing an appropriate process for assessing the effectiveness of the Board as a whole, its committees and the contribution of each individual director.
- The last self-assessment was conducted in early Spring 2011.
- In May 2012, the Board:
 - agreed not to conduct a self-assessment due to the number of Board membership changes
 - made changes to the self-assessment questionnaire
 - agreed to consider the timing of the next self-assessment in the Fall 2013.



A1. CONTEXT

- The Corporate Secretariat, on behalf of the Board Chairperson, compiles the self-assessment results and drafts a summary report (keeping individual board members' responses confidential).
- The summary report and appropriate recommendations are submitted to the Chair of the Board and Chair of the Human Resources and Governance Committee for review prior to presentation to the full Board for discussion.
- The Chair of the Board meets individually with each Board member to discuss that Board member's Individual Director Self-Assessment (Part E).



A2. KEY DECISION ELEMENTS

- Conduct of a Board self-assessment in February 2014
- Report the self-assessment results at the May 2014 meetings



A3. KEY BENEFITS, IMPACTS & RISKS

- The objective of the Board Self-Assessment is to provide directors with an opportunity to examine how the Board is operating and to make suggestions for improvement.
- The conduct of self-assessments is a recognized best-practice for Boards of Directors.



A4. OTHER OPTIONS CONSIDERED

- Postpone the conduct of the Board Self-Assessment to a later date.



A5. SUCCESS MEASURES

- Completion of the assessment by all Board members
- Frank and honest assessment by each Board member
- Implementation of, and follow-up on, recommendations and action plan



A6. RESOLUTION

- That the Human Resources and Governance Committee recommend to the Board that the Board self-assessment be administered in February 2014 and the results reported at the May 2014 meetings.



B. APPENDICES

- Board Self-Assessment Questionnaire
- 2011 Board Self-Assessment Report