

## Appendix 1 – Director Competency Matrix<sup>6</sup>

Area of Competency <sup>7</sup>	Incumbent Directors					Prospective Directors		
	1	2	3	4	5...	1	2	3
<b>Core Board Knowledge, Skills and Experiences</b>								
CEO / Enterprise Leadership								
Industry / Sector								
Governance / Board								
Financial								
<b>Desired Knowledge, Skills and Experiences</b>								
Accounting / Audit								
Advocacy / Communications								
Development / Fundraising								
Community Relations								
Diversity (e.g., gender, culture balance)								
Geography								
Government / Public Sector Relations								
HR / Performance Management, Compensation								
IT / E-Commerce / Privacy Management								
Legal / Regulatory								
Marketing / Sales								
Member Relations								
Risk and Controls								
Operational / Organizational Activities								
Resource / Project Management								
Strategic Planning								

The matrix in this Appendix uses numbers for incumbent and prospective directors, but names could be used if appropriate. The names and detailed resumes can be provided to selected individuals on a need-to-know basis.

<sup>6</sup> Adapted from BEAM™ Not-for-Profit Director Matrix Assessment, © Richard Leblanc.

<sup>7</sup> A definition for competency is “a cluster of related knowledge, skills and attitudes that affect a major part of one’s job (a role or responsibility), that correlates with performance on the job, that can be measured against well-accepted standards, and that can be improved via training and development.” (Parry, 1996, p. 50), Richard Leblanc, submission to Securities and Exchange Commission, 13 July 2009.

## Appendix 2 – Board Effectiveness Survey

The following list is reproduced from a survey used by United Way of Toronto (UWT) and is used with their kind permission. Many of the questions seek views on a rating scale:

*Outstanding – Meets highest standard*

*Good – Exceeds expectations*

*Satisfactory – Meets expectations*

*Inadequate – Below expectations*

*Poor – Requires significant attention*

*DK – Don't know*

There is space for comments should respondents wish to clarify any of their answers.

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### PART I – BOARD TRUSTEE PROFILE

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1. I feel that I was well briefed on the duties of a UWT Board member prior to joining.
2. I have a good understanding of UWT's mission and values.
3. I have a good understanding of the finances of UWT.
4. I have a good understanding of current Board policies and practices.
5. I have a good understanding of UWT's by-laws.
6. I am satisfied with my role and membership on Board committees.
7. I feel that I have sufficient opportunity to express my views about UWT's activities.
8. Are there additional ways in which we could utilize your time and skills as a Board member?
9. What skills do you bring to the UWT Board?
  1. Relationship with Targeted Communities
  2. Knowledge of activities specifically related to UWT's mandate
  3. Community/Grant Making
  4. Financial/Accounting
  5. Funds Development
  6. General Board Experience
  7. Government Relations
  8. Human Resources
  9. Investments
  10. Leadership Role in Corporate Community
  11. Legal
  12. Marketing & Communications
  13. Public Policy Influencer
  14. Strategic Planning
  15. Technology

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## PART II – EVALUATION OF THE BOARD AS A WHOLE

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- 1. Board meetings are conducted in a manner which ensures:**
  - a) Open communication
  - b) Meaningful discussion
  - c) Timely resolution of issues
  - d) Independence from management
- 2. Board meetings are appropriate in terms of:**
  - a) number,
  - b) length of presentations,
  - c) time available for discussion and
  - d) content.
- 3. Pre-meeting material is appropriate and is:**
  - a) Useful
  - b) Timely
  - c) In an efficient format
  - d) In the right amount of detail
- 4. Trustees have adequate opportunity to participate.**
- 5. Trustees with dissenting points of view are given ample opportunity to express their point of view.**
- 6. Collectively, does the current Board adequately have relevant skills and experience in the following areas?**
  1. Relationship with Targeted Communities
  2. Knowledge of activities specifically related to UWT's mandate
  3. Community/Grant Making
  4. Financial/Accounting
  5. Funds Development
  6. General Board Experience
  7. Government Relations
  8. Human Resources
  9. Investments
  10. Leadership Role in Corporate Community
  11. Legal
  12. Marketing & Communications
  13. Public Policy Influencer
  14. Strategic Planning
  15. Technology
- 7. The Board is appropriately reflective of the broad diversity of the community it serves.**
- 8. How adequately does the current Board address the following roles and responsibilities?**
  1. Examines UWT's objectives and mandate to ensure continuing service.
  2. Oversees, approves and monitors the strategic direction, taking opportunities and risks into account.

3. Identifies and assesses the principal business risks.
4. Ensures that systems are in place to manage risks.
5. Oversees the reporting of the organization's finances and monitors against the approved plan.
6. Oversees and evaluates CEO performance.
7. Adopts and maintains a process for senior volunteer succession.

**9. Generally, is the Board of Trustees adequately addressing its overall role and responsibility?**

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### PART III – RELATIONS WITH MANAGEMENT

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1. Management is responsive to appropriate advice and counsel from the Board.
  2. The Board is kept informed by the CEO on material issues.
  3. The quality of management presentations meets Board expectations.
  4. Senior management is appropriately accessible to individual Trustees.
  5. The Board, or one of its committees, oversees the compensation, development and other personnel policies affecting senior management.
  6. The allocation of responsibilities between management and the Board is appropriate and well understood.
  7. The Board feels free to challenge the CEO where appropriate.
  8. The CEO is held accountable to achieve corporate objectives.
  9. Generally, the Board has a good working relationship with management.
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### PART IV – BOARD GOVERNANCE

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1. The Board has an adequate process to evaluate the effectiveness of the Board.
  2. The Chair is effective in leading the Board and conducting meetings.
  3. The Board has an adequate opportunity to complete necessary business during in-camera sessions.
  4. When vacancies occur on the Board, there is an adequate process for the Board to recommend required skills / experience for new Trustees.
  5. The monthly compliance reports to the Board of Trustees provide adequate information for Trustees to meet their legal governance responsibilities.
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### PART V – BOARD COMMITTEES

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Please list the Committees on which you serve: \_\_\_\_\_

1. The Committee(s) clearly understand its/their duties and responsibilities.
2. Committee agendas provide the appropriate amount of time to discuss significant issues.
3. Committee meetings are appropriate in terms of number.
4. Individual Trustees have adequate opportunity to participate in Committees.
5. The Board's committee structure is appropriate and functions well.
6. Committee discussions are open and candid.
7. The balance between work done by Committees and by the Board is appropriate.

## Appendix 3 – Board Member Assessment

The following list is adapted from a “360 assessment” (feedback that comes from all around an individual) of members of the Board of Healthcare Insurance Reciprocal of Canada (HIROC) and is used with their kind permission. It illustrates the behaviours and actions that can be included in the assessment of individual directors. Although it is designed for 360 assessments, it could be adapted for more limited use including self-assessment. Codes may be used to mask the identities of the individual being assessed and the assessor.

Each behaviour is rated as follows:

Using the following scale, select the most appropriate rating for each behaviour / action. Select only one rating per question by marking the appropriate box.

N <input type="checkbox"/>	1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	5 <input type="checkbox"/>	6 <input type="checkbox"/>	7 <input type="checkbox"/>	8 <input type="checkbox"/>	9 <input type="checkbox"/>	10 <input type="checkbox"/>
<b>Not able to observe</b>	<b>Poor</b> consistently fails behaviour		<b>Fair</b> meets some behaviour		<b>Acceptable</b> meets majority of behaviour		<b>Good</b> meets or exceeds most behaviour		<b>Excellent</b> consistently exceeds behaviour	
<b>Comments:</b>										

### Member Accountability

1. Demonstrates diligence and prudence in exercising duties as a member
2. Is prepared for meetings
3. Complies with the organization’s code of conduct
4. Seeks opportunities to increase knowledge

### Member Function

5. Understands the key measures and metrics for assessing organizational success
6. Understands and respects the role of the CEO
7. Understands and respects the role of other board members
8. Contributes meaningfully and knowledgeably to board discussions; provides valuable input

### Fiduciary Stewardship

9. Demonstrates an understanding of the key financial metrics of the organization
10. Considers fiduciary stewardship responsibilities in discussions and decision-making

### Asset & Risk Management

11. Demonstrates an understanding of the key components of risk to the organization
12. Considers asset and risk management responsibilities in discussions and decision-making

### Strategic Leadership

13. Understands the organization's operational and environmental contexts
14. Demonstrates awareness of emerging trends affecting the organization and references them in discussions and decision-making
15. Sets a personal example of championing the organization's mission/vision/goals
16. Identifies actions to capitalize on opportunities that will achieve organization's strategic priorities
17. Applies a strategic approach to decision making by considering facts, perspectives, objectives and criteria in discussions
18. Contributes individual skill, knowledge and experience to board discussions
19. Asks challenging and relevant questions in a manner that encourages robust dialogue
20. Works effectively with fellow directors doing their best to build consensus and managing conflict constructively

## Appendix 4 — Performance of Individual Board Members

The following instrument is adapted from page 5 of “Board Self-Evaluation Questionnaire,” Version II, 2008, by the Non-Profit Sector Leadership Program, College of Continuing Education, Dalhousie University, and is used with their kind permission. It illustrates the types of criteria that are emphasized within a self assessment questionnaire for not-for-profit directors.

Circle the response that **best** reflects your opinion. The rating scale for each statement is:  
Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

	1	2	3	4	5
1. I am aware of what is expected of me as a board member.					
2. I have a good record of meeting attendance.					
3. I read the minutes, reports and other materials in advance of our board meetings.					
4. I am familiar with what is in the organization’s by-laws and governing policies.					
5. I frequently encourage other board members to express their opinions at board meetings.					
6. I am encouraged by other board members to express my opinions at board meetings.					
7. I am a good listener at board meetings.					
8. I follow through on things I have said I would do.					
9. I maintain the confidentiality of all board decisions.					
10. When I have a different opinion than the majority, I raise it.					
11. I support board decisions once they are made even if I do not agree with them.					
12. I promote the work of our organization in the community whenever I have a chance to do so.					
13. I stay informed about issues relevant to our mission and bring information to the attention of the board.					
TOTAL					