

Board and Director Evaluation Toolkit

Prepared for the Canadian Co-operative Association and its members
by Debra L. Brown and David A. H. Brown, LMS Life Management Strategies Inc.

The 7 Steps to Board and Director Evaluation

Preface

The [Canadian Co-operative Association](#) asked [LMS Life Management Strategies Inc.](#) to prepare a toolkit for member co-operatives and credit unions to use in evaluating the performance and contribution of their boards of directors, committees of the board, and individual directors.

The toolkit consists of a 7-step guide, a Team Performance Scorecard (tool for board and committee evaluations), and an Individual Performance Scorecard (self and/or peer director evaluation). The scorecards are provided in Word format to enable users to edit and adapt them to their own organizations' uses.

We would like to acknowledge the participation and contributions of sample evaluation policies and forms from member co-ops, credit unions, centrals, and associations. A complete list of these is included in the Acknowledgement.

1. Why? Getting Started

Unless we really understand why we should, and are, undertaking an evaluation of the board and its directors, we risk causing division among participants and inappropriate use of results. This fear is perhaps the biggest reason that most boards (approximately 60%) and directors (approximately 80%) do not conduct formal written evaluations despite the fact that most directors (approximately 90%) support them.

Boards of directors, as the directing mind and legal power of the body corporate (including all co-operatives and credit unions), are ultimately responsible for the organization's performance and the accomplishment of its mission, mandate, and goals. Most boards are quite active in strategic planning (90%), financial monitoring (99%), and even holding the management accountable for results through formal annual CEO performance evaluations (85%). It is a logical step to argue that board accountability can only be achieved through a similar form of assessment and evaluation at the top of the organization.

Despite the fears associated with board and director evaluation, which can be mitigated through effective methodology and implementation, there are a number of benefits to be gained:

- An accountability mechanism to ensure the board and directors are fulfilling their legal and governance responsibilities;
- An audit of the co-operative's governance practices and effectiveness;
- An assurance to be able to give to members, affiliates, regulatory bodies, and other stakeholders;

- A tangible means to observe the strengths and weaknesses of the board;
- A way for all members of the board to fully understand what is being asked of them;
- Higher standards through the clarification of a functional tool based on performance versus expectation;
- Identification of skills gaps and therefore training and development opportunities;
- Promotion of personal and corporate growth;
- Input to board succession and renewal process;
- An opening of the lines of communication among directors and with management, building unity and trust;
- An understanding of what the board has accomplished, and what yet needs to be completed;
- A commitment from all directors towards the priorities and effectiveness of the board ;
- An idea of the board/director's own worth; and
- Promotion of positive change and building of a road map to success for the whole organization ... all governance practices should contribute to the accomplishment of the mission/mandate.

A board may not be seeking to accomplish all of these objectives during an evaluation process, and it is important to clarify which are, and which are not, being included. For example, if the evaluation is meant to provide input to the process of selecting candidates for re-election, the types of questions, the method of delivery, and the degree of openness may all vary from a process where the sole goal is identifying training opportunities.

Most of those experienced with board evaluation recommend a more limited scope at first (self-improvement and board development), followed by more comprehensive uses later (governance audit, accountability, input to succession.)

2. Who? Choosing a Leader

The next step is to decide who should complete the board and director evaluation.

Select a leader who will co-ordinate and champion the evaluation process. Experience shows that if the evaluation process is led by a single individual from start to finish, the most effective results ensue.

Consider the following alternatives:

- External consultant/professional: particularly for the design and initial implementation stages, a consultant can bring ideas, rigour, experience, objectivity, and peer benchmarks to the process;
- One outside director: i.e. someone who is completely independent of management, who has an interest and time to lead the process, and the respect of the other board members (sometimes, but not often, this may be the Chair); and
- The Governance Committee or its Chair: often used to lead the evaluation process, since it is consistent with their scope.

Whatever choice is made, the objective is to find someone who does not have a bias or an axe to grind, and who has both the energy and the respect needed to bring all participants onside. Bear in mind, there will almost always be some board members and/or executives who are not convinced that performance evaluations are useful at all.

3. How? Applying the Evaluation

Next, decide how the evaluation will be applied. This involves answering several questions. What kind of a tool or questionnaire will be used? Some tools list capability statements and ask evaluators to rate them; others ask questions that respondents are meant to answer. How will we agree on its design? How will it be applied?

Here are some leading practices for consideration:

- Take the time to get both the tool right, and to get sign-off and active support from everyone involved, down to the last director and executive who will be involved.
- Consider 360-degree feedback: where a complete circle of people in authority levels around the individual or board complete the tool (e.g. executives as well as board members complete board evaluations; all board members complete peer evaluations).
- Include a variety of performance levels: inputs, activities, and results (outputs, outcomes and impacts) in the tool.
- Include a variety of response options: yes/no answers (most useful for identifying gaps); numerical ratings (e.g. 0 to 5 is easiest for most people; most useful for comparisons and rankings); and open-ended qualitative feedback (most useful for suggesting changes). Include an opportunity to indicate “not known” or “not applicable” as well.
- Keep the tool fairly simple and straightforward, not complex or onerous.
- Each question should deal with one performance or capability area only.

There are various delivery mechanisms as well:

- Written responses (faxed or mailed to a central point): the simplest and easiest approach;
- On-line questionnaires: a little tougher on the respondent (and technical proficiency and availability is essential – bear this in mind), but much easier on the processor! and
- Face-to-face interviews: more time intensive and requiring more tact, yet more likely to elicit deeper diagnostics and real critiques.

Decisions also need to be made about whether to evaluate individual directors, and if so, to use self (where each individual evaluates only themselves) or peer (where each individual rates all others) evaluation. Most agree to take this one step at a time: beginning with the board as a whole and later adding straight-forward questions about director preparation, attendance, skills, and participation. Move to more complete self-assessments, then only once everyone is comfortable with the process, adopt a full peer assessment instrument or tool.

4. Which? Choosing the Criteria

Decide which things the board and directors should be evaluated on.

- Begin with the co-operative’s mission, values, goals and strategic plan: these should at the very least be included as key performance areas, and perhaps they will also imply a useful framework (e.g. by key objective area, by stakeholder group, or balanced scorecard).
- Factor in the legal duties and powers (acts and bylaws), fiduciary and stewardship roles, terms of reference, and other known expectations of the board, committee, or directors. These will prompt questions or capability statements for the tool.
- Narrow the list down to the *must do’s*, the high priority areas the board should do right

The two sample evaluation tools, provided with this guide, give a number of suggested capability areas for questionnaires and evaluations in co-operatives and credit unions.

5. Where? Learning from Others

Take the time to review and learn from what leading organizations, inside and outside of the co-operative sector and your industry are doing in evaluation:

- Read articles, publications, periodicals, and trade publications for best practices in board and director evaluation.
- Talk to other co-ops and credit unions about their performance measurement and evaluation systems: what is working and what advice do they have? Our experience shows that most are willing to be open in sharing their forms and experiences.
- The person identified to lead the process should consult broadly internally with all directors and the CEO, listen and communicate about the right tool/instrument, criteria/questions, scope, and delivery mechanism to be used.

6. When? Coordinating the Plan

Plan when to evaluate:

- Align the cycle of evaluation with the overall governance cycle (including the planning and performance management cycle) of the co-operative or credit union. This is often a multi-year strategic cycle with annual (and sometimes quarterly) rolling updates. Tie the right type of evaluation to each step.
- Co-ops and other corporations often conduct an annual self-evaluation by the board and a more extensive and rigorous performance evaluation by an outside consultant every second year.
- Informal evaluations should be conducted as a supplement to more formal annual (or multi-year) evaluations; this ongoing monitoring creates a more cohesive flow of progress throughout the course of a year, identifies issues earlier, and builds confidence in the system.

7. So What? Adjusting Behaviour

Taking corrective action is perhaps the least well done of the steps; yet it is the most important in the long run.

These tie back to the original objectives of the program: now is the time to reap the benefits:

- Give members, affiliates, regulatory bodies, and other stakeholders the assurance that the board (and directors) has undergone a rigorous accountability and evaluation test.
- Identify skills gaps and undertake/resource training and development opportunities.
- Often, the Chair takes the lead in communicating and coaching individual directors in filling identified performance gaps.
- If this was an original (agreed-upon) objective, use results to feed into the board succession and renewal process (find ways to communicate or educate those involved to be more likely to re-elect strong performers).
- If board and directors are not fulfilling their legal and governance responsibilities, institute appropriate changes.
- Use results to feed into next year's planning process, objectives, priorities, even resource allocation to ensure accomplishment of what has not yet been achieved successfully.

Concluding Tips and Cautions

Key learnings from our research include:

- Board evaluation is best implemented iteratively;
- Beginning with informal, verbal evaluations, and moving to formal, written forms;
- Beginning with the board as a whole, then to individual directors;
- Self-assessment before peer evaluation;

- Align with and tie into milestones and overall corporate plan; and
- Disclose the process publicly, to members and other stakeholders, but not the results.

Evaluation Resource Links

- [Evaluating Board Performance](#) (January 1996) by Bob Cropp, Director, University of Wisconsin Center for Cooperatives
- [CMA Canada](#)

Acknowledgements

CCA acknowledges the kind co-operation and assistance of the following organizations that shared their own experiences and sample forms for board and director evaluation and significantly contributed to the completion of this instrument:

[Calgary Co-op](#)

[Co-op Atlantic](#)

[The Co-operators Group](#)

[Credit Union Central of Alberta](#)

[Credit Union Central of Canada](#)

[Credit Union Central of Manitoba](#)

[Credit Union Central of Ontario](#)

[Credit Union Central of Saskatchewan](#)

[CS Co-op/CS Alterna](#)

[The CUMIS Group](#)

[Gay Lea Foods Coop](#)

[GROWMARK, Inc.](#)

[LMS Life Management Strategies Inc.](#)

[Saskatchewan Wheat Pool](#)

and the publication *Measuring and Improving the Performance of Corporate Boards*, published by [CMA Canada](#), the Society of Management Accountants of Canada.

Individual Performance Scorecard Evaluation Tool for Individual Directors

This tool measures director performance in the following 6 dimensions (4 based on Robert Kaplan and David Norton's original Balanced Scorecard which is proprietary to them, plus 2 additional dimensions reflecting the core values and principles of co-operatives and credit unions):

- **Leadership**
- **Financial**
- **Member**
- **Community**
- **Process**
- **Learning**

Evaluate how well the director is currently performing in each capability:

First by writing under each director's initials:

3 = for strong performance in this capability: excellent, outstanding, or very well.

Then:

1 = for weak performance: poor, below standard, or requiring some improvement to be fully satisfactory

Finally:

2 (or leave blank: 2 is assumed) = fully satisfactory performance of this director in this capability.

Then, for those where you have indicated 1, briefly jot down your thoughts on "why" you responded this way, and "what" changes you suggest.

If you are performing a self-evaluation only, complete as above, but only for your own initials

Leadership Performance Dimension Directors are responsible for contributing to the strategic planning of the co-operative or credit union; for being the voices of the members to the organization; and for taking an explicit approach to governance.		Directors' initials (or name):					
		J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
1.	The director demonstrates an understanding of the mission, vision and values of the co-operative or credit union.						
2.	The director successfully applies the mission, vision and values in his/her board service.						
3.	The director actively participates in periodic strategic planning.						
4.	The director adds value to the planning and performance monitoring process.						
5.	The director demonstrates an understanding of the goals, objectives, strategies and measures of the co-op.						
6.	The director effectively contributes to the accomplishment of the co-op's goals and objectives.						
7.	The director demonstrates awareness of key issues and challenges facing the organization today and in the future.						
8.	The director understands and complies with the Act, Regulations, legislation and other requirements.						
9.	The director understands and complies with his/her legal duties, obligations, powers and liabilities.						
10.	The director thinks and acts independently of, and is not unduly influenced by, management.						
11.	The director assumes a leadership role as appropriate.						
12.							
13.							
Financial Performance Dimension Directors are responsible for understanding and monitoring the financial results of the co-operative or credit union (whatever balance of dividends/capital growth and low cost service/product delivery has been agreed in planning); and for the efficient use of capital in the firm.							
		J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
14.	The director is financially literate – able to read and understand all aspects of financial statements.						
15.	The director is a financial expert – able to prepare financial statements.						
16.	The director understands the approved financial objectives, strategies and budget of the co-op.						

17.	The director asks probing and informed questions of management about the financial results and reports.						
18.	The director understands the need for, and promotes the achievement of, sources of capital / funding.						
19.							
20.							
Member Performance Dimension Directors are responsible for ensuring effective, open member relations; for understanding and meeting the legitimate needs and expectations of the membership; for engaging and promoting the renewal and sustainability of the membership.							
		J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
21.	The director clearly understands and articulates legitimate member expectations and needs.						
22.	The director actively works towards achieving the members’ needs and aspirations.						
23.	The director recognizes and fulfils his/her responsibility to the members.						
24.	The director excels at listening.						
25.	The director excels at verbal communications.						
26.	The director is positive and constructive.						
27.	The director acts in the best interests of the members, without violating the legal obligation to act in the best interests of the co-operative or credit union.						
28.							
29.							
Community Performance Dimension Directors are responsible for ensuring they behave in a socially responsible manner; for engaging and promoting the interests and welfare of their local communities; for environmentally sustainable policies and practices; and for co-operating with other co-operatives.							
		J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
30.	The director exemplifies the code of conduct / ethics, not only complying but modelling behaviour.						
31.	The director clearly understands and discloses potential conflicts of interest.						
32.	The director understands and fully complies with confidentiality of board and co-operative matters.						

33.	The director understands and actively promotes co-operative principles and values.						
34.	The director is a model citizen in our community.						
35.	The director understands and actively promotes co-operation among co-operatives, including umbrella / centrals.						
36.							
37.							
Process Performance Dimension							
Directors are responsible for ensuring they are adequately participating in the internal structure, systems and processes; for serving on committees; for participating in overseeing the performance of the CEO; and for ensuring an effective system of internal control.							
		J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
38.	The director is clear on expectations of his/her roles, duties and responsibilities.						
39.	The director readily knows how well he/she is fulfilling his/her responsibilities and achieving their objectives.						
40.	The director is prepared for board/committee meetings including reading pre-meeting materials.						
41.	The director appears to devote enough time to board/committee service, including preparation and meetings.						
42.	The director has a strong attendance at board meetings, arriving on time and staying to the end.						
43.	The director actively participates in board meetings, deliberations and decisions.						
44.	The director brings fresh perspectives and constructive questions to board deliberations.						
45.	The director serves actively and effectively on committees of the board.						
46.	The director focuses on priorities, matters of significance to the board and co-op.						
47.	The director clearly distinguishes between the governance role of the board and the role of management.						
48.	The director actively supports all board decisions, whether originally in support or not.						
49.	The director has a strong, positive working relationship and communications with the board chair.						
50.	The director has a strong, positive working relationship and communications with the CEO.						
51.	The director acts in the best interests of the co-operative or credit union.						
52.							
53.							

Learning Performance Dimension Directors are responsible for ensuring that they are adequately prepared for change; for encouraging a culture of learning and innovation; for ensuring the succession of effective, skilled leadership; and for promoting learning among the membership and community (including about co-operative principles.)						
	J.K.	L.J.	R.N.	G.F.	R.R.	J.C.
54. The director acts in proactive and anticipatory ways, rather than reactive and passive.						
55. The director demonstrates adequately preparation for every board/committee meeting.						
56. The director positively works to identify gaps in skills and competencies, including his/herself.						
57. The director actively participates in his/her own development, including training and education.						
58. The director stays abreast of key developments in the co-op's industry, sector and environment.						
59. Overall, the director contributes to the effectiveness of the board.						
60. Overall, the director performs well.						
61. I would vote for this director ¹						
62.						
63.						

Additional comments and suggestions:

¹ Question taken from ICE in the U.S.

Team Performance Scorecard Evaluation Tool for the Board as a whole and Committees							
<p>This tool measures board/committee performance in the following 6 dimensions (4 based on Robert Kaplan and David Norton’s original Balanced Scorecard which is proprietary to them, plus 2 additional dimensions reflecting the core values and principles of co-operatives and credit unions):</p> <ul style="list-style-type: none"> ▪ Leadership ▪ Financial ▪ Member ▪ Community ▪ Process ▪ Learning 	<p>Evaluate how well the board (or committee) is currently performing on each capability: First on a scale of 0 to 5:</p> <p>0 = nothing being done here, much room for improvement;</p> <p>1 = not at all well; a lot of room for improvement;</p> <p>2 = poorly; a little</p> <p>3 = moderately well</p> <p>4 = quite well; little room for improvement</p> <p>5 = very well; almost no room for improvement</p> <p>Then, for those where you have indicated 0-2, jot down your thoughts on “why” you responded this way, and “what” changes you suggest.</p>						
<p>Leadership Performance Dimension</p> <p>The Board is responsible for ensuring the strategic direction of the co-operative or credit union; for being the voice of the members to the organization; and for taking an explicit approach to governance.</p>							
		0	1	2	3	4	5
1.	The board is actively involved in the periodic review of the mission, vision, and values of the co-operative.						
2.	The board is actively involved in the strategic planning process, including setting the direction and goals.						
3.	The board approves specific annual objectives, strategies and budgets (usually prepared by management.)						

4.	The co-operative or credit union has an effective, relevant planning process.						
5.	The board understands the most significant risks (and opportunities) facing the co-operative or credit union.						
6.	The board ensures that management has in place an effective system to identify and manage risks.						
7.	The board decides on the organization’s governance principles, model/framework and practices.						
8.	The board understands and ensures compliance with the Act, Regulations, other legislation and requirements.						
9.	The board sets broad strategic results-oriented policies (vs. operating / activities procedures.)						
10.	The board effectively monitors management’s compliance with major board-approved policies.						
11.	The board has specifically delegated authority levels to the CEO, in writing, clearly.						
12.	The organization has a delegation of authorities document governing approval and reporting limits and levels.						
13.	The board thinks and acts independently of, and is not unduly influenced by, management.						
14.	Overall, the co-operative or credit union has a clear and useful strategic and/or business plan.						
15.	Overall, the organization’s governance is rigorous and effective.						
16.	Overall, the board excels in providing strategic leadership to the co-operative or credit union						
17.							
18.							
Financial Performance Dimension The Board is responsible for ensuring the financial results of the co-operative or credit union (whatever balance of dividends/capital growth and low cost service/product delivery has been agreed in planning); and for the efficient use of capital in the firm.							
		0	1	2	3	4	5
19.	The board approves objectives and policies for the co-op’s financial, cost and capital performance.						
20.	The board receives and uses measures of the co-op’s financial, cost and capital performance.						
21.	The board receives and understands measures of the financial performance of peers.						
22.	The board approves specific financial objectives and targets each year (and each quarter if applicable.)						
23.	The board monitors the co-op’s financial performance to these objectives, targets and benchmarks.						

24.	The board regularly reviews and approves the financial reports, disclosures and statements of the co-op.						
25.	The board asks probing and informed questions of management about the financial results and disclosures.						
26.	The board promotes and ensures a culture of openness and transparency at the organization.						
27.	The co-operative or credit union excels in reporting and disclosure of its financial performance.						
28.	The co-operative or credit union excels in reporting and disclosure of its operational performance.						
29.	The co-operative or credit union excels in reporting and disclosure of its strategic, long-term performance.						
30.							
31.							
Member Performance Dimension							
The Board is responsible for ensuring effective, open member relations with the co-operative or credit union; for understanding and meeting the legitimate needs and expectations of the membership; for engaging and promoting the renewal and sustainability of the membership.							
		0	1	2	3	4	5
32.	The board approves objectives and policies for the co-op's member satisfaction and loyalty performance.						
33.	The board receives and uses measures of the co-op's member satisfaction and loyalty performance.						
34.	The organization employs an effective system to identify and understand member needs and expectations.						
35.	The board regularly reviews the range of services/products (and their delivery) of the co-operative.						
36.	The co-operative or credit union offers the right range of products and/or services to meet member needs.						
37.	The board calls for and approves action plans to enhance member relations and to engage members.						
38.	The board reviews customer delivery, service and pricing standards and policies, approving where appropriate.						
39.	The organization excels in customer delivery, service and pricing practices.						
40.	The board ensures an effective two-way communication system with the members.						
41.	The co-operative or credit union excels in member relations.						
42.	Members understand the financial performance of the co-operative or credit union.						
43.	Members understand the operational performance of the co-operative or credit union.						

44.	Members understand the strategic, long-term performance of the co-operative or credit union.						
45.	The board promotes and ensures open democratic control of the co-op by the membership.						
46.	Members effectively play their role in selecting and electing the right mix of people/skills to the board.						
47.	Members effectively play their role in holding the board accountable for governance, leadership and performance.						
48.	Members attend in good numbers, and actively participate in annual and other membership meetings.						
49.							
50.							
Community Performance Dimension							
The Board is responsible for ensuring the co-operative or credit union behaves in a socially responsible manner; for engaging and promoting the interests and welfare of their local communities; for environmentally sustainable policies and practices; and for co-operating with other co-operatives.							
		0	1	2	3	4	5
51.	The board approves objectives and policies for the co-op’s social, community and environmental performance.						
52.	The board receives and uses measures of the co-op’s social, community and environmental performance.						
53.	The board ensures that a code of conduct / code of ethics is in place.						
54.	The board monitors compliance with the code of conduct / ethics to ensure it is being followed by all.						
55.	The board has an effective system to identify and deal with conflicts of interest among board members.						
56.	The board understands and actively promotes co-operative principles and values.						
57.	The co-operative or credit union is a model citizen in our community.						
58.	The board understands and actively promotes co-operation among co-operatives, including umbrella / centrals.						
59.	The co-operative or credit union is a model citizen in the co-operative sector.						
60.	The board understands and takes into account the impact of its decisions on all stakeholders.						
61.	The board ensures an effective two-way communication system with all stakeholders.						
62.	The co-operative or credit union excels in stakeholder relations.						
63.							
64.							

Process Performance Dimension The Board is responsible for ensuring the internal structure, systems and processes within the co-operative or credit union are working effectively; for employing committees when they can better accomplish aims and strategies; for overseeing the performance of the CEO; and for ensuring an effective system of internal control.						
	0	1	2	3	4	5
65. The board approves objectives and policies for the co-op’s quality, service and value performance.						
66. The board receives and uses measures of the co-op’s quality, service and value performance.						
67. The board has clear terms of reference for its roles, duties and responsibilities.						
68. The board readily knows how well it is fulfilling its responsibilities and achieving its objectives.						
69. The board understands and respects the distinction between its responsibilities and those of management.						
70. The board operates smoothly and respectfully as a team unit.						
71. The board meets the right number of times each year.						
72. The board meets for the right length of time each meeting.						
73. The board has regularly scheduled in-camera sessions at board meetings.						
74. The board/committees have access to outside professional advice (accounting, legal, etc.) if necessary.						
75. Deliberations and discussions at board meetings are strategic (high level) and focus on priority (key) issues.						
76. Discussions at board meetings are open, respectful and air opposing views effectively.						
77. The board’s decisions are wise, timely, useful, and consistent with approved objectives and policies.						
78. The board uses an annual calendar to plan meetings, address issues and align with planning and reporting cycles.						
79. The board’s minutes are clear and useful.						
80. The board receives the right information it needs to fulfil its responsibilities, including board packages.						
81. The board receives the information it needs to fulfil its responsibilities in a timely manner.						
82. The board ensures it receives the appropriate information from management to fulfil its duties.						
83. The board ensures an effective system of internal controls is in place.						
84. The board ensures an effective system to track results (to planned objectives) is in place.						

85.	The board monitors results compared to planned, prior and peer performance.						
86.	The board formally evaluates the performance of the CEO at least annually, against agreed-upon targets, following an inclusive yet respectful method.						
87.	The board ties recognition, compensation and authority levels to the CEO's performance results.						
88.	The chair of the board understands and fulfils his/her responsibilities well.						
89.	The chair of the board and the CEO have a strong, positive working relationship.						
90.	The Audit Committee has clear terms of reference that provide it sufficient latitude to perform.						
91.	The Audit Committee has the right number and mix (skills and representation) of members.						
92.	The Audit Committee functions smoothly and effectively.						
93.	The Audit Committee selects the external auditor (membership vote) and ensures its independence.						
94.	The Audit Committee meets with the external auditor regularly, with and without management present.						
95.	The Audit Committee meets with the internal auditor regularly, with and without executives present.						
96.	The Audit Committee ensures internal controls are effective and reports on these to the board.						
97.	The Audit Committee has a strong working relationship with management.						
98.	The Audit Committee carries out its duties effectively and clearly reports to the board.						
99.	The Governance Committee has clear terms of reference that provide it sufficient latitude to perform.						
100.	The Governance Committee has the right number and mix (skills and representation) of members.						
101.	The Governance Committee functions smoothly and effectively.						
102.	The Governance Committee has a strong working relationship with management.						
103.	The Governance Committee carries out its duties effectively and clearly reports to the board.						
104.	The H.R./Comp. Committee has clear terms of reference that provide it sufficient latitude to perform.						
105.	The H.R./Comp. Committee has the right number and mix (skills and representation) of members.						
106.	The H.R./Comp. Committee functions smoothly and effectively.						
107.	The H.R./Comp. Committee has a strong working relationship with management.						
108.	The H.R./Comp. Committee carries out its duties effectively and clearly reports to the board.						
109.	The Executive Committee has clear terms of reference that provide it sufficient latitude to perform.						

110.	The Executive Committee has the right number and mix (skills and representation) of members.						
111.	The Executive Committee functions smoothly and effectively.						
112.	The Executive Committee has a strong working relationship with management.						
113.	The Executive Committee carries out its duties effectively and clearly reports to the board.						
114.	The board reviews and ensures the adequacy and scope of compensation paid to directors (including if none) on a regular basis.						
115.	The board has the right committee structure and makes good use of committees.						
116.	The board and management have an excellent working relationship.						
117.	The board and CEO have an excellent working relationship.						
118.							
119.							
Learning Performance Dimension							
The Board is responsible for ensuring that the co-operative or credit union is adequately prepared for change; for encouraging a culture of learning and innovation; for ensuring the succession of effective, skilled leadership; and for promoting learning among the membership and community (including about co-operative principles.)							
		0	1	2	3	4	5
120.	The board approves objectives and policies for the co-op’s learning, innovation and change performance.						
121.	The board receives and uses measures of the co-op’s learning, innovation and change performance.						
122.	The board is proactive and anticipatory, rather than being reactive and passive.						
123.	The board has the right mix of skills, experience and expertise to effectively govern the co-op.						
124.	The board has strong diversity of representation (gender, heritage, language, regions, etc.)						
125.	The board is representative of the membership.						
126.	The board is the right size.						
127.	The board has agreed on the best way(s) to promote election of skilled, competent and representative board members in the future (e.g. member education, skills profiles, pool of candidates, nominating, mentoring.)						
128.	The board has an effective orientation program for newly elected directors.						

129.	The board has an effective ongoing director development program for experienced directors.						
130.	The board succession and development plans reflect the results of performance evaluations.						
131.	The board succession and development plans are designed to meet identified needed competencies.						
132.	The board stays abreast of key developments in the co-op's industry, sector and environment.						
133.	The board formally evaluates its own performance on a regular basis.						
134.	The organization has a comprehensive management succession plan that the board reviews.						
135.	The board empowers and encourages the CEO.						
136.	The board promotes and ensures the professional development of the CEO.						
137.	The board promotes and encourages the recruitment and retention of high potential and high performance employees (through the CEO.)						
138.	The board promotes and encourages the development of all employees (through the CEO.)						
139.	Overall, the board is contributing to the success of the co-operative or credit union.						
140.	Overall, the board is performing well.						
141.							
142.							

Additional comments and suggestions: