



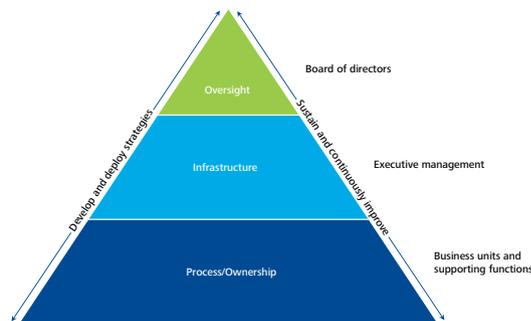
Governance Services
Beyond compliance

Today's corporate board member is faced with many challenges

Investors, regulators and legislators all have an ongoing interest in the role of the board. As representatives of the shareholders, the board plays a key role in overseeing the organization and ensuring that it continues to operate in the best interests of its shareholders. Given the complexity of today's organizations, that is no simple or straightforward task.

A board must have a clear understanding of how it fits into the organization's overall corporate governance framework. As the graphic below shows, the board sits at the top of a Risk Intelligent Enterprise's corporate governance program.

The Risk Intelligent Enterprise™



In addition to being responsible for a number of truly critical governance elements – including executive talent management, the assessment of the company's strategy and risk programs, and setting the tone at the top – the board must monitor the governance infrastructure and processes owned by executive management and various business units.

To maintain trust and enhance the performance of the organizations they oversee, it is critical for boards to regularly evaluate their processes and identify actionable improvements. In addition to making the board more effective and efficient, this will also create the basis for robust and transparent public disclosures regarding the board, its members, and its activities.

Board Governance Assessments

An evaluation process should uncover opportunities to strengthen effectiveness and identify efficiencies; it should not be a “check the box” exercise.

Our board governance assessment services are highly specialized and uniquely designed to meet the needs of an individual board and/or its committees. The primary activities include:

- **Current Practice Benchmarking**

Board practices, processes, policies, and documentation are assessed and compared against peer companies leveraging our significant experience and knowledge bases.

- **Executive Management and Director Interviews and Surveys**

This important step helps us focus the assessment on the areas of greatest opportunity for strengthened effectiveness and of greatest interest to the board.

- **Facilitated Board workshop**

A facilitated workshop, utilizing anonymous voting technology, allows the Board to come together to discuss key opportunity areas and, together, develop concrete actions plans to strengthen effectiveness.

- **Peer and Self Evaluation**

Designed to be a positive experience, this process assists directors in identifying personal development opportunities.

Through our unique and collaborative approach, we work with Boards to identify areas to strengthen effectiveness and develop key actions to improve performance across a number of important areas including:

- Board competencies and composition
- Practices, processes, and policies
- Information and communication

Our approach has been developed and refined over time based on our significant experience in working with boards and various other stakeholders including management and regulatory bodies.

Our live, in-the-boardroom programs are designed to provide an interactive, world-class experience that is recognized for its high level of customization

CEO Succession Planning and Transition Services

A CEO appointment is one of the board's greatest opportunities to affect performance and future direction of the company.

Appointing a new CEO is one of the most important decisions any board is going to make. Our CEO transition services are designed to ensure the success of the selection process by positioning the new CEO for success. Our primary activities to ensure a successful transition and integration are as follows:

- Develop specifications for the CEO role and candidate qualifications
- Facilitate the selection committee decision making process
- Assist with the onboarding process, including the development of 90 and 180-day plans
- Facilitate a new-leader integration meeting to engage and align the team
- Provide guidance to the board and CEO in terms of success

Allowing our professionals to assist you in following these steps will pave the way for success for your organization.

Director Development Programs

A better approach

To benefit today's corporate directors, continuing education programs must be delivered by a distinguished faculty that will have credibility with the board. A properly designed program offers opportunities to improve effectiveness, deepen the board's knowledge of external forces and developments and create a healthier working relationship between management and the board. It is then that board continuing education becomes something more valuable – director development, a key element of the board's culture.

We help board members strike the right balance between effectiveness and efficiency:



Our unique approach to director development programs

In coordination with our worldwide DTT network, Deloitte applies a customized, consultative approach to the development and delivery of director development programs.

Our live, in-the-boardroom programs are designed to provide an interactive experience that is recognized in its level of customization. We begin with a needs assessment, working closely with those who know your company best, to align the program with the specific matters of interest or challenges facing your company and board. Sessions are focused precisely on what your board wants and needs to know.

Our philosophy is, "If it is of interest to your board or a board committee, we can build a session to address it."

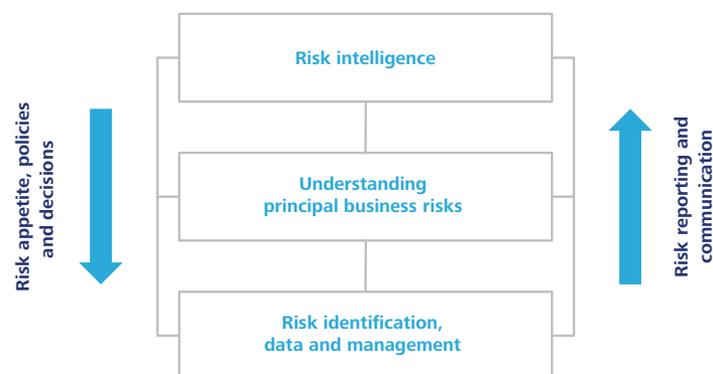
Governance, regulatory requirements, and financial reporting are common starting points for program development.

Other topics often include:

- The board's role in risk oversight
- The board's role in strategy and growth
- Growth, productivity and innovation
- Environmental and social performance
- Executive compensation
- Talent management including board composition and succession planning
- The Board's role in Mergers and Acquisitions

We can also work with the company to create new board member orientation programs. No matter what topics are selected, the subject-matter specialists deliver content in a manner that recognizes the broad spectrum of experiences represented on most corporate boards, ensuring benefits for both seasoned and new directors.

A model for risk intelligence



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About the Centre for Corporate Governance

Deloitte's Centre for Corporate Governance is designed to provide executives, directors and the governance community with a single point of access to current developments, Deloitte perspectives, learning materials, best practices, technical resources, reference materials and other useful information related to corporate governance. Our goal is to provide directors with high-level, quality resources that may be used to create a more effective oversight process.

Deloitte is committed to providing the highest level of client service, and we are happy to offer this site on a complimentary basis to all interested directors.

You can access the important work of the Centre by visiting www.corpgov.deloitte.ca.

The Directors' Series Beyond Compliance

A director's oversight role is increasingly important and increasingly technical, fraught with unprecedented risk and complexity. Deloitte's Directors' Series events are held as live satellite broadcasts in locations across the country. They provide Canadian corporate directors with an opportunity to keep up with their learning requirements in a time of frequent change and new demands.

Held three times a year, these complimentary sessions are open to all interested corporate directors.

To access past broadcasts, please visit www.deloitte.com/ca/directorsseries

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