

POLICY TYPE: GOVERNANCE PROCESS

4-26 Board Effectiveness Evaluation Policy

POLICY

In order for the Board to achieve its public protection mandate, it must govern with excellence and integrity and hold itself accountable. The Board recognizes that poor governance ultimately costs COO much more than does allocating resources to support the Board in learning to govern well. The Board, as a whole, and individual Directors will invest time and resources to enhance their understanding and ongoing implementation of governance excellence. Further, the Board recognizes that in order to do so, it needs an ongoing plan for evaluating the Board's effectiveness and continuous Board learning and development.

Given this commitment, the Board will assess its performance by conducting annual Board effectiveness self-evaluations and periodic third-party effectiveness evaluations that adhere to the principles and process outlined below:

Annual Effectiveness Self-Evaluation

1. Directors are required to participate in annual Board self-evaluations. In addition, Directors and Appointed Committee Members are required to complete annual committee effectiveness evaluations.
2. The Board Chair is authorized to take steps to ensure that all Directors and committee members complete the self-evaluations and do so in a timely manner.
3. The Board effectiveness self-evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions. The Committee evaluation will address each specific Committee's effectiveness and will be used annually.
4. These effectiveness self-evaluations will take place in the last quarter of the calendar year.
5. The Board will meet in February/March to review a report of the results of the Board and committee self-evaluations and to develop an action plan for the coming year. The plan will be linked to and recorded in the Board's Annual Work Plan.
6. Following the Board discussion regarding the results, the Board will report in public session the following:
 - a. The record of the Board effectiveness self-evaluation taking place
 - b. The number of Directors participating
 - c. The Board's related action plan in response to the learning resulting from the evaluation.

Third-Party Effectiveness Evaluation

7. Every three years, the Board will undergo an effectiveness evaluation by an independent third party. All Board members are required to participate in the third-party effectiveness

evaluation.

8. The Board Chair is authorized to take steps to ensure that all Directors participate in the third-party effectiveness evaluation.
9. The Board third-party effectiveness evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions.
10. The Board will meet to review a report of the results of the third-party effectiveness evaluation and to develop an action plan for the coming year. The plan will be linked to and recorded in the Board's Annual Work Plan.
11. Following the Board discussion regarding the results, the Board will report in public session the following:
 - d. The record of the third-party effectiveness evaluation taking place
 - e. The number of Directors participating
 - f. The Board's related action plan in response to the learning resulting from the evaluation.