

### Make Your Team Accessible

An effective CEO and board relationship requires open access to management. There are two methods to continuously achieve this valuable interaction. The first is to invite the regular attendance of key management to selected portions of your board meetings. The second is to encourage personal 1:1 contact between members of management and individual board members.

At each board meeting, particularly during the operating performance review section of the agenda, your board will find it extremely valuable to have the heads of sales, marketing, R&D, manufacturing, human resources and finance present. These individuals are close to the day-to-day action and can provide additional insight into the drivers of business and financial performance. Through formal presentations on specific issues and their availability to answer questions from board members, the discussions are greatly enhanced by their attendance. Your board will get to see them in action, presenting and answering director questions. This provides the directors with additional perspective for succession planning discussions. Each management attendee also benefits by gaining a better understanding of how boards function, important board issues and the overall board dynamics.

#### Directors Need to Learn

Board members have the right and fiduciary duty to talk to management to learn about your business and discuss issues of concern to the board. They also need to get to know your management team individually so that they can have informed views when they discuss organization structure and succession planning issues. However individual contact between your management team members and directors should avoid distraction to your management team and never be disruptive to your authority.

Normally, committee chairs and committee members will have periodic on-going contact with key members of management so fulfill their committee responsibilities. For example, it would be expected that the Audit Committee chair and committee members would be in frequent contact with the CFO, Director of Finance, Director of Internal Audit and Director of Tax to fulfill their committee responsibilities. On a higher level, there is great benefit for board members to periodically discuss broader issues with management team members. These can include strategic issues, competitive activity and their personal development. To ensure that the proper protocol is in place, directors should advise your office of all personal contact or visits on these broader issues and use your assistance in arranging the meetings. This will ensure that you are aware of any contact and that board members are not interfering in normal business activities.

### Interaction Creates Success

Directors need formal and informal exposure to your key leaders to better help you with succession planning and ensuring that you have the right leadership to successfully implement your strategy. Tap into their expertise by facilitating director contact with your leadership team. The time spent will pay big dividends.