

## Using Your Lead Director Effectively

A non-executive Chair or Lead Director can play an important role in providing feedback and also enhancing and facilitating communications between you and your board. It is critical that you and your Lead Director discuss your roles and how you can most effectively work together. As a starting point, reflect on the particular issues facing your company and how you can both effectively work on these issues.

### Trust and Respect

An effective Lead Director must have the respect and trust of the other independent directors and the CEO to work effectively. Many times, there are instances of sensitive and difficult communications between board members and between the board and the CEO. The board members and the CEO must feel that trust and integrity will be maintained by the Lead Director at all times.

The Lead Director must also exhibit some other requisite skills such as the ability to effectively run meetings, listen well to all viewpoints, draw out the opinions for each of the directors and synthesize all the feedback, both positive and negative, into actionable items. The Lead Director must not be afraid to challenge you as CEO and have respectful but direct conversations with you if the board differs on important issues.

### Structure & Candid Discussion

Since there is limited time at board meetings, effective use of the board's time is critical for success. The Lead Director can play a very important role in helping to structure agendas and board materials to ensure fruitful and productive discussions of relevant issues to the board. This usually requires a substantial amount of work prior to board meetings and a close working relationship with you.

At the conclusion of each board meeting, time should be allotted for a discussion between independent directors without management present. Boards that have done this have found it to be a very effective process to establish and sustain independence and increase director involvement.

These independent director discussions may have a slightly different tone and content compared to board meetings. They tend to be a bit less formal and more conversational eliciting comments from all directors, even those who say little during formal board meetings. They also provide directors with the opportunity to digest what they have heard during the board meeting and collect their thoughts on the feedback they want to provide back to you.

### Feedback

For an effective CEO and board relationship, it's important that a mechanism be developed to provide feedback to you as soon after the board meeting as practical. This feedback process should be clear and consistent either through the lead director, non-executive chair or a senior board member. You must be confident that whoever is providing the feedback is truly representing the board and not focused on personal agendas.

Use this individual as a valuable resource to help you understand your board members and build better relationships with your board as well as individual directors. You can also use this person to communicate any sensitive issues to the independent directors. For example, if you think that the board is interfering too much in strategy development, use this individual to work through that issue for you.