

A BOARDROOM ADVISORY WORKSHEET

The Board Effectiveness Self-Assessment.

Thirty questions for Chairs and SIDs to assess the board they actually have, not the one described in the annual report. Space to write the answers.

Boardroom Advisory
by Beyond Governance

beyondgovernance.com

BEFORE YOU BEGIN

A working assessment, not a questionnaire.

This worksheet produces no score. It produces a view. Where the answers are uncomfortable, that is the point.

Most boards are reviewed externally every three years. That is right, and for premium-listed boards it is required by **Provision 21 of the UK Corporate Governance Code**. Between formal reviews, however, the board has to assess itself honestly — and most do it poorly.

The problem is rarely lack of care. It is lack of a framework rigorous enough to surface the uncomfortable answers. Questionnaires that ask directors to rate effectiveness on a scale produce flattering averages and no insight.

How to use this worksheet

Work through the questions alone in a single sitting. **Two hours uninterrupted is the right format.** Do not delegate, do not workshop, do not pre-commit to answers. Write directly onto the page.

Answer honestly. The document does not need to be shared; the purpose is diagnosis, not disclosure.

At the end, use the reflection page to note the **five questions whose answers concern you most**. Those five define the conversation the board needs to have next.

> **Six parts. Thirty questions.**
>
> Composition · Chair & dynamics · Decision quality · Information · Challenge culture · Succession. Each question has room to write; finish with a one-page reflection.

COMPLETED BY _____ ROLE _____ DATE _____

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PART ONE · QUESTIONS 01–05

Composition and capability.

Whether the board you have is the board the company needs — set against today's strategy and risks, not yesterday's.

QUESTIONS 01 – 02

01

WOULD YOU BUILD THIS BOARD TODAY?

If you were building this board from scratch today, with the company's current strategy and risks in mind, how many of the current directors would you appoint?

NOTES

02

THE GAP AN ACTIVIST WOULD FIND

Which skill or experience gap on the board would most concern an activist shareholder preparing a proxy fight?

NOTES

QUESTIONS 03 – 04

03

APPOINTMENTS FOR CAPABILITY, NOT ROTATION

When was the last NED appointment made primarily because the board needed a specific capability, rather than because a term had ended and a replacement was required?

NOTES

04

THE DIRECTOR YOU COULD NOT REPLACE

Which director, if they left tomorrow, would leave a capability gap the board could not quickly fill?

NOTES

QUESTIONS 05

05

INDEPENDENCE BEYOND THE FORMAL TESTS

How many of the independent directors would a reasonable investor genuinely consider independent, setting aside the formal tests?

NOTES

PART 01 · REFLECTION

Before you move on — reflections on composition and capability.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

WHAT STOOD OUT

QUESTIONS TO FLAG FOR THE REFLECTION PAGE

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PART TWO · QUESTIONS 06–10

Chair and dynamics.

How power flows around the table — who leads, who defers, and what goes unsaid.

QUESTIONS 06 – 07

06

FIRST OR LAST ON CONTENTIOUS ITEMS

Does the Chair speak first or last on contentious items? What does that pattern produce?

NOTES

07

INDEPENDENCE FROM THE CHAIR AND CEO

When was the last time the board reached a different conclusion from the one the Chair or CEO had indicated they preferred?

NOTES

QUESTIONS 08 – 09

08

THE LONE DISSENTING VOICE

Who on this board is prepared to be the only voice holding a minority position, and does so more than once a year?

NOTES

09

DEFERENCE AND DISMISSAL

Are there any directors whose views are routinely deferred to beyond what their role warrants? Are there any whose views are routinely dismissed or minimised?

NOTES

QUESTIONS 10

10 THE UNSPOKEN RULES

If a new director joined tomorrow, what unspoken rules of the board would they need six months to learn?

NOTES

PART 02 · REFLECTION

Before you move on — reflections on chair and dynamics.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

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QUESTIONS TO FLAG FOR THE REFLECTION PAGE

PART THREE · QUESTIONS 11–15

Decision quality.

Whether the board deliberates, ratifies, or absorbs — and whether the record would stand up to scrutiny.

QUESTIONS 11 – 12

11

DELIBERATE OR RATIFY

Of the five most significant decisions the board has taken in the last eighteen months, how many did the board genuinely deliberate on, and how many did it effectively ratify?

NOTES

12

RESOLVED, OR ABSORBED

When a decision is contested, how is disagreement resolved? Is it genuinely resolved, or is it absorbed?

NOTES

QUESTIONS 13 – 14

13

WILLINGNESS TO POSTPONE

How often does the board postpone a decision because it does not yet have the information or the time to take it properly?

NOTES

14

SAYING NO TO THE EXECUTIVE

When was the last time the board said no to a meaningful executive proposal?

NOTES

QUESTIONS 15

15

IF THE DECISION TURNED OUT TO BE WRONG

If a significant board decision from the last two years turned out to be wrong, could the minutes and supporting papers evidence why the board believed it was right at the time?

NOTES

PART 03 · REFLECTION

Before you move on — reflections on decision quality.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

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QUESTIONS TO FLAG FOR THE REFLECTION PAGE

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PART FOUR · QUESTIONS 16–20

Information and papers.

What the board sees, what it does not see, and who controls the filter between the two.

QUESTIONS 16 – 17

16

INFORMED, OR BRIEFED

When you finish reading the board pack, do you feel better informed or simply better briefed? There is a difference.

NOTES

17

THE PAPERS THAT ARRIVE LATE

Which papers repeatedly arrive late, and what does that tell you about the process behind them?

NOTES

QUESTIONS 18 – 19

18

WHAT YOU ARE NOT TOLD

What are the board not told, that the executive knows, and that the board would want to know if they knew it existed?

NOTES

19

UNFILTERED INFORMATION

Does the board receive any information that is not filtered through the executive? If so, from where?

NOTES

QUESTIONS 20

20

PUSHBACK, AND WHETHER IT STUCK

When was the last time the board pushed back on the quality of papers, and was the pushback acted on?

NOTES

PART 04 · REFLECTION

Before you move on — reflections on information and papers.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

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QUESTIONS TO FLAG FOR THE REFLECTION PAGE

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PART FIVE · QUESTIONS 21–25

Challenge culture.

Whether minds genuinely change around the table, and whether challenge holds when it matters most.

QUESTIONS 21 – 22

21

MINDS VISIBLY CHANGED

In the last six meetings, how many times has a director said something that visibly changed another director's mind?

NOTES

22

WHO ASKS THE UNCOMFORTABLE QUESTION

Who is the first to ask the uncomfortable question, and who supports them when they do?

NOTES

QUESTIONS 23 – 24

23

A QUIETLY DIMINISHING VOICE

Is there a director whose contribution has quietly diminished over the last year? Has anyone asked why?

NOTES

24

CHALLENGE WHEN THE CEO IS UNDER PRESSURE

When the CEO is under pressure, does the board challenge harder, or does it soften?

NOTES

QUESTIONS 25

25

THE OUTSIDE VIEW OF YOUR CHALLENGE CULTURE

How would the most challenging director you have ever worked with rate the challenge culture of this board?

NOTES

PART 05 · REFLECTION

Before you move on — reflections on challenge culture.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

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QUESTIONS TO FLAG FOR THE REFLECTION PAGE

PART SIX · QUESTIONS 26–30

Succession and the future.

Whether the board is configured for the business you will be running, rather than the one you were.

QUESTIONS 26 – 27

26

IF THE CEO RESIGNED TOMORROW

If the CEO resigned tomorrow, who would lead the business in the interim, and who would be the credible permanent successor?

NOTES

27

IF THE CHAIR STEPPED DOWN UNEXPECTEDLY

If the Chair stepped down unexpectedly, which current NED would credibly take the role?

NOTES

QUESTIONS 28 – 29

28

THE NEXT TERM TO END

Which director's term ends next, and has the board started planning the succession?

NOTES

29

BUILT FOR THE BUSINESS YOU ARE RUNNING

Does the board composition reflect the business you are running in three years, or the business you were running three years ago?

NOTES

QUESTIONS 30

30

WHAT THE MINUTES WOULD TELL A SHAREHOLDER

If you read the minutes of your board meetings to a shareholder without telling them which company they referred to, what would they conclude about the quality of governance?

NOTES

PART 06 · REFLECTION

Before you move on — reflections on succession and the future.

Step back from the individual questions. What pattern do the answers together suggest about this part of the board's work?

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QUESTIONS TO FLAG FOR THE REFLECTION PAGE

REFLECTION

The five questions that concern you most.

Having completed the thirty, note the five whose answers concern you most. Those five define the conversation the board needs to have next.

01 QUESTION NUMBER & WHY IT CONCERNS YOU

02 QUESTION NUMBER & WHY IT CONCERNS YOU

03 QUESTION NUMBER & WHY IT CONCERNS YOU

04 QUESTION NUMBER & WHY IT CONCERNS YOU

05 QUESTION NUMBER & WHY IT CONCERNS YOU

AFTER THE ASSESSMENT

What to do next.

Most boards do not pass this assessment without discomfort. What matters is what you do with the answers you did not want to give.

If most of your answers were straightforward and reassuring, consider whether you answered honestly. Most boards do not pass this assessment without discomfort.

If **five or more of your answers caused meaningful concern**, the board has work to do that cannot be deferred to the next triennial review.

> The usual next step is a confidential conversation with someone outside the board who can help you structure the response.
>
> — Beyond Governance

That is the point at which an externally facilitated review becomes useful, rather than procedural.

About Beyond Governance

Beyond Governance conducts board, committee and individual director effectiveness reviews for listed, regulated and private company boards. Reviews are delivered at a fixed project fee, led by senior practitioners with lived board experience.

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LET'S TALK

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