



A2.5A BOARD EVALUATION

The Board is committed to Board evaluation, the purpose of which is to provide Directors with an opportunity each year to examine how the Board, the Board Chair, the Board Committees and individual Directors are performing, and to identify opportunities for improvement.

PROCESS

Each year, the Human Resources and Governance Committee recommends to the Board the specific evaluation process to be undertaken. The process is appropriate to the stage of development of the Board.

BOARD EVALUATION

The objective of the Board evaluation process is to assist the Board to:

- assess the overall performance of the Board and measure the contributions made by the Board to the Foundation;
- evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of the Foundation;
- add value to the Foundation; and
- enhance and maintain best governance practices.

Typically, the evaluation process covers:

- the appropriateness of the Board composition;
- the quality of Board meetings including topics, time allocation, pre-meeting packages and presentations;
- Board dynamics, including the quality of the discussion and the culture;
- The appropriateness and sufficiency of financial and operational reporting;
- The quality of the relationship between the Board and the CEO;



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- The effectiveness of the Committees including overall Committee structure and contribution of Committees to the Board’s work;
- Director training and education; and
- The effectiveness of the Board’s processes with respect to strategic planning, risk review, CEO evaluation and succession.

BOARD CHAIR EVALUATION

Board Chair evaluation is based on the expectations of the Board Chair set out in the Board Chair Position Description and covers such areas as:

- integrity and ethics;
- management of Board meetings;
- management of information flow between the Board and the CEO;
- management of the Board’s decision-making processes;
- relationship with the CEO; and
- relationship with Board members.

DIRECTOR EVALUATION

When Directors are evaluated on an individual basis, the evaluation is based on the expectations of Directors set out in the Director Position Description.