



The Director's Manual: A Framework for Board Governance

By Peter C. Browning, William L. Sparks

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Directors: Improve Board Performance

The Director's Manual: A Framework for Board Governance offers current and aspiring board members essential up-to-date governance guidance that blends rigorous research-based information with the wisdom found only through practical, direct experience. The book's flexible approach to solving governance issues reflects the authors' belief that no two boards and the cultural dynamics that drive them are the same. As such, the advice offered reflects recognizable leadership dynamics and real world, relevant organizational situations.

The book's two authors, Peter C. Browning, an experienced CEO and member of numerous boards and William L. Sparks, a respected organizational researcher, combine their individual experiences and talents to create a book that is both innovative and applicable to directors in any industry sector. Specific best practice guidance is designed to help board members and their directors understand the unique strengths and challenges of their own board while at the same time provide targeted information that drives needed improvements in board performance and efficiency. Specifically, this book will help board members:

- Explore practical advice on key issues, including selection, meeting schedules, and director succession
- Consider board performance from multiple perspectives, including cultural and group dynamics
- Discover how to effectively manage classic problems that arise when making decisions as a group
- Access a comprehensive set of assessment questions to test and reinforce your knowledge

The Director's Manual: A Framework for Board Governance offers practical advice to guide you as you lead your organization's board.

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Editorial Review

From the Inside Flap

Each board of directors has its particular nuances relating to leadership, group dynamics, and decision making that create a board culture. Yet, all boards must fulfill specific fiduciary duties and meet federal reporting requirements and regulations. *The Director's Manual* gives directors a reliable guidebook of proven techniques for meeting those requirements, while staying true to the unique culture of their boards.

Current and aspiring board members now have an authoritative, up-to-date governance guide that blends rigorous research-based information with the wisdom found only through practical, direct experience. This flexible approach to developing governance solutions reflects the authors' belief that no two boards nor the cultural dynamics driving them are the same. The proven framework is equally useful to both established boards and new ones that are just beginning to learn what it means to truly be an effective board. Only a powerhouse authorial team like Peter Browning and William Sparks can simplify the complex, symbiotic relationship between the world inside the corporate boardroom and the realities outside into a single resource of insightful research findings and practical, straightforward advice. Board members and their directors can use the handpicked selection of proven practices to expedite understanding their board's own unique strengths and challenges, while simultaneously contributing targeted information to drive key improvements in performance and efficiency. With this convenient reference at your fingertips, you can:

- Better understand just what is the role of the board, its limits and possibilities
- Predict which classic group decision-making dynamics your board is most likely to experience
- Customize assessments to better match your company's processes and board culture, as well as benefit from hard-earned tips on conducting peer reviews
- Handle a director who is so disruptive to the vital chemistry of a board that the only solution is his or her departure

In addition to each chapter's clear and concise guidelines, which are immediately implementable by every board type in any industry, this complete resource solidifies itself as a time saving asset by providing a robust appendix of assessment tools. From individual to group assessments—including lead director, nonexecutive chairman, CEO, compensation and audit committees, and more—these vetted and easy-to-use forms ensure accurate and thorough evaluations.

From the Back Cover

THE FRAMEWORK DIRECTORS TURN TO FOR IMPROVING BOARD PERFORMANCE

"With the continuing focus on board practices and governance *The Director's Manual: A Framework for Board Governance* is a timely and useful reference and guide for directors and senior management."

—**Erskine Bowles**, co-chair of the National Commission on Fiscal Responsibility and Reform, lead director at Morgan Stanley and on the boards of Facebook, Inc., Belk, Inc., and Norfolk and Southern Corp.

"The real-world insights that Browning and Sparks provide are an invaluable guide to how one becomes an effective director."

—**Bob Ingram**, Former Vice Chairman, Pharmaceuticals GlaxoSmithKline, currently serving on the boards of Edwards Lifesciences Corporation, Regeneron Pharmaceuticals, Inc., and as lead director of Valeant

Pharmaceuticals International, Inc., and Cree, Inc.

"*The Director's Manual* provides a thoughtful reference and practical guide for all current or aspiring directors and members of senior management."

—**Julie Daum**, leads the North American Board Practice for SpenserStuart

"Serving on a corporate board today is a tremendous challenge. Directors are under constant pressure to keep up with rapid changes in markets, regulations and technology, and to lead through these changes with confidence. *The Director's Manual* provides an indispensable tool that will become standard reading material for every well-run board."

—**Mike McGuire**, CEO, Grant Thornton LLP

"The authors get behind the externals of board structures and bring focus on how outcomes are really generated. At the same time we are reminded of why we serve and our priorities."

—**John Williams**, CEO, Domtar Corporation and lead director, Dow Corning Corp

"Meeting the new dynamics and demands of today's boards, *The Director's Manual* is a perfectly executed and perfectly timed work."

—**Ray Milchovich**, Former Chairman and CEO, Foster Wheeler AG, lead director, Nucor Corporation, and board member, Dow Chemical Company

"With the increased focus on expanding duties of boards of directors, this book by two experienced experts on board governance is quite timely and well worth reading."

—**Jim Hance**, former Vice Chairman, Bank Of America, currently serving on the boards of Carlyle Group LLC, The Ford Motor Company, Duke Energy, Cousins Properties, Inc., and Acuity Brands

"Peter and Will put forth an outstanding framework for building a high-performing board. *The Director's Manual* not only puts today's board challenges in proper context, it provides a very practical and usable roadmap for creating an engaging, value-adding board."

—**Steve Macadam**, CEO, Enpro Industries

"Peter is the consummate expert on board governance and this book is a must-read for any executive or director grappling with the ever-expanding regulations governing today's corporate environment."

—**John Ferriola**, Chairman, President and CEO, Nucor Corporation

"Sound leadership and governance is critical toward a company's success and *The Director's Manual* is a great foundational book with thoughtful and practical guidance for board members and aspiring board members. It should be on every director's desk."

—**Jeff Brown**, CEO, Ally Financial, Inc.

About the Author

Peter Browning (Charlotte, NC; www.peterbrowning.com) is founder and Managing Director of Peter Browning Partners, LLC, a board advisory service. Their Board Advisory Services will help directors answer tough questions in the areas of board governance, board performance and dynamics, and leadership transition and succession planning. Peter is also a founding member of the Lead Director Network, a member of the faculty for The Conference Board's Directors' Institute and a frequent participant in governance seminars, serving on panels addressing a wide variety of corporate governance and compensation issues. He is a lifetime member of The University of Chicago, Council on the Booth Graduate School of Business; and served on the Executive Committee of the National Association of Manufacturers.

William Sparks (Charlotte, NC; www.queens.edu) is a consultant on issues such as leadership, team development, succession planning, change management, and organizational culture. He is considered an expert in his field, helping high profile corporations such as the U.S. Navy, Transamerica, GlaxoSmithKline, Duke Energy, General Motors and the Department of Energy. He has consulted these clients through his own firm, William L. Sparks & Associates, as well as through Peter C. Browning & Associates, where he is a managing partner. Based on his extensive background and knowledge of the subject matter, Dr. Sparks founded Queens' graduate program in organization development (MSOD) in 2008. He is also responsible for the development of the leadership curriculum for all of the McColl School of Business' graduate programs.

Users Review

From reader reviews:

Ana Steadman:

Reading can called mind hangout, why? Because when you find yourself reading a book specifically book entitled The Director's Manual: A Framework for Board Governance your thoughts will drift away trough every dimension, wandering in every single aspect that maybe not known for but surely will end up your mind friends. Imaging every single word written in a book then become one web form conclusion and explanation which maybe you never get prior to. The The Director's Manual: A Framework for Board Governance giving you another experience more than blown away your brain but also giving you useful info for your better life within this era. So now let us teach you the relaxing pattern at this point is your body and mind are going to be pleased when you are finished looking at it, like winning a sport. Do you want to try this extraordinary investing spare time activity?

Olga Snider:

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Martin Hanson:

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Christie Rich:

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