



ICANN
Chair Appraisal
For Peter Dengate Thrush
31 August 2009

# Areas covered in the feedback

This feedback is designed to provide clear specific information about the perceived areas of strength and development needs in the areas considered critical for the chair of the board.

# This report covers the following topics:

- Role (Chair)
- Meetings (Chair)
- Purpose (Chair)
- Stakeholders (Chair)
- Conformance (Chair)
- Performance (Chair)
- Management and board (Chair)
- Culture (Chair)
- Capability (Chair)
- Overall (Chair)

#### Feedback is based on the following scale:

Don't know or N/A ratings are reported separately in text form at the top of each question graph

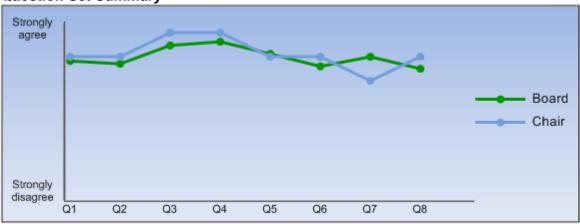
- 1 = Strongly disagree
- 2 = Disagree
- 3 = Somewhat disagree
- 4 = Neither disagree or agree
- 5 = Somewhat agree
- 6 = Agree
- 7 = Strongly agree

#### More detailed feedback is also provided on:

- Your own view of your levels of development
- Your level of development as perceived by your fellow directors and others who
  participate in board meetings.

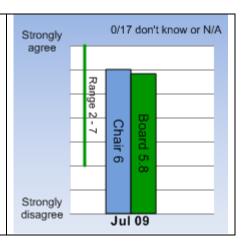
# Role (Chair)

**Question Set Summary** 



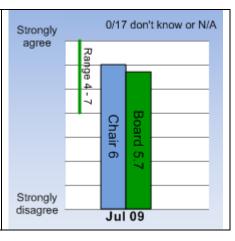
## 1. Acting in best interests

Demonstrates what it means to act at all times in the best interests of the organisation



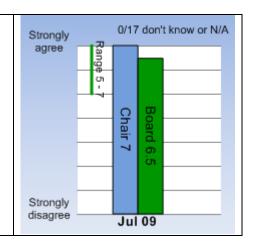
# 2. Board and management distinction

Guides the board's understanding of the difference between board and management roles and accountabilities



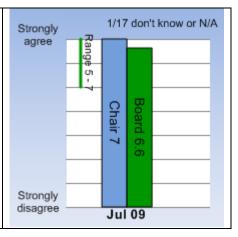
# 3. Legal duties and liabilities

Thoroughly understands the legal duties and liabilities of directors and the responsibilities of the chair role



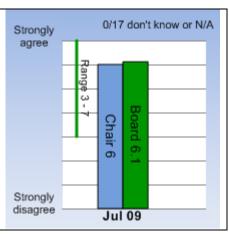
## 4. Specific legal requirements

Is well versed in the legal, regulatory and/or constitutional requirements that specifically apply to the organisation



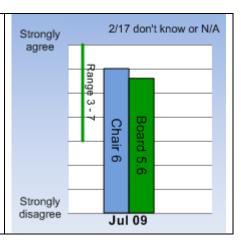
# 5. Setting standards for integrity

Through personal example and leadership, sets a high ethical standard for the board and the organisation and demonstrates integrity in difficult circumstances



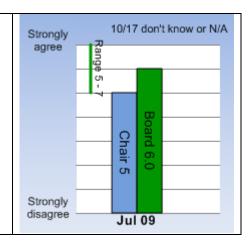
# 6. Committee membership and terms of reference

Ensures regular reviews of membership and well-defined terms of reference for board committees



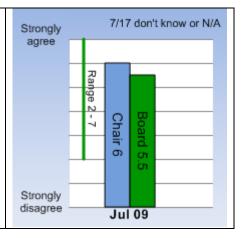
## 7. Committee Chairmanship

Where the chairman is also a board committee chair, is an effective leader and ensures the committee makes a full contribution to the governance of the organisation



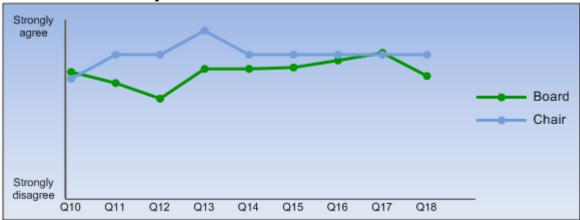
#### 8. Contribution to committees

Where a board committee member, contributes fully to committee effectiveness and performance



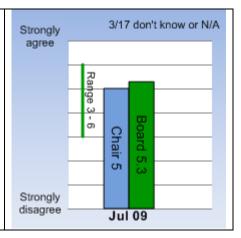
# Meetings (Chair)

# **Question Set Summary**



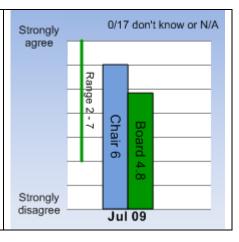
## 10. Board meeting schedules

Sets annual meeting schedules that properly reflect board responsibilities and accommodate board and management workloads



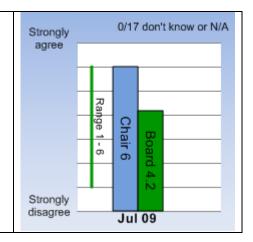
# 11. Agenda setting

Runs the agenda setting process effectively, ensuring adequate time for important matters and enabling all directors to raise agenda items



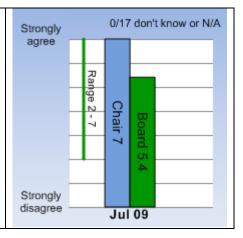
#### 12. Meeting papers

Ensures that board members receive clear, timely and concise information packages that encourage debate and facilitate decisions



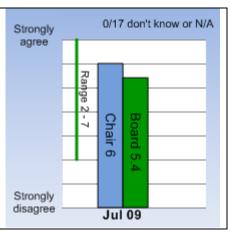
#### 13. Effective meeting conduct

Conducts board meetings effectively, encouraging discussion and debate while moving through the agenda in a timely manner



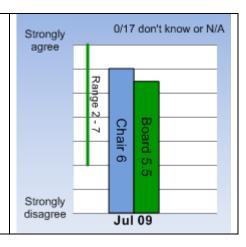
#### 14. Challenge and debate

Actively prevents management capture by asking the hard questions and systematically testing information and assumptions to strengthen decision-making



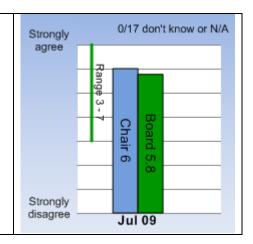
#### 15. Decision process at meetings

Has the ability to summarise key points of discussion and keep board progress on track to a decision.



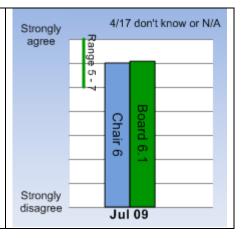
#### 16. External environment

Is well versed in the major political, economic, social and technological factors affecting the organisation



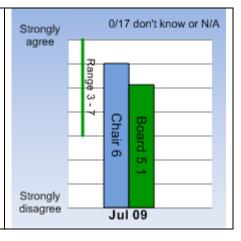
## 17. Learning about the organisation

Advocates and participates in opportunities, such as briefings and site visits, to learn more about the organisation and its business



# 18. Monitoring and updating between meetings

Monitors critical areas of the organisation's operations and ensures that directors are kept well informed of important matters between meetings



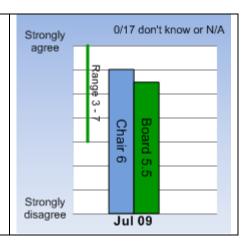
# Purpose (Chair)

# **Question Set Summary**



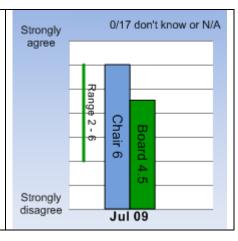
# 20. Change and development

Can see the big picture, explore options for the future and act as a catalyst for change and development



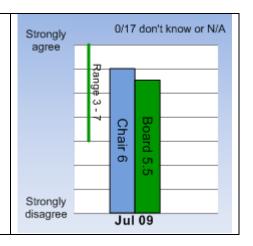
#### 21. Shared vision

With the board and management, explores the organisation's purpose and builds a shared vision of the future and of the changes needed to get there



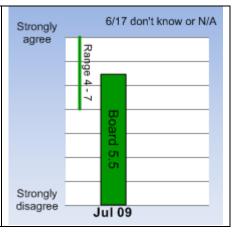
#### 22. Knowledge and Insight

In decision-making, draws on knowledge and experience to provide insight into immediate problems and situations and articulate the wider strategic implications



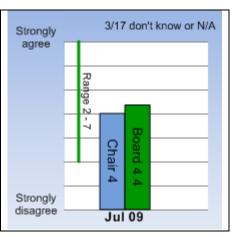
#### 23. Financial needs assessment and fundraising

Is actively involved in long-term financial needs assessment and strongly supports fund-raising activities for the organisation



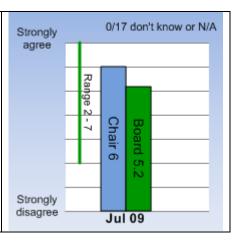
#### 24. Board annual plan

Leads the planning of the board's activities each year to ensure that they reflect the organisation's strategic priorities



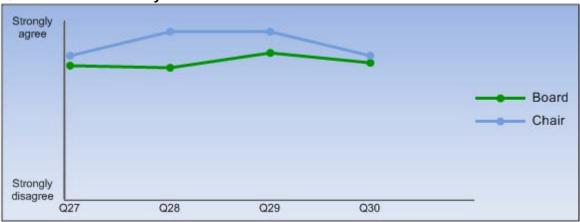
#### 25. Measures of success

Has a thorough appreciation of the key determinants and measures of success for the organisation



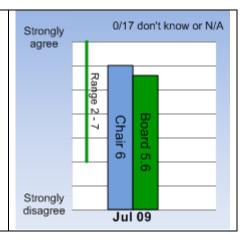
# Stakeholders (Chair)

#### **Question Set Summary**



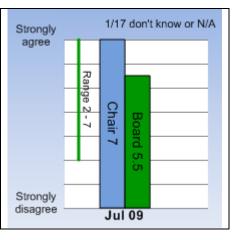
## 27. Obligations to stakeholders

Has a thorough knowledge of the organisation's obligations to key stakeholders and ensures stakeholder expectations are being met



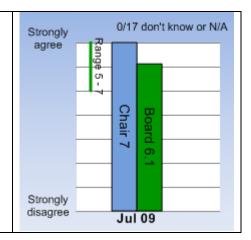
#### 28. Stakeholder communications

In conjunction with the Chief Executive, positively represents the best interests of the organisation in proactive communication with stakeholders



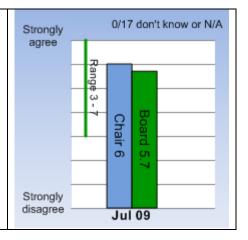
# 29. Media and other external parties

In conjunction with The Chief Executive, positively represents the board and the organisation to the media and other interested parties such as analysts and providers of capital



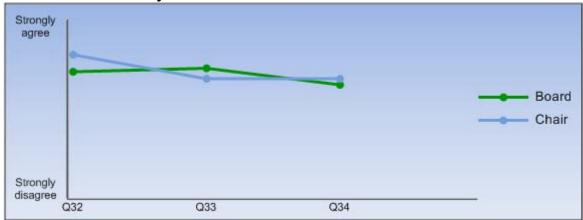
#### 30. Chair as ambassador

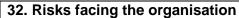
Is a key ambassador for the organisation, building its reputation and public understanding of its vision and purpose



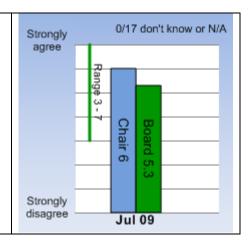
# Conformance (Chair)

**Question Set Summary** 



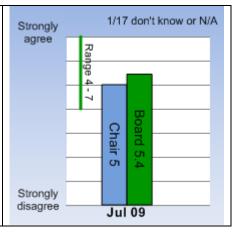


Is well-informed about the risks facing the organisation



# 33. Risk management and compliance

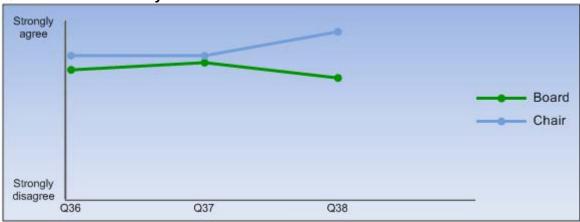
Advocates and contributes to good practice in the organisation's risk management and compliance activity



# 34. Understanding and discussion of risk Ensures that the board has the opportunity to understand and discuss risks facing the organisation Strongly disagree 1/17 don't know or N/A Strongly disagree Jul 09

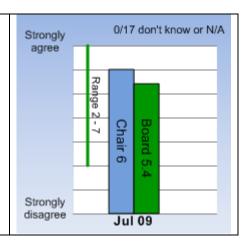
# Performance (Chair)

**Question Set Summary** 



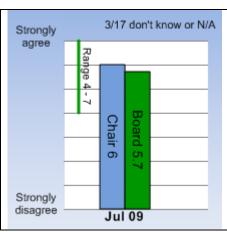
# 36. Organisational performance

Advocates clear objectives, measures and accountabilities to bring about superior organisational performance



# 37. Financial performance and position

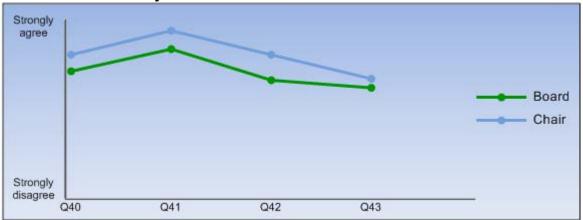
Has a sound understanding of and effectively monitors the organisation's financial performance and position



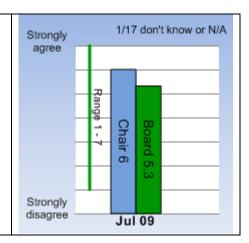
# 38. Monitoring management performance Monitors and assesses the performance of the Chief Executive and senior management and provides them with constructive and timely feedback Strongly Strongly Strongly Jul 09

# Management and board (Chair)

**Question Set Summary** 

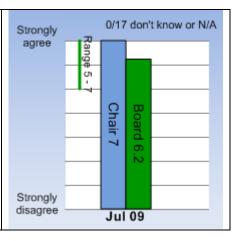


**40. Directors' relationships with management** Is alert to the emergence of adversarial relationships between directors and management and encourages constructive engagement at all times



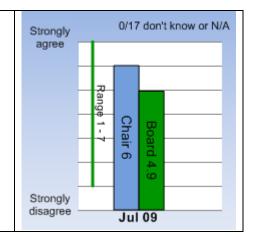
# 41. Relationship with management

Regularly interacts with the Chief Executive and has an effective working relationship with key staff



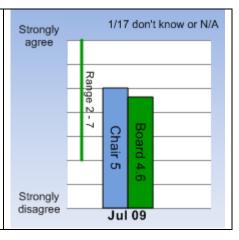
#### 42. Discussion of management

Ensures that management relationships and issues are discussed openly with fellow directors



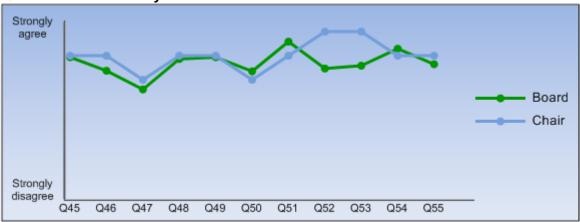
#### 43. Leadership and succession

In conjunction with the board and Chief Executive, ensures that there are development programmes and succession plans in place for organisation's leaders



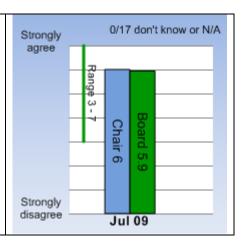
# Culture (Chair)

**Question Set Summary** 



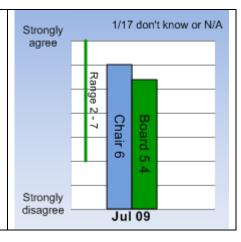
## 45. Engagement and participation

Is fully engaged on all matters before the board and actively encourages all board members to contribute to meeting discussions and decisions



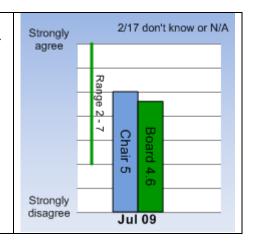
#### 46. Robust board culture

Fosters a robust board culture and encourages fellow directors to explore and resolve differences of opinion



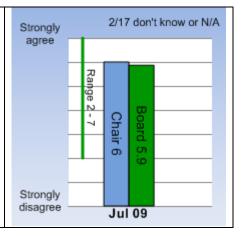
## 47. Preventing "group think"

Identifies and combats group think tendencies and decisionmaking biases



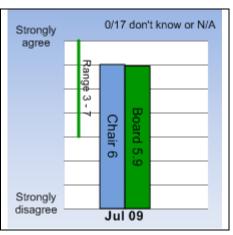
## 48. Independent thinking

Where necessary, is resolute in maintaining their own views and resisting pressure from others



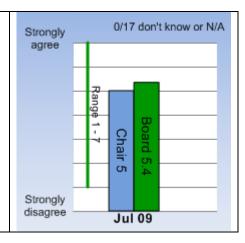
# 49. Challenge and dissent

Challenges fellow directors' assumptions, raises concerns and expresses dissenting views if necessary, but is prepared to end it and move on



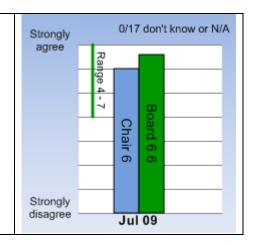
# 50. Listening and accommodating others' views

Listens attentively to others' views and elicits effective listening by the board; alters stances where appropriate



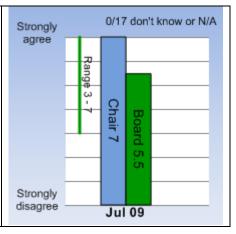
#### 51. Persuasive communication

Is articulate, logical and argues points of view persuasively



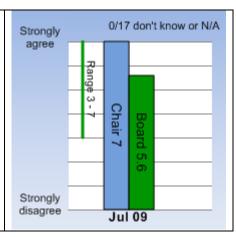
#### 52. Debate and resolution

Values and encourages rigorous debate, but guides the board towards resolution by keeping discussions focused on key issues and the decision at hand



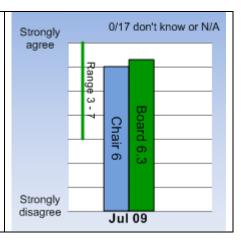
53. Exploring options and finding common ground

Explores options and finds common ground to enable the board to make collective decisions, but does not insist on unanimity in all cases



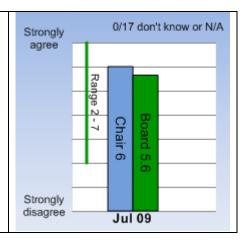
54. Contribution and commitment to decisions

Makes a valuable contribution to board decision-making and commits to collective decisions once made



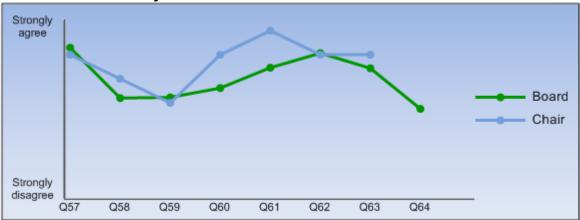
# 55. Leadership and teamwork

Is a committed and confident leader, who encourages cohesion and effective teamwork at the board and will act to prevent the emergence of dysfunctional relationships amongst directors



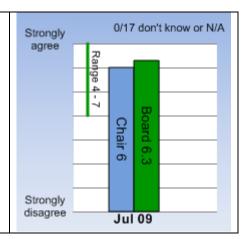
# Capability (Chair)

**Question Set Summary** 



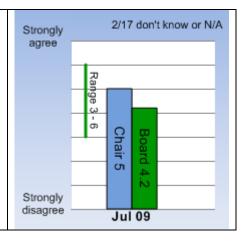
#### 57. Skills and attributes

Brings skills and attributes that are important to the success of the organisation



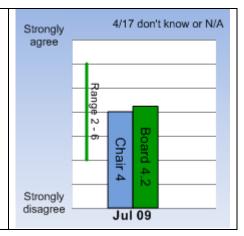
# 58. Board succession and development

Is effective in instigating and progressing discussions on board succession and creating development opportunities for board members



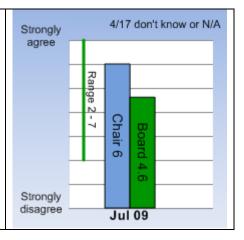
#### 59. Committee appointments

Takes the lead to ensure directors with the right skill sets are appointed to board committees



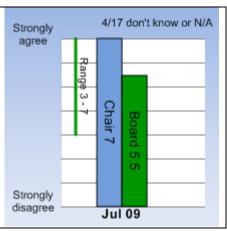
#### 60. New director induction

Takes the lead to ensure that each new director has enough information about the organisation to contribute to board affairs from the earliest possible date



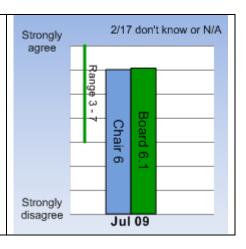
#### 61. Continuing education

Is committed to their own and fellow directors' continuing professional education



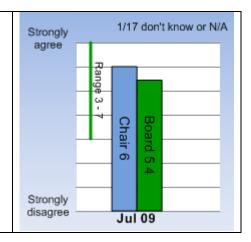
## 62. Knowledge of the business

Thoroughly understands the organisation's business and keeps up to date with its products, markets and sector



## 63. Giving and receiving feedback

Receives feedback positively and with a view to boosting their own and the board's collective performance



# 64. Addressing inadequate performance

Addresses inadequate performance by directors and is prepared, where appropriate, to ask recurrent non-performers to step down

