

DIRECTOR'S ONE-PAGE BOARD RESPONSIBILITIES

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Broadly speaking, a director's responsibility is to act as a member of the board which is responsible for oversight of the entity's processes, functions and activities pertaining to:

Strategy,
Governance/Tone-At-The-Top,
Risk,
Compliance, and
Talent/Succession.

The following are 15 guidelines to help the prudent director accomplish his or her responsibilities:

- Act with integrity and honesty, and without self-dealing or self-interest, and require that of others.
- Act in the manner that you believe is best for the company or organization and its shareholders/owners, and require that of others, even when it is uncomfortable or you are made to feel stupid doing so.
- Be heard, speak up, and speak your mind and conscience, with appropriate demeanor.
- Be a leader, by example.
- Vote your mind and conscience in keeping with your responsibilities.
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- Know your responsibilities, and make sure the other people are in agreement about your responsibilities.
- Exercise active and inquiring diligence and follow-up in accomplishing your responsibilities.
- Possess and acquire the knowledge that you need so that you can act with prudence.
- Timely talk with the people and acquire the information that you need so that you can act with prudence.
- Rely on other people including information provided by other people (1) only if you believe those people are reliable and competent in the matters that they are addressing, (2) only if your reliance is in good faith, after reasonable inquiry as warranted by the circumstances, and (3) you do not have knowledge that would cause reliance to be unwarranted.
- Ask people broadly, "What else do you know that I should also know?"
- Have available and put in the time that you need to accomplish your responsibilities.
- Make informed decisions.
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- Put together, communicate and follow-up on the agenda issues and topics that you believe should be or need to be addressed, in keeping with the company's or organization's mission and your responsibilities.
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- Do not subordinate the above to contrary actions or positions.

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