



# Inside the Boardroom: How Boards Really Work and the Coming Revolution in Corporate Governance

By Richard Leblanc, James Gillies

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**Distinguished governance experts offer cures for what ails our boards of directors**

In light of corporate malfeasance in recent years, the governance of corporations has been receiving great attention from regulators, researchers, shareholders, and directors themselves. Based on Richard Leblanc's in-depth five-year study of 39 boards of directors of both for- and not-for-profit organizations, *Building a Better Board* goes behind the scenes to reveal the inner workings of boards of directors, including how they make decisions.

Recently chosen as one of Canada's "Top 40 Under 40"(TM), Dr Richard Leblanc is an award-winning teacher and researcher, certified management consultant, professional speaker, professor, lawyer and specialist on boards of directors. He can be reached at rleblanc@yorku.ca. James Gillies, PhD (Toronto, Ontario, Canada), is Professor Emeritus at the Schulich School of Business, York University, where he serves as Chair of the Canada-Russia Corporate Governance Program.

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**Inside the Boardroom: How Boards Really Work and the Coming Revolution in Corporate Governance** By Richard Leblanc, James Gillies **Bibliography**

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### Editorial Review

#### From the Inside Flap

Never before in history has corporate governance received as much attention as it now does. Recent corporate scandals and revelations of questionable business ethics have forced companies and their leadership under the microscope. To deal with the problems, legislation, codes of conduct, and guidelines for corporate governance practices are at an all-time high.

Most of the recent prescriptions for improving corporate governance (including the *Sarbanes-Oxley Act*) focus on the structure of boards—their size, composition, independence, and so on. But this book shows there is no direct correlation between board structure and corporate performance. Indeed, many of the notorious corporations that failed at the turn of the 21<sup>st</sup> century had exemplary board structure, made up of a majority of outside directors.

So what are the characteristics of an effective board, if structure and composition alone do not guarantee performance? *Inside the Boardroom* goes where few have gone before—behind the closed doors of actual boardrooms—to reveal how boards *really* work. Based on a five-year study, this book goes behind the scenes to reveal the inner workings of boards of directors, candid interviews with directors, and a comprehensive investigation into boardroom processes. It challenges the status quo thinking on corporate governance and provides ground-breaking prescriptions for building better boards.

- Reveals inside information on how boards, and the individual directors who lead them, make decisions.
- Focuses on board processes, not structure, as the key to effective governance and corporate performance.
- Explains how boards should be constructed so that, as well as performing monitoring and compliance activities effectively, they also add real value to the enterprise.
- Introduces a new classification scheme (The 10 Cs of Director Behaviour) for identifying and selecting types of directors based on behavior, competency, and independence, and shows how to determine the ideal balance for maximum board effectiveness.
- Offers practical advice on building a better board, including: how to determine and assess director competencies, how to deal with dysfunctional directors, how to recruit and retain quality directors, how to create position descriptions, how to develop director orientation and education programs, and how to establish performance standards for the board and its individual members.
- Features compelling first-hand comments from directors, regulators, chief executive officers, and shareholders that offer candid, and sometimes shocking, revelations of what really goes on behind the boardroom doors.
- Provides valuable insights and prescriptions for corporate boards in any industry, government corporations, and not-for-profit organizations.

#### Praise for *Inside the Boardroom*

"Leblanc and Gillies have written a great book about boards of directors that focuses the reader's attention where it should be—on the behavior that takes place in the board room! They provide important insights about what behavior leads to effective boards and what does not. It is a 'must read' for all concerned with corporate governance."--*Jay W. Lorsch, Harvard Business School*

"Regulators, institutions and corporations are beginning to see the wisdom of this new research on

governance. It goes past the ordinary—*independence, retirement age and the like*—and gets to the real heart of governance issues—*skills, behavior and performance*. *Nexen* has already applied many of these practical insights of Dr. Leblanc. Boards, Directors, Chairs and CEOs are well advised to see this book as a valuable ‘leg-up’ on what is sure to be the next wave in governance.” --*Charlie Fischer, President and CEO, Nexen Inc. (one of Governance Metrics International’s 26 perfect 10.0 companies—out of 2,600 worldwide entities)*

“Leblanc and Gillies have transcended the clichés of misleading mechanical governance checklists to reveal the genuine essence of good governance—a competent, engaged, honest set of directors with an effective means of communicating. Happily this book offers a much-needed alternative to the quicksand of conflicted self-serving metrics. Anchored in first-hand research, they provide tools for improving the human side of board diligence.” --*Professor Jeffrey Sonnenfeld, Associate Dean, Yale School of Management*

“So many of the academic studies have tried to draw conclusions about what works and what does not by analysing structures. It is process, the way in which board members work together that counts and here you clearly have the experience to give us all valuable guidance.” --*Sir Adrian Cadbury, Author of Corporate Governance and Chairmanship: A Personal View*

“Dr. Leblanc has only two or three rivals in the world in the subject area. The outstanding feature of Dr. Leblanc’s work is that it combines a strong conceptual framework with a wealth of real, practical experience. He laces his theoretical discourse with the recent experience of the boards of many real and important companies.” --*Ralph Evans, Chief Executive Officer, Australian Institute of Company Directors*

“*Inside the Boardroom* is an important and valuable contribution to the growing literature on corporate governance. The authors successfully bring together the growing body of research with practical and pragmatic insight. Their perspective on ‘function not form’ and their typology of directors is especially helpful in understanding the real issues involved in the world of boards of directors.” -- *David A. Nadler, Ph.D., Chairman and CEO, Mercer Delta Consulting, LLC*

“A wonderful and pragmatic guide to building high performance boardrooms.” -- *Jay A. Conger, Professor of Organizational Behaviour, London Business School; Research Scientist, Center for Effective Organizations, University of Southern California; and Co-author, Corporate Boards*

“Dr. Leblanc’s study is one of the most important pieces of original research in governance in the last 20 years. Based on an observation of the inner workings of actual corporate boards and extensive interviews, Dr. Leblanc’s conclusions take thinking about corporate governance to a new level. The implications of his work for boards, search firms, rating agencies and directors are extremely important. Dr. Leblanc turns our attention to competencies and behaviours and away from simplistic concepts of independence. The practical implications for ‘building a better board’—position descriptions, competency matrices, director behaviour types, assessments, strategic alignment and recruiting—are all in this book.” -- *Geoffrey Kiel, Professor of Management, University of Queensland, Brisbane, Australia, and Co-author, Boards that Work and Board, Director and CEO Evaluation*

“After three decades of laboring in the governance vineyards, we at the National Association of Corporate Directors (NACD) might be forgiven if we dared complain that despite progress there is fundamentally ‘nothing new under the governance sun.’ After all, since our founding in 1977, we have seen cycles of scandal, reform, and rulemaking, with each new generation rediscovering the timeless truths our Association has preached all along. But *Inside the Boardroom* does indeed offer a glimpse at true change ahead, in fulfillment of its title’s bold promises. Based on interviews, direct observation, and service as directors themselves, the authors describe how boards ‘really’ work. They see the key to excellence not in structure but in director competencies and behavior linked to corporations’ strategic needs, and predict a future

‘revolution’ accordingly. Directors will be recruited for who they truly are, not for what predetermined slots they fill. These well chosen directors ‘will demand effective continuing education and induction programs,’ as well as ‘proper board information and effective board mechanics and communications,’ while making ‘greater use of consultants, educators, and advisers.’ *Inside the Boardroom* not only prophesies this change, but shows boards how to cultivate it.” -- *Alexandra Reed Lajoux, Chief Knowledge Officer, National Association of Corporate Directors, Washington, D.C.*

*“Inside the Boardroom* is based upon research involving observations of board meetings and interviews with chairmen and directors from many different types of listed companies. The analysis contained in this book provides one of the most stimulating and interesting insights into board effectiveness and dynamics in recent years. The book provides an invaluable framework for all types of boards to improve their effectiveness using board competencies and behaviours as the key to explaining why certain boards succeed whilst others fail. This is a ‘must-read book’ for corporate directors and corporate governance practitioners.” -- *Chris Pierce, CEO Global Governance Services Ltd, Former Professional Standards Director of the UK Institute of Directors, London*

“Professors Leblanc and Gillies have pushed aside the veil that surrounds corporate boardrooms. Researchers can only examine what they can see, enabling many board realities to remain shrouded in mystery. This ground-breaking study, however, found that interactive processes, director characteristics, and structure—in that order—are important to effective governance, *ironically the reverse order of their visibility* to the outside world. From my experience, the same phenomenon holds true for nonprofit boards as well. Breaking the seal on the sanctum may hold most immediate appeal to outside observers, but the ultimate beneficiaries will be shareholders and directors themselves. In the flurry of corporate governance books now out, this one is a must-read for directors and all who observe them.” -- *John Carver, Ph.D., Author, Boards That Make a Difference, John Carver on Board Leadership, and Co-author of Reinventing Your Board and Corporate Boards That Create Value*

“I know from first-hand experience that Richard Leblanc’s assessment model of boards of directors works and is leading edge. He emphasizes the right things—competency of directors and how they behave and interact as a group. If you want to build a better board, read this book.” -- *Ronald W. Tysoe, Vice Chairman, Federated Department Stores, Inc.*

“Leblanc’s remarkable incursion into the inner sanctum has produced compelling evidence of what experienced company directors know and regulators are perhaps unwilling to admit: it’s not the structure of boards that drives performance; it’s the people and behaviours. Is this the beginning of the end for ‘trophy boards’?” -- *Patricia Cross, Director, Qantas Airways Limited and Wesfarmers Limited; Chairman, Qantas Superannuation Limited*

“Richard Leblanc’s new book offers what we’ve long needed in the world of corporate governance—a systematic blueprint for how boards are actually led and function, and tools for improvement.” -- *Ralph D. Ward, Publisher, Boardroom INSIDER, Editor, The Corporate Board*

“Few individuals possess the ability to combine academic analysis, theoretical excellence and an in-depth, independent knowledge of the inner workings of boards. Professors Leblanc and Gillies achieve that and more with their ground-breaking resource. *Inside the Boardroom* is a true insight into what really drives corporate governance – competencies and behaviour.” -- *Rt. Hon. Jim Bolger ONZ, Chairman of New Zealand Post and former Prime Minister of New Zealand*

“This is breakthrough material and the hope for meaningful research on corporate governance in the future. You have opened up a whole new world of possibilities for researchers. I remain more convinced than ever

that you are pursuing a line of research that is ground-breaking in the corporate governance field, *i.e.*, the social/group dynamics of boards, and the question of leadership from the chair in making that dynamic effective." -- *David S. R. Leighton, O.C., D.B.A., F.I.C.D., Professor Emeritus, the Richard Ivey School of Business, University of Western Ontario; and Co-author, Making Boards Work*

"This book is a timely and a significant contribution to the corporate governance debate. The conclusions are both intuitively obvious to anyone with board-level experience, yet surprisingly contradictory to the normative best-practice codes and the mathematically elegant attempt to link governance with performance. In short, this book proves that in corporate governance people matter. Directors' individual character and behaviour influence board decisions. This work is also oriented towards the practitioner, rather than the academic. Intuitively it debunks much of what has passed as definitive corporate governance research to date. The verbatim quotes from directors give the work legitimacy and make it very readable. Experienced directors will readily recognize many of the points of view." -- *Dr. R.I. (Bob) Tricker, Author of The Essential Director: An Economist Guide*

"Dr. Leblanc's exceptional qualitative research—including interviews with almost 200 corporate directors and dozens of board meeting observations—provides unparalleled perspective on board room dynamics that should be required reading for corporate governance practitioners. Armed with this data, Dr. Leblanc proves that the individual and collective competencies and behaviors of directors drive effective corporate governance cultures, which ultimately determine organizational success or failure." -- *Mac Ryerse, Corporate Secretary, Potlatch Corporation*

"The effectiveness of boards depends on what happens *inside* boardrooms—the capabilities, the behaviours and the way boards organise their work. It has little to do with the avalanche of governance rules now demanded by regulators and by governance vigilantes who can only focus on what is visible from the outside—which isn't much! The authors of this book have clearly been inside many boardrooms and it shows in their practical appreciation of the board task and determinants of success. Directors who want to think through the paths to improved board performance will find this a very insightful book." -- *Colin Carter, Co-author, Back to the Drawing Board: Designing Corporate Boards for a Complex World*

"Writing in an area with few answers, Professors Leblanc & Gillies' work is nothing short of remarkable. Their insights regarding the human drivers of successful boards are simply riveting—it's difficult to believe that good people choices aren't the keys to good governance once you've finished this insightful read. A must for any professional advising in the growing field of governance." -- *Ian A. McDougall, Director, Joint Schulich-Osgoode MBA/LL.B. Program*

"Drs. Leblanc and Gillies' book represents a high watermark in the continuing struggle to understand and improve performance in the corporate boardroom. Eschewing simple approaches, exemplified by the current crop of 'best practices' codes, they have spent countless hours delving into the innermost workings of that elite circle. In doing so, they point us to important behavioral and process dimensions, often ignored even in the best studies on officers and directors. A well balanced mixture of research informing practice, this book will serve as an enduring reference for future researchers and policymakers but more importantly a mirror for directors who are serious about their duties." -- *Phillip H. Phan, Ph.D., Warren H. Bruggeman '46 and Pauline Urban Bruggeman Distinguished Chair, The Lally School of Management and Technology, Rensselaer Polytechnic Institute, Troy, New York*

"Dr. Leblanc 'gets it.' He has proposed a model of corporate governance based on competency and quality decision-making, not cronyism or the 'old boys' network.' This book is a 'must read' not only for all directors, but also for the many women with the necessary credentials who aspire to be on boards. His book should be required reading for nominating committees who want to obtain the best possible directors they

can find, using the C-B-S-R model within this book. Bravo!" -- *Doreen McKenzie-Sanders, CM, Executive Director, Publisher/Editor, Women in the Lead Inc.*

"In this ground breaking book, Richard Leblanc and Jim Gillies provide useful insights into the dynamics of boards, both in terms of directors themselves and of board processes. This pioneering work is essential reading for scholars of corporate governance and board directors alike." -- *Professor Chris Mallin, Editor, Corporate Governance: An International Review*

"This groundbreaking text by Professors Leblanc and Gillies develops a bold new paradigm for evaluating boards of directors and assessing decision-making effectiveness. While corporate governance is not a new concept or field of inquiry, *Inside the Boardroom* is among the first books to combine successfully the best insights from theory with proven lessons from industry and practice. This indispensable reference is a welcome and timely achievement." -- *Pamela M. Gibson, Partner, Shearman & Sterling (London) LLP*

"This book establishes through its background research the link between common sense, directors and boards. As we see when we review board performance and help identify new board members, quality people with the relevant competencies and acting together in a common purpose will produce a good 'team' in any situation. It's time to forget the emphasis on political correctness in the governance codes and move on to focus on what really will be effective: boards must review, reflect and explain, not just comply." -- *Chris Thomas, Board Consulting Practice Group Leader, Egon Zehnder International, Paris*

"Dr. Leblanc's eagerly awaited book establishes standards where none existed. It brings to the fore new knowledge and challenges boards to examine themselves in a stricter light. Dr. Leblanc's work is assisting us in reforming the governance of hospitals...it is a new yardstick that will lead us into a new era of governance." -- *Virginia McLaughlin, Chair, Governance Leadership Council, Ontario Hospital Association; Chair, Sunnybrook and Women's College Health Sciences Centre; and past Chair, York Central Hospital*

"The corporate governance debate of recent years has tended to focus on readily measurable metrics of directors such as independence, age, years on the board, etc. Directors of specialist sub-committees such as audit committees are required to both be sufficiently skilled to add valuable insight to the board, as well as maintaining independence. Leblanc's research confirms that while director competencies and behaviours cannot be readily measured, their impact on board effectiveness is significant." -- *Michael J Coleman, National Managing Partner - Risk and Regulation, KPMG, Sydney, Australia*

"His [Richard Leblanc's] findings give a significant boost to the thesis that board process is the most important factor, with membership (director characteristics) as next in importance, followed by board structure (a distant third). He concluded: 'Clearly, board structure is not as important a factor in determining board effectiveness as is normally believed; board membership and director competencies are quite important; and most significantly the behavioural characteristics of individual directors are crucial, if not determinant, of overall board effectiveness.' As a result of his director observations of boardroom behaviour and his interviews with directors, he developed a new categorization of director types.... [W]ith the heightened scrutiny of board actions and the threat of shareholder lawsuits and regulators' sanctions, it is doubtful that many boards will allow future researchers such as Leblanc to observe their inner workings." -- *Lorin Letendre, in "The Dynamics of the Boardroom" Academy of Management Executive*

"With the focus in recent years on boards' nomination process and the importance of quality and experienced board members, *Inside the Boardroom*'s advice on an approach to board composition that focuses on competency and behavior in relation to the corporate strategy is important reading and well worth the price of the book." -- *Holly J. Gregory, Weil, Gotshal & Manges LLP, New York*

"This book is about the chemistry of boards, the skills and abilities of directors and how they work together. The authors define their characters, styles and group roles. The research results and the process could prove useful to a number of groups who need to know how to assess the quality of boards of directors: chairmen of boards and individual directors; investors who need to assess the competence of boards; consultants and advisers, search consultants, remuneration consultants and other board advisers; investment bankers and venture capitalists and management consultants who advise on Initial Public Offerings, mergers and acquisitions and alliances; bankers and financiers; and also credit rating agencies." -- *Professor Bernard Taylor, Executive Director, Centre for Board Effectiveness, Henley Management College; and Co-author, Boards at Work*

"Dr. Leblanc is in an environment where corporate governance experts around the world are attempting to explain the massive failures in governance in the United States entities that failed. He has distinguished himself by engaging in research and publishing analyses which have not been done before. By securing the trust and confidence of the boards of major public corporations, Dr. Leblanc earned the right to observe the inner workings of these boards over an extended period of time. His insight into those board dynamics which distinguish between successful and unsuccessful boards have rarely, if ever, been published. He has made a very important contribution to this science." -- *David A. Brown, Q.C., Chair, Ontario Securities Commission*

"In the wake of the recent corporate governance scandals, corporate accountability has taken centre stage and it is useful to have original research as was done by Dr. Leblanc. This research can help initiate reforms and will benefit everyone who invests in capital markets." -- *Claude Lamoureux, President & Chief Executive Officer, Ontario Teachers' Pension Plan*

"A thoughtful and thought-provoking treatise on a subject of great interest to investors. It is thorough, well-researched and an interesting read." -- *Charles M. Elson, Edgar S. Woolard, Jr., Chair in Corporate Governance, Weinberg Center for Corporate Governance, Lerner College of Business & Economics, University of Delaware*

"His [Dr. Leblanc's] seven-member examining committee, consisting of some of the top scholars in corporate governance in the world, unanimously voted to recommend that we submit his dissertation to the Graduate School for a prize. It was the first time in my long experience with Ph.D. dissertations that an examining committee has passed a candidate with distinction, requiring no revisions to be made to the manuscript that he presented for us to evaluate. ... Dr. Leblanc's work has led to a major paradigm shift in the field. I predict that hundreds of social scientists, all over the world, will radically revise their research programs to follow up on his breakthrough... His lectures are described by students as being filled with enthusiasm and energy, which, '... if they could be bottled could make us all wealthy.'" -- *Rein Peterson, PhD, Anne & Max Tanenbaum Professor, York University*

"In my view, Dr. Leblanc is fast becoming—if he is not already—the resident expert in corporate governance. The impact of his research has reached institutional shareholders, regulators and practicing directors, as well as of course the academic community, both domestically as well as internationally. Dr. Leblanc's empirical work and the recommendations flowing therefrom are practical and make eminent sense. I have watched Richard achieve a level of recognition such that he has become the 'go to' person in corporate boardrooms for his expertise." -- *Patrick J. Lavelle, Former Chairman, Export Development Corporation*

From the Back Cover

About the Author

**Dr. Richard Leblanc** is an award-winning teacher and researcher, certified management consultant, professional speaker, professor, lawyer and specialist on boards of directors. He is an Assistant Professor of Corporate Governance, Law & Ethics at the Atkinson Faculty of Liberal and Professional Studies, York University.

Professor Leblanc's research has been of interest to boards of directors, institutional shareholders, government, regulators, the media and professional service advisers to boards, including law, accounting, consulting and director search firms. He provides advisory assistance to boards of directors and has advised directors, executives and academics from the US, UK, Australia, New Zealand, Europe, Russia, and China. He has assessed the effectiveness of boards of directors, audit, compensation, nominating and governance committees, chairs of boards, chairs of board committees and CEOs, together with offering recommendations for improvement. Dr. Leblanc may be reached by email at [rleblanc@yorku.ca](mailto:rleblanc@yorku.ca) or [rleblanc@boardexpert.com](mailto:rleblanc@boardexpert.com).

**Dr. James Gillies** is Professor Emeritus of Policy and founding Dean of the Schulich School of Business at York University. Before joining York, he spent fifteen years as a member of the faculty of the School of Business at UCLA. Professor Gillies has also served as a Member of Parliament and senior policy adviser to the Prime Minister of Canada, and is a member of the Order of Canada.

During his career, Dr. Gillies has been a member of more than thirty public, private and not-for-profit boards throughout Canada and the United States. He is the author, co-author or editor of thirteen books, including *Boardroom Renaissance: Power, Morality and Performance in the Modern Corporation*, and more than 100 articles on business and government activities. Professor Gillies is currently Chair of the Canada-Russia Corporate Governance Program at the Schulich School of Business. Email: [jgillies@schulich.yorku.ca](mailto:jgillies@schulich.yorku.ca).

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Why don't make it to become your habit? Right now, try to prepare your time to do the important action, like looking for your favorite book and reading a reserve. Beside you can solve your condition; you can add your knowledge by the reserve entitled Inside the Boardroom: How Boards Really Work and the Coming Revolution in Corporate Governance. Try to face the book Inside the Boardroom: How Boards Really Work and the Coming Revolution in Corporate Governance as your buddy. It means that it can to become your friend when you sense alone and beside regarding course make you smarter than in the past. Yeah, it is very fortunate to suit your needs. The book makes you more confidence because you can know every little thing by the book. So , we need to make new experience and also knowledge with this book.

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