

53 QUESTIONS ABOUT PEOPLE GOVERNANCE

The questionnaire is not a set of questions put directly to boards of directors or Supervisory Boards, but questions put "in all conscience" to each director, who decides freely how to respond in his personal actions or to share his thoughts with his colleagues on the board. It should be noted that many codes of corporate governance help to answer this questionnaire.



The People Governance Institute

Stakeholder management

1. How can stakeholder management practices be formalized, be rendered operational, and known by the Board of Directors and the management committee?
2. What place should be given specifically to employees in stakeholder management?
3. How can stakeholder management practices feature (annually) as an item on the agenda of the Board of Directors and be discussed by the CEO and management?
4. What can possibly be told to employees?
5. Is consensus on a people governance model possible in the Board of Directors?
 - Are concrete initiatives possible on this subject?
 - Can an ad hoc committee to prepare this subject be envisaged?

6. Can the annual report take stock of people governance in the company, its operating mode, utility and the direction it wishes to give to it?
7. What director and management profiles should the Board of Directors have to succeed in its stakeholder policy, particularly as regards employees?

Ethical leadership

8. How can consensus on formalizing the ethical culture desired in the company be obtained in the Board of Directors and in management?
9. How can opportunities for discussing the ethical culture desired in the company be created periodically in the Board of Directors?
10. How can the Board of Directors and management focus permanent attention on the ethical culture desired and raise the awareness of all the constituents of the company?
11. How can the behavioral competencies observed in this context be assessed in a practical and ethical manner?
12. How can the non-reappointment or dismissal of a director be dealt with correctly? How can the lessons drawn crystallize for the board?
13. How can the board integrate this ethical culture dimension in the recruitment and reappointment of a director or an executive? What role could the Chairman of the board play in such a case?

PRE-SELECTION, SELECTION AND RECEPTION OF THE DIRECTOR

14. How can a forward-looking recruitment policy and succession plans be implemented in the Board of Directors to respond appropriately to the strategic needs of the company?
15. How can the committee in charge of the pre-selection and selection of directors be set up and duly authorized for that purpose?
16. What type of file should be provided for the members of such a committee from the outset of the procedure?
17. How can the role of the Chairman of the board be defined to this end?
18. What elements does the selection committee have to understand the type of composition and profiles targeted when composing or strengthening the Board of Directors?
19. How can the profile(s) of directors to be recruited be defined?
20. How can a list of key competencies and values desired in candidates for directors be drawn up?
21. How can a guide for interviewing candidates (by the Board of Directors and the pre-selection or selection committee) be drawn up?
22. How can the non-reappointment or dismissal of an unworthy director be conducted correctly? How can the lessons drawn crystallize for the board?

23. What types of information should be notified to the shareholders on the follow-up of the selection of candidates for directors?
24. What types of ad hoc pre-selection or selection committee reports can be considered for the Board of Directors or the Supervisory Board?
25. How can a self-assessment questionnaire on training needs for the director appointed by the board be drawn up?
26. How can an initial and continuing education and training policy for new and veteran directors be structured?

Performance of the Board of Directors

27. How can the diversity of profiles of directors on the board be determined and secured?
28. How can the board ensure that the directors are actually following (involvement/motivation) the activity of the company and of management?
29. How can the work carried out by the new directors be evaluated?
30. What role can the Chairman assume in this context?
31. How should an assessment interview that the Chairman may have with a director be structured?
32. How should independent directors be involved more in the running of the board?
33. How should the quality of the cooperation between the board and management be assessed?

34. How should the quality of the cooperation between the Chairman of the board and management be assessed?
35. What type of report should follow the assessment or self-assessment of the running of the board?
36. How should an assessment or self-assessment dynamic be introduced in the board?
37. What type of training needs self-assessment questionnaire should be drawn up for the development of directors and how can the information obtained be put to good use?
38. How can the non-reappointment or dismissal of an unworthy director be conducted correctly? How can the lessons drawn crystallize for the board?

Strategic choices

39. How can the Board of Directors and management integrate the principles of ethical leadership defended by the company when defining major strategic options?
40. How can the Board of Directors and management concretely mobilize the stakeholders (collective intuitions) when defining or adapting the corporate strategy, in particular the employees?
41. What type of initiative/document can the board formalize in order to stimulate directors to prepare better the ethical dimensions of their strategic decisions and the implementation thereof?
42. How can the Board of Directors and management concretely ensure the mobilization of the stakeholders, par-

ticularly employees, when implementing strategic options?

43. How can the Board of Directors and management introduce a "moral watchdog" so as to assess the coherence between actions taken to implement the strategy and commitments taken when defining such a strategy?

Relations with institutional actors

44. How can the Board of Directors and management ensure that directors master the major stakes that impact the social dialogue of the company pursuant to the national and/or European legal provisions?
45. How can the Board of Directors and management formalize their systemic information on the major social stakes of the company (legal developments, strategic decisions, etc.) and anticipate risks that arise?
46. How do the Board of Directors and management want to see the "social dialogue culture" positioned in addition to the legal obligations?
47. How can the Board of Directors and management ensure the effective application of the "social dialogue culture" and understand the opinion of the stakeholders on this subject (social climate)?

Corporate social responsibility (CSR)

48. What decision-making processes can the Board of Directors and management introduce to ensure for actors in charge of CSR the specific development of the people

dimensions thereof (organizational diagnosis, organization of work, people resources management, etc.)?

49. How can the Board of Directors and management wish to see the CSR approach positioned in the change management of the company?

Managerial practices

50. How do the Board of Directors and management wish to see the "managerial culture" of the company defined and applied?
51. How can the Board of Directors and management ensure that the practices are discussed periodically by the directors in conjunction with the company's performance assessment?

Technological choices

52. How can the Board of Directors and management decide on technological investments whilst having a sound perception of the people governance stakes?
53. How can the Board of Directors and management be correctly informed on the quality assurance of internal and external communication processes in relation with the investments in new technologies?