

GUIDELINES

Independence of board members

Here is a list of criteria that should lead to a rather clear NO when independence is the question:

- ▶ Board member is also executive of the same corporate
- ▶ Board member holds 5 positions or more i.e. is stretched and likely to compromise
- ▶ Board member used to be an executive of the same corporate
- ▶ Board member is a man/woman of influence within the sector (i.e. may have hidden agenda)
- ▶ Board member is a very long standing one (7 years or more) so that critical judgment tends to be eroded
- ▶ Board member is extremely young (less than 30) that is, is unlikely not to be under some influence
- ▶ Board member has a family link with another board member
- ▶ Board member has direct/indirect business link with the same corporate (supplier, typically a bank senior executive showing up on the board of a corporate client...)
- ▶ Board member is an employee rep
- ▶ Board member is a Government rep
- ▶ Board members all belong to the same university
- ▶ Board member CV is not available
- ▶ Board member field of expertise is obviously out of the corporate purpose (say a media star for instance)