

  <p>The Institute of Quarrying Australia</p>		<b>IQA Policy P25</b>	
<b>National Secretariat</b>		<b>Board, President, Board Member and Committee Performance Evaluation</b>	
<b>Policy Number:</b>	P25	<b>Version:</b>	P25-01
<b>Date Adopted:</b>	29 April 2014	<b>Contact:</b>	Company Secretary

## Objective

The objective of this policy is to detail the way in which the Board evaluates its performance and the performance of the President, board members and board committees.

## Frequency of Evaluations

The performance of the Board, President, board members and board committees is evaluated annually during the months of July and August.

The evaluations are conducted internally every second year. In alternate years, the Board uses external, expert, consulting assistance in undertaking the evaluations. The internal evaluations are conducted at the end of the first year of the new President term.

The Company Secretary is responsible for ensuring that the performance evaluations are undertaken as per this policy.

## Purpose of Evaluations

The evaluations uncover areas for governance and personal improvement leading to the development of action plans which are implemented over the next twelve months. A post-implementation assessment occurs as part of the following year's performance evaluations.

## Board Determines Methodology

The Board (on recommendation from the Corporate Governance Committee) determines the way in which the evaluations will be conducted, from the range of options described in this policy.

## Who Participates

All board members participate in Board, President, board member and board committee evaluations.

The Chief Executive Officer ('CEO') and Company Secretary who have sufficient exposure to the board or committee members to make an informed assessment, also participate.

## President Evaluation

The evaluation of the President is conducted in the following way:

- completion of a survey asking a range of rated and open-ended questions about the President's performance in the role under such categories as:
  - leadership;
  - diligence;
  - relationship with CEO;
  - relationship with board members; and
  - conduct of meetings.

Survey responses are collated and presented to the President. The President prepares an action plan to address any areas for improvement and tables the plan at a board meeting to facilitate an open discussion at the Board about:

- what the strengths of the President are;
- what areas require improvement; and
- what the President will do to address areas for improvement.

The President prepares an action plan and tables at the next board meeting individual private discussions between the President (or the consultant) and, those involved in the assessment, from which the President prepares an action plan for tabling at a board meeting.

### **Board Evaluation**

The evaluation of the Board is conducted in the following way:

- completion of a board evaluation survey covering the Board's performance in categories such as:
  - structure and skills;
  - strategy;
  - policy;
  - accountability;
  - monitoring operations;
  - risk management;
  - CEO performance management;
  - teamwork; and
  - conduct of meetings.

Survey results are collated and presented to the Board. If the evaluation is internal, the Board develops its improvement action plan. If an external consultant has conducted the evaluation, the Board discusses and confirms the recommendations from the consultant which will be included in its governance action plan.

- Individual, private discussions between the President (or the consultant) and those involved in the assessment and the preparation of a report, with conclusions and recommendations are made. The report is tabled at a board meeting and the Board confirms its governance action plan for the next year.
- An open discussion at the Board about:
  - what it has done well;
  - where it needs to improve; and
  - what action plan it adopts for the next year.

The President prepares an action plan and tables at the next board meeting.

### **Board Member Evaluation**

The evaluation of individual board members is conducted in the following way:

- A confidential, self-evaluation based on a survey covering performance in various categories such as:
  - strategic;
  - ethical and values-driven;
  - knowledgeable and experienced;
  - diligent; and
  - team player.

The evaluation allows each board member to reflect on their performance and develop their own, personal, action plan:

- A confidential discussion with the President, based upon the categories above, and an agreement about a personal action plan will occur if it's deemed necessary by the President.
- A confidential, peer evaluation based upon the categories above where each board member (and any others involved) assess themselves and each other board member. Collated results are presented to individual board members detailing how they rated relative to all board members and highest and lowest scoring board members. The identity and results of particular board members are not disclosed.

Each board member then meets with the President to agree their action plan.

### **Committee Evaluation**

Committee evaluations also occur by survey and/or committee and board discussion on each committee's:

- role and functions;
- structure and composition;
- teamwork; and
- reporting to the Board.

Action plans to address uncovered shortcomings are developed.

### **Responsibility**

It is the responsibility of the Board members to complete the Board, Chair, Board Member and Committee Performance Evaluation survey on an annual basis in accordance with this policy.

Is the responsibility of the Company Secretary to ensure that this policy is reviewed by the Board on a biennial basis.

**A) Board performance evaluation questionnaire:**

Question	Strongly Agree	Agree	Disagree	Strongly Disagree
The Institute has a three to five-year strategic plan or a set of clear long range goals and priorities.				
The Board has insured that the Institute also has a one-year operational or business plan.				
The Board gives directions to management on how to achieve the goals primarily by setting or referring to policies.				
The Board monitors appropriate financial, business and compliance indicators.				
Current strategic plans define performance indicators.				
The Institute is delivering on its vision, mission, objectives, goals and values.				
Board meetings are effective in fulfilling the board's role.				
The Board regularly reviews company strategy.				
Board discussions are open and honest and all matters are aired.				
Decisions are made through discussion and consensus.				
The Institute has relevant and reliable internal reporting and compliance systems.				
The board works as a team.				
The workload is fairly shared among directors.				
The board is supportive of management.				
Board papers are timely and accurate.				
The Board has a succession plan in place for the president.				
An ongoing recruitment strategy is in place for the board.				
The Board has a plan for director education and further board development.				
<p><b>Additional feedback and comments to assist in improving the performance of the Board.</b></p>				



**B) President performance evaluation questionnaire:**

Question	Strongly agree	Agree	Disagree	Strongly disagree
The Board has discussed the role and responsibilities of the President.				
The President is well prepared for board meetings.				
The President helps the board to stick to the agenda.				
The President ensures that every board member has an opportunity to be heard.				
The President is skilled at managing different points of view.				
The President can be tough on us as a group when we get out-of-line.				
The President knows how to be direct with an individual board member when their behavior needs to change.				
The President helps the board work well together.				
The President demonstrates good listening skills.				
The board supports the President.				
The President is effective in delegating responsibility amongst board members.				
The President ensures that the board meetings are run efficiently and effectively.				

**Additional feedback and comments to assist in improving the performance of the President.**

**C) Board Member performance evaluation questionnaire:**

Question	Strongly Agree	Agree	Disagree	Strongly Disagree
I understand my role, duties and responsibilities as a board member.				
I stay abreast of issues and trends affecting our Institute and industry.				
I feel I add value to the board and the Institute.				
I bring valuable experience and skills to the Institute and management.				
I have a good record of meeting attendance.				
I read the minutes, reports and other materials in advance of our board meetings.				
I am familiar with what is in the Institute's constitution and governing policies.				
I frequently encourage other board members to express their opinions at board meetings.				
I am a good listener at board meetings.				
I follow through on things I have said I would do.				
I maintain the confidentiality of all board decisions.				
When I have a different opinion than the majority, I raise it.				
I support board decisions once they are made even if I do not agree with them.				
I promote the work of our Institute in the community whenever I have a chance to do so.				
I stay informed about issues relevant to our vision and mission and bring information to the attention of the board.				
<p><b>Additional feedback and comments to assist in improving the performance of the Board member or any training requirements.</b></p>				



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**D) Committee performance evaluation questionnaire:**

Question	Strongly agree	Agree	Disagree	Strongly disagree
All committee members understand the charter and responsibilities of our committee.				
There is agreement between our charter and purpose and the actions taken and/or the decisions made by the committee.				
Our committee has adequate resources to support its function.				
Our committee has the respect and support of the Board.				
Our meetings are held regularly and with appropriate frequency.				
We receive the meeting papers in advance of the meeting to allow for appropriate review and preparation.				
Our meetings are run efficiently and effectively with appropriate time allocated proportionate to the individual items importance.				
Committee meeting attendance by all members is good.				
The committee membership represents the appropriate talent and skills set required to fulfill the charter and purpose of the committee.				
Our members come to meetings prepared and ready to contribute.				
The committee arrives at decisions after all members input is evaluated.				
<b>Additional feedback and comments to assist in improving the performance of the Committee.</b>				