

Sample Board Agenda*

FEBRUARY	APRIL	JUNE**
Board <ul style="list-style-type: none"> • 1-Year assessment • Dividend declaration • Growth strategy discussion • Strategy review 	Audit Committee <ul style="list-style-type: none"> • Internal and external audit reports • Recommend auditor appointment for next FY • Intangible assets review • Review external auditor expense Finance Committee <ul style="list-style-type: none"> • Review financial aspects of business plan • Financing update • Long-term borrowing authorizations Board <ul style="list-style-type: none"> • Authorization of foundation contribution • Business plan review for next FY 	Compensation Committee <ul style="list-style-type: none"> • Corporate incentive rating • Executive incentive plan awards • Executive incentive plan rating guideline • Variable match for VIP (401k) • Deposit stock option grants • Approval of CEO individual objectives • Proxy information • CEO performance appraisal Nominating Committee <ul style="list-style-type: none"> • Corporate governance review • New director candidates Board <ul style="list-style-type: none"> • Business unit #1 strategy review • Review of chairman's personal objectives • Dividend declaration • Annual meeting resolutions • Set meeting schedule for next calendar year
SEPTEMBER	OCTOBER	DECEMBER
Board <ul style="list-style-type: none"> • Business unit #2 strategy review • Annual organizational matters (committees, officer election) • Dividend declaration • Annual shareholders meeting 	Board <ul style="list-style-type: none"> • Strategic plan retreat 	Audit Committee <ul style="list-style-type: none"> • Internal and external audit reports • Risk assessment/compliance review • Officer and director expense review • Senior financial/audit personnel review Compensation Committee <ul style="list-style-type: none"> • Option grants Board <ul style="list-style-type: none"> • Management development update • Dividend declaration • Strategy review

*Nominating and public responsibility committees meet on an as-needed basis (consent process used for annual board nominations).

** Audit committee - telephone meeting to review annual external audit report and annual financials.

Source: Society of Corporate Secretaries and Governance Professionals