



It's About Time: The XCEO D&O Questionnaire Review

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Article Highlights:

- Integration with BoardLinX allows for a faster, easier and more effective D&O process.
- The D&O Questionnaire Review can be completed anywhere, at any time, and participants can easily modify their information.
- The D&O Questionnaire Review allows counsel to easily prepare, customize, manage and present the D&O process and output.

As board members and executive officers, the readers of this newsletter are well acquainted with the Directors and Officers Questionnaire, widely called the D&O questionnaire. This is the annual process that each director must complete in order to document facts and opinions regarding his or her independence, as well as to provide information regarding financial literacy and financial expertise for Audit Committee members under their applicable listing standards and SEC rules. In conjunction with the general counsel, or board secretary, the Governance and Nominating Committee reviews and assesses the documents and reports its recommendations to the board.

Because I have served on several boards, over many years, I have completed dozens of these questionnaires. While I readily disclose that I do not look forward to the annual ritual, I always complete the D&O questionnaires assiduously. I understand how important it is to provide complete, accurate and timely information.

Many directors and executive officers have shared similar perspectives with me regarding their view of the annual D&O questionnaire process. Their input, along with my personal experience, was instrumental in the development of the XCEO D&O Questionnaire Review. I am excited to provide you an introduction to our solution, which delivers a significantly improved process and addresses the major concerns of most directors and executive officers.

The XCEO D&O Questionnaire Review is designed to accomplish two very specific objectives. Our first objective is for each participant to have a significantly improved experience when completing the required questionnaire. In order to deliver a more favorable experience to each participant, we have substantially improved the overall efficiency and effectiveness of completing the questionnaire.

Our second objective is to improve the overall effectiveness and efficiency of the general counsel, or board secretary, in preparing,

managing and completing the D&O questionnaire process. XCEO's D&O Questionnaire Review provides counsel with an integrated and easy-to-use solution for both preparing the questionnaire and presenting the results of the process to the Governance and Nominating Committee.

The XCEO D&O Questionnaire Review has been integrated into BoardLinX, which encompasses all aspects of board governance. As a result, our clients are able to use all of the existing, rich features and functionality they experience today as they complete the D&O Questionnaire Review. These productivity features, such as photo document capture, voice messaging, annotations and personal libraries, considerably enhance the directors' and officers' ability to complete the questionnaire in less time, with less anxiety. In addition, the process is surrounded by the tremendous security and confidentiality associated with every XCEO offering.

Further, like all XCEO products and services, our D&O Questionnaire Review is enhanced by our concept of "**SCIENCE**". That means it is highly secure, confidential, inexpensive and easy to use. Because it is integrated into our Enlightened Governance Program, the new XCEO D&O Questionnaire Review is networked with our other offerings, resulting in a comprehensive and highly effective solution for our clients.

The questionnaire is delivered via BoardPortal PLUS[®], the most comprehensive board portal available. This allows the D&O questionnaire to be completed at the director's convenience, whether at home, the office, airport, or traveling on an airplane. The system guides each director and officer throughout the entire process. Each director or officer can conveniently review and modify both standard and individual-specific information as needed during the process.

The D&O process can be initiated at any time. It can be completed in one session, or if preferred, the input can be easily saved and

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completed at a later time. Furthermore, for reference, participants will have access to prior-year questionnaires, which are conveniently located within their personal library in BoardPortal PLUS.

The XCEO D&O Questionnaire Review is designed to meet the requirements of all boards of directors. However, we recognize that some boards may choose to have specifically designed questionnaires. Therefore, our process allows our clients to use either our standard, comprehensive questionnaire, or if preferred, a customized questionnaire.

Likewise, our process is designed to accommodate each director and officer's particular preference regarding the type of technology to be used in completing the process. Like all of the evaluations and services provided by XCEO, the D&O questionnaire can be completed using an iPad, Android tablet, iPhone, Android phone,

or any desktop using browsers such as Internet Explorer, Firefox, Chrome and Safari.

Also, our clients benefit from one common user interface (look and feel) across all platforms and devices. Logging on to a different device does not require navigating a new environment, keeping the directors' and officers' interaction with the platform simple and easy.

The XCEO D&O Questionnaire Review is much more than simply placing a paper version online. What differentiates our offering from others is its integration with all of the other comprehensive board solutions that we provide to our clients. Our solution substantially improves the overall quality of all completed questionnaires as well as the efficiency of the process. It is beneficial to governance professionals, general counsels and board secretaries, and of course, the directors and executive officers.

About the Author



Dr. Curtis J. Crawford

Dr. Crawford is President and CEO of XCEO, Inc. He is the author of *Corporate Rise: The X Principles of Extreme Personal Leadership*, *Compliance & Conviction: The Evolution of Enlightened Corporate Governance* and *Manager's Guide to Mentoring*.

Dr. Crawford currently serves on the Board of Directors of E. I. du Pont de Nemours, Xylem, Inc. and ON Semiconductor. Also, he is a Trustee of DePaul University. He previously served on the Board of Directors of ITT Corporation, AgilySys, Lyondell Petrochemical and The Sisters of Mercy Health Corporation.

He has served as Chairman of the Board of ON Semiconductor; Chairman, President and CEO of Zilog; President, CEO and Director of Onix Microsystems; and Chairman of the Board of ISTAT. Dr. Crawford also serves as a special advisor to several start-up companies.

He began his career as a systems engineer at IBM. Over 15 years, he held executive positions including Vice President of Marketing. During a ten-year tenure, Dr. Crawford was Group President of the Microelectronics Group and President of the Intellectual Property division of AT&T and Lucent Technologies.

Dr. Crawford earned his BA in Business Administration and Computer Sciences and a MA in business from Governors State University. He earned his MBA from the Charles H. Kellstadt Graduate School of Business at DePaul University, and a Doctor of Philosophy degree in Organization and Management from Capella University. In addition, Dr. Crawford has been awarded two honorary doctorate degrees, one from Governors State University and the other from DePaul University.

In 2011, Dr. Crawford was awarded the *B. Kenneth West Lifetime Achievement Award* from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom.



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About Our Organization

At XCEO, Inc., we believe individual leadership is the driving force for inspiring creativity and ultimately maximizing intellectual capacity. We provide individual and corporate development in the principles of *Extreme Personal Leadership*®. We call this *X-Leadership* and it is the touchstone of our company.

In today's globally competitive world, intellectual property is a key indicator of long-term success. Corporations and individuals are seeking knowledge intensive solutions to sustain a competitive advantage. At XCEO, we offer *Professional Mentoring and Personal Leadership Development* programs, as well as *Corporate Governance and Board Leadership Development* programs, for high-aspiration individuals and forward-looking corporations.

Through our Professional Mentoring and Personal Leadership programs, we assist individuals in developing personal career and development plans to achieve senior executive-level positions. We also support corporations that recognize the need for a broad array of development options for their high-potential employees being groomed for senior leadership responsibilities.

As part of XCEO's pursuit of enlightened corporate governance, we have created the *Enlightened Corporate Governance Board Performance Evaluation Program* to support boards and directors in their pursuit of excellence. Through our program, we are leading the movement past compliance, toward principled action which maximizes shareholder value. We have designed a set of eight individual and board evaluation exercises which provide an exceptional opportunity for directors to take their boards to a whole new level of effectiveness.

XCEO is a unique research, development and consulting firm. We are committed to excellence and the pursuit of *Extreme Personal Leadership*®. We specialize in inspiration, and endeavor to inspire highly enlightened executives and high-aspiration individuals to pursue maximum personal achievement. We have a leadership team of highly trained and highly motivated colleagues who are eager to serve our clients. Excellence is our goal. We are located in the heart of Silicon Valley and we stand ready to help our clients achieve extraordinary levels of performance and success.

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