Use this checklist when preparing, commissioning or following up a board performance review.

The scope should be proportionate to the organisation and the reason for the review. Not every item will apply to every board.

1. Establish the purpose of the review

☐ Agree why the review is being undertaken

☐ Identify any particular board concerns or questions that need examining

☐ Consider what has changed since the previous review

☐ Review progress against actions from the previous board review

☐ Decide what a successful review should help the board understand or improve

☐ Confirm whether the review will be internally or externally facilitated

☐ Agree who will oversee the review process

Notes:

2. Define the scope

Board composition and capability

☐ Does the board have the skills and experience required by the organisation's strategy?

☐ Are significant capability or knowledge gaps understood?

☐ Is the balance of executive and non-executive contribution appropriate?

☐ Does the board have sufficient diversity of perspective?

☐ Are succession and board-refreshment plans adequate?

☐ Are director induction and development needs understood?

Purpose and strategy

☐ Is the organisation's purpose clear to the board?

☐ Does the board spend sufficient time on strategy?

☐ Are strategic priorities understood consistently across the board?

☐ Does the board appropriately challenge assumptions behind strategy?

☐ Are emerging opportunities and threats receiving sufficient attention?

3. Review board dynamics and relationships

☐ Does the board work effectively as a collective?

☐ Does the Chair encourage constructive challenge and debate?

☐ Are different perspectives genuinely heard?

☐ Is the relationship between the Chair and Chief Executive effective?

☐ Are executive and non-executive directors able to challenge each other constructively?

☐ Is the Senior Independent Director's role understood?

☐ Is the relationship between the Chair and Company Secretary effective?

☐ Are individual directors making an effective contribution?

☐ Are difficult or contentious issues discussed openly?

☐ Are any behaviours preventing effective board discussion?

4. Assess meetings and decision-making

☐ Is sufficient time allocated to the most important issues?

☐ Are agendas focused on the matters that genuinely require board attention?

☐ Is sufficient time available for debate before major decisions?

☐ Are directors clear about what is being asked of them?

☐ Is challenge encouraged before decisions are reached?

☐ Are decision-making authorities and delegated responsibilities clear?

☐ Are decisions and actions recorded accurately?

☐ Are agreed actions followed through?

☐ Do committees escalate the right matters to the board?

☐ Is the relationship between the board and its committees working effectively?

5. Assess board information

☐ Do directors receive papers early enough to review them properly?

☐ Are board papers concise enough to support effective discussion?

☐ Do papers clearly identify the decision or input required from the board?

☐ Is information balanced rather than overly management-led?

☐ Does the board receive enough forward-looking information?

☐ Are significant risks and assumptions clearly presented?

☐ Can directors obtain additional information when needed?

☐ Is the volume of board information manageable?

☐ Are board packs improving decision-making rather than simply documenting activity?

6. Examine risk, oversight and stakeholders

☐ Does the board understand the organisation's principal and emerging risks?

☐ Is risk considered when significant strategic decisions are made?

☐ Does the board receive appropriate assurance over significant risks and controls?

☐ Are material concerns escalated quickly enough?

☐ Does the board understand the perspectives of key shareholders and stakeholders?

☐ Are relevant stakeholder views reaching the board?

☐ Does the board demonstrate how stakeholder considerations influence decisions?

☐ Are relationships with regulators and other important external parties appropriately understood?

7. If using an external reviewer

Before appointment

☐ Define the objectives and expected scope before approaching providers

☐ Compare proposed methodologies, not simply price

☐ Check the reviewer's relevant board and sector experience

☐ Establish who will personally conduct the work

☐ Check independence and potential conflicts of interest

☐ Consider any other commercial relationships between the reviewer and organisation

☐ Request relevant references or evidence of previous review experience

☐ Consider whether professional accreditation is appropriate

☐ Agree confidentiality and information-handling arrangements

☐ Agree deliverables, timetable and reporting arrangements

8. Agree how evidence will be gathered

Check which methods are appropriate for the review:

☐ Review of previous board-review findings

☐ Review of board and committee terms of reference

☐ Review of board calendars and agendas

☐ Review of recent board and committee papers

☐ Review of minutes and action records

☐ Confidential interviews with individual directors

☐ Interview with the Chair

☐ Interview with the Company Secretary

☐ Interviews with relevant senior executives

☐ Board-member questionnaire

☐ Observation of board meetings

☐ Observation of relevant committee meetings

☐ Input from shareholders or other key stakeholders where appropriate

☐ Individual director / peer feedback where appropriate

9. Prepare the board for the review

☐ Explain the purpose of the review to all directors

☐ Confirm the timetable and expected participation

☐ Make clear how confidentiality will be handled

☐ Ensure directors understand how individual feedback will be used

☐ Provide the reviewer with agreed access to information

☐ Allow the reviewer direct access to directors where appropriate

☐ Avoid management filtering access or information unnecessarily

☐ Encourage directors to approach the process constructively rather than defensively

10. Turn findings into action

☐ Identify what the board already does well

☐ Separate material issues from minor process improvements

☐ Agree a manageable number of priority actions

☐ Assign an owner to each action

☐ Set target dates

☐ Identify any individual director development needs

☐ Feed relevant findings into succession planning

☐ Feed relevant findings into board composition and recruitment planning

☐ Review induction or development programmes where necessary

☐ Agree how progress will be monitored

☐ Schedule a formal follow-up

Finding / priority:

Action

Owner:

Due date:

Progress:

11. Reporting and follow-up

For organisations reporting publicly:

☐ Confirm how the review process will be described

☐ Record whether the review was internally or externally facilitated

☐ Identify the external reviewer where required

☐ Disclose relevant connections or potential conflicts where required

☐ Describe the nature and extent of the reviewer's contact with the board

☐ Summarise significant outcomes without compromising appropriate confidentiality

☐ Explain actions taken or planned

☐ Consider how findings affect future board composition and succession

☐ Monitor implementation throughout the year

☐ Review progress before the next board performance review

Before the review begins, can you answer these five questions?

1. What do we genuinely want to learn from this review?

2. Which areas of board performance require the closest attention?

3. What evidence will allow those questions to be tested properly?

4. Who needs to participate for the review to be credible?

5. What will we do differently once the findings are known?