



GENOME CANADA

**BOARD OF DIRECTORS
ANNUAL QUESTIONNAIRE**

2008

Introduction

The purpose of this evaluation tool is to assist the Board of Directors to:

- understand and recognize what is working well;
- identify areas for improvement;
- discuss and agree on priorities for change which can be addressed in the short-and-long-term;
- agree on an action plan.

It is intended that this evaluation tool will be completed annually by each director of Genome Canada's Board of Directors. The Corporate Governance Committee will have responsibility to oversee the implementation of this evaluation tool, including discussing a summary of the results, and preparation of a final report with recommendations to the Board of Directors.

In order to encourage open and frank evaluations, as well as offer anonymity to respondents, the evaluation process shall be directed by the Corporate Secretary, who will mail the questionnaire to each director as well as collate the results into a report which will be submitted to the Corporate Governance Committee.

The questionnaire is structured in two parts:

- PART 1 – Director Self Assessment
- PART 2 – Board of Directors Evaluation

Both parts of the questionnaire are to be completed and sealed in the attached envelope and returned to the Corporate Secretary.

PART 1 - DIRECTOR SELF ASSESSMENT

Background

Genome Canada does not undertake a formal evaluation process for each director. Rather, it promotes a self assessment by directors of their own performance.

Assessment Criteria for Individual Directors

The following criteria are useful in determining how effective a Director's performance results in:

- contributing to corporate leadership and stewardship
- contributing to achievement of corporate objectives
- understanding Genome Canada's mandate, strategic plan, and key issues
- constructive contribution to resolution of issues at meetings
- communicating expectations & concerns clearly
- obtaining adequate, relevant & timely information
- promotion of corporation's interests externally
- interpersonal relationships with other directors and management
- attendance, confidentiality and preparation for meetings

PART 1 - DIRECTOR SELF-ASSESSMENT

Rating Scale:

On a scale from 1 to 5 with 1 being “Strongly Disagree” and 5 being “Very Strongly Agree” please rate your performance as a director based on the following:

	Assessment Criteria	Strongly Disagree 1	Disagree 2	Agree 3	Strongly Agree 4	Very Strongly Agree 5
1	I have a good understanding of Genome Canada’s mandate, strategic plan and key issues.					
2	I understand the difference between governing and managing a corporate enterprise and avoid intruding on management’s responsibilities.					
3	My special skills/expertise provide a unique contribution to the board’s overall effectiveness.					
4	I have good interpersonal relationships with the other directors.					
5	I think, speak and act independently in relation to decisions the board must make.					
6	I facilitate and encourage change when it would improve board processes.					
7	I make a measured and appropriate contribution to board discussions and deliberations.					
8	I am sensitive to the complex relationships which naturally exist among the board chair, the independent directors and the President and CEO.					
9	I come to meetings well prepared - having done the necessary prior reading and having consulted other directors and/or management if required.					
10	I have a good knowledge of the responsibilities of Genome Canada’s management team and am able to consult with members of the management team, as required.					
11	I promote Genome Canada’s corporate interests externally.					

	Assessment Criteria	Strongly Disagree	Disagree	Agree	Strongly Agree	Very Strongly Agree
		1	2	3	4	5
12	I respect the confidentiality of business information and our board's deliberations.					
13	I understand the legal and fiduciary obligations of individual directors and of the board as a whole.					
14	I have sufficient knowledge of Genome Canada's as a legal entity and not-for-profit corporation, as well as an understanding of its relationship with Industry Canada and other federal departments. .					
15	When it is appropriate I communicate privately and constructively with the Chair and/or President and CEO between meetings.					
16	I expect high levels of performance from myself, my fellow directors and management.					
17	I ask probing questions focused on policy and strategy rather than tactics and details.					
18	I insist that I and the other directors receive information necessary for decision making.					
19	I make a meaningful contribution when I serve on a board committee.					
20	My attendance rate at meetings is satisfactory.					
21	I serve as a resource to the board and to management.					
22	I introduce new thinking and a fresh perspective to problem solving.					
23	My attitude is positive, supportive and enthusiastic.					
24	My personal value and ethical system is congruent with that of the board and the corporation.					
Additional Comments:						

PART 2 - BOARD OF DIRECTORS EVALUATION

Background

The Board of Directors should undergo on an annual basis, a review of its performance against established criteria, for purposes of assessing its effectiveness.

Assessment Criteria

The following criteria assist in determining how effective the Board's performance is in:

- leadership
- stewardship
- contributing to achievement of corporate objectives
- timely resolution of issues at meetings
- communications of expectations & concerns clearly
- obtain adequate, relevant & timely information
- review & approval of strategic and operational plans, objectives, budgets
- regular monitoring of corporate results against projections
- identify, monitor & mitigate significant corporate risks
- assess policies, structures & procedures
- direct, monitor & evaluate President and CEO
- review management's succession plan
- effective meetings
- formal communications policy for corporation
- corporation's approach to governance
- accountability
- assuring appropriate board size, composition, independence, structure
- clearly defining roles & monitoring activities of committees
- review of corporation's ethical conduct

PART 2 – BOARD OF DIRECTORS EVALUATION

Rating Scale:

On a scale from 1 to 5 with 1 being “Strongly Disagree” and 5 being “Very Strongly Agree” please rate the Board’s performance against the following criteria.

Note: Additional comments are welcome.

	Assessment Criteria	Strongly Disagree 1	Disagree 2	Agree 3	Strongly Agree 4	Very Strongly Agree 5
Strategic Plan and Performance						
1	The Board understands the vision, mission and objectives of Genome Canada					
2	The Board is involved in the strategic planning process, including corporate goals, objectives, and overall operating and financial plans to achieve them.					
3	The Board focuses on strategic issues and regularly assesses performance against its strategic plans and goals.					
4	The Board monitors financial and other indicators throughout the year, and takes appropriate action as required.					
5	The Board regularly assesses strategic and operating risks and takes appropriate action as required.					
6	The Board understands the legal requirements and obligations under which they act as a Board; i.e., bylaws, funding agreement, corporate governance manual.					
7	The Board has adopted and maintains a senior management succession planning process and is satisfied with succession planning for the CEO					
8	The Board appropriately relates the compensation of the President and CEO to performance.					
9	The Board is diligent in verifying the integrity of its financial and management controls and systems.					
10.	The Board is made aware of Genome Canada’s communications with key stakeholders; i.e. media, government, general public.					
Additional Comments:						

	Assessment Criteria	Strongly Disagree 1	Disagree 2	Agree 3	Strongly Agree 4	Very strongly agree 5
Management Interaction						
11	The Board has sufficient formal and informal contact with the President and CEO					
12	The Board has sufficient formal and informal contact with other management personnel.					
13	The Board is able function independently of Management and has the mechanisms in place to maintain that distinction.					
14	The Board understands the difference between its role and that of Management.					
15	The Board receives appropriate advice and counsel from management.					
Additional Comments						
	Assessment Criteria	Strongly Disagree 1	Disagree 2	Agree 3	Strongly Agree 4	Very strongly Agree 5
Board of Director Operations						
16	The Board has an effective process for maintaining its size and compositions to provide appropriate expertise and experience to meet the best interests of Genome Canada.					
17	The Board has an adequate process for orientating and educating new Directors.					
18	The number and length of Board meetings is appropriate.					
19	The amount of time spent on discussions on strategic and general issues is sufficient.					
20	The Chair conducts the meetings in a respectful manner that ensures open communication and meaningful participation.					
21	The Chair communicates with directors between meetings as necessary and appropriate.					
22	The amount of information received in board packages is appropriate for discussion and decision making purposes.					
23.	The Board materials are received sufficiently in advance to adequately prepare for meetings.					
Additional Comments:						

	Assessment Criteria	Strongly Disagree 1	Disagree 2	Agree 3	Strongly Agree 4	Very Strongly Agree 5
Committee Structure <input type="checkbox"/> Executive <input type="checkbox"/> Audit <input type="checkbox"/> Investment <input type="checkbox"/> Election <input type="checkbox"/> Corporate Governance <input type="checkbox"/> Compensation						
24	The Committee structure is appropriate					
25	The delegation of responsibilities by the Board to its Committees is appropriate.					
26	The composition of the committee is appropriate.					
27	The number and length of Committee meetings is appropriate.					
28	The meetings are conducted in a manner that ensures open communication and meaningful participation.					
29	The amount of information received is appropriate for discussion and decision making purposes					
30	The materials are received sufficiently in advance to adequately prepare for meetings.					
31	The Committee regularly reviews its mandate and performance.					
Additional Comments:						

List the top three priorities requiring attention in order for the Board of Directors to function more effectively.

1	
2	
3	