The book I am reviewing is “Boards that lead: When to take charge, when to partner and when to stay out of the way”. The book provides practical knowledge about micro level corporate governance by presenting original business cases to facilitate the company top management team and executive directors. Reading this book company’s director can add value by learning about strategic decision making for the corporate board. The book was published in 2014 by Harvard Business Review press - and was gifted to me during first year of my Doctorate at France by my friend and mentor - “Professor Dr. Michael Useem who is director at the Centre of leadership and Change Management at the University of Pennsylvania’s Wharton School USA”. He is also the third author of the book being reviewed. The two other authors of the book are Ram Charan and Dennis Carey. The first Author is an Indian- Ram Charan who is currently a business advisor and has worked with many international companies with board members and executives - and has also served at various academic positions globally. The second author of the book is Dennis Carey who works for Korn/Ferry international to hire chief executive officers for American firms including renowned American Express, 3M, GSK, MCI and Goldman Sachs. This professional guide to boardroom leadership consists of 300 pages. The book starts by presenting a call for leadership which is further divided into three parts, twelve chapters, three
Appendixes and ends up by presetting profiles of the three authors. The book tells us about stories of various leading boards and guides professional directors to enhance board task performance by specifically guiding about “when to partner and when to stay out of the way”.

The book consists of three main parts. First part discusses fundamental concepts for internal corporate governance. The second part discusses CEO’s requirement, succession planning and the way to deal with falling CEOs. Third and final part of the book guides board of directors about value creation by talking about converting risk into opportunity, staying out of the way, managing leadership difference at corporate board by redefining the definition of corporate governance as per modern needs the of 21st century.

Part I, talks about the central ideal of the book by stating that corporate board works as centripetal and centrifugal DNA by identifying firm’s mission and vision for the successful firm. So the board plays the role of the DNA, as is the biological relation of DNA to the human body. In line with the board role as DNA the recruitment and selection of the board members will be critical. Therefore while selecting new board member the firm shall take care of a few factors i.e. new member has to capacity to think strategically and his/her vision is in line with the mission of the firm. The new director has the track record of proven multinational firms of similar industry, and will be value addition at corporate board in terms of intellectual capital due to experience diversity. The board member will be able to stand tall during firm’s crisis in future and the new board member will add value addition at corporate board. While adding further checklist about new board members the authors provide the check list for continued check on board task performance. The first part extends its discussion by talking about director’s monitoring and advisory roles and discusses individual potential of dealing with disputes, evaluating other directors, the right line for engagement, identifying the keepers, group think bias and a damaging insurgency. At the end of part I, the authors starts talks about boardroom leadership models and claim that board is a team. Thus any corporate
board member needs not only to respect each other but also need to take a lead role during a particular situation. So it is not just the responsibility of the chairman and or the CEO to lead boardroom all the time but the leadership role is needed by each board member to ensure value added by each executive team member. The authors claim that any board member shall exert six characteristics including executive experience, personal bonding, personal comfort, respect and confidence, collaboration and restraint and resilience. This part consist of four subsection each one is full of relevant boardroom examples from global companies including Bharti Airtel India, Sweden’s Ericson, United States’ IBM, Infosys Technologies India, HDFC Standard Life Insurance Company, China Lenovo, American Delphi, Brazil’s RBS Group and many other companies from Fortune 500 US companies. Overall, this builds the foundation of internal corporate governance creating a magical effect and this engages reader towards the next part dealing with in depth analysis of boardroom leadership styles and models.

**Part II** is about leading the leader and consists of three subsections. These sections discusses succession planning about firm’s future chief executive officer (CEO), Organization-CEO fit, dealing with the option related to falling CEO. Once again this part is full of examples from boardroom experiences about the firm including Ford Motor, General Motors, GlaxoSmithKline, 3M, Yahoo, Citigroup, Compaq Computer Corporation, Hewlett-Packard, Motorola and many other worlds’ renowned companies. The initial section talks About CEO’s hiring and succession planning by talking about explicit linkages among firm’s strategy and executive succession, board process linkage with evaluation of current CEO and potential successors including internal and external options, ensure presence of high performing CEO, expected director who can replace the current CEO, ensure board’s contact with the expected candidates for expected CEOs, ensure timely exercise of executive search option, ensure perspective CEO’s confidentiality, collecting independent reference to transparently evaluate the CEO, and lastly, cultural embeddedness.
for CEO’s succession planning. The next section deals with strategic fit between organization and the CEO by balancing among required leadership qualities of CEO and his/her capabilities. This section is dedicated to discussing real-time example of various firms by specifically discussing the consequences of mismatch among firm-CEO, in depth analysis of required CEO’s capabilities, non negotiable strategic criteria for CEO selection by formulation of leadership committee. The section concludes by demanding boardroom to identify two or three most critical requirements for CEO, two or three distinct leadership traits to run the company and convergence between several criteria that strategically integrates among required leadership traits and candidate’s capabilities in line with firm’s mission, vision and culture. The last section of this part is dedicated to discussing spotting, catching or existing a falling CEO. The practical guidelines are presented for timely spotting out of fumbling CEOs by identifying a series of problems being faced by the company in terms of growth, profit and or diversification related strategies. Few signs of the falling CEOs are suggested to the board, which includes CEO avoiding to straight answers about firm’s performance related issues, share bad news at the eleventh hour and last but not the least, market and / or technological changes. This section also talks about various other signals to replace the CEO that board members must include, i.e. if the CEO is lacking in a clear focus about the dominant firm’s strategic priorities, CEO may dislike follow-through, under-anticipation of unintended consequences, CEO’s over reliance on senior officers by being captive to one or more special advisors, CEO opting for less competitive officers in senior line of management etc. Once the potential problems with current CEO are identified, the board usually anticipate by initiating succession planning process. This demands boardroom CEO’s performance evaluation practices to ensure that the board is conducting regular sessions and doing candid discussion of CEO’s performance and behavior. The directors are involved in a tangible useful annual evaluation of CEO’s feedback by exercising caution and engagement of directors in decision regarding revival or relieving a faltering CEO. This session ends up by providing two
check lists for corporate board members about spotting a falling CEO and decision criteria regarding reviving, retaining or relieving the CEO.

Part III which is the final part is the cream of this professional guide. There are four subsections entitled as turning risk into opportunity, how to stay out of the way, leadership differences and finally revised decision of corporate governance is presented. Whilst talking about converting risk into opportunity, authors are able to convince the reader to learn the roles of the risk-management committee at corporate board. The examples of risk management practices at board level includes the examples from of General Electric and Proctor and Gamble. These companies hired risk manager on the recommendation of the board and took brave steps during financial crisis of 2007-08 to achieve the desired targets even in the crisis time through leading the risk. The next part helps the reader in finding the right line between staying out of the way and leading the board as challenging task. Here the authors present various examples of firms like Universal investors, Health South along with illustrations about annual governance calendars, board committee charters and decision protocols to help reader in grasping practical experience. This section also highlights the responsibilities of lead directors which may include shared reality, mutual respect, alignment and performance. The third section talks about managing leadership difference at corporate board. The authors once again presents the role of process oriented boardroom dynamics by talking about S&P 500 companies including Lehman Brothers, AIG insurance. The authors suggestions some innovative board structures e.g. top director as board leader and senior executive as chair and or CEO. The authors convincingly presents board structure as a team. Lastly, by redefining the definition of corporate governance as per modern needs of the 21st century the authors conclude the book.

After three main parts the book also provides three useful Appendices. The reader of the book cannot skip them due their

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professional usage. Appendix A is about director’s classical monitoring and leading roles with the help of research based evidence from S&P 500 companies from US security market. The research presents recent trends about performance evolutions about overall board and individual director, types of active board committees, CEO compensation trends of top seven CEOs of 45 US manufactures and topics of interests for governance scholars and practitioners i.e. firm’s strategy and shareholder’s activism. Appendix-B presents Director’s Evaluation Form. This sample form was adopted from US Technology company in 2012, who was using it, to evaluate the services provided by director. The main evaluation criteria want each director to rank other director’s performance about their attendance, participation and responsiveness during board meetings. Appendix-C is dedicated to present distinctive responsibilities of board lead director and CEO. Finally the books presents future readings of interest for professional and academicians in the area of boardroom decision making.

Final Remarks

Overall, the way the idea about boardroom leadership is presented in this professional guide is commendable. The book style is practical and authors seem to have complete grasp of the subject. Various techniques including real board room experiences have been used throughout the book. The approach can facilitate the boardroom professional and emerging firm’s executives to understand the contemporary trends and approach towards boardroom strategic decision making. The book is more suitable to non academic readers as compare to academics who would like to gain practical insight into the field of corporate governance. I strongly recommend it to firm’s top management and students of top notch business schools, consultants and trainers.

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