

Board Evaluations for Superior Performance

Communication

- Shareholder communications
- **In the proxy, explain to shareholders:**
 - The strategic plan
 - Board skill sets needed to oversee execution of the plan
 - Individual skill sets of board members
 - How those skill sets match the strategic plan and add value to the company

Nominating and Governance Committee...

- Shareholder Communications Example
- PBSO's Strategic Plan as Disclosed in the Proxy
- **“...established a vision for Point Blank Solutions to be the global leader in safety apparel and protective solutions...based on the following five strategic pillars:”**
 - Capture new military programs and increase the company's civil market share
 - Expand internationally
 - Improve the company's cost position
 - Pursue strategic ventures to expand and diversify
 - Build confidence in leadership and demonstrate financial responsibility

Nominating and Governance Committee...

- Skill Sets Identified and Disclosed in the PBSO Proxy:
 - Financial expert
 - Government procurement experience
 - Turnaround expert
 - Industry expertise and experience
 - International experience
 - Leadership skills
 - Corporate governance expert
 - Manufacturing expertise
 - Public relations and marketing experience

Director Selection

- Director background information
 - J. H. – filled the need for an audit committee financial expert
 - D. B. – marketing experience and history as a senior executive
 - M. H. – provides ties to the...law enforcement community
 - S. H. – experience in turning around troubled companies
 - Gen. M. B – a globe-spanning career with the U.S. Marine Corps
- “... the composition of the board reflects the strategic imperative that ... expertise in all crucial aspects of corporate management be represented, along with legislative experience and robust connections.”

Delegation

Strategy and ties to committee responsibilities

