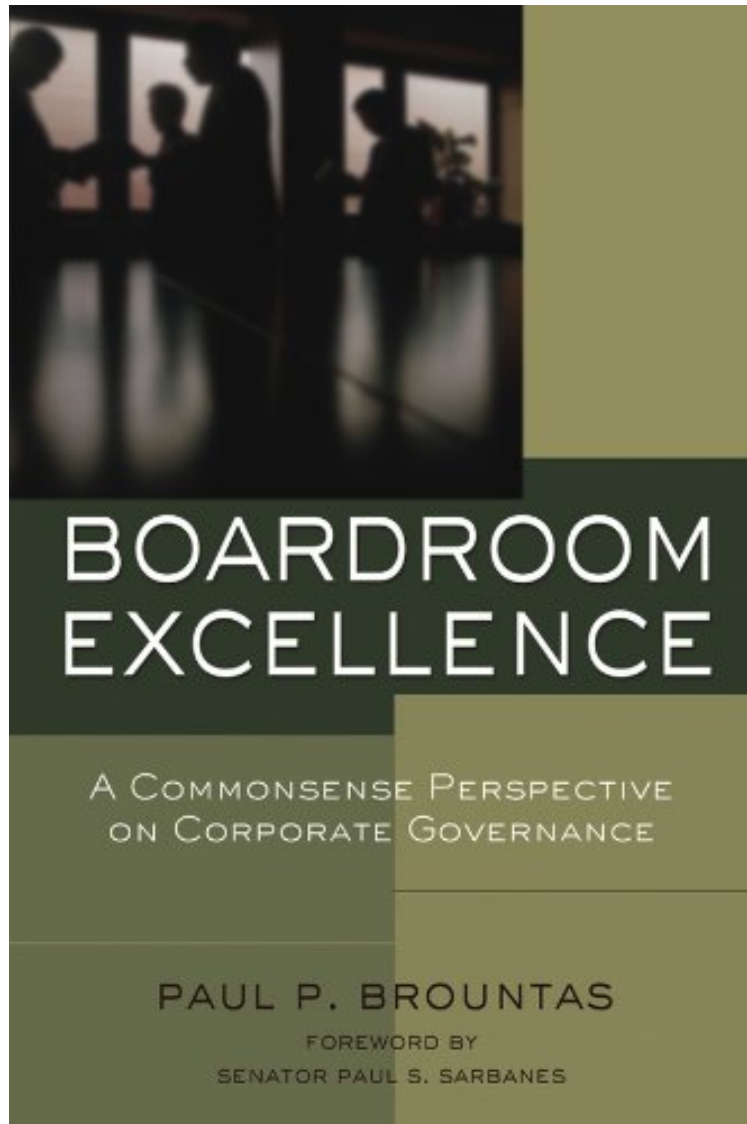


# Boardroom Excellence: A Common Sense Perspective on Corporate Governance

*Paul P. Brontas*

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**Paul P. Brontas : Boardroom Excellence: A Common Sense Perspective on Corporate Governance** before purchasing it in order to gage whether or not it would be worth my time, and all praised Boardroom Excellence: A Common Sense Perspective on Corporate Governance:

1 of 1 people found the following review helpful. Brontas writes the gold standard book for serving as a member of the board. By K. M. Nelson The is a must read/must own book for understanding the obligations of a corporate director, whether the corporation is tiny or gigantic. 2 of 3 people found the following review helpful. So you really want to be a

director? By Aceto Mr. Brontas is an elder statesman of the American corporation and of venture capital. If you are considering serving on the Board of Directors of an American corporation, this is the first book you should read, preferably before accepting a seat. He tells you what your responsibilities are to the Board, to the Chairman of the Board and especially to the stockholders. Consequently he educates you on legal matters and government compliance. But the real value of the book is for those who actually want to be good directors. Mr. Brontas begins with ethics, but moves into the higher levels of governance to help you be an active member, not a silent rubber stamp collecting payment for going along. Active board members drive the senior managers and give counsel and direction. You can further serve on a special committee of the board that draws on your particular expertise. Finally, he helps you decide whether or not a particular corporation is good for you in turn. It is not good enough for you to be a good governor in principle. The corporation must be good enough for you to be effective as well. Otherwise, not only will you do no good, you could land in harm's way from a shareholder's action, other litigation or government action. Highly recommended.

In *Boardroom Excellence*, author Paul Brontas, a corporate attorney with more than forty years experience, discusses the qualities and components of effective boards in today's post-Enron environment. Written in a concise format, the book is filled with informative practical advice for board members of private, public, and nonprofit organizations. *Boardroom Excellence* contains an informed discussion of fundamental corporate governance issues, including the duties and responsibilities of directors and the proper interaction of the board with the CEO and management. Brontas reveals how board members can be most effective when they are independent, possess integrity, are well-informed and involved, and are proactive. *Boardroom Excellence* offers timely information about:

- Establishing the values and qualities that board members should possess
- Developing an environment in the boardroom where skepticism and serious discussion are encouraged
- Understanding what the CEO expects of the board and what the board expects of the CEO
- Creating effective independent audit, compensation, nominating, and governance committees
- Formulating guidelines for periodic evaluation of the performance of the board and individual board members

Paul Brontas's book on corporate governance is an outstanding and welcome achievement. For those who serve as directors and those who aspire to become directors, his book provides an insightful, easy-to-read, commonsense guide to creating and maintaining excellence in America's boardrooms. --Raymond S. Troubh, recipient of the National Association of Corporate Directors 2003 Director of the Year Award

*Boardroom Excellence* is a must-read for corporate management and directors, particularly in today's business climate. It is well written, well organized, and specifically instructional. The quality of the observations and authority of the author add importance to its value. --William Elfers, founder, Greylock Partners

Frankly I shudder when I see an article or book with the term "governance" anywhere in the title or subtitle. I think that Paul Brontas has achieved three rarities: Wisdom--there is a style that condemns nobody, but which politely suggests situations in which one might pay attention; Literacy--short sentences, brief paragraphs, and well-defined separate chapters; But above all else--charm. This is not pompous, it is not preachy, it is not from "on high." --Robert A.G. Monks, founder of Hermes Lens Investments and Institutional Shareholder Services; cofounder of The Corporate Library

From the Inside Flap: Massive debt that is not reflected on the balance sheet, cooked books and phantom revenue, skyrocketing executive compensation . . . these are just a few of the business tactics practiced by many unscrupulous corporations. If companies and their directors are to regain and maintain the confidence of consumers and investors, they must put in place effective corporate governance practices.

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*Boardroom Excellence* also includes information about recent developments such as the growth and effectiveness of shareholder activism and the collateral effects of the 2002 Sarbanes-Oxley Act on private companies and nonprofit entities.

From the Back Cover: A Commonsense, Hands-On Guide to Doing an Effective Job on Any Board, Large or Small "Paul Brontas's book on corporate governance is an outstanding and welcome achievement. For those who serve as directors and those who aspire to become directors, his book provides an insightful, easy-to-

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