

Systematic monitoring of the Board's adherence to Governance Process Policies will be against the policies themselves.

Accordingly:

1. Monitoring is simply to determine the degree to which the Board is adhering to Governance Process policies.
2. Monitoring data will be acquired by three methods: (a) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria, (b) by DSIT, in which a designated member or members of the committee assess compliance with the appropriate policy criteria, and (c) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board Governance Process policies.
3. In every case, the standard for compliance shall be *any reasonable President interpretation* of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or by the Board as a whole.
4. All policies will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on the attached monitoring report schedule.

MONITORING GOVERNANCE PROCESS SCHEDULE

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>	<u>Month</u>
4.0 General Governance Policy	DSIT	Annually	May
4.1 Governance Style	DSIT	Annually	May
4.2 Board Job Description	Direct Inspection	Annually	January
4.3 Agenda Planning	Direct Inspection	Annually	August
4.4 President's Role	Direct Inspection	Annually	October
4.5 Board Members' Code of Conduct	DSIT	Annually	May
4.6 Board Liaison and Committee Principles	Direct Inspection	Annually	November
4.7 Cost of Governance	Direct Inspection	Annually	March

Adopted: September 4, 2001
Revised: May 2, 2007