Index

Page locators in *italics* and **bold** refer to images and tables, respectively.

Andersen, N. S. 240 3G Capital 198 anti-fraud tools 160-2 737 Max aircraft (Boeing) 115 anti-gay perspectives 276 Abu Dhabi Commercial Bank appetite, risk 31–2, 190 (ADCB) 54 Apple 12, 210–11, 271 accountants 159 APRA (Australian Prudential accounting, Toshiba scandal 36 Regulation Authority) 173 arbitrage 189 Aceh, India 284 ACFE (Association of Certified Archie Daniels Midland Co. 147 Fraud Examiners) 142–5 argumentative traps 63 #Ask PM 273 acquisitions see mergers and ssessment acquisitions anti-fraud tools 160, action plans 40, 41 active board oversights 141-64 160, 161, 161 ad hoc internal surveys 113 risk 31–2, 87, 93–4 Adecco 25 asset misappropriation 143–4 administration, secretariai Association of Certified Fraud roles 53 Examiners (ACFE) 142–5 Aduno subsidiary 146 Atlassian software company 214 advanced risk techniques 97–105 Atsutoshi, N. 36 advising roles 38–9 audit executives (CAEs) 154 age, diversity 257, 259 auditors/audits 36, 38–9, agenda setting 16, 51, 238 51-2, 159 aggressiveness, entrepreneurship Australian banks 173 212, 213 Australian Prudential Regulation agreeableness 12 Authority (APRA) 173 aircraft 115 Australian software companies 214 airlines 52–3, 112, 134–5 Australian subsidiaries 271 Al Hilal Bank 54 authenticity, crisis Amazon 169, 215, 254 management 116-17 AMC Theatres 220 automotive industries see car anchoring 92 manufacturers

| autonomy, entrepreneurship | chair-CEO relationships |
|---------------------------------|---------------------------------|
| 212, <i>213</i> , 214 | 233–43 |
| Avengers Endgame (Marvel | directors/finance essentials |
| movie) 246 | 177–91 |
| | diversity 251–64 |
| baby milk 25 | fostering of entrepreneurship |
| Baker, M. 276 | 210–16 |
| balance sheets 178 | investors 279–82 |
| bankruptcy, Swissair 134–5 | leadership and values 197–203 |
| banks 127, 130 | M&A oversight frame- |
| Abu Dhabi Commercial | works 217–31 |
| Bank 54 | making of stakeholders 283-8 |
| Al Hilal Bank 54 | social media 272–8 |
| board failure 79–80 | stewardship 289–98 |
| Commonwealth Bank of | subsidiary/holdings |
| Australia 173 | governance 204–9 |
| conflicts of interest 127 | talent management 265–71 |
| crisis management 113 | BG Group 100, 218–19 |
| diversity 259 | bias |
| high-level fraud 141-3, 146, | greupthink 67–8, 89–90 |
| 149–50, 155, 158, 163 | mental health check and |
| ICBC 130, 155 | risk 92 |
| ICICI Bank of India 127 | black swans 110 |
| mergers and acquisitions 227 | Blackfish documentary 83 |
| Raiffeisen Bank 146 | BlackRock 254 |
| strategic assets 173 | Blakemore, D. 111 |
| structures and processes 15, 54 | blind spots, social media 275 |
| Swiss bank Vontobel 259 | blood-testing technologies 152 |
| UBS Swiss bank 79-80 | BMW 170 |
| Union National Bank 54 | board-management relationship |
| US regulations 133 | blurring of 247–8 |
| Wells Fargo 141–3, | governance codes 248–50 |
| 149–50, 158, 163 | supervision 244–6 |
| Barclays Capital 227 | support 246–7 |
| Barneys (fashion retailers) 267 | Boeing 115 |
| Bartz, C. 80 | break-even analysis 189 |
| basis risk 189 | Brewer, R. 254 |
| belief perseverance 91–2 | Brexit referendum 259 |
| Berkshire Hathaway 169 | British Petroleum (BP) 25, 115, |
| best practice 165–298 | 173, 277–8 |
| board as strategic asset 167–76 | BroadCom 223 |
| board-management relation- | broken relations traps 63 |
| ship 244–50 | Burns, J. M. 23–4 |

| Bursa Malaysia Berhad stock | diversity 262–4 |
|---------------------------------------|---------------------------------------|
| exchange 253 | vice chairs 55 |
| business law 124 | Chair-CEO relationships 233-43 |
| Business Roundtable 1981 137 | activity of chair 237–8 |
| buybacks 133–4 | Golden Rules 236 |
| , | hallmarks 238 |
| California State Teachers' Retire- | ideal attributes of chair 242-3 |
| ment System (CalSTRS) 254 | role of CEO 236–7 |
| call options in acquisitions 103 | role of chair 233–7 |
| call options (risk analysis) 189 | tests 240–2 |
| Calma vs. Templeton 128–9 | challenges see failures and |
| CalSTRS (California State Teach- | challenges |
| ers' Retirement System) 254 | Chambers, R. 154 |
| Cannon-Brookes, M. 214 | chaotic context, strategic assets 175 |
| capital raising see investors | character |
| capital structure, implementing | chair-CEO relationships/ |
| of 184–5 | respect 242 |
| car manufacturers | stewardship 292–3 |
| BMW 170 | ChemChina 219, 225 |
| Chrysler 132 | chief audit executives (CAEs) 154 |
| Daimler 170 | Chief Executive Officers (CEOs) |
| Ford 98, 132 | Apple 210–11 |
| General Motors 132 | Atlassian 214 |
| Hyundai 292–3 Nissan Motor Co. 159 | Bernie Ebberrs 148 |
| Nissan Motor Co. 159 | board-management relationship |
| Porsche 20, 135–6 | 246, 247–50 |
| Volkswagen 20–2, 25, 116, 135–6 | British Petroleum 173 |
| cash flow at risk (CFaR) 101-2 | Business Roundtable 1981 137 |
| cash flow estimates 185 | Compass Group Plc 111 |
| cash flow statements 178–9 | conflicts of interest 129, |
| cement makers 284 | 135–6, 137–8 |
| cement producers 103 | crisis management 111, 113, 114 |
| Central Organisation Depart- | diversity 257, 258 |
| ment (Chinese Communist | domineering board members |
| Party) 26–7 | 126–8 |
| Certified Fraud Examiners | Enron 147, 148–9 |
| (CFEs) 159 | entrepreneurship 210–11, |
| Certified Internal Auditors | 214, 215 |
| (CIAs) 159 | Equilar report 138 |
| Certified Public Accountants | failure 80, 81 |
| (CPAs) 159 | Gillette 150 |
| CFFs (Financial Forensics) 159 | global governance chal- |
| Chairs | lenges 20–1 |

| governance DNA 26, 27 | Communist Party 23, 26–7 |
|-----------------------------------|--------------------------------|
| group dynamics/governance | crisis management 112 |
| culture 17–18, 59, 62 | governance DNA 26-7 |
| high-level fraud 145, 147, 148-9, | high-level fraud 154–6 |
| 150, 154, 157–8, 159 | making of stakeholders 288 |
| ICICI Bank 127 | mergers & acquisitions |
| information architecture 49 | 219, 225 |
| investor engagement 281 | mergers and acquisitions 220 |
| JP Morgan 273 | self-interested stakeholder |
| Maersk 240 | groups 130 |
| making of stakeholders 285-7 | tourism/flight MH370 112 |
| Marvel Entertainment 246 | China Investment Corporation |
| mergers & acquisitions | (CIC) 23, 130 |
| 218–19, 221–2 | China Traditional Medicine |
| National Kidney Foundation 114 | Holdings (China TCM) 95 |
| Necsa 287 | Chinese companies, trust 25 |
| Nissan Motor Co. 159 | chipmakers 223 |
| relationships with chair 233-43 | Chrysler 132 |
| Royal Dutch Shell 218–19 | Chung J. y. 292–3 |
| SeaWorld 83 | CIAs (Certified Internal |
| social media 274 | Auditors) 159 |
| stewardship 289, 295 | cinema 246 |
| strategic assets 167, 171, 173 | classical quantitative risk |
| structures and processes | assessment 99–101 |
| 51–2, 55 | client feedback 113 |
| succession 16, 17, 51–2, 111 | Clinton, H. 141 |
| Swedbank 113 | clothing companies 215 |
| talent management 265–6 | CNN 273-4 |
| Tesla 116 | coalitions 60–3 |
| Toshiba accounting scandal 36 | Coca-Cola 52–3 |
| trust 25 | cognitive bias (groupthink) |
| Tyco 149 | 67–8, 89–90 |
| Uber 59 | cohesion phase of meetings 59 |
| Volkswagen 135–6, 150 | Comfre 193–5 |
| Wynn Resorts 274 | commitment 243 |
| Yahoo 157–8 | committee on Financial System |
| Zappos 215 | Vulnerabilities, HSBC 15 |
| Chief Financial Officers (CFOs) | committee structure 52–3 |
| high-level fraud 145, 154 | Commonwealth Bank of Australia |
| information architecture 49 | (CBA) 173 |
| Chief Talent Officers 242 | communication and |
| China | correspondence |
| ChemChina 219, 225 | chair–CEO relationships 239 |

| communication-related | mergers and acquisitions |
|------------------------------------|----------------------------------|
| barriers 251 | 226–7 |
| crisis management | self-interested stakeholder |
| 110–12, 117–19 | groups 128–30 |
| quantitative risk assessment 99 | stakeholders vs. stakeholders |
| secretarial roles 54 | 121, <i>121</i> , 131–6 |
| Communist Party of China 23 | within stakeholder groups |
| community, talent manage- | 135–6 |
| ment 268–71 | Confluence (enterprise team |
| company vs. society (conflicts of | collaboration software) 214 |
| interest) 121, 122, 136–9 | Confucius 89 |
| Compass Group Plc 111 | Connect+Develop (crowdsourcing |
| competencies 37 , 170 | platform) 214 |
| competitive aggressiveness, entre- | conscientiousness 12 |
| preneurship 212, <i>213</i> | consensus-building 242 |
| complex context, strategic | constructive dissent, director |
| assets 175 | success 31 |
| compliance | context of firm, strategic |
| high-level fraud 159–60 | assets 174–5 |
| toxic behaviours 156–7, 157 | Copieston, S. 54 |
| complicated context, strategic | copyright infringement 273–4 |
| assets 175 | corporate bonds 185 |
| conduct | corporate and business law 124 |
| oversights 51–2 | Corporate Governance |
| toxic behaviours 156–7, 157 | Codes 125, 129 |
| confirmation bias, mental health | corporate governance frameworks, |
| check and risk 92 | high-level fraud 155 |
| conflicts of interest 34, 120–40 | Corporate Governance |
| between classes of stake- | Statements 281–2 |
| holders 133-5 | correlation coefficients 189 |
| between stakeholders and com- | corruption 143–4 |
| pany 131–3 | see also scandals |
| company vs. society 121, | cost of capital 185 |
| 122, 136–9 | courage 242 |
| directors vs. shareholders/stake- | Cousins, R. 111 |
| holders 120–1, 121, 124–30 | CPAs (Certified Public |
| domineering board members | Accountants) 159 |
| 126–8 | creativity 252 |
| fraud/injustice 152–3 | credit markets 185 |
| high-level fraud 152–3 | credit risk 99 |
| individual director vs. company | Cressey, D. 144–5, 145 |
| 120, <i>121</i> , 122–3 | 'Criminology' (Sutherland & |
| institutional loyalty 124–6 | Cressev) 145 |

| crisis management 106–19 authenticity 116–17 | decision trees 189 decision-making 27 |
|--|--|
| boardroom meetings 114–16 | dedication 243 |
| communication & trust 117–19 | see also people quality |
| communication princi- | Deepwater Horizon 277–8 |
| ples 110–12 | Del Monte Corp. 227 |
| gathering of information 112–14 | Demaré, M. 236 |
| preparation 110 | derivatives (risk analysis) 189 |
| procedure 116–17 | desired capital structure, |
| rebuilding trust 117–19 | implementing of 184–5 |
| risk 106–19 | detection, anti-fraud tools 160, |
| social media 277 | 160, 161–2, 163 |
| turning point 109–10 | Dhoot, V. 127 |
| critical thinking/framing 34 | diesel emissions scandal 21–2 |
| crowdfunding/crowdsourcing | digital transformation 52 |
| platforms 279 | dimensions of personality 12, 38, |
| culture 229–31 | 65–6 , 256–7, <i>258</i> |
| diversity 255 | directors |
| group dynamics & governance | character/values 28–34 |
| culture 10, 17–19, 56–71 | conflicts of interest 120, 121, |
| high-level fraud 146, 149–50 | 122–3, 124–30 |
| iceberg depiction 255, 256 | duty of care 30–2 |
| reinforcement 29 | duty of loyalty 32 |
| stewardship 291–2 | equal participation 34 |
| subsidiary/holding | finance essentials 177–91 |
| governance 208–9 | high-level fraud 148–9 |
| talent management 268–71 | independence |
| Cuneo, P. 246 | questionnaires 126 |
| cyber risk 97, 104–5 | integrity 32–3, 34 |
| | lead directors/vice chairs 55 |
| Daimler 170 | mutual respect 34 |
| Dalian Wanda Commercial | openness to experience 34 |
| Properties 220 | social media 276–7 |
| Danone 198 | structures and processes 55 |
| Dansk Teknologi 211 | disclosure 227 |
| DCF (discounted cash flow) 185 | discounted cash flow (DCF) 185 |
| de St Victor, D. 156–7, 157 | Disney 102–3, 246, 288 |
| deal negotiation 188 | diversity 251–64 |
| deal structure of mergers & | age 257, 259 |
| acquisitions 224–5 | Chair's role 262–4 |
| deal-making mindsets 218–19, 218 | as choice 252–3, 252 |
| debt 184–5 | circumstances 251–2 |
| debt–equity conflicts 133 | culture 255 |
| | |

future prospects 260–1 innovativeness 212, 214 gender 253-5 proactiveness 212, 213 governance DNA 27 risk-taking 212, 213, 215–16 versus best practice impacts 260–1, 261 need for 252 governance 211–12 environmental, social and people quality 38 personality 256–7, 258 governance (ESG) principles reasons for 251-2 261, 279, 282 environmentalists 273-4 social background 259 dividend payments 133–4 equal participation 34 DNA Equilar 138 of governance 26–7 equity 133, 184 mergers and acquisitions 219 Ernst & Young ShinNihon LLC talent management 269 (Toshiba auditor), 36 dotcom meltdown 109 ethics, social media 275 dual coaching 247 **Ethics and Culture Committee** (Uber) 59 due diligence 131, 187–8, 223–4 Dunning-Kruger Effect 90–1 ethics oversights 51-2 duty of care 30–2, 131 ETI (Fcobank Transnational) 62 duty of loyalty 32 EU member states 125 dyads, intra-board coalitions 61 European Shareholder Rights Directive 281–2 earn-outs 103 evaluation 16, 51-2 Ebbers, B. 148 evaluation/education 16, 51–2 Ecobank Transnational (ETU 62 examiners (fraud) 159 Eich, B. 276 exchange rates, risk 190 Eiji, T. 292–3 expenses manipulation 181 embezzlement 144 experience 243 emissions scanda! (Vclkswagen) expertise/experience 37, 170 21–2, 116 exploratory phases of meetings 59 emotions 12, 31, 268–71 external pressures 112 empirical studies, mergers and external spokespersons acquisitions 188 (role as) 243 extroversion 12 energy 24 Enron 145, 147, 148–9, 151 Facebook 272, 279 enthusiasm 24 entrepreneurial orientation failures and challenges 77–164 (EO) 212–16 active board oversights 141–64 entrepreneurship 210–16 advanced risk techniques 97–105 CEOs, team selection & support active encouragement 212–16 autonomy 212, 213, 214 issues 80, 81 conflicts of interest 120-40 competitive aggressiveness

crisis management 106–19

212, *213*

| failures and challenges (continued) | foreign-exchange hedging 102–3 |
|-------------------------------------|--------------------------------------|
| culture 229–31 | Four Pillars of Board Effective- |
| four areas of board failure 79-80 | ness see Pillars of Board |
| global governance 20–7 | Effectiveness |
| high-level fraud 141–64 | framing 34 |
| integrity failure 80, 81 | Franz, C. 236 |
| practical guide/risk | fraud 141–64 |
| thinking 85–96 | futures 190 |
| risks and philosophy 82–4 | |
| strategic failure 80, 81 | GAAP see Generally Accepted |
| strategy definitions 169–70 | Accounting Principles |
| technical risks 80, 81 | Gaussian distributions 190 |
| family values in business 203 | gay marriage 276 |
| fashion retailers 267 | genchi genbutsu (onsite learning and |
| Febreze products 214 | problem-solving) 257 |
| Federal Reserve quantitative- | gender diversity 38, 253–5 |
| easing 133–4 | gene-pool analysis 51–2 |
| fertilisers 88–9 | General Motors (GM) 132 |
| FIFA 80 | Generally Accepted Accounting |
| finance essentials for | Frinciples (GAAP) 151 |
| directors 177–91 | German Corporate |
| financial crisis of 2008 138 | Governance Code 129 |
| financial illiteracy 146, 151–2 | Germany, duty of care 131 |
| financial reporting, high-level | Gerstner, L. 134 |
| fraud 159–60 | Ghosn, C. 159 |
| financial statements | Gillette 150 |
| desired capital structure 184–5 | Glass Lewis 115 |
| high-level fraud 143-4 | Glencore 222 |
| mergers and acquisitions 187–8 | Goldman Sachs 25 |
| ratios and operating strate- | good judgement 30–2, 131 |
| gies 179–81 | Good Strategy, Bad Strategy |
| reading between the lines 181–2 | (Rumelt) 169–70 |
| red flags 182–4 | governance |
| valuation fundamentals 185–7 | board-management relation- |
| Financial System Vulnerabilities, | ship 248–50 |
| HSBC committee 15 | corporate frameworks/fraud 155 |
| Firefox 276 | Corporate Governance |
| fixed-income markets 185 | Codes 125, 129 |
| flight MH370 (Malaysia | Corporate Governance |
| Airlines) 112 | Statements 281–2 |
| focus see people quality | DNA 26-7 |
| food manufacturers 198 | ESG 261 |
| Ford 98, 132 | global challenges 20–7 |

| group dynamics & governance | compliance reporting 159-60 |
|---|-------------------------------------|
| culture 10, 17–19, 56–71 | conflicts of interest 152–3 |
| risk checks 85, 94–6 | control environments 153 |
| subsidiary/holdings | corporate governance |
| governance 204–9 | frameworks 155 |
| see also best practice | criminality triangle 144-5, 145 |
| Greenpeace 273–4 | detection 160, 160, 161-2, 163 |
| group dynamics & governance | financial illiteracy 146, 151-2 |
| culture (Four Pillars) 10, | financial reporting 159-60 |
| 17–19, 56–71 | Fraud Tree 143–4 |
| board culture 69–71 | injustice 146, 147–53 |
| board potential 66–7 | investigation 160, 160, 162 |
| checklist 74–5 | lax oversight 153-6 |
| intra-board coalitions 60-3 | lax oversights 146, 148-9 |
| self-awareness 67–9 | legal reporting 159–60 |
| traps 63 | occupational fraud 144 |
| understanding of 57–60 | oversight environment |
| groupthink 67–8, 89–90 | creation 152 |
| growth ratios 179 | prevention 160, 160, 161, 162 |
| gut feelings 31–2 | prevention of injustice 152–3 |
| Guth vs. Loft Inc. (1939) 122–3 | prevention of lax oversights 153-6 |
| | prevention of 162 |
| Hale, R. 281 | problematic culture 146, 149–50 |
| Hall, E. 255 | risk <i>146</i> , 159–60 |
| Hall, E. 255 happy family traps 63 hard to quantify risks 101 | strengthening oversight |
| maru-to-quartury risks 101 | expertise 159–60 |
| Harvard Business Review 129, 148–9 | toxic behaviours 156–9 |
| Hayward, T. 173 | hindsight bias, mental health check |
| hedging 102–3, 190 | and risk 92 |
| Heinz 198 | Hippocrates 109 |
| helpdesk software 214 | hiring stages 157–8 |
| Helvetica (Swiss insurance) 146 | Hiroto, S. 159 |
| herd behaviour (groupthink) | Holder, E. 59, 286 |
| 67–8, 89–90 | holdings governance see subsidiary/ |
| Herman, S. N. 255, 256 | holdings governance |
| Hess, B. 236 | homophobia 276 |
| Hewlett-Packard (HP) 17 | House of Cars 274 |
| hidden liabilities 182 | household goods and food |
| high-level fraud 141–64 | manufacturers 198 |
| ACFE 142–5 | HSBC |
| anti-fraud tools 160-2 | committee on Financial System |
| assessment 160, 160, 161, 161 | Vulnerabilities 15 |
| circumstances for 143–6 | committee structure 52–3 |

Hsieh, F. H. 236 innovation 212, 214, 251, 252 inspiration 24 Hsieh, T. 215 Inspiring Stewardship 296–7 Human Resources (HR) 26–7 Hyundai 292-3 institutional loyalty, conflicts of interest 124-6 Institutional Shareholder IBM 134, 170 ICBC see Industrial and Services 115 Commercial Bank of China insurance companies 146 iceberg depictions of culture 255, 256 intangible assets 25, 26 integration of risks 101-2 ICICI Bank 127 integration stages of mergers and identification of risk 31–2, 86–7 identification of stakeholders 285 acquisitions 225-6 identity 251 integrity 32–3, **34**, 156–7, **157**, 198–9 IFC (International Finance Corporation) 206 integrity failure 80 31 Intel (online voting) 282 improper disclosures 182 improvement processes 51-2 interest rate risk 190 income statements 178 Internal Auditors (CIAs) 159 International Finance Corporation incorrect asset evaluations 182 indecision 239-40 (FC) 206 independence see integrity interpersonal dynamics 68–9 independence questionnaires 126 intra-board coalitions and India, ICICI Bank 127 politics 60-3 India, Lafarge cement plant 284 introversion/extroversion 12 individual director vs. company intuition, director success 30-2, 31 (conflicts of interest) 120, investigation, anti-fraud tools *121*, 122–3 160, *160*, 162 individual responsibility, risk 83 Investnet subsidiary 146 Industrial and Commercial Bank of investors 279-82 China (ICBC) 130, 155 crowdfunding 279 influence of domineering board differences 280 increasing engagement members 126–8 influencers, crisis manage-281 - 2ment 117, 118 types 280 informal testimonials 113 iPhones 80 information architecture (Four Pillars) 10, 14–15, 45–9, 73 JIRA Service Desk (enterprise information gathering helpdesk software) 214 crisis management 112-14 Jobs, S. 12, 210–11 social media 277 JP Morgan 273–4 infringement claims 273–4 JPMorgan 169 judgement 30-2, 131 Infront Sports & Media 220 injustice (fraud) 146, 147–53 Juschus, A. 21

| Kellner, L. 115 | litigation, mergers and acquisitions |
|---|--|
| key performance indicators | 218, 226–8 |
| (KPI) 172 | Long-Term Shareholder |
| Khurana, R. 148–9 | Engagement and Corporate |
| KitKats 273–4 | Governance Statements 281–2 |
| KMV model (Moody) 99 | loyalty 32, 124–6 |
| knowledge | Lu, A. 290 |
| director success 30, 31, 34 | Lund, T. 211 |
| social media 275 | luxury fashion retailers 267 |
| Kochhar, C. 127 | |
| Kozlowski, D. 149 | Macintosh Office sales 210-11 |
| KPI (key performance | Macondo field blowout crisis of |
| indicators) 172 | 2010 173 |
| Kraft Heinz 198 | Maersk 240, 292 |
| Kroll's 2017/2018 Global Fraud | Malaysia Airlines flight MH370 112 |
| Survey 142 | Malaysia Berhad stock |
| , | exchange 253 |
| lack of consistency 920 | management |
| lack of consistency 239 lack of disclosure 227 | board relationship 244–50 |
| | chair-CEO relationships 240 |
| lack of respect 240 | crisis 106–19 |
| Lafarge 284 | mergers and acquisitions 228 |
| Lafarge Holcim 103 | risk 31–2, 88 |
| lax oversights 148–9, 153–6 | |
| lead directors 55 | crisis 106–19 |
| leader control traps 63 | talent pipeline 265–71 |
| leadership and values 197-203 | management performance |
| board vs. organisational | reviews 51 |
| values 202–3 | Mannesmann (Vodafone |
| definitions 199-202 | takeover) 225 |
| family values in business 203 | mapping process, strategic |
| quality boards/integrity 198–9 | assets 174–5 |
| Lee, M. 267 | market multiples 186–7 |
| legal reporting, high-level | market risk 190 |
| fraud 159–60 | marriage 276 |
| legal requirements, | Marvel Entertainment 246 |
| secretarial roles 54 | Mayer, M. 80 |
| Legendary Entertainment 220 | meetings |
| Lehman Brothers 25 | crisis management 114–16 |
| leverage ratios 180 | discussion/decision styles 64–5 |
| Lewis, R. D. 262 | group dynamics & governance |
| Lipton, M. 147 | culture 58–9 |
| liquefied natural gas (LNG) 100 | information architecture 49 |
| liquidity ratios 181 | secretarial roles 53 |

| mental health checks, | Monte Carlo simulations 190 |
|-----------------------------------|----------------------------------|
| risk 85, 89–93 | Moody' KMV model 99 |
| mergers and acquisitions | Moonves, L. 200 |
| (M&A) 187–8 | moral hazards 190 |
| advanced risk | Morgan Stanley 117 |
| techniques 100, 103 | Morse, T. 80 |
| bigger picture 218, 220 | motivation (fraud) 144-5, 145 |
| board process 221 | Mozilla 276 |
| conflicts of interest 226–7 | MSCI studies 254 |
| deal structure 224–5 | MTN Nigeria 286 |
| deal-making mindsets | Muilenburg, D. 115 |
| 218–19, 218 | Musk, E. 116 |
| due diligence 223–4 | mutual respect 34, 238 |
| empirical studies 188 | |
| entrepreneurship 216 | National Kidney Foundation |
| friendly takeovers 227 | (NKF) 114 |
| hostile takeovers 227 | natural selection 22–3 |
| integration 188, 225–6 | Necsa (South African Nuclear |
| lack of disclosure 227 | Energy Corporation) 287 |
| litigation 218, 226–8 | NEO Personality Inventory |
| oversight frameworks 217–31 | (NEO-PI) frameworks 12, 38, |
| post-acquisition | 65–6 , 256–7, <i>258</i> |
| mismanagement 228 | Nestlé 198, 273–4 |
| post-integration analysis 226 | net present value (NPV) 186, 190 |
| pre-acquisition | Netflix 274 |
| mismanagement 228 | Nissan Motor Co. 159 |
| pricing 224–5 | Nokia Phones 80 |
| risk analysis 222–5 | nominations 51–2 |
| staging deals & maximum | non-governmental organizations |
| precision 213, 220–5 | (NGOs) 21, 283–6 |
| structures and processes 54 | Norio, S. 36 |
| #MeToo movement 200, 274 | normal distributions 190 |
| Microsoft 271 | Nuclear Energy Corporation |
| milk 25 | (Necsa) 287 |
| Minder, T. 134–5 | NuPower Renewables 127 |
| mining companies 222 | |
| misappropriation of assets 143–4 | occupational fraud 144–5 |
| mobile phones see phones | Occupational Fraud and Abuse |
| Mockler, C. 150 | Classification System 143–4 |
| Moller, A. P. 292 | Oculus VR 279 |
| Moller, M. M. 240 | oil companies 25, 100, 115, 173, |
| monitoring roles 38–9, 172, 244–6 | 218–19, 277–8 |
| Monsanto 219, 225 | oil prices 98 |

| oil spills 115, 277–8 | people quality (Four Pillars) 10, |
|---|--|
| OkCupid.com 276 | 11–14, 35–44 |
| Olympus 25, 281 | action plans 40, 41 |
| onboarding 51–2 | board roles 38–9 |
| Ong, B. H. 289 | checklist 72–3 |
| online shoe and clothing | competencies 37 |
| companies 215 | dedication 41–4 |
| online voting 282 | focus 38–40, 41 |
| <u>e</u> | |
| openness to experience 12, 27, 34 | quality 35–8 skill maps 42–4 |
| operating efficiencies 180 | * |
| operational interventions 239 | typical board tasks 40 |
| opportunity (fraud) 144–5, 145 | performance reviews 51 |
| optimism, mental health check | perseverance of belief 91–2 |
| and risk 90 | personality |
| orangutans 273–4 | diversity 256–7, 258 |
| organisational culture | Inventory Frameworks 12, 38, |
| oversight 51–2 | 65–6 , 256–7, <i>258</i> |
| organisational fraud 145 | pesticides 88–9 |
| organisational influences of stew- | pharmaceutical companies 132–3 |
| ardship 291–2 | phones 80, 102–3, 225 |
| orientation phase of meetings 59 | physical health checks, |
| Ospel, M. 79–80 | risk 85, 86–9 |
| overconfidence, mental health | Piëch, F. K. 20, 135–6 |
| check and risk 90 | Pillars of Board Effectiveness 1–75 |
| overseeing of risk 189–91 | checklists 72–5 |
| oversights 141–64 | director success 28-34 |
| ethics 51–2 | global governance chal- |
| expertise strengthening 159–60 | lenges 20–7 |
| lax oversights 148-9, 153-6 | group dynamics & governance |
| mergers and equisitions 217–31 | culture 10, 17–19, 56–71, 74–5 |
| ownership and proactiveness | information architecture 10, |
| 212, 213 | 14–15, 45–9, 73 |
| Oxfam 25 | people quality 10, 11–14, |
| | 35–44, 72–3 |
| P&O Nedloyd 240 | structures and processes 10, |
| pairing, intra-board coalitions <i>61</i> | 15–17, 50–5, 73–4 |
| pan-African lenders 62 | PillPack 169 |
| Pansoft Company Ltd. 282 | podcasts 49 |
| paradox of the missing middle 67 | politics, intra-board coalitions 60–3 |
| Parmalat 148 | Porsche 20, 135–6 |
| | |
| passion 24, 212, 213, 215–16 Peikin, S. 83 | Porsche, F. 20 |
| | post-integration analysis 188 |
| pension plans 134 | postmodern theory 61 |

presentations 49 responsibility, talent management pressure (fraud) 144–5, 145 265 - 8reviews 51 prevention, anti-fraud tools 160, 160, 161, 162 risk pricing strategies 132–3, advanced risk techniques 97–105 188, 224–5 appetite 31–2, 190 proactiveness, entrepreneurship arbitrage 189 212, 213 assessment 31–2, 87, 93–4, Procter & Gamble 15 98–101, 102–4 proficiencies 37, 170 basis risk 189 profitability ratios 179–80 break-even analysis 189 proxy access 281 call option 189 psychological influences of CFaR 101-2 stewardship 291-2 classical quantitative risk assessment 99-101 put options in acquisitions 103 confirmation bias 92 Q&A (JP Morgan/Twitter) 273-4 correlation coefficients 189 Qualcomm 223 credit risk 99 quantitative risk assessment cyber risk 97, 104–5 97, 98–101 decision trees 189 quantitative-easing 133–4 entrepreneurship 212, *213*, 215–16 Rasmussen, M. P. 240 frequency 82-3 rationalisation (fraud) 144-5, futures 190 ratios and operating strategies Gaussian distributions 190 179 - 81governance risk checks 85, 94–6 RBS (Royal Bank of Scotland) 15 hard-to-quantify risks 101 real options methods 186 hedging 190 records and administration, high-level fraud 146, 159-60 secretarial roles 53 hindsight bias 92 red flags 58-9, 161-2, 163, 182-4 identification 31–2, 86–7 regulatory compliance, structures individual responsibility 83 and processes 51–2 integration 101–2 representativeness 92 M&A decisions 187 reputation, toxic behaviours management 31-2, 88 156–7, **157** market risk 190 reputation risk, social media 274–5 measurement/awareness 84 Rescorla, R. 117 mental health check 89–93 mental health checks 85, 89-93 research and development (R&D) 290, 293 mergers & acquisitions 222-3 Research Division at IBM 170 Monte Carlo simulations 190 respect 34, 238, 240 moral hazards 190 responsibilities, social media 276–8 normal distributions 190

| opportunity 83 | Wells Fargo 141–3 |
|---------------------------------|--------------------------------------|
| outcome of assessment 102–4 | WorldCom 145, 148 |
| overseeing of 189–91 | Scandinavian economies 259 |
| philosophy 82–4 | Scandinavian executives 262 |
| physical health checks 85, 86–9 | scapegoating 60-1, 61 |
| positivity 84 | Schmidt, O. 21 |
| quantitative risk assessment | Sculley, J. 210–11 |
| 97, 98–101 | SeaWorld 83 |
| representativeness 92 | secretaries 53–5 |
| sensitivity analysis 190 | Securities and Exchange Com- |
| social media 274–5 | mission (SEC) 83, 116, |
| spot exchange rates 190 | 138, 145, 151 |
| spot interest rates 190 | self-awareness 67–9 |
| spot prices 191 | self-interested stakeholder |
| standard deviation 191 | groups 128-30 |
| stewardship 297 | Senate Banking Committee |
| strategic risk checks 85, 93–4 | hearings 141–3 |
| strategy definitions 170 | senior executives, chair-CEO |
| structures and processes 51–2 | reacionships/respect 240 |
| structuring 88–9 | sensitivity analysis, risk 190 |
| technique failure 83 | September 11th, 2001 |
| thinking/practical guide 85–99 | attacks 109, 117 |
| VaR models 100, 101–2 | session organisation 51 |
| Royal Bank of Scotland (RBS) | sexual harassment 200, 274 |
| Royal Dutch Shell 100, 218-19 | Shanghai Disney Resort 288 |
| Rumelt, R. 169–70 | share buybacks 133-4 |
| | shareholders |
| S&P 500 index companies 25, 26, | best practice/investors 279-82 |
| 128, 133–4, 138 | conflicts of interest 120–1, |
| sales manipulation 181 | <i>121</i> , 124–30 |
| Sanlu (Chinese company) 25 | fraud/injustice 147–8 |
| Savitt, W. 147 | vs. stakeholders 284–5 |
| scandals | sharing agreements in |
| Enron 145, 147, 148–9, 151 | acquisitions 103 |
| Helvetica insurance | Shell (Royal Dutch Shell) |
| company 146 | 100, 218–19 |
| ICICI Bank 127 | Shipit days (Atlassian software |
| National Kidney Foundation 114 | company) 214 |
| Swedbank 113 | shoe and clothing companies 215 |
| Toshiba 36 | Siilasmaa, R. 236 |
| Tyco 145, 148, 149 | Silicon Valley start-ups 152 |
| Volkswagen 21–2, 116 | simple context, strategic assets 175 |
| VW diesel emissions 21–2 | Singapore Airlines 52–3 |

| Singapore-incorporated | stakeholders vs. stakeholders |
|--------------------------------------|---------------------------------|
| BroadCom 223 | (conflicts of interest) 121, |
| skill maps 42–4 | <i>121</i> , 131–6 |
| Skilling, J. 147 | standard deviation, risk 191 |
| smartphones 80 | steering roles 38–9 |
| social dimension to integrity 33 | stewardship 289–98 |
| social media 272–8 | character building 292–3 |
| blind spots 275 | cross-disciplinary legacies of |
| comment/response protocol 278 | thought 291 |
| crisis management 277 | cultural influences 291–2 |
| independent intelligence 275 | fostering 297–8 |
| information gathering 277 | impact 293–5 |
| knowledge and ethics 275 | key actors 295, 296 |
| policy 277 | landscape 294, 295 |
| reputation risk 274–5 | organisational influences 291–2 |
| responsibilities 276–8 | psychological influences 291–2 |
| scans 113 | requirements 295–7 |
| understanding of 274–6 | risk 297 |
| social principles see diversity | three dimensions 290-1, 291 |
| Soderberg, J. 240 | stock exchange 253 |
| software companies 214 | Stout, L. 124 |
| Soiron, R. 236 | strategic assets 167–76 |
| South African Nuclear Energy | chaotic context 175 |
| Corporation (Necsa) 287 | co-creation 172 |
| sovereign wealth funds 23, 130 | complex context 175 |
| Spencer Stuart Board Index 2018 | complicated context 175 |
| survey 128 | context of firm 168, 174-5 |
| Spencer Stuart US Board Index 123 | role of board 168 |
| splitting, intra-board coalitions 61 | role clarification 171–4 |
| spokespersons (role as) 243 | simple context 175 |
| spot exchange rates, risk 190 | strategy definition 168–71 |
| spot interest rates, risk 190 | supervision 172 |
| spot prices, risk 191 | support 173 |
| stakeholders | ultimate significance 176 |
| conflicts of interest 120, 121, | strategy |
| <i>121</i> , 124–36 | board effectiveness 16 |
| definitions 284–5 | direction/lack of consistency |
| fraud/injustice 147–8 | 239 |
| identification 285 | failure 80, 81 |
| influence/impact 286–8 | planning 51–2 |
| making of 283–8 | rationale 187 |
| strategy definitions 170 | risk checks 85, 93–4 |
| vs. shareholders 284–5 | Rumelt 169–70 |

| strategy definitions 168–71 | Swissair 134–5 |
|------------------------------------|--------------------------------------|
| competitive domain 169 | synergy 187 |
| identifying/reinforcing core | Syngenta 88–9, 219, 225 |
| competencies 170 | systematic risk 190 |
| overcoming key challenges | • |
| 169–70 | takeovers see mergers and |
| as planning 169 | acquisitions |
| value optimisation 170 | talent management 265–71 |
| Street Global Advisors' Gender | tangible assets 25, 26 |
| Diversity Index ETF 254 | task-related benefits 251 |
| structures and processes (Four | Tata, R. 292 |
| Pillars) 10, 15–17, 50–5 | team collaboration software 214 |
| board secretary 53-5 | team selection/support issues 80, 81 |
| checklist 73–4 | technical risk 86–9 |
| committee 52–3 | technical risks 81 |
| evaluation 16 | Technology and Innovation |
| lead director/vice chair 55 | Committee, RBS 15 |
| processes 51–2 | Tesla 116, 174–5 |
| secretarial roles 53 | testimonials 113 |
| strategy 16 | Thermos (Silicon Valley |
| structuring, M&A decisions 188 | company) 152 |
| structuring of risk 88–9 | Thompson, L. D. 21–2 |
| Stumpf, J. 141–3 | Thompson, S. 80, 157–8 |
| subprime housing loan collapse 109 | Tokyo Electric Power Company |
| subsidiary/holdings | (TEPCO) 25 |
| governance 204–9 | Tolstoy effect 91–2 |
| culture 208–9 | Toshiba accounting scandal 36 |
| map 207 | tourism 112 |
| structures 206-8 | toxic behaviours prevention |
| Sunseeker International 220 | (fraud) 156–9 |
| supervising roles 38–9, 172, 244–6 | Toyota Way (philosophy) 292–3 |
| support | trade wars of 2019 109 |
| agreements in acquisitions 103 | transformational leadership 23-4 |
| board-management | translators 68 |
| relationship 246–7 | transparency 134–5 |
| issues 80 | traps 63 |
| traps 63 | triads, intra-board coalitions 61 |
| Sutherland, E. H. 143–5 | Triathlons 220 |
| Swedbank 113 | Trump, D. 170, 223 |
| Swedish Corporate | trust 24–5, 26 |
| Governance Code 125 | chair-CEO relationships 239 |
| Swiss insurance companies 146 | crisis management 117–19 |
| Swiss watch manufacturers 175 | diversity 251 |

| TRW systems Group 255, 256 | values |
|----------------------------------|-----------------------------------|
| Trybol (Swiss company) 134–5 | Comfre 193–5 |
| Turing Pharmaceuticals 132–3 | talent management 268–71 |
| Twitter 200, 272, 273–4 | Vamos, S. 271 |
| Tyco 145, 148, 149 | van Beurden, B. 218–19 |
| | VAT compliance 86–7 |
| Uber 59 | vice chairs 55 |
| UBS Swiss bank 79–80 | Vincenz, P. 146 |
| Unilever 198 | vision 24 |
| Union National Bank 54 | Vitale, D. 267 |
| Unite 198 | Vodafone 102–3, 225 |
| United Kingdom | Volkswagen (VW) 20-2, 25, |
| Brexit referendum 259 | 116, 135–6 |
| British Petroleum 25, 115, | Vontobel (Swiss bank) 259 |
| 173, 277–8 | voting systems 282 |
| diversity 259, 262 | 8 3,74 |
| HSBC 15, 52–3 | Walt Disney 102–3, 246, 288 |
| Royal Bank of Scotland 15 | Warren, F. 141–3 |
| Royal Dutch Shell 100, 218–19 | watch manufacturers 175 |
| United States | weighted average cost of capital |
| AMC Theatres 220 | (WACC) 185 |
| Business Roundtable 1981 137 | Wells Fargo 141–3, 149–50, |
| conflicts of interest 122–3, | 158, 163 |
| 128–9, 133, 137 | Wettergren, B. 259 |
| crisis management 116 | Whitacre, M. 147 |
| Equilar report 138 | Whole Foods 169 |
| FIFA 80 | Winterkorn, M. 20–1, 135–6, 150 |
| high-level fraud 141-3, 145, 151 | World Trade Center |
| mergers & acquisitions 220, 223 | attacks 109, 117 |
| S&P 500 index companies 25, | World Triathlon Corporation 220 |
| 26, 128, 133–4, 138 | WorldCom 145, 148 |
| SEC 83, 116, 138, 145, 151 | Wynn, S. 274 |
| strategy definitions 170 | wyiiii, 5. 274 |
| structures and processes 55 | Xstrata 222 |
| Wells Fargo 141–3 | Astrata 222 |
| Yahoo 80 | Value 80 157 8 |
| | Yahoo 80, 157–8 |
| unreasonable requests 239 | Yang, J. 80 Vou Tube 979 973 4 |
| valuation fundamentals 195 7 | YouTube 272, 273–4 |
| valuation fundamentals 185–7 | 720000 915 |
| Value at Risk (VaR) models | Zappos 215 |
| 100, 101–2 | Zhou, B. 95 |