

Directors & Boards

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It was a deal that got done during the darkest days of the markets meltdown — the sale of Rohm & Haas Co. to Dow Chemical Co. From its surprise instigation to its decisive closing, here is how the CEO and board mobilized over the course of 18 months to turn what could have been a transition crisis into a rewarding return for shareholders.

- Co-chaired by Raj Gupta: the Conference Board's initiative to offer guiding principles for setting executive compensation (*page 21*)
- Leadership advice from a past Rohm & Haas CEO (*page 23*)



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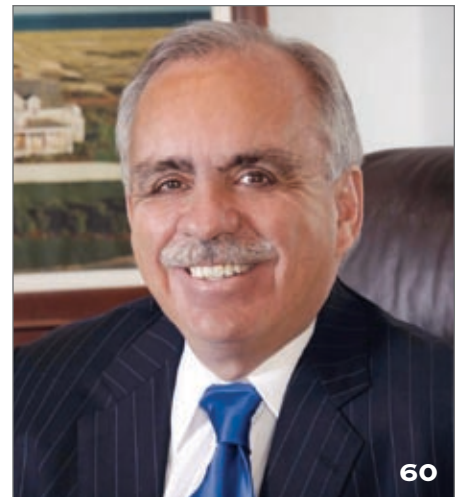
BY JACKIE KELLEY AND DIANE LARSEN

There is no time like the present to review the basics of building and running a world-class board. Here are the questions to be asked in constructing an optimal board, how to attract influential people to join a board, and the success factors critical to board performance.

30 Let's get real on role separation

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Is splitting the CEO and chairperson positions leading edge ... or over the edge? Boards must be increasingly vigilant to this aspect of their leadership structure, but there is not a shred of evidence that combining or separating the positions affects financial performance.



55 Restoration project: Respect for the board

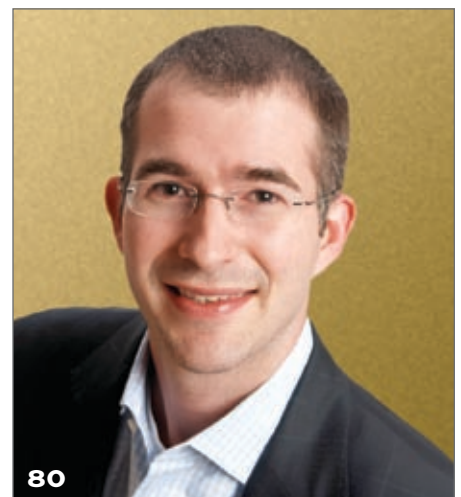
BY JOHN MADDEN

Vital to recovery from the Great Recession is reestablishing confidence in the board's ability to serve shareholder interests. The erosion of trust within the investor community must be halted. There are four factors fundamental to board effectiveness that require renewed focus.

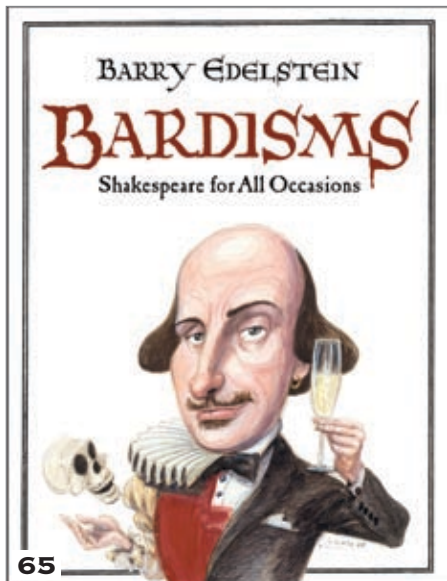
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