

Board Evaluation Services

**Independent. Confidential.
SECP-Aligned. Development-Oriented.**

Moving Beyond Compliance — Towards Board Effectiveness



In Pakistan's evolving governance landscape, Board Evaluation is no longer a symbolic exercise. Under the Code of Corporate Governance issued by the Securities and Exchange Commission of Pakistan (SECP), boards are required to conduct annual evaluations to assess performance, independence, oversight capability, and overall effectiveness.

However, mature boards recognize that evaluation is not merely a regulatory requirement, it is a strategic governance tool.

The Center for Executive Education (CEE) at IBA Karachi, offers structured, independent, and professionally facilitated Board Evaluation Services designed to strengthen board dynamics, enhance accountability, and improve long-term institutional performance.

OUR PHILOSOPHY

IBA-CEE approaches Board Evaluation as:

- A developmental intervention, not an audit
- A confidential reflection process, not a public rating
- A board-led improvement journey, not a consultant-driven checklist

The objective is simple:

Enable boards to govern better.



SCOPE OF EVALUATION

IBA-CEE conducts comprehensive assessments across multiple governance dimensions:

Evaluation Dimension	Key Assessment Areas	Indicative Focus Questions
1. Board Structure & Composition	<ul style="list-style-type: none"> • Skills matrix and diversity adequacy • Independence and role clarity • Committee structure alignment 	<p>Does the board collectively possess the competencies required for the organization's strategy and risk profile?</p> <p>Are independent directors truly independent in practice?</p> <p>Are committees structured and functioning as per regulatory and strategic needs?</p>
2. Board Processes & Functioning	<ul style="list-style-type: none"> • Agenda quality and information flow • Quality of deliberation and strategic depth • Decision-making effectiveness 	<p>Are board packs timely, relevant, and decision-oriented?</p> <p>Does the board dedicate adequate time to strategy versus compliance?</p> <p>Are discussions constructive, evidence-based, and outcome-focused?</p>
3. Oversight & Accountability	<ul style="list-style-type: none"> • Financial oversight capability • Risk governance effectiveness • Internal controls and audit interaction 	<p>Does the board understand financial statements and key accounting judgments?</p> <p>Is there structured risk oversight beyond operational updates?</p> <p>How effectively does the board engage with internal and external auditors?</p>
4. Strategy & Performance Monitoring	<ul style="list-style-type: none"> • Board involvement in long-term strategy • CEO performance oversight • KPIs and performance review discipline 	<p>Is the board actively shaping long-term direction?</p> <p>Is CEO evaluation structured, measurable, and documented?</p> <p>Are performance indicators clearly linked to strategic priorities?</p>
5. Ethics, Culture & Governance Maturity	<ul style="list-style-type: none"> • Tone at the top • Conflict-of-interest management • Governance culture and board dynamics 	<p>Does the board model ethical leadership?</p> <p>Are conflicts disclosed and managed transparently?</p> <p>Is there psychological safety and constructive challenge within the boardroom?</p>

EVALUATION METHODOLOGIES

IBA-CEE deploys a combination of quantitative and qualitative tools, depending on board size, complexity, and maturity.

Model	Methodology Components	Best Suited For	Key Strengths
A. Structured Questionnaire-Based Evaluation	<ul style="list-style-type: none"> • Digitally administered survey • SECP-aligned governance framework • Standardized rating scales • Quantitative scoring model 	<p>Large boards Listed companies Multi-committee structures</p>	<ul style="list-style-type: none"> • Scalable and efficient • Statistical analysis and benchmarking • Identifies trend patterns • Enables year-on-year comparison
B. In-Depth Interview-Based Evaluation	<ul style="list-style-type: none"> • One-on-one confidential interviews • Semi-structured governance discussion • Facilitated by senior governance experts 	<p>Boards seeking deeper introspection Family businesses SOEs and sensitive environments</p>	<ul style="list-style-type: none"> • Rich qualitative insight • Explores board dynamics and power structures • Captures nuanced concerns • Enables candid reflection
C. Hybrid Model (Recommended for Mature Boards)	<ul style="list-style-type: none"> • Questionnaire + Interviews • Documentary review (minutes, charters, policies) • Observation (where appropriate) 	<p>Mature boards ESG-transitioning organizations Institutions undergoing transformation</p>	<ul style="list-style-type: none"> • Combines measurable data with contextual depth • Cross-validates findings • Provides holistic governance mapping • Strongest basis for strategic board improvement

This layered approach ensures both measurable insight and nuanced understanding.

KEY DELIVERABLES

Every Board Evaluation engagement results in:

Deliverable	Components	Purpose & Value to the Board
Comprehensive Evaluation Report	<ul style="list-style-type: none">• Governance maturity assessment• Committee-level insights• Strengths and improvement areas	Provides an objective, structured view of overall board effectiveness. Identifies gaps at both board and committee levels. Establishes a clear baseline aligned with the Code of Corporate Governance issued by the Securities and Exchange Commission of Pakistan.
Action-Oriented Recommendations	<ul style="list-style-type: none">• Clear, practical, phased roadmap• Governance improvement priorities• Alignment with SECP expectations	Translates evaluation findings into implementable governance reforms. Prioritizes short-, medium-, and long-term interventions. Ensures regulatory alignment while strengthening strategic oversight capability.
Board Presentation Session	<ul style="list-style-type: none">• Facilitated discussion of findings• Safe, structured dialogue• Agreement on improvement plan	Enables collective reflection within the boardroom. Encourages constructive engagement and ownership of outcomes. Concludes with consensus on a formal governance enhancement plan.

Confidentiality is strictly maintained at all stages.

SPECIALIZED EVALUATION STREAMS

IBA-CEE conducts comprehensive assessments across multiple governance dimension

Stream	Regulatory / Governance Alignment	Key Evaluation Focus Areas
Listed Companies	Aligned with the Code of Corporate Governance issued by the Securities and Exchange Commission of Pakistan	<ul style="list-style-type: none"> • Independence and board composition • Committee effectiveness (Audit, HR&R, Risk) • Financial oversight and disclosure quality • ESG oversight readiness
State-Owned Enterprises (SOEs)	Aligned with the State-Owned Enterprises (Governance and Operations) Act, 2023 and public-sector governance standards	<ul style="list-style-type: none"> • Role clarity between Board, Ministry & CMU • Public accountability mechanisms • Performance contracts and KPIs • Procurement and compliance oversight
Family Businesses	Governance transition frameworks & professional board standards	<ul style="list-style-type: none"> • Succession planning and next-gen readiness • Related-party transaction governance • Family vs. independent director balance • Formalization of committees and charters
Islamic Financial Institutions	Integrated with Shariah governance standards in collaboration with IBA Centre for Excellence in Islamic Finance (CEIF)	<ul style="list-style-type: none"> • Shariah board oversight effectiveness • Ethical and compliance governance • Risk, capital adequacy, and fiduciary responsibilities • Alignment between Shariah governance and corporate governance

Financial Institutions (Banks, DFIs, NBFCs)	SBP prudential regulations & corporate governance frameworks	<ul style="list-style-type: none"> • Risk governance architecture • Board-level risk appetite oversight • Regulatory reporting and compliance culture • Capital and liquidity supervision
Public Listed Multinationals (MNC Subsidiaries)	Global governance frameworks + local regulatory compliance	<ul style="list-style-type: none"> • Parent–subsidiary governance alignment • Delegation of authority structures • Cross-border reporting and risk management
Pre-IPO & Capital Raising Companies	IPO readiness frameworks & investor governance expectations	<ul style="list-style-type: none"> • Board independence enhancement • Governance disclosure preparedness • Audit and internal control strengthening
ESG-Focused / Sustainability-Transitioning Boards	ESG oversight standards & IFC-aligned governance practices	<ul style="list-style-type: none"> • Climate governance oversight • Materiality assessment supervision • Sustainability reporting governance • Stakeholder engagement mechanisms
Regulated Sector Boards (Energy, Telecom, Utilities)	Sectoral regulatory compliance requirements	<ul style="list-style-type: none"> • Regulatory interface management • Tariff, pricing, and compliance oversight • Technical risk governance
Non-Profit & Not-for-Profit Organizations (NPOs)	Charity and trust governance standards	<ul style="list-style-type: none"> • Trustee accountability • Donor transparency and reporting • Governance vs. management separation

Startups & Venture-Backed Companies	Investor governance frameworks	<ul style="list-style-type: none"> • Founder–investor board dynamics • Advisory vs. fiduciary board clarity • Growth–stage governance maturity
Large Private / Conglomerate Boards	Enterprise governance standards	<ul style="list-style-type: none"> • Group–level oversight • Cross–entity risk management • Board succession and leadership pipeline

WHY INDEPENDENT EVALUATION MATTERS

Internal evaluations often struggle with:

- Reluctance to provide candid feedback
- Power dynamics within the board
- Defensive responses
- Superficial reporting

IBA–CEE provides a neutral, academically grounded, and practitioner–led platform that encourages honest reflection without reputational risk.

Our evaluators combine:

- Governance academics
- Former regulators
- Experienced directors
- Corporate governance practitioners

This ensures credibility and boardroom sensitivity.

TYPICAL ENGAGEMENT TIMELINE

Phase	Duration
Scoping & Customization	1–2 Weeks
Data Collection	2–3 Weeks
Analysis & Report Drafting	2 Weeks
Board Presentation & Closure	1 Session

Total cycle: **6–10 weeks**

CONFIDENTIALITY FRAMEWORK

- Individual responses anonymized
- Data protected under academic confidentiality protocols
- Findings shared only with authorized board members

IBA-CEE acts as an independent governance partner, not a reporting intermediary.

WHO SHOULD CONSIDER BOARD EVALUATION?

- Boards undergoing reconstitution
- Organizations facing regulatory scrutiny
- Institutions preparing for ESG transition
- SOEs seeking governance strengthening
- Family businesses transitioning to professional boards
- Companies planning IPO or capital raising

WHY IBA CEE?

- SECP-aligned governance expertise
- Trusted by public and private sector institutions
- 70+ years of institutional credibility through IBA Karachi
- Experience with thousands of senior executives and directors
- Neutral, academically rigorous, locally contextual

IBA-CEE stands not as a service vendor, but as a long-term governance partner.

BOARD EVALUATION – PRICING FRAMEWORK

Indicative professional fee ranges. Final pricing depends on board size, number of committees, geographic spread, documentation depth, and reporting complexity.

Model	Methodology Snapshot	Best Suited For	Professional Fee
Structured Questionnaire-Based Evaluation	<ul style="list-style-type: none"> Digitally administered survey SECP-aligned framework (as per Securities and Exchange Commission of Pakistan Code) Standardized rating scales Quantitative scoring & benchmarking 	Large boards Listed companies Multi-committee structures	Customized Pricing (Based on scope & board complexity)
In-Depth Interview-Based Evaluation	<ul style="list-style-type: none"> One-on-one confidential interviews Semi-structured governance dialogue Senior governance facilitators 	Boards seeking deeper introspection Family businesses SOEs & sensitive environments	
Hybrid Model (Recommended for Mature Boards)	<ul style="list-style-type: none"> Questionnaire + Interviews Documentary review (minutes, charters, policies) Observation (where appropriate) 	Mature boards ESG-transitioning institutions Transformation-stage organizations	

PRICING CONSIDERATIONS

Fees may vary depending on:

- Number of board members and committees
- Geographic dispersion (multi-city boards)
- Depth of documentary review required
- ESG or regulatory add-on modules
- Presentation sessions (single vs. multi-session)

A formal financial proposal is issued following a confidential scoping discussion with the Chairperson or Company Secretary.

Board Evaluation Is Not About Finding Fault. It Is About Unlocking Board Potential.

For confidential discussions and scoping consultations, organizations may engage directly with IBA-CEE's Corporate Governance team.



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