

Feature Articles

This month's focus: **Board Activation and Role of Outside Directors**

Board Practices to Support Independent Directors and Enhance Effectiveness of Boards and Directors

Yoshiko Takayama

The purpose of this study is to examine board practices to enhance the roles and functions of independent directors in Japan, and to compare them with practices conducted by US and UK boards. Many companies in Japan focus on establishing structures to enhance board discussion, but there are few examples of any that promote individual awareness of the responsibilities of independent directors. This paper focuses on the latter case, which includes establishing internal guidelines regarding the roles and responsibilities of independent directors, the evaluation of individual directors, and shareholder engagement by boards.

Importance and Functional Enhancement of the Board Office, which Plays a Part in Corporate Governance

Seiichi Tominaga

Following introduction of the Corporate Governance Code, corporate governance reform is said to be form formality to substance. The role of the Board Office is becoming more important due to the inevitability of improved corporate governance practices at listed companies and enhanced support systems for an increasing number of independent directors. From the standpoint of supporting both independent directors and the Board Office as an NPO for improving the effectiveness of corporate governance, the current status of the Board Office and issues and measures for strengthening its functions will be examined.