

NOTES

1. The Social Contract

1. D. K. Berman, "Where Was Lehman's Board?" *The Wall Street Journal*, September 15, 2008.
2. Tyco International, "Our History." http://www.tyco-emp.com/OurHistory_6462.aspx (accessed August 23, 2009).
3. Tyco International Ltd., "Press Release: Tyco Announces Intent to Separate into Three Publicly Traded Companies," January 13, 2006. <http://tyco.mediaroom.com/index.php?year=2006&s=43> (accessed August 23, 2009).
4. Tyco International Ltd., "Board Governance Principles: Amended December 6, 2007." <http://www.tyco.com/wps/wcm/connect/7ec1ae004d67be70bdc3ff790dc56802/Board+Governance+Principles.pdf?MOD=AJPERES> (accessed September 8, 2009).
5. ODX. "Outstanding Directors: Jack Krol." http://www.theodx.com/outstandingdirectors/061107_Od_Profile_Krol_Email.pdf (accessed September 18, 2009).
6. Lawrence Kohlberg, *Essays on Moral Development*, vol. I (San Francisco: Harper & Row, 1981), 409–12.
7. G. A. Miller, "The Magical Number Seven, Plus or Minus Two: Some Limits on Our Capacity for Processing Information," *Psychological Review* 63 (1956): 81–97.
8. Johnson & Johnson, "Our Credo Values." <http://www.jnj.com/connect/about-jnj/jnj-credo> (accessed September 10, 2009).
9. Johnson & Johnson, "Our Credo." <http://www.jnj.com/wps/wcm/connect/30e290804ae70eb4bc4afcofoa5ocff8/our-credo.pdf?MOD=AJPERES> (accessed September 10, 2009).

10. M&T Bank, "Vision Statement." <https://www.mtb.com/ABOUTUS/Pages/VisionStatement.aspx> (accessed September 8, 2009).
11. M&T Bank. "In the Community." <https://www.mtb.com/aboutus/community/Pages/Index.aspx> (accessed September 8, 2009).
12. Jennifer Reingold, "Banking the Buffalo Way," *Fortune*, April 17, 2009.
13. Berman, "Where Was Lehman's Board?"
14. Michael E. Raynor, *The Strategy Paradox: Why Committing to Success Leads Companies to Failure, and What to Do About It* (New York: Doubleday, 2007).

2. Tough Love in the Boardroom

1. Lehman Brothers, "Mission Statement," <http://www.lehman.com/who/mission> (accessed January 10, 2008).
2. Lehman Brothers, "Sustainability Principles," <http://www.lehman.com/who/sustainability> (accessed January 10, 2008).
3. Carl Icahn, "The Icahn Report." <http://www.icaohnreport.com> (accessed October 13, 2008).
4. Charles Beach and Nell Minow. "Risk Management: An Oversight Oversight," March 1, 2009. http://www.risk.net/public/showPage.html?page=printer_friendly_risknet&print=843572 (accessed September 11, 2009).
5. Yalman Onoran and John Helyar, "Fuld Sought Buffett Offer He Refused as Lehman Sank." November 10, 2008. <http://www.bloomberg.com/apps/news?pid=20601109&refer=home&sid=aMQJV3ij5M8c> (accessed September 11, 2009).
6. Ibid.
7. David W. Merrill and Roger H. Reid, *Personal Styles and Effective Performance* (Boca Raton: CRC, 1981).
8. CNN Online. "CEO Roberto C. Goizueta Dies at 65." October 18, 1997. <http://www.cnn.com/US/9710/18/goizueta.obit> (accessed September 11, 2009).
9. Natasha Tarpley, "What Really Happened at Coke?" *Fortune*, January 10, 2000. http://money.cnn.com/magazines/fortune/fortune_archive/2000/01/10/271736/index.htm (accessed September 11, 2009).
10. Betsy McKay et al., "Tone Deaf: Ivester Had All Skills of a CEO but One: Ear for Political Nuance—Clumsy Handling of One Flap After Another Cost Him Coke Board's Confidence—How to Irritate the Europeans," *The Wall Street Journal*, December 17, 1999.
11. Tyco International Ltd., "Board Governance Principles: Amended December 6, 2007." <http://www.tyco.com/wps/wcm/connect/7ec1ae004d67be70bdc3ff790dc56802/Board+Governance+Principles.pdf?MOD=AJPERES>.
12. James M. Kouzes and Barry Z. Posner, *The Leadership Challenge: How to Get Extraordinary Things Done in Organizations* (San Francisco: Jossey-Bass, 1987).
13. Onoran and Helyar, "Fuld Sought Buffett. . . ."

14. Donald C. Hambrick and Gregory D. S. Fukutomi, "The Seasons of a CEO's Tenure," *The Academy of Management Review*, Vol. 16, No. 4 (Oct, 1991), pp. 719–742.
15. James C. Collins, *How the Mighty Fall: And Why Some Companies Never Give In* (New York: HarperCollins, 2009).
16. Onoran and Helyar, "Fuld Sought Buffett. . . ."
17. D. K. Berman, "Where Was Lehman's Board?" *The Wall Street Journal*, September 15, 2008.
18. JetBlue. "Overview," 2002 Annual Report. <http://www.jetblue.com/about/ourcompany/annualreport/2002/about-main.html> (accessed September 11, 2009).
19. Ibid.
20. Nancy Brown Johnson, "Low-Cost Competition in the United States." Labor and Employment Relations Association Series, Proceedings of the 58th Annual Meeting. 2006. <http://www.lera.uiuc.edu/pubs/proceedings/index.html> (accessed September 11, 2009).
21. George Will, "An Airline that Isn't Bankrupt." *The Washington Post*, January 25, 2007.
22. Neeleman, February 2006, jetblue.com.
23. Press release, February 14, 2007, jetblue.com.
24. Allan Sloan, "From One Case Study to Another," *The Washington Post*, February 27, 2007.
25. Press release, May 10, 2007, jetblue.com.
26. JetBlue. Annual Report 2007. http://library.corporate-ir.net/library/13/131/131045/items/290628/JBLU_2007annualreport.pdf (September 11, 2009).
27. Ibid.

3. Why the Right Partnership Matters

1. Noel Capon, *Key Account Management and Planning: The Comprehensive Handbook for Managing Your Company's Most Important Strategic Asset* (New York: Free Press, 2001).
2. Capon, *Key Account Management and Planning*, p. 111.
3. Jack Welch and Suzy Welch, *Winning* (New York: HarperCollins, 2005).
4. Jacqueline Durett, "GE Hones Its Leaders at Crotonville," *Monday*, May 1, 2006. Training.
5. Larry Bossidy and Ram Charan, *Execution: The Discipline of Getting Things Done* (New York: Crown Business, 2002).
6. T. Chapelle, "Directors in Dark Have Themselves to Blame," *Agenda 27* (May 2008).
7. M. Beer and N. Nohria, eds., *Breaking the Code of Change* (Cambridge: Harvard Business School Press, 2000).
8. W. Warner Burke, *Organization Change: Theory and Practice* (Thousand Oaks, CA: Sage, 2002).

4. Leadership Metrics

1. R. Charan, *Boards That Deliver* (Hoboken, NJ: John Wiley & Sons, 2005).
2. M. Fenlon, *The Leadership Compass* (Vector Data Systems, 2001).
3. Ibid.
4. W. Klepper, "What Effective CEOs Have Yet to Learn," *Effective Executive*. January 2009, ICFAI.
5. P. Drucker, "What Makes an Effective Executive?" *Harvard Business Review*, June 2004.
6. P. Honey and A. Mumford, *The Learning Styles Helper's Guide* (Berkshire, UK: Peter Honey Publications, 2000).
7. Ibid.
8. Edward E. Lawler III, *Talent: Making People Your Competitive Advantage* (Hoboken, NJ: Jossey-Bass, 2008).
9. E. E. Lawler, "Good Riddance to the Imperial CEO," *Business Week*, October 24, 2008.
10. M. Hogan, "Where Did Lehman's Board Go Wrong?" *Agenda*, September 22, 2008.
11. Y. Onaran and J. Helyar, *Fuld Sought Buffett Offer He Refused as Lehman Sank*. November 10, 2008, Bloomberg.
12. S. Kirchaessner and G. Farrell, "Fuld Breaks Silence on Lehman Collapse," *Financial Times*. October 7, 2008.
13. Hogan, "Where Did Lehman's Board Go Wrong?"

5. How the Partnership Can Go Wrong: TTWO

1. S. Siverthorne, "Managing the Gamer Generation," in *Working Knowledge for Business Leaders*. 10/18/2004, Harvard Business School. <http://hbswk.hbs.edu/archive/4429.html>
2. Take-Two Interactive Software, I., *10 KSB Annual Report*, February 6, 1998. <http://www.secinfo.com/dr6wd.73k.htm>
3. G. Marcial, "Take-Two Gets a Second Chance," *BusinessWeek Online*, December 19, 2001.
4. M. Richtel, "Thicket of Ties in Management at Game Maker Raises Doubts," *The New York Times*, May 12, 2003.
5. Take-Two Interactive Software, I, Annual Report, 2003.
6. Take-Two Interactive Software, I, "Take-Two Interactive Software, Inc. Reports Fourth Quarter and Fiscal 2007 Financial Results; Fourth Quarter Bottom Line Exceeds Guidance; Net Loss Declines on Revenue Growth and Reduced Expenses; Company Reiterates Fiscal Year 2008 Guidance and Provides First Quarter Guidance" December 18, 2007, business wire.
7. "Take-Two Coup a Governance Win," *Associated Press Digital*, March 31, 2007.

8. D. Beim, *Fraud, Backdating, Activist Coup! Take Two Interactive: A Case Study*. Unpublished work: presented at ODX as a case study in New York City in 2007.

6. What Directors Need to Know Before Committing to a CEO

1. D. C. Hambrick and J. W. Fredrickson, "Are You Sure You Have a Strategy?" *Academy of Management Executive*, 15, no. 4 (2001).
2. M. Tushman and C. O'Reilly, *Managerial Problem Solving: A Congruence Approach* (Cambridge: Harvard Business Publishing, 2007).
3. R. G. McGrath and I. C. MacMillan, *MarketBusters: 40 Strategic Moves That Drive Exceptional Business Growth* (Cambridge: Harvard Business School Press, 2005).
4. W. Pietersen, *Reinventing Strategy: Using Strategic Learning to Create and Sustain Breakthrough Performance* (Hoboken, NJ: John Wiley & Sons, 2002).
5. W. Pietersen, "Strategic Learning." <http://williepietersen.com/learning/learning.asp#> (accessed September 14, 2009).
6. Pietersen, *Reinventing Strategy*.
7. IKEA. "The Ikea Way." http://www.ikea.com/ms/en_US/about_ikea/the_ikea_way/index.htm (accessed September 14, 2009).
8. Tushman and O'Reilly, *Managerial Problem Solving*.
9. W. G. Bowen, *The Board Book: An Insider's Guide for Directors and Trustees* (New York: Norton, 2008).
10. Ewing Township New Jersey, *About Ewing*. 2008. <http://ewingnj.org/>
11. Jersey, State of New, *New Jersey Core Curriculum Content Standards*, Department of Education, State of New Jersey, May 1996.
12. Schools, T.E.P., *Philosophy and Belief Statements*, November 11, 2002, The Ewing Public Schools, Ewing, NJ.
13. N. L. Arnez, "The Impact of Black Women in Education: An Historical Overview of Selected Black Female Superintendents of Public School Systems," *The Journal of Negro Education* (Summer 1982): 309–17
14. R. B. Cialdini, "Harnessing the Science of Persuasion," *Harvard Business Review* (October 2001).

7. The Board's Commitment to the CEO

1. Ram Charan, *Boards That Deliver: Advancing Corporate Governance from Compliance to Competitive Advantage* (San Francisco: Jossey-Bass, 2005), 88–90.
2. Richard M. Steinberg and Catherine L. Bromilow, *Corporate Governance—What Works Best* (Altamonte, FL: Institute of Internal Auditors Research Foundation, 2000).

8. Effective Board Dynamics

1. Bruce Tuckman, "Developmental Sequence in Small Groups," *Psychological Bulletin* 63 (1965): 384–99.
2. Pablo Cardona and Helen Wilkinson, "Team Work," IESE Business School, University of Navarra, Occasional Paper no. 07/10-E (December 2006).
3. R. Meredith Belbin, *Management Teams: Why They Succeed or Fail* (London: Heinemann, 1981).
4. Daniel Goleman, *Social Intelligence: The New Science of Social Relationships* (New York: Bantam Books, 2006). Also by Goleman: *Emotional Intelligence: Why It Can Matter More Than IQ* (New York: Bantam, 1996).
5. Paul Hersey, Kenneth H. Blanchard, Dewey E. Johnson, *Management of Organizational Behavior*, 9th ed. (Upper Saddle River, NJ: Prentice Hall, 2008).
6. Andrew Kakabadse and Nada Kakabadse, *Learning the Board: The Six Principles of World Class Chairmen* (New York: Palgrave Macmillan, 2008).
7. Tyco International, "Our Vision and Values." <http://www.tyco.com/wps/wcm/connect/7ec1ae004d67be70bdc3ff790dc56802/Board+Governance+Principles.pdf?MOD=AJPERES> (accessed September 17, 2009).
8. Correspondence between Thomas P. Lemke and Ann Yerger. <http://www.cii.org/UserFiles/file/resource%20center/majority%20votes/mv%202007%20PDFs/Legg%20Mason.PDF> (accessed September 17, 2009).
9. ODX. "Outstanding Directors: Selection Process." <http://www.theodx.com/outstandingdirectors/odprocess.php> (accessed September 18, 2009).

Epilogue

1. NYSE. New York Stock Exchange Corporate Accountability and Listing Standards Committee. June 6, 2002. <http://www.iasplus.com/resource/nysegovf.pdf>. September 18, 2009.
2. Marc Hogan, In Tale of Three Proposals, House Bill Goes Furthest. *Agenda*, June 22, 2009.