



LEADING
GOVERNANCE



The Value of the Board to a Growing Business



- The modern boardroom – what has changed?
- Bringing in Non-Executive Directors – why bother?
- Roles, responsibilities, relationships
- Taking the board from ‘good to great’

Why the interest in governance?



Corporate governance

What is it?

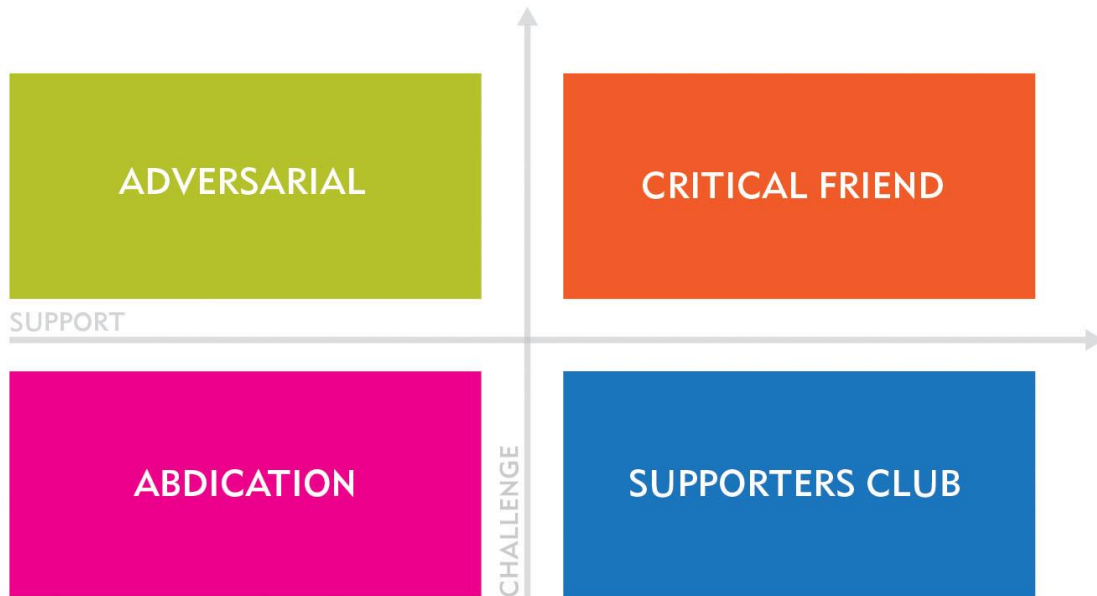


Structures and processes for decision making
and accountability, controls and behaviour, at
the top of organisations

Layers of Governance



Balancing Challenge & Support



Leading Boards Drive Both Conformance & Performance



Non-Executive Directors

- Can fill skills gaps in the boardroom
- More objective
- Un-biased, may be able to mediate
- More outward looking
- More open to change
- Network of contacts

Fundamental Principles

- Delegation of authority
- Checks & balances
- Professional decision making
- Accountability
- Transparency
- Conflicts of interest managed

Roles, responsibilities, relationships



- The Board
 - Keep the company legal
 - Set vision, values, strategy, business plan, targets
 - Manage risk
 - Monitor performance (including financial)
 - Select CEO, and ensure they manage well
 - Ensure behaviours reflect the values

Roles, responsibilities, relationships



- The Chair of the Board
 - Lead the Board, and ensure it does its job well
 - Build the Board – recruit, induct, train and develop
 - Ensure Board review; give feedback to Board members
 - Plan the Board agenda, and ensure it gets information
 - Chair meetings, and ensure minutes are accurate
 - Get specialist advice for the Board when it's needed
 - 'Line manage' the Chief Executive

Mindset of **leading** boards

- We are the brain of the organisation



Mindset of **leading** boards



- We need the **right people**
- Doing the **right thinking**
- Having the **right conversations**
- Asking the **right questions**
- Making the **right decisions**



Thank you



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