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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?



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Corporate governance

What is it?

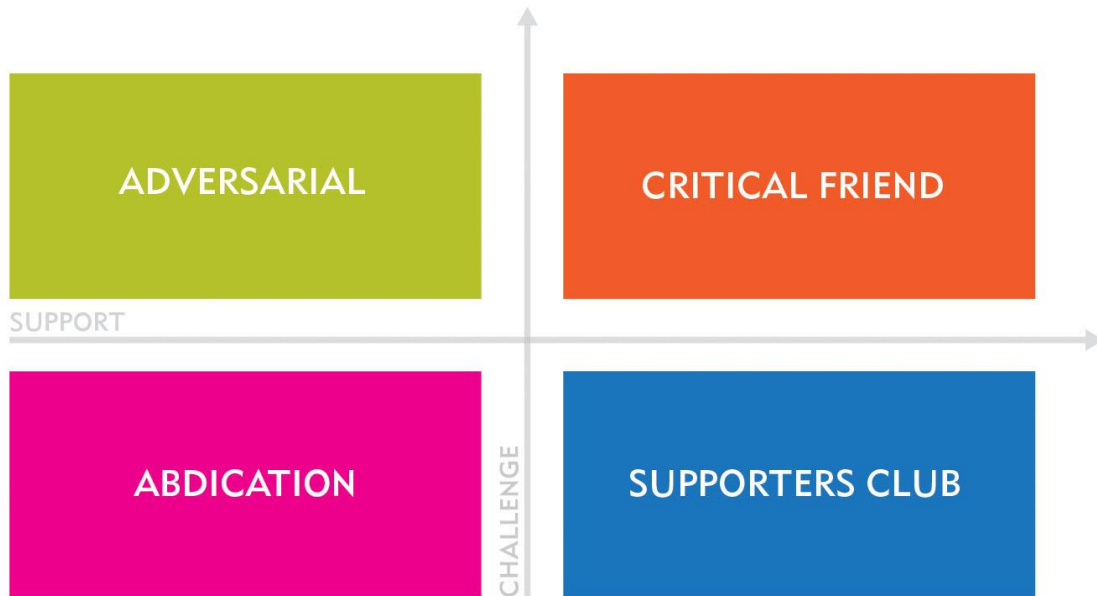


Structures and processes for decision making
and accountability, controls and behaviour, at
the top of organisations

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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