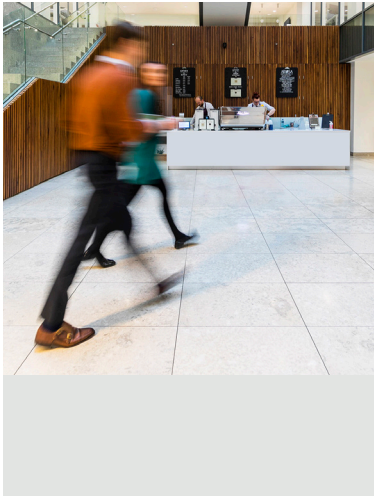


ARTHUR COX



GOVERNANCE & CONSULTING SERVICES

Board Services

Board meetings are the power house of Corporate Governance for companies and function as the primary decision-making forum.

Holding scheduled board meetings is a prerequisite to demonstrating good governance practice. Appropriately comprehensive, well drafted board minutes provide a portal into the mind of a company and can showcase its culture and risk-appetite as well as contextualizing decisions taken.

We have unrivalled experience in planning, coordinating and administering board meetings. Our clients will testify to the fact that our board services have facilitated efficient and effective board meeting organisation and delivery including increased interaction and responsiveness from presenters and board members.

HOW CAN WE SERVICE YOUR BOARD?

Our approach is to take the work associated with the coordinating and administering of board and committee meetings throughout the board meeting cycle, off the desks of busy executives and directors, to allow them to focus on the strategic and organisational issues that require their industry expertise.



Administration

The starting point for every governance structure is establishing a programme of scheduled board and committee meetings. We can assist with the scheduling of dates, arranging for meeting room and/or conferencing facilities and for the attendance of internal and external presenters.

An agreed schedule of meetings gives the board and executive clear timelines to work to, allows for the effective prioritisation of matters requiring committee and/or board consideration and approval, while reducing the administrative burden associated with board and committee meetings for directors and executives alike.

Planning

The overall purpose of board and committee meetings should be to oversee and supervise the operating universe of your company. We can draft meeting agendas and assist with their finalisation and advise on any matters reserved to the board by liaising with the executive, Chairperson and other stakeholders to agree agenda items. Early consideration and agreement of meeting agenda assists greatly with meeting planning while allowing the appropriate time for the preparation of meeting papers so that they are reliable, relevant and responsive to the needs of the committee/board.

A further element of agenda planning is to agree the appropriate time to be given to each agenda item thus encouraging the efficient and effective use of time a meetings and reducing the possibility of matters requiring interrogation and discussion being cut short.

We can also advise on the putting in place of a Board Agenda Planner which would schedule all the key board activities, responsibilities and tasks for the year thus ensuring that annual standing items are dealt with as appropriate.



“The Arthur Cox Governance & Consulting Services Group has been instrumental in the creation and operation of our governance structure. The service and guidance provided by Tom, Emma and their team has been flexible, thorough and insightful. We consider them an integral part of the LDA team”

JOHN COLEMAN, CEO, LDA



Prompting

We can prompt the timely production of meeting papers through direct communications with internal and external presenters. Again, this takes the burden of meeting administration away from the busy executive and ensures that meeting papers are distributed within agreed timeframes, thus enhancing the relationship between the Chairperson, board and executive.

Co-ordinating

We can coordinate the distribution of board packs and papers in advance of meetings and within an agreed timeframe, either via a board portal or secure email. The board is thereby given an appropriate amount of time to review meeting papers, raise any queries with management which might otherwise appropriate valuable meeting time and detract from more important discussions and deliberations.



“Extremely knowledgeable, always accessible and ultra-professional, the team at Arthur Cox have been a huge asset to us in the work we do on behalf of our songwriter, composer and publisher members - they are so easy to deal with and their expertise is second to none”

ELEANOR MCEVOY, CHAIRPERSON,
IRISH MUSIC RIGHTS ORGANISATION

**Recording**

The proceedings at board and committee meetings should be fully and appropriately minuted. This is very important as it enables your company and its directors to establish demonstrable compliance with their legal and fiduciary duties.

We can attend at all committee and board meetings to take minutes and record action points, draft the minutes for the Chair to review and circulate same for comment and consideration within agreed timeframes. This ensures accurate recording of decisions and action points and allows for the management of any relevant matters arising from the meeting and the pro-active management of future meeting agenda.

We recognise the importance of minutes setting the right tone and that this can vary from board to board. We are happy to help boards find the tone appropriate to them and to draft minutes consistent with that tone.

OUR APPROACH

Our approach is to understand, discuss and assess the services that you might require and from that we try to provide a fixed fee on a fair usage basis. We would review that fee within two to three months of our engagement, because it will be based on a number of assumptions which can only be validated after we are in the role.

Companies to which we provide board services will typically out-source some or all of their company secretarial function to Arthur Cox however board services can encompass all or some of the services set out above and can be provided on either a permanent or a temporary basis (e.g. sabbatical, maternity cover) whereby our company secretaries blend seamlessly into your organisation to minimise disruption and to deliver board services to order.

Our highly experienced company secretaries engage with the board of directors, and executives to deliver value added board assistance.

ADDITIONAL SERVICES

Reviewing and advising

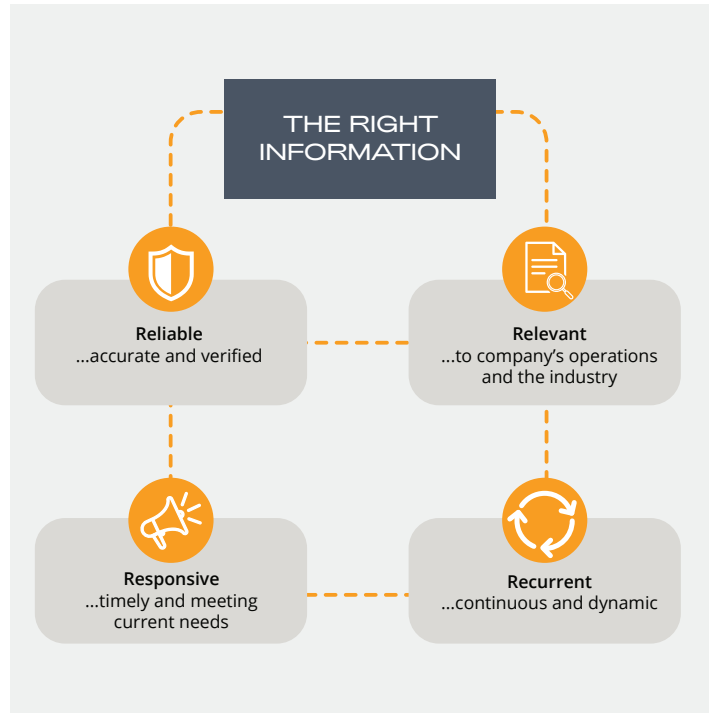
The provision of board services is an on- going relationship which develops and evolves as we become more familiar with you, your officers, your executives, your policies and your ways of working. As the relationship develops we can provide a “gap analysis” which would highlight any areas which might benefit from further planning, procedures, documentation of procedures or a review of current practices, thus ensuring that your company has a robust governance structure and that it is demonstrably compliant with that structure.

We become your external hub for the organisation and management of your board, its committees and their meetings while being able to provide advice to the board and its committees as required.

Training

We can provide training to executive/internal meeting presenters to assist them in ensuring that the information provided to the board allows the board to have full visibility of all operations, especially finance, which is key from a governance perspective.

We find that focusing on the “4 Rs for the Right Information” when preparing the content for board meetings ensures the optimum management of the board oversight and governance.



Contacts for further information



Ciaran Flynn
 Head of Governance and Consulting Services
 +353 1 920 2628
 ciaran.flynn@arthurcox.com



James Heary
 Director
 +353 1 920 1253
 james.heary@arthurcox.com



Emma Hickey
 Associate Director
 +353 1 920 1179
 emma.hickey@arthurcox.com

Dublin
 +353 1 920 1000
 dublin@arthurcox.com

Belfast
 +44 28 9023 0007
 belfast@arthurcox.com

London
 +44 207 832 0200
 london@arthurcox.com

New York
 +1 212 782 3294
 newyork@arthurcox.com

San Francisco
 +1 415 829 4247
 sanfrancisco@arthurcox.com

Arthur Cox LLP
 arthurcox.com