



Corporate Governance & Compliance | Competitive Advantage®

Corporate Governance Review

Good corporate governance requires there to be clear delineation between the roles of the board, directors, CEO, chief compliance officer, general counsel and the audit committee. There needs to be clarity between roles, reporting lines, obligations, and especially, potential liability of each participant. Failure to achieve this leads to a confusing set of governance standards which hampers a company's ability to manage strategic growth.

Ask yourself these questions

- | Does your company work to globally recognised corporate governance standards?
- | Do you have the processes to manage those governance standards?
- | Does the board or management have clear structures?
- | Do your audit, risk, and compliance committees work effectively?



How we can help:

- ✔ Ensure your organisation is in compliance with the law, regulations and practices (company law, listing rules, voluntary codes, and securities law and regulations) relating to your corporate governance obligations
- ✔ Clarify and define the legal responsibilities of your board and the members who sit on it
- ✔ Make sure the board and management understand their legal duties
- ✔ Put systems in place so that the board understands the delegation of responsibilities to management, board committees and board members, or other persons
- ✔ Review what board committees are in place, which ones are mandatory, and which ones are allowed
- ✔ Clarify regulatory requirements regarding the disclosure of board practices (committee structure, number of meetings, attendance, etc)
- ✔ Structure directors' and officers' liability insurance plans
- ✔ Review your corporate governance structure to ensure it meets International standards

' We were confused about how much our audit committee wanted to see, needed to see and must see. Everyone seemed to want to be a part of the process, but no one was clear on roles, responsibilities, and who should be held accountable should it all fall apart.'

Head of Compliance, Major UK-listed company

Benefits & service integration

Benefits

- | Provide an independent assessment of the governance programme
- | Restructure dysfunctional programmes, and maps them against both required legal standards and international best practices
- | Redefine roles, responsibilities and reporting lines
- | Increase effectiveness by better integration between the board and management

Service integration

- | Board Assessment Review - helps the restructuring of dysfunctional boards; gives an independent assessment of the performance of senior management

Integrates and reports data collected from the following tools of the ComplianceDesktop® Technology Platform

- | Conflicts Tool - allows for the online management of board assessment responses from directors or staff
- | Certifications Tool - supports certifications given by Board of Directors and Management