



BOARD EXCELLENCE

ENABLING HIGH-PERFORMING BOARD TEAMS

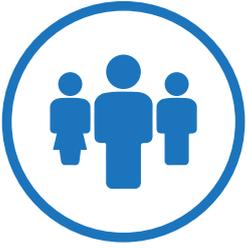
Board Evaluation Service

Private Company Sector

boardexcellence.ie



ABOUT BOARD EXCELLENCE



Board Excellence is a specialist board consultancy practice that enables boards, working as teams, and individual directors, to excel in effectiveness, performance and corporate governance.

We support a wide range of private company boards across Ireland, UK and internationally from SME to private-equity backed to family businesses to large private companies and PLCs.

External Board Evaluation



We provide a comprehensive, independent and objective board evaluation for private company boards based on international best practices which establishes a strong foundation to assess the current strengths and weaknesses of the board and drive a measurable plan of sustained improvement in the board's effectiveness and performance. We also support board chairs and company secretaries in ensuring their internal board reviews are objective and deliver value-adding, actionable insights.

We adapt our process to suit the scale and maturity of the board team to ensure the process works well and adds significant value.



Working closely with the board chair and company secretary, we implement our process (outlined in Figure 1 overleaf) with a key focus on assessing the current level of effectiveness in key areas such as

- *Executive reporting*
 - *Board dynamics and focus areas for the board*
 - *Engagement between executive and non-executive directors*
 - *Quality of board oversight and decision-making*
 - *Strategy*
 - *Risk management (incl. cyber-security)*
 - *Board induction, succession planning, committee structures*
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Our key focus in our external evaluation process is to add significant value to the board team and support the board team improve its effectiveness and performance.

We welcome the opportunity to discuss your specific requirements with you.

Overview of Board Excellence External Board Evaluation Process

Phase 1 : Meeting with the Board chair and Board Secretary to agree objectives, process, scope

Phase 2 : Dissemination and completion of online questionnaires (reviewed/signed off by Board Chair & Secretary)

Main board questionnaire

Audit/Risk Committee

Remuneration Committee

Nominations Governance Committee

ESG Sustainability Committee

Phase 3 : Review of the last 12 months board materials for the main board and all sub-committees

Board packs (executive reports)

Agenda Meeting minutes

Governance materials

Risk register Risk management framework

Strategy related materials

Culture, talent, succession materials

Phase 4 : Collation and analysis of questionnaire responses (main board and committees)

Phase 5 (Optional) : Attendance by the external evaluator as an observer at a board meeting

Phase 6 : one-on-one confidential interviews with board chair, board secretary, non-exec directors, exec directors

Phase 7 : Completion of first draft of the external evaluation findings and recommendations draft report

Board Information model

Process Procedures Succession/Induction

Governance code compliance

Board meeting dynamics, challenge, debate

Quality of board oversight & decision-making

Engagement Shareholders Stakeholders

Executive – Non-executive engagement

Oversight of financial & internal controls

Strategy

Risk management (incl. cyber-security)

Chair leadership Committees

Culture, talent, diversity, ESG reporting

Phase 8 (Optional) : Support for the board chair and board member annual evaluations

Support to board chair on annual board member evaluation (best practices guide, framework)

Support to SID on annual board chair evaluation (best practices guide, framework)

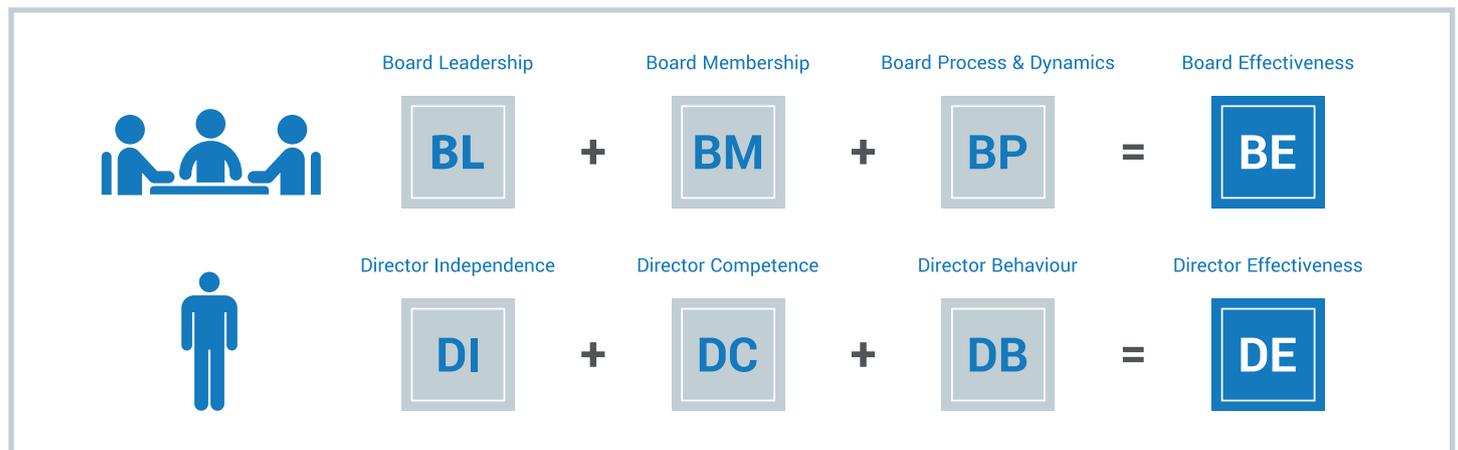
Phase 9 : Meeting with the Board Chair and Board Secretary to discuss first draft and incorporate feedback

Phase 10 : Presentation of draft external evaluation report to the board of directors

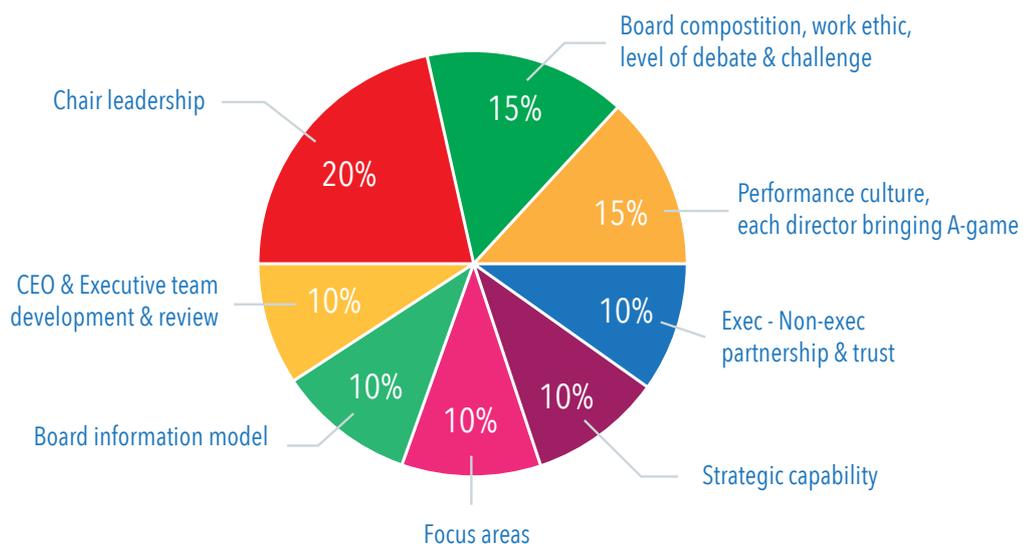
Phase 11 (Optional) : Support service to the Board Chair and Secretary on any recommendation implementation or general board effectiveness, performance & corporate governance queries over next 12 months

WE DRAW ON INTERNATIONAL BEST PRACTICE AND PROPRIETARY MODELS

Board effectiveness and performance model

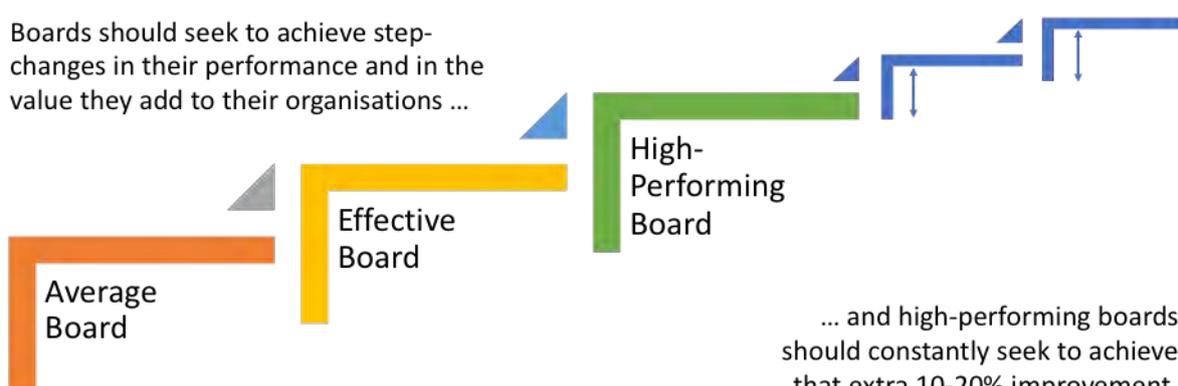


Characteristics of high-performing effective board teams



Driving a step-change in your board's effectiveness and performance

Boards should seek to achieve step-changes in their performance and in the value they add to their organisations ...



TESTIMONIALS - IRELAND & UK BOARD CLIENTS

“ Our decision to choose Board Excellence to run our External Evaluation turns out to have been an excellent one ! Kieran Moynihan’s report was thorough, balanced, comprehensive and excellent value. More importantly it was insightful. It pulled no punches and provided candid feedback that was hard hitting but accurate. At the same time it drew out an array of very positive points too. We all greatly appreciated the directness of Kieran's comments, are thoroughly pleased we have done the exercise and are relishing our next steps. Thanks Board Excellence – an excellent job !

(Tim Jones, Board chair, Treatt plc, UK FTSE company) ”

“ We engaged Board Excellence to provide strategic consultancy advice to the company board and executive team. The role involved reviewing & strengthening our board processes and board information model, executive reporting systems, strengthening our corporate governance, supporting our executive team in key areas such as strategy & risk as well as helping the board team embrace leading international best practices in board effectiveness & performance. Working with the Board Excellence team was enjoyable & rewarding and their unique ability to listen and to ask the tough questions in a constructive manner helped us identify the challenges facing us as a board team and as an executive team in addressing our own organisational weaknesses in sustaining planned company growth

(Niall O'Meara, Board Chair, Vision Construction, an Irish-based 100-person construction firm) ”

“ The Governance and Culture Review for the Institute and Faculty of Actuaries touched on a wide range of issues from process through to behaviours. Board Excellence carried out a very thorough diligence with a full range of stakeholders and, despite the complexity of the picture, quickly identified the key issues. Where they needed to dig deeper they did so quickly and sympathetically leaving virtually all interviewees feeling that their input had mattered. The conclusions were clear and are already being put into practice. Though it is still early days the signs are encouraging that Board Excellence have given us a platform and a roadmap from which to build.

(Ronnie Bowie, Former President, Institute and Faculty of Actuaries, London, UK) ”

“ Efficient and effective boards are an important ingredient in managing and developing high growth businesses. We have worked with Board Excellence to great effect both training our own team in how best to maximise the effectiveness of boards but also with a number of our portfolio companies and chairmen. Board Excellence have great experience and are able to deliver the lessons learned in a coherent and digestible way. We are very happy to be working with them.

(Henry Sallitt, Managing Partner, FPE Capital, UK private equity firm) ”

EXAMPLE IRELAND AND UK BOARD EXCELLENCE CLIENTS



THE BOARD EXCELLENCE TEAM

The Board Excellence team consist of experienced practicing board chairs, non-executive directors and executives with broad and deep international experience across large companies, SMEs, family-owned companies, private equity backed companies and PLCs.



Kieran Moynihan MANAGING PARTNER

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Board Excellence is led by Kieran Moynihan, an experienced board chair and leading thinker in the area of board dynamics and performance. Kieran has over 20 years experience serving on boards as a CEO, executive director, non-executive director and board chair. Kieran is an internationally-recognised thought-leader in board dynamics and has written and presented extensively on the unique challenges of achieving a high-performance board of directors. Kieran is currently the board chair of a number of internationally-focused companies across a number of industry sectors.



Eileen Cole PARTNER

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Eileen is an experienced executive, board chair and management consultant with an excellent track record over her 25-year career. Eileen has utilised her deep expertise in corporate finance, mergers and acquisitions and company re-structuring to support executive and board teams in companies across multiple industry sectors. Eileen holds a Diploma in Company Direction from the Institute of Directors of Ireland and an Executive MBA from University College Cork.



David O'Callaghan PARTNER

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David is an experienced board chair, non-executive director and a seasoned senior executive with broad experience in the financial services sector, including extensive senior leadership experience across a range of core activities in Allied Irish Banks p.l.c. He is a highly competent and experienced board and corporate governance professional having previously been AIB Group Company Secretary. David is a Master of Business Administration (MBA) and a Chartered Certified Accountant (ACCA).



Pat McGrath PARTNER

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Pat is an experienced board chair and executive with deep international experience. He is the former CEO and current non-executive Deputy Chairman – International Development, PM Group, which is an engineering consultancy company employing over 2,000 personnel operating in over 30 countries worldwide. Pat has a distinguished board chair track record in Ireland and is the current board chair of a number of internationally-focused companies across a variety of industry sectors.

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