



## Executive Summary

- A Board faced difficulties in decision-making, agenda-setting and shareholders' interests being put forward in a too predominant way.
- A solid basis of observations was established for assessing current practice so that all Board members were willing to address issues and take action.
- The assessment led to Board alignment on establishing rigorous processes at Board level as well as an efficient meeting culture.

## Challenges

- The Board was behind the information curve and reacted rather than directed.
- Frequent offline communication, with an element of intransparency to some directors.
- Underlying conflicts of interest started to make working relationships difficult.
- Company structure and organization were changed at the same time as the Board carried out a governance exercise.

## Results

- Clarity on Status quo: Observations and a benchmarking exercise led to acceptance of findings, recommendations and a roadmap.
- Roadmap: The Board set priorities to implement changes step by step in a defined work plan.
- Board Efficiency: Meeting outcomes, documentation, efficiency and culture improved considerably with introducing simple and powerful tools, eg. a Board Charter.

***"It was very refreshing to see that CDI recognised the stark difference between (...) and a listed company and tailored the comments accordingly." – Non-executive Director***



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- A recently established Board wanted to establish efficient processes for guiding management, and discharge duties effectively.
- In three phases – Board performance assessment, goal setting and implementation of a Corporate Governance Action plan - a contentious process regarding Board efficiency and effectiveness was introduced.

## Results

- **Risk management:** A risk management process on company level was introduced. Roles and responsibilities were assigned between Board and management.
- **The risk status** was developed on a continuous analysis of the risk universe and closely monitored and managed by using risk mitigation plans.
- **Long-term view:** The Board realized that taking a strategic view on reaching the Company's vision improved every decision making and especially to quickly react in crisis situations.

## Challenges

- **Board composition:** Highly experienced professionals needed to practice Board roles.
- **Resource constraints:** A thin management capacity with numerous stakeholders to satisfy .



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- Board Leadership training led to higher reassurance on filling board roles, understanding of the responsibilities and liability, and handling of conflicts of interest.
- Directors could discharge their duties better.

## Challenges

- **Facilitation is key:** Diverse groups with different levels of knowledge or expertise can benefit from exchanging experience if managed well.
- **Mandate:** Independent directors have other needs than nominee directors.

## Results

- **Reassurance:** Directors could discharge their duties better and felt more comfortable interacting with their fellow directors.
- **Effectiveness:** Directors educated Boards where they served with the knowledge gained from CDI courses.
- **Satisfaction:** Continued programmes with follow-on events for higher-level courses

***"Very good interaction. The set-up was a very good combination of theory, real life cases and role play to practice our skills." Experienced director***



## Challenges

- ➔ **High employee turnover, lack of motivation, communication and delegation difficulties.**
- ➔ **Underlying conflicts between board members were making working relationships very difficult.**
- ➔ **The expectations of our client and those of his employees were different.**

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- ➔ **A board member of a leading financial services corporation faced high employee turnover and a divided board. Out of ten proposals presented to the Board of Directors, only one would be approved.**
- ➔ **In three phases – leadership assessment, goal setting and implementation of a roadmap - a contentious process regarding personnel decisions was introduced.**

## Results

- ➔ **Cooperation: Seven out of ten unanimous approvals of proposals by the Board of Directors. Products with an annual turnover amounting to tens of millions went to market much sooner.**
- ➔ **Career: The executive was asked to take on additional board responsibilities.**
- ➔ **Team Productivity: Within 6 months, our client had reorganised his team and improved their productivity by 15%.**
- ➔ **Staff Turnover: The number of dismissals and transfer requests declined within a year to 10% below the firm's average.**
- ➔ **Reputation: In a 360° evaluation, the board member received much better feedback than the year before.**