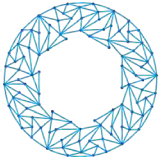


We are

# **Beyond Governance**

Creating clarity, improving business





**CoSec-on-Demand**

a Beyond Governance business



**Boardroom Advisory**

a Beyond Governance business



**Training by  
Beyond Governance**



**Beyond Governance**

Creating clarity, improving business

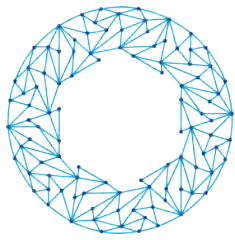




# Boardroom Advisory

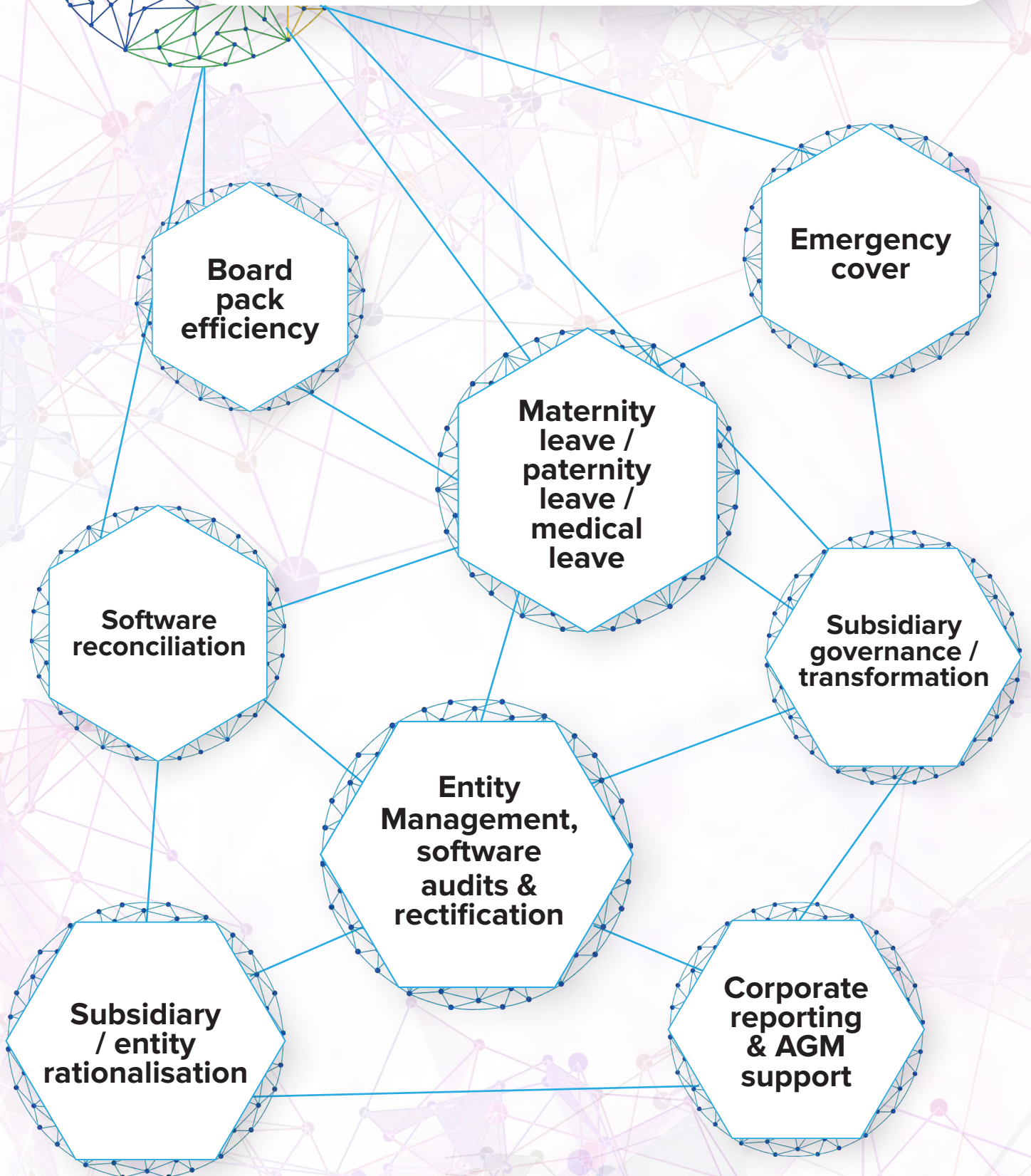
a Beyond Governance business





# CoSec-on-Demand

a Beyond Governance business





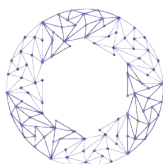


# Training by Beyond Governance



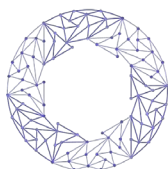
## Director's Duties

Training by Beyond Governance



## Meeting Minutes

Training by Beyond Governance



## Subsidiary Governance: Responsible Ownership

Training by Beyond Governance



## Governance Foundations - Basics I

Training by Beyond Governance



# Letter from the CEO

Dear Partners,

As I reflect on the past year, it fills me with immense pride to highlight our journey across the last year. 2023 reinforced my view, that good governance is fundamental in driving growth through value creation for stakeholders and shareholders alike. It is the lighthouse that shows us the path through rocky patches, and the guardrails to ensure we stay on track during moments of calm. As I look back across our activities in 2023, I am proud of what we have achieved as a business, and look forward to 2024 with a mix of excitement and intrepidation. As businesses across the globe, learn to operate in a high interest rate, high inflation environment, I am certain governance will be crucial in creating value.

As Beyond Governance has continued its trajectory of growth, we have been in a privileged position to gain clients from across the globe, from countries such as Nigeria, Poland and Azerbaijan. Being in the privileged position to work with these international companies, the most enjoyable part was the reverence which the UK's role in governance was held, and it was with pride that we were able to share and teach this code to international business. We feel that it is our way of spreading the UK's global role in moulding corporate governance. As the year comes to an end, we hope to be able to carry this on with outreach into the Middle East and Asia.

We had an impactful year working with global membership organisations such as The Responsible Jewellery Council who's board include the prestigious brands Cartier, Royal Asscher, Chanel and De Beers; bringing our UK governance expertise to the United States as part of The Society of Corporate Governance's official ESSENTIALS conference, subsequently challenging the current US approach to executive ESG KPIs, remuneration and overall governance; delivering bespoke training overseas teaching governance to Mauritian based company Pronumeris and being in the running for the official trainer of the board of

directors for the Vision 2030 project in the Kingdom of Saudi Arabia.

2023 has allowed Beyond Governance to expand into the global market and help overseas organisations provide their international listed clients a framework to reach their ESG targets, not only helping them with their sustainability deliverables, but underlining the need for outreach into indigenous communities, and showcasing how the 'E' & 'S' fall under the umbrella of 'G'.

Our Advisory offering has continued to grow, with Beyond Governance being appointed to as lead Governance advisors to the largest public inquiry in UK history, with our CEO sitting on top table with Sir Wynn Williams. Alongside this inquiry, Beyond Governance has been able to support the governance functions across charity, public sector, financial and insurance services, legal and energy sectors. Our interim support team has been retained as Board support and meeting managers for multiple organisations, enabling their Governance teams to focus on the bigger issues.

Our team has even worked in Whitehall, supporting multiple government departments to implement and enhance governance frameworks, improving the overall effectiveness of the department and thereby enhancing how social policies are constructed and delivered. Internally, we have continued growing as our headcount keeps pace with our client list. In 2023, our team grew by 60% including Governance Directors, Legal advisors, work experience and University internships. As a guardian of Governance, we feel it is important to ensure that we expose students to the profession and teach them what good governance looks like and how to deliver to clients. All three of our work placements have since ended and two of these individuals have been accepted new roles with the Home Office and British Land with the third returning to Oxford University.



# Our CEO - Erika Eliasson-Norris



We supported a FTSE 250 financial services company with their entity rationalisation project. They had support from a large accountancy firm however they were also seeking other advisory services. The project was 25% complete and the accountancy firm, despite managing the budget could not finish the project due to running out of finances. Beyond Governance effectively continued and drove the remaining 75% of the project without the accountancy firm who had requested an additional £200K to complete it. Beyond Governance saved this client a vast amount of funds and proved our efficiency, expertise and trustworthiness whilst doing so.

We previously worked with Marie Curie a well known UK charity to support on the governance framework however upon inspection and evaluation we identified their plans for improving their framework were not realistic to achieve the outcome that they wanted. We re wrote the entire project to deliver an entirely new governance framework which was a project that was worked on in some capacity by every employee of Beyond Governance both front of house and admin. Following this, in 2023 they received an audit from PWC, who were unable to find any suggestions that they could make to improve the framework that we had implemented. In real terms this will have had a huge positive albeit indirect effect on the lives and more importantly the care that Marie Curie provides to thousands of people in need every year.

With the recent developments in AI technology the team at Beyond Governance were keen to understand the opportunities and the threats that AI poses to the governance industry and the impact it could have on our clients and their businesses. We have recently hired an AI specialist in house to work alongside our Governance Professionals. Together they identified that the recent consultation of the new UK Corporate Governance Code did not consider nor review the impact of AI. As a team we felt and still do, that this is a major oversight and therefore not only submitted our concerns formally to the reviewing body, the FRC, we have also taken it upon ourselves to instruct and work with all of our clients to be mindful of how their policies and procedures will change with the rapidly developing AI landscape and the current lack of its mention in the UK Corporate Governance Code.

In 2023, Beyond Governance was awarded the Investors In People Accreditation. A globally renowned and recognised accreditation for culture within businesses. Despite being incredibly proud of this achievement, we believe that our cohesive approach and work ethic towards each other as a team, and to the governance industry is directly linked to the exceptional service we provide to our clients.

Best wishes

**Erika Eliasson-Norris FCG**

**CEO of Beyond Governance**

Erika has 15+ years of experience in Governance, having spent the majority of her career in FTSE listed Boardrooms. Highlights include Low & Bonar, Intercontinental Hotel Group, Premier Foods and KPMG.

Currently she is the Governance Advisor to the UK Government's Public Inquiry into the Post Office Scandal, where she is advising on how failings amongst the Post Office and its numerous subsidiaries, could have been prevented.



# **Boardroom Advisory**

a Beyond Governance business



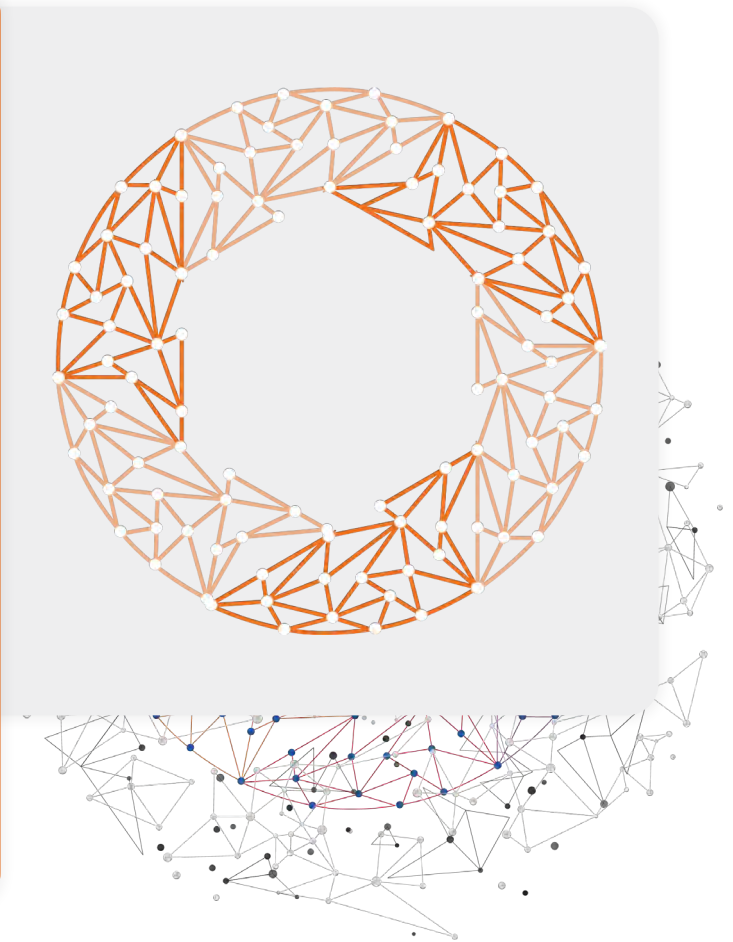


Our consulting and advisory services stand as a vital asset for boardrooms and c-suite executives. In the dynamic and intricate landscape of modern business, strategic decision-making has never been more critical. Our services provide a fresh perspective, leveraging our extensive industry knowledge to offer insights that can shape well-informed decisions. By collaborating closely with boards and top-level executives, we assist in identifying opportunities and mitigating risks, facilitating a proactive approach to challenges. Our tailored guidance aids in aligning corporate strategy with market trends and regulatory changes, optimising resource allocation and ensuring resilience in the face of uncertainty. Ultimately, our consulting and advisory services empower boardrooms and c-suite professionals to lead with confidence, driving their organisations toward sustainable growth and maintaining a competitive edge.

- **Corporate Governance**
- **Strategic planning & review**
- **Risk management & compliance**
- **Mergers & acquisitions advisory**
- **Executive compensation & succession planning**
- **Board effectiveness & evaluation**
- **ESG & sustainability**
- **Technology & digital transformation**

We excel in strategic workforce planning, identifying and filling staffing gaps with the right talent, ensuring compliance with changing policies and regulations, and conducting comprehensive organisational reviews to optimise efficiency and performance. With our deep industry knowledge, experienced consultants, and proven methodologies, we can provide you with actionable insights and recommendations to overcome these challenges and drive sustainable growth. Partnering with us will empower your organisation to adapt to the evolving business landscape with confidence and achieve long-term success.

From ensuring your organisation has a robust and tailored framework in place to guide decision-making to ensuring compliance with a health check of your existing governance practices against improved ways of working, our in-house experts have the experience to provide a non-threatening guiding hand.



We can provide you with the rule-set for your business, creating a structured framework that defines decision-making processes, roles and responsibilities and ensuring clarity and accountability amongst stakeholders. It establishes a code of conduct and ethical standards, helping to maintain transparency, mitigate risks, and build trust with shareholders, employees, and partners, ultimately safeguarding the long-term success and reputation of your organisation resulting in higher valuations.

Our experienced team will help you with:

1. **Governance health check** - A preventative medicine approach to analysing your organisation and identifying weakness and indicators of poor governance, benchmarking against best practice, competitors and your organisation's values and culture. With a

balanced approach to quick-fix and long-term governance framework development, allowing immediate results followed by long-term value creation

2. **Framework development** - A holistic all-encompassing approach to increasing shareholder and stakeholder results through a development of robust yet fluid governance frameworks that guardrail your business, and allow for effective decision making and execution of top-down strategy

3. **Command & control frameworks** - A series of models that allow mothership entities to control subsidiaries, including integration of entities post acquisition, through responsible ownership and control models that promote long-term value creation, sustainable practices and good corporate governance



We help the Board provide foresight, insight and oversight for their stakeholders.





A key route to ensuring lasting value and growth is a strategic global expansion strategy.

A blueprint that proactively identifies opportunities in advance, coupled with a reliable acquisition framework is key in navigating through the potentially murky waters of cross-border acquisition, and regulatory minefields.

A logical extension of your growth strategy, our mergers and acquisitions team can help you with target identification, a strategic investment framework, performance enhancement strategies as well as risk management.

Our experienced team will help you with:

1. **Due diligence** - An analytical, fact-based approach that removes emotional decision making and helps uncover synergies, as well as access points for integration.
2. **Integration** - Our background in corporate governance, allows us to build out an individual methodology for you that allows seamless integration maximising synergies whilst minimising risk and loss of value.
3. **Divestitures** - Maximise potential returns, by using our frameworks to optimise the asset for sale. Our experience in working with executive teams and boardrooms allows us to tactically execute a carve-out program, whilst structuring the remaining asset for post transaction success



Setting a short, mid-term or even longer term strategy is hard. Shifting landscapes, uncertainty and changing circumstances mean a rigid path is hard to follow.

The key to achieving profitable growth and maintaining growth trajectory is good scenario planning. Fluid competitive positioning and dynamic market analysis, anchored by long term goals and targets are the vital to achieving long term profitable growth.

Our experienced team will help you with :

1. **Investor relations strategy** - reducing the gap between messaging and investor trust, by aligning communications with long-term vision allows for increased investor trust, blindspot reduction and a stable equity story.
2. **Digital strategy** - balancing the needs of today with the opportunities of tomorrow by ensuring frameworks for data governance, security and risk management in digital systems are forward looking whilst managing today's needs. Logical progression through an agile methodology, ensuring a logical sequence of events to digital projects, ensuring on time and on budget competition of projects.
3. **Value creation** - with price-to-earnings ratios at record highs, delivering returns to investors is more difficult than ever. Motherships and their portfolio companies will need to make operational and strategic improvements to capture revenue, earnings growth and create value.







Our team focuses on more than just “firefighting”. Our risk management and compliance frameworks identify structural issues and produce frameworks that ultimately enhance our client’s competitiveness by focusing on integrity and resilience through a series of governance frameworks.

Our experienced team will help you with:

1. **Compliance management** - A governance data-driven approach allows technology enabled transformations to take place which drive meaningful results whilst placing culture, people and compliance at the centre of operations
2. **Operational risk management** - A series of frameworks that act as guardrails to reduce the possibility of regulatory sanctions and partner with business functions to drive profitability. Governance models focus on loss-event reporting, risk controlled self assessments and operational risk modelling
3. **Autopilot off governance** - A series of governance frameworks that remove “autopilot” risk management, ensuring that your business is on the front foot by a series of fluid checks and balances, anchored by the “three lines of defence” model. Our team not only helps you create the framework, but is with you step by step in the implementation process too.



Alignment of long range goals, dynamic executive compensation and talent management goals will elevate “compensation” to a strategic differentiator and a powerful advantage.

Our experienced team will help you with:

1. **Succession planning** - A forward looking, horizon scanning approach, to ensuring alignment between executive and board committees and the mid-to-long term business strategy
2. **Generation AI** - As we enter the artificial intelligence revolution, our experts can help you with a strategy to ensure that not only are you able to capture this new talent pool, but your current workforce is upskilled in how to use AI, and where AI can bring potential risks to your business’ ability to create value
3. **Executive compensation** - A carefully managed compensation strategy to align business goals and long range executive decision making. From benchmarking, formulaic annual incentives, individual vs group to fixed vs variable incentives - all to ensure long term strategic decisions are made, as opposed to short term target attainment that does not support long-term sustainability



The board is the single most critical factor of an organisation's success. It sets the tone and culture that permeates throughout the organisation, while providing strategic direction to drive performance in line with market trends. We believe that our role is to help the board provide insight, foresight and oversight.

Our experienced team will help you with:

1. **Board evaluations** - Alignment between the board and its committees to a long range strategic plan, including evaluation of board composition, strategic oversight, risk management, governance processes, reporting protocols and director contributions. A more granular approach looking at specific areas of assessment with the creation of a set of frameworks to bridge gaps between boardroom decision making and business execution
2. **Committee effectiveness** - A reflective approach to the optimisation of existing board committees and the creation of new ones, providing a distilled action plan to move forward in unity



The world isn't changing, it has already changed, the transformative shift in technology has already taken place, changing the expectations of businesses and consumers. The path to gaining a competitive edge, and creating meaningful value for your customers and community, is adapting to these evolving expectations. This adaption, in turn, leads to enhanced business valuations.

Our experienced team will help you with:

1. **Digital business** - Transformation at pace, underpinned by human centred design, rapid prototyping and UX testing allowing a re-invention of your core services to harness cloud and AI technology.
2. **Analytics** - Big data and associated analytics, to understand its narrative and the story it is telling you, to make informed decisions.
3. **Enterprise solutions** - Table stakes regardless of your business goals. Our frameworks aid modernisation of your technology strategy, digital architecture and safeguards to ensure agile on budget implementations.

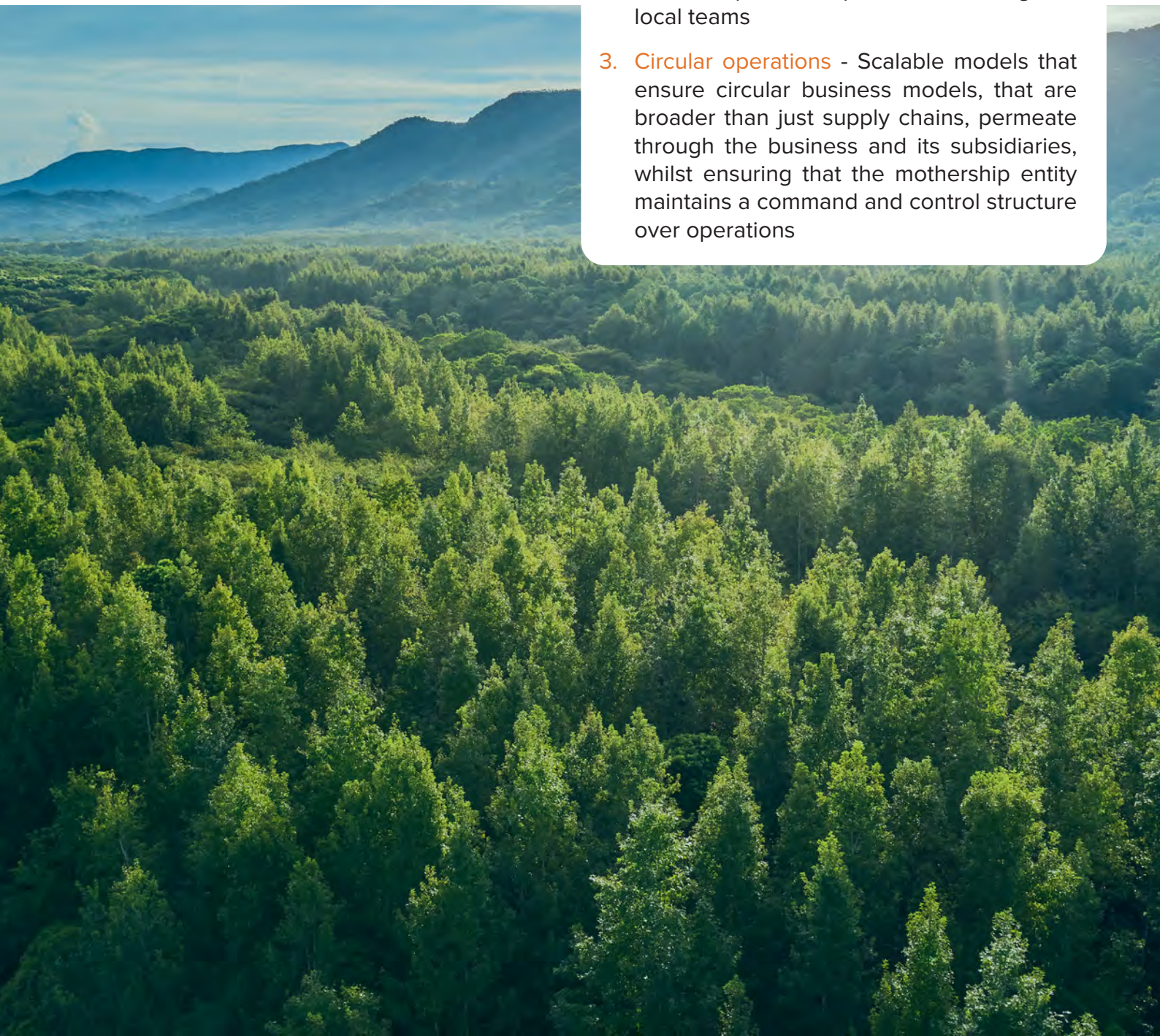




As Individuals, and in the organisations we represent, we are all at our own stage in the journey towards sustainability. What is clear, is that we are all aligned in moving towards growth and profit, with sustainability, environment, biodiversity, communities and culture (internal and external) as the value drivers in that growth. Energy and emissions targets to circular supply chains are only reached and maintained through full spectrum governance frameworks that ensure stakeholders are engaged and shareholders benefit from growing valuations.

Our experienced team will help you with:

1. **Governance led ESG & sustainability** - An ESG and sustainability approach anchored by a bullet proof governance strategy ensures that not only emissions targets are met and shareholders are happy but more importantly a positive meaningful impact is made on our planet
2. **Community engagement** - A framework to move from negotiation and conflict, to true engagement and buy-in with local communities that is reflected not only in annual reports but permeates throughout local teams
3. **Circular operations** - Scalable models that ensure circular business models, that are broader than just supply chains, permeate through the business and its subsidiaries, whilst ensuring that the mothership entity maintains a command and control structure over operations







HM Government



LMS  
CAPITAL



BURGHLEY



Marie  
Curie

Care and support  
through terminal illness

**Balfour Beatty**

LAING O'ROURKE



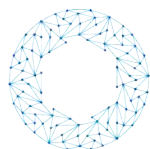
# CoSec-on-Demand

a Beyond Governance business



**Our team, Our payroll, Our headcount**  
**► Your project**

Our interim support service is now known as CoSec on-demand. Our new offering allows you to get Company Secretaries who are experienced and ready to join your team instantly – for as long or as little as you need



**CoSec-on-Demand**  
a Beyond Governance business

them. They fall outside of IR35 so you don't have to worry about payroll or factoring. It is as easy as marking the time sheet. Whether you need somebody for a few hours or somebody for a regular long term arrangement, we can help. Some of our clients even add us to their risk register, so we can step in whenever they need at short notice. If you need extra help for specific projects or somebody to fill the gap whilst your new hire onboards – our team can help.

Whether it is support with 10 meetings a year, or a governance team to come in and provide an independent review of your governance on a project basis, we can help.

After an initial conversation with one of our team we will match you with one of our in-house experts with the relevant industry experience to walk-in and hit the ground running.

You don't need to worry about payroll. You don't worry about headcount. We take care of all of that hassle, and send you one invoice once the project is completed.

Even though some of our team are lawyers, we won't charge you like a law firm. No extravagant hourly rates, just a final figure for the completion of the project.

Tell us when you need somebody on-site, and our team member(s) will be there ready to start. They are all experienced governance professionals, so no need to onboard, no need for a ramp-up time. They know what to do. They have done it before for their entire career. They walk-in and are able to hit the ground running.

You don't need to worry about headcount or payroll. Our team falls OUTSIDE of IR35.

## Use Cases

- Emergency cover
- Maternity/paternity/medical leave
- Interim cover – whilst a new starter joins – to cover any gaps from notice periods to start dates
- Corporate Reporting & AGM
- Project work
  - ✦ Governance frameworks
  - ✦ Entity management, software audits and rectification
- ✦ Subsidiary / entity rationalisation
- ✦ ESG reports
- ✦ Corporate reporting
- ✦ Bespoke projects
- ✦ Transactions – listings, mergers and acquisitions
- Business contingency planning including risk registers
- 3/5/10/50+ meetings a year



Our team support you outside of IR35. They are not part of your headcount or your payroll. We manage that, they just plug and play into your existing team.

We don't take a percentage fee – this is not a recruitment proposition. Our team work on a project-by-project basis, and our fees are project based.

We do not charge on a hourly rate like a law firm, we charge to get the job done. Ask for a quote, or talk to a member of our team, you will be surprised how reasonable our fees are.





We are not a recruitment agency. Instead, we offer interim support that operates independently of IR35 regulations. Whether you've got a project on the horizon or an upcoming busy period, we're here to assist.

Our team consists of seasoned governance professionals ready to provide the support you need. No matter the project's size or complexity, we have the expertise and skills required to help you achieve your objectives.

What sets us apart is that we operate outside the confines of IR35, meaning we won't count as part of your headcount or payroll. Our fees aren't based on a percentage of annual

salaries, and we don't calculate them in the same manner as a law firm.

- Governance frameworks
- Entity management, software audits and rectification
- Subsidiary / entity rationalisation
- ESG reports
- Corporate reporting
- Bespoke projects
- Transactions – listings, mergers and acquisitions

## Risk Registers

Some of our clients add us to their risk register. It is good business contingency planning.

By doing so, we are able to be an extended workbench for their governance function. We follow all of their data governance and security protocols and are ready to help them on short notice, or with upcoming planned work.

Whether you need help with 10 meetings a year, or the busy reporting season, our team has the

expertise and experience to slide straight into your governance function and pick up the work.

No headcount changes, no messy payroll onboarding. They just call us when they need us. This allows them to have peace of mind, and horizon plan for future events.

Do the simple things again, like booking a holiday, without worrying about who will cover you.



Things don't always go to plan. Sometimes, real-life gets in the way, and your team aren't available. It leaves you in a difficult position, you are a responsible employer, so you need to give people time, however work doesn't stop.

Maybe a member of your team is expecting a new born, or perhaps they needed some unplanned medical treatment. How do you keep your business moving forward, whilst you wait for the return of your team member. You can't hire a permanent member of staff, and by the time you go to a recruitment agency and they advertise, hire and onboard, it will be too late.

This is where we can help. Our team of experienced CoSecs can join your team immediately. No ramp up time. No onboarding. Just plug and play.

They have worked across all industries, especially the highly regulated financial and insurance industry, in various Secretariat roles, and can walk straight into your team.

We are outside IR35 so we are outside of staffing spend.



The AGM is the cornerstone of your corporate calendar. It's an opportunity for the board to share progress during the year and provide an update on future plans.

We provide a full suite of AGM services from advice over the phone, to full end-to-end outsourcing of the event. We ensure better strategic decision making, more open dialogue with your stakeholders and shareholders and improved corporate governance.

We provide:

- Draft legal and regulatory documentation
- Coordination of on-site arrangements
- Fully outsourced project management
- Hybrid in-person and virtual AGMs
- Stakeholder Q&A

We have managed over 100 AGMs. We believe our skill set makes us one of the most experienced teams available when it comes to AGMs.

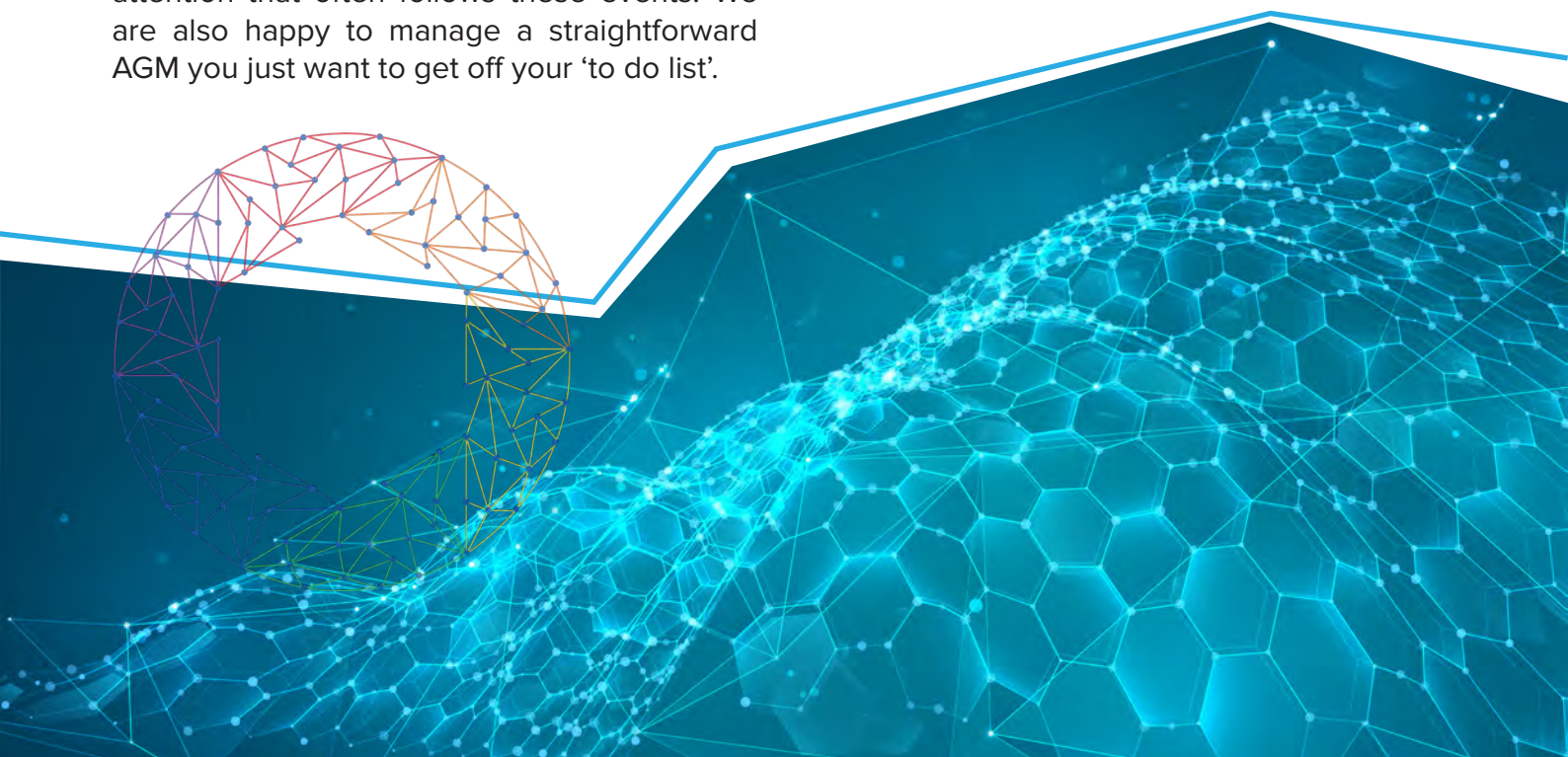
We are adept in navigating through difficult situations such as significant drops in profitability and unpopular changes in policy. We also have experience managing disruptive AGMs with protestors, as well as dealing with the media attention that often follows these events. We are also happy to manage a straightforward AGM you just want to get off your 'to do list'.

Our team has extensive experience across a variety of sectors in corporate reporting and the smooth and successful running of AGMs.

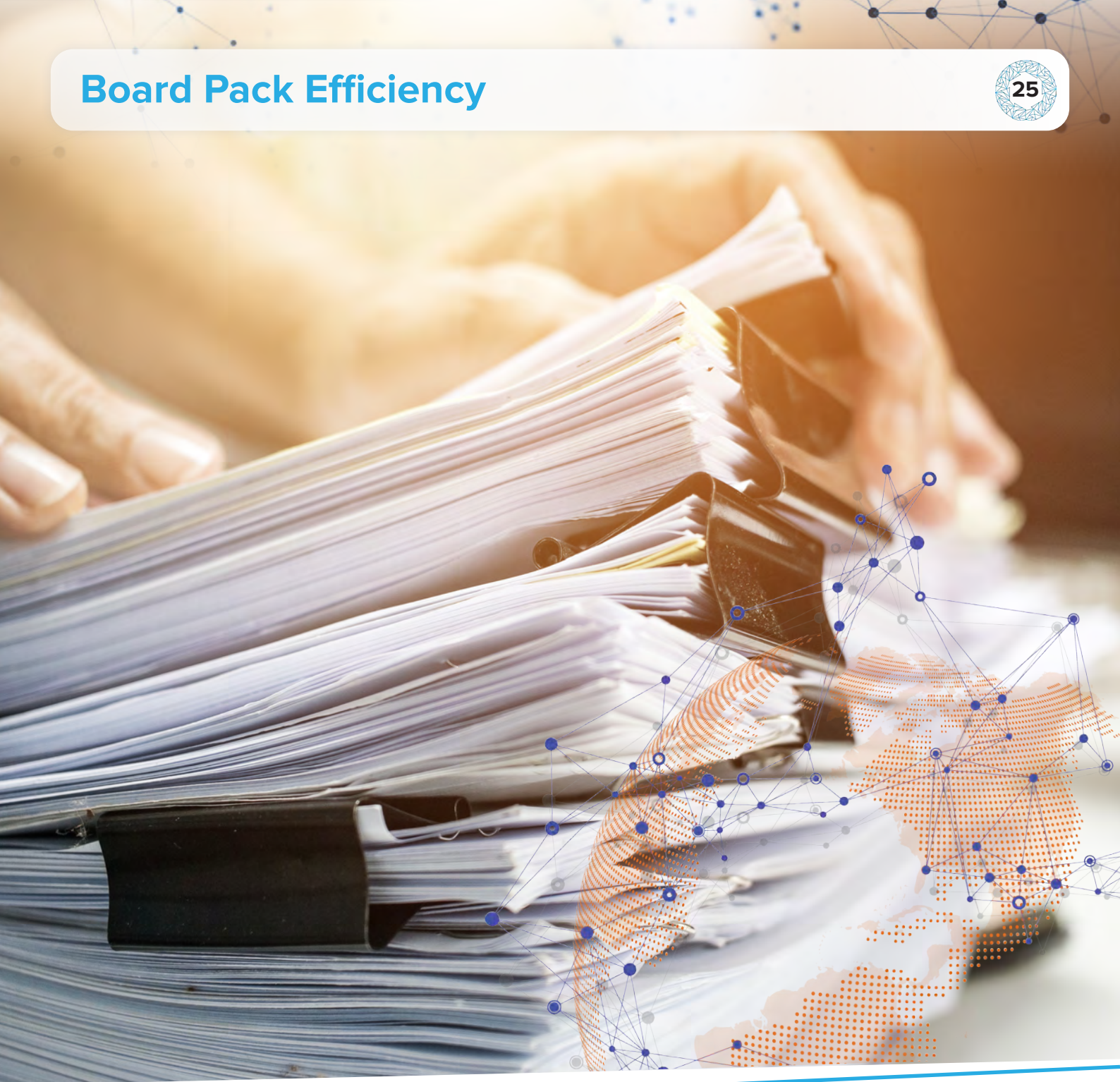
Having worked closely in-house with numerous finance and investor relations teams on the production and release of Annual Reports and Accounts, modern slavery statements, trading updates, preliminary results announcements and various other regulatory news announcements, the team has a strong understanding of the disclosure requirements needed to ensure that Corporate Reporting is fair, balanced, transparent and the perfect fit for your organisation.

Our wide-ranging AGM experience includes planning and holding both physical and hybrid meetings for multiple listed financial services firms, fast moving consumer goods companies (FMCG), LLPs and private companies and in our time, we have experienced working with strong minded chairs, handling protesters and disrupters, heightened investor interest following a reported takeover bid, technology failures as well as dealing with the media attention which can often follow these events.

Let our vastly experienced team support you in the considerable preparatory work required in the build up to the AGM right through to the holding of the meeting itself.







Efficient board pack management by the Secretariat team is paramount for several reasons. Firstly, it helps facilitate well-informed and productive board discussions. When directors receive well-organised, timely, and comprehensive board packs, they can dedicate more time to strategic deliberations rather than searching for information or clarifications. Secondly, it supports compliance with regulatory requirements and corporate governance standards. Timely distribution of board materials helps meet reporting deadlines and ensures transparency, which is particularly

crucial for listed businesses with stringent regulatory obligations. Lastly, it reflects positively on the company's professionalism and governance standards.

Efficient board pack management enhances the credibility of the business and fosters trust among investors, shareholders, and stakeholders, ultimately contributing to the organisation's long-term success and reputation in the market.

Our team can assist by providing an independent set of experienced eyes, allowing you time to carry on with your more pressing work.



**The governance framework is the cornerstone of an organisation's long-term performance and success. It is responsible for the methodology behind crafting principles, rules, leadership strategies and management culture.**

Getting your governance framework right leads to sustained growth, enhanced performance, empowered and motivated employees and the efficient use of resources (both human and financial).

Our approach to any governance framework is to see what's right for your organisation, good governance practices, procedures and processes are relevant to all organisations but it's important that your framework is designed to align with your business, that it is fit for purpose and a framework that once embedded will be fully integrated throughout your organisations decision making processes. We therefore tailor your review to suit your organisations individual needs.

As part of our review, we will assess what governance related documentation you have in place and what suggested steps could be taken to enhance the key constituent parts.

We can also support you if you are starting out on your journey to develop your framework, and as part of our review we can help you develop and design your governance schematic and framework, along with devising tailored content so that you can develop your governance handbook to articulate how governance processes and procedures work within your organisation.

As part of our review process, we remain available to you for a period of up to 12 months to support with the implementation of any outcomes arising from the review and development of your framework.



**A preventive medicine approach to analysing your organisation and identifying weakness and indicators of poor governance. Poor governance being the root cause of corporate scandal and collapse. No stone is left unturned.**

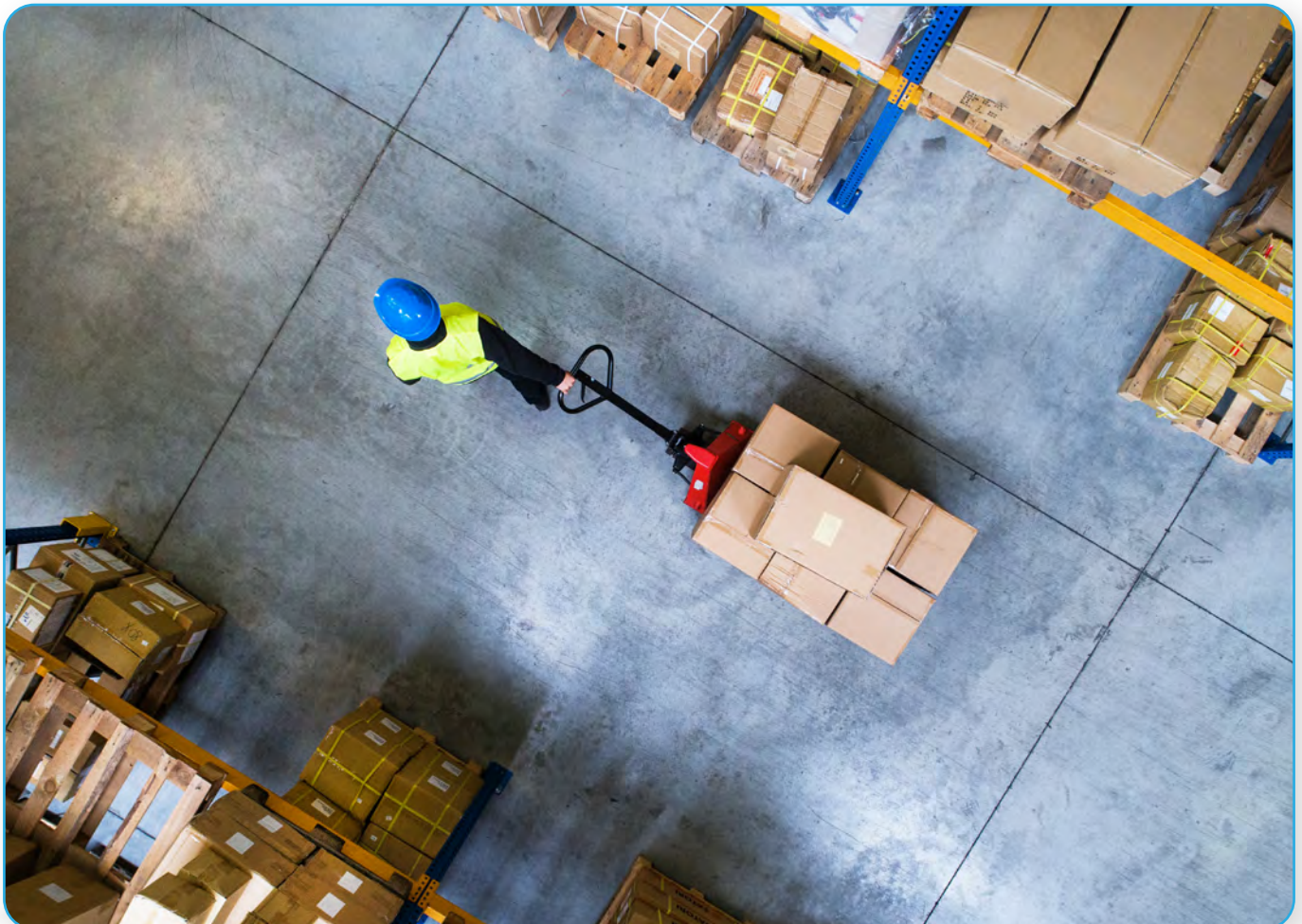
We provide a review to identify weak governance practices in seven key areas, but also help you maximise the benefits of good governance. We also benchmark your practices against market best practice, competitors and your organisations values and culture.

At the end of each audit, we provide a RAG ( red, amber and green) rated report with next steps identified. We then either leave our report with your company secretarial / governance team to address the gaps or assist in implementation and embedding of change.

Our audits are always pragmatic and if implemented correctly, take your organisation to the next level, particularly those looking to scale quickly.

Our reviews improve your:

- Performance and profitability (shareholder value)
- Board and management decision making and accountability
- Reputation and investor confidence
- Efficiency and risk management
- Culture, employee satisfaction and retention
- Innovation and growth





**Most corporate failures or scandals have been because there was a governance failure in a subsidiary and therefore subsidiary governance should be seen as part of risk management by mitigating any risks associated with a subsidiary.**

For groups that have overseas subsidiaries this is especially relevant to mitigate risks.

Many governance professionals we have spoken to struggle with where to start with a governance framework therefore we can help in them having a framework which meets their needs as one size does not fit all.

We provide a range of services for UK entities and overseas organisations around the world, providing suitable subsidiary governance solutions for groups of any size.

**Group structures** – we can establish what your group structure is and what it looks like by delving into your company records and creating a visual representation. This can also highlight if there are companies or branches that you are not aware of. We can also advise on subsidiary rationalisation with regards to making efficiencies

**Health check** – 3-way health check of UK and overseas subsidiaries which involves looking at a company's statutory records, the in-country company trade register and the electronic records (database or excel) and highlighting gaps or discrepancies and then assist in fixing any issues.

**Annual compliance calendar** – to ensure that all subsidiaries remained in good standing we can prepare a calendar of all corporate governance filing requirements such as annual return filing deadlines and account filing deadlines.

**Subsidiary governance framework** – we can prepare a framework that would include categorising each of your subsidiaries to establish how often the board of directors meet, who should be the directors, what the board's roles and responsibilities are and the board's governance requirements.

**Delegated Authorities** – for an effective governance framework, there should be a delegated authorities policy or schedule in place to ensure that everyone knows what they are able to approve and what needs escalating upwards. This would start with the matters reserved for the board and we would then assist in drafting the delegated authorities downwards, which would involve looking at policies and procedures that have been implemented. To accompany this there should be an authorised signatory schedule of who is authorised to sign on behalf of a company.

**Third party provider rationalisation** – we can help with rationalising the number of service providers you use and advise on the best way to manage third parties providing company secretariat support or advise on the best solution to manage the compliance obligation of your overseas entities.



Entity management systems – we can check and update company details and ensure that the records match with the local in country registry and this can also be performed as part of the health check or as a separate project.

For company secretaries, this initiative holds significant importance as it directly impacts the efficiency, compliance, and overall governance of the organisation. By reducing the number of entities, a company can cut down on administrative complexities, reporting requirements, and compliance costs. This not only enhances operational efficiency but also makes it easier to manage corporate records and ensure regulatory compliance across various jurisdictions. Moreover, entity rationalisation can enhance transparency in financial reporting and create a more straightforward corporate structure that aligns with the company's strategic objectives. Ultimately, this process helps company secretaries fulfil their crucial role in maintaining governance standards and supports the organisation in achieving its long-term goals with a leaner, more agile structure.

We have carried out an audit of a company's electronic database for a client with Companies House, highlighted issues and made filing amendments and database amendments so both the records match exactly.





Aviva is the UK's largest life insurer. Our Governance director led the Secretariat team for their global group wide function. She had oversaw the governance practices for the global group including financial reporting, legal and compliance as well as strategic alignment across the global entities.



Our Governance team worked at Premier Foods to reduce the number of subsidiaries from 300+ to 30.

This resulted in a centralized control centre for the mothership entity, with numerous advantages for the wider organization. The most significant advantages came in the potential savings, encompassing both time and financial resources. Even the dormant entities necessitate a certain level of upkeep, such as maintaining current director information, submitting annual confirmation statements, creating and filing yearly reports and accounts, and conducting board meetings for the approval of these reports and accounts, as well as directors' emoluments letters. These tasks are quite time-consuming, especially the preparation of annual reports and accounts. Moreover, larger subsidiaries that are not dormant may additionally require annual audits of their accounts, leading to an escalation in the parent company's annual audit expenditure, as well as an increased likelihood in vendor fraud.



**Rolls Royce**

Our Governance Director drew up a risk based approach for developing their subsidiary governance policy and was instrumental in developing a web-based app for their delegated authority. He was secretary for a number of their UK based subsidiaries and joint ventures, had a lead role in entity rationalisation, developed subsidiary director training and induction programme, and was responsible for managing their outsourced compliance programme. He was also responsible for drafting sections of their Annual Report including the Remuneration Report.

He drafted, implemented and had oversight on Strategic Alignment and Financial reporting for subsidiary businesses.



## Some of our experience of Subsidiary Governance

31

**IHG®**  
InterContinental  
Hotels Group

Our Governance team managed the international subsidiary governance programme for the group, spanning 400+ companies in 57 jurisdictions. Some locations had a local based manager whilst others were managed through service providers. Each approach had its own challenges and benefits and following a review each was streamlined to bring stronger governance, improve central control without disrupting the local practices and regulations in the country as well as improving 'line of sight' and risk mitigation.

**IG**

Our Governance team worked with IG to audit and improve their subsidiary entity database leading to increased central control and oversight. In some jurisdictions statutory filings had been overlooked for many years and fines were likely. In other countries filings had been made incorrectly for many years and our team worked with head office and the local partner to resolve the issue. Thereafter we carried out a wholesale 'upgrade' in the quality of service providers and provided guidance notes on how to work with overseas providers to reduce this risk for the future.



The logo for CBRE, featuring the letters "CBRE" in a bold, green, sans-serif font.The logo for Sutton Living, featuring the words "SUTTON LIVING" in white, sans-serif capital letters inside a red rectangular box.The logo for Nephila, featuring a stylized black outline of the letter "N" above the word "NEPHILA" in a black, sans-serif font.The logo for Man, featuring a large, bold, blue letter "M" above the word "Man" in a blue, sans-serif font.The logo for Secure Trust Bank, featuring a blue shield icon with a white castle tower on the left, followed by the text "Secure Trust Bank" in a blue, sans-serif font.The logo for IG Group, featuring the letters "IG" in a large, bold, blue font, with the word "Group" in a smaller, grey, sans-serif font below it.The logo for Marlborough Fund Managers, featuring the word "Marlborough" in a green, serif font, with "Fund Managers" in a smaller, black, sans-serif font below it, flanked by two horizontal lines.The logo for Ruffer, featuring the word "RUFFER" in a black, serif font, enclosed within a black, stylized oval frame.The logo for Indivior, featuring a blue, stylized sunburst icon to the left of the word "INDIVIOR" in a bold, blue, sans-serif font. Below the word is the tagline "Focus on you." in a smaller, blue, sans-serif font.The logo for Dale Underwriting Partners, featuring a stylized black "D" and "U" icon to the left of the text "Dale Underwriting Partners" in a black, sans-serif font.





# Training by Beyond Governance



Industry experts have expressed concerns regarding the future outlook of the corporate secretary position. These observations bring attention to two significant issues that could impact the reputation and standing of this profession. The concerns, shared by many within the industry, shed light on potential challenges that may result in the decline or transformation of the corporate secretary role.

We believe the profession is at a tipping point, and there are two fundamental aspects impacting the standing and reputation of the profession.

One primary concern revolves around the qualification process for aspiring chartered secretaries. There appears to be a noticeable decline in the number of skilled professionals in their late twenties to early thirties, and a lack of individuals with the necessary skills and experience to assume senior roles successfully. This decline seems to correlate with the introduction of postgraduate courses around ten years ago. Many candidates now prefer these courses over the traditional examination route. However, questions arise regarding the equivalence of training and the essential understanding of corporate practices that these courses provide. It is crucial to determine whether these courses adequately prepare graduates to succeed and contribute to the profession's reputation within the industry and among peer professional bodies.

Another issue raised is the growing trend of merging the roles of company secretary and general counsel within large listed companies. It has been observed that approximately two-thirds of FTSE-100 listed companies have combined these positions, with some even appointing lawyers who lack the qualifications prescribed in the Companies Act 2006. This convergence poses challenges on multiple fronts. First, it restricts senior chartered secretaries from operating at the highest level, limiting their career advancement. Second, it obstructs the progression of talented individuals at lower levels of the corporate secretary career path. The combination of these factors creates a less appealing landscape for professionals within the field. The argument is made that the roles of General Counsel and

Company Secretary require distinct skill sets and loyalties. General Counsel often owe loyalty to the Chief Executive and executive management, while Company Secretaries have a fiduciary responsibility to the Chair, Board, and ultimately, stakeholders of a company.

Taken together, these concerns underscore potential threats to the corporate secretary role. The dwindling pool of qualified candidates and the limited number of "stand-alone" positions within the FTSE-100 present challenges for senior professionals. The risk is that talented individuals may choose alternative career paths, leading to a gradual decline or confinement of the chartered secretary profession primarily to professional service firms.

We felt, we could help address these needs by sharing our experiences, through hands-on purpose built training courses that meet these challenges and focus on bridging the gap between theory and day-to-day execution.

## Executive Coaching

Our executive coaching team helps senior leaders set the foundation for long-term value creation within themselves, and therefore increasing the value they deliver for their people, clients, investors, communities and themselves.

Our coaches work as your partner, providing a safe, confidential and deep level of support when leaders need it most. They understand the pressures associated with making the right decisions, and are equipped with a deep understanding of strategic and operational contexts and how those vary within the remit of a leader.

Our coaching programs typically last six months with reoccurring check-ins and support. Our coaches are meticulously certified and hold years of advisory experience.

Our coaching team work at the intersection of leadership, strategy and communication.

We can provide one-to-one coaching, or group coaching where we can help senior leadership through adaption to new operational models, or agile workplaces, and the associated changes in culture, communication and implementation of new processes.



## Our flagship courses

35



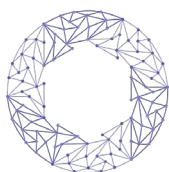
### Governance Foundations - Basics I

Training by Beyond Governance



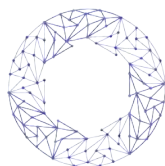
### Director's Duties

Training by Beyond Governance



### Subsidiary Governance: Responsible Ownership

Training by Beyond Governance



### Meeting Minutes

Training by Beyond Governance



### Governance Foundations - Basics I

Training by Beyond Governance

Whether you are just embarking on your career in a Secretariat team or have been tasked with taking over the Secretariat function of your business, this course is for you.

In Governance Basics I, we walk you through the day to day functions of a CoSec and what is needed to carry out the duties effectively. We know from our experience that there is a difference between what you learnt in University and what is being asked from you in your real world job.

Here, we aim to close that gap, allowing you to execute efficiently, and importantly with confidence.

This course is CPD accredited, allowing you to invest in your long-term career development, whilst ensuring your efforts are acknowledged and aligned with industry standards.

## 12 CPD POINTS



### Director's Duties

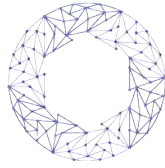
Training by Beyond Governance

If you are new to being a director, or even if you need a refresher, our Directors' Duties course will provide you with an overview of your role and responsibilities as a member of a board. As part of our course we will explore the role of the board, looking at the legal and regulatory framework that sets out the duties and liabilities for a director appointed to a UK incorporated legal entity. We will focus on the distinction

between the board and management and the importance that governance plays in supporting a director to discharge those duties.

Following our course you will be able to confidently understand what governance processes and procedures you need in place within your organisation to support your role on the board.



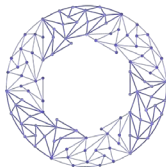


### Meeting Minutes

Training by Beyond Governance

This minute writing and meeting management training course is designed to explain the purpose of meeting minutes and provide guidance and practical help to those involved in meeting management and support. Minute writing is difficult and time consuming. Understanding both why minutes are important and how to develop this essential, practical skill is central to the governance professional's role.

Having these skills will save you time and allow you to focus more on the substance of the meeting, rather than the administrative tasks. Build and develop the necessary soft skills to get to grips with the challenges of minute writing by understanding the purpose of the meeting you are supporting and the minutes and resolutions you produce to support the decision making process from beginning to end.



### Subsidiary Governance: Responsible Ownership

Training by Beyond Governance

The management of subsidiaries has become increasingly important in the last few years with many corporate failures attributable to a governance failure in a subsidiary. Subsidiary governance is nearly always an afterthought until something has gone wrong in a subsidiary. Being faced with a large number of subsidiary companies, especially if they are overseas, can be a daunting prospect for any governance professional new to international group structures.

Our comprehensive training course on Subsidiary Governance will walk you through the different types of subsidiaries, why subsidiary governance is important and the need to implement a subsidiary governance framework that is robust.

Our objective is to equip you with the knowledge and tools that are essential for ensuring subsidiary companies adhere to ethical standards, legal requirements and best practice.



# Beyond Governance

Creating clarity, improving business



[www.beyondgovernance.com](http://www.beyondgovernance.com)



[enquiries@beyondgovernance.com](mailto:enquiries@beyondgovernance.com)



**+44 203 745 1916**