

## Board Services Practice

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No two Board search engagements are ever identical. Although there are many common competitive dynamics that are shared by companies competing within the same industry, each Board search engagement must be approached and appreciated for the unique business challenges facing a particular client and the specific industry and functional areas of expertise required to provide exceptional governance for that client.

At the initiation of each Board search engagement, we invest as much time as necessary to meet with members of the Governance Committee to gain a complete understanding of the specific business needs and challenges facing a particular client. Additionally, if directed by the Board, we will also seek the opinions of relevant industry analysts and other shareholder constituencies. These meetings provide valuable insight into the specific requirements and qualifications for the Board search we are about to undertake as well as the critical industry and governance qualities that will best serve the Company. At the conclusion of these meetings, we develop a customized Position Specification document that is used during the Board search to guide the development of a qualified slate of Board candidates.

One of the defining characteristics of our firm is the quality and rigor we apply to the Board search process. We believe that relying exclusively on databases and recycled candidates only yields mediocre results. A much more rigorous approach must be applied to the identification and validation of the types of Board Directors required by today's leading corporations and emerging companies. Furthermore, as the timeline on the following page illustrates, our commitment to original research and candidate sourcing is an ongoing process throughout the term of any Board search assignment.

Finally, to help speed the time to completion for each Board search, we ask the Governance Committee to participate in weekly status meetings conducted via teleconference or, if possible, in person. These meetings are particularly important during the critical calibration stages of the Board search and significantly increase the decision making and consensus building of the Governance Committee.

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RECOMENDED BOARD SEARCH PROCESS	Weeks of Engagement												
	1	2	3	4	5	6	7	8	9	10	11	12	13
Governance Committee meetings	●												
Position Specification developed & approved	●												
Search strategy & targets approved	●												
Original research	●	●	●	●	●	●	●	●	●	●			
Sourcing & market validation calls/meetings		●	●	●	●	●	●	●	●	●			
Conference calls/status reports reviewed		●	●	●	●	●	●	●	●	●	●	●	
Prospect validation/candidate interviews		●	●	●	●	●	●	●	●				
Board "Slate One" presented to Client				●									
Client interviews Board "Slate One"					●	●							
Board "Slate Two" presented to Client								●					
Client interviews Board "Slate Two"									●	●			
Lead & back up Director Candidates selected/final rounds										●	●		
Formal referencing		●	●	●	●	●	●	●	●	●	●		
Term sheet presented & reviewed with Client												●	
Offer presented and terms negotiated												●	
Successful Director agrees to terms													●