



# Board Support & Reporting Secretary Services

*Your Partner For What's Next*

**Board minutes are not only a legal requirement and a matter of record but also evidence of directors exercising their duties and meeting their responsibilities, something which might be difficult to prove if there are no minutes.**

**KPMG Legal Company Secretarial assist Directors to meet their legal obligations to minute and record all proceedings of board meetings by attending those meetings as reporting secretary.**

## **How can KPMG help?**

- Determine from a company's constitution, the procedure and requirements for directors meetings;
- Support the formulation of an agenda and board pack;
- Coordinate the issue of notices;
- Provide board support software enabling online access to board materials;
- Help ensure that meetings are held in accordance with good corporate governance principles;
- Provide any company secretarial advices as required during the meeting; and
- Attend the meeting, draft the minutes and liaise with the chairman to verify the accuracy of the minutes.

## **Benefits**

- Use of latest technology to enable fully or partial virtual meetings.
- Access to meeting rooms in our Dublin offices, which are centrally located and easily accessible. Meeting rooms are fully equipped with video conferencing technology.
- If there are specific tax residency requirements, we will liaise with our tax colleagues and advise you on best practice board procedures.
- Decision Time, our board support software, assists with the workflow for meeting organisers and attendees by enabling efficient and effective meetings.
- Clients have peace of mind that an accurate record of the proceedings have been independently taken and that meetings can be held in a professional, confidential and efficient manner thereby helping to avoid the emergence of subsequent disputes around the validity of decisions made.
- When minutes have been signed by the chairman, until the contrary is proven, the meeting is deemed to have been duly convened and held and all proceedings were duly conducted.

## How will KPMG Legal Company Secretarial deliver these services?

### By providing a streamlined and dedicated service which is flexible to our clients needs to include:

- Scheduling and managing dates for the board.
- Development of a pro-active relationship with the chairman/executives to provide a source of information and advice.
- Liaising with the chairman/executives on agenda items.
- Communicating with board advisors and other service providers to requisition board papers to ensure their timely circulation.
- Collating board papers in soft copy form using our Reporting Secretary software, Decision Time.
- Attendance at board meetings to take minutes and prepare action items.
- Drafting minutes and an action log for review with the chairman to verify accuracy and tone.
- Manage follow up and closing out of action items.
- Facilitate good information flows between board members and foster effective working between executive and non-executive directors.

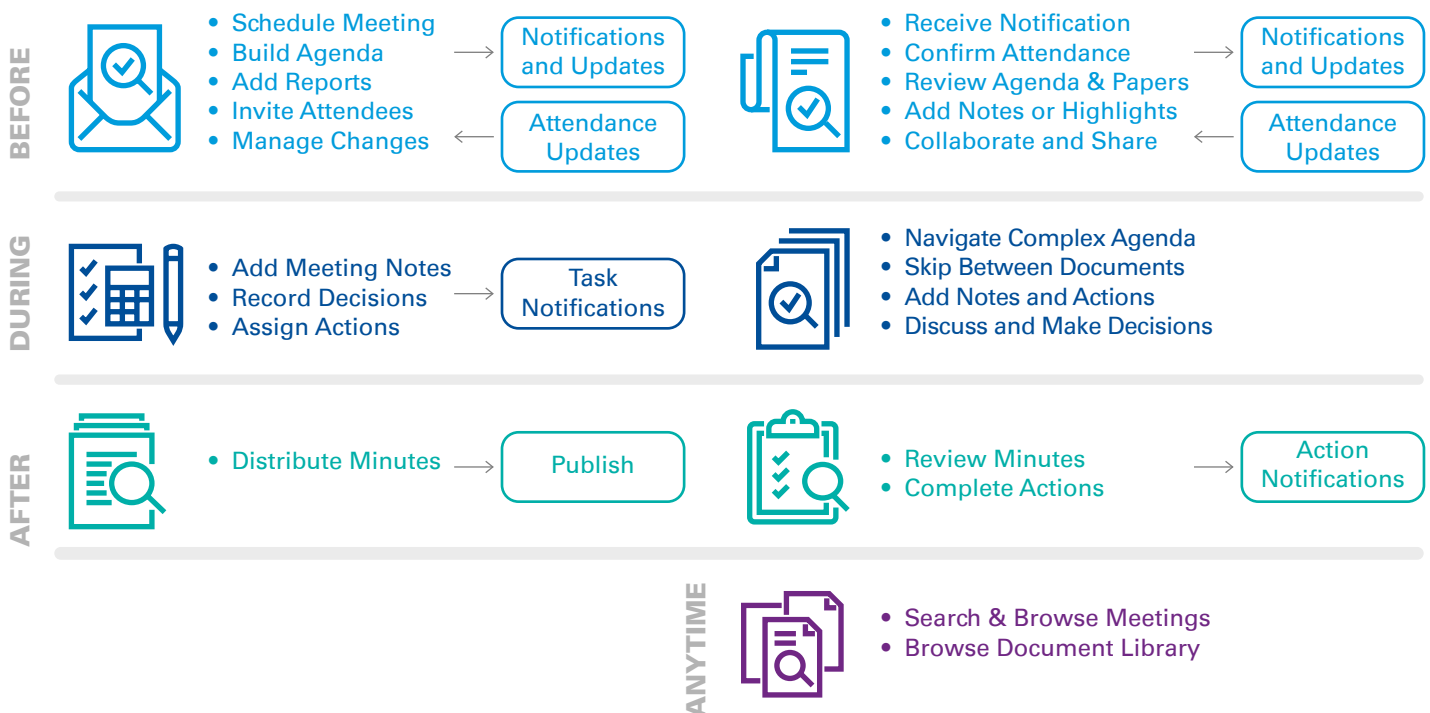
### Technology:

DecisionTime our board support software will assist the workflow for meeting organisers as illustrated in the below diagram. Each stage of the process has been optimised so that there is a minimal number of steps to create a meeting, update a meeting and notify attendees of changes.

### Expertise:

- We have several staff who have hands-on experience of working in a large listed high impact and closely regulated entity and also in the asset management and investment funds industry.
- We have know-how and insight into preparing minutes to meet the standard set by the Central Bank (clear format, presenter highlights, discussion threads and decision making).
- We understand what the regulator is looking for in minutes of a regulated entity (challenge, context and resolutions to show that the directors and management are fulfilling their role).
- We can assist the chairman by providing any corporate governance/law of meetings advices both before and during a meeting and by assisting with adherence to the agenda of the meeting.
- Review and discuss draft minutes to ensure the correct emphasis is placed on challenge and decision making.
- Our clients have access to the support of a team of 20 plus governance professionals and support staff.

DecisionTime also assists with the workflow for meeting attendees as illustrated in the below diagram. There are three key stages, the most prominent of which facilitates meeting attendees preparing for the meeting.



## Experience

We have a successful and proven track record of providing Board Support and Reporting Secretary services across a number of key industries to include:

### Pharmaceuticals

- Provided added value by taking responsibility from existing resources and meeting all pre agreed targets.

### International Aircraft Leasing

- Co-ordinating formal agendas and bringing more formality to meetings, which is then reflected in the minutes.

### Banking

- A year long secondment to the Corporate Governance department of a highly regulated high impact entity enabled us to bring know-how and efficiencies to the structure and operation of internal meetings while gaining exposure to the Governance environment of a listed company.

## Summary

KPMG Legal Company Secretarial provide highly skilled, experienced and knowledgeable staff.

We take work off busy executives by co-ordinating and administering board, committee and general meetings.

We can deliver a seamless service into your organisation which will minimise disruption and ensure the correct level of focus on meeting documentation and procedures followed.

We engage with the chairman, directors and executives on all corporate governance matters so meetings are held under best practice principles.

With KPMG, you can have confidence that you're partnering with the best team in the market, with unrivalled experience, insight and commitment.

To find out more about the work we do and how we can help you – get in touch today. We look forward to hearing from you.

# Contact us

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