

February 2024



# The Paramount view

## Bespoke reviews of governance and board effectiveness under legal privilege.

Firms are increasingly recognising the importance that their governance has a “**health check**” - independent validation or advice as to risk management for governance effectiveness.

This advice can benefit firms in terms of internal performance – **optimising** thoroughness, speed and practicability of decision making – but also external relations and perceptions.

Independent validation can help firms improve and evidence their credibility or **rating** (such as for ‘ESG’) with analysts, insurers, lenders or regulators, and it can be a **differentiator** for improved standing with customers, suppliers and investors.

Also, directors are increasingly recognising the benefits of advice for their **personal standing** - having more clarity and insight as to how investors, regulators or courts might judge them.

Individual senior leaders’ and managers’ capability, competence and other conduct are increasingly subject to litigation, investigation and enforcement. Conduct validation can help prevent or defend claims, and help with access to or use of other risk mitigants (e.g. “D&O” insurance).

It is vital that the delivery of validation or advice is **confidential**. “NDAs” are not effective against disclosure/discovery processes but **legal privilege** is.

# Bespoke reviews of governance and board effectiveness

## Our offering

A unique and tailored service to enable organisations - of all sizes and across a range of sectors and markets - to assess where changes in the approach to governance might be made.

We use a comprehensive methodology to assess the ways in which decisions are reached, implemented, monitored and enforced. This results in a succinct report setting out any recommended changes and advising on their significance.

### Issues we can address include:

- Directors' duties and exposures under current ethics and liability trends.
- Board composition and balance, including equality, diversity and inclusion (EDI) in membership and NED/Exec contribution.
- Inter-personal dynamic and conduct of attendees, including risks to individual directors' contribution.
- The use and utility of the substance and presentation of board packs and MI.
- Evidencing and explaining the reasons for and practical consequences of decisions.
- Regulatory expectations as to decision-making and outcomes, such as the Consumer Duty, Operational Resilience and the Senior Managers & Certification Regime (SMCR).

## Your benefits

Enhancing or unlocking commercial and organisational value by optimising efficiency, and minimising risk, in the making and outcomes of decisions.

We can help directors to operate 'at the top of their game' and demonstrate that their personal and collective input has optimal outputs for their firms.

### Circumstances in which clients have benefited from our work include:

- M&A.
- Key changes in personnel or business operations.
- Regulatory scrutiny/processes (eg authorisation).
- Claims of biased or inadequate action or decisions (e.g. as to environmental or social/EDI factors).

## Our experience

More than 20 years in advising on board meetings and wider governance functionality.

In particular, we are able to draw on our expertise in the work of the UK financial services regulators, which have been at the cutting-edge of analysis of governance and culture.

You can access our thought leadership material in these areas at [our ESG webpage](#).

### Our team is led by:

- **Jeremy Irving**, who has advised on governance at various organisations, in the UK and internationally, in particular involving reviews and investigations in connection with 'skilled persons' reports for UK and overseas regulators.
- **Tom Murrell**, who has years of experience at the UK Financial Conduct Authority, diagnosing issues within governance regimes for the purpose of enforcement action.

## Talk to us



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