

## Outside-In Assessment for Board of Directors

SWIPRA Services offers a comprehensive and individualized outside-in assessment of the board of directors and its committees, allowing you to:

- Better understand the dynamics and decision making of your board and committees
- Identify critical spots within the board or in the board's interaction with management
- Develop an action plan to improve the effectiveness of your board and its committees

We tailor the process for such an assessment to your individual requirements regarding content and scope. Our Outside-In Assessment covers the following steps:

### Preparations

- i. Define the scope of the assessment with the chairman
- ii. Develop an assessment proposal including process, content and time requirements including a cost estimate

### 1. Analysis and assessment of corporate documentation and information

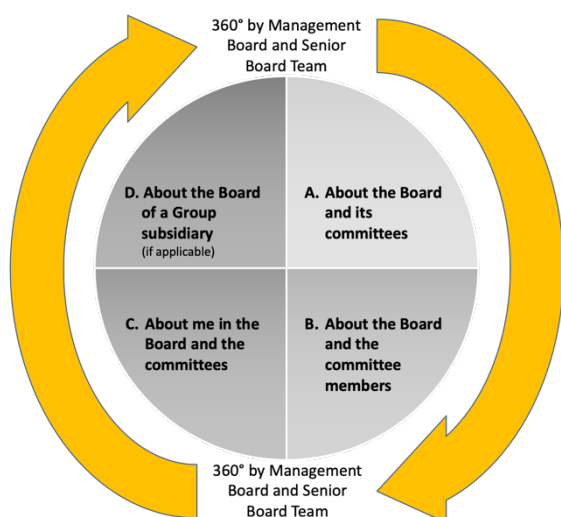
Our outside-in assessment will take into consideration

- i. Materials on corporate strategy and strategic initiatives
- ii. Information regarding composition of the board and its committees:  
CV's, skill-mapping and rotation principles (if available)
- iii. Results of earlier board assessments
- iv. Standard yearly agenda and meeting calendars of the board and its committees
- v. Corporate documents: Code of conduct and other corporate principles, company (and group) organizational rules, articles of association
- vi. Board documents: Regulations (including regulations of conflicts of interests), committee charters and management by-laws
- vii. Exemplary board / committee meeting invitations and protocols
- viii. (External and internal) auditor assessments and relevant correspondence regarding corporate governance
- ix. Reporting: Annual reports, interim reports, internal reporting including relevant non-financial reporting such as compliance reports, risk management reports, reports on management controls etc.
- x. Listed companies:
  - > all relevant recent communications and IR materials such as investor presentations, governance engagement materials, AGM materials etc.
  - > overview of investor feedbacks from roadshows, telcos et
  - > contested AGM items or other key issues: all relevant information regarding the same
- xi. Regulated companies: FINMA assessments and relevant correspondence regarding corporate governance and corporate organization
- xii. Other as deemed necessary

## 2. Board structure and questionnaire

As an important part of our assessment, SWIPRA develops a preliminary outside-in analysis of the board structure, the board's processes as well as a skill map aligned with corporate strategy. This forms the basis for the focus of the questionnaire to be developed together with the company.

## 3. Joint-development of questionnaire\* to assess individual Board member's views



Subject to your requirements, the interviews with members of the Board of Directors are complemented by a 360° assessment of members of the Executive Board and Senior Management who are closely working with the board of directors. The questionnaire may further contain specific individual sections for (i) committee members on the committee's work and its organization, (ii) the Chairperson, (iii) the Lead Independent Director, and (iv) the independent members of the Board of Directors.

\*Questionnaires to be provided through an online tool.

## 4. Personal interviews with each participant

- i. One-to-one reflection session of personal questionnaire with each participant
- ii. "Off-the records" feedbacks / discussion of open issues and personal feedbacks

## 5. Analysis of board dynamics (by observation)

Upon agreement, SWIPRA will complement the feedback on your board dynamics from interviews and questionnaires with observations made by attending a Board and/or committee meeting.

## 6. Feedback

SWIPRA provides feedback subject to your requirements:

- i. **Open feedback round** and discussion in the full board / committee
- ii. **Chairman feedback**, followed by discussions in the board / committees / individual participants

## 7. Follow-up (on demand)

Based on your Outside-In Assessment, SWIPRA's holistic approach offers you tailored support for:

- > Revision of corporate and board documents
- > Agenda setting of the board and its committees, including content and flow of information
- > Screening of decision-making processes and handling of potential conflicts of interest
- > Development of skill matrix
- > Integration of corporate governance, strategy, CSR and incentive schemes
- > Disclosure, presentation, engagement materials

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