

## Outsource corporate services

Company Secretary

Board administration

Corporate head  
office support

Stock Exchange, Annual  
Reports, communication

Corporate Governance  
and compliance

Risk Management  
and Internal Audit

Welcome to **Process Knowhow**  
**Practical support** for directors and managers

Process Knowhow is your complete solution to the provision of corporate head office services. We are backed by seasoned professionals with years of experience supporting LSE main market boards.

We are competitively priced and serve the administrative and governance needs of boards and management teams of UK listed (AIM, Plus & main market) and unlisted plcs and private companies backed by venture capital or private equity.

## Our approach

Our corporate and governance services are tailored to provide the support and assistance you require for managing your corporate head office. You will be dealing with experienced people who share your determination for your company.

We work as part of your team to provide practical advice, proactive implementation and operational support. We are not stereotype 'hit-and-run' consultants - our approach is to seek to partner with you to develop great processes and deliver value to your shareholders.

## The benefits

We are like a flexible in-house resource that you use and pay for when needed.

We provide access to the wide range of skills and expertise of experienced FTSE professionals.

We can help free your Board and management team from the distraction of administration so that they can focus on business delivery.

We can assist you to develop robust high quality governance and operational processes fit for a FTSE business to impress investors.

We can provide independent neutral support such as with developing remuneration plans, board changes and risk and process reviews.

Our clients' tailor our services to their individual requirements. This provides them with access to high calibre resources, as and when needed, without carrying the burden of employees or contract staff.

We are passionate about serving our clients and their objectives which includes providing affordable services.

## Our services

### Corporate head office

Our experienced FTSE Company Secretarial support provides high quality administrative assistance in a wide range of head office areas. It supplements your management team so that you can concentrate on running your business. We assist with arranging and running the AGM and EGMs from start to finish.

### Risk management and internal audit

Whether to impress your shareholders or to add value to your business, our experienced FTSE risk management and internal audit expertise can deliver high quality independent reviews in accordance with your requirements.

### Corporate Governance and compliance

We can support you to achieve high standards of governance practices that help you win the admiration of your shareholders, customers and the authorities.

### Board Administration

We provide FTSE experienced Board Secretaries to ensure your board administration runs smoothly. It frees the Chairman and the Board to focus on supporting the success of your company. We recognise that Board records are important as they can be a source for due diligence and potentially accessible following an acquisition.

### Stock Exchange, Annual Reports and communication

Our experience can assist you to efficiently comply with the stock exchange rules. Further, we provided support on preparation of the Annual Report and press releases to enhance the image you project externally.

### Project and transaction work

Whether supporting the management team and the Board with preparation for strategy reviews, acquisitions, IPOs or other corporate actions, we provide assistance to free management time and help the process to run smoothly.

# Corporate head office support

## Company maintenance/ acting as Company Secretary

- Maintaining the company books such as registers of shareholders, directors and offices, charges and debentures
- Being the Company Secretary registered at Companies House and all Companies House filings e.g. annual returns. Setting up electronic filing
- Company formations, dissolutions and restorations
- Share transfers, allotments and share transactions including preparing documents and HMRC stamp filing where applicable
- Dividend payments including cash flow preparation, analysis, board minutes, complying with stock exchange dividend procedures and complying with the Articles
- Amendments to the Articles and Memorandum
- Resolutions, meetings and administration of UK and overseas subsidiary companies

## Annual and Extraordinary General Meetings

- Preparing special, ordinary and written resolutions
- Making arrangements for AGMs and EGMs including contentious meetings. Planning for smooth running of meetings and complying with regulations
- Preparing notices, proxy cards and explanatory notes for shareholders
- Ensuring the board is briefed with a clear meeting script
- Collation of proxy votes and attending meetings as scrutineer where not done by an outsourced registrar
- Ringing around shareholders to ensure high voting participation where not done by the corporate broker
- Attending meetings, preparing minutes and advising on meeting procedures per the Articles

Our services cover many of the corporate areas that can be a time consuming burden for executives under pressure for results. We add value through the experience we bring of UK and international groups.

## **Financial control and accounting**

- Financial book keeping
- Tax filing such as VAT, PAYE and Intrastat
- Management accounts, forecasts and cash flows
- Payroll and benefits management
- Monthly management reporting and consolidated management accounts
- Budget reporting and analysis

## **Shareholder administration**

- Analysing the share register to identify the beneficiaries behind nominees so the Board can track which fund managers and investors are taking positions in the company
- Acting as a neutral point of contact to administer shareholder requests for accounts and non-insider information

## **Head office administration**

- Filing trade marks and registering websites
- Data Protection registration, policies and compliance
- Arranging company insurances
- Health and Safety policies
- Disaster recovery plans

## **Share incentive and option schemes**

- Supporting the Remco when establishing or amending incentive schemes including remuneration analysis, preparing shareholder consultations, supporting a coordinated approach between the chairman, NEDs and executives
- Administration of option grants and share award grants, exercises, record keeping and annual tax returns including preparing documents and coordinating share transfers, share sales and stock exchange announcements
- Set up of offshore employee benefit trusts and purchase of shares for Treasury
- Disclosures in the Remuneration Report and notes to the accounts

# Board administration

## Boards and Committees/ acting as Board Secretary

We provide a range of on-the-ground support to boards such as:

- developing and administering the Board's calendar in line with the company's reporting calendar
- coordinating the drafting of board agendas
- arranging meetings and venues
- assisting with preparation and distributions of board documents and information
- attending as Board Secretary to provide advice and accurately recording meetings. Obtaining agreement to minutes before the next meeting

## Support for the Chairman of the Board

We support the Chairman of the Board to help them discharge their duties and develop high quality board processes.

We pre-empt governance issues so that appropriate timely action can be taken.

We supply senior resources to assist the Chairman with board administration such as coordinating team activities, communications and information.

We provide assistance and advice on

- annual evaluations of the Board, its committees and directors,
- training and induction plans for directors, and
- board documentation such as codifying the roles of the Chairman and the Chief Executive

We act as an independent sounding board for the Chairman and directors to discuss, develop and support their thoughts and conclusions around governance areas.

We work closely with the Board, its committees and the management team to ensure that Board processes run smoothly and efficiently. We support the Board during the implementation of changes to its processes and structure as well as assisting with day to day board administration.

## **Support for the Chairmen of committees**

We provide professional support with arranging subcommittee meetings, coordinating information and attending as committee secretary.

As an independent resource, we assist committees with discharging their specific duties in accordance with their Terms of Reference approved by the Board.

We assist subcommittee chairmen with setting up and developing committees that are appropriate to the business, follow best practices and are an embedded part of the business.

# Risk Management and Internal Audit

## Risk process development

We support the management team and Board with establishing risk reporting that minimises bureaucracy and helps the business achieve its results whilst supporting compliance with Turnbull.

We work with management to produce a formal risk management policy for the Board to approve.

We advise on whether it is appropriate for the company to set up a separate Risk Management Committee that can devote more time to risk and business controls than the Audit Committee.

We review business processes to determine whether significant risks are being reported upwards effectively and we confirm whether the company's procedures ensure that risks are being addressed by an appropriate level of management.

## Outsourced Internal Audit

If you aim to fully comply with the Combined Code then you should implement an internal audit function or justify not doing so.

We advise on setting up a compliant internal audit function run by the company's existing team or by others.

Our certified internal auditor skills can also be deployed to meet your needs, which might range from ad-hoc investigations through to a fully outsourced internal audit function to support management and the Audit Committee's compliance with Turnbull.

We produce credible reports on internal audit findings and commercially practical recommendations that combine good governance with management's focus on adding value to the business.

We assist management and the Board in developing their risk management processes. The aim of risk management is to optimise the likelihood that the business will achieve its objectives

## **Risk reporting**

We coordinate risk reporting across the business. Our independent status adds credibility and helps ensure participation from managers who may operate more remotely in the business.

We monitor the appropriateness and progress of measures taken to address risks and assist managers with formulating action plans.

We maintain the risk logs.

## **Senior level reporting:**

We provide appropriate senior level reporting to top management and the Board on the significant risk and control issues. We adopt a positive approach to win management over to how value can be gained from addressing the significant risks and control issues.

## **Risk reviews**

Our risk management and internal control experience in major global companies enables us to provide high quality risk and process reviews. These are either ad-hoc reviews requested by management or the Board or they are driven by an annual internal audit and risk management plan.

# Corporate Governance, compliance, Stock Exchange and external reporting

## Stock Exchange rules and compliance

We assist with implementing and complying with the applicable requirements of the FSA's Listing Rules and AIM Rules.

We support management with establishing processes and procedures where needed such as a share dealing policy to comply with the Model Code and complying with/ applying the areas of Section 1 of the Combined Code for the company's particular listing situation.

We prepare regulatory announcements.

We work with management and the board on formulating added value improvements to the governance processes to win external admiration from investors.

## Listed/ unlisted plcs and private companies

We assist with adherence to the Articles and other applicable terms such as distributor agreements, bank covenants and customer contracts.

For private companies we assist with implementing shareholder agreements.

## Annual Reports and External Audit

We assist with preparing much of the front sections of the Annual Report for listed and unlisted companies including, where applicable, the Remuneration Report, Directors Report, Corporate Governance, CSR and CEO/ Chairman/ FD/ Business Review/ OFR statements. We keep in mind the audience as well as the regulations.

We project manage areas of the preparation of the annual report that you require us to, including pre-year-end preparation, external audit, design, printing, mailing, filing with the FSA, approval by the shareholders at the AGM and filing with Companies House.

Listed plcs, unlisted plcs and private companies face different compliance and governance issues, which is why we tailor our approach for each company. The issues of an unlisted company with close shareholder interests differ greatly to UK Main Market listed companies which comply with the LSE's super-equivalent regulations.

## System of controls

We assist Audit Committees with discharging their duties by advising on the approach to take to the ongoing and annual review of the controls. We focus on minimising the administrative burden on management whilst maximising the assurance provided to the NEDs.

We look at the existing system of controls and formulate recommendations to win management's buy-in for proposed control improvements.

We plan and conduct assessments of the significant controls and make practical recommendations on improving the business processes that help management achieve the company's objectives.

We work with the CEO and FD to develop control reporting that is appropriate for senior review by the Audit Committee and Chairman of the Board.

We assist the Audit Committee with its review and the implementation of Whistleblower procedures.

## Board process development

We look at Board arrangements within an agreed scope and provide advice to enhance the Board's processes. Each business has its own issues but we add value around areas including

- Combined Code compliance,
- committee Terms Of Reference and the role and scope of committees,
- board authorities, matters reserved for the Board and the Articles,
- the company's governance calendar and the Board's information processes.

## Contact us

If you have a general enquiry or wish to discuss how we might be of service, one of our team would be delighted to hear from you. We initially discuss through ideas that you might be considering and make suggestions of where we can help. Our rates are highly competitive.

Please feel free to email us at '[service@processknowhow.com](mailto:service@processknowhow.com)' or call us (Tel: +44 (0) 1252 719 155) for further information.

**Mike Daykin**, FCA, FCIS, CIA, MIEE, M.Eng  
Director of Governance and Risk Services

## Process Knowhow Ltd

Registered in England and Wales.

Company number 04887390.

Registered office: 94 Weydon Hill Road, Farnham,  
Surrey, United Kingdom (GB-) GU9 8NZ

**Process Knowhow**  
Our business is helping