



The principles we apply to each board performance assignment are aligned with the Chartered Governance Institute's (CGIUK's) *Code of Practice for Board Reviewers*. We support and seek to embody the CGIUK's mission to champion effective governance.

Principle 1 – Competence and Capacity

Our board review assignments are performed by our founding director, Tom Proverbs-Garbett.

Tom is a qualified Chartered Governance professional, with direct experience and knowledge of board practice through work undertaken previously as a lawyer and latterly as a governance consultant. His work over the last decade has almost exclusively included working with boards, directors and their direct reports, providing training and advice on all aspects of corporate governance. Between 2014 and 2024 he was a member of a senior school governing body, spending four years as chair and ultimately responsible for balancing a significant budget.

Tom has considerable experience of management and commercial/financial experience from time spent working in-house (leading on commercial research projects at Jaguar Land Rover), and from managing the national company secretarial team for top 20 law firm (Pinsent Masons LLP). Most recently, Tom managed a team of 4 consultants as part of the environmental, social and governance (ESG) team at RSM UK Consulting.

Tom prides himself on his communication and interpersonal skills: facilitating workshops and reporting on the outcomes of board performance reviews with sensitivity and tact.

Tom regularly provides knowledge leadership on all aspects of board organisation and performance.

Principle 2 – Independence and Integrity

Independence and integrity are central to the work we do, and we pride ourselves on our impartial advice to all clients, free from undue influence. We critically review our approach to each client engagement to ensure our independence and



integrity are not compromised. We actively take steps to ensure this remains the case, such as ensuring that board reviews would not be undertaken beyond two cycles.

We operate a partnership model, engaging with our clients to make sure that their governance needs are met and are appropriately robust for their organization; management are invited to respond to our findings. However, this is made clear in our final reports by, for example, including our original recommendation and – if offered – an organisational response together with our conclusion on whether or not the recommendation stands. This maintains complete transparency.

Principle 3 –Client Engagements

For each engagement, our knowledge and experience are utilised to recommend a scope and methodology we consider appropriate in our client's circumstances. This is always guided by an objective view of our client's best interests.

We provide an extensive proposal which includes CV information, a written account of the needs of the client as we understand them, a summary of how we intend to approach those needs and the tools we will use to do so (questionnaires, interviews, focus groups, training sessions etc), together with a list of the deliverables the client will receive.

For each engagement, we commit to keeping all information received during the engagement confidential (to the extent it is lawful to do so).

Principle 4 – Client Disclosure

Transparency is, in our view, at the heart of good governance. We support clients who choose or are required to make disclosures both publicly and (where relevant) to their regulators.

To the extent that such disclosures relate to the details of the process or outcomes of a board performance review we have conducted, we ensure as part of our terms and conditions that we are provided with an opportunity to comment on the description of our methodology and findings, and agree any opinions attributed to us in advance of any disclosure. This is critical in ensuring that the published findings are reliable and accurate.