



BOARD AND COMPANY SECRETARIAL SPECIALISTS



Edis-Bates Associates
The Company Secretarial Consultancy

Advisory

We advise UK listed and private companies on:

- Corporate governance
- Compliance
- Company secretarial issues and
- Annual report and accounts disclosures.

Our objective is to provide quality, hands-on practical advice and support. Our expertise is based on substantial experience of working in-house for listed PLC secretariats and continuous appraisal of current market practice. This is supplemented by the technical work we carry out for major listed clients and the popular seminars we run.

Corporate governance

We offer advice on the practical application of the Combined Code. We also keep closely in touch with the voting guidelines of major institutional investors and the best practice statements published by their representative bodies.

Compliance

The FSA Listing Rules and the Companies Acts are the other key areas of compliance that affect our clients.

Company secretarial

We provide practical advice and technical support on most areas of work carried out by in-house company secretarial departments. This ranges from providing support on ad hoc projects and transactions to general company secretarial work.

Annual report and accounts

We specialise in annual report disclosures. This might involve preparing a first draft of a corporate governance report or a board evaluation disclosure, or providing a commentary on a client's initial draft.



We conduct benchmarking exercises and surveys of published annual reports to complement this work.

“The review of our directors’ report and corporate governance statement was thorough and comprehensive. It was also completed on time and to the budget agreed. We especially valued the commentary on best practice, which allowed us to check not only that we are meeting the requirements, but also that we are in line with our peers.”

Director of Group Secretariat of a FTSE 100 company

“As well as being technically strong on corporate governance best practice, Edis-Bates Associates were able to bring their own fresh, entirely independent perspective to our draft governance disclosures. We found this invaluable.”

Corporate Services Director of a FTSE 100 company



Board performance evaluations

We have three well-regarded evaluation products to offer:

BOARD PERFORMANCE EVALUATIONS

We have substantial experience in carrying out full, externally facilitated board performance evaluations, mainly for FTSE 350 companies.

As an alternative, we are able to provide support, advice and documentation for internally conducted evaluations.

Our initial approach to an external facilitation is to follow a five stage process. The process emphasises the importance of the planning stage (including setting transparent ground rules). It also includes a review of boardroom practice, questionnaires and one-to-one interviews.

Naturally this process can be tailored to reflect a client's specific preferences and we are comfortable offering clients a different approach to board evaluation.

Given the overwhelming preference for internal reviews amongst the FTSE 250, we have developed a support product for internally conducted evaluations.



CORPORATE GOVERNANCE REVIEWS

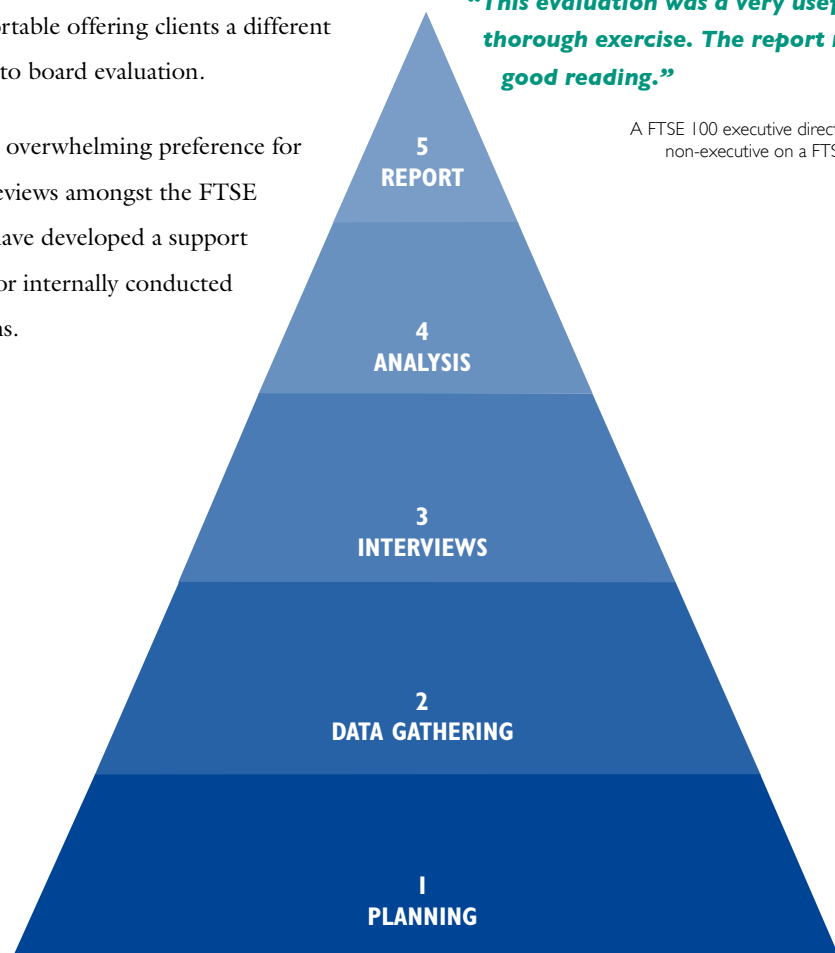
We advise on compliance with the Combined Code and provide practical suggestions on boardroom practice.

COMPANY SECRETARIAT REVIEWS

These cover the practices, workload and resource levels of the company secretarial function. Benchmarking exercises are also available.

“This evaluation was a very useful and thorough exercise. The report made good reading.”

A FTSE 100 executive director, sitting as a non-executive on a FTSE 250 board



Continuing Professional Development

The practice has been running training programmes for company secretaries and listed PLC directors for nine years. Our principal consultant, Jon Edis-Bates, has spoken at, and chaired, a number of professional conferences and has run a variety of seminars for the major professional institutes. Edis-Bates Associates has also created and run its own regular practical seminars on topical issues.

CPD for Company Secretaries

inform This is our flagship seminar. We run three Hot Topics seminars in May or June and three Corporate Governance seminars in November each year. These well-attended morning events are held in London at the offices of FTSE 100 PLCs and include presentations by external guest speakers. The topics are always current and the emphasis is on the practical application of regulatory requirements.

90 minutes These are single-topic, informal workshops. The aim is to impart information and facilitate discussion within a smaller group.

in-house training We also run tailored in-house training for the larger company secretarial departments. Induction and coaching can also be provided on a one-to-one basis.



CPD for Directors

refreshers In-house professional development programmes are presented to listed PLC boards, usually by way of a refresher. These are often brief and involve discussion about areas of specific interest.

induction Tailored programmes are also provided to newly-appointed PLC directors, featuring duties, liabilities and measures to reduce risk.

“The seminar of choice – clear, concise, practical.”

“One of the few such events I’ve attended that has delivered value.”

“Accessible and informative in a way other events are not.”

“Excellent as usual. Always helpful to hear the ‘practical’ application, rather than the theory.”

Feedback from 'Inform' delegates

About Edis-Bates Associates

We are an independent firm of company secretaries, providing specialist advice and support primarily to listed companies and focusing on corporate governance, compliance and boardroom practice. Specifically, we conduct board performance evaluations, review governance disclosures and advise on company secretarial issues. We also provide training for company secretaries and directors.

We have substantial experience of working in-house in the secretariats of major UK companies.

This means that we recognise the difficulties and pressures faced by company secretaries and can respond in a highly practical way.

We place great emphasis on keeping in touch with market trends (e.g. by surveys, seminars and forums) which enables us to advise our clients in the context of current market practice.

The practice was founded by Jon Edis-Bates, a solicitor and chartered secretary, in 1997. He has previously worked as group company secretary of Forte, Bunzl and Courtaulds Textiles, having started out as an in-house commercial lawyer.



Advisory

- Corporate governance
- Compliance
- Company secretarial issues
- Annual report and accounts disclosures

Board Evaluation

- Full, externally facilitated board evaluations
- Support and advice for internal reviews
- Corporate governance reviews
- Company secretariat reviews

Continuing Professional Development

- 'Inform' seminars and '90 minutes' workshops for company secretaries
- In-house training and induction for directors and company secretaries

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