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Message from the President & CEO -**Executive Summary**

With the experience of the global financial crisis in 2008 and the economic uncertainties that followed in many economies across the globe, even up to the present day, it has become imperative for organisational leaders to lead through high-stakes uncertainty.

LeishTon would provide support to organisational leaders in this regard. This support would come in many forms, including advisory, training, research, coaching and mentoring.

Our goal is simple, to provide top-tier consulting and training experience and top-notch research and governance data for our esteemed clients. We help our clients succeed where they do business and we enhance their knowledge through our training interventions and make corporate governance data available through our BoardGov database to aid their decision-making. We have assembled transformational, authentic and servant leaders who have the expertise and experience to get the job done, from advice through execution.

We would also provide training for knowledge enhancement, where necessary. Our facilitators and trainers, at LeishTon Academy, were carefully selected and they bring valuable experiences as current practitioners and former practitioners in leading and highly regarded organisations.

In fact, they are experienced subject matter experts with extensive professional experience in their respective areas of competence. The people behind LeishTon and the faculty are people of impeccable character. They understand that maintaining the trust of their clients is essential to their success and they are committed to putting clients' interest first. They are also committed to delivering the most exceptional clients' experience.

At LeishTon, we believe that organisations need to continually re-invent themselves, and organisational leaders and employees need to continually acquire new knowledge to ensure that they as individuals and their organisations continue to be sustainably successful. LeishTon will be a dependable partner in your re-inventive and knowledge enhancement journey.

At LeishTon, we work to first understand our clients' specific needs, and then offer personalised solutions. Our services and solutions are for a wide range of sectors, including for profit, public sector and not-for-profit. These services and solutions are also designed to carter for the needs of a wide range of industries, including banking, insurance, agriculture, oil and gas, telecommunications, pharmaceuticals, engineering and construction, extractive, information and communication technology (ICT), real estate and property management, manufacturing, healthcare, retail, services, pension fund administrators (PFAs), and capital market operators (CMOs).

Capital Market Operators include, but not limited to, broker-dealer firms, asset management firms, trustees, registrars, issuing houses, wealth management firms. We designed three robust website through which we offer consulting, training/research and governance data solutions respectively and our clients can engage us via these websites:

- leishton.com
- leishtonacademy.com
- boardgov.com.ng

Our philosophy is to deliver the best at all times, "optimum aut nihil." Our mantra, Insight. Focus. Agility





as a Game-Changing Company

Message from the President & CEO – Executive Summary

captures the very essence of LeishTon, which is to deliver legendary service and solutions to our esteemed clients at great speed. We derived our mantra from the genius of the cheetah. In Native American symbology, the cheetah represents swiftness, insight and focus. The cheetah is the fastest land animal in the world, reaching speeds of up to 113km/h. They can accelerate from 0 to 100km/h in just 3 seconds.

At LeishTon, we focus on collaborative engagement and disciplined execution to achieve our collective ambition. LeishTon's collective ambition is necessary to provide a clear and precise summary of how LeishTon leaders and employees think about why they exist, what they hope to accomplish, how they will collaborate to achieve their ambition, and how their brand promise aligns with their core values. At LeishTon, we collaborate to shape a collective ambition that supersedes individual goals and takes into account the key elements required to achieve and sustain success.

In a world where information is moving at a speed of light, we cannot continue to decry the lack of data. We cannot afford to be left behind.

The danger of not having readily available and easy to access data is that false claims can easily be made and be accepted because they are not likely to be disputed or discredited due to lack of data. In this age of rapid change, research is required by organisations to aid success, to keep pace with changing needs, ideas, practices, technologies, behaviours, laws, regulations and demography that are likely to impact our businesses, to find, gauge and seize opportunities, and to provide innovative solutions.

In addition, organisational decisions that are supported by both theoretical and empirical facts are at the very core of sustainable organisational success. Show me a truly innovative and successful organisation, and I will show you what has gone into research and development. There is a common saying that "ipsa scientia potestas est," that is "knowledge itself is power" or simply "knowledge is power." Knowledge empowers organisational leaders and followers to achieve great results. Indeed, true power comes from knowledge and no individual or nation can experience genuine prosperity without knowledge. Organisational development is possible through knowledge, and like the Singapore's knowledge-based economy, a knowledge-based organisational model is possible, if we believe and pursue it.

Some of the challenges and gaps highlighted above are the very reason why LeishTon Consulting & BoardGov Limited (LeishTon) was established. Although LeishTon might not be able to provide all the solutions to the challenges highlighted above, but it would surely contribute its quota, and making sure that regarding the challenge with the non-availability of data, its solution reduces the data challenge by the percentage of its contribution. LeishTon is a company registered in Nigeria to offer game-changing services and solutions in consulting, research, training and corporate governance data (GovData).

Finally, the dream behind LeishTon is big and I am proud to be part of this dream, and I hope you will be proud of this dream when you give us the opportunity to offer our services and solutions to you. We would not let you down! Thank you for believing in us and giving us the opportunity to serve you.

Sincerely yours,

McLeish Otuedon.

1.0, 2.0, 3.0, 4.0, 5.0, 6.0, 7.0

1.0 Overview

LeishTon Consulting & BoardGov Limited (LeishTon) is a closely knit, privately-held and forward-thinking company delivering game-changing consulting, research, training services and corporate governance data management (GovData) solutions to its esteemed clients across Nigeria, other Anglophone West African countries and beyond.

Insight. Focus. Agility is the process we apply in delivering exceptional service to our esteemed clients. We deliver our services at great speed through collaborative engagement (the glue) and disciplined execution (the grease). We strive to create a very deep connection with our clients by giving them individualised attention and it makes a big difference in terms of the value-add to their businesses. Indeed, our services have that "personal touch."

LeishTon builds three winning capabilities simultaneously: It is purpose-driven, performanceoriented and principles-led. We believe that LeishTon's secret weapon is superior talent strategies characterised by deep commitment from the board, top executive team, broad-based engagement and line accountability, with a "leaders developing leaders" culture. LeishTon's leaders strives daily to build a game-changing organisation by simultaneously being purpose-drive, performanceoriented and principles-led.

How does LeishTon's leaders help to make this happen?" By building a game-changing and a robust world-class talent factory that is not just good for the soul, but also good for LeishTon. Game-changing companies do not just happen, rather, they are supported by game-changing talent strategies. LeishTon's talent strategy is to provide: right vision to inspire its people, right tools to empower its people, right culture and climate to motivate its people, and the right people to build purpose-driven, performance-oriented and principles-led workplace.

2.0 Our Mantra

Insight. Focus. Agility

3.0 Our Philosophy

Optimum Aut Nihil

4.0 Our Purpose (Our Mission Statement)

To provide top-tier consulting and training experience and top-notch research and governance data for our esteemed clients.

5.0 Our Vision

To be the best consulting, training and research data company in Africa.

6.0 Our Core Values (The 10 LeishTon's CCLIIPPTER Values)

C-Culture

C-Collaboration

L-Leadership

I-Integrity

I-Innovation

P-Professionalism

P-Positivity

E-Excellence

R-Respect

7.0 LeishTon's Collective Ambition

We are not only passionate about what we do, we also strive to deliver the best service to clients every day. For LeishTon, profit is good, but our leaders and employees collaborate to shape a collective ambition that supersedes individual goals and take into account the key elements that LeishTon requires to achieve and sustain excellence and success. LeishTon's leaders and employees work very hard daily to ensure that the brand promise is kept. LeishTon's leaders are responsible for ensuring that the

employees, the people carrying out the promise day in and day out, understand its very essence.

At LeishTon, we do not pursue a single ambition, such as profit, but rather we harness our collective ambition to deliver value to our stakeholders through enhanced performance, creating a collaborative climate, whilst maintaining a definiteness of purpose. Leish Ton is guided by a collective sense of purpose. Our collective ambition at LeishTon is to be explicit about:

- Why we are in business (i.e. why we exist);
- What we hope to accomplish;
- What we stand for:
- How we will collaborate (Leaders and Employees) to achieve our ambition;
- How our brand promise aligns with our core values; and
- How deep we want our connection to be with our clients.

8.0 LeishTon's Collective Ambition Compass

LeishTon's collective ambition compass is a summary of how LeishTon's leaders and employees think about why they exist, what they hope to accomplish, how they will collaborate to achieve their ambition and how their brand promise aligns with their core values.

At LeishTon we use a design of concentric circles to represent our collective ambition. We think of it as a compass. Purpose is the centroid around which vision, strategy, brand, value and leader behaviours must orbit. The outermost ring contains the leader behaviours that enable progress. Vision, brand promise, strategic operational priorities and values lie in between, along with the target and milestones that will measure LeishTon's progress in each element.



9.0 The Elements of LeishTon's Collective Ambition

We want to be both sustainably profitable and engaged with our employees and other stakeholders. We believe there are seven elements that really matter for LeishTon's success. These elements define LeishTon's collective ambition, which provide a compass that leads to LeishTon's success. LeishTon's well-honed collective ambition consists of the following elements.

- **a. Purpose:** This is the heart of our existence. This is the reason for LeishTon's being; why it exists; the core mission of the company.
- **b.** Vision: This is a position or status that LeishTon aspires to achieve within a reasonable time frame.
- **c.** Target and Milestones: These are the methods or metrics we use to assess progress towards our vision.
- d. Brand Promise: These are the commitments we make to our stakeholders (clients, shareholders, investors, employees, communities, regulators, suppliers, vendors and partners) concerning the experience LeishTon will provide.
- e. Core Values: These are the guiding principles that dictate what LeishTon stands for in good times and bad times.
- f. Strategic and operational priorities: These are the active takes (or do not take) in pursuit of LeishTon's vision.
- g. Leaders Behaviours: This is crucial and refers to how LeishTon's leaders act on a daily basis and in the long-term as they seek to implement the company's vision and strategic priorities, strive to fulfil the brand promise and live up to the values.

10.0 The Seven Elements of LeishTon's Collective Ambition in Action

Purpose

To provide top-tier consulting and training experience and top-notch research and governance data for our esteemed clients.

Vision

To be the best consulting, training and research data company in Africa.

Targets and Milestones

- Be in top 3 GRC consulting firms in Nigeria within the first five years of commencement of business
- Be the GRC consulting firm of choice within the first three years of commencement of business
- Hold the first spot in providing corporate governance (BoardGov) research information to clients. LeishTon BoardGov information are biographical information on top business and corporate leaders in Nigeria, other Anglophone West African Countries and beyond
- To enter at least 2 West African countries within the first three years
- Be No.1 most client friendly consulting firm within three years of commencement of business
- Be in the top 2 GRC, leadership, Management and Strategy training provider in Nigeria within the first three years of commencement of business
- Become the preferred partner on Governance, Risk Management and compliance (GRC) advisory services in Nigeria

Strategic and Operational Priorities

- Developing LeishTon and LeishTon's related websites, including a robust website for LeishTon BoardGov to manage biographical information of corporate leaders
- To deliver an exceptional return on equity to our shareholders and a resounding return on assets.
- Engage educational institutions, including universities, polytechnics and organisations with research interest in corporate governance areas to subscribe to the LeishTon corporate governance biographical database
- Obtain registration from relevant regulators to operate in specific areas such as corporate governance review and board appraisal/evaluation
- Deliver best consulting experience day in and day out
- Deliver exceptional service.
- Strategic agility: Building adaptability into decisions
- Focus on the decision making process not the outcome

Brand Promise

- To deliver the most exceptional consulting experience and corporate governance research information to our clients and other stakeholders
- To put the clients interest first
- To deliver superior financial results
- To work collaboratively to meet clients expectations (employees)
- To encourage diversity of thought (employees)

At LeishTon, we commit to proudly deliver quality and exceptional service. We commit to serving our clients today even better than the day before. We promise to provide the most exceptional client experience whenever we are engaged for a task. Our brand promise of providing the most exceptional client experience wherever we are engaged for a task is instilled in the hearts and minds of our dedicated employees. Our highly cherished employees fulfil this promise day in and day out.

The 10 LeishTon's Core Values

- C Culture
- C Collaboration
- L Leadership
- I Integrity
- I Innovation
- P Professionalism
- P Positivity
- T Transparency
- E Excellence
- R Respect

Leader Behaviours

- Demonstrate respect for individuals and their varied contributions
- Agile and resilient
- Capacity to adapt to unfamiliar situations
- Articulate vision for their teams
- Empathetic to subordinates and enthusiastic to new challenges
- Ability to inspire, motivate, stimulate, and influence subordinates positively
- Talent champion and talent manager
- Celebrate "team wins"
- Ability to challenge the status quo
- Ensure that promises made are promises kept
- Lead by example and lead from the front
- Motivate junior colleagues
- High level of authenticity
- Demonstrate passion and enthusiasm
- Highly engaged and committed
- Focused on meritocracy
- Act decisively
- Ability to WOO (win others over)
- Promoter and "storyteller-in-chief"
- Emotionally intelligent
- Have a sense of urgency
- Build leadership in others
- Walk the talk
- Think and act strategically
- Develop self and others

- Deliver result
- Manage relations
- Innovate daily
- Take charge
- Lead hearts and minds
- One team
- Mutual respect
- Communicate persuasively
- Think and act ethically
- From changing minds to changing LeishTon
- Have a game-changing leader's mindset
- Focus on self-improvement
- Be a no-ego doer
- Listen first, then listen more
- Live smarter, not harder
- Do the right thing
- Place common interest first
- Make time to reflect
- Have a bias towards clarity
- Show gratitude

A clear purpose, which is why LeishTon exists and what it is in business to deliver, is the starting point of our collective ambition. Although purpose is the source from which all the other elements of LeishTon's collective ambition flow, it is not the only thing that matters in shaping and implementing LeishTon's collective ambition. It is critical that we integrate all seven elements into the powerful story that is LeishTon's collective ambition.

11.0 The Glue and the Grease in LeishTon

At LeishTon we focus on two priorities, the glue (collaborative engagement) and the grease (disciplined execution) to achieve our collective ambition. Shaping our collective ambition is not just about crafting an inspiring story that inspires employees. It is also about building engagement as a means to an end; to make the promise personal. In other words, shaping LeishTon's collective ambition is an opportunity to build and strengthen the company's glue. It is also an opportunity to deploy a company-wide disciplined execution strategy, the grease.

At LeishTon, we pride ourselves in collaborative engagement (the glue) and of disciplined execution (the grease). This is sine qua non to the achievement of our collective ambition. Collaborative engagement, the glue, creates a unified culture amongst LeishTon's leaders and employees, which prepare them for disciplined execution, the grease that enhances productivity. LeishTon's glue reminds its people why they are in business and why they come to work every day. We commit to collaborating to shape a powerful story about why people should come to work and how they can pull together to build a great future at LeishTon.

"At LeishTon, we commit to proudly deliver quality and exceptional service. We commit to serving our client today even better than the day before. We promise to provide the most exceptional client experience whenever we are engage for a task."

"Succession planning continues to be a hot topic for boards and an area where directors are not as comfortable as shareholders would probably like for them to be."

12.0, 13.0, 13.1

12.0 Why LeishTon?

We are first a research company, and everything we do, be it consulting or training, is based on research we have conducted ourselves or those conducted by others. So, we do not just advise or train on the basis of emotions. Our advisory services and training programmes are based on strong theoretical and empirical findings. These findings allow us to provide our consulting clients and training programmes' participants up to date perspective on areas of interest.

In addition, we are locals and we understand the business environment. We have a good blend of both consulting and real-world day-to-day practical business experience in Nigeria. We have folded our sleeves before and we can fold it for you. Indeed, we are not just consultants, we have a good understanding of how things play out in practice. We pride ourselves to be subject matter expert (SMEs) in the areas we consult in and train on. Even the research database that we built was based on a practical experience that was had by one of our directors. If we cannot provide expert advice or provide contemporary insights and indepth knowledge on a particular subject area, then we would say it from the outset.

Furthermore, we have developed our competencies in a lot of areas and we can be a one-stop shop for your organisation in terms of consulting, training and research (qualitative or quantitative) in the areas of leadership, governance, strategy, change management, risk management, compliance, AML/CFT (for financial institution), ethics, team functionality, emotional intelligence, service excellence, internal control and standard operating procedures (SOPs) development. We also go out of our way to adopt the best model for each service we offer and we are even ready to go down under (Australia) if that is where we will find the best model. Aut Optimum Aut Nihil. This Latin maxim is not just our philosophy for the sake of it, we live it.

Finally, we have few partner firms in South Africa and the UK that we are collaborating with in the area of GRC and Internal Audit Software Solutions. We also have other non-partner firms that we can occasionally collaborate with in areas where we need additional capacity.

13.0 What We Do (Our Services and Solutions)

13.1 Consulting and Advisory Services

LeishTon works closely with organisations to address tough challenges, particularly organisations that are:

- Preparing for Succession. Succession planning continues to be a hot topic for boards and an area where directors are not as comfortable as shareholders would probably like for them to be. One CEO said that when he first broached CEO succession planning with his board, directors thought he was tendering his resignation. He told them "I do not want to be the CEO without a succession plan in place." Along with planning for CEO succession, directors also must consider how to turn themselves over, keeping the board fresh in perspective and ready to evolve with the organisation. When a director's tenure is long, succession can be especially poignant. We work with organisations to create effective transitions and make succession both a rational and culturally sensitive process;
- Developing Leaders and Managers. One major challenge in the workplace is how do leaders simultaneously lead their own business unit and collaborate across the organisation. Another challenge organisations face is how to develop their leaders to lead complex teams and create a synergistic effect for the organisation. LeishTon has well developed tools to support your leaders to lead through complexities and uncertainties;
- Managing Change and Conflicts. There is a common saying that "the only thing that is constant in life is change." Many organisations have struggled to deal with change and conflicts mainly because of their interpretation of what change and conflict in the workplace should be, as well as their approach to managing change and conflict. Sometimes all the hard issues relating to change such as implementation of new systems/processes, termination of existing systems/processes, discontinuation of existing



"We start our customised in-house training from a base of trying to understand what our client organisation does, the governance structure that it has in place, the regulatory regime that guides the organisation's activities, and we then adapt the programme to meet the client's need."

product range, moving employees from separate locations to a single location during M&A or organisational restructuring, introduction of new product ranges, closure of factory/office and change of office location, are taken care of, but the soft issues relating to how the change would affect employees and how to erect structures to prevent or manage conflicts that may arise as a result of the change are often ignored. Although many organisations' approaches to organisational change can be powerful, success depends to a great extent on how well these approaches are tailored to specific situations. More often than not, organisational leaders do not have a reliable means to monitor and adapt the approaches to varying situations and new circumstances. Another important question is where should organisational change start? At the top, the bottom, the middle? Should we make change all at once, or incrementally? What will work here, now? How do we speed things up, deal with naysayers, and make the good ideas stick? LeishTon can work closely with your organisation to create a meaningful change that pay due attention to the soft issues and create organisational momentum that is self-sustaining;

Realising strategy. In the current world of turbulence and uncertainty there is a great need to develop strategies that are not only efficient and effective, but are also flexible and agile. Today's strategy has to align itself to the fluid nature of the external environment; the strategy must be flexible enough to enable it respond to constant change and adapt to both external and internal conditions even as the aspiration to deliver favourable outcomes remains constant. LeishTon can work closely with you to build forward-looking strategies that will help you to achieve both short-term objectives and long-term market leadership. We apply decades of experience, methods and tools that move you quickly from establishing the critical elements for strategic success to acting on them;

- Conducting Board and Top Management training. We start our customised in-house training from a base of trying to understand what our client organisation does, the governance structure that it has in place, the regulatory regime that guides the organisation's activities, and we then adapt the programme to meet the client's need. We can work closely in consultation with you to customise one of our open-enrolment programmes or create an entirely bespoke programme to meet your organisation's specific need and aligned with your board and senior executives' learning and development needs. This involves working with the board or its representative, CEO and/or other senior executives, with the objective to lift the collective performance of the board and senior executives to new heights;
- Supporting Board Governance. The subject of governance is broad and wide. Whether it is for-profit, not-for-profit or public sector, LeishTon has broad experience with a range of governance issues. We know that a combination of leadership, accountability, relationship, structures, processes, delegation, disclosure, remuneration, Strategy, CSR, risk, compliance, IT governance, audit, stakeholders' right and fair rules of participation is needed to enable clear and effective governance. We are uniquely positioned as corporate governance researchers to provide your board with leading edge thinking on governance excellence. In addition, our Governance Analysis Tool (BoardEvassTM) provides a structured self-assessment that allows organisations to identify critical areas of improvement, benchmarking findings against accepted sound governance practices and providing a solid foundation for ongoing review and individual director's self-evaluation in the future. Our interest regarding board governance is resolutely focused on providing the best quality governance advice to boards. In this regard, we work with your board to identify issues, understand root causes, offer

"We take a whole of system view regarding corporate governance and board processes, focusing on the performance of directors, the board, board committees, the way governance plays out in the business and stakeholders' relationship within the governance framework."

practical models and methods for improvements and partner through implementation. We take a whole of system view regarding corporate governance and board processes, focusing on the performance of directors, the board, board committees, the way governance plays out in the business and stakeholders' relationship within the governance framework. In a nutshell, we focus on governance diagnostic and board effectiveness;

- Strengthening Teamwork and Collaboration. Why do most promising organisations or organisations with enormous potentials for greatness remain ineffective? What are the obstacles to team effectiveness in your organisation? Is your organisation experiencing team dysfunctionality? Is your organisation's people saying "Our business units work in silos?" How can yourorganisation improve collaboration for better performance? We know how highly functional teams work and we can work with your organisation to build a cohesive and highly collaborative team;
- Embedding Sound Board and Organisational Culture and Ethical Values. According to René Carayol, culture is more powerful than strategy;
- Requiring Enterprise Risk Management (ERM) services or facing ERM challenges We want to be your Advisor/Technical Partner. There is a huge benefit when risks are managed at a holistic level. As a result of organisational failures in the past, stakeholders do not want to be caught unawares by risk events. Stakeholders require assurance that management has taken the necessary steps to protect their interests. Corporate governance thus places the accountability for risk management in the hands of the Board;
- In need of subject matter experts to conduct ERM and ERM Function's Review/Assessment;
- In search of Compliance Management advisory services or facing Compliance challenges – We want to be your Advisor/Technical Partner. Besides the most obvious reasons for wanting to be compliant, namely, that it is the requirement of the law or

regulation and the risk of penalties, fines, imprisonment, loss of operating license, damage to reputation for failing to comply is high, complying with the requirements of applicable laws and regulations provides additional benefits to an organisation. Organisations that have effective compliance functions create a competitive advantage for themselves. They enhance customers' satisfaction and confidence, enhance investors' confidence, enhance access to capital and financial market, enhance social and environmental standing and mitigate reputational risk;

- In need of subject matter experts to conduct Compliance and the Compliance Function's Review/Assessment;
- In need of Business Continuity and Crisis Management services or facing BCM and CM challenges - We want to be your Advisor/Technical Partner;
- In search of subject matter experts to conduct Business Continuity and Crisis Management Review/Assessment;
- Requiring Internal Control advisory services or facing Internal Control challenges - We want to be your Advisor/Technical Partner;
- Seeking the assistance of subject matter experts to carry out Internal Control and Internal Control Function's Review/Assessment;
- Considering outsourcing their Internal Audit function or facing challenges with regard to Internal Audit - We want to be your Advisor/Technical Partner;
- In search of external subject matter experts to carry out a review of their Internal Audit Function;
- Looking at engaging subject matter experts to render Financial Crime Control advisory services or facing FCC related challenges - We want to be your Advisor/Technical Partner;
- Looking at engaging experts to conduct Financial Crime Control and FCC Function's



- In search of AML/CFT advisory services or facing AML/CFT challenges - We want to be your Advisor/Technical Partner;
- In need of subject matter experts to conduct AML/CFT and AML/CFT Function's Review/Evaluation;
- In search of a firm with a deep understanding of contemporary corporate governance issues and expertise to carry out a Review/Evaluation of the relevant organisations' corporate governance activities and boardroom processes;
- Playing in the Not-for-Profit space and requiring the services of subject matter experts to conduct Not-for-Profit Organisation's Board Review/Evaluation;
- Seeking the services of seasoned regulatory and compliance specialists who have been involved in regulatory engagement to assist with Regulatory and Investigative/Law Enforcement Agencies' Enragements;
- Seeking external Mentoring and Coaching opportunities for their senior management staff and other categories of employees;
- In need of general Career Advisory services for their employees; and
- Seeking to engage external third party firms or individuals for Speaking Services (Motivational and otherwise).

A comprehensive list of Consulting and Advisory services we offer are detailed below:

- Leadership;
- Corporate Governance;
- Governance in Public Sector and Not-for-Profit Organisations (NFPOs);
- Enterprise Risk Management (Risk Management);
- Compliance;
- Ethics;

- Anti-Money Laundering (AML)/Combating Financing of Terrorism (CFT);
- Financial Crime Control (FCC);
- Fraud Examination and Forensic Audit;
- Internal Audit Outsourcing;
- Regulatory and Investigative/Law Enforcement Agencies' Engagements;
- Management;
- Strategy;
- Strategic Leadership and Strategic Management;
- Tax Advisory;
- Career Advisory Services;
- Resume/Curriculum Vitae writing and cleaning services;
- Executive and Talent Search Services for GRC and Board Governance Related Functions;
- Questionnaire Administering Services;
- Coaching and Mentoring;
- Speaking Services; and
- General Consulting Services.

13.2 Training and Development

LeishTon AcademyTM is the primary training and development and research arm of LeishTon Consulting & BoardGov Limited. LeishTon provides comprehensive and cutting-edge training programmes on a wide range of topics, including, but not limited to:

- Leadership;
- Corporate Governance;
- Governance in Public Sector and Not-for-Profit
- Organisations (NFPO);
- Compliance;
- Enterprise Risk Management (Risk Management);
- Anti-Money Laundering (AML)/Combating Financing of Terrorism (CFT);

- Ethics;
- Management;
 - Business and Corporate Strategy;
- Decision Making;
- Entrepreneurship;
- Financial Crime Control (FCC);
- Fraud Examination and Forensic Audit;
- Business Continuity and Crisis Management;
- Team;
- Negotiation and Persuasion;
- Organisational Change;
- Organisational Culture;
- Emotional Intelligence;
- Customer Service/Service Excellence/Legendary Customer Service
- Sustainability/Corporate Social Responsibility (CSR);
- Environmental and Social Risk;
- Internal Control and Internal Audit;
- Difficult Conversations and Feedback;
- Career Satisfaction and Advancement;
- Resume and Curriculum Vitae cleaning;
- Effective Communication and Presentation Skills;
- Work-related Outcomes; and
- Research (Qualitative, Quantitative and Mixed Method

13.3 Research

The LeishTon Centre for Leadership and Governance ThinkingTM (LCLGTTM) of the LeishTon AcademyTM is responsible for all engagements for research purposes. The research team at the LCLGT partners with organisations to deliver cutting-edge organisational and work-related outcome research. Specifically, the research team:

- Focuses on organisational and applied research;
- Conducts work-related (individual and organisational) outcomes research in areas such as employee job satisfaction, commitment, motivation, effectiveness, empowerment, performance, citizenship behaviour (OCB), stress, intent to quit,

- voluntary turnover, work engagement and organisational justice. The impact or effect of organisational leaders' behaviours on the aforementioned work-related outcomes can also be investigated;
- Conducts research on change management, governance, leadership, compliance, risk management, AML/CFT, team building, presence or absence of dysfunctions in teams/organisation, effectiveness of internal controls, organisational culture, board culture, emotional intelligence in the workplace, corporate social responsibility (CSR) and customer service/service excellence;
- Adopts qualitative, quantitative and mixed method approaches;
- Applies post-positivistic or non-positivistic paradigms, as well as theoretical or empirical, academic or industry approaches in the team's studies, depending on the nature of the study;
- Conducts theoretical and empirical research for knowledge advancements; and
- Provides critical support to the LeishTon AcademyTM's faculty.

13.4 GovData

The LeishTon BoardGov[™] database contains corporate governance and boardroom processes data (GovData), which are biographical and relationship capital information on most board members in the Nigerian Stock Exchange (NSE) listed companies and banks in Nigeria. The foundation of an effective Relationship Capital Management is quality data. When quality data is delivered in an easily accessible form, then, researchers can concentrate their efforts in other areas of the research process.

The corporate governance and boardroom processes data includes, but not limited to, board size, board diversity, duality, number of board meetings, board structure, committees' structure, external auditor, profit before tax



"Relationship Capital is an emerging field in the management world. The concept simply means "the totality of marketplace, both directly and indirectly."

13.5, 14.0

(PBT), profit after tax (PAT), profit before interest, depreciation and amortisation (EBIDA), shareholders' fund (SHF), total assets, total revenue (total earnings), earning per share (EPS), dividend per share (DPS), etc. The LeishTon BoardGov[™] database contains in-depth and comprehensive profile of all directors of the Nigerian Stock Exchange (NSE) listed companies from 2001. It also contains historical and current profile of directors of all banks existing in Nigeria as at 2016 from 2001. The data are updated on a daily basis. The intention is to extend the data collection in the nearest future to all senior management employees of NSE listed companies and banks, rather than just board members, and to also extend the data collection to other non-listed companies on a sector/industry by sector/industry basis.

LeishTon BoardGov[™] defines "high quality' regarding its database along four lines: Accuracy, Reliability, Completeness and Timeliness. Accuracy in this context means that data has been transcribed into the LeishTon BoardGov[™] database correctly. Reliability in this context means that all transcribed data can be independently verified and the correctness of data can be consistently validated. Completeness in this context means that the profile of any director or a member of senior management transcribed into the LeishTon BoardGov[™] database is as complete as disclosure allows. Timeliness in this context means that any change to a director's or a member of senior management's profile is updated as soon as it is discovered.

13.5 Relationship Capital Management

Relationship Capital is an emerging field in the management world. The concept simply means "the totality of an organisation's connectivity to the marketplace, both directly and indirectly." The process by which organisations identify, analyse, evaluate and deploy their Relationship Capital is referred to as Relationship Capital Management (RCM). What LeishTon BoardGovTM provides is a platform that enables organisations, organisations operating in the Nigerian

marketplace in the first instance, to have a holistic view of their relationship capital. The benefit for organisations is simple. They are able to transparently view individuals in isolation and the connectivity of those individuals in the marketplace. For example, if a company called Iglaxia Limited is interested in a target company called Aberod Limited, then Iglaxia Limited can use the LeishTon BoardGov[™] database as a platform to identify a board member or an individual in the senior management team of another company called Sowetos Limited whom Iglaxia Limited has an existing relationship with, and who is connected to Aberod Limited, the target company, or even a particular director in Aberod Limited.

Although the above scenario and other similar relationships can be established without a database such as the LeishTon BoardGovTM database, however, what such platforms provide is the capacity to deliver results within few seconds or minutes. There is a possibility that in the absence of a platform such as the LeishTon BoardGovTM database, it could take days, weeks, months or even years to establish the existence of a relationship in the above scenario. Thus, the LeishTon BoardGovTM database can be used:

- As a veritable tool and a platform by organisations to acquire a unique knowledge that can act as a catalyst for enhanced decision making; and
- To impact business initiatives, build long-term relationship franchise value, improve clients' development activities, and contextualise and identify optimal relationship strategy

14.0 We have documented some examples of our areas of consulting and advisory focus in the next few succeeding sections



Our governance and board advisory services focus on governance diagnostic and board effectiveness. Based on our versed research experience in corporate governance across six of the seven continents of the world, we are uniquely position to provide boards with leading practice thinking on sound governance. We provide trusted and value-for-money advice for boards and your board could benefit from our leading practice approach to governance review and board evaluation.

We want to be a fantastic partner to our clients, while being respectful of their wishes and challenges. We listen to clients' questions and provide them with custom solutions, models, approaches and answers to enable them respond to 21st century governance and boardroom issues. We expect to have a long-term relationship with our clients for a number of reasons:

- We want our clients' people to continue to grow and develop so that they can deliver legendary service to their clients; and
- Our constant diagnosis of governance structure of our clients' organisations will allow us to delve deeply into specific areas of governance and boardroom processes that might necessitate us designing the right governance development programmes.

15.1 Governance Review (Our Approach)

Any governance review, whether Corporate, Not-for-Profit or Public Sector Corporation, will be unique to the organisation and will depend on factors such as the organisation's ownership, legal structure, regulatory environment, culture and the outcomes sought in undertaking a review. As such, our approach is customised for each client's needs. For example, areas of focus in a governance review may include:

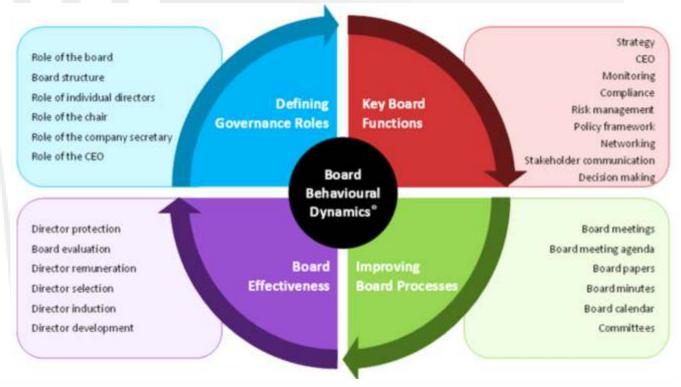
- Determining if the governance system adds value or is a burden to the organisation;
- Addressing a specific issue of concern with the current governance structure such as the number or type of board committees;
- Alignment of the governance system with an existing or new strategic direction;
- Adoption of leading practice governance in terms of policies and procedures (documentation review); and
- Compliance with national and international codes and standards.
- However, since the underpinnings of a governance framework are common to most organisations, we use our well-known Corporate Governance Practice Framework shown below to guide our approach.

"Good corporate governance does deliver economic benefit to the shareholders.

That is the basis on which we need to pursue it."

- Arun Duggal

15.2 Corporate Governance Practice Framework



Source: G. Kiel, G. Nicholson, J. A. Tunny & J. Beck, 2012, Directors at Work: A Practical Guide for Boards, Thomson Reuters, Sydney.

We adopt this robust approach because it aligns properly well with the various corporate governance regimes in Nigeria, including the CBN Code of Corporate Governance for Banks and Discounted Houses in Nigeria 2014, the SEC Code of Corporate Governance for Public Companies in Nigeria 2011 (as amended), the NAICOM Code of Corporate Governance for the Insurance Industry in Nigeria 2009, the PenCom Code of Corporate Governance for Licensed Pension Operators 2008 and the NCC Code of Corporate Governance for the Telecommunications Industry 2014.

15.3 Governance Documentation Review

Since the board is ultimately responsible for all the actions and decisions of an organisation, it will need to have in place specific charters, policies and similar governance documentation to guide organisational behaviour. We

can assist your board to review current governance documentation or to develop this essential documentation to ensure it is meeting the needs of the board and organisation as a whole. Some of the documents your board may need to review or develop include:

- Board charter a policy document that clearly defines the roles, responsibilities, authorities and processes of the board and senior management
- Risk management policy and ERM framework principles of good governance require the board to establish a comprehensive system of risk management, risk oversight, compliance, and internal control for the organisation
- Board agenda an agenda that works for the board
- Board orientation policy and programme board orientation is essential to ensuring that new directors become productive contributors to the board as



"There is a growing expectation that boards should conduct annual self-assessment as well as take full responsibility for the performance of their organisations."

- Kiel and Nicholson, 2003

- quickly as possible
- Board paper policy and procedure a policy designed to guide management in writing board papers that deliver what the board needs to know
- Committee charters a policy document that clearly defines the scope of each committee so that it can work for the board
- Communications strategy communicate effectively with stakeholders
- Whistleblowing policy a practical policy designed to meet compliance and/or regulatory requirements
- Succession Plan A strategic document that contains an organisation's plan to identify and develop individuals who possess key talents and high potentials within and outside the organisation who can successfully assume key board or management roles in the event that an incumbent leader resigns, retires, get fired, sick (incapacitated) or dies, with the aim of ensuring business continuity, sustainability and growth. A sustainable leadership pipeline and capacity is strategically built and achieved through a successful succession planning. The succession plan should contain both planned and emergency succession plans
- Board Planning Cycle A document that identifies pre-planned items for agenda throughout the year. It helps the board to focus its attention
- Code of Conduct for Directors Establishing the proper ethical tone from an organisation's leadership is critical. Directors' code of conduct is essential to promote and ensure a high standard of board members' ethical conduct. It provides clear parameters about acceptable principles within which directors are empowered to make decisions

15.4 Board and Management Evaluation

Although most organisations periodically review the performance of key contributors, including individual employees, work teams, senior management, business units, departments, divisions, but one contributor usually escapes such review, and that contributor is arguably the single most important, the board. In some organisations, board evaluation is too often viewed as a necessary evil. In fact, it is often approached in a mechanistic way by checking off items on a list that ultimately has little or no real value for the board apart from satisfying regulatory

requirements. Furthermore, many boards seem to get tied up in knots about the process of self-evaluation, spending a lot of time discussing how to go about it or how to do it, but not getting down to actually doing it. The irony is that, when a major organisational crisis occurs, such as experienced by Aero, Arik, HITV and Etisalat Nigeria, it is to the board that the shareholders, regulators, media, law enforcement/investigative agencies and customers look for answers. So, if this process is this important, then why do boards resist it?

In contrast, an effective board evaluation and assessment process has the potential to be transformational. Indeed, there is great value in properly conducting board evaluations. Some of the benefits of board reviews when properly and rigorously conducted include:

- Enable the board to identify areas of improving performance;
- Provide accountability to relevant stakeholders, including the board itself and shareholders;
- Highlight the board's achievements;
- Provide greater clarity with regard to members' roles and responsibilities;
- Set the tone for the organisation from the top regarding performance evaluation and continuous improvement;
- Proactively expose members' blind spots before they could get into trouble;
- Enable more effective team dynamics and communication within the boardroom;
- Create more effective board operations;
- Provide a check on progress against the organisations vision, purpose, strategy, core principles and policies;
- The report of the review can act as a readily available tool to project the image of the organisation when discussing with potential investors, particularly institutional investors;



"Given the criticality of the board's role on an organisation's effectiveness, even a small improvement in the board's performance can have a profound positive impact on its overall success and well-being."

15.4.1

- Boost regulatory confidence in the organisation;
- Enhance members' image, especially if such reviews confer high performance status on the board;
- Improve Board-CEO relations;
- Provide opportunity for underperforming directors to voluntarily stand down for re-election, as well as prevent director candidates who are not willing or able to work hard from standing for election;
- Motivate members to work hard to make sure they are not perceived as underperforming in the first place; and
- The outcome of the review becomes the benchmark for assessing the board performance in the coming year.

Despite the growing empirical evidence on the value of annual evaluations, many directors, particularly in the Nigerian jurisdiction, struggles with the need to deploy resources for annual board evaluation. Some even feel that they do not need it because they know what they are doing in their boards, thus, the evaluation exercise is of no value. Still some others take the view that they, and their companies, are performing well, so, "if it is not broken, why fix it." But the good news is, when the board evaluation process is designed and approached thoughtfully and conducted with an eye for candour, then the outcome can improve performance, uncover useful insights and be a catalyst for an effective annual board agenda.

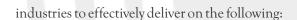
15.4.1 Board Evaluations and Assessments

Whether it is a regulatory requirement or not, every board should, at least once every year, conduct evaluation and assessment of its activities, those of its committees, as well as self-appraisal and peer evaluation of its directors. More than a few good reasons come to mind why organisations should annually review the effectiveness of their boards, the most pressing of which is that it is a good practice and it pays off in the long run. Many other reasons abound. Shareholders and influential investors, and in particular institutional investors, are beginning to demand it.

Conducting a board evaluation can clarify the individual and collective responsibilities of its directors, and enhance their knowledge of what is expected of them and areas of improvements, which can help board members to become more effective. The changing role of corporate governance has created another compelling reason to conduct board evaluation regularly. It helps to sustain the energy in the boardroom as directors are aware that they will give account of their stewardship. Appraising a board's performance properly may improve the relationship between an organisation's board and its executive. The annual assessment demonstrates the board's commitment to transparency, accountability and improvement, three critical values of high performing boards. It allows the directors time for self-reflection.

Although it is crucially important that boards conduct annual evaluation of its performance, care must be taken to ensure that the review process is not controversial and not self-serving. According to Subramanian (2015), whilst internally conducted board evaluations might be wellintentioned, directors might be unwilling to disclose perceived or actual weaknesses of board members. This could impair the effective functioning of the board. Leading practice strongly recommends that regular, independent third-party led (facilitated by external consultants) evaluation of the board as a whole and the contribution of individual directors (self and peer evaluation) be conducted as a crucial component of sound corporate governance. Above all, whether the process is done internally (self-evaluation) or third-party led (by external consultants), the result should be easily interpretable to enhance the board's opportunity to maximise the benefit of the review. In other words, the evaluation should add real value.

LeishTon has a best-in-class board and corporate governance evaluation tool, BoardEvass[™], and applies a unique framework that has the capacity to provide assurance of anonymity, preservation of board resources, great user experience and enables LeishTon's subject matter experts to bring to bear their many years of board/corporate governance multi-jurisdiction research experience. LeishTon is your trusted corporate governance and boardroom process partner for board and corporate governance diagnoses and reviews. Our unique process enables us to work closely in consultation with boards and senior management of organisations across



- Board Evaluation;
- Director Self-Evaluation;
- Director Peer Evaluation;
- Board Audit Committee Evaluation;
- Statutory Audit Committee Evaluation;
- Investment Committee Evaluation;
- Governance and Nomination Committee Evaluation;
- Compensation Committee Evaluation;
- Risk Management Committee Evaluation;
- Credit Committee Evaluation;
- Other Board Committees' Evaluation;
- Not-for-Profit Organisation's Board Evaluation;
- Short-form Board Evaluation;
- Director Independence Questionnaires;
- New Director Questionnaires;
- Cyber-Security Questionnaires for Board; and
- Board Systems Questionnaire.

15.4.2 LeishTon's Board Evaluation Approach

Given the board's critical role in setting the strategic vision of the organisation and its oversight function over management, small improvements in the board's performance can have a profoundly positive impact on the effectiveness of the organisation.

A board evaluation is a self-assessment that builds accountability, compliance and productivity of your organisation's board. LeishTon's Board Evaluation process is modelled after the High Performance Board Model espoused by Kiel, Nicholson, Tunny and Beck (2012). We adopt this robust approach because it aligns properly well with the various corporate governance regimes in Nigeria, including the CBN Code of Corporate Governance for Banks and Discounted Houses in Nigeria 2014, the SEC Code of Corporate Governance for Public Companies in Nigeria 2011 (as amended), The NAICOM Code of Corporate Governance for the Insurance Industry in Nigeria 2009, The PenCom Code of Corporate Governance for Licensed Pension Operators 2008 and the NCC Code of Corporate Governance for the Telecommunications Industry 2014.

A board review allows the directors time for self-reflection and is the most effective means for identifying areas for improving performance. Leading practice strongly recommends that a board review should not only involve the board as a whole, but also reviews the contribution of individual directors through an externally facilitated process of self and peer evaluation.

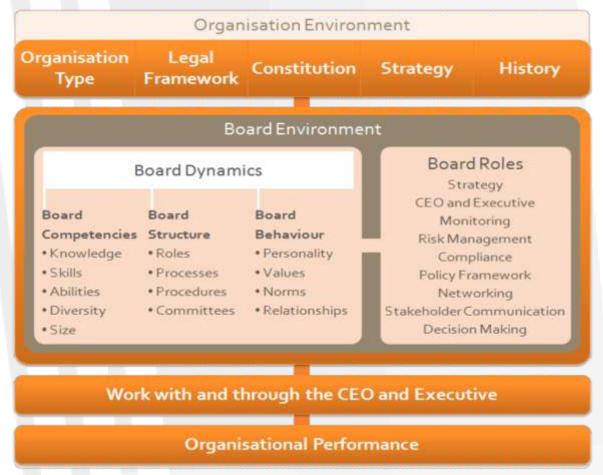
"On one of the boards that I sit, I get a personal appraisal from the chairman, which can last up to two hours and they don't just talk in the air. They give specific examples. This is usually done through a third party, which talks to each of the board members to get his or her opinion on every other board member. I have found this valuable."

- Keki Dadiseth

set at the beginning of the evaluation period."
- Nawshir H. Mirza

"Evaluations can only be done if expectations are

15.4.3 High Performance Board Model



Source: Adapted from Directors at Work: A Practical Guide for Boards by G. Kiel, G. Nicholson, J. A. Tunny & J. Beck, 2012, Thomson Reuters, Sydney.

15.4.4 Evaluation Design and Data Gathering

We view our board review exercise as a facilitation process that provides directors a forum to reflect candidly on how well they, the board and committees are meeting assigned responsibilities and fulfilling obligations. The High Performance Board Model ensures that the evaluation process creates a positive outcome for the board, by enabling honest reflection and assessment and avoiding the perception that the assessment exercise was to find fault. The design of the evaluation is key to the success of the process.

We strive to tailor the appropriate methodology for each client and provide both quantitative and qualitative data gathering options. We use questionnaires as our primary data gathering tool and apply qualitative data gathering tools such as interview and documentation review.

Our questionnaires are administered through our user-friendly BoardEvassTM tool. LeishTon BoardEvassTM is an online tool designed to systematically assess board performance, appraise corporate strategy, examine compliance and analyse critical board relationships, competencies, structure, behaviours and roles; a key tool to effective corporate governance. BoardEvassTM is a confidential, safe and secure tool. Where it is not practicable to administer our questionnaires via the BoardEvassTM platform, a paper and pencil alternative will be used.

15.4.5, 15.4.6, 15.4.7, 15.4.8

15.4.5 The 6-Stage Governance Review and Board Evaluation Process

Stage 1. Project Planning and Design (Determine project scope and detailed project planning).	Stage 2. Data Gathering (Quantitative and Qualitative techniques).	Stage 3 Data Analysis.	Stage 4 Issuance of Draft Report.	Stage 5 Presentation of Final Report to the Board.	Stage 6 Document Agreed Outcomes Governance Roadmap.
During this stage we develop a comprehensive project plan. We liaise with the appropriate people to distribute questionnaires	In this stage we administer online or paper questionnaire. Based upon questionnaire results, we can conduct focused interviews to gather more information	During this stage we review our results and synthesise the findings into a Findings Report	During this stage the report is sent to the client to review for factual accuracy. We would typically ask the client if any material information presented to us was left out. Any new, relevant information as the client review the Draft Report may be integrated into the final report	The output from the review will be delivered in a Board meeting	Agreed goals and activities arising from the Board meeting are documented in a Governance Roadmap

15.4.6 Reflecting on the Report

The report of the findings of the Board Evaluation presented to the Board will assist members of the Board to identify where they are performing well or where further discussion, decision and action is required on Board performance. The LeishTon rating supports this process. A Board meeting, to confidentially review the outcome, enables participants to give full and frank insights and provide useful feedback.

15.4.7 Review Outcomes

Board discussion, engagement and agreement on action are key success factors. LeishTon can provide recommendations and facilitate a Board workshop, providing the opportunity for discussion and action to enhance Board performance. Our Governance Road Map provides the Board with an action schedule for governance improvements agreed in the workshop, facilitating ongoing improvements and performance benchmarks of the Board's progress.

15.4.8 Board Governance Maturity Model

Increase in board governance effectiveness can be measured by the use of board governance maturity model.

The level of board governance maturity is a measure of the quality of board activities and the extent to which they are embedded within the board's culture. Our board governance maturity model consists of five stages ranging from an initial baseline stage progressing through to an optimal stage where leading practices are followed or established.

Board governance maturity models can be used to measure the current level of board governance culture. The greater the level of board governance maturity, the higher the standard of board governance practice and the more embedded board governance activities will become. The model's diagram provides an interpretation of the level of board governance maturity of an organisation's board, based on the five-level model. The levels are: 1. rudimentary, 2. developing, 3. acceptable, 4. advanced, and 5. leading practice.

By implementing the Board Governance Maturity Model, a board can decide, given their organisational environment, which level of maturity is sufficient for their context. Having established the maturity level, the board is provided with the stepping stones or incremental governance initiatives on the pathway to sound governance.



"One of the most important governance practices to emerge in the last three decades is the performance assessment of the CEO."

- Conger, Lawler, & Finegold, 2001

Five Levels of Board Governance Maturity

Level 1: Rudimentary

Board governance practices are either non-existent or in the very early stage of development.

Level 2: Developing

Shortfalls in board governance practices may have been identified and initial steps may have been taken to rectify them. The changes that have been made are still quite basic, leaving significant room for improvement.

Level 3: Acceptable

The minimum performance and compliance requirements in board governance practices are in place. There is still room for improvement.

Level 4: Advanced

Advanced governance practices are in place. They exceed minimum performance and compliance requirements. Only minor improvements are required to achieve and be recognised as leading practice.

Level 5: Leading practice

Board governance practices are recognised by others to be of the highest standard. No further changes are required.

15.4.9 Top Management Evaluations and Assessments

Although the significance of CEO's evaluation cannot be over-emphasised, but it is shocking how perfunctory board of directors can be in their feedback, appraisal, review or evaluation of their organisation's CEO. Some chairmen of boards or even chairmen of compensation committees, carry out this all important task in just five minutes, and in this session, the feedback the CEO gets is solely financial performance related. Sometimes, the feedback the CEO gets is that the board is happy with his or her performance. The sad part of this process is that the manner in which the CEO is evaluated is significantly different from the rigour that the CEO and other executive directors apply in evaluating their team members. Do not get us wrong. CEO's autonomy is good, but to use CEO's autonomy as a justification for limiting performance assessment to only financial performance just does not seem right. Something that is critical is that all the financial incentives in the country would not

transform CEOs into better decision makers, and when these CEOs make terribly wrong decisions, everybody on the board no longer have a board to sit on because the organisation is gone under.

It is therefore imperative for board members to know that they have an obligation to owners to ensure that organisations are sustainably run, and the sooner they can identify problems with executive management's performance, the better for all (a stitch in time saves nine). So, for process improvement and to avoid the pitfall we described above, the board, particularly, independent and non-executive directors must develop tools that allow them to rigorously and effectively evaluate their CEO and executive directors. LeishTon has a best-in-class board and corporate governance evaluation tool, BoardEvassTM, and applies a unique framework that has the capacity to provide assurance of anonymity, preservation of board resources, great user experience and enables LeishTon's subject matter experts to bring to bear their many years of board/corporate governance multi-jurisdiction research

experience. LeishTon is your trusted corporate governance and boardroom process partner for board and corporate governance diagnosis and reviews. Our unique process enables us to work closely in consultation with boards and senior management of organisations across industries to effectively deliver on the following:

- CEO Evaluation;
- Executive Directors' Evaluation;
- Management Evaluation of the Board;
- Management Committees and Sub-Committees' Evaluation;
- Management Team Evaluation; and
- Strategy Evaluation.

15.4.10 LeishTon's CEO Evaluation Approach

Our CEO evaluation process design and management:

- Bring our many years of board governance research to bear in designing a CEO evaluation review process or we utilise your existing evaluation
- Administer through our user friendly interface, the BoardEvass[™] tool
- BoardEvassTM tool is a tool hoisted with highly sophisticated and secured third party provider to protect and assure respondents' anonymity and confidentiality
- Unique reporting with customisable features
- Interview option available
- Flexible

15.4.11 LeishTon's Questionnaire Customisation Process

LeishTon Questionnaire Customisation Process – How it Works					
Customisable Questionnaires	LeishTon converts and streamlines your paper- based board evaluation questionnaire to an electronic format				
Administration	LeishTon subsequently administers the questionnaire to directors, officers, and other employee and third parties designated by you.				
Results	LeishTon develops a high-value, written report indicating to what extent the respondents meet the independence requirements as specified under applicable laws, regulations and exchange listing guidelines				
Report	The report is presented to the board or a board-designated representative				

15.5, 15.6, 15.6.1

15.5 Other Reviews and Questionnaires

LeishTon provides unique, cutting edge and innovative tools for questionnaire design and dissemination, board evaluations, CEO evaluations, compliance reviews, AML/CFT reviews, ERM function's reviews, BCM function's reviews, conflicts control room reviews, research compliance reviews, governance reviews and other reviews in specific organisational areas of interest such as cyber-security, code of conduct and ethics, conflicts of interest, anti-bribery and corruption, whistle-blowing, leadership, team building, employee engagement and motivation, organisational development, organisational commitment and job satisfaction.

These tools, including the BoardEvass[™] tool, allow us to work closely with organisations to identify key areas of improvement (such as performance and team improvement), benchmarking internal practices to leading practices and providing a solid foundation for future organisational endeavours such as board and directors' self and peer reviews.

LeishTon is uniquely positioned and dedicated to promoting best practices tools that would assist organisations with the establishment and the pursuit of sound governance and leading practices. As a trusted, third-party, professional service and solutions provider, we are focused on working closely in consultation with you and your organisation with a view to delivering high value to you and your organisation.

Aside the corporate governance, board and management reviews, LeishTon can work with you and your organisation to design and administer a wide range of questionnaires for different forms of reviews using our BoardEvassTM tool. BoardEvassTM enables us to efficiently administer questionnaires and a wide range of documents, including, but not limited to, the under listed questionnaires:

- Code of Conduct and Ethics Questionnaires;
- Conflicts of Interest Questionnaires;

- Anti-Bribery and Corruption Questionnaire;
- Whistle-blowing Questionnaires;
- Compliance Function's Questionnaires;
- Cyber-Security Questionnaires;
- ERM Maturity and Sophistication Questionnaires;
- Compliance Maturity and Sophistication Questionnaires;
- BCM Maturity and Sophistication Questionnaires;
- AML/CFT Questionnaires;
- Job Satisfaction Survey (JSS);
- LeishTon Satisfaction Questionnaire (LSQ);
- LeishTon Commitment Questionnaire (LCQ);
- Multifactor Leadership Questionnaire (MLQ);
- Authentic Leadership Questionnaire (ALQ);
- TCM Employee Commitment Survey
- LeishTon Commitment Questionnaire (LCQ)
- Team Coherence Survey (TCS);
- Employee Engagement Survey (EES);
- Organisation Development Questionnaire (ODQ); and
- Others.

15.6 Other Governance Services

15.6.1 Business Unit Standard Operating Procedures (SOPs)

Your organisation's talents are your intellectual capital and you can create a win-win situation by recruiting talented individuals into your organisation and ensuring that their talent is documented so that when they leave your organisation you retain the documented talent which forms part of your intellectual capital.

We assist organisations, including commercial banks, merchant banks, investment banking firms, asset management firms, fund managers, investment and finance companies, trustees, registrars, broker-dealer firms, issuing houses, underwriting firms, pension fund administrators, pension fund custodians, insurance companies, micro-finance banks, development banks, pharmaceutical companies, telecommunication companies, oil and gas companies and FMCGs, to develop standard operating procedures (SOPs) for their business units.

We work closely with staff of each unit, department, division, entity, subsidiary or group to develop best in class procedural manuals or standard operating procedure.

15.6.2 Guidance on Corporate Governance Codes

When codes of corporate governance are released in leading practice jurisdictions, guidance notes are issued to help with the smooth implementation of such codes. However, the same cannot be said of the practice in Nigeria. LeishTon Consulting is willing to partner with relevant authorities, regulators or issuance of codes of corporate governance in Nigeria with a view to developing guidance notes on specific areas of such codes, including, but not limited to, risk management, compliance, board orientation/induction, board evaluation, succession planning, assessment of the system of internal control and CEO selection.

15.6.3 Governance, Risk Management, Compliance (GRC) and Audit Software Solutions

An organisation cannot manage risk effectively without the use of specialised risk software which drives accountability and ownership for risk in a coordinated manner across the organisation. Therefore, if your organisation is serious about risk management you need specialised risk management software which will:

Facilitate and embed risk management in your organisation; turning risk management into a 'living' activity which is integrated within the business and its operations;

- Facilitate a culture of risk and control within your organisation; driving accountability for risk management at all levels of the organisation enabled by the 'live' updating and monitoring of action plans;
- Facilitate an integrated approach rather than a silodriven approach to risk management by linking related risks across the organisation and monitoring the knock-on effect of risks, key risk indicators, incidents, controls, causes, etc.;
- Improve the quality and consistency of data captured giving you one version of the truth, audit trails, etc.;
- Provide an up to date dashboard of your risk universe, including consolidated and trend reporting at any level of the organisation, all at the click of a button; and
- Ensure directors and senior executives' protection through a formalised system-driven approach to risk management and compliance.

LeishTon can work with you to deploy one of its partners' fully integrated GRC and Internal Audit software solution that:

- Support best practice standards (e.g. ISO, 31000, ISO 19600, COSO ERM Framework 2017) and provide seamless integration with compliance and audit if required;
- Provide a simple, cost effective, user friendly and nonintrusive interface for the normal business user (e.g. action plans, checklists, risk and control selfassessments, etc.);
- Is highly flexible, configurable and parameter-driven, thus, can be customised to support your risk methodology;
- Ensure that the software offers flexible reporting capability without any programmer intervention;
- Ensure that there are regular upgrades to the software ensuring that it is aligned with best practice risk management standards, as well as kept up to date with the latest technology platforms and that the upgrade process is simple and never overwrites existing custom fields/custom settings;
- Maintain a central library of common objectives, risks, controls, KRIs, etc.;



- Link strategy, performance and objectives to risks and risks to other risks, KRIs, whilst enabling dynamic reassessment and automated notification:
- Send online questionnaires and surveys without any licensing or cost implications;
- Deliver online action plans with email notifications to all auditees without any licensing or cost implica-
- Provide online help, FAQs, up-to-date system documentation; and
- Deliver end user support process, support portal, as well as regular user groups and refresher training.

15.6.4 Compliance

Organisations that intend to be sustainably successful need to maintain a culture of compliance and integrity. and take into consideration the needs and expectations of stakeholders (ISO 19600:2014). Compliance and integrity are therefore not only the basis, but also an opportunity, for a sustainable and successful organisation. An effective enterprise-wide compliance management system enables an organisation to demonstrate its commitment to compliance with applicable laws, regulations, rules, industry and organisational codes and standards, as well as standards of sound corporate governance best practices, ethics and stakeholders' expectations.

Effective compliance management means meeting your compliance obligations and protecting your organisation from damage or loss. From a regulatory standpoint, compliance and the compliance function are crucially important in any organisation. This is even more so in financial institutions. Since the harrowing experience of the 2008 global financial crisis, compliance has become a core area of focus for every type of institution, big or small. Compliance functions are expected to have robust and comprehensive compliance related policies, manuals, standards, frameworks, charters, codes, rules and procedures, as well as assessment and monitoring tools that would help them effectively manage their compliance risks. The compliance function is also expected to develop, on an annual basis, a risk-based compliance programme containing the details of all compliance activities planned for the year. The cost implications of non-compliance in terms of financial, legal, regulatory or reputation is so high that every organisation wants to fall in line.

It is important to state that compliance is not just about anti-money laundering, neither is it simply about conduct risk. It is also not restricted to regulatory engagements. There is a full-range approach to compliance that pay due attention to the multi-dimensional facets of compliance, including, but not limited to, compliance governance, compliance management system, conduct risk (conflicts of interest, outside business interest, personal account dealing, market abuse, market conduct, confidential information and confidential information handling, gifts and entertainment, insider related transactions, Chinese walls/information barriers, watch and restricted list management, embargoed employees management, whistle-blowing, customer complaints, anti-bribery and corruption, code of conduct and ethics and anticompetition), sanctions (individuals, entities and/or countries), AML/CFT, KYC (CDD, EDD), rendition of returns, proactive engagements with regulators and law enforcement/investigative agencies, compliance risk assessment (CRMPs), compliance monitoring reviews, compliance self-review/evaluation, compliance documentation drafting, sustainability, environmental and social risk, conflicts control room (deal/conflicts clearing, watch and restricted list management), research compliance and compliance audit.

LeishTon can work with you to develop robust and topnotch compliance related policies, manuals, standards, frameworks, charters and procedures to enable you embed compliance culture in your organisation and in the behaviour and attitude of the employees. We also have the expertise to review your compliance activities and the Compliance function. Key compliance documentation LeishTon can work with you to deliver include:

- Compliance Policy;
- Compliance Charter;



- Compliance Framework;
- Compliance Standards;
- Compliance Manual;
- Conflicts of Interest Policy;
- Chinese Walls Policy;
- Watch & Restricted List Policy;
- Whistle-blowing Policy;
- Code of Conduct and Ethics;
- Code of Corporate Governance;
- Corporate Governance Manual;
- Anti-Bribery & Corruption Policy;
- Complaints Management Policy;
- Best Execution Policy;
- Risk-Based Compliance Programme;
- Compliance Risk Management Plans (CRMPs);
- Compliance Risk Monitoring and Review Plans (CRMRPs);
- Sanctions Policy:
- Gifts and Entertainment Policy;
- Outside Business Interest Policy;
- Confidential Information Policy;
- Market Conduct Policy;
- Personal Account Trading/Dealing Policy;
- Investment Research Policy;
- Investment Research Manual: and
- Investment Research Standards.

15.6.5 Anti-Money Laundering (AML)/Combating Financing of Terrorism (CFT)

Money laundering involves taking criminal proceeds and disguising their illegal source in anticipation of ultimately using these proceeds to carry out legal and illegal activities. Stated another way, money laundering is the process of making dirty money look clean. Money laundering often involves a complex series of transactions that are usually difficult to separate. There are three phases of money

laundering: placement, layering and integration. Financial institutions are required by law to undertake customer due diligence (CDD) when establishing relationships, carrying out occasional transactions, there is suspicion of money laundering (or terrorist financing) or the financial institution has doubt about the veracity or adequacy or previously obtained customer identification data.

Terrorist financing, on the other hand, involves the advancing of financial support, in any form, to terrorists or to those who encourage, plan or engage in terrorist act. While funding for money laundering is derived from only illicit sources, terrorist financing comes from both legitimate and illegitimate sources. The September 11, 2001 terror attacks on the World Trade Centre and Pentagon changed the global approach to combating terrorist financing. For money laundering, the purpose of laundering is to enable the fund to be used legally. The fact that terrorist funds often comes from legal sources raises an important legal problem as far as applying antimoney measures to terrorist financing. LeishTon can work with you to develop robust and tailored AML/CFT and Know-your-Customer (KYC) policies, manuals and standards to enable you deliver on your AML/CFT mandate, including CDD, EDD and the rendition of relevant threshold and suspicious transactions reports. We also have the expertise to review your AML/CFT activities and the AML function. Key compliance documentation LeishTon can work with you to deliver include:

- AML/CFT Policy;
- Customer Acceptance Policy;
- AML/CFT Manual;
- KYC Manual; and
- Risk-Based AML/CFT Programme.

15.6.6 Enterprise Risk Management (ERM)

Organisations have long practised various parts of what has come to be called enterprise risk management. Identifying and prioritising risks have long been a standard management activity. The treatment of risk by



transfer (e.g. insurance) has also been common practice, as has contingency planning and crisis management.

What has changed, therefore, is the management of the vast majority of risks in a holistic and integrated manner and elevating risk management to senior management and board responsibility. A holistic and integrated approach to risk management helps organisation to appreciate the magnitude and importance of different risks. Some of the benefits of this holistic approach include:

- More effective strategic and operational planning with alignment of strategy, goals, objectives, performance and risks across the organisation;
- Greater confidence in decision making and achievement of operational and strategic objectives;
- Greater stakeholder confidence by demonstrating transparency and sustainable capability;
- Early warning system and visibility and reporting of significant risks to avoid surprises;
- Proactive management of risk rather than reactive after the event which costs time, money and reputation;
- Cost effective internal controls and control strategy;
- Evidence of a structured/formalised approach in decision making; and
- Regulatory compliance and director protection.

Organisations of any kind face internal and external factors and influences that make it uncertain whether, when and the extent to which they will achieve or exceed their objectives (ISO 31000:2009). Risk is therefore the effect of uncertainty on objectives. An objective is a deviation from the expected, positive (upside) or negative (downside). Risk is often characterised by reference to potential events and consequences. Risk is often expressed in terms of a combination of the consequences of an event, including changes in circumstances and the associated likelihood of occurrence.

Risk management, on the other hand, is a set of coordinated activities to direct and control an organisation with regard to risk (ISO Guide 73:2009). COSO (2004) defined enterprise risk management (ERM) as a process, effected by an entity's board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risks to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives. LeishTon can work with you to develop and implement holistic and integrated enterprise-wide risk management framework and policies. We can also review your risk management documentation as a distinct service or as an integral part of your risk management function's review. Key enterprise risk management documentation LeishTon can work with you to design include:

- Enterprise Risk Management Framework;
- Enterprise Risk Management Policy:
- Risk Appetite and Escalation process;
- Environmental and Social Risk Policy;
- Market Risk Policy;
- Operational Risk Policy;
- Credit Risk Policy;
- Insurance Risk Policy;
- Investment Risk Policy;
- Liquidity Risk Policy;
- Legal Risk Policy;
- Fraud Risk Management Policy;
- Risk Register;
- Incident Register;
- Risk and Control Self-Assessment (RCSA) or Control Risk Self-Assessment (CRSA):
- Key Risk Indicators (KRIs);
- Risk Assessment techniques;
- Risk Classification Systems;
- Risk Management Work Plan;
- Risk Maturity Model; and
- Risk Sophistication Model.

15.6.7 Conflicts Control Room

The need for conflicts management have never been so desired. As a reaction to the conflicts of interest that affected major Wall Street investment banks in connection with investment research and the issue of securities, which received enormous publicity in the early 2000, financial services authorities and regulators globally examined business practices that raise potential conflicts of interest. The scrutiny focused on several aspects of the financial industry, including research, merchant banks, investment banking, asset management, insurance brokerage and securities brokerage. These scrutiny revealed numerous cases and instances where the interests of ordinary clients were substituted with the interests of firms or high net worth clients. Based on the outcome of these investigations, U.S. authorities and many other jurisdictions imposed rules to ensure unbiased investment research and recommendations.

Thus, investment banking firms, merchant banks, insurance firms, trust firms, broker-dealer firms or asset management firms with diversified products and service offerings are required to design and implement effective "Deal Clearing" and wall crossing procedures. The deal clearing and wall crossing processes and procedures require that a "Control Room" be established for the purpose of managing conflicts related procedures, including research analyst wall-crossing, deal clearing, market abuse monitoring, watch and restricted list management, firm-wide Chinese walls management, confidential information management, etc. LeishTon can work with you to establish an effective Conflicts Control Room. We can also review your Control Room function as a distinct service or as an integral part of your compliance and Compliance function's review. Key activities in the Control Room include:

- Conflicts/Deal clearing;
- Market abuse monitoring;
- Watch and Restricted list management;
- Wall crossing procedures management;
- Personal Account Dealing approval;

- Outside business interest/conflicts of interest approval; and
- Wall crossing of public-side employees.

15.6.8 Research Compliance

Most jurisdictions require financial institutions that produce or disseminate investment research to have policies and procedures dealing with the production and dissemination of their research reports, in order to proactively identify and manage conflicts of interest which may arise out of these research activities. LeishTon can work with you to develop world class investment research policy, manual, procedures and standards. We can also review your investment research policy, manual, standards and procedures as a distinct service or as an integral part of your compliance and Compliance function's review. Key areas of interest in investment research include:

- Analyst supervision;
- Role of supervisory analyst;
- Research Report sign-off;
- Analyst certification;
- Conflict of Interest Management;
- Compliance review;
- Distribution of reports;
- Important disclaimers;
- Public appearance and marketing;
- Pre-deal research:
- Third party research;
- Disclosure statements:
- Analyst sitting on trading floors;
- Personal Account Dealing:
- Conflicts/Deal clearance;
- References and plagiarism;
- Changes in ratings;
- Rating methodologies;
- Jurisdictional restrictions;



- Expected frequency of updates of research;
- Checklist for research approval;
- The role of the Compliance or Research Compliance function; and
- Disciplinary action for any breach of the research policy.

15.6.9 Business Continuity and Crisis Management

It has never been more important for organisations to protect their business from the unexpected. Whether this is from environmental accidents, power cuts, IT system or equipment mishaps and man-made crisis, there is a need to make sure the business is not vulnerable to disruption and the organisation can recover as quickly as possible. Recent natural disaster such as the August 2017 Hurricane Harvey in Texas, USA, the September 2017 Hurricane Maria in Puerto Rico, a United States territory in the Caribbean Island and the July 2017 flood experienced in some parts of Nigeria, including Lagos and Suleja have demonstrated that severe incidents can and will happen, impacting organisations. "Statistics indicate that 80% of organisations that are faced with a significant business discontinuity, and do not have in place adequate and appropriate plans to ensure business continuity, do not survive the event. Don't let this happen to you (ISO 22301: 2012 Implementation Guide).

Business continuity management is "A holistic management process that identifies potential impacts that threaten an organisation and provides a framework for building resilience and the capability for an effective response that safeguards the interests of its key stakeholders, reputation, brand, and value-creating activities" (Graham & Kaye, 2006 – A Risk Management Approach to Business Continuity). This definition makes it clear that business continuity is not just about response, it is not just about fighting fire, it is not just about having plans to recover a business, it is not an appendage to the business, rather, it is also about building resilience to strengthen an organisation, it is about proactively understand what might be at risk and developing

strategies if things do go wrong, it is about carefully crafting plans that suit the nature of an organisation's business and it must be an embedded process that is integrated with the organisation's overall risk management approach, and in turn, as part of good business management.

Thus, organisations of all types and sizes should, as a matter of necessity, take adaptive and proactive measures to reduce the likelihood of a disruption by engaging in a robust, comprehensive, holistic and systematic process of prevention, mitigation, preparedness, response for business continuity and recovery. The threats that organisations face today require that they create on-going and well managed process that ensures the survival and sustainability of their core activities before, during, and after any disruptive event. The ability of an organisation to recover from a disaster is directly related to the degree of business continuity planning that has taken place prior to the disaster. LeishTon can work with you to develop and implement robust, comprehensive, holistic, integrated and systematic business continuity and crisis management frameworks and policies. We can also review your business continuity and crisis management documentation as a distinct service or as an integral part of your risk management function's review. Key business continuity and crisis management documentation LeishTon can work with you closely to design include:

- Business Continuity and Crisis Management Framework;
- Business Continuity and Crisis Management Policy;
- Business Impact Analysis (BIA); and
- Disaster Recovery Plan.

15.6.10 Governance and Board Policies

Policies in Policy Governance are written statements of values developed for the exercise of governing oversight and control (Oliver, 2009). In the policy governance model, each policy follows a structure that reflects the need to make broad decisions first, the less broad ones next, and so forth. It is important to state that broad and

15.6.10.1, 15.6.10.2, 15.6.10.3

less broad do not mean important or less important, but rather broad and narrow decisions. There are four basic categories of policies in the policy governance model as espoused by John Carver, which LeishTon can work with you to develop. These policies are discussed below.

15.6.10.1 Ends Policies

This is the only policy category that deals with *organisation's ends*, rather than means. By organisation's ends policies, we mean policies that address issues of why the organisation is in business; the organisation's purpose. Some of the policies found in this category are:

- Organisational Purpose (Purpose Statement);
- Vision Statement;
- Shareholder value;
- Cultural Diversity;
- Allocation of resources in operations; and
- People value and support culture.

15.6.10.2 Governance Process Policies

These are policies with which the board instructs itself, its committees and its members, about its own job. Policies in this category deal with issues relating to the board's job and the relationship between the board and others with the exception of the special relationship the policy governance board has with the CEO. The relationship between the policy governance board and the CEO is treated separately. Specifically, these policies describe the board's job, the chairman's job, board committee jobs and the board's link to the shareholders. Some of the policies found in this category are:

- Board values;
- Accountability philosophy;
- Governance commitment;
- Governing style;
- Governance evaluation;
- CEO's role;
- Chairman's role;

- Company secretary's role;
- Board committee principles;
- Committees' terms of references;
 - Board Audit Committee Terms of Reference
 - Statutory Audit Committee Terms of Reference
 - Risk Management Committee Terms of Reference
 - Governance and Nomination Committee Terms of Reference
 - Credit Committee Terms of Reference
 - Compensation Committee Terms of Reference
 - Finance and Investment Committee Terms of Reference
 - Other Committees terms of reference
- Board Committee structure;
- Board and Committees' expenses;
- Annual board planning cycle and agenda planning and control;
- Code of Conduct and Ethics for directors;
- Conflicts of Interest;
- Asset declaration:
- Investment in governance;
- Cost of governance;
- Social responsibility;
- Board Linkage with shareholders;
- Board Job description;
- Board Job contributions;
- Governance Succession;
- Membership; and
- Board Linkage with other organisations.

15. 6.10.3 Board–Management Delegation Policies

These are policies that describe the manner in which the board connects governance and executive management. It is often referred to as board-management relationship. Policies in this category deal with the methods and practices (means) of the board that describe both the nature of delegation and the manner in which proper use of delegated authority is ascertained (monitoring). As a

15.6.10.4, 15.6.10.5

result of the emphasis policy governance places on the CEO, policies in this category describes the CEO's job, the nature of executive delegation and the method of monitoring, evaluating and compensating the CEO. Some of the policies found in this category are:

- Delegation of Executive Authority to the CEO;
- Unity of control;
- Nature of CEO's delegation;
- Accountability of the CEO;
- Monitoring CEO's performance;
- CEO's compensation;
- Termination of CEO's appointment;
- Monitoring Executive Performance; and
- Executive Compensation.

15.6.10.4 Executive Limitations Policies

These are policies that prohibit the management methods, practices, conduct, circumstances, and so forth that the policy governance board deems or sees as unacceptable means, while achieving the defined ends. Stated another way, the board uses policies in this category to optimise executive empowerment by setting limits, while withdrawing safely from most details of operations. While policies that are in this category are written in negative format, the intention is that the CEO would psychologically see the positive sides of those negatively worded limitations. Specifically, the CEO is given the authority to make any decisions and engage in any activities that do not violate policies within this category. These policies do not prescribe what the CEO should do, but rather what the CEO is constraint from doing, thus, within the set boundaries, the CEO can exercise judgment in dealing with day-to-day organisational matters. Some of the policies found in this category are:

- Emergency CEO succession
- Asset protection
- Financial planning and budgeting
- Financial condition and activities

- Communication and support to the board
- Trading in organisation's securities
- Investments
- Diversification
- Dealing with shareholders
- Treatment of staff
- Treatment of vendors/suppliers/contractors
- Treatment of consumers/customers
- Treatment of other stakeholders
- Compensation and benefits
- General executive constraint

15.6.10.5 Other Non-Policy Governance Documentation

Irrespective of the kind of corporate governance framework or practice you have adopted, or even the type of corporate governance code you are guided or regulated by, LeishTon can work with you to develop world class policies, either from the list of policies in the Policy Governance Model, or any other corporate governance and boardroom process related policies. We can also work closely with you to deliver on the following corporate governance and boardroom process documentation by drafting new ones and/or reviewing existing ones:

- Board charter:
- Board Committee Charter;
- Board Committee Terms of Reference;
- Board Manual:
- Code of Corporate Governance;
- Corporate Governance Charter;
- Corporate Governance Manual;
- Succession Plan (Board, CEO, Senior Executives, Etc.);
- Executive Compensation Policy;
- Director Independence Standards
- Insider Loan Policy for Directors; and
- Board Policy Handbook.

16.0, 17.0, 18.0, 19.0

16.0 LeishTon's as a Game-Changing Organisation

LeishTon builds three winning capabilities simultaneously: It is purpose-driven, performance-oriented and principles-led. We believe that LeishTon's Secret weapon is superior talent strategies characterised by deep commitment from the top executive team, broadbased engagement and line accountability, with a "leaders developing leaders" culture.

LeishTon strives daily to build a game-changing organisation by simultaneously being purpose-drive, performance-oriented and principles-led. In other words, LeishTon is purpose-driven, performance-oriented and principles-led simultaneously. How does LeishTon's leaders help to make this happen?

- By building game-changing talent strategy
- By building a robust world-class talent factory that is not just good for the soul but also good for the company

17.0 LeishTon's Game-Changing Talent Strategy

Game-changing companies do not just happen, rather, they are supported by game-changing talent strategies. LeishTon's talent strategy is to provide:

- Right vision to inspire its people
- Right tools to empower its people
- Right culture to motivate its people
- Right people to build purpose-driven, performance-oriented and principles-led workplace

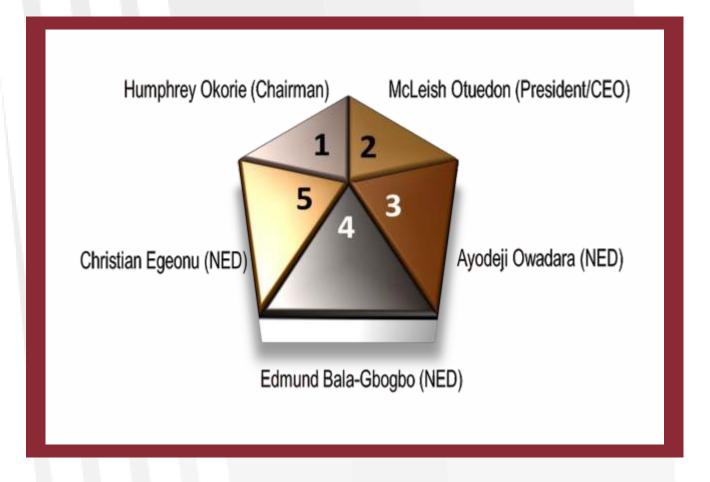
18.0 The Hallmarks of LeishTon's Game-Changing Talent Strategy

- Serves as the "glue" and the "grease" that enables LeishTon to be Purpose-driven, Performanceoriented and Principles-led simultaneously
- LeishTon's Leaders are "in deep" as Talent Champions - deeply committed; highly engaged; and thoroughly accountable
- HR partners who are no-nonsense, highly skilled, strategically oriented doers
- Together, LeishTon's talent champions and HR Partners are passionate about creating and sustaining "a special place" that sets them apart

19.0 Our Team

The LeishTon team comprised its directors, advisers and employees

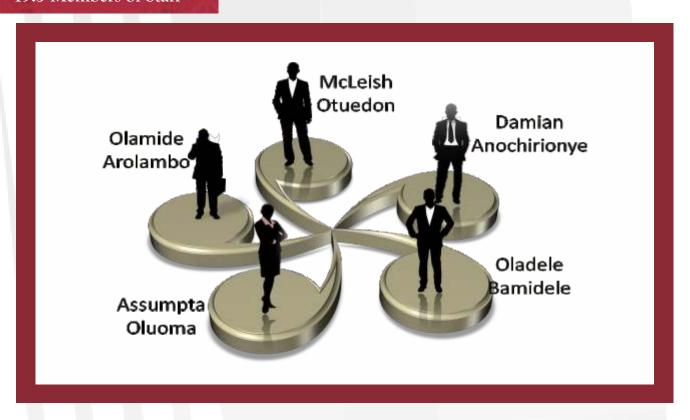
19.1 Board of Directors



19.2 Advisers

Our advisers are men and women of impeccable characters with deep knowledge and experience in their chosen profession. We believe that the industry and professional experience of our advisers will add immense value to our company and its leaders. We look forward to welcoming you as our next adviser.

19.3 Members of Staff



Please see detailed profile of directors https://leishton.com/web/company-overview/our-team-list/ Please see detailed profile of employees https://leishton.com/web/our-team/

20.0 Conclusion

LeishTon is a fiduciary to its clients; we serve them. We never, ever compete with them.

Harnessing the power of collective ambition is not easy, but then again, the path to excellence and success is never easy. The good news is that it can be done if LeishTon's leaders and employees pull together to work for it. For this to happen, LeishTon must first ensure that it has the right people with the right skills and cultural fit to execute its collective ambition.

Finally, LeishTon's success will remain only a potential without a clearly defined purpose and genuine commitment at the senior management level. Thus, all hands, including those of senior management, must be on deck to shape and implement our collective ambition.



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About LeishTon

LeishTon is a closely knit, privately-held and forward-thinking company delivering consulting, research, training services, and corporate governance data solutions to its esteemed clients.

Insight. Focus. Agility is the process we practice in delivering exceptional services to our revered clients. We deliver our services through collaborative engagement (the glue) and disciplined execution (the grease). We strive to create a very deep connection with our clients, thus, our services have that "personal touch." We give our clients individualised attention and it makes a big difference in terms of the value-add to their businesses.

LeishTon Consulting & BoardGov Limited is a private limited liability company registered in Nigeria to render services in four key areas of Consulting, Research, Training and Corporate Governance Data. For more information about our company, please visit www.leishton.com

www.boardgov.com.ng is the website dedicated to LeishTon corporate governance data services, while www.leishtonacademy.com is the website dedicated to LeishTon Academy and LeishTon Centre for Leadership and Governance Thinking (Research, Training and Development).

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