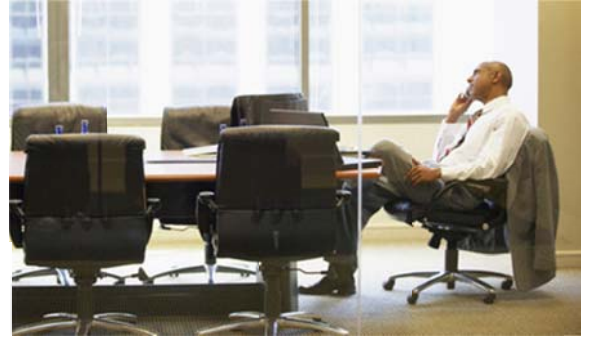


# BOARD ADVISORY LLC



## Independent Counsel to Boards

### *Executive Compensation, Performance & Succession*

**Board Advisory is a firm of seasoned consultants** with diverse experience who provide independent and objective advice to Boards of Directors to help them fulfill their fundamental responsibility to select, reward and retain appropriate quality management.

**We provide full support for compensation committees** and boards of directors in their management of compensation, performance and succession planning processes for senior executives.

**When engaged by the board, Board Advisory does not provide counsel to management** unless specifically directed by the board. We work with management, but not for management.

**We help boards manage leadership risk** through advice and counsel on the factors that influence the availability, retention and commitment of superior executive leadership talent within organizations.

**Board Advisory, LLC** provides full support for compensation committees and boards of directors in their management of compensation, performance and succession planning processes for senior executives.

**The company was formed** through the combination of separate, distinct consulting practices addressing different aspects of the emerging board responsibility for ensuring appropriate talent is available to the organization, that the talent is motivated to achieve superior results in an ethical manner, and that the risks relating to leadership succession, retention and talent availability are appropriately managed.

**As a firm,** we believe superior shareholder value is created when Boards of Directors, Executive Leadership and Investors possess a common understanding of the mission, objectives and value sharing arrangements underlying the organization's mission.

**The Board Advisory, LLC** team consists of established professionals who are innovators in linking leadership practices involving executive compensation, succession, development and selection to managing overall organization performance risk. Our average professional experience is over 25 years, with each member of our team bringing unique perspectives and experiences in helping boards manage performance, retention and leadership risk. Together, we provide clients with a robust set of skills and experience to address the challenging issues confronting boards of directors today.

**Your issues are important to you,** your executive team, and the investors you represent. They will never be relegated to a junior consultant. You are assured that senior advisors will always be involved with all aspects of the engagement.

**Our value proposition at Board Advisory** includes using multiple senior consultants on all significant client engagements. This approach ensures thoroughness and creativity by having two sets of seasoned eyes look at all the issues. Further, it guarantees the client that when you have a need for quick turnaround in an emergency, there are adequate resources ready and available.

**We believe in customer intimacy:** we are small and intend to limit the number of advisors in our venture and the number of clients we serve.

## Services

**Our service offering** is built around the responsibilities of boards of directors in managing talent risk in the organization. Simply put, we help boards improve their oversight of the executive talent management process, and help them align their actions with the interests of investors and other stakeholders. We think of these actions in four essential areas.

### Performance & Pay Analytics

- Competitive performance assessment
- Relative executive pay efficiency assessment
- Empirical testing of performance measures and metric alignment

### Selection, Succession and Development

- Succession planning
- Executive assessments and related development arrangements
- Leadership competency selection tools
- Executive/board workshops

### Rewards, Retention and Wealth

- Competitive assessment of compensation opportunity
- Executive competitive wealth and performance analysis
- External reporting and regulatory obligations (SEC, SOX, etc.)
- Board compensation

### Terms of Employment

- "Corporate prenuptials" and executive employment agreement
- Change-in-control analysis
- Employment offers, retention and succession arrangements

## Client Profile

### Clients select Board Advisory, LLC as their advisor because they want:

- Integrated counsel on executive compensation and related governance, succession, selection and leadership development issues
- A team of advisors that understand the board's role in addressing executive management issues
- A team of advisors who understand independence and can operate solely for the board, but who also understands the criticality of listening to executive management rather than dictating solutions
- Access to a group of advisors that does not employ "junior consultants" to work on their issues, and where their issues will always be addressed by seasoned experts with reputations for thoughtful, unbiased analyses and recommendations.

### Our Clients:

- Public and private corporations
- \$10 million annual revenue to well over \$10 billion
- Representing most industries, including financial services and manufacturing
- With global and domestic footprints