Certified Professional in Corporate Governance for Executive Assistants (United Kingdom)

Executive Assistant Role in Governance

Corporate Governance refers to the system of rules, practices and processes by which a company is directed and controlled. For an Executive Assistant (EA) working at board level, understanding this framework is essential because the EA often serves as the conduit between senior leadership, the board and external regulators. In practice, corporate governance encompasses the distribution of rights and responsibilities among participants in the corporation, the mechanisms for decision-making and the procedures for monitoring performance. A clear grasp of corporate governance enables the EA to ensure that board meetings are conducted in compliance with statutory requirements and that all documentation reflects the board's expectations for transparency and accountability.

Board of Directors is the collective body elected by shareholders to oversee the strategic direction and overall performance of the organisation. The board's responsibilities include setting policy, approving major transactions, monitoring risk and ensuring compliance with legal and ethical standards. An EA's role is to support the board by organising meetings, preparing agendas, circulating board papers, and maintaining accurate records. For example, when a new strategic initiative is proposed, the EA must ensure that the board receives a comprehensive briefing package that includes financial forecasts, risk assessments and any relevant regulatory considerations. The challenge for the EA lies in balancing confidentiality with the need for thorough information flow, particularly when dealing with sensitive commercial or personnel matters.

Chairperson (or Chair) is the individual who leads the board, sets its agenda and ensures that discussions are constructive and focused on strategic priorities. The Chair also acts as a liaison between the board and senior management. An EA often works closely with the Chair to schedule one-to-one sessions, draft briefing notes and coordinate follow-up actions. A practical application is the preparation of a "Chair's briefing pack" that summarises key decisions, outstanding actions and any emerging governance issues. A common challenge is managing the Chair's time efficiently while accommodating the varying availability of other board members and external advisors.

Chief Executive Officer (CEO) holds ultimate responsibility for the day-to-day management of the company and reports directly to the board. The EA supports the CEO by aligning the CEO's calendar with board commitments, ensuring that any board-requested information is delivered promptly and that the CEO's strategic inputs are reflected accurately in board minutes. For instance, when the board asks for a progress update on a merger, the EA must coordinate with the CEO's office to gather the latest data, verify its accuracy and present it in a format that aligns with board expectations. A frequent difficulty is navigating competing priorities, especially when the CEO's operational duties clash with board deadlines.

Non-Executive Director (NED) is a board member who does not partake in the day-to-day management of the company but provides independent oversight, expertise and judgment. NEDs bring external perspectives, challenge the executive team and contribute to risk management. The EA must ensure that NEDs receive all relevant documentation well in advance of meetings, taking into account any specific sector knowledge they may require. For example, a NED with a background in sustainability may need additional data on carbon emissions before a board discussion on ESG (environmental, social and governance) initiatives. Managing the varied informational needs of a diverse board can be a significant challenge for the EA.

Committee refers to a sub-group of the board that focuses on a particular area such as audit, remuneration, nomination or risk. Each committee operates under a charter that defines its scope, authority and reporting lines. The EA's responsibilities include organising committee meetings, collating committee papers, and ensuring that the committee's recommendations are accurately reflected in the full board minutes. When the audit committee reviews the annual financial statements, the EA must coordinate with the finance team to obtain draft statements, auditor reports and any supporting schedules, then distribute these to committee members with sufficient lead time. A practical challenge is maintaining the confidentiality of sensitive financial data while facilitating timely access for committee members.

Charter is a formal document that outlines the purpose, composition, authority and operating procedures of a board or committee. The charter sets expectations for meeting frequency, quorum, reporting and decision-making processes. For an EA, familiarity with the charter is crucial because it dictates procedural compliance. For example, the charter may require that a minimum of three directors attend a meeting to constitute a quorum; the EA must verify attendance and, if necessary, arrange for proxy attendance or virtual participation. A common difficulty is interpreting ambiguous clauses within the charter, which may require consultation with legal counsel or senior board members.

Quorum denotes the minimum number of directors who must be present for the board or a committee to conduct business legally. The quorum is typically defined in the company's articles of association or in the board charter. The EA must track attendance, send reminders, and arrange for remote participation if directors are unable to attend in person. Failure to achieve quorum can invalidate decisions, leading to delays and potential regulatory repercussions. An illustrative scenario is a board meeting scheduled on a public holiday; the EA must proactively confirm director availability and consider alternative dates or virtual attendance to safeguard quorum.

Minutes are the official written record of the discussions, decisions and actions agreed at a board or committee meeting. Minutes provide a legal evidence of the board's deliberations and are essential for accountability and future reference. The EA is typically responsible for drafting, circulating and archiving minutes. Drafting minutes requires careful listening, accurate transcription of decisions and clear identification of action owners and deadlines. For example, after a board meeting on capital allocation, the EA must note the approved budget figures, the responsible finance officer and the timeline for implementation. Challenges include ensuring completeness without recording confidential or off-the-record comments, and maintaining consistency in format across multiple meetings.

Resolution is a formal decision made by the board, often recorded in the minutes, that authorises a specific action such as the appointment of a new director, approval of a dividend or adoption of a policy. Resolutions can be ordinary or special, depending on the significance of the decision and the statutory requirements for voting thresholds. The EA must track resolutions, monitor compliance with any conditions attached, and follow up on implementation. For instance, a special resolution to amend the articles of association may require filing with Companies House within a statutory period; the EA must coordinate with legal counsel to ensure timely submission. A challenge is managing multiple concurrent resolutions and ensuring that each is executed correctly without oversight.

Shareholder is an individual or entity that owns shares in the company and therefore holds certain rights, including voting at general meetings and receiving dividends. While shareholders are not directly involved in board meetings, the EA may need to prepare documentation for annual general meetings (AGMs) where shareholders exercise their rights. This includes drafting proxy forms, collating voting instructions and ensuring that shareholder communications comply with the Companies Act and the UK Corporate Governance Code. A practical issue arises when large institutional shareholders request additional information; the EA must liaise with the investor relations team to provide accurate data within tight deadlines.

Annual General Meeting (AGM) is a statutory meeting of shareholders held once a year to consider the company's annual report, approve accounts, elect directors and appoint auditors. The EA's duties for an AGM encompass logistical planning, preparation of statutory notices, distribution of the annual report, and coordination of voting procedures. For example, the EA must ensure that the notice of the AGM is sent at least 21 days before the meeting, in accordance with Section 311 of the Companies Act 2006. A significant challenge is managing the logistics of a large shareholder meeting, including venue selection, security arrangements and the handling of electronic voting platforms.

Proxy is a written authority that allows a shareholder to appoint another person to vote on their behalf at a meeting. The EA often prepares proxy forms, collects signed proxies and verifies their validity. In the context of a large AGM, the EA may need to collate thousands of proxy votes, reconcile electronic and paper submissions, and ensure that the final vote tally reflects the shareholders' intentions. A common difficulty is dealing with incomplete or improperly signed proxies, which can lead to disputes or rejected votes.

Corporate Social Responsibility (CSR) refers to a company's commitment to operate in an economically, socially and environmentally sustainable manner. Governance bodies increasingly integrate CSR considerations into board deliberations, particularly through ESG reporting. The EA supports CSR initiatives by organising board sessions on sustainability, preparing ESG disclosures and tracking progress against CSR targets. For instance, when the board approves a carbon-reduction plan, the EA must ensure that the relevant metrics are captured in the next sustainability report and that any board-approved actions are communicated to operational teams. A challenge is aligning CSR reporting with evolving regulatory standards and stakeholder expectations.

Environmental, Social and Governance (ESG) is a framework used by investors and regulators to assess a company's performance on sustainability and ethical issues. ESG factors are now embedded in board risk assessments and remuneration policies. The EA plays a pivotal role in assembling ESG data, coordinating board workshops on ESG strategy, and ensuring that ESG disclosures are consistent with the UK Stewardship Code. A practical example is the preparation of an ESG dashboard for a board meeting, summarising key indicators such as greenhouse-gas emissions, diversity ratios and board oversight mechanisms. The EA must balance the need for comprehensive data with the board's limited time for review.

Risk Management is the systematic identification, assessment and mitigation of potential threats to the organisation's objectives. The board's risk committee oversees the risk management framework and ensures that risk appetite aligns with strategic goals. The EA assists by organising risk-assessment workshops, distributing risk registers and tracking the implementation of mitigation actions. For example, when a new cyber-security threat is identified, the EA must coordinate with the IT chief to update the risk register, circulate the revised risk appetite statement to the board, and arrange a follow-up meeting to review remediation progress. A frequent challenge is maintaining an up-to-date risk register in a rapidly changing business environment.

Remuneration Committee is a board sub-committee responsible for setting the compensation policy for senior executives and ensuring alignment with shareholder interests. The EA's responsibilities include preparing remuneration reports, arranging committee meetings and ensuring that the remuneration policy complies with the UK Corporate Governance Code and any relevant statutory requirements. For instance, the EA must collate comparative salary data, performance metrics and shareholder feedback before the committee reviews executive pay packages. A challenge is handling confidential remuneration data while providing sufficient transparency for regulatory reporting.

Nomination Committee oversees the selection and appointment of directors, ensuring that the board possesses the appropriate mix of skills, experience and diversity. The EA supports the nomination process by organising candidate interviews, maintaining a register of director qualifications and preparing board papers on candidate suitability. An example is the preparation of a "Director suitability dossier" that includes biographies, conflict-of-interest disclosures and a skills matrix. The EA must also coordinate with external search firms and manage the confidentiality of candidate information. A common difficulty is balancing the need for swift appointments with thorough due-diligence.

Audit Committee monitors the integrity of financial reporting, the effectiveness of internal controls and the performance of the external auditor. The EA assists by gathering financial statements, audit reports, internal audit findings and arranging the committee's review sessions. For example, before the audit committee meets, the EA must ensure that draft financial statements, auditor independence letters and any significant accounting policy changes are available to members. The EA also tracks follow-up actions on audit recommendations. A challenge is coordinating the timing of audit deliverables with the committee's meeting schedule, especially when external auditors have tight deadlines.

Internal Audit is an independent, objective assurance function that evaluates the effectiveness of risk management, control and governance processes. The EA may liaise with the internal audit department to schedule audit planning meetings, distribute audit plans and capture audit findings for board reporting. When an internal audit uncovers a material control weakness, the EA must ensure that the issue is escalated to the audit committee, that corrective action plans are documented, and that progress is reported in subsequent board meetings. A practical difficulty is ensuring that audit findings are communicated in a concise manner that respects the board's time constraints while preserving the necessary detail for informed decision-making.

External Auditor is an independent firm appointed to examine the company's financial statements and provide an opinion on their fairness and compliance with applicable accounting standards. The EA's duties include coordinating the auditor's access to financial records, arranging the audit planning conference, and ensuring that the auditor's independence declaration is filed appropriately. For instance, the EA must verify that the auditor's partner rotation schedule complies with the Companies Act and the UK Corporate Governance Code. A common challenge is managing the auditor's request for information that may be sensitive or time-critical, requiring careful negotiation with senior management.

Regulatory Body is an authority that oversees compliance with statutory and sector-specific regulations. In the UK, key regulatory bodies include the Financial Conduct Authority (FCA), the Prudential Regulation Authority (PRA) and the UK Listing Authority (UKLA). The EA must stay informed about regulatory filing deadlines, such as the submission of the annual return to Companies House or the filing of a prospectus with the FCA. Practical application includes preparing a compliance calendar, tracking filing dates and liaising with legal counsel to verify that all disclosures meet regulatory standards. A challenge is keeping abreast of frequent regulatory updates and ensuring that the board's governance practices remain aligned with evolving expectations.

Companies House is the UK's official register of companies, responsible for maintaining public records of company information, including filings of annual accounts, director appointments and changes to share capital. The EA is often tasked with ensuring that statutory filings are submitted on time and that the company's public record remains accurate. For example, after a board resolution to appoint a new director, the EA must file the appropriate form (e.G., AP01) with Companies House within the statutory period. Failure to comply can result in penalties and damage to the company's reputation. A practical difficulty is coordinating the preparation of filing documents across multiple departments while adhering to tight filing deadlines.

UK Corporate Governance Code sets standards of good practice for companies listed on the London Stock Exchange. The code emphasizes principles such as board leadership, effectiveness, accountability, remuneration and shareholder relations. The EA must be familiar with the code's requirements to support the board in demonstrating compliance. This may involve preparing a "comply or explain" statement for the annual report, organising board self-assessment exercises, and ensuring that the board's governance practices are documented and reviewed annually. A challenge is interpreting the code's principle-based language and translating it into actionable board procedures.

Principles of Good Governance include transparency, accountability, fairness, responsibility and stewardship. These principles guide board conduct and decision-making. The EA reinforces these principles by ensuring that board documentation is clear, that decision-making processes are well-documented, and that stakeholders receive timely information. For example, the EA can implement a standard template for meeting minutes that captures the rationale behind each decision, thereby enhancing transparency. A practical challenge is maintaining consistency across multiple board committees while allowing each committee to address its specific focus areas.

Conflict of Interest occurs when a director or senior officer has a personal interest that could improperly influence their judgment. The board must identify, disclose and manage conflicts to protect the integrity of its decisions. The EA's role includes maintaining a register of conflicts, circulating conflict-of-interest declarations before meetings and ensuring that any conflicted directors abstain from voting on relevant matters. For instance, if a director holds shares in a supplier being considered for a contract, the EA must flag the conflict and arrange for the director's recusal. A common difficulty is detecting indirect conflicts, such as familial relationships or indirect financial interests, which may require thorough background checks.

Whistleblowing Policy provides a mechanism for employees to raise concerns about wrongdoing, fraud or unethical behaviour without fear of retaliation. The board is responsible for overseeing the effectiveness of the whistleblowing framework. The EA may be involved in communicating the policy, arranging training sessions and ensuring that reports are escalated to the appropriate board committees, often the audit or risk committee. A practical example is the preparation of a summary report for the board that outlines the number of whistleblowing disclosures, the categories of concerns raised and the status of investigations. Challenges include maintaining confidentiality while providing sufficient detail for board oversight.

Statutory Registers are official records required by law, such as the register of directors, register of members, register of charges and register of people with significant control (PSC). The EA is frequently responsible for updating these registers following board resolutions, share issuances or director changes. Accurate maintenance of statutory registers is essential for compliance with Companies House filing requirements. For example, after a share buy-back program, the EA must update the PSC register to reflect changes in ownership percentages. A difficulty can arise when multiple changes occur simultaneously, requiring careful reconciliation to avoid filing errors.

People with Significant Control (PSC) is a classification introduced by the Companies Act 2006, requiring companies to identify individuals or entities that exercise significant influence over the company. The EA must ensure that the PSC register is kept up to date and that any changes are filed with Companies House. For instance, when a new investor acquires a 30 % stake, the EA must record the investor as a PSC and submit the relevant filing within 14 days. A practical challenge is determining indirect control, such as through a chain of ownership, which may require detailed analysis of shareholding structures.

Shareholder Engagement involves ongoing communication with shareholders to understand their views, provide information and build trust. The board's governance responsibilities include overseeing effective engagement strategies. The EA supports shareholder engagement by organising investor roadshows, preparing shareholder newsletters and tracking feedback from meetings. For example, after an AGM, the EA may compile a summary of shareholder questions and the board's responses, then circulate this to senior management for follow-up. A challenge is managing divergent shareholder expectations, especially when activist investors demand strategic changes.

Proxy Voting is the process by which shareholders delegate their voting rights to another party, often the company's nominee director or a third-party proxy service. The EA must ensure that proxy votes are correctly recorded, counted and reported. This involves reconciling electronic voting results with paper proxies, verifying the authenticity of each proxy and updating the voting register. For example, during a resolution on dividend policy, the EA must confirm that the total votes cast meet the required quorum and that the outcome is accurately reflected in the meeting minutes. A practical difficulty is handling last-minute proxy submissions that may arrive after the official voting deadline.

Dividend is a distribution of a portion of a company's earnings to its shareholders. The board decides on the dividend amount and timing, taking into account cash flow, investment needs and shareholder expectations. The EA assists by preparing the board paper on dividend policy, arranging a vote on the dividend resolution and ensuring that the decision is communicated to the finance team for execution. For instance, after the board approves a 5 % dividend, the EA must coordinate with treasury to schedule the payment date and update the shareholder register. A challenge is aligning dividend decisions with regulatory constraints, such as maintaining sufficient reserves under the Companies Act.

Share Capital represents the total amount of capital raised by the company through the issuance of shares. Changes to share capital, such as allotments, conversions or reductions, require board approval and statutory filings. The EA's role includes preparing the requisite board resolutions, drafting filing documents (e.G., SH01 for allotments) and ensuring that the changes are reflected in the company's statutory registers. For example, when a start-up completes a funding round, the EA must coordinate the issuance of new shares, update the register of members and file the appropriate forms with Companies House. A practical difficulty is managing the timing of share issuances to meet both investor expectations and regulatory deadlines.

Corporate Structure defines the hierarchy of entities within a group, including subsidiaries, holding companies and joint ventures. Understanding the corporate structure is vital for the EA when preparing governance documentation that spans multiple entities. For instance, a board meeting may discuss the acquisition of a subsidiary; the EA must ensure that the minutes capture decisions affecting the parent and subsidiary, and that any required filings (e.G., RPA01 for a change of control) are submitted for each relevant entity. A challenge is keeping track of the inter-company relationships and ensuring that governance practices are consistent across the group.

Joint Venture (JV) is a partnership between two or more parties to undertake a specific business activity while sharing risks, rewards and governance responsibilities. The board may need to approve the formation, operation and termination of a JV. The EA supports this process by preparing the JV agreement summary, arranging due-diligence reviews and documenting the board's approval in the minutes. For example, if the company enters a JV to develop a new technology, the EA must ensure that the board receives a risk-assessment report, financial forecasts and governance arrangements before granting approval. A practical challenge is coordinating input from multiple legal and financial teams while meeting board meeting deadlines.

Strategic Planning is the process by which the board sets long-term objectives, identifies growth opportunities and allocates resources. The EA plays a facilitative role, organising strategy workshops, compiling market analysis and ensuring that strategic plans are recorded in board documents. For instance, during an annual strategy review, the EA may prepare a "Strategic priorities dashboard" that outlines key initiatives, performance metrics and resource requirements. A challenge is balancing the depth of strategic analysis with the board's limited time for discussion, requiring concise yet comprehensive briefing materials.

Performance Management involves monitoring the achievement of strategic objectives, evaluating the effectiveness of senior executives and linking performance to remuneration. The board's remuneration committee typically oversees performance management frameworks. The EA assists by gathering performance data, preparing scorecards and ensuring that performance-linked compensation decisions are documented. For example, when evaluating the CEO's performance against pre-agreed KPIs, the EA must collate financial results, operational metrics and peer benchmarking data for the remuneration committee's review. A common difficulty is aligning disparate performance data sources into a unified evaluation framework.

Key Performance Indicator (KPI) is a quantifiable metric used to assess the performance of an individual, department or the entire organisation against strategic goals. The board relies on KPIs to gauge progress and make informed decisions. The EA may be asked to prepare KPI dashboards for board meetings, summarising trends, variances and corrective actions. For instance, a KPI on customer satisfaction may be presented alongside an action plan to address identified gaps. A challenge is ensuring that KPI data is accurate, timely and comparable across reporting periods.

Board Evaluation is a systematic review of the board's effectiveness, composition, processes and performance. The evaluation may be conducted annually or biennially, often facilitated by an external consultant. The EA's responsibilities include distributing evaluation questionnaires, coordinating feedback sessions, compiling results and presenting findings to the board. For example, after the evaluation, the EA may summarise strengths and areas for improvement, and track the implementation of agreed-upon development actions. A practical difficulty is encouraging candid feedback while maintaining confidentiality, which is essential for a robust evaluation.

Succession Planning is the process of identifying and developing internal talent to fill future senior leadership or board positions. The board's nomination committee typically oversees succession planning. The EA supports the process by maintaining a talent pipeline database, organising development programmes and preparing succession-planning reports for board review. For instance, when a senior director announces retirement, the EA may provide a shortlist of internal candidates, their development status and readiness assessments. A challenge is aligning succession timelines with the board's strategic horizon and managing expectations of potential successors.

Stakeholder is any individual or group that can affect or be affected by the company's actions, including shareholders, employees, customers, suppliers, regulators and the wider community. Governance frameworks increasingly require boards to consider stakeholder interests in decision-making. The EA can facilitate stakeholder awareness by preparing briefing notes that summarise stakeholder concerns, mapping stakeholder influence and ensuring that board discussions reflect these perspectives. For example, before a decision on a major restructuring, the EA may provide a stakeholder impact analysis that outlines potential employee and community effects. A difficulty is balancing competing stakeholder interests while adhering to the company's fiduciary duties.

Fiduciary Duty is the legal and ethical obligation of directors to act in the best interests of the company and its shareholders, placing the company's interests above personal gain. The board must exercise care, skill and diligence in fulfilling fiduciary duties. The EA assists by ensuring that all board decisions are documented, that conflicts of interest are disclosed and that the board receives independent advice where necessary. For instance, when evaluating a related-party transaction, the EA must verify that appropriate independent valuations are obtained and that the decision is recorded with a clear rationale. A practical challenge is translating the abstract concept of fiduciary duty into concrete procedural safeguards.

Independent Director is a board member who does not have any material relationship with the company that could impair their impartiality. Independence is a key criterion in the UK Corporate Governance Code, particularly for audit and remuneration committees. The EA must verify director independence status, maintain records of any changes and ensure that independent directors are not involved in conflicted matters. For example, if a director holds a significant shareholding in a supplier, the EA must confirm that the director recuses themselves from related decisions. A challenge is assessing independence in complex corporate structures where indirect relationships may exist.

Audit Trail is a chronological record that provides evidence of the steps taken to achieve a particular outcome, ensuring traceability and accountability. In governance, an audit trail may include emails, meeting minutes, approvals and supporting documents. The EA is responsible for maintaining a robust audit trail for board decisions, especially those involving financial or regulatory implications. For instance, when the board approves a capital expenditure, the EA must retain the approval memo, supporting business case, budget authorisation and any external approvals. A practical difficulty is managing large volumes of documentation while ensuring that the audit trail remains accessible and searchable.

Data Protection refers to the legal framework governing the collection, storage, processing and sharing of personal data, primarily under the UK General Data Protection Regulation (UK GDPR). The board must ensure that governance processes comply with data-protection obligations. The EA plays a key role by handling confidential board documents, controlling access to meeting recordings, and ensuring that personal data (e.G., Director contact details) is stored securely. For example, the EA may implement encrypted file-sharing for board packs and maintain a register of data-processing activities related to board communications. A challenge is balancing the need for information sharing with strict privacy requirements.

Confidentiality Agreement is a legal contract that obligates parties to keep certain information private. Board members, senior executives and the EA often sign confidentiality agreements to protect sensitive corporate information. The EA must ensure that all participants understand their confidentiality obligations, that documents are marked appropriately (e.G., "Confidential – Board Only") and that secure handling procedures are followed. For instance, after a board meeting discussing a potential acquisition, the EA must ensure that the meeting minutes are stored in a restricted folder and that any external advisors sign non-disclosure agreements before receiving briefings. A challenge is enforcing confidentiality across multiple jurisdictions and external advisors.

Regulatory Filings are mandatory submissions to authorities such as Companies House, the FCA, or other sector regulators, covering financial statements, disclosures, insider trading reports and other statutory information. The EA is often the point of contact for coordinating these filings, tracking deadlines, obtaining approvals and submitting the required documentation. For example, the EA may manage the preparation and filing of the annual confirmation statement (CS01) and the annual accounts (AA02) with Companies House, ensuring that directors sign off on the documents before submission. A practical difficulty is synchronising filing timelines across different regulatory regimes, especially for multinational groups.

Insider Dealing refers to the illegal use of non-public, price-sensitive information to trade securities. Boards must have policies to prevent insider dealing and to monitor compliance. The EA contributes by controlling the flow of material non-public information (MNPI) and by ensuring that any disclosures are communicated in line with market regulations. For instance, when a board decision on a major contract is made, the EA must ensure that the information is not leaked to the market before a public announcement, and that any necessary regulatory notifications (e.G., A transaction notice to the FCA) are filed promptly. A challenge is distinguishing between routine business updates and MNPI that could trigger market abuse concerns.

Transaction Notification is a filing required when a company enters into a transaction that could affect its share price, such as a takeover bid, large acquisition or disposal of assets. The board must approve the transaction and the EA must coordinate the preparation of the notification, ensuring that all required information is included and that the filing is made within the statutory deadline. For example, after a board approves a £200 million acquisition, the EA must gather the transaction details, valuation reports and shareholder approval evidence, then submit the transaction notice to the FCA. A practical difficulty is managing the tight timelines that often accompany high-value transactions.

Shareholder Resolution is a proposal presented to shareholders for voting at a general meeting, which may relate to matters such as director appointments, remuneration policies or corporate actions. The board must consider any shareholder resolutions, respond to them and, if necessary, draft a board recommendation. The EA assists by preparing the resolution text, circulating it to shareholders, and compiling the voting results. For instance, if shareholders propose a resolution to increase the board's independence, the EA will work with the nomination committee to draft a response, present the board's position and record the outcome in the AGM minutes. A challenge is handling resolutions that receive mixed support, requiring careful communication to articulate the board's rationale.

Proxy Solicitation is the process by which a company seeks to obtain proxies from shareholders to support its resolutions at a meeting. The EA may be involved in coordinating proxy solicitation activities, ensuring that proxy forms are distributed, collected and validated. For example, ahead of an AGM, the EA may liaise with the shareholder relations team to send out proxy cards, track response rates and follow up with shareholders who have not yet responded. A practical challenge is dealing with proxy-card errors or late submissions that could affect the quorum and voting thresholds.

Risk Appetite is the amount and type of risk that an organisation is willing to accept in pursuit of its objectives. The board defines the risk appetite and monitors it through the risk committee. The EA supports the articulation of risk appetite by preparing board papers that summarise risk-tolerance levels, key risk indicators and any deviations from the established appetite. For instance, if the company's risk appetite for market volatility is low, the EA must ensure that the board receives a clear statement of this tolerance and that any investment proposals are evaluated against it. A challenge is translating qualitative risk-appetite statements into quantitative thresholds that can be monitored effectively.

Key Risk Indicator (KRI) is a metric used to provide early warning of potential risk events. KRIs are linked to the risk appetite and help the board monitor emerging threats. The EA may be tasked with compiling KRI dashboards for board meetings, highlighting trends and deviations. For example, a KRI for cyber-security might be the number of attempted breaches per month; the EA would present a trend analysis and flag any spikes that require board attention. A difficulty lies in selecting KRIs that are both meaningful and actionable, avoiding information overload for board members.

Board Diversity refers to the inclusion of varied perspectives on the board, encompassing gender, ethnicity, age, experience, and professional background. The UK Corporate Governance Code encourages boards to promote diversity and to disclose their composition. The EA contributes by maintaining a diversity matrix, supporting the nomination committee in identifying candidates who enhance board diversity, and preparing diversity statements for the annual report. For example, the EA may track the proportion of women on the board, set targets for improvement and report progress at board meetings. A challenge is sourcing qualified candidates who meet both skill requirements and diversity goals, particularly in specialized industries.

ESG Disclosure involves reporting on environmental, social and governance metrics to stakeholders, regulators and investors. The board oversees ESG strategy and ensures that disclosures are accurate and aligned with standards such as the Task Force on Climate-Related Financial Disclosures (TCFD). The EA assists by gathering ESG data, preparing ESG sections of the annual report, and arranging board reviews of ESG performance. For instance, the EA may compile a climate-risk assessment, summarise carbon-reduction initiatives and present the findings to the board for approval. A practical difficulty is reconciling ESG data from disparate business units and ensuring consistency across reporting periods.

Task Force on Climate-Related Financial Disclosures (TCFD) provides recommendations for voluntary climate-related financial disclosures, aimed at helping companies provide information to investors about climate-related risks and opportunities. The board's governance responsibilities now include oversight of TCFD implementation. The EA may be responsible for coordinating the preparation of TCFD-compliant reports, ensuring that governance, strategy, risk management and metrics sections are completed. For example, the EA might organise a workshop with the finance, sustainability and risk teams to gather the necessary inputs, then compile a draft report for board review. A challenge is aligning TCFD reporting with existing financial reporting cycles and ensuring that the disclosures are both credible and forward-looking.

Remuneration Policy outlines the principles and structures governing compensation for senior executives and directors. The board, usually through the remuneration committee, approves the policy and monitors its effectiveness. The EA's role includes preparing remuneration policy documents, organising committee meetings, and tracking compliance with the policy's performance-linked elements. For instance, when implementing a new long-term incentive plan, the EA must ensure that the plan's performance metrics, vesting schedules and eligibility criteria are clearly documented and communicated to the board. A difficulty is balancing competitive remuneration with shareholder expectations for cost control.

Long-Term Incentive (LTI) is a component of executive compensation designed to align the interests of senior managers with the long-term success of the company, often linked to share-based awards or performance shares. The EA assists by preparing LTI performance criteria, tracking progress against targets, and ensuring that board approvals are recorded. For example, an LTI may be tied to achieving a 10 % increase in earnings per share over three years; the EA must monitor interim results, update the board on progress and facilitate any necessary adjustments. A challenge is maintaining accurate performance data over extended periods and handling the accounting implications of LTI awards.

Shareholder Activism refers to actions taken by shareholders to influence corporate policy, strategy or governance, often through public campaigns, proxy battles or direct engagement. The board must respond to activism in a manner that protects the company’s interests while respecting shareholder rights. The EA may be involved in preparing briefing notes on activist proposals, coordinating communication with activist investors, and documenting board decisions related to activism. For instance, if an activist hedge fund proposes a board overhaul, the EA must gather the board’s response, arrange a special meeting if required, and ensure that all communications are compliant with market abuse regulations. A practical difficulty is managing the reputational risk associated with high-profile activist campaigns.

Market Abuse Regulation (MAR) governs insider dealing, market manipulation and the disclosure of inside information in the UK. The board must ensure that governance processes comply with MAR requirements. The EA contributes by controlling the dissemination of price-sensitive information, monitoring trading activity of insiders, and ensuring that any breaches are reported to the appropriate authorities. For example, after a board decision that could affect the share price, the EA must verify that the information is disclosed to the market in a timely and transparent manner, and that any director trading is pre-cleared in accordance with the company’s insider-trading policy. A challenge is maintaining vigilance over a large number of insiders and ensuring that all trading is compliant with MAR.

Director’s Service Contract is the agreement that sets out the terms of a director’s appointment, including duties, remuneration, termination clauses and confidentiality obligations. The board approves service contracts, and the EA is responsible for maintaining a register of contracts, tracking renewal dates and ensuring that any amendments are recorded in board minutes. For instance, when a director’s term is extended, the EA must prepare the amendment, obtain board approval and file any necessary updates with Companies House. A practical difficulty is coordinating contract negotiations with legal counsel while adhering to board meeting schedules.

Shareholder Vote is the formal mechanism by which shareholders express their approval or disapproval of proposals presented at a general meeting. The board must ensure that the voting process is transparent, fair and compliant with statutory requirements. The EA helps by preparing voting instructions, distributing ballot papers, managing electronic voting platforms and collating the results. For example, after an AGM, the EA may compile a voting summary that details the number of votes for and against each resolution, and present this to the board for final approval.