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startup
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STARTUP

BoardAcademy



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The key role of the Board of Directors

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What does a role of a Board Member entails?

Who runs the operations ?



Non-Executive Director



Management

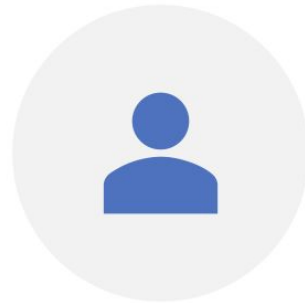


Shareholders

Bodies of a company



**GENERAL MEETING OF
SHAREHOLDERS**



BOARD OF DIRECTORS



AUDITORS

Role of the bodies

General Meeting

- Sets up the company's goal and status
- Elects and removes directors and auditors
- Votes the directors' discharge
- Decides of increases in capital and usually entry of investors
- Approves fundamental changes such as Merger, Transformation, Split, Liquidation

Board of Directors

- Has an inalienable duty regarding the overall management of the company
- Can decide to delegate management within board or to managers
- Makes sure financials are in line with strategy
- Composed of members personally liable for damages, incl. social charges payments

Auditors

- Ordinary audit (BS > 20 mio CHF, Rev > 40 mio CHF, 250 FTE)
- Limited statutory examination (identification of probability of material errors)
- Opting out (less than 10 FTEs and consent of all shareholders)

Art. 716; III. Duties

1. The board of directors may pass resolutions on all matters not reserved to the general meeting by law or the articles of association
2. The board of directors **manages the business of the company**, unless responsibility for such management has been delegated

The board of directors shall have the following non-transferable and inalienable duties:

1. the overall management of the company and issuing the required directives;
2. determining the company's organisation;
3. organising the accounting, financial control and financial planning systems as required for management of the company;
4. appointing and dismissing persons entrusted with managing and representing the company;
5. **overall supervision of the persons entrusted with managing the company, in particular with regard to compliance with the law, articles of association, operational regulations and directives;**
6. compiling the annual report, preparing for the general meeting and implementing its resolutions;
7. filing an application for a debt restructuring moratorium and notifying the court in the event that the company is overindebted;
8. in the case of companies whose shares are listed on a stock exchange: preparing the remuneration report.
9. The board of directors may assign responsibility for preparing and implementing its resolutions or monitoring transactions to committees or individual members. It must ensure appropriate reporting to its members.

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Delegation can be possible if:

- If not excluded by articles of association
- it is based on a valid resolution of the board of directors; and
- it is implemented in organizational regulations

What is usually delegated to management in startups ?

Role of the Board

- Fiduciary Duty – Swiss Code of Obligations
- Governs & Controls the company
- Designs strategy according to the goal of the company and major shareholders decisions
- Makes sure financials are in line with strategy
- Elects and dismisses management
- Is responsible towards the all stakeholders for the organization's performance
- Protects the company's interests

Fiduciary Duty



**Duty of care and
loyalty**



**Participation in
meetings**



**Equal treatment of
shareholders**

Supervises CEO / Management team

Hiring / Dismissing / Remuneration

Set-up the appropriate governance

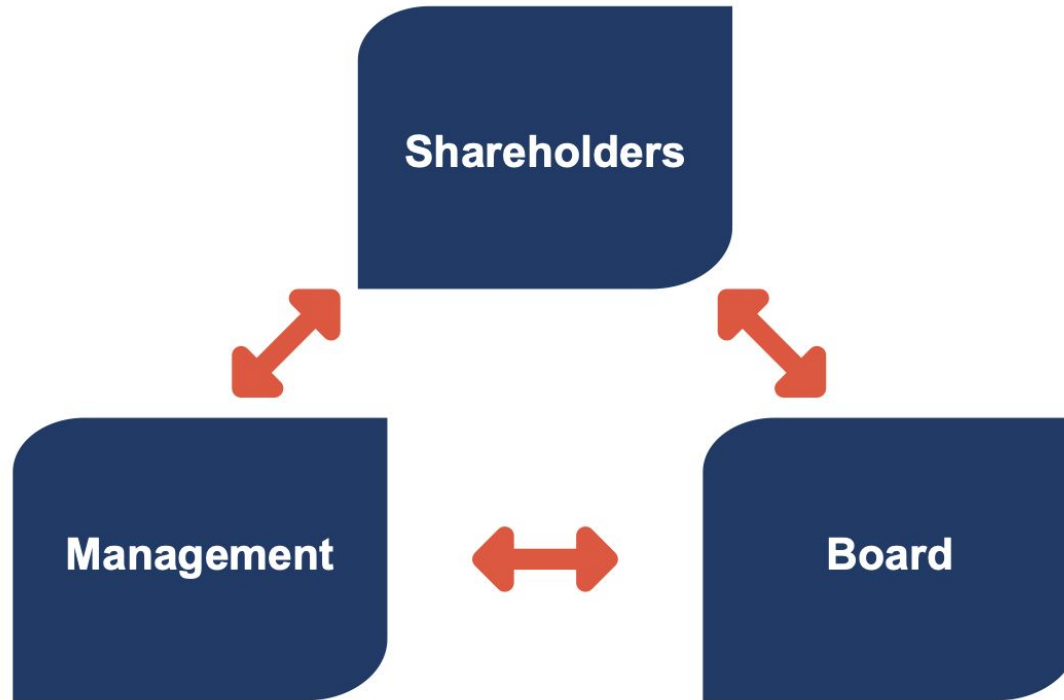
Rules , policies, - in line with Shareholders agreements and bylaws

Monitoring & Control

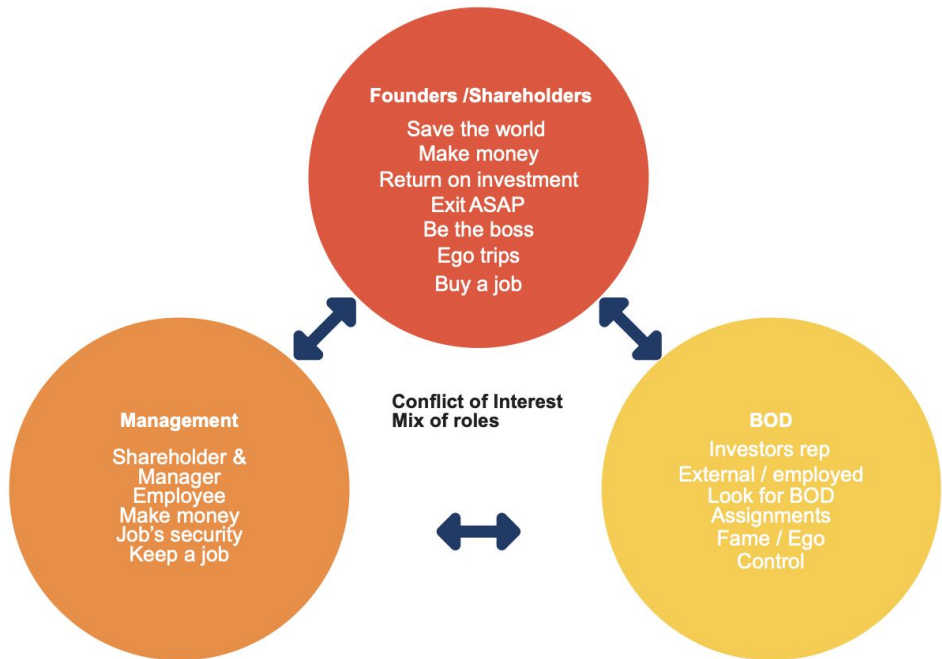
Define with founding team the set of needed KPIS

Organise board meetings- efficient, value added

What are the complexities of being on a Board position for a Startup ?



Roles & Purpose



Art. 717 a

The members of the board of directors and the executive board shall inform the board of directors immediately and comprehensively of any conflicts of interest affecting them.

The board of directors shall take the measures required to safeguard the company's interests.

- Rules
- Processes
- Sanctions





Time & Resources



Emotions



Impact of decisions



Hands On

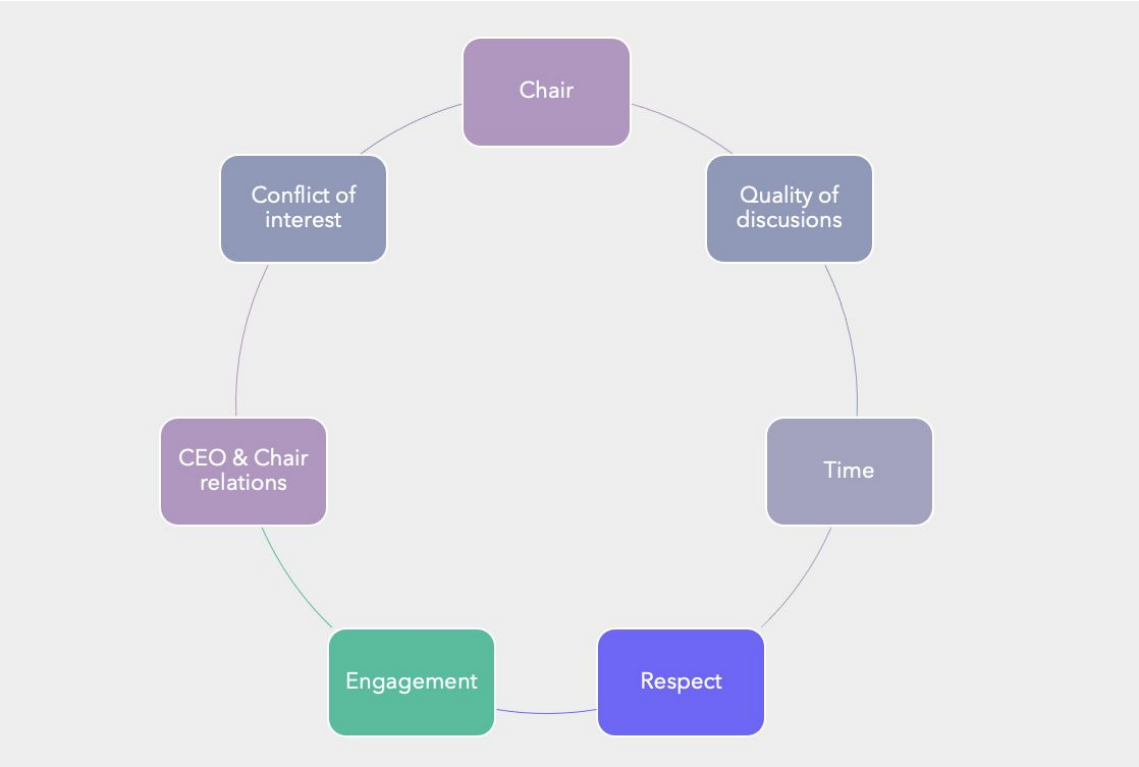


What is a high performing board ?

Tick the boxes

- Is the shareholders' purpose clear ?
- Is there any clear strategic direction ?
- Is there enough independent board members ?
- Is the board clearly defined ?
- Are the board members aware of their duties ?
- Is the board acting on a formal manner ?

Board Dynamic



Composition



Diversity



Independent



Skills



Expertise

How to assess Board performance?

Self-Assessment with evaluation tools

External assessment (tailor made?)

<https://corpgov.law.harvard.edu/BoardAssessment>

What to assess ?



Shareholder's purpose



Strategic direction

Is there any?
Clarified?
Communicated?



Phase of the company



Board Composition
(who is on the board?)



Who takes part to the
board meetings ?

Why your startup should spend time
building the right board?

Performing board can help to scale

- Bring experience you don't have
- Knowledge accelerator
- Making the best decisions for the company with independent position
- Taking in account risk management
- Respect compliance and regulations
- Attract talents
- Control and defense of company's interests
- Help to address growing complexity
- Investors relations

Value Added of the board

Help	High performing boards can help
Attract	Attract investors
Save	Save time & money
Make	Make the decision process efficient
Avoid	Avoid typical pitfalls
Add	Add strategic and financial value to the management team and company
Avoid	Avoid bad things happening to good people

About the Board Academy



- Founded in 2015
- More than 2'000 Alumni in Switzerland
- Participants profiles:
 - Entrepreneurs
 - Business Angels
 - Investors
 - Corporates
 - Experienced Board members

Participants learn how to handle specific situations faced while being on a startup board, duties and responsibilities of board members as well as of the specificities of the Swiss legal environment. How to address the financial management of a company and prepare for crisis management.

- Four half-day education program
- Highly interactive format and real-life examples.
- Finally, participants have the chance to meet with real companies to work on a due diligence exercise.
- In English or French
- In person or online

The programs are led by senior board members with extensive practical boardroom experience in a wide variety of startup and SME companies. Participants gain valuable insights from our seasoned trainers, who share their experiences in open conversations and interactive sessions.

- Day 1: Back to the basics
- Day 2: Finance for BOD members
- Day 3: Crisis Management
- Day 4: BOD members meet startups: the Due Diligence

All sessions are from 2 to 6pm, usually on four consecutive weeks -same day of the week

A unique opportunity for startup founders to participate with their company in a Due Diligence session with constructive and helpful feedbacks

- Usually driven by investors or future board members
A healthy exercise to check their company !
- Going deep inside: Strategy, Business Model, Finances, Organisation, Risks for the company and the board members and company's solidity towards investors or market or customers

La Startup Board Academy

Why don't you join our [LinkedIn group](#)

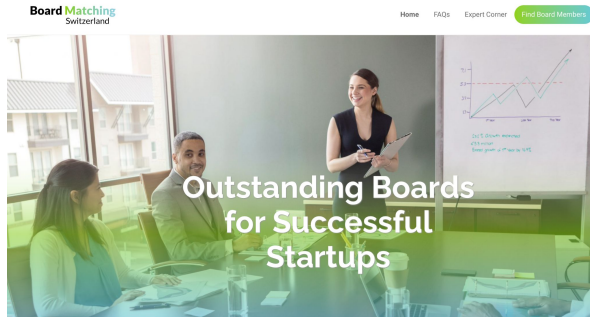
You can follow our [LinkedIn page](#) as well



La Board Matching Platform

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Q&A



THANK YOU !

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