



Best Practices

Office of the Board provides a unique solution that solves the digital conundrum facing many legal entities, their Board, Board Members and Affiliates. Up to this point the digital evolution has not addressed their concerns and compromises; managing their relationships in a safe, efficient, ethical and compliant manner. Below we briefly describe just a few of the salient value propositions from the stakeholders' perspective that are obtainable when using **Office of the Board** and its proactive **Risk Intelligent Framework**.

1. Framework

All of your organization's Board business (other than in person or over the phone) should be performed within a framework. The emails, documents, calendar, contacts, etc., can be created and managed within a framework that continues long after any Board Member's term. Irrespective of whether members come and go, your organization's Office of the Board remains in place. Members transact all emailing, document creation and management, calendaring, contact management, collaboration all within the Office of the Board Risk Intelligent Framework. That way, when the Member leaves the Board or organization, all of their work and documents are retained within the Framework. Additionally, the organization can now put in place, and more importantly execute a document retention policy that will enable the Board to retain required information while purging the rest pursuant to the policy. There are innumerable benefits of adhering to the best practice of all of the organization's business (other than in person and over the phone) being performed within the Office of the Board.

2. Policies

Establish policies which members are aware of, agree to and are able to follow. All too often Boards do not adopt policies or adopt them and do not make Board Members and others aware of them. Boards, Members or others such as management change and there is no organized, easily accessible historical record of policies. If there are policies, no one has read them in a while and a new Member may not have been given them and required to agree to them. The organization should have policies for a number of areas including a leader code of ethics and conflict of interest policy, document retention, email, etc. The organization should have policies for professionals, contractors, management and others who work with the Board. Most organizations do not have these policies because of cost issues or the ones that have these policies do not manage them appropriately because they do not have an easy way of doing so. Office of the Board comes with complimentary policy forms which can be modified or adopted as is using Publisher and Topics. We have set the default in your Policy administrator, so that your members will all be presented with certain policy forms depending on who they are. For example, a Board member is presented with a General Introduction, then a List of Leader Expectations and finally a Code of Ethics and Conflict of Interest Policy. You can easily change those forms, leave them as is or decide not to have any policies (which is actually a policy). When a Member first tries to enter your Office of the Board they will be presented with the policies and required to agree to them to gain access. When they agree to the policies, your Office of the Board keeps track of this for you. If your Board would like to remind Members of the policies or there is a new one, you can reset policies and Members will again be presented with your policies for agreement. The best practice of establishing policies which Members are aware of, agree to and are able to follow, is easy to achieve with Office of the Board.

3. Board-Centric Email

Board members, committee members and others who work with the Board should be required to use only Board-centric email for Board work and not their own personal or other business email. By following this best practice, the organization captures all emails and can manage them pursuant to a retention policy. If the policy is to purge all emails after one year, all emails can be purged in accordance with the policy. In a lawsuit, emails are ready for lawyers to search and use to best protect the Board and its Members. This way, no one has to worry about other Member's actions using email because all of the emails are centrally controlled by the organization. Lastly, Board Members can be confident that all

Board email is kept separate and not commingled with personal or other business email reducing potential personal risk and cost.

4. Board-Centric Documents

Organization documents should be created and maintained in one place and never leave that place unless your policy requires. With our interconnected Board Email, Documents, Topics and Publisher, this best practice can be effectuated and the organization can make sure that legally required documents are created and maintained correctly. Documents can be managed in accordance with your retention policy. If there are outside attachments to a Board Email, the member can save the attachment into Board Documents where it will reside and conform to your retention policy. Permitted members can share a link to that document (while managing permissions and expiration) with other persons but the document remains resident in Board Documents so that the organization is protected. No multiple versions of documents floating around. Publisher and Topics can be used to create and collaborate on new documents, discussions or Board topics (e.g., Board agendas, minutes, resale certificates, and numerous other documents for which we provide complimentary templates in Publisher) and then the document and all of the collaboration can be saved into Board Documents. No more drafts or discussion threads floating around. The best practice of creating and maintaining organization documents in one place, your Office of the Board, and never leaving that place unless your policy requires, is now possible.

5. Official Records

Your organization is required by law to maintain certain Official Records for a particular time period. Board Members are required to make sure that those legal requirements are satisfied. The failure to prepare and maintain such records results in risk and liability to the organization and individual Board Members. Office of the Board's Risk Intelligent Framework systematically tailors a set of folders for your entity based on our algorithm designed to achieve best practices and comply with what we believe to be legally required for your specific entity. Associated to each "Official Record Folder" is a link to the relevant statute or regulation that serves as a basis to the specific folder requirement. We do not provide legal advice and you should consult your counsel to make sure your entity is satisfying legal requirements. Any modifications from your counsel can easily be integrated into the folder framework. Office of the Board's Board Documents with tailored folders for your entity and record keeping requirement information allows you to conform to best practices in record keeping.

6. Preparation of Official Records

Once you know what Official Records your entity is required to maintain, your Board can make sure that it prepares such records so that they can be maintained properly. Publisher is the perfect feature for Boards to prepare Official Records, or any record for that matter, that they are required to maintain. For example, agendas for meetings, meeting minutes, board resolutions, etc. Those types of records are typical of any corporate entity. Publisher and Topic features allow your Board to prepare those records for Board Member review, comment and finalization, all within your Office of the Board. Drafts can be controlled and purged and a final document circulated amongst Board Members and filed away properly in Board Documents. The best practice of preparing Official Records and particularly "Required Official Records" is easily achieved with Office of the Board.

7. Board-Centric Calendar

The Board should have one Board Calendar for Board business. If Board Members are using their personal or work calendars for their Board business, those other calendars are exposed to review by adversaries in a lawsuit. No one would possibly want to expose their personal information or possibly have their employer served with a subpoena. Office of the Board has a unique calendar for the Board. The Board Calendar is systematically updated for voting and other events. All Board members can access the Board Calendar whenever and from wherever they like. Additionally, they can also permit whoever they like to view or edit it. In the event of a lawsuit the Board members can point to the Board Calendar instead of having to produce personal or work calendars.

8. Board-Centric Contacts

There should be one Board Contact book for all Board members to share. The reasoning with respect to a Board Contacts as a best practice is the same for Board Calendar. Your Office of the Board systematically generates a contact book of all Members in Office of the Board. If contact information changes, the information automatically

changes in Board Contacts. Other contacts can be added and managed making them available to both current and future Board Members.

9. Oversight

Board Members have to oversee other Board Members and people who work with the Board. Oversight is not only a major part of a Board Member's fiduciary responsibility it is one of their primary obligations as a Board Member. This is a duty that is ubiquitous across all Boards. Unless all of the digital exchanges by Board Members and people who work with them are in one place, it is impractical to ask Board Members to oversee Board business. Yet, in many cases Board Members can be held responsible personally, or at least have to defend themselves, for failing to oversee. With an Office of the Board, oversight is now possible. Permitted Board Members can oversee everything that is going on. Emails, documents, discussions, calendaring, voting, etc. Our Risk Intelligent Framework tracks and logs almost everything that happens in the Boardroom. Upload a document into Board Documents, rename it, move it, delete it and there is a record. Sign or vote on a document, an audit log registers the event. In Board Documents members can set a Watch Alert on any folder or file so that if any document is modified or accessed, the member is alerted and all records preserved. Set a watch on the Bank Records folder and when a new bank statement is added, the Risk Intelligent Framework alerts the Member. Oversight is easy with Office of the Board which allows Board Members to satisfy their fiduciary duty of oversight and protect the organization and themselves.

10. Preparation

Board members or anyone working with them need to prepare for meetings, decision making or other Board work. All too often Board members and the people who work with them are unprepared. Sometimes it is their own fault and other times it is because the information that they need to prepare is not available to them when they have time to review the information and prepare. Members need anytime, anywhere access to Board information that they are permitted to access when it is convenient for the Member. With Office of the Board, Members will be provided with a daily email alerting them as to what has transpired in the Boardroom so they can decide whether to login. If there is nothing to do, Members don't have to login. When they login they can have access to all of the information that they need to perform their Board work. Read unread email, access Official Records or other Board Documents that they need to review to prepare for meetings or to make a decision on a unanimous written consent proposal, collaborate with other members about a topic, vote on a permitted topic, sign what they need to sign electronically, etc. Everything in your Office of the Board can be available to Members when it is convenient for them to do Board work or in an emergency readily accessible instantly.

11. Participation

Devote the time needed to fulfill the responsibilities of your position. Board members have fiduciary responsibilities to their organizations and its Members. Many Board Members do not have a lot of time to perform their fiduciary obligations. They work during the day or have other obligations. Other times many would rather spend time on other things. Office of the Board makes life easy for Board Members and allows them to efficiently and thoroughly perform their fiduciary responsibilities. Board Members can participate in Board work when it is convenient for them to do so. They can participate in an informed and efficient way with Office of the Board available 24/7 for them. Every morning Members can receive a Daily Update explaining what is happening in the Boardroom. If nothing, there is no need to check in. However if there are unread emails and topics or voting and signature requirements, the Board Member is alerted that they should go into the Office of the Board and participate. The Boardroom page was designed so that the Member can easily see what is happening after login and get their Board work done and fulfill their responsibilities.

12. Open Discussions in Decision Making

Board Members should contribute to and encourage open, respectful and thorough discussions in decision making. If Board Members are not prepared for meetings it is difficult to have thorough discussion. Most of the meeting is spent catching up or debating positions. If Board Members are permitted to discuss topics before a meeting so much more can be accomplished at the meeting and maybe even by unanimous written consent so there is no need for a meeting or at least a long one. With our Topics feature permitted Board Members can discuss any topic that is published for comment. Board Members can check into the Boardroom to see the discussion as it is developing and jump into it at their convenience. In the end the discussion can be preserved and a transcript saved in Board Documents or the discussion can be purged and gone forever.

13. Unanimous Written Consent

Boards must make sure that their decisions are legally effective. Board decisions should be made at a meeting duly called by a majority of Board Members, but provided legal requirements are satisfied most Boards can make decisions by unanimous written consent. Getting a quorum of Board Members together for a meeting is often very difficult, but decisions have to be made. Using a written consent which is unanimous by the Board is the easiest way to conduct good Board business, but it is administratively a nightmare to get an unanimous written consent reviewed and signed by all of the Board Members. However, with Office of the Board Publisher and Topics, it is a snap. Publisher comes with forms for many corporate documents like an unanimous written consent. Publish the unanimous written consent and Board Members can log into the Boardroom, access the document in Topics and sign the consent form right there online. If they have comments, they can ask them and they can be answered. If there is unanimous consent the fully executed consent can be saved in Board Documents. It's that easy. Consider the time savings and how short your Board meetings could be if most decisions could be done before the in person Board meeting by unanimous written consent.

14. Control

The organization should have control over its records. All too often organizations trust their emails, documents and other records to a single Board member who keeps the records or an outside third party. The organization should control its own record and can now do so with Office of the Board. As soon as you open an Office of the Board Boardroom for your organization, your organization and its Board instantly has control over its own records and can never be held hostage to an individual or third party.

15. Transitions

There is always some transition which you should plan for in advance. Whether the transition is from the exiting Board Members to new Board Members, or a change in persons who serve the Board like professionals and management or a change from developer sponsor to residential Board Members, the organization should be concerned and make sure that the transition is as seamless as possible. If you have experienced any of these transitions, you know that they can be difficult and challenging. Office of the Board changes that. Transitions are easy because the Office of the Board Framework stays in place perpetually for the organization. Turn the former Board Member, professional or other person serving the Board off and the new ones on. Turn the sponsor off and the new Board on. Transitions are as easy as that. All of the organization's emails, documents, calendar, contacts, policies, voting record, etc., are contained in the Office of the Board Framework.

16. Confidentiality

Board business should stay confidential between Board Members unless the Board decides otherwise. There is great risk in Board information or deliberations becoming public. Office of the Board understands the risk and has designed the Board Email feature to help you make sure that Board Members are the only ones on communications intended to remain confidential. When a Member is registered as a Board Member, the Office of the Board Risk Intelligent Framework identifies the Member in the system as a Board Member. When emailing, if the recipient is a Board Member their Board Email address will appear in red. If there are non-Board members on the email, they will be colored black and a warning message will appear to make sure that you intended for non-Board members to be included on the email. Attorneys love Office of the Board Email because they don't have to worry about preserving the attorney-client confidentiality and privilege with Board Email. When Board Members use their personal or work emails, third parties have access to the emails to monitor or use them for advertising purposes and there is no expectation of privacy, no confidentiality and no privilege. Office of the Board allows Boards to achieve the best practice of keeping Board business confidential.

17. Organization

The organization should stay organized. Emails, Official Records or any records should be available whenever and wherever the Board and people who work with them require. Organizations often have no structured format for record keeping. Even professional management will tell you that record keeping often differs depending on the manager. Try asking them what the legal record keeping requirements are. Board Members had better know because they are responsible for the organization and making sure the organization is legally compliant. Office of the Board comes with a Framework for records that is best practice for your particular entity. We recognize that each entity is distinct and subject to different legal requirements. Your Office of the Board instantly and systematically sets up with a best practice

and what we believe is legally compliant folder structure. Email comes with e-discovery tools with organizes emails on an organization level. Board Members and the people who work with them can now all have the same organized Framework.

18. Retention Policy

Have a retention policy for email, documents and other information that your organization understands and can execute. Without an Office of the Board there is no viable way to effectuate an email, document and other information retention policy. If Board Members are using personal or work email accounts to transact Board work, there are emails all over the place. It is nearly impossible to delete every email that is over a year old because they may be on free email servers, Board Member employer email servers and in a multitude of other places. Same goes for documents and drafts that float all around the Internet, on Members' personal computers, phones, tablets, etc. With Office of the Board achieving the best practice of having an executable retention policy is easy. With our e-discovery feature the organization has total control over Board emails. Purge all emails over 1 year old (or the time frame selected) and you can rest assured that they have been purged and will not show up later at the most inopportune times. Purge documents that are no longer legally required or decide to keep them forever. Our Publisher contains complimentary retention policy forms in case you didn't want to pay to create one from scratch. With respect to collaboration on topics, keep the discussions or delete them. Unlike collaboration by email or texts, when you delete collaboration in your Office of the Board, it is gone forever.

19. Purge Oversight

At least one Board Member should oversee purging of Official Records and other important documents. Without Office of the Board, someone can purge important documents without restriction. For Official Records any other document that the organization deems important, there should be at least one Board member charged with authority to oversee deletion. Office of the Board has something called Double Authorization. Your Member-administrator and any other Member who you would like to have that permission will have the ability to review Board Documents which are Official Records or any other Workspaces or folders which are protected with Double Authorization. If the overseer does not believe the document should have been deleted, the overseer can restore the document to Board Documents. No more worry that your fellow Board Member or someone else may delete an important document that they should not have deleted.

20. Education

Board Members should educate themselves regularly regarding Board business. Most Board Members are not professional Board Members. They come from different professions and places. Office of the Board makes it easy for Board Members to stay educated and ask/answer questions of similarly situated Board Members. With Office of the Board Link Library Board Members have access to systematically tailored links that are salient to the particular organization. The Link Library is located in Resources. Also in Resources is Consult Your Colleague. Board Members and Presidents respectively can ask online questions to Board Members and Presidents from other Office of the Board organizations.

Office of the Board – The Risk Intelligent Framework

Office of the Board with its patent pending **Risk intelligent Framework** is a revolutionary technology centric business process Framework. Designed from the ground up to mitigate risk and facilitate the operational management of an entity's Board, Board Members and Affiliates. It is an easy, safe, affordable way for entities to instantaneously have a permanent Framework for communications, document management, collaboration and other resources so its Members are protected.

The moment an entity creates an **Office of the Board** its proactive **Risk Intelligent Framework** immediately establishes an environment designed to insure quality governance, best practices, internal controls, and a culture of compliance. **Office of the Board** will proactively notify you of pending actions requiring your attention, insure that your Board communications are separate, safe and secure, it will allow you easy and convenient access to Board documents, it will provide a level of transparency as to compliance and general record keeping.

Please visit us at <http://www.officeoftheboard.com> for additional information.