

Board of Director Company and Candidate Profile Example

COMPANY PROFILE **REQUIRED**

- Company description: industry, revenues, employees, location, etc.

ABC is an international project management and services company headquartered in London, UK. It designs, delivers and supports infrastructure from local technical services. It has three operating divisions: Natural Resources; Power and Process, and Earth and Environmental. Natural Resources comprises ABC's activities in oil and gas services, oil sands, and metals and minerals mining. Power and Process includes ABC's activities in the United Kingdom and North American industrial and power markets and nuclear. For the six months ended 30 June 2008, ABC's group turnover increased 14% to \$1.15B. Net loss from cont. operations totaled \$49.9M, vs. a loss of \$27.1M. Revenues reflect increased income from Natural Resources and Power & Process segment. Net income reflects a decrease in finance expense and increased interest income. The Company has approximately 25,300 employees, with offices located throughout the world.

2007 MEETING SCHEDULE **REQUIRED**

The Board's current schedule for the remainder of the year is as follows:

DATE	MEETING
Tuesday, April 24, 2008	Telephonic Audit
Wednesday, May 23, 2008	Annual Shareholder Meeting Board Audit
Tuesday, July 24, 2008	Board Audit Compensation Nomination & Governance
Tuesday, October 23, 2008	Board Audit Compensation Nomination & Governance
December 5,6, 2008	Board Compensation

BOARD COMPENSATION **REQUIRED**

Each of the outside directors automatically is awarded 5,000 shares of the Company's common stock when the director is elected or re-elected as a director of the Company.

The base annual fee of the respective chairmen of the Audit Committee, the Nomination and Governance Committee and the Compensation Committee is \$30,000. The base annual fee

for other outside directors is \$27,500. Outside directors also receive \$1,000 for each board meeting attended, \$500 for each committee meeting attended and \$500 for each telephonic Board or committee meeting in which the director participated. Fees are paid quarterly, in arrears.

KEY DIRECTOR CRITERIA REQUIRED

The company plans to attract at least one new Director to their Board. The selection criteria for the ideal Director are (but not all are expected of the successful candidate):

- Senior operating executive (CEO, COO, Group Executive or VP Operations) of a company that is public or private
- Investment Banking experience in the industrial sector dealing with companies with valuations from \$50 to \$250 million
- Experience at the board level or senior company management in a firm subject to SEC oversight
- Experience with implementation of “lean” manufacturing and Six Sigma Tools
- Experience with a company that manufactures or sources internationally
- Industrial Distribution Experience
- Experience with the environment industry but does not currently have affiliation with a Company that is a supplier to or a customer of ABC
- Experience with board governance and compliance requirements

OTHER DESIRED CHARACTERISTICS

- Successful track record of providing guidance to companies intent on profitable growth
- Background in manufacturing, engineering, technology, or project management
- Energetic, curious, inquisitive
- Innovative while also understanding resource constraints
- Broad network of peers, contacts, resources and references.
- Free of any commitments/conflicts regarding the availability to attend ABC board meetings at regularly scheduled times.
- One who consistently contributes, yet is sensitive to the opinions of others and supports decisions which are in the shareholders best interests; a mature, sensitive, team-oriented and communicative individual.
- An informed, reasoned approach to complex business problems; should have a clear understanding of the proper roles of those serving in a governance position combined with a willingness to “push back” in appropriate and diplomatic ways to ensure that management’s strategy is in the right direction for the company.
- Directors of ABC serve as involved supportive resources and are expected to take a strong interest in the company and be active participants in the board meetings and at other times as required.

APPLICATION PROCESS REQUIRED

Please send notice of interest to Madeline Evans (mevans@abc.com, 617-555-1212) which includes a current CV or resume and a minimum of 3 references.

FINANCIAL HIGHLIGHTS

	2006 (1)	2005 (2)	2004 (3)
Net Sales	\$ 389,788,000	\$ 325,990,000	\$ 271,209,000
Operating Profit	\$ 17,934,000	\$ 8,210,000	\$ 1,780,000
Income from Continuing Operations	\$ 10,715,000	\$ 4,848,000	\$ 889,000
Income from Discontinued Operations, Net of Tax	\$ 2,815,000	\$ 586,000	\$ 591,000
Net Income	\$ 13,530,000	\$ 5,434,000	\$ 1,480,000
Basic Earnings Per Common Share:			
Continuing Operations	\$ 1.03	\$ 0.48	\$ 0.09
Discontinued Operations	\$ 0.27	\$ 0.06	\$ 0.06
Basic Earnings Per Common Share	\$ 1.30	\$ 0.54	\$ 0.15
Diluted Earnings Per Common Share:			
Continuing Operations	\$ 0.99	\$ 0.46	\$ 0.09
Discontinued Operations	\$ 0.26	\$ 0.06	\$ 0.06
Diluted Earnings Per Common Share	\$ 1.25	\$ 0.52	\$ 0.14
Backlog from Continuing Operations	\$ 141,351,000	\$ 100,237,000	\$ 71,730,000
Current Ratio	2.19 to 1	1.86 to 1	2.25 to 1
Numbers of Employees	665	641	621

CURRENT BOARD OF DIRECTORS PROFILES

- Name, age and short profile of each member

AUDITOR

- Company name