# NASDAQ OMX® | Directors Desk

# Administrator's Guide

# Contents

# Directors Desk Setup Options

At the time of account activation, the Directors Desk Implementation Team will gather information about the security and setup options you wish to use within your Directors Desk account.

With few exceptions, these options may be easily modified at any time after your account has been set up, by calling your account manager or Directors Desk Support.

## Configuring your Strong Password Settings

The Directors Desk system features a flexible password management policy allowing your company to maintain its current best-practices approach. Your password management policy may include any of the following options:

### Dual Login (PIN)

The dual login feature, if enabled, reduces the risk of hackers gaining access to an individual's account by using keyboard logging software or discovering the individual's password through any other means. This option also protects users sitting behind corporate "SSL accelerators" resulting in data being sent unencrypted by sending PIN values encrypted at all times, even if such hardware devices are a part of the network infrastructure. This feature is enabled by default.

### Security Questions

The security questions posed by the Directors Desk system are used to verify a user's identity when calling Directors Desk Support or when resetting their password online. This feature is enabled by default.

### Password Expiration

Your users' passwords can be set to expire within a set period of time (e.g., every 90 days). This feature is NOT enabled by default.

### Strong Password Format

By default, the system will require that users' passwords be between 6 and 15 characters in length. Optionally, you may also enforce a specific strong password policy for all users, including:

- Minimum password length (e.g., 8 characters minimum)
- Require one or more UPPERCASE characters
- Require one or more lowercase characters
- Require one or more numeric (0-9) characters
- Require one or more special characters (%$*, etc.)

## Hiding Certain Features

If you know that certain features of the application will not be used within your account, at least initially, you can ask for these features to be disabled, which hides them entirely from the user interface. Features that can be disabled include:

- Discussions. This will hide the entire Discussions module.
- Votes. This will hide the entire Votes module.
- Surveys. This will hide the entire Surveys module.
- Secure Email. This will hide the entire Secure Email module, and will also expose users' standard email addresses in the Roster pages (standard email addresses are not displayed when Secure Email is enabled, to prevent confusion regarding how to communicate electronically).
- Attendance Tracking. This will hide the entire Attendance Tracking module.
- Roster Date of Birth Field – can be hidden.
- Roster Social Security Number field – can be hidden.

## Setting your Default Time Zone

In order to avoid scheduling confusing with your board and committee members, the Directors Desk system specifies the time zone of all scheduled appointments. By setting a default time zone with your account, the system is able to append

the correct time zone identifier for on-screen display. The default time zone is typically the headquarters location of your company, or where most board meetings will take place.

You can also set the time-zone on a per-meeting basis on the Schedule tab of a meeting.

## Creating your Document Retention Settings

As you are setting up your account, it is an ideal time to configure your document retention settings. Please see the "Document Retention Settings" section of this document for details on how to do this.

# Supported Browsers and Devices

As an administrator for your company's account in Directors Desk, it is important that you be able to advise your board members on which operating systems, web browsers, and devices will work properly with the system. Below is a listing of supported systems. If you should ever have additional questions about a particular device or system, please ask your account manager or the Help Desk.

## Computers and Laptops

Directors Desk is extremely accessible on nearly all computers and laptops with a high-speed Internet connection (it is possible to use dialup as well but the experience will be predictably slow). In terms of "minimum requirements" for the computer being used, there are no minimum requirements for the CPU, amount of memory (RAM), or amount of hard drive space on the computer. Any computer may be used as long as it contains a supported operating system, web browser, and the minimum software listed below:

Supported Operating Systems
- Microsoft Windows 2000 or higher
- Macintosh OS10 or higher
- Unix/Linux (as long as a supported browser is available; see below)

Supported Web Browsers
- Internet Explorer 7 or higher
- Mozilla Firefox 2 or higher
- Safari (on OS10 or higher)
- Google Chrome

Required Software
- Adobe Acrobat Reader 7.0 or higher (free download)
- Other PDF viewers are acceptable as long as they support PDF at the Acrobat 7 level or higher

## Blackberry Phones

Your directors can log into Directors Desk with a Blackberry and will have a better experience using the newer Blackberry models. Due to the small screen size of the Blackberry, older models will require extra scrolling to view page content. Newer models featuring high-resolution screens allow the user to view the full web page and zoom in when needed. These models give the user an excellent experience using Directors Desk. Below are a few pointers your directors should know about before using their Blackberry:

- Enable JavaScript. With all models, JavaScript will have to be enabled in the browser. To do this, first launch the browser, then click the Blackberry button (left of the trackball), click on Options in the menu, then go into Browser Configuration. On that screen, check the "Support JavaScript" option as well as "Support Popups" if available, then press escape (right of the trackball), and press Save.
- Documents Cannot be Opened. The Blackberry cannot open documents in the system, although most all other functionality is supported.
- Secure Email can be Read but not Composed. Directors can easily read their secure email messages, but the Compose Message windows do not work on the Blackberry.
- Older Models. Depending upon how old the model, various functionality will not work correctly. We recommend using the newer models for the best experience in Directors Desk.

## iPhones and Droid Phones

The iPhone and Droid both have fully-featured web browsers that will display content very well in Directors Desk. The only limitation involves opening documents in the system. Not all documents can be opened due to the large download size and configuration of certain PDFs, which may be blocked by the network provider or limitations of the PDF viewer on the device.

### iPads

Users can log into Directors Desk with the iPad and access core functionality.  It is also possible to review documents offline with full security in place.  Please refer to the iPad Users Guide, a detailed pictorial guide, for the specifics of using Directors Desk with an iPad. A copy of the iPad Users Guide can be downloaded on the Directors Desk 24/7 Support page.

### Amazon Kindles

The Kindle is a specialized reading device that uses digital ink technology, making it possible to read long and complex documents just as you would read a newspaper, magazine, or your favorite book. The primary advantage of readers such as the Kindle over laptops is that digital ink is high-resolution and does not strain your eyes—there is no backlight to contend with. The experience is extremely similar to reading on paper, so it is not a challenge to pore over a 100+ page document as it would be on a laptop.

#### *Kindle Models and your Board Materials*

The first-generation Kindle has a diagonal screen size of 6 inches with a resolution of 600 pixels wide by 800 pixels tall. Unfortunately, this is not sufficient resolution for many of your more complex board materials—particularly those with lots of charts and graphs.

In mid-2009, Amazon came out with the Kindle DX (shown to the right), which has a much larger reading area. With a diagonal screen size of 9.7 inches and a resolution of 824 pixels wide by 1200 pixels tall, the device offers much more reading area than the standard Kindle. Importantly, the device also features auto-rotation so that for wide spreadsheets, you can use the full width of the device simply by turning it in your hands. While many people may prefer the smaller Kindle models for daily reading of their favorite novel, the DX model unquestionably has distinct advantages and should be the model of choice for board members who plan to use the device for reviewing complex board materials.

#### *Placing Documents on the Kindle*

Should your company feel comfortable with the security concerns surrounding the use of Kindles, it is quite easy to provide your directors with your board books or other reading material from within Directors Desk. The primary mechanism for doing this is to simply download the documents and email them to your directors' Kindle email addresses as an attachment. Please be aware that using this method each of your directors will be assessed a charge $.35 per Megabyte sent (meaning that a 3MB meeting book will cost a dollar to send).

Amazon offers a free method of transfer as well. To do this, you would simply email the documents to your directors' standard email accounts. From there, the directors would copy the documents from their email application to the Kindle directly via the USB cable provided with the Kindle. This is actually very simple—you just plug it into your PC/laptop and the Kindle becomes another drive, and you drag the file over.

# Administrative Roles and Responsibilities

*Authorization Level:* System Administrator

## The System Administrator Role

The System Administrator is responsible for the setup and maintenance of system-level information. Note that the System Administrator is NOT a content publisher; this is often a source of confusion as people assume that being the "highest" administrator, the System Administrator can see and manage all site content. This is not true.

The System Administrator's sole purpose is to manage those pages contained within the "Manage System" block that you see in the left-hand side of your home page. These pages are:

- User Accounts
- Boards & Committees
- Administrators
- Reports and Data
- System Settings

## The Corporate Secretary Role

The Corporate Secretary role is responsible for creating and managing Meetings and Documents for your Board and Committees. Thus, this role is responsible for managing content in the "Calendar" area of the application as well as the "Documents" area of the application. To set up your Corporate Secretaries, click on the Corporate Secretaries tab on the "Manage Administrators" page.

### Delegating Publishing Tasks to Various Departments

You will note on the Corporate Secretaries page that it is possible to create multiple separate teams of Corporate Secretaries by selecting the "our company has different teams of corporate secretaries for each board/committee" option. Many companies configure their accounts using this feature to allow distinct individuals within each department to upload meeting documents directly to the agenda, thereby creating an end-to-end workflow process for the assembly and creation of meeting materials right inside of Directors Desk. For example, you can grant individuals within Finance the ability to upload their presentations directly to the meeting agenda, entirely bypassing the need for internal email, a save/copy operation, and a separate upload process into Directors Desk.

To "perfect" this technique, many companies will set up these department-level Corporate Secretaries as _Assistant Corporate Secretaries_, which means everything they publish must first be routed to and approved by the primary team of corporate secretaries before it can be seen by the board. You will see a complete definition of these rights levels below.

### Creating a Collaborative and Dynamic Publishing Environment

On the Manage Administrators page, under the "Advanced" tab, you will note an administrative group called "Content Contributors." Anyone placed into this group can upload a document to the agenda of a meeting or to any document center as a "Suggested Document." What that means is that the core team of Corporate Secretaries whose job it is to publish content in that area receives an instant alert and are then able to log in and see the document(s) posted as suggested content. They then click either "Approve" or "Reject" for each suggested document. If approved, the document becomes visible to other directors (it is of course hidden until then), and if rejected it disappears altogether. The suggester is even notified via a return email of the outcome of the suggestion. This is a great way to create a very collaborative environment… simply assign any board/committee members to the Content Contributors group to allow them to suggest content in this manner.

### Delegating "Assistant" Corporate Secretaries

By way of background, all content placed within Directors Desk goes through a standard three-step publishing process consisting of:

1. Creating the content (which means uploading a file, linking to a web page, etc.)
2. Assigning rights (which means telling the system which users should be able to access it)
3. Publishing the content (which means setting it to "visible" so board members can see it)

Accordingly, Directors Desk allows you to limit what your Corporate Secretaries can do in a parallel fashion. The three Corporate Secretary levels are:

- <u>Full Corporate Secretaries</u> have full control over content (i.e., can do all three publishing steps).
- <u>Content Assistants</u> can add, edit and delete content, but cannot change rights or publish (i.e., can do only step 1).
- <u>Content/Rights Assistants</u> can add, edit and delete content as well as change rights, but cannot publish (i.e., can do only steps 1 and 2).

The following charts list out exactly which functions each corporate secretary role can perform.

**Corporate Secretary Privileges in the Document Centers**

|  | Content Asst | Content/Rights Asst | Full Corp. Sec. |
|---|---|---|---|
| Add New Documents | ✓ | ✓ | ✓ |
| Published Status of New Documents Added | Unpublished | Unpublished | Published |
| Edit Document Properties | ✓ | ✓ | ✓ |
| Replace (New Version) | ✓ | ✓ | ✓ |
| Delete a Document | ✓ | ✓ | ✓ |
| Move a Document | ✓ | ✓ | ✓ |
| Create Folders | ✓ | ✓ | ✓ |
| Delete Folders | ✓ | ✓ | ✓ |
| Move Folders | ✓ | ✓ | ✓ |
| Set Document Rights |  | ✓ | ✓ |
| Modify Rights on Existing Documents |  | ✓ | ✓ |
| Publish New Documents |  |  | ✓ |
| Change Published Status on Existing Docs |  |  | ✓ |
| Announce Documents |  |  | ✓ |

**Corporate Secretary Privileges for Meetings and Agendas**

|  | Content Asst | Content/Rights Asst | Full Corp. Sec. |
|---|---|---|---|
| Scheduling a New Meeting/Event | ✓ | ✓ | ✓ |
| Published Status of New Meeting/Event | Unpublished | Unpublished | Published |
| Modify the Schedule and Properties of Existing Meetings/Events | ✓ | ✓ | ✓ |
| Cancel a Meeting/Event | ✓ | ✓ | ✓ |
| Manage the Agenda and Documents | ✓ | ✓ | ✓ |
| Manage Attendees |  | ✓ | ✓ |
| Create or Change Exception Lists |  | ✓ | ✓ |
| Announce the Meeting/Event |  |  | ✓ |

*Limiting Corporate Secretaries to a Single Committee*

As described above, if the Corporate Secretaries tab of your Manage Administrators page has the setting "Our company has different teams of corporate secretaries for each board/committee," then it is possible to grant individuals the ability to manage meetings and documents for a single committee only. When you do this, it is important to understand that these individuals will have a "mixed mode" experience when using Directors Desk, being publishers for certain content areas and simple consumers of data with read-only privileges in other areas.

To use an example, if a user is set up as a Corporate Secretary over the Finance Committee and no other boards/committees, then:

- ▪ Calendar: When this user goes into the calendar, she will see the "New Meeting" button and can schedule a new meeting. However, on the Schedule tab of the meeting wizard, she can only create meetings for the Finance Committee.
- ▪ Documents: When this user goes into the Documents area, she will see all board and committee document centers so long as she has view rights to them all. When she goes into the Finance Committee document center, she will see the tools to publish and manage content. However, in all other document centers, she will see documents in a read-only manner.

## The Discussion Manager/Master Role

Click on the "Discussions" tab of the Manage Administrators page to set up your discussion administrators.

Discussion Managers are able to create new discussions and invite specific groups and individuals to participate in those discussions. Unlike the Corporate Secretaries role, Directors Desk uses an ownership-based system for discussion management, meaning that whoever created the discussion is thereafter responsible for its ongoing management and is the only person authorized to make changes to it. The advantage of this system is that it allows for one committee chairman to set up a discussion for his committee and no other committee chairs, or even individuals within the corporate secretariat, can see that the discussion is taking place.

Alternatively, it can be problematic to have a committee chairman leave unexpectedly and have no means of managing those discussions she had set up! For this reason, and also to provide "centralized" oversight of your discussions should that be desired, you also have the Discussion Master role.

Discussion Masters have centralized control over all discussions in the system. They can literally see the contents of every discussion, edit every discussion, and delete every discussion. Most companies therefore grant Discussion Master status to their core team of Corporate Secretaries and grant Discussion Manager status to select board/committee chairs who wish to create discussions within their groups.

## The Vote Manager/Master Role

The management of votes is exactly the same as the management of Discussions, involving a similar set of Vote Managers and Vote Masters.

## The Survey Manager/Master Role

The management of votes is exactly the same as the management of Discussions and Votes, involving a similar set of Survey Managers and Survey Masters.

# Managing User Accounts

*Authorization Level: System Administrator*

### The User Accounts Screen

A listing of all users within your Directors Desk account can be found on the "User Accounts" screen (accessible in the left hand menu of your Home Page). This screen displays a list of all active user accounts, and deactivated accounts can be seen by changing the "view" drop-down menu on this page to "Deactivated."

Clicking on any user's name in the list will take you to the User Details screen, where the properties of that specific user account can be modified.

### Adding User Accounts

As new board and committee members are elected, you will be able to create new user accounts for them within minutes. To do so, click the "New User" button on the User Accounts screen.

### Deactivating User Accounts

When a board member's term expires, the user account can be deactivated by clicking the Edit button to go to the User Details screen, and then setting their Account Status to "Inactive" and pressing the Save button at the bottom of the screen.

If a User Account is deactivated accidentally, it can be reactivated at any time. Simply follow these steps:

- Change the view to "Deactivated Users" on the Manage Users screen.
- Click on the user to reactivate the account

### Managing User Names

On the User Details screen, you will be asked to create a User Name for the user. Within Directors Desk, User Names must be unique in order to assure a "single sign-on" for users who sit on multiple boards.

Should a user's primary email address change, you can change it in the system at any time.

### Managing Passwords

The Directors Desk system manages all user passwords automatically. System Administrators are not responsible for creating or maintaining any of their account holders' passwords.

The role of the System Administrator in managing users' passwords is limited to the following activities:

- New Users - Issuing a Welcome Kit email to provide new users with their User Name and a temporary password to access their account.
- Users Who Can't Log In - Resetting a user's password should it become lost (users can also do this on their own by clicking the "I need assistance logging in" link on the Login Screen when they fail to authenticate).

### Issuing Welcome Kits to New Users

User Names and Passwords are sent to users via a specialized "Welcome Kit" email message, or by phone (whichever you prefer). These methods are the same methods employed when users forget their passwords and must receive a new temporary password for their account. These methods are described below.

### Issuing Temporary Passwords by Email

The most straightforward method for providing new users with their credentials to access the system, or for providing temporary credentials to users who have forgotten their passwords, is to issue/re-issue this information to the user via email. To do this, simply go to the User Accounts page, where you will see a list of all of your active users. For any user,

click on the "issue" or "reissue" link in the "Password Issued" column. This will bring up the Reset Password screen; on that screen, select the Email option and then press the Reset Password button. Note the following options:

- **Shared Secret.** This is an excellent security option as it allows you to establish a security question and enter an answer that the user must know in order to actually use the welcome kit email. Because the shared secret has been conveyed to the user in a separate, prior email, or over the phone, there is no chance that the interception of the welcome kit email could lead to a security breach.
- **Expiration.** The welcome kit email will expire after one week in order to keep it from being abused. You can shorten that timeframe for increased security or lengthen it. If a welcome kit email expires, a new one must be issued to the user.
- **Custom Message.** This is a great place for you to enter custom information "welcoming" your new user to your board!

## Issuing Temporary Passwords by Phone

Temporary passwords can be given to your users over the phone rather than by email; many companies consider this a superior approach to security. To do this, simply click the "issue" or "reissue" link next to a user in the User Accounts page, and then in the Reset Password window that appears, click on the Phone option. The next screen will give you a 6-digit temporary password your user can use to log in. Take note that passwords issued over the phone expire after 24 hours and hence must be used immediately.

## Handling Lost Passwords

The role of the System Administrator may include providing assistance to users who have lost their passwords (if such calls are not routed directly to the Directors Desk Help Desk).

The four ways in which you can help a user who has lost their password include:
- Resetting the password via the email method
- Resetting the password via the phone method
- Instructing the user to click the "I need assistance logging in" link on the Login Page to reset their password online.
- Referring the user to the Directors Desk Help Desk for support.

## Configuring How Users Should Receive Announcements

The announcement settings that you enter on the User Details screen determine how the user will receive announcements from the system:
- By email
- By wireless (cell phone/PDA)
- By fax

By default, most announcements are sent out by email only. The Corporate Secretary or System Administrator, when creating an Announcement, then has the additional option of wireless and/or fax delivery for the Announcement.

Each user will receive the Announcement via all of the chosen methods that are enabled in their Announcement Settings.

## Setting up Wireless Announcements

Because cell phone and PDA wireless providers carry a number of often confusing delivery addresses across the U.S., it is usually necessary to test a user's wireless delivery method prior to relying on it as a proven delivery method.

In the Announcement Settings area, the "Verify" button allows you to send a test message to the user to ensure that the delivery method is functioning properly.

## Customizing the User's Local Time Zone

The "User's Culture and Time Zone" block appears below the user's name display information.  As users may reside in time zones that differ  from the primary time zone of the company, they  may wish to customize the system so that it translates dates and times to those users' local time zones. This will affect date and time stamps throughout the application unless those date/time stamps also include a specific time zone. That is the case with meeting s and events on

the calendar. Because meetings are often held offsite, the system keeps the meeting date and time displayed with the time zone where the meeting will be held at all times, in order to avoid scheduling confusion.

### Customizing the User's Culture and Language Settings

Also in the "User's Culture and Time Zone" block, it is possible to configure the language and time zone format individually for each user. The language culture affects all text displayed on the user interface of the site; currently, both English and Portuguese languages are available. The "format culture" setting affects the manner in which dates and currencies are displayed throughout the siteThis setting offers a wide variety of global settings from which to choose.

### Roster Details that Appear for Each User

In Section 2 of the User Details screen, you can enter a great deal of information about each user in order to create a rich user database and populate your Roster. These options include:

- Bio/Photo – Upload a high-resolution image of your user in JPG format, and also enter unlimited text for the biography, areas of expertise, board/committee experience, and community/other experience.
- Work Address – Enter the user's employment status, company, address, work phone and fax, and even contact information for a personal assistant.
- Home Address – Enter the user's home address as well as home/personal phone, fax, mobile, and pager numbers.
- Secondary Home – Enter a second residence for the user as well as the date ranges during which the user is at this location.
- Personal Information – Enter such things as the user's nick name, date of birth (field can be disabled if desired), social security number (field can be disabled), spouse name, and spouse nick name.
- Digital Signature – Upload the user's signature as a high-resolution, print-ready JPG image. This can be used to create printable voting reports in the Votes module.

### Setting Roster Privacy Settings

Not all of your board or committee members may wish to share all of their personal information with every other board member. Every user's roster details can be set to "show" or "hide" where "hide" means only your company's System Administrators will have access to those fields, thus making them available or database/reporting purposes but keeping them out of the general Roster where other users could see that information.

### Changing a User's Board and Committee Memberships

In Section 3 of the User Details screen, you can tell the system which boards and committees the user sits on, as well as put the user on specific standard groups, and give the user administrative rights by placing him or her within pre-set administrative groups. These options are described in the next sections of this guide in more detail.

### Setting up User Preferences

Section 4 of the User Details screen allows you to set certain general options for each user. These include:

- Calendar Syncing – Determining which calendar software the system's Sync feature should support, or disabling the Sync feature for the user.
- Monitoring Account Changes – This checkbox will send an alert to your System Administrators any time a user changes his or her contact information using the Manage My Account page, which is a scaled down version of the Account Details screen accessible to every user.

### Letting Users Self-Manage Their Accounts

All users are given limited ability to update their own account information on the "Manage My Account" page appearing in their left hand menu off the Home Page. The Manage My Account page is a scaled-down version of the User Details screen and is only visible to users who are NOT System Administrators (System Administrators will always see the full User Details screen, even when managing their own accounts).

Information users can change on this page include:

- Full Name – Users can change their full name and how it displays in the system

- Announcement Settings – Users can update the email addresses, fax numbers, and cell phone / SMS addresses at which they should receive announcement notifications.
- Time Zone - Users can customize their time zone setting.
- Language and Culture Settings - Users can customize their language and time format settings.
- Roster Bio/Photo – Users can update their bio/photo fields.
- Work Address – Users can update their work information.
- Home Address – Users can update their home address and phone information.
- Secondary Home – Users can update their secondary home information.
- Personal Information – Users can update all of their personal information.
- Digital Signature – Users can update their digital signature file.
- Privacy Settings – Users can update which fields are shown/hidden to other users in the Roster.
- Calendar View Preference – Users can set a default for whether the system displays the Month View or Year View as the default in their Calendar.
- Calendar Sync Preference – Users can change their preference for which type of calendaring software works with the system's "Sync" buttons, or disable the Sync buttons.

Remember, if you enable the Monitor Account Changes feature, you will receive an instant alert any time a user changes information on the Manage My Account page, including the old value and new value for every field affected.

## Configuring How Names Appear in the System (First/Last or Last/First)

Using the "Display As" fields on the User Edit screen or the "Set Display Names" button on the Manage Users screen allows you to determine how each board and committee member's name should be displayed throughout the Director's Desk system.

Options include:

- First Name then Last Name (e.g., Roger Galbraith)
- Last Name then First Name (e.g., Galbraith, Roger)
- Customizing each user's name (e.g., changing "Roger H. Galbraith" to "Roger H. Galbraith, PhD")

## Exceeding Licensed Usage

The "System Settings" screen shows the total number of licensed accounts available under your plan, as well as your current number of active users.

For your convenience, the Directors Desk system will allow new user accounts to be created even when doing so exceeds your current licensing. However, if you suspect you are exceeding your allotted plan, you should contact your Account Manager as you might be billed for any additional users in your next billing cycle.

# Managing Board and Committees

*Authorization Level:* System Administrator

### The Differences between Boards, Committees & Standard Groups

Directors Desk provides three types of groups:

- **Boards** include the Board of Directors and other board-level entities (e.g., an additional Board of Trustees or an Advisory Board placed in the same account as your main Board of Directors).
- **Committees** are the committees serving under your Board(s).
- **Standard Groups** are an ad-hoc group type for the purpose of assigning rights collectively to multiple users or creating a Distribution List for Email and Announcements.

### Creating a Board, Committee, or Standard Group

To create a new group, click the appropriate link in the left-hand actions menu of the Boards & Committees page.

*Note:*
*When creating new boards, committees, and standard groups, you will need to log out and then log back in before you can do anything with these new groups, such as creating a meeting for one of them. This is because, to enhance system performance, groups are stored in system memory (server RAM).*

### Creating a Distribution List

If you are creating a Standard Group, you will have the option of making the group a Distribution List. All Boards and Committees are set up as Distribution Lists, and this cannot be changed. Standard Groups set up as Distribution Lists will appear in the Email recipient list as well as when sending Announcements.

### Using Groups to Assign Rights to Content

All groups that you create will appear in areas of the application where Corporate Secretaries assign rights to determine which individuals should be given access to content. This includes:

- The Meeting/Event Invitations screen
- Document Rights Management screens
- The Discussion/Vote Invitations screen
- Survey Participant screens, and more

### Adding and Removing Group Members

Clicking the "Manage Members" link next to a board, committee or standard group will take you to the Membership screen for the group. This screen lists all active users as well as a series of radio buttons that determine their group membership status.

When you add individuals to a board, committee or standard group, a small popup window will appear to allow you to enter optional, extended membership information including:

- Roster Title – Indicate Chairs and other positions within the board or committee
- Member Since – Indicate when the individual first joined the board or committee
- Term # - If you allow multiple terms, you can enter the number to help keep track
- Term Dates (start/end) – Allows you to keep track of directors who will be leaving the board (most helpful when used with the Director Qualifications Module)

### Editing a Group

The edit screen for a group allows you to change the name of the group as well as provide a description and change the Distribution List status (Standard Groups only). The purpose of the description field is to help you maintain notes on your

groups; it appears on no pages other than the Manage Groups screen. To edit a group, simply click the Edit link next to it on the Boards & Committees main screen.

## Creating Unpublished Groups Pending Final Approval

You may set the status of a board, committee or standard group to "Unpublished" in order to it from public areas such as the email system and Roster, pending membership finalization as you set up your account or make changes.

## Renaming a Board or Committee

If you rename a board or committee, the change will automatically update all document centers, meetings, and other associated items. For example, if you change the name of your board from "Advisory Fund Board" to "Advisor Services Fund Board," any meetings you have created that have the name "Advisory Fund Board Meetings" will automatically be renamed to "Advisor Services Fund Board Meetings."

## Deleting a Group

Deleting a group is a permanent, irreversible action within the system. **Boards and committees should not be deleted unless they truly will serve no future purpose**. Once deleted, a group cannot be restored.

Deleting a board or committee will:

- Remove all future and archived meetings for the board/committee from the Calendar.
- Remove the board/committee document center from the system.

Note that deleting a group does not, however, have any adverse effect on the user accounts contained in the group.

# Managing Announcements

*Authorization Level:*
- *System Administrator (Review, General Announcements)*
- *Corporate Secretary (Calendar, Documents)*
- *Discussion Manager/Master (Discussions they own)*
- *Vote Manager/Master (Votes they own)*
- *Survey Manager/Master (Surveys they own)*

### Sending Announcements to Keep Your Users Well-Informed

The purpose of the Announcements module is to inform board and committee members that there is new content for them to review within the system, or to send a broadcast to users via email, wireless, and fax.

Directors Desk leaves control over Announcements in the hands of those individuals placing content within the system, rather than sending out a series of automated emails that could overload your board and committee members with too much information.

### Announcing Specific Content with Links Directly to the Item

A majority of the time, you will wish to issue Announcements letting users know about new content for them to review. Directors Desk contains two convenient, time-saving features for your users under this scenario:

- Announcements can contain a listing of new documents available for review, helping users to determine the importance of the information.
- Announcements sent by email can contain a link users can click on to go directly to the content in question after logging in.

These options are available on the "Send an Announcement" screen when announcing specific content.

### Making a "General Announcement" to Announce Multiple Items at Once

General Announcements are not related to any one specific piece of content within the application—rather, they serve as a convenient means of relaying information to your board and committee members. They are therefore the perfect way to announce multiple new items at once; for instance, to tell the users about a new survey, next week's meeting, and a letter posted by the CEO, all within one alert rather than sending out three separate alerts. General Announcements can be made by the System Administrator on the "Announcements" screen. Unlike announcements related to one specific item, however, General Announcements do NOT contain links in them that take users to specific pieces of content; you should therefore describe in your message how to access that content once logged in.

### Using the System to Distribute Email to Your Groups

You may also use General Announcements to send group email. When you send a General Announcement, everything in the body of the message as well as any attachments will go to the recipients' outside email accounts. This provides a convenient means of taking advantage of the built-in board and committee membership information to distribute standard email communications to your groups.

### Announcements as Records to Prove Notice was Given

The System Administrator can review all announcements made over a specific timeframe on the "Announcements" screen. By clicking to view the details of a particular announcement, the System Administrator can see:

- The subject line of the Announcement
- Who sent the Announcement
- The actual message received by each user
- The delivery method by which each user received the Announcement

### Avoiding Junk Mail Problems

As shown on the "Send an Announcement" screen, Directors Desk will send the announcement on behalf of the user issuing the Announcement. Therefore, all recipients will see the sender's name and email address as they would were the same message sent via Outlook or another standard mail program.

However, to comply with anti-spam guidelines, Directors Desk uses a modified "return-path" message header that clearly identifies outbound messages as coming from the secure.directorsdesk.com domain. Accordingly, your board and committee members may initially see Announcement messages in their "Junk Mail" bin, as their email software may not recognize the sender.

To avoid this problem, please notify your board and committee members in advance that they will be receiving an Announcement email, and that it *may* appear in their "Junk Mail" bin. If it does, they should mark the message as "Not Junk" and the problem will not re-occur.

### Handling Misdeliveries

The Directors Desk messaging system is configured to notify the Directors Desk Help Desk within 15 minutes if any outbound message is undeliverable. When this takes place, the Help Desk will notify your System Administrator immediately.

Because your users will receive their account information via email, misdeliveries occurring once a user's account has been set up are typically caused only by mail server problems outside the control of Directors Desk or by users changing their email, wireless, or fax numbers.

# Scheduling a Meeting

*Authorization Level:* *Corporate Secretary*

### Scheduling a Meeting Using the Meeting Wizard

New Meetings are scheduled by clicking the "New Meeting" link in the Actions submenu on the left side of the Calendar. In order to schedule a meeting, a user must be granted Corporate Secretary privileges for one or more boards or committees. A Corporate Secretary will only be able to schedule meetings for the boards and committees over which they have control.

Creating a meeting is done through the Meeting Wizard, which is comprised of the following Steps:

Step 1.    Schedule – Set up the basic meeting details
Step 2.    Attendees – Assign who can view the Agenda & Documents
Step 3.    Agenda – Create the agenda and meeting docs
Step 4.    Versions – Create up to four versions of the meeting book
Step 5.    Meeting Books – Consolidate the agenda and all documents for single download
Step 6.    View Meeting – Preview the meeting and issue an announcement

To navigate directly to one of the steps of a scheduled meeting, simply click on one of the tabs. However, to make changes to any particular section of the meeting, the "Save Changes" button at the bottom of each screen must be pressed. Clicking on a tab does NOT automatically save any changes made on screen.

#### Scheduling Recurring Meetings

Recurring meetings may be scheduled up to three years out in Directors Desk. To set up a recurring schedule, simply click the "Set Up" button in the Recurrence section of the Schedule tab. Each occurrence may take place on a different time of the day, and after the recurrence has been set up, it is possible to manage the following core meeting details for the series or for each occurrence individually:

- Most meeting details found on the Schedule tab
- The Attendees list for the meeting

#### Choosing the Meeting Board or Committee

The first section of the Schedule tab deals with assigning the meeting to one specific Board or Committee. This field "tags" the meeting documents so that they are organized in the Document Center for the Board or Committee in question, becoming visible in the "Meeting Documents" folder for that group. Note that the fact that the meeting is "tied" to only one board or committee does not mean you are limited to having attendees from just that one board or committee, or even limiting who can see that meeting to just those users; rather, this simply determines where the meeting documents are organized for that particular meeting.

#### Selecting a Time Zone According to the Meeting Location

All date/time fields displayed on the Calendar will automatically display your company's default time zone, helping your board and committee members to avoid scheduling confusion. Additionally, you may choose to customize the time zone that displays for any particular meeting.  This is done by clicking on the time zone next to the meeting time and selecting a new time zone from the list.  This feature is helpful if you have meetings in many different locations.

#### Virtual Meetings with Remote Attendees

Directors Desk's unique Integrated Conferencing feature is a powerful new way to add web and phone conferencing to your meetings. We have many clients who use Integrated Conferencing to hold full-blown multi-day board meetings for the whole board, entirely avoiding travel and saving thousands of dollars in the process!  If you set up conferencing, this information will appear at the top of the online agenda, printable Meeting Book, and Meeting Details screen.

Conferencing Steps:

Step 1. In your board room, dial remote Directors in via your telephone conferencing system, and use an overhead projector to review the documents.

Step 2. Start Directors Desk and launch the web conference for the meeting.

Step 3. Have remote Directors log into Directors Desk and navigate to the Meeting Details screen.

Step 4. Have remote Directors click the Join Now button.

Step 5. Run through your slides and remote Directors will be able to follow along.

### *Preventing Session Timeouts during your Live Meetings*

Enabling this feature for your real-time meetings will allow all meeting participants to remain logged into Directors Desk for as long as the meeting takes place, avoiding the hassle of having directors get logged out automatically if the group enters a lengthy discussion during which nobody uses their PC.

To use this feature, the Corporate Secretary must first enable it for the meeting. Then, you must log into Directors Desk within an hour of the meeting's start time. To determine if Prevent Session Timeouts is turned on, check the footer of any page in your browser window, looking for the words, 'Extended Sessions are currently enabled to prevent session timeouts during your meeting.'

### *Setting Meetings as "Published" so your Directors can see the Agenda*

The Published status of a meeting is set on the Schedule tab as well as in the header portion of the meeting wizard below the tabs. Unpublished Meetings are effectively in a "staging" area such that no end-users outside of your team of Corporate Secretaries will see the agenda or any of the documents for the meeting until it has been formally approved and Published. For Corporate Secretaries, Unpublished Meetings will appear in a grayed-out fashion on the Calendar.

## Inviting Meeting Attendees

The Attendees tab allows you to determine which groups and individual users are invited to the meeting and who will see the meeting agenda and documents. Meeting attendees should be selected using the left-most column of checkboxes labeled "attendees." Groups and Individuals who are not attendees will, by default, see the meeting in their calendar but will not be able to click the link to view the Agenda.

### *Giving Non-Attendees Rights to See the Agenda & Documents*

Also on the Attendees tab of the meeting wizard is a second column of checkboxes labeled "Non-Attendees with Agenda & Document Rights." Any individuals selected in these check boxes will be able to see the meeting and its agenda and documents just like the attendees, but they will not be listed as attendees in the footer area of the meeting agenda; nor will their names appear in the attendance tracking reports for the meeting.

### *Creating Private Meetings Invisible to Non-Attendees*

If you desire to hide everything about a particular meeting from non-attendees, including even the fact that the meeting is taking place, then uncheck the box "Public Calendar" for the meeting on the bottom of the Attendees tab. This will prevent the meeting from appearing on non-attendees' calendars.

### *Ensuring New Board/Committee Members are Added as Attendees Automatically*

Inheritance of rights is an important concept within Directors Desk. An example will help illustrate this concept:

- In March, a Meeting is added to the Calendar for August
- On the Attendees screen, the Board of Directors is invited
- In May, the Board has elections and three new Directors are set up in Directors Desk
- Because the Board of Directors was invited to the meeting, all new Directors will automatically see the meeting in their Calendar

In contrast, if attendees had been invited individually—by checking the boxes next to each user's name but NOT checking the Board of Directors group, the Corporate Secretary would need to issue invitations again for each newly elected Director by going back to the Attendees screen.

## Building the Online Agenda

The Agenda Builder is a powerful and flexible tool that allows you to create an online agenda with links to each relevant meeting document. To use the Agenda Builder, simply go to the Agenda tab on the meeting wizard. To get started, click the "Create Agenda Section" button and then type in or cut and paste the details of each section of the agenda. You will note that once the first agenda section has been created, you can create additional agenda sections by clicking on the "down" arrow to the right of your previously created agenda section. This leads you to a menu allowing you to perform various actions including:

- Adding documents
- Adding subsections
- Reordering sections and documents
- Moving sections and documents
- Deleting the section
- Inserting a page-break (this forces a page-break in the compiled Meeting Book only)

### Importing Agendas

Sick of typing? With Directors Desk, there's no need to keep creating your meeting agendas over and over. Simply import an agenda from a previous meeting, then make a few simple changes and your current meeting's agenda is ready to go. To do this, click on the Agenda tab, then click "Import an Agenda" in the left Actions menu.

After you click the Import link, you will notice that the system asks you to search your past meetings; this way you can locate only your past Audit Committee agendas quickly and easily. Once you locate an appropriate agenda to import, you can choose to import all or merely some aspects of it; for instance, you might omit the times but import all other fields.

*Note:*
*You should not import an agenda to a meeting that already has an agenda and documents. When you import an agenda, any previously created agenda sections, as well as all of the meeting documents, will be deleted and cannot be recovered!*

### Displaying an Attendee List on the Agenda

On the Agenda tab, you may customize a footer for your agenda, which typically contains a listing of attendees for the meeting and/or a disclaimer or "notice" about the meeting. In creating your list of attendees, you can choose from a dynamically updated footer based on the attendees tab, a custom footer which allows you enter free text, or simply hiding the attendees.

## Formatting your Agenda

On the agenda tab of your meeting, you have access to six gray sub-tabs that allow you to customize your agenda to achieve a very particular look and feel. These tabs, and their particular features, are:

- Layout Tab. Create a column-based layout, specifying which elements should go in which columns (e.g., Time then Title then Presenter then Actions).
- Fonts & Styles Tab. Choose exactly which font typeface, size, color and treatment (bold, italic, underline) should be used for each element in your agenda. Also choose header and footer alignment and configure general "scaling" options to create more or less white space.
- Numbering Tab. Select whether your agenda numbering should use roman numerals, 0-9 numbering, bullets, etc.
- Action Items Tab. Set up your own particular action item naming scheme; for instance you might refer to standing items as "Stand" and can configure these items to appear as such.
- Templates Tab. Once you have achieved a solid look and feel for the current meeting, you can have it applied to all future meetings as a template. Alternately, you can choose from a set of canned templates to instantly change the look of your agenda.

### Creating a "Standard" Column-Based Layout

If you currently use columns, simply click on the Layout tab, and then choose the Column-Based Layout option. Be sure to set the order in which your columns should appear, and then also remember to set the appropriate horizontal and vertical scaling values in the Fonts & Styles tab (Advanced Options section) to make your columns look the way you want them to.

### *Using Roman Numerals for Agenda Section Numbering*

If you currently use a roman numeral formatting for your agendas (e.g., Section IV.iii), you can set this up extremely easily by clicking on the Numbering tab, then choosing the roman numeral options (uppercase and lowercase) for the first two sections of your agenda.

### *Making Agenda Text Larger and Easier to Read*

Simply click on the Fonts & Styles tab, then set a larger font typeface for each section of your agenda.

### *Setting all of your Meeting Agendas to Look the Same*

On the Templates tab, you will notice the option to "use this meeting's formatting as a template for new meetings you create." By choosing to do this for all new meetings, you can make it so that all new meetings "inherit" the current meeting's look and feel automatically.

## Uploading Meeting Materials

### *Uploading Past Meeting Materials*

If you have a lot of past meeting materials to upload and do not wish to go through the process of building out the agendas for these historical materials, we recommend using the File Upload Format. An alternative to the Agenda Builder, the File Upload Format allows you to simply upload all of your meeting documents, including the agenda in Word or another format, without ever building out a meeting agenda in Directors Desk.

Meetings created using the File Upload will list out all documents in alphabetical order, allowing users to open the Agenda in PDF format as they do all other meeting documents. This format may be accessed via the "Switch Agenda Format" link in the left-hand Actions menu on the Agenda & Docs tab of the meeting.

### *Ensuring your Meeting Materials Download Quickly*

The first section of the Agenda Builder, the Summary block, provides you with a synopsis of the total documents, pages, total kilobytes and estimated download time your users will experience when accessing your meeting materials. We recommend keeping an eye on this information as you build out your meeting to ensure you are not overloading your directors with a lot of large documents that will take a long time to download.

### *Optimizing Scanned Documents so they Load Quickly*

Depending on the scan settings and scanner software you are using, your scanned documents may be extremely large. Fortunately, a few simple solutions exist that can help you shrink your scanned documents. First, try a setting of 200dpi in black/white or grayscale. This will make the document a lot smaller than scanning at 300dpi in full color. Second, you might consider scanning directly into Adobe Acrobat ® Standard or Professional as these products contain industry-leading image reduction technologies that can drastically reduce the output size of your documents without a loss in quality. If you cannot scan directly into Adobe ®, these products also offer options to optimize PDFs created via other means.

### *Creating Exhibit Books*

If you commonly accompany your meeting materials with an Exhibit Book, you can create these materials in the Exhibits section of the Agenda Builder. This is particularly helpful if your meeting refers to a collection of lengthy reference materials (e.g., a Lipper book) that would "bog down" the core set of materials for the meeting.

## Creating Versions of your Meeting Materials

Sometimes it may be necessary to prevent certain users from seeing specific documents on a meeting. On the Versions tab of the meeting wizard, you can easily create up to four different versions of the meeting book and up to two versions of the exhibit book. Directors Desk will apply the versions you create both to the online agenda and to the printable Meeting Books and Exhibit Books; whatever documents you choose to keep hidden from a particular set of users will be kept that way at all times.

## Creating your Meeting Books

Compiled Meeting Books allow users to download the agenda and all meeting documents as one consolidated PDF document rather than as separate PDFs. They are also print-ready, as they contain full page numbering and a fully updated set of header and/or footer information. Additionally, Meeting Books can be protected with passwords and encryption—ideal for Directors who download these documents to laptops for travel purposes.

### *Meeting Book Setup Options*

As you saw with the Agenda Builder, there are quite a few options to choose from when creating your printable meeting books. These options can be accessed by clicking on the gray sub-tabs; their names and functionality are:

- Security Tab. Enable password protection to keep your books safe when stored on directors' laptops, and also choose to disable printing for the book.
- Cover Page Tab. This page allows you to upload one or more documents or images that should go before the agenda in your meeting book (or exhibit books). If your company typically has a mission statement, or shows a letter from the CEO for the meeting, this is how to add it.
- Layout Tab. This tab allows you to upload your logo in high-resolution format so that it appears at the top of your meeting book's agenda, as well as setting up options concerning how numbering should display in your books.
- Header/Footer Tab. Determine exactly where your header or footer should appear on the page, as well as set up what text it should contain.
- Templates Tab. Once you have configured the look and feel as you like it for your meeting book, use the templates tab to apply that look and feel to the books for other meetings you create.

### *Password Protecting your Books for Offline Travel*

On the Security page, you have the option to password-protect your Meeting and Exhibit Books. This option is extremely important and should be used for all meetings if you suspect one or more directors will choose to download the meeting materials to their laptop.

### *Adding a Letter from the Chairman as the First Page of your Book*

If you commonly start off your meeting materials with a letter from your Chairman or CEO, you can add this document and it will go ahead of the agenda in your printable meeting book. To do this, simply click on the Cover Page tab and upload the document.

### *Adding your Logo to your Printable Book*

Adding your logo or letterhead to your printable book is a nice touch. First, create a high-resolution (e.g., 300dpi full color) JPEG file containing your logo or letterhead. Then, click on the Layout tab and upload this as your logo file.

### *Customize your Book's Header & Footer*

The footer in your meeting book will contain a set of default text, which can be completely customized to contain a copyright statement, confidentiality statement, or anything else of your choosing. Simply follow the instructions on the Header/Footer tab to change your footers.

### *Keeping Meeting and Exhibit Books Up-to-Date*

Since the Meeting Book compilation is a "point in time" action, it does need to be *recompiled* any time the Meeting details or documents for the meeting are changed. If you make changes to a meeting after you have already compiled the books, you will see a red message in the meeting tab area alerting you that the books are out of date.

## Announcing the Meeting

Announcing the meeting is an important last step in that it sends an immediate notice to all meeting attendees that there are new documents to review online. Sending timely Announcements gives your board and committee members ample time to prepare for the meeting, and should therefore be done as early as possible.

### *Previewing how Each Attendee will see the Meeting Materials*

Prior to announcing the meeting, you may wish to verify how each attendee will see the materials. On the left-hand Actions menu of the View Meeting tab of the meeting wizard, the "View as Attendee" link allows you to preview the agenda and meeting details exactly as each of your Attendees will see it. This is useful when you wish to verify that

documents blocked on the Versions page are indeed being kept hidden from particular individuals, or when you need to print out the agenda or the full Meeting Book for a particular individual.

To announce the meeting, click the "Announce Meeting" link in the action bar at the top of your meeting (this button will only appear after the meeting's status has been set to "Published"). The screen that appears, called the Send an Announcement screen, contains several useful options including:

- <u>High priority</u>.  This will flag email deliveries as high priority and, optionally, send the Announcement by wireless and fax.
- <u>Include a list of documents</u>. This will create a list of the meeting documents in the Announcement message. Importantly, if you have created Agenda Exceptions, then users on the exceptions list will NOT see the blocked documents in their list.
- <u>Include a link</u>. This option applies to email deliveries only, and will provide a link to take users to the meeting directly upon logging into the system.

## Canceling and Rescheduling Meetings

If you need to cancel or change the date of a meeting that has already been scheduled, this can be done at the bottom of the "Schedule" tab.

Rescheduling a meeting, which is also done on the Schedule tab, changes its date on the Calendar automatically. However, neither changing the schedule for a meeting nor canceling it will update the appointments users have previously set in their individual Outlook calendars concerning that event. Therefore, if you reschedule or cancel, you should consider using the Announcement feature to notify users of the change, letting them know that they will need to re-sync the Calendar appointment.

## Syncing Meeting Appointments to your Calendaring Software

The "Sync" button displayed on the Calendar and also in the left-hand menu of the Meeting Details screen allows users to add the appointment to their Outlook or other scheduling program. Once a user has synced a particular meeting, the status of the Sync icon will change to identify it as "Synced."  If important scheduling details of a meeting change and a user has already synced that meeting, the Sync icon will return to its original "not Synced" status to denote that the user must re-sync the meeting.  Doing so will update the meeting details in their Outlook or other scheduling program.

The Sync feature is supported by Microsoft Outlook and any other calendaring software that supports the iCal standard, including Macintosh calendaring programs. If your users make use of an unsupported calendaring program, contact the Directors Desk Help Desk to inquire about adding your software to the system's compatibility checklist.

### *Using the Sync Feature with Lotus Notes*

Lotus Notes does not allow you to launch an iCal file in Lotus after clicking on it in a web page such as Directors Desk. To use the Sync feature with Lotus, simply choose "Save" when prompted, and then once the .ics file has been saved to your desktop, drag it over to your Lotus calendar.

## Locating Archived Meeting Documents

Directors Desk automatically organizes and stores your archived meeting documents, which can be found by:

- Going back in time on the Calendar using the "Previous" arrow button
- Going into the Document Center for the Board or Committee in question and clicking on the "Meeting Documents" subfolder

# Scheduling an Event

*Authorization Level: Corporate Secretary*

### Differences between Events and Meetings

Creating events in Directors Desk is perfect for adding items to the calendar such as deadlines, social events, and industry events. The difference between meetings and events is that meetings have documents, agendas and other meeting materials stored with them and events do not. To help users identify each item, meetings and events also have different icons in the Calendar.

To schedule an event, click on the Calendar button in main navigation bar, and then click on the New Event link in the left-hand actions menu.

### Administration of Events

Unlike meetings, events are not necessarily tied to one specific board or committee. Accordingly, the system will grant the ability to manage events to all of your Corporate Secretaries. For this reason, every Corporate Secretary will be able to see and modify events created by every other Corporate Secretary. Events should therefore not be used to schedule highly sensitive appointment information that you do not wish all Corporate Secretaries to see.

### Inviting Event Attendees

The "Attendees" tab of the Event Setup Wizard lets you determine which users should see the event in the Calendar. It is possible to allow all account holders to view an event of general interest by simply clicking "All Users."

### Announcing the Event

Issuing an Announcement on the "View & Announce" tab of the event can be done to send users the event details by email, wireless, and fax.

### Canceling or Rescheduling an Event

If you need to cancel or change the date of an event that has already been scheduled, this can be done at the bottom of the "Schedule" tab. As with meetings, doing so updates the Calendar automatically but does not update users' Outlook calendars if they have already synced the event.

# Tracking Attendance

*Authorization Level:* Corporate Secretary and/or System Administrator

The Attendance Tracking system allows you to maintain a record of who attended every meeting, as well as create printable reports about attendance.

### Tracking Attendance for a Meeting

To track attendance for a meeting, you must either be a System Administrator or a Corporate Secretary with rights over the board or committee for which you wish to track attendance. To track attendance, click on Calendar in the main navigation bar, then click the Attendance Tracking link on the left-hand side of the page. You can also find this link on the left-hand side of any particular meeting.

Once you are on the main Meeting Attendance page, simply click the "Track!" button to the right of any meeting and you will be taken to the Attendance Record for that meeting in a popup window. On that screen, you will notice that all individuals flagged as Attendees for the meeting have been pre-selected for attendance; for any individual you can change their attendance to indicate they were present or not present, as well as enter additional information for the attendance record.

### Changing who can Manage Attendance for your Meetings

You have three options when it comes to who can manage attendance for your meetings. These are:

- System Administrators only
- System Administrators and Full Corporate Secretaries
- System Administrators, Full Corporate Secretaries, and Limited Corporate Secretaries

To set these options, your System Administrator can go to the "Administrators" page off of the left-hand side of the home page, and then go to the "Advanced" tab.

### Capturing who did and did not Attend a Meeting

After you click the "Track!" button for a meeting and the Attendance Record page appears, use the Attendance column to capture who attended and did not attend. The option "Present" means they attended. The option "Excused" means they did not attend but had a valid reason for not attending, and accordingly they will be counted as having attended for that meeting. The option "Unexcused" means they should be counted as having not attended for the meeting. If your company, like many, does not care whether people were excused or unexcused, and is simply interested in capturing who did and did not attend, regardless of reason, you should never use the "Excused" option.

### Handling Meeting "Auditors" who should not appear in Reports

If you have individuals come to some meetings just to sit in, it may be helpful to capture the fact that they attended while at the same time not throwing off the numbers for their attendance for that meeting or their overall attendance for the year. To do this, use the Attendance Type column in the Attendance Record window, and set the user's attendance as "Informal."

### Handling Ad-Hoc/Informal Meetings that Should not Appear in Reports

If you have a meeting that was basically informal and you want to record its attendance record while ensuring that record does not throw off numbers for end-of-year reports, simply set the "Meeting Type" to "Informal" on the main Meeting Attendance screen for that meeting. This will mean that meeting's numbers will not appear in your general attendance reports, but the attendance will nevertheless be saved for your records.

### Entering Attendance Notes

On the Attendance Record screen for a particular meeting, the "Attendance Notes" column provides a text field where you can enter notes about any individual's attendance or non-attendance. These notes will appear on certain reports for your convenience.

**Tracking Attendance for Inactive Users or "Virtual" Users**

By default, you will see your standard, active users on the Attendance Record screen for a particular meeting. If you are tracking attendance for meetings that took place several weeks or months ago, you can add inactive users—those whose terms on the board or committee have expired and their accounts have been inactivated. This can be done by clicking the "show inactive accounts" checkbox at the bottom of the Attendance Record screen.

Additionally, you can track attendance for people who do not even have accounts in Directors Desk. This is done by creating "Virtual Attendees" in the Attendance Tracking module. Once you create a virtual attendee, they will appear in the Attendance Record screen and on any reports you run.

**Attendance Reports**

The "Reports" tab gives you access to a wealth of reporting options to assist with your governance and compliance objectives. The basic types of reports are:

- Formal Reports. Formal reports contain the attendance information for your formal meetings--those not flagged as "Informal" in nature. Further, these reports will not contain adverse information about individuals whose attendance was not formal in nature, and you can tell the system to highlight attendance that does not meet your requirements. By default, the attendance required is 75%, and you can change this value to meet your own needs.
- Informal Reports. Informal reports contain the full set of information about who attended your meetings, regardless of formality. This report is used to look back and answer questions about the full set of individuals that attended your meetings.
- Reports by Group.  Use this report to show board and committee attendance reports for the year, or other selected time interval.
- Reports by Individual. Use this report to show a particular person's attendance across all of the boards and committees of which they are a part.

# Document Center Organization

*Authorization Level:* *Corporate Secretary*

Directors Desk offers a fully-featured document repository where you can store documents in organized libraries for a variety of purposes. To access the Document Centers area, click on "Documents" in the main navigation bar.

## The Board and Committee Document Centers

There is a dedicated document center for each of your boards and committees. These document centers feature a built-in organizational structure that can be modified and customized to fit your needs.

Every board and committee Document Center is initially set up with three built-in folders:

- <u>Minutes (approved)</u> – A place to store approved (non-draft) minutes. Since draft minutes are typically stored on the agenda and approved during the meeting, it can help to store the approved/signed minutes in one central area for new board members to access them all in one place.
- <u>Resolutions</u> - This central storage area for resolutions can be handy if your committees like to look back on items that have been approved, either by date or categorically.
- <u>Meeting Documents</u> – This is a read-only folder that organizes upcoming and archived meeting documents by date, providing an easy means of finding past documents for any particular board or committee.

## The Corporate Documents Center

The Corporate Documents Center is a central repository of all the records board and committee members require from time-to-time. By populating this area with your most frequently-accessed documents, you will enjoy a significant time savings in avoiding the need to send documents to directors upon request. Additionally, Directors Desk's built-in version control assures that your directors will always access the latest revision of any document.

The Corporate Documents Center comes pre-configured with a series of default folders, which can be renamed or deleted as needed. The default folders you see when first accessing your account will resemble the list below:

- Annual Reports
- Articles of Incorporation
- Banking Accounts & Relationships
- Board Job Descriptions
- Business Plans
- Bylaws
- Checklists
- D&O Insurance Policy
- Department Updates
- Employee Benefit Provider Contracts
- Financials
- Fixed Assets
- HR Policies
- Legal
- Policies and Procedures
- Vendor Contracts

## The Hot Topics Center

Commonly, Management will run across articles and other documents that are of general interest to your board and committee members. These documents should be placed in the Hot Topics Document Center to identify them as general purpose reading material. Like all other document centers, you can create subfolders to organize these materials.

## Creating Custom Folders

By clicking the "New Folder" button on a page of a Document Center, it is possible to create new folders and subfolders. Within Directors Desk, unlimited levels of subfolders can be created to organize your materials in the way that best fits your needs.

## Changing the Sort Order in your Folders

When creating or editing a folder, you can change the Sort Order that will be applied to the documents contained within it. Three sort orders are possible:

- Alpha By Document Name – All documents will be sorted alphabetically according to the document name that you enter.
- Month/Year Context – All documents will be sorted according to the month and year that applies to the subject matter of the document. This allows, for example, a document named "January 2005 Minutes" to come *before* a document named "August 2005 Minutes" even though "A" comes before "J" alphabetically.
- Most Recent Uploads First – All documents will be sorted according to the order in which they were placed in the system, starting with the most recent documents.

### What is the default Sort Order within each Folder?

As initially configured, your Directors Desk account will sort the contents of most folders alphabetically. The exceptions to this rule are:

- Hot Topics – *Most Recent Upload First*
- Annual Reports (in Corp. Docs): *Month/Year Context*
- Financials (in Corp. Docs): *Month/Year Context*
- Minutes (in Board/Cmte Docs): *Month/Year Context*

## Customizing and Renaming your Document Centers

It is possible to rename and customize some, but not all, of the elements of your document centers. The fields that can be changed are:

- Board/Committee Document Centers – Cannot be renamed but descriptions can be changed.
- Corporate Documents Center – Can be renamed and descriptions can be changed.
- Hot Topics Center – Can be renamed and descriptions can be changed.

# Adding Documents to the System

*Authorization Level:* Corporate Secretary

## Adding New Documents

New documents can be added by clicking the "New Document" button within a Document Center page or within the page of another area of the application allowing you to create content. Clicking the New Document button will launch the New Document screen in a popup window.

### The Different Document Types

Tabs along the top of the New Document screen provide for four different types of document to be created within Directors Desk:

- <u>Upload a Document</u> – Upload a document from your PC or local network
- <u>Link to a Web Page</u> – Create a link to a web page on the Internet
- <u>Copy an Existing Document</u> – Create a copy of a document already in the system

### Document Descriptions

The description field in the New Document screen is important if you wish to provide a high-level overview that will let your users know what the document is about prior to opening it. The description will appear on pages in which the document is listed alongside other documents (e.g., folder of a Document Center, Meeting Agenda).

### Keywords to Enhance the Search Function

Because all documents are stored in an encrypted format, keywords within documents are not searchable, so the text that you enter in the keyword field can significantly improve users' ability to locate specific materials. You may multiple keywords for added specificity, each separated by a comma or a space. Note that words entered into the Keywords field will not display to the end users.

Document fields that are automatically searched using the "Search for Documents" feature are:

- Document Name
- Author field
- Description field
- Keywords field

### Supported File Types for PDF Conversion

Directors Desk will automatically convert the following file formats to PDF.

- MS Office 2007 and earlier, including Word, Excel, PowerPoint, and Visio
- OpenOffice formats
- WordPerfect
- Common text formats including RTF and TXT
- Common image formats including BMP, GIF, TIFF, and JPG
- PDF (no conversion necessary)

### Common Problems during the PDF Conversion Process and how to Avoid Them

Using the File Upload results in your document being converted automatically into web-ready PDF format by Directors Desk. A majority of the time, there is no preparation necessary on your part in order to create a PDF document matching the formatting of the original. However, the following PDF conversion guidelines will help ensure that your documents are always converted accurately:

- <u>Do a Print Preview</u>. PDFs will come out as they appear when doing a "Print Preview" in Word, Excel, and other applications. If you experience Excel column wrapping, for example, this problem can typically be spotted in advance by using Print Preview.

- Avoid Office Macros. Macros in MS Office documents are not supported by the parser. Documents uploaded with macros will either have the macros removed or will not convert at all.

*Password Protecting Documents to keep them Safe while Stored on Directors' Laptops*

For any and every document in the system, you can set several powerful Digital Rights Management (DRM) options, including establishing password protection. Password protecting a document makes it so that if the document is saved offline, only a fully encrypted and password-protected version of the PDF file is stored offline.

The password protection feature modifies the PDF file such that, in order to open the document, the director must first enter her password. Then, when it is stored offline, the password must again be entered in order to open the document on a laptop.

*Preventing Printing of any Document*

A second DRM option is Prevent Printing. With this option, the print icon in Adobe Reader is entirely grayed out and the document cannot be printed at all (even by hitting Control-P).

## Announcing New Documents to your Directors

Often, the documents that you add to Directors Desk are for reference purposes only and hence it is not desirable to call the attention of your board and committee members to these materials. However, for most other documents, you will want to issue an Announcement to inform users that there is new content in the system for them to review.

To announce a new document, click the square checkbox to the right of it in the document list, then click the "Announce" button at the top of the blue bar above the list of documents. Announcing multiple documents can quickly be done by clicking the checkboxes for multiple documents and then clicking the "Announce" button.

*Announcement Options*

The Announce button will launch the Send an Announcement screen. On this screen, you will be given several important options including:

- Include a listing of the documents – This will list out the selected documents to let users know what exactly has been placed in the system (if your document names contain sensitive references, you should consider un-checking this option).

- Include a link – This will provide a link in the email Announcements that will take users directly to the folder in which the documents are stored after the user logs in.

*Announcing Multiple Documents despite them Having Mixed Access Rights*

Importantly, you can choose to announce all documents in a folder at once even if you have set different rights on each document – the system will send each user a custom list of documents based on his or her specific document access rights.

*Seeing Which Documents have been Announced*

After you announce a document, its Announced Status will change in the dark blue column on the right side of the list of documents.

*Keeping Documents Unpublished so Directors will not see them until you are Ready*

Unpublished documents are kept in a "staging" area such that no end-users outside of your team of Corporate Secretaries can see them until they have been formally approved and Published. In the Corporate Secretary's view, Unpublished documents will appear in a grayed-out fashion in the Document Center pages. When you set the status to Published, the document will become visible to your directors and other end-users.

## Document Access Rights

In Directors Desk, every document contains a unique set of access rights that determine which groups and individuals are authorized to see it. In most cases, the rights on all documents within a folder will likely be the same… but you can just as easily create totally different access rights for each document in a folder. Directors Desk hides or displays documents based on each individual user's access rights, according to the following rules:

1. Folders are only displayed to a user if he or she has rights to open at least one document within the folder or within one of the folder's subfolders. Otherwise, all folders remain hidden.
2. Even if a user can open a folder, he or she will only see the documents to which they have been granted access. All other documents remain hidden from view.
3. When searching for documents, users only see documents to which they have access in the Search Results screen.

### *Viewing and Changing Access Rights*

Document rights are managed by navigating your Document Center folders and setting rights on documents individually or on multiple documents at once. The column on the right-hand side of your document list conveys to you the Rights Status of each document. The Rights Status is identified as a small icon of two people combined with text which reads "X users," where X denotes the number of individuals who have rights to open the document.

To see which individuals these are, place a checkmark in the checkbox to the left of the document and click the "Rights" button at the top. This will take you to the View Rights screen, showing a listing of the groups and individuals that have been assigned access rights. To change these rights, click the "Change Rights" tab on this screen to go to the Change Rights screen.

### *Changing Rights on Multiple Documents at Once*

You can view or change the rights on all documents in a folder at once by clicking the "check all" link above the checkboxes and then clicking the Rights button. To set all document rights to be the same, set the "Change Rights On" radio button at the bottom of the Change Rights screen to "All Listed Documents" and then click the Set Rights button.

### *Using Inheritance of Rights to Keep your Access Rights Up-To-Date at all Times*

One thing you certainly want to avoid is having to go into each and every document folder and re-assigning rights each time you add new users to Directors Desk. Fortunately, you don't have to as long as you properly use Directors Desk's "inheritance of rights" feature. By assigning rights to a group such as a particular board or committee, the rights that you set will subsequently become inheritable for all group members. For example, if you assign rights allowing your Board of Directors to view the Annual Reports, then you will not have to modify these rights as new users join your board. Rights will simply be granted to them by virtue of having joined the board and inheriting the rights.

### *Rights that are Pre-Assigned Automatically when New Content is Created*

Directors Desk bolsters your productivity by *pre-assigning* rights for you. After adding a new document to a Document Center, you will be presented with a screen showing the rights Directors Desk has pre-assigned, and you can simply accept these rights or make changes to them on that screen.

The rules Directors Desk employs to pre-assign rights are:
- Board Documents – Rights are assigned to your Board of Directors.
- Committee Documents – Rights are assigned to the Committee in question.
- Corporate Documents – Rights are assigned to your Board of Directors.
- Hot Topics – Rights are assigned to your Board of Directors.

### *Setting up your Own "Pre-Assignment Rules"*

The pre-assignment rules will only be applied when you are adding new documents to an _empty_ folder. Once you have added the first document, Directors Desk will rely on the rights that you have defined for previous documents, using the most recent document as the template for your rights. Again, the system will show you these rights and give you the opportunity to change them.

## Advanced Management of Existing Documents

- Editing Documents. Editing a document allows you to change all of its properties. To edit a document, click the round radio button to the left of the document, then click the Edit button.
- Version Control. Directors Desk automatically handles your version control by archiving document versions as you upload revisions. To upload a newer version of any document, simply click the Edit button for a document, and then click the "Upload Newer Version" button.

- Moving Documents. To move a document to a different folder in any of your Document Centers, click the checkbox next to it, then click the Move button. This will take you to the Move Document screen, which will display a listing of all folders and subfolders within your Document Centers. Simply click the radio button next to the destination folder, and then click the Move button.
- Deleting Documents. Documents can be deleted by clicking the checkbox next to a document, then clicking the Delete button.

## Approving and Rejecting Documents "Suggested" by your Directors

When a user with Content Contributor rights wishes to add content to the system (either for an upcoming meeting or in a document center), they can suggest a document. The Corporate Secretary for the appropriate area will automatically be notified that there is a Suggested Document to review via the following means:

1. The Corporate Secretaries having control over the Board/Committee area in question will receive an email alert (unless the user chooses to notify only specific Corporate Secretaries)
2. An action item will be created for the Corporate Secretary in the "New Items to Review" box on the home page
3. The Documents Center main page will appear "lit up" in gold and will display the number of pending Suggested Documents requiring that action be taken

You may "Take Action" on the suggested document by reviewing the document, then either approving or rejecting it. During the approval/rejection process, you may also send a message to the person telling them why you accepted or rejected the document into the system.

## Restoring Documents Deleted by Mistake

If you have deleted a document in error, you can restore it (subject to your document retention policy) by using the following procedure:

1. Go to the Search for Documents screen within any Document Center
2. Set the Status field to "Deleted" and leave the Keywords field blank
3. Press the "Run Search" button
4. On the Search Results screen, click the Restore button next to the document in question

To assure that you are given the opportunity to verify a restored document's settings prior to it becoming visible to end-users, restored documents will be moved to the root of the Corporate Documents area in an Unpublished status. Simply navigate to Corporate Documents, move the document to its proper location, and set the status to Published.

# Secure Email

### Sending a Message

To send a message, click the "Compose Message" button on the Secure Email screen, select the group and/or individual recipients, and press the "Send" button.

### Checking for New Mail

Within moments of receiving a new Secure Email message, you will receive a new message in your conventional email account notifying you that you have a message to review. A link in that conventional email message will take you directly to your Secure Email inbox upon logging into Directors Desk.

### Organizing Your Messages

You can conveniently organize your Secure Email messages into custom folders by clicking the checkbox on the right hand side of any message and selecting "New Folder" in the "Move to folder…" drop-down menu. This screen will ask you to create a name for your new message folder. You can also create new folders by clicking "Manage Folders" on the left-hand side of the page.

### Deleting Old Messages

Deleting Secure Email messages sends them into your Trash box. From there, messages are removed from your Directors Desk account.   However, permanent deletion will be contingent upon the document retention policy governing your corporation, which takes precedence.

# Discussions

*Authorization Level:* *Discussion Manager, Discussion Master*

Discussions allow committee members and other groups of individuals to carry on a dialogue in between regularly scheduled meetings. Discussion forums are closed and private; individuals outside of those who are specifically invited cannot even see that a discussion is taking place.

## Administration of Discussions

The Discussions area of the application uses an ownership-based methodology for discussion management. Every discussion in your system will have one identifiable owner who is responsible for creating and managing it. Discussion Managers are users who have the ability to create new discussions and thereby become discussion owners. The discussion owner model makes it possible, if desired, to have a number of individuals on your boards and committees creating and managing discussions individually.

The Discussion Master role gives users access to see and manage all discussions in the system. Therefore, it is fairly common to assign Discussion Manager rights to various committee chairs and give your primary Corporate Secretariat centralized access as Discussion Masters.

## Creating a New Discussion

Discussion Managers can create new discussions by clicking the "New Discussion" link in the Actions sub-menu of any page in the Discussions area of the application. Doing so will lead to the Discussion Wizard, a tab-based tool to manage the properties of each discussion. The Discussion Wizard consists of the following tabbed pages:

- Topic – Set up the topic to be discussed
- Participants – Invite groups and individuals to participate in the discussion
- View Discussion – Preview the discussion and send an Announcement to all participants

## Making a Discussions Visible to or "Auditable by" Users outside the Core Group

Discussion participants can be invited as groups or individuals, allowing, for instance, a Finance Committee Chair to invite all members of his or her committee at once. Participants can also be invited in "View-Only" mode, meaning they will be able to view the discussion as it happens, but will not have the ability to post comments of their own. This option is useful if, for example, your CEO wishes to remain informed of discussions in progress but will not be involved in them.

## Announcing (and Re-Announcing) the Discussion to Ensure Active Participation

After a discussion has been created, it should be announced in order to let the participants know about it. To announce the discussion, click the "Announce" button on the View Discussion screen. Note that discussions do not get announced automatically by the system; you must manually announce discussions.

Keep in mind that you can re-announce discussions at any time as well, in order to keep participants active. There is even a special announcement type that will only send the announcement to individuals who have not yet participated. To use this, click the Announce button and then in the "Send an Announcement" window, choose the "reminder to join (to individuals with no postings" option in the Message Type field.

## Archiving or Canceling a Discussion

To archive a discussion that is no longer applicable, go to the Discussion Topic screen and set the Published Status to "Archived" and click the Save button. Archived discussions are set to read-only mode for your record-keeping purposes. This same procedure should be used to cancel a discussion created in error; for these discussions, you may also wish to remove all participants before archiving it so that it no longer appears in users' discussion pages.

## Searching for Archived Discussions

Once a discussion is archived, you can search the archives for a specific topic or keyword by using the search bar on the left. You can also sort archived discussions by clicking on the Headers at the top of the vote list (Vote Topic, Date Created,

and Date Archived). If you are a Discussion Manger or Master, you will also see how many posting were associated with each topic.

# Votes

*Authorization Level:* Vote Manager, Vote Master

Directors Desk offers a robust online voting/approving module that many clients use for unanimous consents and officially binding votes. The vote functionality allows each director to click on a "Cast Vote" button to vote on or approve Board resolutions, Consent Agenda items, and other initiatives.

## Administration of Votes

The Vote area of the application, like the Discussion area, relies on an ownership-based approach. Every vote in your system will have one identifiable owner who is responsible for creating and managing the vote. Vote Managers are users who have the ability to create new votes and thereby become vote owners.

Vote Masters, by contrast, have the ability to see and manage all votes in the system. Most companies extend Vote Manager rights to select committee chairs, and make their primary Corporate Secretaries the core Vote Masters.

## Creating a New Vote

Vote Managers and Masters can create new votes by clicking the "New Vote" link in the Actions sub-menu of any page in the Vote area of the application. The Vote Wizard consists of:

- Topic – Set up the topic to be voted upon
- Participants – Invite groups and individuals to vote
- View Vote – Preview the vote and send an Announcement to all participants
- Reports– Create a high-resolution, full-color, printable vote report containing all directors' signatures

### Attaching Minutes and Other Documents to Vote On

On the Vote Topic screen, you can upload one or more documents, such as minutes, for the vote. A typical vote consists of a clear and concise set of voting instructions placed in the Description text field and one or more "exhibits" to the vote such as a Minutes document.

### Setting up Anonymous Votes

On the Vote Topic screen, check the "Anonymous Vote" box in order to ensure each voting participant cannot see how other members have voted.

### Letting Participants "Nullify" a Unanimous Written Consent

Many companies feel it is a good governance practice to provide directors with an "out" when it comes to UWCs. If, for example, a director feels the item requires additional discussion in the next board meeting, she can choose a "cancel vote" option and thereby remove the item from the UWC and open it up for discussion. To set this up, check the "UWC Nullify Option" on the Vote Topic page.

### Setting Up a Vote that is Legally Binding in All 50 States

Most states' electronic voting acts require that some form of advanced authentication be used in order to make a digital signature "count" as a real signature. Although the act of logging into Directors Desk in itself is enough for most jurisdictions, the "Signed Vote" option on the Vote Topic page takes things a step further by requiring that your directors re-enter their password at the time they cast their vote. This ensures that if they have stepped away from their computer for a minute, someone else cannot have voted on their behalf while they were away. Please note that in order to create a legally binding vote in your particular jurisdiction, you must check with your own corporate bylaws, your own state laws, and with your own legal counsel; we make no guarantees that this feature will or will not create a legal vote given your particular circumstances.

## Printable Vote Reports Showing your Directors' Signatures

The Reports tab for your vote allows you to run vote reports that come out as high-resolution, full-color PDF documents that you can send to your color printer. Each report will bring in all of the documents and instructions related to the vote, as well as full-color signatures for each director. To set this up, you must first follow the steps below:

1. <u>Obtain Director Signatures</u>. If you do not already have JPG signatures from your directors, have them sign a sheet of plain white paper during your next board or committee meeting. Then, for each signature, scan it at 300dpi or 600dip full color. Make sure the image is saved in JPG format, and ensure it is cropped so that there is not too much white space around the signature.
2. <u>Upload Director Signatures</u>. In the Manage System area, click on User Accounts, and then click on a director to modify his or her account information. In Section 2 "Roster Information," click on the Digital Signature link and then upload the JPG file for that director.
3. <u>Set a Print Size</u>. In the Digital Signature upload window, be sure to set a good size for each director's signature. A common width is 2.5 inches; some signatures may need a bit more or less width to look good on your reports.

Once your digital signatures have been captured, simply follow the instructions on the Vote Reports tab for a completed vote in order to generate your printable vote reports.

## Announcing (and Re-Announcing) Votes to Capture Votes Quickly

After a vote has been created, it should be announced in order to let the participants know about it. To announce the vote, click the "Announce" button on the View Vote screen. Because not everyone may vote on it right away, it is possible to send "nagging" reminders to those individuals who have not yet voted. To do this, change the "Send an Announcement" drop-down menu to "Reminder to Join (to individuals who haven't voted)" when you are sending out the vote announcement.

## Archiving or Canceling a Vote

Votes with deadlines assigned to them will be archived automatically by the system once the deadline has passed, as long as you check the "Auto Close" checkbox next to the vote deadline on the Topic tab of the vote. Archived votes are stored in read-only mode, allowing no further changes to the descriptive fields and allowing no further votes to be cast. Archived votes exist for record-keeping purposes only.

If a vote needs to be cancelled because it was created in error, this can be done on the Vote Topic screen by setting the Published Status to "Archived" and clicking the Save button. You may also wish to remove all voting participants beforehand, so your users will not even see the vote in their archives lists.

## Searching for Archived Votes

Once a vote is archived, you can search the archives for a specific topic or keyword by using the search bar on the left. You can also sort archived votes by clicking on the Headers at the top of the vote list (Vote Topic, Date Created, and Date Archived).

# Surveys

*Authorization Level:* Survey Manager, Survey Master

The powerful surveys module is a great way to send out D&O Questionnaires, Conflicts of Interest, Board/Committee Performance Evaluations, Self Evaluations, and general questionnaires. Using the Surveys module, you are able to build any form of survey in Directors Desk quickly and easily. Once the survey is built, you simply tell the system who the respondents are, then send out the survey announcement emails. Once your directors begin filling out the online questionnaires, you can see the results immediately. Survey reports then automatically collate the reports, providing statistical information and even graphical representations of the response sets.

## Creating a Survey

New surveys are created by clicking the "New Survey" link in the Actions submenu on the left side of the Survey tab. The survey wizard will walk you through the following steps involved in creating your survey:

- Topic Tab. Set up the basic survey details
- Respondents Tab. Assign who is completing the survey
- Peers Tab. If you are creating a Peer Evaluation, this allows you to select which peers are being evaluated
- Questions Tab. Build out your custom survey questions
- View Survey Tab. Preview the survey
- Analyze Results Tab. View status of surveys and view and share reports

To navigate directly to one of the steps of a created survey, simply click on one of the tabs. However, to make changes to any particular section of the survey, the "Save Changes" button at the bottom of each screen must be pressed. Clicking on a tab does NOT automatically save any changes made on screen.

### The Three Types of Surveys you can Create

On the Topic tab, you will note that the first question the system asks you is which type of survey you wish to create. The choices are:

- General Questionnaire. This is a type of survey in which each respondent answers the same set of questions. This type of survey is appropriate for conflict of interest questionnaires, general evaluations, and other forms of general information gathering.
- Peer Evaluation. These are useful when you want to have one group of individuals (the respondents) evaluate the performance of another group (the peers). Peer Comparisons are also useful in providing advanced peer comparison reporting, allowing you to see peers' performance side-by-side on one report.
- Self Evaluation. These allow individuals to evaluate their own performance.

### Setting a Survey Deadline

Should you include a deadline on your survey, you can optionally use the auto-close feature and the system will close the survey automatically once your deadline passes.

### Formatting your Survey with Categorical Sections

By default, your survey will have a simple numbering scheme in which questions are numbered 1-N. You can additionally organize your survey into categories. For instance, Section I might contain questions dealing with "Known Conflicts" and Section II might contain questions dealing with "Potential Conflicts." To create categories in this manner, check the "Categorize Questions" box on the Topic tab.

### Making your Survey Anonymous

Many times nobody—not even the administrator who is creating the survey—should be able to see which respondents answered each question. This is possible by using the "Make Users Anonymous" option on the Topic tab. The system will keep all respondents' identities secret at all times.

## Managing Survey Respondents

The Respondents page is where you select the individuals who will complete the survey.

### Use Caution when Editing your Survey Respondents

Caution should be exercised in changing your respondents list once your survey has been published. Removing a respondent from the survey after they have already answered it in part of in full **will permanently erase** their answers.

### A Note on Group Management and Inheritance

Please note that, unlike in certain areas of Directors Desk, Surveys do not make use of group-based inheritance of rights. If you select the Board of Directors as the group in the Participants list, individuals who become members of the Board of Directors after the Survey has been set up *will not automatically* be added to the Survey.

## Creating Survey Questions

The Questions tab allows you to create an unlimited number of questions for your survey. Directors Desk supports six different types of answers that can be entered, allowing you to create virtually any kind of survey question. You can explore the answer types and how they will appear in your survey by creating a question, then clicking the "View Survey" tab to view your survey as it currently stands.

### Requiring Answers and Explanations

Should you check the "Answer Required" checkbox, your respondents will not be able to skip the question. Additionally, you can check the "Require Explanation" checkbox for any particular answer value entered by your respondents.

### Setting Default Answers for your Users

You can pre-fill the answer to your question by using the "Set as Default" checkbox. If you require personalized defaults, you can do this by using the "Enter Data" feature available in the "View Survey" left-hand Actions menu.

### Importing Questions from Previous Surveys

The "Import Questions" feature is a powerful tool allowing you to import a complete survey question set, or only certain questions from other surveys you have created in the past. Click the "Import Questions" in the Action bar on the left side of your screen.  Here you can search for surveys based on dates, type and keyword.  Once you select a survey, you may choose which questions you wish to import and where on the new survey you would like them to appear. You may import any number of questions from any number of surveys.

### Re-Numbering Your Surveys the "Quick and Easy Way"

On the View Survey tab, there is a special "edit" mode that you can use to renumber your survey questions quickly and easily. To enter this mode, click the "Edit Survey" link on the left-hand side of the View Survey tab.

## Previewing and Announcing the Survey

The View Survey Page is where you, as the Survey Manager, can preview the survey and take additional actions in the management of your survey. In the left-hand actions menu on this page, you will note four important activities allowing you to perform advanced management of your survey:

- Preview Survey. The preview mode allows you to see the survey as it will be presented to your respondents.
- Edit Survey. An advanced editing mode that lets you quickly and easily reorganize the survey.
- Create Printouts. Allows you to generate hard copies of the survey to mail or fax to directors, if necessary.
- Enter Data. Allows you to pre-fill answers for a particular director or enter answers on their behalf if you have sent the survey to them via hardcopy.

### Send a Paper Survey to "Non-Electronic" Board Members

If you have directors who still prefer paper, you can generate a paper version of your survey to distribute to users by mail or fax. On the "View Survey" tab, click "Create Printouts" on the left menu and select each person's name for whom you want a printout.  These surveys will be generated on a per-person basis so that their answers can be entered on their behalf once they are completed.

Once a user sends back their answers, you must enter their data into the system. To do this, click the "Enter Data" link on the left menu and select that user's name.  Simply go through the survey and fill in their responses as they would have done. Note also that when you enter answers in this manner on someone's behalf, the individual reports will note who entered the answers in Directors Desk for that respondent.

*Pre-Filling Customized Answers for Each Survey Respondent*

Often, it is desirable and even mandatory that the survey a director sees starts off with answers completed for them, and these answers pertain only to that specific individual. For instance, D&O questionnaires commonly list out how many shares of stock each director owns; this varies by individual and you may not want each director to see how much stock other directors own. To pre-fill answers for each director in this manner, click on the "Enter Data" link on the left side of the View Survey tab, then choose a respondent, then complete the answers for them.

## Publishing, Announcing, Closing, and Archiving Your Survey

Surveys have a more complex life-cycle than any other type of content in Directors Desk. It is important to understand this life cycle as you cannot perform certain actions if your survey is in the wrong "stage" of its life-cycle. Here is a summary of the survey life-cycle:

- Unpublished. In this stage, you build out the questions. No respondents can see the survey yet.
- Published. In this stage, you can no longer modify the survey questions. You can, however, announce it to your users, and your users can complete their answers for the survey.
- Closed. In this stage, your users can no longer complete the survey or change their answers. You, however, can still enter answers on the behalf of any users who may have received the survey via hard-copy. Additionally, you can run survey reports and share these with other people.
- Archived. In this stage, all elements of the survey are locked and no changes can be made.

## Seeing who has Completed the Survey (and Re-Announcing to those who Haven't)

The Analyze Results tab provides you with a completion status that is kept up-to-date at all times. It also shows you the names of individuals that have (and have not yet) completed the survey. Remember that you can re-announce the survey at any time, and on the Send An Announcement screen you can change the Message Type dropdown menu to "reminder to individuals who haven't done so" in order to send an alert just to the stragglers!

## Creating and Sharing Survey Reports

The Analyze Results tab allows you to generate survey reports and then share those reports with others within your organization. You will note that there are several different kinds of reports you can run, and that these vary based on the type of survey you created. For instance, the Peer Comparison Report is only available if you have created a Peer Survey.

Additionally, every survey report you create has three "modes" that determine how much data it contains. These three modes are:

- **Complete** – Contains summary-level data, explanations entered and then names of respondents that typed in those explanations.
- **Standard** – Contains summary-level data and explanations entered by respondents, but does not list out which respondents typed in those explanations.
- **Limited** – Contains summary-level data; does not contain any explanations.

*Sharing Reports with Other Users*

The Analyze Results screen allows you to share the results of surveys that are in Closed or Archived status with any other user(s) in the system. For instance, you can share the results with your CEO or board chairman. If you do not see the option to share your survey on the Analyze Results screen, it is because your survey is still in Published status. Change it to Closed and you will see this option.

Take note that all survey respondents will *automatically* see a report containing their own survey, so you do not need to share the survey respondents if all you wish to do is make their personal answers available to them.

# Roster

The Roster area of Directors Desk allows board members to view all other individuals' profiles for contact purposes, to obtain background information about each person, and view board and committee composition.

## Viewing Members of a Particular Committee

By changing the "show roster for" drop-down at the top of the Roster page, you can change the view to show only the members of a specific board or committee.

## Adding a User to the Roster

A user's contact information is automatically imported into the Roster based on the contact information that you supply in the "Roster Details" section of the User Details screen.

## Allowing Users to Edit their Personal Roster Details

All users are able to edit certain basic information about their roster details; for instance if they see that their address is incorrect, they can change that. For a complete list of which fields your non-administrative users are able to change, see the "User Accounts" section of this document.

## Receiving Alerts When Users Edit their Personal Roster Details

You can configure the system to send email alerts to your System Administrators any time a user changes his or her roster details. To see how this is done, visit the "User Accounts" section of this document.

# Reports and Data

*Authorization Level:* System Administrator

Directors Desk offers a wide range of features allowing you to run reports and pull data down from your account. Many of these features are centralized on the Reports and Data page, which is located in the left-hand Manage System area off of the home page seen by your System Administrators. Other reporting options, described below, are available "in-context" within various pages of the application.

### Downloading Data to Excel

The "Download Data" reports available on the Reports and Data screen give you the ability to instantly pull data out of your account and into Excel. The reports that are available on this screen give you access to user contact information, your boards and committees, meeting details, and more. All reports that you check off will appear as Excel files available for you to download.

### Director Term Reports

The Term Report allows you to see at a glance, which board and committee seats are going to need to be filled in the near future. To see and run these reports, you must enable the Director Qualifications module and enter term information for your directors. Note that the term information for your directors is the only information that need be entered to run these reports; you may therefore choose to run these reports without having to enter extensive Qualifications information about your directors.

### Board Composition Reports and Director Search Reports

Both of these reports are particular to the Director Qualifications Module and are discussed within that section of this document.

### Password Change Report for Users

For every one of your user accounts, you can see a complete and accurate log of when their account was created and when their password was reset, as well as by whom. To access these reports, click on a user in the User List screen, and then on the User Details screen for that user, click to expand the "Show Reports on this User" menu and open up the Account/Password History report. Or, to see a list of all users' password changes at once, access the Password Reset report on the Reports and Data > Download Data page.

### Instant Password Change Alerts

As a security measure, many clients wish for their System Administrators to receive instant email alerts every time a user's password is changed. This can be configured as part of your account security platform by contacting your account manager or the Help Desk; simply ask them to turn on the "send password change alerts" feature for you.

### Instant Before and After Reports when Users Change their Roster Information

Because all of your users can change certain information about their roster information (described in the User Accounts section), you may wish for your System Administrators to receive reports showing the "old" fields and the "new" fields whenever this happens. To configure this, check the "Send System Admins an email of changes users make to their contact info" checkbox on the bottom of the User Details screen for any user. The change will apply for all of your users.

### Board and Committee Membership History Report for Users

A second report located in the "Show Reports on this User" menu within every user's User Details screen is the Group Membership History report. This report shows every board and committee into which the user in question has been made a member, as well as groups from which she has been removed. It also shows the date and by whom the changes were made.

### Previewing How Each Director will see the Meeting Agenda and Meeting Book

Because Directors Desk allows you to create different versions of the agenda and books for each meeting attendee (up to four distinct versions), you may wish to see a preview of exactly what each director will see when he or she clicks on the

meeting in the calendar, prior to sending out your meeting announcement. This can be done by clicking the View Meeting tab for the meeting in question, and then clicking the "View as Attendee" link in the left-hand actions menu.

### Reports to Verify if a Director was Properly Notified of a Meeting, Event, Vote or Survey

Should the question arise whether proper notice was given for a meeting, event, vote, survey, discussion, or other type of content in the system, you can access these reports in the Announcements area visible to your System Administrators on the left-hand side of their home page. Additionally, you can simply click on the meeting (or other type of content) and access this historical report directly. After clicking on the meeting, look in the main toolbar at the top of the meeting and note where it says "Meeting has been Announced?" There will be a small "Yes" beneath that. Simply click on the word "Yes" to view the full announcement history for that meeting.

### Creating Printable Vote Reports with your Directors' "Virtual" Digital Signatures

In addition to letting you cast fully legal electronic votes, Directors Desk makes it possible for you to generate high-resolution reports in full color showing each of your directors' signatures. The reports look identical to what you would produce using a "paper based" system, as if your directors had signed the vote in person. To set this up, see the Votes section of this document.

### Sharing Vote Results with CEOs, Chairmen and Others

Once a vote has been completed, it is very common to share the results with your CEO, Chairman or other interested individuals. You can of course simply print out the vote and send it to them… or you can use Directors Desk. To do this, return to the Participants tab of the vote after your vote results have been collected. There, check off the names of any individuals with whom you wish to share the results, using the second column of checkboxes labeled "non-participants with view-only rights." After pressing save, those individuals will be able to see the vote; they cannot of course cast a vote but can see the results. Next, you can even send an announcement to let these individuals see the results. To do this, click on Announce and then in the Send an Announcement window, edit the recipients to include only these view-only individuals.

### Creating Survey Reports and Sharing with Other People

The Surveys module contains a wealth of reports allowing you to analyze your survey results in myriad and interesting ways. These are all available on the Analyze Results tab of any survey, so long as the survey's status is Closed or Archived. You can also share these results by clicking the "share" options, with your CEO, chairman, or other individuals.

### Inventory of Documents Stored in your Account Report

It is possible to pull reports at any time providing a full inventory of documents in your account. These reports are located on the Reports and Data > Download Data page and are called, respectively, "Documents_DocCenters" and "Documents_Meetings." The first provides an inventory of documents in the "Documents" area of your system, and the second provides an inventory of documents in the "Calendar" area of your system.

### Reports Showing When Users Opened Various Documents

Depending upon how you have configured Directors Desk, it may be possible to pull reports showing when various documents were opened by your users. These reports are available on the Reports and Data > Download Data page and are called "DocViews_DocCenters" and "DocViews_Meetings." In order to see any data, your retention settings must be configured with the "Reviewed Status:Documents Area" rule and/or "Reviewed Status: Calendar Area" rule set to enable tracking.

# Director Qualifications Module

*Authorization Level:* System Administrator

If you perform most of your board and committee recruiting in-house, the Director Qualifications Module is sure to save you time and improve your workflow. This feature allows you to create "Candidate" user accounts in Directors Desk, which are users you view as eligible for upcoming board and committee seats in the future. It only takes a few moments to enter pertinent information about the "Candidate" such as their relevant skills and qualifications, their board/committee experience, their work history, and even their demographics.

Once that is done, a series of powerful reports is available to help match your open board seats to potential candidates. It is even possible to use the system simply as a means of tracking the performance of your current directors; this is very helpful when it comes time for re-election.

## Enabling the Director Qualifications Module

By default the Director Qualifications Module has been turned OFF in your account. If you are a System Administrator, you can turn the system ON to begin making use of it. To do this, go to the System Settings page and click "Enable" in the Director Qualifications section.

## Creating a New Candidate User

Under User Accounts, click "New User Account." Then, in the Login Information block, note the new Account Status type called "Candidate." These users are those you are considering adding at some point to your board or committees. Note that Candidate users do not appear in any lists in Directors Desk; they cannot log in, do not appear in the Roster, and will not show up in any place where your non-administrative users could see them. They are purely in the system so that you can run reports on them and, possibly, convert them to full user status if they are eventually elected to your board or committee.

## Entering Qualifications Data for Candidate Users

On the main User List screen, note the new column titled "Qualifications." This column shows the status of your Candidate users--whether Qualifications data has been entered for them yet or not. Click the "Edit" link to enter Qualifications data for your new Candidate user. This will take you to the Edit Qualifications screen for that user.

## Setting Up your Custom Skills & Qualifications Criteria

Once you are on the Director Qualifications page, you will notice a set of default criteria for Skills and Qualifications. Most likely, these generic skills and qualifications are not specific enough to suit the information you are looking to capture about your candidate pool. To customize these criteria in your account, simply click the "Customize Skills & Qualifications" link in the left-hand menu of the page. This option is also available on the System Settings page.

## Setting Up your Custom Performance Criteria

The Performance Criteria section of the Edit Qualifications page captures information about how your existing board and committee members are performing in their duties. As with skills and qualifications, all of the generic Performance criteria that you see on that page can be customized within your account. Simply click the "Customize Performance" link in the left-hand menu or on the System Settings page.

## Running Term Reports to Determine Upcoming Open Seats

Typically, the first step in determining which board and committee seats you will need to fill is to run a Term Report. This report is available on the Reports and Data page, and it automatically highlights for you the seats that are becoming vacant in the near future. Note that the "Term Number" field will appear here, allowing you to see whether your director is on his first, second, or third term and thus know whether he or she must vacate the seat or not.

## Running Board Composition Reports

The second step in filling your vacant seats is to determine which skills and expertise might be lacking for the board or committee in question. To this end, you can enter "Target" percentages when you create your custom Skills &

Qualifications criteria. This will help the system find variances between the <u>current</u> composition across these various metrics and your <u>desired</u> composition.

### Running Director Search Reports

Now that you know which seats must be filled and have a good picture of the necessary Skills & Qualifications to profile directors necessary to fill those positions, you are ready to search against your pool of available Candidates. The Director Search Report allows you to enter any combination of criteria to match your ideal candidate, and will even rank your candidates by the order in which they match your target profile.
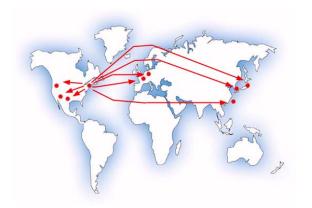
### Converting Candidate Users to Active Users Post-Nomination

Once a Candidate user has been accepted onto your board or committee, simply switch their account type to make them an active user, and they will have access to Directors Desk!

# Enterprise/Subsidiary Management System

The Directors Desk Enterprise/Subsidiary Management System is a **patent-pending technology** that helps organizations reduce the time and complexity involved with managing dozens or hundreds of subsidiary or related-entity boards.

If you are an Administrator managing five, ten or twenty boards that are either related in some way or belong to subsidiaries, then you know how time-consuming and difficult it can be to disseminate information to these diverse boards around the world on a daily basis.

### Enterprise Management for "Joint" Meetings Across your Subsidiaries

It is common for organizations to create committees comprised of members of the parent board as well as one or more members representing each subsidiary board. For instance, a Compensation Committee might consist of various members of a company's subsidiary boards.

If, for example, you have a parent-level board and nine subsidiary boards, you might have a Comp Committee made up of members from across all ten accounts. What this means is that to distribute meeting materials in a traditional portal, you have a duplication of effort issue. Most board portals will require the Corporate Secretary to create duplicate copies of the materials—one set for each "company account" that exists in the portal. Therefore, you will need to log into ten separate accounts, create ten copies of the agenda, upload the documents ten times, and make ten separate announcements. Let's not even get started on how last-minute updates get made.

With Enterprise Management activated on your account, you can actually create just one copy of the materials and distribute it across all of the subsidiary boards with one click. Last-minute updates? Again, one click.

### Enterprise Management for Document and Report Distribution

Another common scenario is the need to distribute reading materials to subsidiary board and committee members. Again, with your typical board portal, you will need to post ten copies of the same document to ten separate accounts.

When you activate Enterprise Management in your Directors Desk account, you will be able to post documents to a new "Enterprise Documents Center." By posting documents within the parent board account, you can simply flag documents so that they appear in the subsidiary accounts as well. All users—across all ten boards—can be notified instantly with one click of an "announce" button.

### Activating Enterprise Management in your Account

To activate Enterprise Management, please contact your account manager or implementation specialist. There is no charge to begin using Enterprise Management, outside of the per-user licensing fees that may be required should you add new boards and committees to your subscription. Your representative will walk you through the steps needed to create the enterprise relationships that "tie" your boards together, and will provide complete training on how to fully take advantage of this patent-pending system to begin realizing a dramatic time and cost savings immediately.

# Document Retention System

*Authorization Level:* System Administrator

Directors Desk is equipped with an extremely flexible document retention module that allows you to set specific policies with regard to how long content of every type should exist within your system. For instance, your counsel may elect to have all meeting documents permanently destroyed one year after every meeting; or you can set meeting documents to reside forever. Alternatively, you might wish for meeting documents to remain online for three years but be visible only to the Corporate Secretariat once the meeting has passed. This and much more is possible on your account using the Document Retention System.

## Configuring your Document Retention System

The document retention system can be configured on the System Settings page, which is visible to your System Administrators.

Accordingly, the system contains several safeguards to protect you against inadvertent changes to your rules that could lead to an accidental loss of data. The safeguards, you will note, are modeled after those of missile silo operation in which two operators must turn a key simultaneously as the keyholes are located too far apart for one person to do it alone! These safeguards are:

- Safeguard #1: Changing your document retention rules can only be done by your System Administrators. Neither your Directors Desk account manager nor the Directors Desk Help Desk can do this for you.
- Safeguard #2: Turning your retention system on or off can only be done by your Directors Desk account manager or by the Directors Desk Help Desk; your own System Administrators cannot do this.
- Safeguard #3: A 24-hour period must elapse in order to turn the system on after any change is made to your retention rules. This minimum time period is in place so that you can preview expired content and verify that the rule has been applied correctly. Because the retention engine runs on schedule every night and "flags" expired content for deletion, you cannot change your rules and verify the effect of those changes in the same day.

## Effect of Leaving your Document Retention System "Off"

All new accounts in Directors Desk start with the Document Retention System set to "off" or "disabled." To understand what this means, it is important to understand that the retention engine has two "steps" it goes through. The first is simply flagging content in your account as being expired. Even if your system is set to "off," any content in your account will still be flagged for deletion if, according to the rule in question, that content is old and expired. The second step is where the retention engine hard-deletes data that is marked as expired. When your retention system is set to "off," the first of these steps fires every night but the second does not. Accordingly, you can always see what data would be expired if the system were set to "on," but you are at no risk of having data actually deleted.