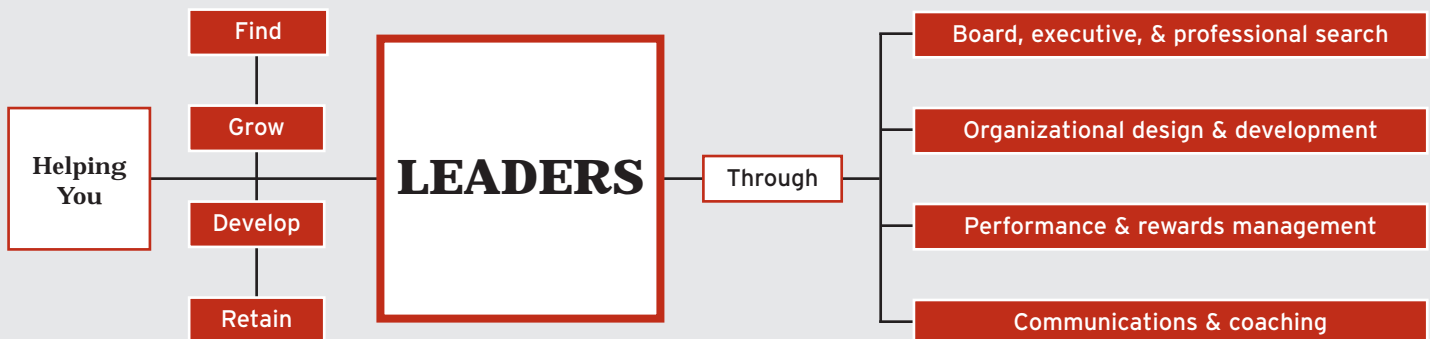


Experts in Human Capital



The Governance Group, Inc.

on-target solutions



Every successful business relies on a combination of tangible and intangible assets, including tools, equipment, facilities, operations, and infrastructure (administration, finance, technology). But a huge part of the equation consists of people, their placement, and their needs—what today we call “human capital”—the arena that encompasses governance, organization, jobs, rewards, and communications.

The mission of The Governance Group is to be your premier outside resource for meeting your human capital needs, including the recruitment, deployment, development, and retention of Boards, executives, managers, and senior professionals. We use our experience to assure your success, supporting you in every area of human capital management so that you have the right talent at the right time with the right skills and experience performing the right functions to maximum effectiveness in both good times and bad.

The Case for Outside Help

Why use The Governance Group instead of internal staff? Sometimes it’s a matter of workload. Sometimes practical considerations dictate complete confidentiality. At other times, Boards or top executives want to retain their own counsel and ensure total independence. Often, it’s an issue of expertise and contacts: because we focus exclusively on our two core businesses—search and human capital consulting—we keep current on issues, information, and people, enabling us to act with focus and few detours to achieve the results you need. And always, you can count on our objectivity.

In the most sensitive of assignments—such as mergers, acquisitions, reorganizations, and downsizings—we help you identify the people you can’t afford to lose, pinpoint nonperformers you can’t afford to keep, and find ideal candidates to augment existing staff or replace those not achieving. We also help you craft the ideal organization to meet changing needs (growth or reduction), define compensation and other recruitment and retention tools, and communicate appropriately both inside and out so that your goals, your needs, and your actions are clear.

Unlike internal staff, our outside experts have the unique ability to see, understand, apply, and explain requirements, decisions, and actions from differing perspectives—not only the employer's, employee's, and prospective employee's, but also those of such key constituents as Boards, stockholders, customers, and more. With existing staff as well as those newly placed, Governance Group professionals can serve as both confidential sounding board and hands-on coach, providing organizational, compensation, and communications advice that ensures the organization continuing success.

Whatever the specific assignment for which we are engaged, we remain always attentive to the broad issues—talent acquisition, development, succession, and retention—vital to your organization's long-term health.



Our Consulting Expertise

While we are best known for executive search, we offer a broad array of consulting services. Key among the functions we perform to help you achieve the highest level of performance are advice and support for Board, executive, manager, and senior professional:

| | |
|----------------------|-----------------------------|
| Search | Organization transformation |
| Assessment | Counseling & coaching |
| Research | Rewards |
| Retention management | Communications |
| Succession planning | |

Our Industry Expertise

While The Governance Group has performed work in virtually every industry and business sector, we have particular experience and expertise in:

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|----------------------------|--------------------|
| Accounting & consulting | Energy & utilities |
| Commercial real estate | Financial services |
| Construction & engineering | Outsourcing |
| Consumer packaged goods | Telecommunications |

Our Functional Expertise

We have a well earned reputation for acquiring the best talent in the marketplace at and below the "C" level (CEO, COO, CFO, CIO) with a particular focus on diversity. And, we have uncommon ability in specific functional areas:

| | |
|----------------------------|-----------------------|
| Asset management | Financial management |
| Boards of directors | Human resources |
| Business development | Sales & marketing |
| Chief information officers | Technology management |
| Client services | |

on-target experience



Our Edge

We complement (not replace) your internal capabilities. Our expertise, knowledge, skill, contacts, and resources enable us to move quickly and productively on an as-needed basis.

We don't approach each opportunity looking for an answer that fits our capabilities. We shun off-the-shelf solutions. We would never presume to suggest, recommend, prescribe, or implement before we investigate, analyze, measure, assess, and diagnose. And while it's true that we have both breadth and depth in most areas of human capital management, we have no vested interest in selling work we can't deliver. Our success depends on our reputation, and the cornerstone of our reputation is integrity. If the "right" solution falls outside the areas in which we practice, we have no hesitation referring out the work.

In addition, we don't just talk diversity: we practice it for our clients, and we live it for ourselves. Up to 60 percent of our assignments have a diversity centerpiece. In the diversity arena, we have built long-standing credibility with multiple constituencies: client organizations, prospective clients, candidates, diversity-focused organizations, the media, our community, and the public at large.

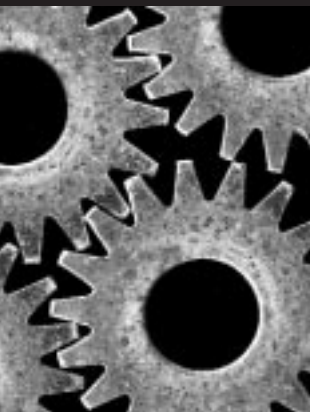
What else makes us different?

Unlike the big firms, our lack of bureaucracy and absence of rule books enable us to move quickly, efficiently, and cost-effectively. We operate by our talent and values (honesty, integrity, partnership, relationship, and excellence)—not by our manuals.

As an entrepreneurial firm, we can offer clients flexibility in work scheduling, staffing, pricing, and approach. Our professionals have the ability and authority to match the firm's practices with the client's needs.

Because quality (not quantity) guides our efforts, we maintain a selective client list, limiting the number of clients we accept in specific industries, business sectors, and marketplaces. As a result, we have few barriers or conflicts of interest constraining searches inside your competitors or limiting our quests for business intelligence, knowledge, and information. The proof of our results? More than 70 percent of our assignments represent repeat client business.

working together as a team



Our Staff

Our principals actively manage our firm, and all of them devote more than 80 percent of their time to client responsibilities. On average, they have nearly 20 years of high-level corporate and consulting experience, and the majority of them have international credentials.

Our Global Reach

We belong to a network of more than 100 firms around the world that helps us to support your needs both at home and abroad. An alliance of retained search and consulting firms operating in more than 30 countries enables us to partner on your behalf to assure you the same level of quality, accessibility, flexibility, and responsiveness you receive from The Governance Group directly.

Our Working Process

We make communication the cornerstone of our working process. We turn assignments into relationships, reaching out to multiple levels and functions within your organization, keeping in contact, providing information, and soliciting feedback. We invest the time to know your business, your organization, and your people...and we replenish our investment by remaining current on knowledge, issues, developments, and circumstances (inside your walls and out).

At the outset of any engagement, we provide you a written description of the work to be performed, the timeline, the cost, and the payment arrangements. We move forward only with your concurrence. Should facts or circumstances necessitate change, we document it in writing and get your approval. We provide you reports as our work progresses and conduct a debriefing once it ends.

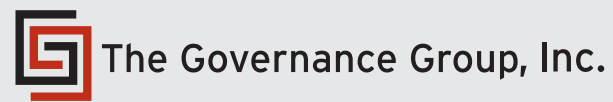
It All Comes Down to Leadership

...yours and ours. Few call leadership a science; it's more a skill and an art. While you'll find little consensus on a precise definition or the qualities required, you'll know it when you see it.

The results you will achieve tomorrow demand that you build new leaders today: Boards, executives, managers, and senior professionals who can create a common purpose; persuade others by word, deed, and example; get them to see and act accordingly; and achieve results. Standing still spells failure. Continually planning, anticipating, learning, acting, evaluating, adjusting, supporting, and coaching: that's what it takes to achieve human capital success.

We can help.

To put our capabilities to work for you, contact us.



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