

Board & governance essentials for scale-ups

Setting the foundations for investor confidence, decision-making and strategic growth

1. Board structure & composition

- Articles & shareholders' agreement aligned with current Board and decision-making structure.
- Board appointments formally documented (Companies House, resolutions, contracts).
- Independent non-executive directors considered (especially post-Series A or institutional investment).
- Observer rights for investors clearly defined and documented.
- Chair role defined (executive vs non-executive; casting vote considerations).

2. Governance mechanics

- Regular board meetings scheduled (typically monthly or quarterly).
- Board pack process agreed – standardised reporting, KPIs and strategic matters.
- Matters reserved for the Board clearly identified (vs those delegated to management).
- Decision-making thresholds aligned with cap table dynamics.
- Use of written resolutions/ urgent decisions appropriately recorded.

3. Shareholder oversight & reserved matters

- Shareholders' agreement up to date with current round and investor rights.
- List of shareholder reserved matters maintained and mapped against articles.
- Quorum and majority thresholds understood and practical.
- Drag/tag, pre-emption, and transfer restrictions reflect shareholder expectations.
- Founder/investor veto rights documented and transparent.

4. Founder protections & commitments

- Founder service agreements in place (inc. intellectual property assignment, notice periods, leaver terms).
- Time commitments and outside interests disclosed to the Board.
- Restrictive covenants and intellectual property protection considered across the leadership team.

5. Fiduciary duties & liability

- Directors trained on statutory duties under the Companies Act 2006.
- Conflicts of interest policy in place and followed.
- Directors' and Officers' insurance in place and regularly reviewed.
- Board minutes kept and approved – particularly for financing or commercial milestones.

6. Strategic planning & investor communication

- Business plan and board-level strategy regularly reviewed and documented.
- Exit strategy discussed periodically (investor-aligned, realistic timeframes).
- Cap table and option pool regularly updated and shared with the Board.
- Investor updates issued (quarterly or after key milestones).
- Data room set up and maintained to support future diligence.

Final thoughts

Getting your governance right isn't just about compliance, it's about confidence. For scaling businesses, a clear, credible Board structure and decision-making framework can accelerate funding, attract talent, and support strategic execution. Early-stage businesses that treat governance as a growth enabler – not an afterthought, are the ones investors trust most.

Let's talk

Whether you're formalising your Board for the first time, refreshing your shareholders' agreement, or preparing for institutional investment, we're here to help.

We work with founders, CFOs and investors across the UK venture ecosystem. We offer:

- Practical advice on Board composition and reserved matters.
- Tailored governance frameworks for fast-growth teams.
- Legal support for investor fundraising and strategic exits.

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