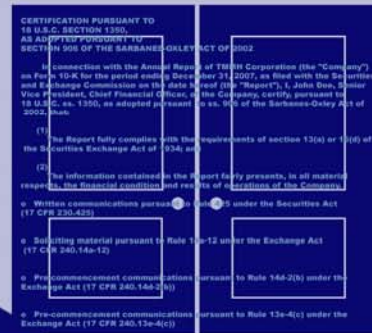


Securing the Director Laptop

BoardVantage
Security with Simplicity



Immediately following passage of Sarbanes-Oxley, a plethora of new products aimed at providing basic online access for corporate boards was brought to market. More recently, a significant new requirement has surfaced, one that poses a particularly tough technical challenge - document sharing among directors. The first portals had been conceived as a mechanism for one-way distribution of documents from the General Counsel to Directors. What is increasingly required today is a two-way channel that supports the sharing of notes and other communications between board members and the General Counsel or among board members themselves.

The issue is how to keep this director-contributed content secure, and do so, without imposing a burden on individual directors. This challenge, not contemplated by early portals, is of growing importance in today's tech-savvy boardrooms.

Corporate boards have strict confidentiality requirements, as mistakes can have serious ramifications. Boards routinely discuss highly sensitive information. Leaks, whether inadvertent or deliberate, can create substantial fiscal exposure such in the case of M&A proposals, or have devastating impact on employee morale, as in the case of premature disclosure of company restructuring.

A second issue is discoverability of electronic content generated by directors,

such as emails and notes. This presents a serious issue for many Directors because **private laptop content can include emails and casual annotations that could be fertile ground for discovery and, taken out of context, could form the basis for embarrassing or damaging admissions in subsequent litigation.**

While keeping web-based content secure is a fairly mature and understood area, extending that security perimeter to include the laptop is much harder. The technical hurdles that need to be overcome are non-trivial. The technology needs to be secure and easy to use. But functionality also needs to be quite flexible. For example, Directors may use a Mac at home and switch to a PC in the board meeting. If they travel with a laptop they may want to continue the annotations they started online while offline. Rapid document updates from the Corporate Secretary office and the difficulties of keeping multiple copies in sync also add a further layer of complexity.



Figure1: The Secure Vault on the desktop

To address this set of challenges the BoardVantage Vault provides an encrypted and password-protected area on the Director's personal computer designed for storage of sensitive documents. This means that Directors can download sensitive documents for offline review and do so without having to worry about the risk that come with storing board documents or meeting notes on a personal computer.

Equally important, the Vault was designed for remote-purging of documents, thereby enabling the General Counsel to enforce a company retention policy on directors' laptops.

Also, the Corporate Secretary can make sure that Directors always have the latest versions of documents by pushing content directly to the Vault - without requiring a Director's involvement. And since the Vault synchronizes with the portal, documents in the Vault are kept current with the latest versions at all times.

The BoardVantage Vault solves issues that stymie other approaches to securing laptop content. General disk encryption and password-protected documents do not support any form of centralized document retention. Other approaches often require a user to sacrifice ease of use in order to improve security. This compromise is frequently unpalatable to the user or unacceptable to the IT department. On one end of the spectrum this might include draconian measures such as prohibiting

downloading of data or even a ban on the physical movement of computers. On the other end of the spectrum, and certainly more common, are those situations where security standards are gradually but significantly lowered, or even blatantly circumvented until no more standards exists and data is regularly exposed, sometimes resulting in serious information leaks.

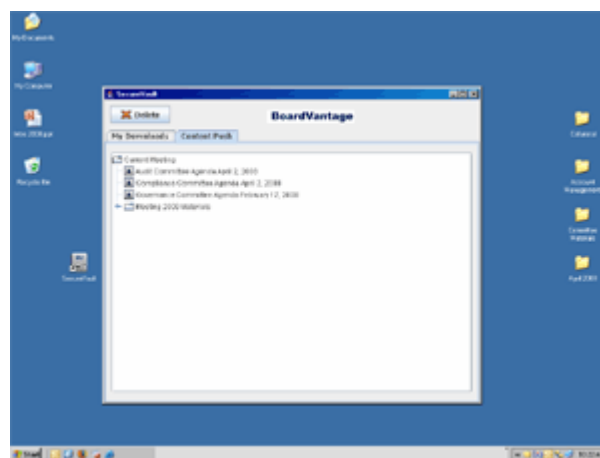


Figure2: Encrypted content in the Vault

For boards that operate in an increasingly fast-moving environment **the BoardVantage Vault assures the privacy of deliberation, which is so essential to effective governance.** For the Corporate Secretary, **automated syncing and content push ensures that Directors always have the latest updates** at their fingertips. For the General Counsel, **remote purging allows enforcement of the preferred retention policy and gives a firm handle on discoverability.** Taken together, the BoardVantage Vault provides a complete solution to secure the Director's laptop.

About BoardVantage

BoardVantage is the leading provider of secure board portals for the browser and the iPad. Trusted by dozens of Fortune 100 boards, BoardVantage portals centralize documents, processes and communications. BoardVantage is SAS 70 Type II certified, and meets or exceeds the standards of the most security conscious IT departments, including those of major financial institutions.

BoardVantage

4300 Bohannon Drive, Suite 110
Menlo Park, CA 94025

650-614-6000
www.boardvantage.com