

WIL Group

Membership Pack 2022



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1. Introduction

The WIL Group mission is to help owners, their representatives and management teams to overcome extraordinary business challenges, implement their ambitions and to build a Group that attracts and develops the best people, Interim leaders and experts worldwide.

We are proud of this mission as it demands our highest commitment to professionalism, quality and Integrity. These commitments are fundamental to meet our responsibilities to our clients, our group and our people.

Our Values & Business Code of Conduct defines how we act and perform as individuals and as leaders. They create the cornerstone for our Brand and how we develop our Group.

WIL Group Executive Committee

January 2022

2. About WIL Group

For the first time, 11 leading interim and transitional management companies, operating in 37 countries around the world, have come together to form WIL Group (Worldwide Interim Leadership) to deliver truly global interim and transitional management solutions to clients around the world.

WIL Group's vision is to be the number one company for global interim, transition and transformation managers by offering a unique "international multi-sourcing" model that leverages the assets of each member firm and ensures the best talent is selected for assignments globally.

The Group offers four global services:

- *Performance Improvement & Digital Transformation*
- *Restructuring & Turnaround*
- *Private Equity & Integration of Acquisition*
- *International Deployment & Program Management*

WIL Group offers a single destination for clients to find interim and transition management leaders of every discipline to work anywhere in the world. As its members are located in many markets around the world they can tap into local talent pools, driving down the cost of international resourcing and providing clients with a faster solution and a better service at a fair price.

It has a total talent pool of around 40,000 proven interim and transition managers (and 4,500 in an elite pool of top-level industry leaders) ready to structure and lead complex projects, deliver sustainable change and create lasting value to clients worldwide.

The member companies of WIL Group include X-PM France, Management Angels GmbH in Germany, X-PM India, TIM Management in Italy, Mandaat in the Netherlands, Michael Berglund in Sweden, Gronova in Switzerland, X-PM Singapore, X-PM China, Norgestion in Spain, and Russam in the UK. In addition, we have approx. ten firms acting as close friends to the WIL Group. We refer to these partner firms as "country correspondents". Within WIL Group we have three "Desks" that cover: Latam, Central & Eastern Europe, and Africa.

Each WIL Group member complies with consistent and seamless operational standards offering clients a smooth and professional service.

From January 2020, WIL Group adopted a new strategy.

WIL Group was mainly set-up as an **enabler** for each member firm to provide more value to its clients through global client management & worldwide issue solving, leveraging networks, local and international resources, as well as best practices from other member firms.

While all members provided networks & talent-pool based services, their client bases, core activities, structures, practices and cultures were different, coming from M&A, consulting, restructuring, search & interim.

“Experienced people delivering results” satisfied everyone, and norms for members working together were adopted. Simultaneously the number of cross-border engagements was set-up as a key performance measure of the WIL Group initiative.

WIL Group was not set-up as an alliance of similar businesses in different countries, where local members simply refer client needs outside their country to other local suppliers as in Executive Search (which ultimately requires to operate locally under the same name); nor was it set-up as a superstructure with the power to streamline the organization and roll down objectives to member firms.

As an enabler, WIL Group must set standards for working together and prioritize communication between member firms and practitioners:

- Provide fast and trustworthy connections between most professionals from member firms and with correspondents to react to international opportunities. Common use of new technologies is worth assessing.
- Facilitate networking among member firm professionals & exchanges of best practices & successful initiatives via Operations meetings, conferences, informal get togethers, information on WIL Cloud, LinkedIn ...
- Ensure transparency is the rule as regards local member firms: clients, resources, initiatives, build-ups, disruptions...
- Maintain and monitor application of norms and standards: Quality, GDPR, Ethics, ISM
- Simplify external communication focusing on “Experienced people delivering results” and exchange of content with member firms. **WIL Group is not another company with thought leadership, activities, data bases ... It is a connection hub and a quality label used by its member firms to better fulfill their clients’ international expectations and deliver results. WIL Group’s website is the gateway to the member firms’ websites which remain the prime marketing tools of the organization.**

3. Values and Business Code of Conduct

WIL Group has four Core Values, and each Value is further broken down into a set of Code of Conducts.



We care about our clients ambitions and their results

- We define each assignment carefully in a proper Assignment Brief
- We utilize the full resources of the WIL Group to find the best solutions
- We follow up on results by regularly meeting with our Clients and Interim Leaders
- We facilitate the sharing of experiences and knowledge between WIL Group members and between Interim Leaders, Experts and Clients on assignments



We act professionally and ethically

- We put our client's interest first
- We follow local laws and business ethics
- We stick to our promise, show up in time and come well prepared
- We work with the highest confidentiality using NDAs
- We do not send emails around to everybody
- We have respect for each other's time and resources
- We use phone rather than emails to secure mutual understanding and to build better working relationships
- We do not argue with each other using emails
- We never compete with each other



We think, act and win as a team

- We help each other when needed
- We do not take short-term personal advantages of any situation, or at the expense of the success of the client or the WIL Group as a whole
- We follow decisions taken and rules/principles set within the Group
- We are honest and do not withhold information from clients nor colleagues
- We always avoid conflict
- We apply the First Right of Refusal rule



We attract the best people and acknowledge our Interim Leaders & Experts as our partners

- We build a Group that attracts and develops the best people and people with different backgrounds
- We never give preference or exclude anyone based on age, gender, ethnicity nor religion, we select only the best Interim Leaders & Experts needed to do the job
- We care about our Interim Leaders & Experts as much as we care about our clients

4. Membership & Process

Members of WIL Group are reputable national companies whose prime activity is to provide interim and transitional management solutions to clients in situations of transformation, crises or when (temporary) managers are required. Together members of WIL Group provide transnational, multi-country, and global value-added services to clients.

Membership status

Members can be Full members or Associated members. Full members are shareholders in WIL Group and party to the Shareholders Agreement (SHA).

Associated members are not shareholders but, upon a recommendation from the Executive Committee to the shareholding members, can be recommended for full membership after a minimum two-year qualifying period. One of the key criteria for full membership is “contribution” to the Group as opposed to simply benefiting from being a member firm. Associated members are positioned in the same highly visible way in terms of marketing and brand exposure; they are required to grow and full comply with the Group’s practices and procedures.

New member introduction

Candidate members to WIL Group are identified and sponsored by at least two other member firms and introduced to the WIL Group Executive Committee. To enable this process, the sponsor firm must present the candidate and justify the choice and ensure a no conflict situation while the candidate firm completes the membership application form displaying its main activity and resource components, as well as a Member Commitment form. It also provides names of clients for a documented reference check by the sponsor firm. All forms/examples are appended.

Membership obligations and penalties

New and ongoing membership is dependent upon compliance with the criteria outlined in the next section. The Board will consider special circumstances where a new member is not initially meeting one of the threshold commitments.

If an established member (whether full or associate) is in breach of any of the membership commitments, then the Board will formally communicate this breach to the member and review the situation. A plan and time period to redress the situation will be agreed. The Board will set a period of time between three and 12 months; otherwise, the Board will propose to the shareholders that the member be removed in line with the articles of association for the WIL Group.

5. Membership Commitment Form

I understand that:

- WIL Group is a global professional services group specializing in interim and transitional management solutions launched on September 8th, 2014, with worldwide coverage
- the objective of WIL Group is to provide global service (i.e., transnational, multi-country and global assignments) drawing on the assets of reputable firms in all regions, adding value to existing and new clients in situations of business transformation crises and urgent need of high calibre resources
- a Board specifies group's standards and procedures including communications deployment, business generation, operations, quality assurance and finance
- global practice and industry groups with participants from all member firms implement business generation, client and industry penetration, asset & knowledge sharing, and deploy communications; progress being reviewed monthly during an operations meeting
- The WIL Group International office handles activities such as finance/banking, global communications, branding, name protection, practice convergence, information systems, annual seminar, membership management and a yearly budget is called for to cover expenses.

Members shall commit to:

- Comply fully with the WIL Group's Values & Code of Practice and Professional Quality Standards.
- Promote the new Group and ensure that all local staff fully understands the benefits to their clients and promotes the group's global reach, global sourcing, and teaming components accordingly.
 - Attendance at the monthly operations meetings (Zoom call) and annual global conference; and participating in other key meetings
 - Adherence to brand guidelines; including co-branding of the logo on all marketing collateral
 - Participation in the Group marketing & PR programme. For example, sharing press releases and coverage for inclusion on the WIL Group website
 - Complete Annual Survey within set timeframe
- Prioritize participation of member firm when submitting a proposal for work in another country where that member firm is established, provided the member firm provides the adequate answer in the necessary time period; and the brief should be issued to the local country without delay. All members must ensure they do not compete or conflict in any way with another member firm.
- Operate a highly visible and separate interim division including website section and employees specifically dedicated to the provision of Interim Managers to client organizations.
- Commit to achieving a minimum 5% cross border work as a total percent of turnover; and to have a clear, strategic commitment to international business.
- Comply with the ISM split fee rules.
- Have operated for a period of not less than two years; and have an annual turnover in excess of €1.5 m or minimum of €400k gross margin / net fee income. Also, to be able to demonstrate that at least 70% of assignments during the previous 12 months are charged at a rate above €800 per day (gross rate to client excluding any tax).
- Pay membership subscriptions within 30 days of invoice being issued by the international Office.

6. Professional Quality Standards

a) Professional ethics and legal issues

Commitment	Professional Standards
Preventing conflict of interest	<ul style="list-style-type: none"> ▪ The firm does not accept an assignment that presents a potential conflict of interest due to: <ul style="list-style-type: none"> – A pre-existing assignment, – Its relationship with another client, – Other interests it possesses. ▪ The firm ensures managers presented for a given assignment do not themselves have conflict(s) of interest with this assignment or client. ▪ A clause preventing conflicts of interest is included in the contract between the firm and the manager selected for the assignment.
Respecting confidentiality	<ul style="list-style-type: none"> ▪ The firm possesses a “Non Disclose Agreement” (NDA) model systematically signed by managers before the name of the client or any confidential information regarding the assignment is disclosed. ▪ A clause preventing information disclosure is included in the contract between the firm and the manager selected for the assignment.
Professional assurance	<ul style="list-style-type: none"> ▪ The firm subscribes a professional insurance covering its professional responsibility for corporal, material and immaterial damages that may be caused to clients and third parties by delegated managers, its employees and partners. ▪ This insurance will cover damages up to a minimum of €500,000.
Respecting legal constraints	<ul style="list-style-type: none"> ▪ The firm regularly monitors its regulatory environment and makes sure that all professionals are informed of changes impacting the profession’s legal framework. ▪ All changes to the legal environment are taken into consideration periodically in the firm’s contractual documents and agreements.

b) Talent pool management

Commitment	Professional Standards
Existence of a formal selection process for managers	<ul style="list-style-type: none"> ▪ The firm has formalized the criteria against which it assesses applications from candidates. ▪ All professionals in charge of referencing candidates know the defined criteria. ▪ For each referenced candidate, the firm creates a file in a formalized database. ▪ A document describes how the database is administered and names the individuals in charge of its maintenance and update.

	<ul style="list-style-type: none"> ▪ The database is updated on a regular basis. ▪ The database respects the local legal environment for digital record keeping and is secured against external intrusions.
Selection of potential managers	<ul style="list-style-type: none"> ▪ The firm possesses a defined process to select managers. ▪ All professionals in charge of evaluating and assessing candidates have the professional competencies and qualifications to do so. ▪ When a manager is selected for an assignment, a process exists to validates his or her educational and professional background (diplomas, references from past employers, media check, ...). <ul style="list-style-type: none"> – Industry specific checks can be conducted when appropriate (i.e., credit check for the Financial Industry, ...).
Existence of a defined administrative process for managers	<ul style="list-style-type: none"> ▪ The firm implements a documented administrative process for managers, from the time of their application to join the talent pool. ▪ The collaborator in charge of managing this process is nominated in an internal procedure.

c) Assignment initiation

Commitment	Professional Standards
Assignment definition	<ul style="list-style-type: none"> ▪ For each potential assignment, a lead professional with the necessary background is in charge from day 1. ▪ He assesses the client's needs, the necessary resources and selecting potential managers.
Manager's presentation	<ul style="list-style-type: none"> ▪ The lead professional in charge of the assignment ensures managers are presented timely to the client. Whenever possible, he takes part to the presentation, assessing the dynamics between each manager and the client. ▪ When required, the professional must have the ability to recommend a manager within the ones presented.
Proposal preparation	<ul style="list-style-type: none"> ▪ For each assignment, the firm submits to its client a specific proposal describing the situation, the proposed approach, the extended team, its assignment monitoring practices as well as financial and commercial conditions. ▪ This proposal is discussed and validated with the manager who will finally perform the assignment.
Contracts definition	<ul style="list-style-type: none"> ▪ Before starting an assignment: <ul style="list-style-type: none"> – the issued proposal is formally accepted by the client through either a contract or a purchase order. If the client issues a purchase order, the firm formally acknowledges its reception. <ul style="list-style-type: none"> ○ the contract precisely describes the content of the assignment and its commercial conditions, including the conditions for early termination. ○ Where necessary, the client confirms the contract with a purchase order. – a contract is agreed upon and signed with the manager who

will perform the assignment, or with a company hiring the manager for the duration of the contract.

d) Assignment execution

Commitment	Professional Standards
Assignment kickoff	<ul style="list-style-type: none"> ▪ The lead professional ensures that the manager's arrival is announced in the client's organization with a clear communication of his role, responsibilities and objectives. ▪ When necessary, the lead professional participates in a kickoff meeting or even to an initial diagnostic phase to guarantee the early steps of the assignment and initial contact between the manager and the client's organization are optimized (programming of initial meetings, attribution of required resources, ...).
Assignment monitoring	<ul style="list-style-type: none"> ▪ The lead professional is generally the same as during the Initiation phase. He has all the professional competencies, including the necessary expertise of the client's industry. ▪ Assignment monitoring is adapted according to the assignment's specifics, it is formalized in a document describing: <ul style="list-style-type: none"> – The global status of the assignment and of its main work packages. – The difficulties encountered and decisions needed from the client. – The main steps of the next period for validation. ▪ The administrative monitoring of the assignment is organized in a consistent manner, in addition to a purely administrative and financial file, an operational file is created and administered. ▪ The assignment monitoring system is designed to prevent any assignment from generating client claims. In case a client has a complaint regarding any aspect of an assignment, the lead professional acts immediately to mitigate the situation.
Finalization and exit preparation	<ul style="list-style-type: none"> ▪ The lead professional ensures, together with the manager, that competencies and responsibilities are transferred to the client's organization, well ahead of the assignment's termination and that training is provided when required.

e) Assignment finalization and client satisfaction

Commitment	Professional Standards
Post-assignment follow-up	<ul style="list-style-type: none"> ▪ After the assignment is completed, the lead professional writes a synthesis describing its key aspects.
End of assignment feedback	<ul style="list-style-type: none"> ▪ The lead professional organizes a global assignment feedback with the

	client. Performance and satisfaction can be assessed according to a predefined rating system.
Global client satisfaction	<ul style="list-style-type: none"> ▪ The firm periodically monitors the satisfaction of its client and its overall reputation through a questionnaire that can be administered by an external organism. ▪ A document formalizes the survey's results as well as the decisions it generates.

f) Auditing processes and projects

Commitment	Professional Standards
Projects conformity	<ul style="list-style-type: none"> ▪ The firm performs a yearly internal audit of a subset of its projects (at minimum 10% in number) to ensure compliance with its internal procedures and WIL Group guidelines. ▪ For new members an initial audit needs to be performed by an external specialist firm or professionals from another WIL Group company.
Support functions conformity	<ul style="list-style-type: none"> ▪ The firm audits its support functions on a yearly basis to ensure they are compliant with WIL Group guidelines. ▪ Talent pool management processes and tool receive specific attention and anomalies are described in a formalized report. Improvement actions are identified and acted upon when appropriate.

g) WIL Group improvement board

- A yearly meeting of WIL Group professionals (one delegate from each firm) is proposed with the following objectives:
 - Sharing professional practices.
 - Progressively aligning member firms on best practices from each location.
 - Improving the existing WIL Group guidelines.

Signed:

Date:

Appendix



WIL Group Membership Application Form

Please complete the following

Company Name	_____
Trading Name	_____
Address	_____
_____	Postcode _____
Telephone	_____
Fax	_____
E-mail	_____
Website	_____
Name of Main Contact	_____

Sole Trader	<input type="checkbox"/>	Limited Company	<input type="checkbox"/>	Partnership	<input type="checkbox"/>
Company Registration Number	<input type="text"/>				

Date of establishment of business	<input type="text"/>
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Number of full-time permanent employees engaged solely in the provision of interim management, (including active principals, directors of partners).



Please confirm that NONE of the Directors, Partners, Principals or Employees are deployed as interim managers or have been in the past (whilst employed by your company)

Yes

No

Please confirm that your company has a separate division or department for interim management:

Yes

No

Please list out your key industry sectors and business focus areas:

What is your key reason(s) for wanting to join the WIL Group?

What makes your firm different and what strengths and assets will you bring to the WIL Group as it grows and develops?

Please confirm the approximate number of interim assignments undertaken per year:

and the total number undertaken since the formation of your interim Company/division:

As a member your company is required to adhere to the WIL Group's Commitment of Practice. If there are situations in which this has not been your practice in the past please provide details below:

Please confirm the percentage of fees (inclusive of provider fee) of assignments over the past 12 months:

Below €1,000 per day %

Above €1,000 per day %



In the last five years, have any of the directors/partners owned or been connected with a recruitment organisation that has become insolvent or ceased trading due to financial difficulties?

Yes

No

If yes please give details and provide a liquidators report:

Please confirm that you have professional indemnity cover for your interim business:

Yes

No

REFERENCES: Please give the names and addresses of three clients to whom you have provided interim & transition managers. A member of the board of the WIL Group will contact a min of two during the application process.

Contact Name _____ Department _____

Company Name _____

Address _____

Postcode _____

Telephone _____ E-mail _____

Nature of Assignment

Contact Name _____ Department _____

Company Name _____

Address _____

Postcode _____

Telephone _____ E-mail _____



Nature of Assignment

Contact Name _____ Department _____

Company Name _____

Address _____

_____ Postcode _____

Telephone _____ E-mail _____

Nature of Assignment



Name _____ Signature _____

Designation _____ Date _____

Country Affiliation Chart

WIL Group members & network

CATEGORY		COUNTRY	FIRM	HEAD OF PRACTICE	WIL REPRESENTATIVE	AMBASSADOR
MEMBER	1	France	X-PM France	François Beaugrand	Patrick Laredo	
	2	GERMANY	Management Angels	Erdwig Holste/Daniel Mueller	Thorsten Becker	Dietmar Kunisch-Quadflieg
	3	SPAIN	Norgestion	Luis Lizarraga	Luis Lizarraga	Fernando Fernandez
	4	UK	Russam	Jason Atkinson	Jason Atkinson	
	5	ITALY	TIM	Domenico Costa		Domenico Costa
	6	SWEDEN	Michael Berglund	Björn Ulfberg	Jonas Koch	
	7	SWITZERLAND	GroNova	Andreas Suter		Beda Elmiger
	8	NETHERLANDS	Mandaat	Jan Kalisvaart	Janco Duvekot	
	9	CHINA	X-PM China	Aldo Salvador	Yves-André Le Boulaire	Silvia Maseda
	10	INDIA	X-PM India	Ranjit Shastri		
	11	SINGAPORE	X-PM Singapore	Mike Magee		Mike Magee
DESK	1	AFRICA	X-PM France			Jean-Marc Finet
	2	LATAM	Norgestion			Fernando Fernandez
	3	CENTRAL & EASTERN EUROPE	Management Angels			Dietmar Kunisch-Quadflieg
Correspondents & Network	1	AUSTRALIA	Asq Projects	Steve Pulman	spulman@x-pm.com	
			Watermark	Caroline McAuliffe	Caroline.McAuliffe@watermarksearch.com.au	
	2	AUSTRIA	GroNova	Beda Elmiger	beda.elmiger@gronova.ch	
	3	BELGIUM	ADM Wingfield & ADM Financial	Alexander De Beir	adebeir@wingfield.be	
	4	BRAZIL	Channel Associados	Moises Assayag	moises.assayag@channelassociados.com.br	
	5	IRELAND	Index Partners*	John Kelly	jkelly@indexpartners.ie	
	6	ISRAEL	X-PM Israel	Anat Bernstein-Reich	anat@angp.net	
	7	GREECE	X-PM Greece	Haridimos Mayacos	hmayacos@x-pmconsulting.gr	
	8	MOROCCO	X-PM Morocco	Najib Benabdallah	nbenabdallah@x-pm.com	
	9	Portugal	Argus Performance Partners	Paulo Leal	paulo.leal@argusperformancepartners.com	
10	USA	TH Business Advisors	Fred Hermann	fhermann@thbusinessadvisors.com		
		McDermott + Bull Interim Leaders	James Hickey	hickey@mbexec.com		