

Bulletproof *your* BUSINESS

Cutting Risk for Small Business Owners and Managers

Table of Contents

1. The Bulletproof Road Map

- 1. Bulletproofing 101Page 3**
An overview of PreAct™.
"A soldier manages risks through a combination of 'bullet resistance,' speed and agility. And that is precisely how your CEO expects you to protect your company."
What is risk management for small businesses?
Three objectives for risk managers
Three objectives for CEOs and owners
It's called "risk management" – not "risk elimination"
What is the CEO's objective?
The CEO's secondary objective
A critical change in thinking for CEOs
Ground rules for the CEO
Using this book * CEO's checklist
- 2. What Is a Risk Management Process?.....Page 15**
A definition and general outline of the PreAct™ process.
"The process speeds up your company's operations. Fewer mistakes are made. Customers and employees are served better and faster. Suppliers become more cost efficient. Risks are reduced because they are covered by an ongoing, standardized, problem-preventing process."
Definition of PreAct™
The five phases of PreAct™ * PreAct™ process model
Process benefits
- 3. The Risk Manager's RolePage 21**
A job description for the risk manager and an overview of his work.
"You can't leverage your time unless you implement an ongoing process that lets you be in 20 places at the same time – and operate effectively in each of those 20 places."
Why this book is important to the risk manager
Time, titles and tasks
Patience and self-control are keys to success
Inherent political risk
Implementation recommendation – collaborate!
Job description * Sample job description
I'm not an attorney – can I do this work?
Measurements of job performance effectiveness * Performance measurements
Am I the company's business process specialist?

4. Looking for TroublePage 33

A framework for learning your company's risk needs and opportunities.

"Small companies are notorious for failing to document the majority of their work – and this may be where you find the bulk of the risk iceberg."

- Document review * Document review checklist
- Undocumented business activity review
- Business risk insurance review
- Current and past risk and legal events
- Intellectual property
- The Big Picture
- What do you do with all this information?

5. Creating Your Risk Management PlanPage 39

A general framework for establishing a strategic plan and budget.

"If you spend too much of your time fighting preventable fires, the CEO will surely question your strategic capabilities, regardless of the brilliance you might display at tactical firefighting."

- Firefighting
- Prevention
- Standardizing - the fastest route to prevention
- New product/service/market development
- Budget-planning traps
- Company-wide process improvement
- Choosing risk solutions
- A final thought on maximizing strategic planning

6. Tracking Expenses Page 48

Preparing your accounting department for effective cost tracking and reporting.

"The attorney's time is probably the smallest REAL cost of most projects!"

- A basic expense-tracking process
- Tracking time and related cost

II. Bulletproof Management – Tips and Tools

7. Threat Evaluation and Reporting Page 55

Assessing, organizing and preparing risk matters for management evaluation.

"Act as if whatever you miss in your initial evidence gathering will not be recoverable at a later time."

- Defining threat and opportunity levels
- Threat response guidelines * Threat response guidelines
- Gathering threat or opportunity information * Key question list

-
- 8. **Risk Management Information for Employees and ManagersPage 58**
Communicating the risk management responsibilities of employees.
"Your employees are good people. They want to protect the company. You must tell them how."
 - Basic "all employee" guidelines
 - Managers' guidelines

 - 9. **Internal AuditingPage 63**
A philosophy and framework for internal auditing.
"You conduct audits in order to help people. Really, that's why you do it. And your actions had better speak as loudly as your words."
 - Why audit?
 - Is the process working?
 - What do you need to audit?
 - Letting some teams self-audit
 - Spot audits
 - General audits
 - Using the audit to identify low-value work
 - Putting concerns in writing

 - 10. **Identifying and Protecting Intellectual PropertyPage 69**
Definitions of the five main Intellectual Property ("IP") types and tips for protecting IP.
"But now you know that your company has an important competitive advantage – as long as you can stop your competition from learning about it. What do you do to protect this secret?"
 - What is Intellectual Property (IP)?
 - Trade secrets
 - How do you protect a trade secret?
 - Courts will hold you accountable
 - Get the copyright!
 - Renting IP
 - Protecting IP from your clients
 - IP protection training and process
 - Use your attorney

 - 11. **Risk Management ReportingPage 77**
A model for risk management reporting
"Your finest strategy and most extraordinary tactical maneuvering will hit roadblocks if certain people don't understand what you're doing."
 - Routine reporting
 - Short and sweet

* Model Report
-

12. Holding Managers Accountable for Legal ExpensesPage 81

Managing to avoid excessive or low-value legal expenses.

"If you can't find the cause of the unproductive and unusually high levels of work and expense, then trust the wisdom of that old maxim, 'Follow the money.' "

- This is YOUR problem
- Is the compensation model faulty?

13. Organizing Key Documents.....Page 83

An organization and safety plan for key company documents.

"Your professional credibility will be damaged if the company's managers see evidence that you 'don't have your act together.' "

- Primary storage and organization
- Off-site storage and organization

14. Quantifying and Prioritizing RisksPage 87

A cost-estimating process and a decision-making tool for prioritizing risks.

"So, what was the real cost of this risk event? A lot more than the \$123,000 cash out of pocket. The cost was nearly the death of the entire company."

- Learning the hard way
- Risk decision-making tools
- Subjectivity and "analysis paralysis"
- The *PreAct*TM decision tool
- * Priority decision tool

15. Financial RisksPage 95

Cash flow forecasting, personal bank loan guarantees, embezzlement and extending credit to customers.

"This is a minimal financial safety net for most small businesses – since few enjoy the outstanding fortune of having such great cash flow that they needn't think about it."

- Forecasting cash flow
- Personal bank guarantees
- Deterring embezzlement
- Extending credit to customers
- * Cash budget model

16. Reducing Operational RisksPage 107

Using process to reduce costly errors and sustain quality production.

"More worrisome than the cash we would lose was dealing with the client's severely and legitimately damaged confidence. Worse yet, the client happened to be number one on that year's *Fortune* magazine's Fortune 1000 list."

- A \$500,000 lesson learned the hard way
- Management tips for standardizing your production processes

17. Why Is a News Reporter Standing in Our Lobby?Page 113

Taking control of a public relations crisis.

"How you communicate in the first few hours of a crisis – indeed, the very first words out of your mouth – can have a profound effect on minimizing the damage your company will suffer."

- Crisis plan
- Operating the plan
- Always control media access

III. PreAct™ Power Tools – Shortcuts to Reduced Risk

18. Strategic PositionsPage 119

Organizing the company's most important and frequently used strategic business positions.

"These matters are often addressed in a moment of sudden need – valued clients or suppliers are left waiting while your company determines its position on a critical issue. This rush to judgment is unlikely to provide your best strategic position."

- Benefits of strategic positions * Model document
- Secondary strategic positions
- Process

19. For Visitors and Negotiations – Nondisclosure, Nonuse, Nonrecruit and Noncompete AgreementsPage 125

Protecting your company against the loss of valuable information and employees.

"Once you have divulged valuable information, the other party has no incentive to sign an agreement barring them from using your information against you."

- Setting the right tone
- Do you need nonuse and nonrecruit protection, too?
- The problem with noncompete agreements
- Two levels of visitor agreements
- Process * Low-level agreement
- Visitors' physical security plan * High-level agreement
- * Model IP paragraph

20. Sales AgreementsPage 137

Creating your standardized business-to-business sales agreement.

"What saved us from this extraordinary disaster? Fifteen words in our sales contract."

- Should you use a sales contract or a license? * Low-level agreement
- Primary elements of a sales contract * Mid-level agreement
- Key elements of a license agreement * High-level agreement
- Implementing a standardized agreement

21. Supplier Agreements and Financial Risk.....Page 165

Creating your standardized supplier agreement.

"But even the best contract can't save you from disaster if you get upside down with a supplier on a job that carries major financial risk for you."

Why you need this protection

Supplier contracts

"Upside down" supplier risk

Supplier selection

Primary elements of a supplier contract

* Low-level model

Implementing a standardized agreement

* High-level model

22. Recruiting and Hiring ProcessPage 185

Reduce risk via a standardized hiring process.

"If your company is merely competitive in the other aspects of its business, then I firmly believe that this process is the greatest multiplier of all the productivity steps you can deploy."

Who owns this process?

Process outline

* Process model

Specifying employee behaviors

Legal review

* Recruiting agreement

23. Employee AgreementsPage 199

Implementing the primary employee security documents.

"These documents are powerful preemptive tools. Just the act of deploying them may prevent you from ever having to enforce them."

Nondisclosure

* Model agreement

Noncompete

* Model agreement

Nonrecruit

* Model agreement

Work product ownership

* Model agreement

Assignment provision

Consolidation into a single agreement

Process

24. Employee Performance Review ProcessPage 211

Reducing risk via a standardized employee performance review process.

"Weak managers will find endless reasons to avoid confronting an employee's performance or behavior problem until it is too late to help the employee save his job. Then they dump the problem on you."

Philosophy

Process outline

25. Employee Termination ProcessPage 215

Reducing risk via a standardized employee termination process.

"Don't sweat the small stuff! This is about getting poor performers out of your company, permanently, with minimum risk and at low cost – that's the Big Picture."

- Discomfort is a good thing
- Five guidelines
- Pre-termination checklist * Manager's checklist
- Standardized termination information letter
- Termination interview
- Termination witness
- Resignation as an alternative to termination
- Legal review

26. Statement of Authority for OfficersPage 223

Reducing risk resulting from officers overstepping their authority.

"It lets you clearly separate the rogues from the merely uninformed."

- Standardized general letter of authority limitations * Model officer letter
- Customized authority definitions

IV. Managing Risk Service Suppliers

27. Selecting AttorneysPage 229

Perspective and a method for selecting outside attorneys.

"The 2002-2003 Cincinnati Yellow Pages contain 108 pages of attorney advertising, listing no fewer than 1,299 attorneys. How do you effectively select an attorney or law firm from such an enormous menu?"

- Narrowing the field
- Request for Proposal * RFP model
- Making the buy
- The most important attorney
- Summary

28. Setting Policies and Practices for AttorneysPage 249

Guidelines for setting work processes and billing expectations.

"It's a wonder that there are any successful attorney-client relationships. In fact, it's a downright miracle when you consider the minimal direction that most clients give to their attorneys."

- General policy matters * Policy model
- Engaging a work assignment
- Billing * Preferred invoice
- Making effective use of your attorneys

29. Setting Quality Standards for Attorneys.....Page 265

Measuring and communicating the performance and value of your attorney or law firm.

"But how do you get beyond gut feeling? How do you measure and actually know the quality of service that you are getting from your attorney?"

Defining quality legal services

The attorney/law firm performance review process

Fix the fixable problems – don't go shopping for a new attorney

PreAct™ performance review tool

* Performance review

30. Selecting and Managing Business Risk InsurancePage 273

Selecting insurance agents, measuring their performance and an outline for collecting a large insurance claim.

"An incompetent agent can waste a ton of your money or, at worst, aid in the mortal wounding of your company. You NEED a competent agent, just like you need competent legal representation."

Buy the agent first – buying a policy is secondary

Selecting an insurance agent or agency

Is your agent doing a good job?

* Performance review

Bid your business from time to time

Collecting on a major claim

31. The Basics of Business Risk InsurancePage 281

An outline of primary business insurance products and their role in reducing risk.

"Relax. Insurance is a professional specialty but you can learn the basics quickly."

Basic insurance policy definitions

Beyond basics

32. Nothing Focuses the Mind Like the Sight of the Gallows.Page 285

Recapping the primary lessons.

"To *Bulletproof* or not? I see the question as a CEO's strategic choice between positive focus and negative focus."

For owners and CEOs

For risk managers

**PreAct™
Tools**
(in order of
appearance)

Tool Name	Page
CEO Implementation Checklist	13
The <i>PreAct™</i> Process	18
Risk Manager Job Description	27
Measurements of Job Performance Effectiveness	31
Initial Risk Audit Document Review Checklist	33
Threat Response Guidelines	55
Key Questions for Gathering Threat Information	57
Sample Risk Manager Routine Report Format.....	79
Risk Priority Decision Tool	93
Cash Budget Forecasting Model	105
Sample Strategic Standard Positions Document	122
Standardized Visitor Agreement (Low Level).....	130
Standardized Visitor/Negotiations Agreement (High Level)	132
Aggressive Intellectual Property Development Contract Provision	135
Standardized Sales Contract – Low Level	149
Standardized Sales Contract – Mid Level.....	151
Standardized Sales Contract – High Level	157
Standardized Supplier Contract – Low Level	173
Standardized Supplier Contract – High Level.....	179
Employee Recruiting/Hiring Process Model	187
Sample Recruiter Agreement	195
Standardized Employee Nondisclosure Agreement	203
Standardized Employee Noncompete Agreement.....	205
Standardized Employee Nonrecruit Agreement	207
Standardized Employee Work Product Ownership Agreement.....	208
Employee Termination Preparation Checklist	221
Standardized Officer Authority Letter	225
Selecting Attorneys – Request for Proposal Model	234
Attorney Practices and Policies – Sample Control Document	255
Attorney Invoice – Preferred Format.....	262
Attorney Performance Review Tool	269
Insurance Agent Performance Review	278