TERMS & CONDITIONS 2017
SEMARE - Senior Management Recruitment

PROFESSIONAL ETHICS

It is our purpose to build a long-term relationship with our clients based on mutual trust and integrity. We believe that working together over time we come to understand their organizational style, culture, personalities and dynamics and so can provide added value through objective and informed advice.

We present our capabilities accurately and honor all commitments made to our clients. We safeguard their good name, along with that of SEMARE, by treating properly those whom we contact in connection with search assignments. Our reputation enables us to be particularly effective in persuading individuals to explore our clients' opportunities.

We work for and are compensated only by client organizations. We accept only those search assignments we believe we can perform effectively, establishing at the outset the feasibility of specifications. Our objective is to identify and attract well-qualified candidates and to work with the client to secure the appointment of the preferred candidate.

The final choice rests with the client. We undertake to provide clients with all relevant information available to us regarding candidates and to provide candidates with all appropriate data concerning both the client organization and the particular search opportunity. In this manner, prospects for a mutually satisfactory client/candidate relationship are maximized.

We do not provide any organization with detailed information on individuals unless we have been retained to complete an assignment for which such individuals are potential candidates, and only then with the permission of those individuals.

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WORKING PRINCIPLES

Confidentiality - The effectiveness of our work depends on a detailed understanding of our client's strategy and style of management. We therefore respect absolute confidentiality when dealing with sensitive information provided to us about a client organization and its personnel.

Confidentiality works both ways. Most of the people recommended by SEMARE are currently employed. Client companies must respect this fact and work to minimize exposure of candidates during the search and interviewing process. This means that no candidate names should be mentioned to anyone other than those individuals directly involved in the search effort. Confidential presentation material must be controlled and strictly limited to those people concerned with the selection of the candidate. Open relationship - The best relationships are reciprocal and, just as we make our clients aware of any particular facts we discover in the course of a search, we ask them to keep us informed of any developments which may affect the successful outcome.

Communication - We establish appropriate lines of communication with the client at the beginning of an assignment and use them to maintain regular contact throughout the search: by telephone, in writing, live online updates and through strategy review sessions.

Exclusivity - To avoid confusion in the market-place, we ask that only one recruitment procedure is followed. Thus, clients should not advertise or use any other recruitment method whilst we are working on a search and refer to us for consideration any potential candidates already known to them or presenting themselves spontaneously. Our search activity may occasionally provoke such introductions.

Research - Our objective on each search is to discover relevant and high-caliber people through professional research. Our methodology enables us to identify key individuals with the specific qualifications, skills and experience sought across sectoral and national boundaries.

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Timescale - An assignment enters research when we are authorized to proceed. Our objective is to present qualified candidates for interview within an agreed timescale. Allowing time for completion of the client's interviewing and selection process, we would expect an assignment to be completed within three months. In the case of international assignments and those with some element of exceptional difficulty, timescales may be longer.

THE SEARCH METHOD

Each search has different requirements and points of emphasis and we are accordingly flexible in adapting our approach to meet client needs. In general, however, the search process includes the following stages:

Briefing - Confidential discussions held with key client contacts, in order to obtain a clear understanding of the company, its objectives, the position and the characteristics of the person sought.

Profiling - 'Company, Position and Person Profiles' and an outline research strategy agreed with the client to use as a blueprint for the search.

Research - Potential candidates identified by utilizing in-house expertise found in our specialist practices and international data base, together with original research and discussions with informed individuals who can provide valuable, objective insights on people and relevant issues. Depending on the search requirement, we may liaise with other consultant and research colleagues.

Strategy review - Progress reviewed regularly with the client, and strategy review sessions held as appropriate where we detail targeted organizations and individuals, highlighting qualified candidates. During these sessions; we give feedback on market reaction to the client and the post, comparative salary data, any other pertinent information and summary profiles of qualified candidates.

Interviewing - Qualified candidates identified during the course of the search interviewed and evaluated against the agreed profiles.

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Candidate presentation - A shortlist of qualified candidates presented for each of whom we prepare a detailed candidate profile which comprises biographical data, career and compensation details and a full appraisal against the specification.

Facilitating - Client and candidates counseled throughout the interview process; close liaison with the preferred candidate to identify, articulate and affect a successful resolution of any issues arising.

Referencing - Informal referencing and qualification checks carried out before presentation of shortlisted candidates wherever possible. Post presentation we continue the process. Once an offer has been made, and if required further referencing is carried out and the results are conveyed to the client.

Post appointment - Contact maintained with both client and candidate once the candidate has joined a client organization to help ensure the candidate's successful integration into the new company.

FEE STRUCTURE AND TERMS OF ENGAGEMENT

Retained search - We work with our clients on a retained basis and payment of our fees is not contingent upon our finding suitable candidates or upon the client making an offer to a candidate or having an offer accepted. Unless specific provisions to the contrary are agreed with the client at the outset, the assignment period will be three months. In the unlikely event that the search is not completed within the assignment period, we will review with the client the basis upon which we may extend the assignment period and, where appropriate, issue an amendment to the terms of the original assignment.

In some circumstances, where a candidate leaves a client within 3 months, we may at our option agree to find a suitable replacement without charging further fees, only expenses.

Fee structure - Unless otherwise agreed, our full fee structure is based on an upfront agreed fixed percentage of the actual full first year remuneration received by the candidate, including holiday allowances, excluding bonus if applicable for the position.

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Start-up Fee - At the start of an executive search we always charge an initial fee (the basic fee or start-up fee) of two-tenths of the estimated full fee. Would client cancel the position or hire candidates directly or internally, the start-up fee will not be reimbursed. It will cover the costs for search work and of course Market Research resulting from the initial work and efforts put in place.

Where further appointments (including appointments with organizations associated or connected with the client) result, whether of candidates introduced by us or as a direct or indirect consequence of our involvement or contact with the client or any candidate, we will charge a fee of two-tenths of the estimated (or, if higher, the actual) total first year remuneration payable to the candidate/person appointed.

Our fee structure applies whether or not the candidate/person appointed was previously known or introduced to the client and notwithstanding any initial rejection. In the course of an assignment we may be asked to alter the terms of our brief, for instance to change the position profile, causing additional work for us. In such cases, we may charge a further fee, although we will usually agree this with the client in advance.

The client is obliged to notify us of the intention to appoint a successful candidate and to provide us with all relevant information with regard to the estimated and the actual remuneration payable, to enable us to calculate our fees. For the purposes of any such calculation, remuneration includes all gross salary, profit share, consultancy fees, holiday or other allowances and pension (bonus and/or commission payments are excluded) payable to the candidate or to any service company or other organization for which the candidate works.

Our fees will usually be invoiced in € (Euros). Remuneration payable in any currency other than the currency of the invoice will be calculated at the exchange rate applicable at the date of our invoice.

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Billing - The start-up fee for the retainer is billed in one installment and is invoiced when we are authorized to proceed with an assignment. We will bill the final fee in full as soon as we have carried out the relevant work or as soon as the offer is accepted. The already payed start-up fee will be deducted from the final fee.

Invoices are due for payment without deduction upon presentation and invoices overdue for 30 days will attract interest from their due date until payment. Interest will be charged at the interest rate specified or recommended in the Dutch legislation on late payment of commercial debts. All fees and expenses are exclusive of VAT which will be added.

Expenses - It is our practice to only bill exceptional expenses incurred in the course of an assignment in addition to our fees. These exceptional items such as for example international air travel are cleared with the client beforehand.

Cancellation - If any invoice is not paid within 30 days, we reserve the right to cancel the assignment immediately but without prejudice to our right to submit further invoices in relation to the assignment.

Modification - If unforeseen or other circumstances affecting the client make the assignment unworkable, or require it to be substantially modified, our fees for any work already carried out will remain payable. We also reserve the right to charge our remaining fees in full, although as a matter of practice, depending on the amount of work which we have carried out on the assignment, we may agree not to do so. Any expenses will be payable in full.

Client protection - In view of the long-term relationship with our clients it is appropriate to restate our longstanding policy not to recruit executive-level employees from a client for a specified period of time.

We confirm therefore, that we will not try to recruit a candidate placed with the client during the candidate's tenure. We also confirm that for a period of 12 months from the date that we begin the relevant assignment, we will not try to recruit anyone who reports directly to the candidate or anyone to whom the candidate reports directly.

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Confidentiality - Details of candidates (including any assessment notes or other documents prepared or information concerning candidates) are provided to the client in strictest confidence and on the understanding that the client will not disclose to anyone the existence or contents of them without our written agreement. If the client passes on the details of a candidate to another organization which subsequently engages the candidate, this will be treated as a further appointment and a fee based upon one quarter of the total first year remuneration will be payable by the client.

References and information - If requested, we will take up references, including the confirmation of any professional or academic qualifications. However, the client is ultimately responsible for any references or other information about candidates, as well as any decisions regarding their suitability. We cannot be held liable if any information proves to be inaccurate or misleading or if the candidate is unsuitable for the position. The client is also responsible for arranging all medical examinations and other investigations and for obtaining any work or other permits.

In general - These terms of engagement apply to all executive search assignments or talent mapping exercises carried out by SEMARE and are deemed accepted by the client when the client instructs us on an assignment or otherwise requests or makes use of our services. They apply to the exclusion of any other terms and conditions, except those agreed in writing between us and the client.

Our contract with the client shall be governed by the Dutch legislation and governed by the Amsterdam court, the Netherlands.

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