

# Refining the Roadmap

A Guide to Onboarding the Next Generation of Board Talent





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# Introduction

## New Faces in the Boardroom

Roughly 50 percent of S&P 500 companies will be replaced in the next 10 years—a reality that reflects a complex landscape of emerging risks, as well as the immense pressure on today's companies to innovate or be left behind. As investors and market pressures drive organizations to become more digital, more global and more sustainable, boards are finding that today's discussions necessitate new perspectives and areas of expertise.

Generational or age diversity is gaining merit in today's boardrooms as the skill sets boards need are increasingly found among younger generations. As younger, less-experienced directors arrive in the boardroom, the extent to which they can add value to board discussions depends on how quickly their boards can get them up to speed—a process known as onboarding. Yet, as the profile of today's new directors begin to change, are onboarding programs keeping pace?

### What's Changing?

In decades past, new members of a board were recruited from the same small talent pools: CEOs, CFOs, or existing directors from the board's network. For these new members, the onboarding process was merely an overview of the company, as they were already familiar with board and committee dynamics.

Fast forward to today, and the new director landscape is shifting. Shareholder pressures and threats of disruption on multiple fronts are pressing boards to seek new perspectives and specialized skill sets. Boards are increasingly tapping new talent pools for expertise ranging from cybersecurity and digital marketing to e-commerce and business-model transformation. In 2018, one-third of new S&P 500 directors were first-time directors, meaning they joined their first public company board.

### Snapshot: 2018 U.S. Spencer Stuart Board Index

**17%**

of all new S&P 500 directors were age 50 or younger.

**33%**

of all new S&P 500 directors were first-time directors (i.e., joined their first public company board).

**64%**

of all first-time directors were actively employed.

**60%**

of all first-time directors were female or minority.

Among this segment of first-time directors is a growing cohort of board members from the “next generation” (i.e., next-gen directors). Generally under 50 years of age, next-gen directors tend to be working active day jobs with backgrounds in technology-related fields. As these traits become more common, we’re starting to see an evolving director profile—one that has a new set of challenges, needs and expectations:

“There was a time when new board members were expected to be quiet the first year, and that’s no longer the case. Boards expect people to contribute right away, and new directors *want* to contribute. But there’s a lot they need to learn before they can really be effective. We’re seeing next-gen directors request *more* onboarding and a very different kind of onboarding than they have in the past.”

- Julie Daum, North American Board Practice Leader, Spencer Stuart

No longer do new board members have the luxury of time. Their onboarding needs have grown more complex. As a result, the boards that are tapping into this next generation of board talent face greater risk—but also a potential greater reward.

## What We’ve Set Out to Accomplish...

Next Gen Board Leaders is a community of directors in their 30s and 40s, all currently serving on public company boards. Designed to highlight the challenges, opportunities and contributions of the next generation in today’s boardrooms, this group meets a few times a year under Chatham House rules to learn from one another’s experiences and tackle governance challenges through a generational lens.

Throughout our peer discussions, onboarding is a topic we keep returning to. For a next-gen director, a comprehensive onboarding program can be the difference between contributing immediate value to board discussions or spending months in the dark. In extreme cases, it can be the difference between success or failure.

### Publication Goals

1. Equip boards and companies with a framework for assessing and improving their current onboarding programs
2. Highlight the challenges specific to next-gen directors and propose solutions
3. Help next-gen directors navigate their first few months in the boardroom

The responsibility of getting up to speed in the boardroom falls largely on the shoulders of a new director; yet, the company and existing board members can (and should) provide the tools to make the process more efficient, productive and rewarding. This set of recommendations is meant to provide feedback for today's boards—to highlight the little-known obstacles, creative solutions and best practices when it comes to onboarding the next generation of board talent.

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## Quick Facts: Next Gen Board Leaders

- Founded in June 2017 by Spencer Stuart, Diligent and Boardroom Resources
- Comprised of public company board members in their 30s and 40s
- Created in response to the digital complexities and shifting demographics impacting today's companies
- Convenes twice a year to swap experiences and tackle topics that are shaping today's (and tomorrow's) boardrooms
- Website: [NextGenBoardLeaders.com](http://NextGenBoardLeaders.com)

# Elements of Effective Onboarding

## Establishing a Baseline

Members of the Next Gen Board Leaders encountered a wide array of onboarding experiences, ranging from no onboarding to a year-long program integrating management presentations, field visits and one-on-one dinners. Before addressing challenges specific to next-gen directors, this group saw an opportunity to establish a baseline: What constitutes an effective onboarding program for any first-time director?

The Next Gen Board Leaders agreed on four elements of an effective onboarding program drawing on Next Gen group discussions and the recent Spencer Stuart publication, [New Director Onboarding: 5 Recommendations for Enhancing Your Program](#).

### An Effective Onboarding Program is...



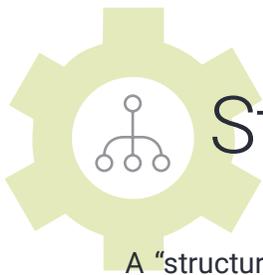
Structured

Multidimensional

Interpersonal

Ongoing

## An Effective Onboarding Program is...



### Structured

A “structured” onboarding program means that the board has thought through the needs of an incoming director and established a process for onboarding. Tactically, a structured onboarding program requires a few important steps: **Set expectations** for what new directors are expected to learn during the onboarding process and how quickly they’re expected to contribute to board discussions. **Specify ownership** for each aspect of the onboarding process. **Tailor accordingly** for each new director’s needs and existing experience.



### Multidimensional

“Multidimensional” onboarding programs **recognize various dimensions** or categories of information that new directors need to be effective. Many onboarding programs address one or two of the aspects below, while the best onboarding programs cover all four:

#### Dimensions of Onboarding

- 1 Company & Strategy:** Overviews company performance, strategies, KPIs, competitors, risks, industry considerations, regulatory environment, key financial information, recent and longitudinal organizational history, etc.
- 2 Board & Committee Processes:** Discusses board processes and disclosures, protocol for information requests and interacting with members of the management team, etc.
- 3 Board Culture & Dynamics:** Provides context around the personalities on the board, how directors interact with one another, key inflection points in the board’s history, acceptable behavior and expectations, etc.
- 4 Legal & Administrative:** Discusses the directors and officers (D&O) liability insurance policy, board portal software, note taking, insider trading restrictions, director compensation, etc.

## An Effective Onboarding Program is...



### Interpersonal

The board is an interpersonal organism, and the best onboarding programs reflect this fact. The relationship a new director forms with each board member becomes acutely important, both for information share and culture integration.

“Interpersonal” onboarding programs **prioritize mentorship**. Board mentors (sometimes called “board buddies”) are often cited by new directors as the most effective way to learn about board norms, social dynamics, and important historical context about the board or company. “Mentorship is rarely formalized in today’s onboarding processes,” said Diligent CEO Brian Stafford, “but its value begs the question: *Should it be?*”



### Ongoing

To think that a board member can ever be “fully onboarded” is short-sighted. The competitive landscape and industry trends are frequently shifting. The board’s culture is molded by every new director that joins. Thus, the most effective boards are continuously onboarding *all* directors with both a professional and personal focus.

**Emphasize education.** Boards that bring in outside experts, encourage directors to attend seminars or provide relevant books to read—anything that prompts new ways of thinking—are providing new directors with frequent educational touchpoints and also serving to refresh or challenge existing members of the board.

**Spark connections.** The same principles apply to sparking social or relationship connections among directors: the best boards never cease. From ice-breaker exercises to board dinners, these types of events provide a natural on-ramp for new directors and foster a strong social fabric—a foundational element of high-performing boards.



# Onboarding Responsibilities

Many people touch the onboarding process. In the following sections, we highlight some of the challenges specific to next-gen directors and make recommendations for each key participant in the onboarding process:

- A. The Company
- B. Board Leadership
- C. Existing Board Members
- D. Next-Gen Directors

# Onboarding Responsibilities

## The Company

“The role of the corporate secretary is very important. I serve on three boards, and I can see big differences. On one particular board, she was very well-prepared and talked to me about the experience of onboarding other directors, asked questions about what would be the best process for me, and prepared information in advance. On two other boards, this did not happen. I had to ask for information in hopes I would not forget something important.”

- Next-Gen Director

Next-gen directors typically arrive in the boardroom with little to no board experience. Often recruited from SVP- and management-level positions other than the CEO and CFO, their interaction with boards of directors throughout their careers is usually limited. For this reason, next-gen directors frequently can benefit from additional aspects of onboarding (e.g., overview of board mechanics, fiduciary duties, roles and responsibilities), which the company is usually well-positioned to provide.

The corporate secretary typically oversees the onboarding of new directors on behalf of the organization, often working closely with board leadership. Behind every good onboarding experience is a corporate secretary who first gauges the background and needs of the incoming director.

### Q: What was particularly rewarding about your company's onboarding?

“The 1:1 time spent with the CEO and each of the CEO's direct reports offered a crash course on the business and quality time with management.”

“Meeting with management and learning about the company's business model and strategy. Each executive highlighted three key initiatives they were working on.”

### Q: In what ways can companies improve?

“Some simply provide past board materials and a few management interviews as the only means for onboarding.”

“Recognizing that directors come from diverse backgrounds and some may need more of a primer on the industry or business model than others.”

The corporate secretary can assess the knowledge gaps of next-gen directors and serve as a valuable connector of people and resources across the organization—but also externally. Recommending industry publications or a favored board-readiness program can be immensely helpful to new directors who may be struggling to discern which resources and programs can offer the most value.

### Tips for the Corporate Secretary

- **Start by defining your role.** While it may seem rudimentary, nearly all Next Gen Board Leaders said they would have benefited from a more detailed explanation at the outset: “A better understanding of the corporate secretary role would have helped me know when and how to use her as a resource.”
- **Provide context where you can.** Board meeting minutes are often void of the details that were debated. Director bios rarely identify the personalities or the preferred communication methods of the board. This type of information provides precious historical and interpersonal context as next-gen directors navigate early board meetings and director interactions.
- **Tune into specializations.** It’s important to remember that next-gen board members may have been recruited, at least in part, for a specialized skill set (e.g., e-commerce, marketing, cybersecurity), which may require a deeper dive into certain company departments during the onboarding process.

### The Company: Other Key Onboarders

**The CEO** should explain how he/she derives value from the board. What expectations does the CEO have for the next-gen director? How should the next-gen director be prepared to contribute?

**CFO, CISO, CHRO, and other management** should use any onboarding meetings to further explain key initiatives headed by their department—particularly those for which the board retains oversight. What should the next-gen director know about the company’s strategy for customer retention, talent development or digital marketing?

**Head of IR** should provide an overview of major company shareholders, review past engagements, and communicate the “street view” of the company among the investor community.

**General Counsel** (sometimes the same as the corporate secretary) should review aspects of the board and director’s legal duties including compliance, FCPA, board D&O policy, rules around notetaking, and how to respond if an investor calls a board member directly (several next-gen directors reported being caught in this situation).

# Onboarding Responsibilities

## Board Leadership

“Throughout my onboarding, I had a standing call with the chairman every Sunday night to discuss everything he couldn’t put on paper: past inflection points, dynamics between board members, context around strategy, his expectations for me. I see now how valuable these conversations were.”

- Next-Gen Director

Too many boards are still lacking a formal onboarding process. As the next generation of board talent is recruited to fill specific skills gaps in the board’s long-term strategy, an effective onboarding program becomes a matter of board performance. How quickly can boards get next-gen directors up to speed and contributing to board discussions?

The designer and driver of the onboarding process should be board leadership (i.e., the independent board leader and/or nominating & governance committee chair). While the onboarding format and priorities will differ slightly for each company, board leadership is ultimately responsible for ensuring the program is **structured, multidimensional, interpersonal, and ongoing**.

For next-gen directors in particular, it can be difficult to know what kind of information they should collect during the onboarding process. This is where board leadership comes in to fill knowledge gaps, set expectations and provide guidance.

### Q: What was particularly rewarding about your board’s onboarding?

“The chairman spent several hours with me to visit our partners and customers. It was essentially a field visit that gave me a first-hand look at how marketing and operations work.”

“I enjoyed getting to know the ins and outs of the day-to-day business. The lead director really took me under his wing.”

### Q: In what ways can boards improve?

“Boards are lacking clear ownership of onboarding programs, both from a design and execution standpoint.”

“I wish my onboarding had included more time on strategy and how the company makes money.”

For many Next Gen Board Leaders, it was one-on-one conversations with board leadership that served as their primary window into company strategy, often adding a valuable historical perspective that extended over many years.

Also the “tone-setter” in the boardroom, board leadership is ultimately responsible for establishing a board culture that accepts, values and welcomes new perspectives in the boardroom—the mark of a high-performing board.

“On key decisions, my chairman will pause discussion and go around the table requiring everyone voice their opinion. As a next-gen director, it was a confidence-builder and gave me the opportunity to contribute early on to board discussions.”

- Next-Gen Director

### Tips for Board Leadership

- **Encourage next-gen directors to attend committee meetings.** Many Next Gen Board Leaders valued the opportunity to sit in on committee meetings/calls in their first year, an onboarding practice that’s becoming more common. As more board work moves to the committee level, committee observation offers next-gen directors a whirlwind tour of issues facing the board and can better prepare them to vote on items coming out of committee.
- **Arrange a meeting with external consultants when relevant.** If a next-gen director is a candidate for the audit or compensation committee, an incoming meeting with the external audit firm or compensation consultant can be a valuable onboarding activity. High-performing boards are onboarding new directors at the committee level, as well as at the board level.
- **Establish a feedback loop.** Sometimes boards will go years without onboarding a new director, which is why it’s so important to learn from those experiences when given the opportunity: “I had a great onboarding experience, but only because the person who joined the board before me *did not*. The board, led by our chairman, learned from that bad experience and made adjustments quite effectively.”

# Onboarding Responsibilities

## Existing Board Members

“I wish I had better director-to-director onboarding. Looking back, I wish I had spent more time with each director to better understand their background, what attracted them to the board, and what made me attractive to it.”

- Next-Gen Director

For most next-gen directors, the greatest boardroom challenges are not skills-based, but confidence-based. This can be an odd notion for tenured directors to consider given how much success these young directors have achieved in their day job. Yet, the boardroom can be a foreign and intimidating place—particularly when a 20+ year age gap exists. As one Next Gen Board Leader put it, “We don’t need our hand held, but the outreach means a lot. The boardroom can be a lonely place.”

Outside of board leadership, other members of the board typically have no formal role in the onboarding process; yet, next-gen directors find great value in these interactions.

To supplement board leadership, tenured directors can add context around company strategy and key board decisions, as well as offer guidance on how next-gen directors can navigate and add value to the board. The questions below represent just a sampling of what Next Gen Board Leaders found valuable—or would find valuable—when engaging with existing members of their board:

- What are the key issues uniting or dividing the board?
- On which board topics should I be prepared to contribute?
- Are there any tensions between board members or other dynamics that would help me navigate my first few meetings?
- What publications or external resources should I invest in to ensure I’m versed on governance trends?

Although still the minority, more boards today are formalizing mentorship in the form of a “board buddy” or an assigned mentor on the board. This practice is highly valued by next-gen directors; yet, existing directors need not be “assigned” in order to add value during the onboarding process. Oftentimes, it was the directors that took it upon themselves who had the greatest impact:

“The member who was toughest on me the first few meetings ultimately took me under his wing, which gave me the confidence to quickly become an active participant.”

- Next-Gen Director

### Tips for Existing Board Members

- **Reach out.** While this publication encourages next-gen directors to take more initiative in forming new relationships, outreach from a fellow director can be invaluable. This can be as simple as grabbing coffee or checking in after a board meeting to see if they have any questions.
- **Offer background on their recruitment.** The board likely went through a months-long process determining the skill sets it needs and recruiting the right candidate. Sharing that journey with a next-gen director not only illuminates the board’s process for succession planning, but it provides important context for their arrival and helps them understand how they can add value going forward.

### Q: What’s the role of tenured directors when it comes to successfully integrating new board members?

“Encourage new directors to get smart on certain topics and encourage them to be ready to lead or strongly contribute to certain discussions.”

“Share the history of key decisions and inflection points of the board/company history. It is also helpful for them to share the norms of how the board operates.”

“Mentorship is key. Make efforts to meet new directors, spend time with them, and give them feedback.”

“Directors should remain open to new insights and feel comfortable if certain routines get disturbed by unexpected questions.”

# Onboarding Responsibilities

## Next-Gen Directors

“First and foremost, the shareholders are not discounting their expectations of you to be a shepherd of their capital because you’re younger than the other directors. It’s your job to be a great director. So you have to do your homework. You have to make sure you educate yourself on governance.”

- Next-Gen Director

Board service is a big leap. It’s hard for new directors to truly know the level of time and preparation involved; yet, members of the Next Gen Board Leaders frequently emphasize the value they’ve gained: “Board service has made me a better executive. It allows me to see how other companies are approaching value creation. It forces me to get out of the weeds and operate from a 30,000-foot perspective.”

**Get “board ready.”** Before the formal onboarding process even begins, next-gen directors are largely responsible for getting themselves “board ready”—that is, versed on governance trends and familiar with board, committee and finance fundamentals. Members of the Next Gen Board Leaders had several suggestions for achieving board readiness, from subscribing to board/governance publications to seeking external mentors to enrolling in a well-regarded director training program. Oftentimes, the corporate secretary or existing board members can make valuable recommendations for courses or publications that will be worth the time and cost investment.

**Clarify expectations.** Establishing expectations is a recurring theme throughout this publication, since this step of the onboarding process is too often overlooked. If expectations aren’t communicated at the outset, then the next-gen director should not hesitate to pose these questions to the CEO and board leadership:

- How quickly do you expect new directors to get up to speed and begin contributing?
- How does this board define “value”?
- Specifically, how does this board expect *me* to add value in the months ahead?

**Fill in the gaps.** Once the onboarding process is underway, next-gen directors should be focused on “filling in the gaps,” whether that’s seeking the rationale behind key strategy documents or requesting additional meetings. The key is to acquire context, or an “insider’s perspective,” on everything from past board evaluation results to director communication styles. While other sections of this document are intended to make recommendations for boards/companies, next-gen directors should use this whole publication as a roadmap and request information anywhere they see holes.

“My onboarding experiences were ad hoc, but I didn’t really know any better at the time. Now I recognize that some boards are assembling much more structured programs that don’t push as much of the responsibility to the new board member. Had I known that, I would have asked for even more support earlier on. I also would have worked harder to take my ad-hoc experiences and turn them into a more structured program for subsequent board members.”

- Next-Gen Director

### Tips for Next-Gen Directors

- **Build your network of external mentors.** Establishing a network of mentors and peers outside of your board’s ecosystem was a highly valued practice among the Next Gen Board Leaders. These networks may consist of new or tenured directors serving on other boards—or even people who work with boards in various capacities (VC investors, lawyers, consultants, etc.). Not only can they answer questions or set expectations during the board recruitment process, but they can provide a temperature check on “what’s normal” during your early years of board service. As one Next Gen Board Leader said: “We do this in our day jobs. Why not for our boards?”
- **Help craft your subject-matter onboarding.** Oftentimes, next-gen directors are expected to contribute to discussions on specialized subject matters (digital marketing, cybersecurity, blockchain, etc.), which may require a deeper dive into that area of the organization during the onboarding process. However, the corporate secretary or board leadership may not always know what kind of information or background would be most valuable. Don’t hesitate to suggest additional meetings or field trips to certain departments.

- **Onboard your assistant.** Between busy day jobs and personal commitments, your assistant is often the person you have to thank for your sanity at the end of the day. Ask if the board will allow you to include your assistant in the onboarding process where it makes sense: “I paid to fly my assistant in for my first day of onboarding and even arranged for her to have lunch with the corporate secretary. Then we were both trained on the board management software together. The investment has been worth every penny.”
- **Don’t commandeer board meetings for your own education.** This publication encourages next-gen directors to be proactive about asking questions; yet, there’s a time and a place for seeking this education. Board meeting time is precious, so next-gen directors should refrain from using valuable board time to fill knowledge gaps that could be more efficiently addressed in one-on-one conversations. Simply use your judgement.

### Q: If you could go back in time and offer yourself advice, what would you say?

“Don’t try too hard. Everything will come naturally. There is a reason you are on a board. Just be yourself and relax.”

“Really learn about the company and its strategic opportunities and challenges.”

“Spend more time with the general counsel.”

“Follow up after your committees and each meeting to chat about what was discussed and consider asking for advice on your participation.”

“Take one of the respected classes to get a basic 101. That would’ve helped me get a foundation, but also to know where the boundaries of knowledge often are in other board members.”

“I wish I had spent even more one-on-one time with board members to get to know them better outside of board meetings.”

“Listen more. Figure out the definition of what ‘value’ is to the board.”

# Conclusion

## Looking Forward

Today's most effective boards are prioritizing the onboarding process to get their newest talent up to speed and contributing quickly. In turn, these boards are reaping the benefits of richer discussions, wider perspectives and competitive advantages at a time of great business disruption and change.

"The most effective boards today are hungry for feedback—for the kind of insights that challenge complacency and drive performance. If boards glean anything from this publication, it should be that onboarding and board performance will be inextricably tied in the years ahead as boardrooms continue to diversify and the stakes continue to rise."

- Brian Stafford, CEO, Diligent Corporation

This publication is by no means exhaustive. It was simply designed to prompt conversations in the boardroom: *How effectively are we onboarding the next generation of talent?* Most boards will find that small tweaks to their current process can yield big returns.

In the appendix of this document, you'll find an **Onboarding Checklist**; this resource summarizes key takeaways from this publication and provides a framework for board discussion.

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Next Gen Board Leaders



Diligent

# Onboarding Checklist

The checklist and discussion points below are designed to help boards and next-gen director assess/shape their onboarding programs. It's important to remember that every board and new director has different onboarding needs, so the list below is simply intended to be a starting point for discussion. Many checklist items have been expanded from Spencer Stuart's [New Director Onboarding: 5 Recommendations for Enhancing Your Program](#) and adapted for next-gen directors.

## Recommended Onboarding Meetings for Next-Gen Directors

Chief executive officer	Lead director or board chair	General counsel
Other executives and/or leaders of key business units (Marketing, IR, IT, HR, Finance)	Nominating & governance committee chair Corporate Secretary	Other committee chairs and fellow board members External consultants

# 1 Company & Strategy

## DISCUSSION POINTS

- **Strategy:** KPIs, current objectives, long-term strategic plan, opportunities, vulnerabilities, potential disruptors, capital and talent strategies
- **Performance:** Financial performance, profitability, projections
- **Company Details:** Organizational history, company structure, corporate culture
- **Operations:** Company supply chain, key customers, operational challenges, underlying infrastructure
- **Risk:** Risk profile (including sector and company risk); how the board and management assess, present and articulate risk
- **Industry:** Industry overview and trends, comparisons, key competitors
- **Shareholders:** Major shareholders, investor perspectives of the company, summary of any previous shareholder engagement meetings, proxy advisor rankings
- **Legal, Regulatory & Compliance:** Regulatory, legal, and governance issues related to the company

## DOCUMENTS

- ✓ Strategic plans
- ✓ Company code of business conduct and ethics
- ✓ Financial reports (including annual report, budgets and projections)
- ✓ Past earnings releases
- ✓ Proxy statements
- ✓ Investor presentations from the past year
- ✓ Executive incentive plans (annual, long-term, other)
- ✓ Results of recent employee survey

## RECOMMENDATIONS

- ✓ Schedule a site visit focused on how the business works.
- ✓ Consider an industry conference or event.
- ✓ Attend investor day and listen to quarterly investor calls.

# 2 Board & Committee Processes

## DISCUSSION POINTS

- **Board Structure & Committees:** Governing documents or policies, board committees, committee meeting schedule and format, committee process for reporting back to the full board
- **Roles & Responsibilities:** Director bios and their experience/backgrounds, board committee and leadership roles, fiduciary duties, time and performance expectations
- **Board Evaluation:** Board performance goals and KPIs, methods and frequency for evaluating performance (at board, committee and director level)
- **CEO Performance & Succession:** Past CEO evaluations, succession plan, context around past discussions
- **Board Member Readiness:** Foundational skills needed, recommended methods/resources to fill the gaps

## DOCUMENTS

- ✓ Board and committee charters
- ✓ Corporate governance guidelines
- ✓ Board member profiles and contact information
- ✓ Committee assignments
- ✓ Skills matrix
- ✓ Recent board and committee evaluations

## RECOMMENDATIONS

- ✓ Sit in on committee meetings in the first year.
- ✓ Consider a board-readiness program to fill foundational gaps.

# 3 Board Culture & Dynamics

## DISCUSSION POINTS

- **Values & Norms:** Board culture and values, acceptable behavior and expected practices
- **Personalities:** Director backgrounds and personalities, social “roles” within the group, willingness to counsel new directors
- **Communication:** Generally accepted practices for group communication, individual director communication preferences
- **Interpersonal Dynamics:** Tolerance for debate, key inflections points in the boards history, issues uniting and dividing the board
- **Feedback Loop:** Channel for providing feedback on onboarding, process for board review and making improvements

## DOCUMENTS

- ✓ Documents detailing board culture
- ✓ Documents outlining director expectations

## RECOMMENDATIONS

- ✓ Consider a formal mentor or “board buddy.”
- ✓ Prioritize social gatherings outside of the boardroom.

# 4 Legal & Administrative

## DISCUSSION POINTS

- **Calendars & Scheduling:** Board meeting calendar, scheduling for committee meetings
- **Legal Guidance & Liability:** Overview of D&O policy, guidelines around notetaking, how to handle direct communication from a shareholder
- **Director Compensation:** Review of director compensation package, deferral and tax options (especially important for young, working directors)
- **Board Management Software:** Orientation to the board software, process for electronic approvals, access to repository of general board and company documents
- **Travel Expenses & Reimbursements:** Types of expenses covered by the board/company, policies around meeting travel and reimbursements

## DOCUMENTS

- ☑ Board and committee meeting calendar
- ☑ D&O liability insurance policy
- ☑ Resources or tutorials on the board management software
- ☑ Travel and expense policy

## RECOMMENDATIONS

- ☑ Schedule a session with the GC (and/or outside counsel) to cover all aspects of director liability and compensation in depth.
- ☑ Determine how personal assistants can be integrated into the onboarding process.