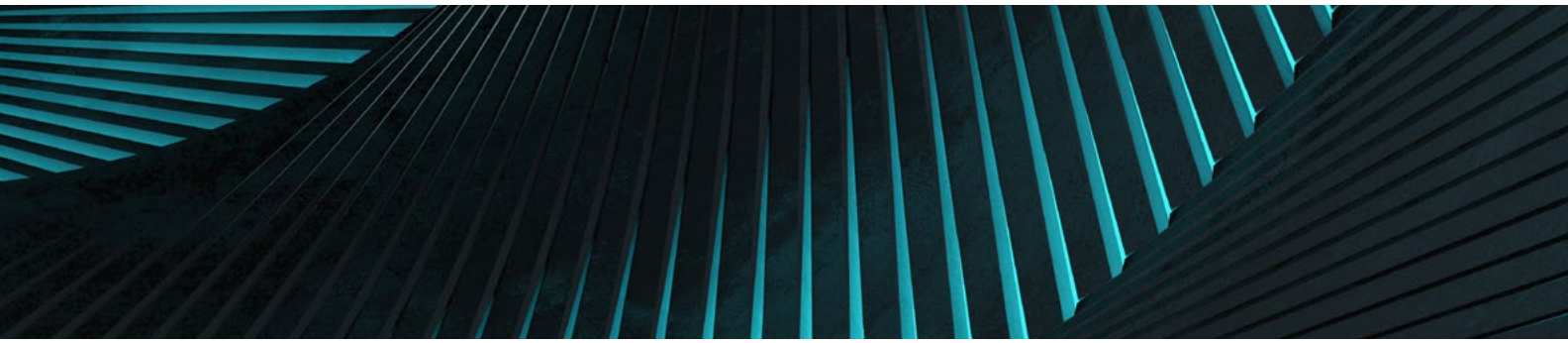


Corporate Director Checklist

Action items to help navigate the first year of board service

— New Director Onboarding: 5 Recommendations to Optimize Your Program

I. ASAP / Upon appointment

Develop personalized onboarding program

☐ **Review draft document formalizing tailored onboarding program**	**SUPPORTING MATERIAL** — New Director Onboarding: 5 Recommendations to Optimize Your Program
☐ **Provide input on draft**	
☐ **Work with corporate secretary to finalize formal onboarding program with milestones**	

I. ASAP / Upon appointment

Start training & education

☐ **Receive training on board portal**	
☐ **Understand the board/CEO relationship**	**SUPPORTING MATERIAL** — Building a Better Board/CEO Partnership: How Boards Can Find the Right Balance — The CEOs First Year Isn't a Victory Lap. It's the Board's Next Test — Spencer Stuart Director Pulse Survey: CEO Succession 2024
☐ **Understand board and committee governance basics**	**SUPPORTING MATERIAL** — Company charter and bylaws — Company corporate governance guidelines — Committee charters — Director profiles and contact information — Director compensation and perquisites – 2025 S&P 500 Director Compensation Snapshot — Stock ownership expectations — Travel, expense reimbursement and other policies
☐ **Understand ethical expectations and legal protections**	**SUPPORTING MATERIAL** — Company/board code of conduct and conflict of interest policies — Summary of D&O coverage
☐ **Block calendar**	**SUPPORTING MATERIAL** — Board and committee calendars

I. ASAP / Upon appointment

☐ **Receive training on director and committee member roles, responsibilities and board fiduciary duties**

SUPPORTING MATERIAL

- **For first-time directors:** Stanford Business School's Board of Directors Duties and Liabilities
- The Sidley Best Practices Calendar for Corporate Boards and Committees
- The Independent Board Chair | Selection, Responsibilities and the Skills of Effective Chairs
- When an Executive Chair Helps or Hinders Company Performance
- Compensation Committee Guides:
  - Wachtell Lipton's 2026 Compensation Committee Guide
  - Skadden's 2026 Compensation Committee Handbook or
- Audit Committee Guides:
  - EY's 2026 Audit Committee Guide
  - Wachtell Lipton's 2026 Audit Committee Guide
- Nominating and Governance Committees: Top Issues for 2026

Understand investor base, and as appropriate, join engagement meetings with shareholders

☐ **Calendar investor day, quarterly investor calls and shareholder engagement calls and attend/participate**

II. Within first three months

Calendar (self or through appropriate company contact) and prepare for one-on-one meetings with independent directors

☐ **Understand committee roles & responsibilities**	**SUPPORTING MATERIAL** — The Sidley Best Practices Calendar for Corporate Boards and Committees — Compensation Committee Guides: • Wachtell Lipton's 2026 Compensation Committee Guide • Skadden's 2026 Compensation Committee Handbook or — Audit Committee Guides: • EY's 2026 Audit Committee Guide • Wachtell Lipton's 2026 Audit Committee Guide — Committee charters
☐ **Get familiarized with prior board materials**	**SUPPORTING MATERIAL** — Prior 12 months' board/committee meeting materials and minutes
☐ **Understand relevant governance issues**	**SUPPORTING MATERIAL** — Board Governance Trends — 2025 U.S. Spencer Stuart Board Index — 2025 Spencer Stuart S&P MidCap 400 Board Index
☐ **Review company risk profile and "heat map," including how the board and committee views sector, company and committee-specific risks**	**SUPPORTING MATERIAL** — Risk "heat map" — Internal audit materials provided to audit committee and/or board over the past 12 months
☐ **Gain insights into company culture**	**SUPPORTING MATERIAL** — Results of most recent employee engagement survey, customer satisfaction survey and other organization culture surveys — Understanding the Link Between Culture and Performance

II. Within first three months

Understand CEO and key executive succession plan(s)

☐ **Be aware of hidden risks, challenging dynamics and alignment to the vision and strategy of the business.**	**SUPPORTING MATERIAL** — Predicting CEO Success: When Potential Outperforms Experience — Is Your Board Hitting the Brakes on CEO Succession? — Why Rookie CEOs Outperform — Spencer Stuart Director Pulse Survey: CEO Succession — The Critical Relationship between the Chair and the CEO

Understand executive talent and development

☐ **Review organizational chart**	
☐ **Review executive incentive documents, summaries (annual, long-term, other)**	
☐ **Assess leadership team/culture**	**SUPPORTING MATERIAL** — Why Your Team's Not Working: How CEOs Can Foster World-Class Leadership Teams — Expanding Views on Leaders and Culture | Why More Organizations Are Assessing for Culture Adaptability

II. Within first three months

☐ **Get to know more about the senior talent coming up through the organization**

SUPPORTING MATERIAL

— CEO:
- The Life Cycle of a CEO
- 2025 S&P 1500 CEO Transitions: Behind the CEO Moment

— CFO:
- Looking Ahead to Your Next Fortune 500 CFO? Why Finding a Successor is Often Tougher than Anticipated

— CMO:
- CMO 2025 | The Future of Marketing Leadership
- The da Vinci Growth CMO

— CHRO:
- 2020 CHRO 2025 | How Leaders Are Preparing for Change

— CTO:
- Cybersecurity and the Board
- Technology as a Value Driver in Private Equity: The CIO/CTO's Role
- The Data and Analytics Leader: Your Competitive Advantage

— Legal, Compliance & Regulatory:
- Beyond Data Protection: The Rising Role of the Chief Privacy Officer

Schedule (self or through appropriate company contact) and prepare for one-on-one meetings with key executives

☐ **Review strategic plan, business model, KPIs, profitability and performance, with a review of both past performance for context purposes, current objectives and projections and long-range plan**

SUPPORTING MATERIAL

— Financial reports, including most recent annual/quarter reports, budget and projections

— Capital resources and covenants, including lines of credit and longer-term credit facilities

— Earnings releases for the past year

☐ **Gather industry insights, including trends, comparisons, key competitors, disruptors (actual and perceived)**

SUPPORTING MATERIAL

— Spencer Stuart Research & Insight

☐ **Learn about company operations, operational challenges and underlying infrastructure**

II. Within first three months

☐ **Learn shareholder base and review third-party assessments, including analyst reports, etc.**	**SUPPORTING MATERIAL** — Investor presentations for past year — Current key analyst reports — List of top (10-15) shareholders and other key shareholders, along with key focus areas of each and summary of engagement insights — Learn about prior board meeting and understand voting results and potential vulnerabilities
☐ **Gain management's insights on company risk profile and "heat map," including how management assesses, presents and articulates risk**	**SUPPORTING MATERIAL** — Risk "heat map" — Internal audit materials provided to audit committee and/or board over the past 12 months
☐ **Gain insights into key customers, opportunities and vulnerabilities**	

Site visits and events

☐ **Attend an investor relations event (examples: quarterly conference call; stakeholder engagement; investor meeting)**

Consider a board mentor

☐ **Consider having a formal mentor assignment or reaching out to an experienced director on the board to become an informal mentor to: coach and share feedback; provide perspective on boardroom activities, dynamics, written and unwritten rules; help with meeting preparation; and debrief and act as a sounding board between meetings**

III. Within first six months

Meet key external advisers to the board

☐ **Schedule one-on-one meetings with key external advisers such as outside legal counsel; independent compensation consultant; and independent auditor; prioritize advisers to committee assignments**

Site visits and events

☐ **As appropriate, go on site visits (headquarters, factories, stores, etc.)**

Understand board and individual director evaluation process

☐ **Review the board assessment and refreshment process with the corporate secretary or your onboarding leader**

SUPPORTING MATERIAL

- Getting Real Value from Board Assessments: Beyond "Check the Box"
- Board, committee and director assessments
- Spencer Stuart Director Pulse Survey: Individual Director Assessments

IV. Within first year

Schedule site visits

☐ **Schedule, as appropriate, site visits to enhance understanding of the company and to expand contact with key employees**

Schedule feedback sessions

☐ **Schedule time to receive feedback from other directors six to 12 months after appointment to the board**

V. Ongoing

Board Portal

☐ **Stay current with postings to the portal**

Continuing education

☐ **Identify opportunities to enhance education**

Monitor trends

☐ **Stay current on company and industry trends, opportunities, risks and challenges**

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Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning more than 60 offices, over 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment, employee engagement and many other facets of culture and organizational effectiveness, particularly in the context of the changing stakeholder expectations of business today. For more information on Spencer Stuart, please visit **www.spencerstuart.com**.

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