

DIRECTOR LEADERSHIP COUNCIL

Private Conversations for Public Company Directors

» **The Conference Board** is pleased to offer Director Leadership Council exclusively for those who hold leadership positions on the boards of US public companies. Each invitation-only Council will be limited to 30 members who have similar roles on their boards. The four separate Councils will serve board chairs/lead independent directors, and the chairs of nominating/governance, compensation/talent committee, and audit/risk/finance committees.

Each **Director Leadership Council** will meet throughout the year under the Chatham House Rule, so Members can talk with peers in confidence about issues, explore solutions, and develop lasting and valuable relationships. Council Members will also have unlimited access to cutting-edge publications by The Conference Board, the opportunity to participate in its programs, and the ability to leverage the global resources of The Conference Board, which has been convening corporate leaders for over 100 years.

By joining a Director Leadership Council, Members will gain practical insights that can enhance their board's effectiveness as a strategic partner with management to address their company's priorities.



Boards Are Facing a New Era of Challenges

Boards are more engaged strategic partners for management

Companies are seeking to deliver sustained and superior operating and financial performance against a backdrop of economic uncertainty, geopolitical instability, increasing regulation, supply chain disruptions, labor shortages, and political polarization—all while facing rising scrutiny and expectations from investors and other stakeholders. Boards need to partner even more closely with management in charting the company's course in a sustainable and responsible manner that promotes the long-term welfare of the firm and its stakeholders, while being mindful of the company's broader impact on society and the environment.

Corporations need a place where their directors—especially those who serve in leadership positions—can turn to for trusted information and insights that will constructively contribute to the boardroom discussion. The Director Council program offers a whole new level of experience for board members beyond traditional board education or certification programs.



Unmatched Value

Engage with peer directors in exclusive forums. Each Council will hold at least two in-person sessions per year, and virtual sessions as needed.

- **Set the agenda:** Each Council guides its agenda to ensure it focuses on the most pressing priorities.
- **Address priorities in real-time:** Generate insights in real-time with candid discussions under the Chatham House Rule with peers.
- **Establish trusted relationships:** Build strong bonds with experienced directors in similar leadership roles, whom you can call upon for advice.



Gain additional insights across The Conference Board. Members can participate in ESG Center programs and receive ongoing newsletters, alerts, and publications.

- **Participate in ESG Center Roundtables:** Members will be invited to participate in ESG Center programs, including Chatham House Rule Roundtables on topics such as maximizing the benefits of board diversity, the future of corporate political activity, and navigating ESG backlash.
- **Hear from experts:** Council Members will be invited to exclusive briefings with leading experts on the latest regulatory, judicial, and legislative developments affecting boards.
- **Access timely publications and ongoing newsletters and alerts:** Members will have full access to our library of publications that offer insights informed by data and real-world experience. They will also receive our weekly newsletters and alerts, which provide a synopsis of the latest insights.

- **Leverage customized ESG benchmarking:** Councils will have access to proprietary benchmarking in board composition and practices, shareholder voting, executive compensation, director compensation, environmental practices, human capital management, and CEO succession, among other topics.



Make an impact. Move the needle by helping develop insights—and sharing them with other key leaders.

- **Gain insights that you can easily share:** Following each Council meeting, Members will receive a summary—without attribution to speakers—that they can share with their boards and management.
- **Make a global impact:** The Conference Board captures the insights generated through our programs, which we feature in publications that shape industry practice and public policy.

Quality Discussions With True Peers. Councils will be composed exclusively of experienced directors from leading public companies who meet under the Chatham House Rule throughout the year.

Unmatched Resources. Councils will have access to The Conference Board's global resources, as well as internal and external experts across disciplines, to help inform their discussions.

Over a Century Convening Corporate Leaders. The Conference Board has provided trusted insights to corporate leaders since 1916. We have +100 Councils that bring together leaders who hold similar roles.

What Sets the Director Leadership Council Apart

No Agenda Other Than Yours. Council members will help set the agendas for the sessions, ensuring that the Councils focus on timely, relevant topics.

Broader Impact. Director Council discussions will also help inform the broader work of The Conference Board, which in turn shapes public policy and industry practice.

A Trusted, No Sales Environment. There will be no implicit or explicit pressure to buy other services.

Councils Will Address Key Challenges and Opportunities

Councils will have access to Conference Board expertise as they address timely issues that are common to corporate boards such as navigating economic uncertainty, geopolitical volatility, labor shortages, supply chain disruptions, US and EU regulatory changes, and accelerating technological change. They will also address topics that are tailored to specific board leadership roles.

Board Chair and Lead Independent Director Council

Non-executive board chairs and lead independent directors

Topics include:

- Focusing board discussions on opportunities, not just risks
- Managing board information overload, while ensuring board fluency and focus on emerging topics
- Optimizing the relationship with the CEO
- Leveraging increasingly diverse boards
- Integrating sustainability into strategy
- Dealing with divisive social issues
- Engaging more constructively with stockholders and other stakeholders
- Maintaining an effective board culture
- Coordinating the work of board committees

Compensation and Talent Committee Chair Council

Chairs of committees with responsibility for compensation and talent

Topics include:

- Developing a human capital strategy integrally tied to business strategy
- Gaining insight into the company's culture
- Creating a more resilient executive compensation program
- Attracting and retaining key talent throughout the organization
- More effectively telling the company's human capital story
- Addressing evolving investor expectations on executive compensation
- Making progress on DEI
- Appropriately tying compensation to ESG performance

Audit, Risk, and Finance Committee Chair Council

**Chairs of committees with responsibility
for audit, risk, and finance**

Topics include:

- Keeping pace with SEC and international disclosure rules
- Enhancing the fluency of the committee on key ESG issues
- Gauging whether the firm has appropriate controls to support ESG disclosure
- Strengthening operational resilience
- Ensuring risk management and compliance programs are sufficiently comprehensive
- Overseeing growing cyber risk
- Updating capital allocation policies to reflect ESG considerations

Nominating and Governance Committee Chair Council

**Chairs of committees with
responsibility for director
nominations and governance**

Topics include:

- Ensuring the board has the composition to meet the company's future needs
- Allocating ESG responsibilities among committees
- Achieving the right level of board refreshment
- Conducting meaningful and effective board evaluations
- Preparing for emergency and planned CEO successions
- Successfully onboarding new directors

About The Conference Board

- The Conference Board is a member-driven think tank that delivers trusted insights for what's ahead™. For over 100 years, we've been helping companies improve their performance and better serve society.
- The Conference Board ESG Center helps businesses, investors, and other organizations by providing trusted, timely, and actionable insights in the areas of corporate governance, sustainability, and citizenship. It serves as a resource, platform, and partner to help companies address their priorities—and shape the future.

***Learn about the benefits of
having one, two, three, or four
of the directors in leadership
positions on your board join a
Director Leadership Council.***

EXPLORE MEMBERSHIP

Contact: corpdirectorcouncil@tcb.org
If you would like to learn more.

