

December 18, 2009

Board of Directors Meeting Agendas

The numerous legislative and regulatory initiatives adopted or proposed in response to the economic crisis, and the increased corporate governance activism by shareholders and their advisory organizations, raise the question of what are the key matters that a board should be considering on a regular basis. As a supplement to [Some Thoughts for Boards of Directors in 2010](#), we developed the following list of matters. Some matters could be visited once a year; and some should be visited at each meeting. Some companies will need to add matters to this list in view of relevant business, corporate governance or other issues specific to their companies. Boards should also consider the extent to which some of these matters should be addressed more fully by board committees. Each company should tailor the scope of, and the allocation of time to, the matters, and the frequency of their consideration, to its particular circumstances.

- Performance of the business, including comparison to budget and peers
- CEO succession and exposure of senior executives to the board
- Strategy, budgets, capex and R&D, long-term vs. short-term considerations, acquisitions and divestitures and other business portfolio adjustments
- Executive compensation, including the interplay between compensation policies and risk management
- Risk management, including financial, safety and other risks, and insurance
- Compliance with laws and regulations, and review of material litigation
- Transparency, accounting principles, financial reporting and earnings guidance
- Shareholder relations, meetings between directors and shareholders, dividend policy, share repurchase policy
- Government relations and policies, including lobbying activities and relations with trade associations
- Employee and community relations
- Social responsibility, including environment and human rights
- “Tone-at-the-top” and corporate culture, including ethics, vision, mission
- Director recruitment, including the balance of diversity, independence and experience, and director compensation
- Annual meeting, shareholder resolutions, shareholder nominations
- Crisis management preparations
- Takeover bid and proxy fight preparations
- Board and committee structure and policies, including silo problems, evaluations, governance guidelines, committee charters, and coordination among the board and its committees
- Separation of Chairman and CEO positions or lead director
- Use of consultants, board and committee tutorials and other director education programs
- Legal advice as to compliance of board practices and processes with fiduciary duties

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