



# A Look Forward: Board Oversight Issues to Watch in 2022

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# Environmental, Social, & Governance

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# What is ESG?

- **Environmental**

- *Preservation of our natural world*

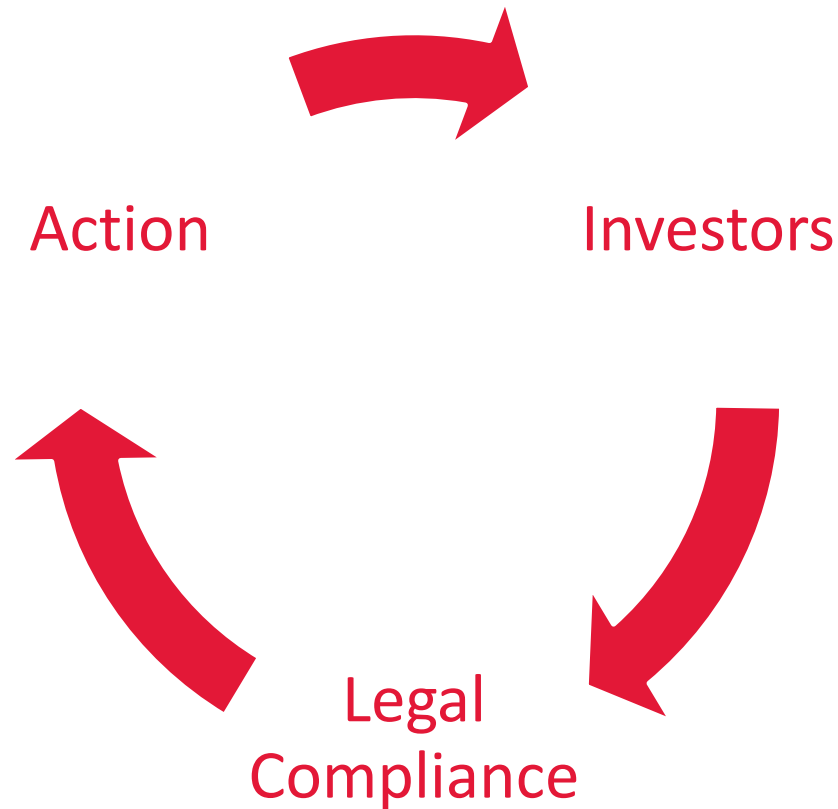
- **Social**

- *Consideration of humans and our interdependencies*

- **Governance**

- *Logistics and defined process for running a business or organization*

# Driving force behind focus on ESG Matters



# ■ CLE Check-in

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# Risk Management

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# Risk Management



Identify Risk



Assess Risk



Control Risk



Review  
Controls

# Board Oversight

- **Strategies for Appropriate Board Oversight**
  - Policies and procedures consistent with organization's strategy and risk appetite
  - Reports/audits
  - Drilling down on key risks





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# Board Management

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# Board Management

- Pandemic
- Personal connection
- Reporting
- Constant Communication
- Committees



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# Workforce Issues

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# Board Oversight Responsibilities



## Traditional

- Executive hiring
- Executive Compensation
- Compliance

## Newer

- Human Capital Disclosure Requirements
- Business Continuity Risks
- Technology
- Compliance



# Human Capital Disclosures

- Regulation S-K
- Compensation Discussion and Analysis
- Shareholder Proposals on Pay Equity
- Human Capital Brand Alignment (internal/external)
- Board Diversity



SHAREHOLDER



# Business Continuity Beyond the Balance Sheet



Employment Outlook/  
Competing for Talent



Artificial Intelligence



Health and Safety



Other

# ■ CLE Check-in

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# Crisis Management

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# Crisis Management

- Cyber Crimes
- Class Action Lawsuits
- Workplace Violence
- Defects and Recalls
- Environmental Damage
- Sexual Harassment/Discrimination
- Social/Political
- Leadership Changes



# Planning Ahead

- Identify the Stakeholder Team(s)
- Monitor data aggregators for risk news
- Monitor changes in applicable laws
- Set Communication Protocols
- Pinpoint Potential Risks and Impact
- Practice Executing Operational Plan
- Train and retrain



# Incident Response Team



Litigation Counsel



Regulatory



Communications



Board



Other Professionals

# Recap: 2022 Board Trend Takeaways



**ESG**



**Risk Management**



**Board Management**



**Workforce Issues**



**Crisis Management**

# Questions?



# Connect with us



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