



Monday, October 13, 2025

7:15 am – 8:45 am Breakfast

7:15 am – 6:00 pm Registration for Essentials

7:15 am – 6:00 pm Exhibit Hall

8:45 am – 9:00 am Welcome & Introductions

9:00 am – 10:00 am Fundamentals of Corporate Governance & Sources of Authority

This session gives you a working definition of corporate governance and shines light on what makes corporate governance especially challenging – and interesting: the wide variety of players who formally and informally shape the rules for corporate governance.

- What is Corporate Governance?
- Key constituents: Shareholders, Boards, Management
- Legal framework of Federal and State Law
- Competition among States for incorporating [New!]
- Listing standards
- Case Law and business judgment rule
- Other governance influencers
- Internal sources of authority (Articles, Bylaws, Delegations)
- Charters, Policies, Principles and Codes

10:05 am – 10:45 am Board and Committee Structure & Composition

This session will address the legal requirements governing who can serve on boards and committees, as well as practical guidance on how you build and structure an effective board and set of committees. [New for Essentials Express!]

- Board & committee responsibilities
- Board composition
- Committee structure and composition
- Committee responsibilities
- Board and committee succession, recruitment, and onboarding

10:45 – 11:15 am Break

11:15 am – 12:00 pm Board & Committee Meetings: Best Practices

Meetings are essential to effectively functioning boards and committees, and this session will address both legal requirements and practical advice for holding successful meetings.

- What makes for a successful meeting [New!]
- Forward looking schedules
- Agenda development
- Presentations/formats
- Virtual or in person
- Logistical support (travel, lodging, food)
- Executive sessions
- Scripts and follow-up
- Use of technology

12:00 pm – 1:15 pm Lunch

The Evolving Role of the Corporate Governance Professional

The role of a corporate governance professional has evolved significantly over the past decades and today requires proficiency in law, business, technology, . . . and human nature. This session will provide an insider's view on what is required to succeed today and tomorrow.

1:15 pm – 2:15 pm Board Materials: Scope, Preparation, Distribution & Retention

Successful board meetings require extensive and intensive preparation. This session will provide legal insights and practical advice on effective board briefing materials, featuring the Society's latest exclusive research findings.

- Timeline for materials preparation
- Review and approval of board materials
- Executive summaries
- Distribution to board
- Best use of portals and other technology

2:15 pm – 3:05 pm Taking Minutes

Minutes are among a company's most important official documents; they need to serve several purposes; and they need to be timely, timeless, and hold up to legal and regulatory scrutiny for years to come. This session will address the legal and practical art of taking minutes.

- Purpose
- Required elements
- Form/style
- Protecting privilege
- Executive sessions
- Draft and review process

- Draft destruction, Director's notes, and copies
- Special situations
- Post-approval changes
- Review by auditors or regulators
- [NB: Mention use/risks of AI]

3:05 pm – 3:25 pm Break

3:25 pm– 4:10 pm Helping the Board Fulfill its Key Responsibilities

Boards play multiple roles: they decide, oversee, advise, and engage with management, stockholders, and others. This session will address how to support your board, depending on the roles they're playing, the topic, and the board's and management's capabilities. [New!]

- The roles of the board
- Where do the board's roles end and management's begin?
- Supporting the board in decision-making
- Supporting the board in oversight, including delegations of authority, internal controls, and risk
- Supporting the board in advising management
- Supporting the board in engagement
- Assessing the effectiveness of your support

4:15 pm – 5:15 pm Fundamentals of AI Governance [New]

Governance needs to be tailored to the subject matter, and so the governance of AI needs to reflect both the company's exposure to AI and the unique challenges of AI itself. This session will provide you with the legal and practical framework for developing effective AI governance for your organization. [New!]

- Defining AI
- Complying with the emerging legal framework for AI
- The key opportunities and risks of AI
- Determining how AI affects your organization
- Delineating the role of the board of directors
- Developing policies, processes, and reports
- Assessing the effectiveness of your governance of AI

5:15 pm– 6:30 pm Reception

Tuesday, October 14, 2024

7:15 am – 5:30 pm Registration for Essentials Express & Western Regional

7:15 am – 8:45 am Breakfast

7:15 am – 6:30 pm Exhibit Hall

8:30 am – 8:45 am **Welcome Back to Essentials Express**

8:45 am – 9:45 am **Handling Make-or-Break Moments for Boards**

[Updated and expanded version of Corporate Secretary 2.0]

Whether it's CEO succession, M&A, a government investigation, or a corporate crisis, boards face moments that put the company, the board, and the corporate governance team to the test. This session explores the different types of make-or-break moments boards can face – and how you can help them succeed in navigating them. [New!]

- CEO succession
- M&A
- Government investigations
- Board-led internal investigations
- Business and reputational crises

9:50 am – 10:35 am **Concurrent Sessions**

Fundamentals of Disclosure Regulation

Even if you are not a practicing securities lawyer, this session will provide you with a highly useful understanding of what a company needs to disclose under federal securities law.

- Compliance with SEC regulations
- Forms 3, 4, and 5 and Form 144
- Compliance with listing standards
- Controls and certifications
- Basics of disclosure/committees
- Periodic reports (Forms 10-Q and 10-K), current reports (Form 8-K)
- Insider trading, Reg FD

Corporate Entity Management

While a lot of attention is focused on a parent company board, companies often rely on multiple legal entities in operating their business, and this session will cover the legal and practical requirements for managing this critical infrastructure.

- Important legal significance
- Different types of and impact on the company
- Formation
- Selection of directors and officers
- Maintenance, annual filings
- Dissolution
- Systems for support
- Reports

10:35 am – 11:00 **Break**

11:00 am – 11:45 am Concurrent Sessions

Annual Meetings

This session will provide an overview of the key steps in preparing for a successful annual shareholders meeting – from preparing the proxy statement through managing the logistics of the event.

- Notice and Access and mailing
- Management and shareholder proposals
- Scripts, agendas, briefing books, logistics
- Soliciting proxies, tabulating and reporting the vote
- Virtual meetings including investor expectations and frustrations

The Current State of ESG [Updated Version of “What is ESG?”]

A term coined over two decades ago, ESG (Environment, Social & Governance) has evolved from a way of measuring non-financial performance to a polarizing political phrase. This session will address the current state of play and how companies are tailoring ESG programs to advance their business goals.

- Defining ESG
- The evolving regulatory framework [New!]
- How investors integrate ESG into investment decisions
- Emerging practices in sustainability reporting
- Effective governance of ESG to drive value

11:50 am – 12:35 pm Concurrent Sessions

Shareholder Engagement

Companies have found that effectively engaging with shareholders can not only affect votes at annual meetings but also provide boards and management with useful information to inform decision-making. This session will address best practices in the current regulatory environment.

- How to identify your shareholders (retail vs. institutional)
- Shareholder voting policies
- The current regulatory environment [New!]
- How to be effective in talking to your shareholders
- How shares are voted by institutional investors
- Board involvement
- Proactive vs. reactive approaches
- Shareholder proposals

Fundamentals of Compliance

A fundamental obligation of every public, private, and non-profit organization is to comply with applicable laws and regulations. But in a world of proliferating – and sometimes conflicting rules – how can you do that? This panel will discuss the key elements of an effective compliance program, the board’s indispensable role, and how to ensure the directors’ own compliance with the law.

- Evolving regulatory requirements
- Hallmarks of effective compliance program
- Preservation of ephemeral communications
- Roles of board and committees in compliance
- Effective reporting to board and committees
- Board Code of Conduct

12:45 pm – 2:00 pm Networking Lunch
(Concluding Remarks from Essentials Express & Opening Remarks for Western Regional)

2:00 pm – 2:15 pm Welcome to Western Regional

2:15 pm – 3:15 Session

3:15 pm – 3:30 pm Break

3:30 pm – 4:15 pm Session

4:20 pm – 5:20 pm Session

5:30 pm – 7:30 (or 8:30 pm) Reception

Wednesday, October 15, 2025

7:15 am – 12:00 pm Registration for Western Regional

7:30 am – 9:00 am Breakfast

7:15 am – 2:00 pm Exhibit Hall

9:00 am – 9:10 am Welcome Back to Western Regional

9:10 am – 10:00 am Session

10:10 am– 10:25 am Break

10:25 am – 11:10 am Session

11:10 am – 11:55 am Session

12:00 pm – 1:30 pm Lunch

1:40 pm – 2:25 pm Session

2:25 pm – 3:10 pm Session

3:10 pm Adjournment