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Governance Blueprint

The AI-powered boardroom

Navigating AI in board practices

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Governance Blueprint

The AI-powered boardroom

Your blueprint for the responsible implementation of AI in board management



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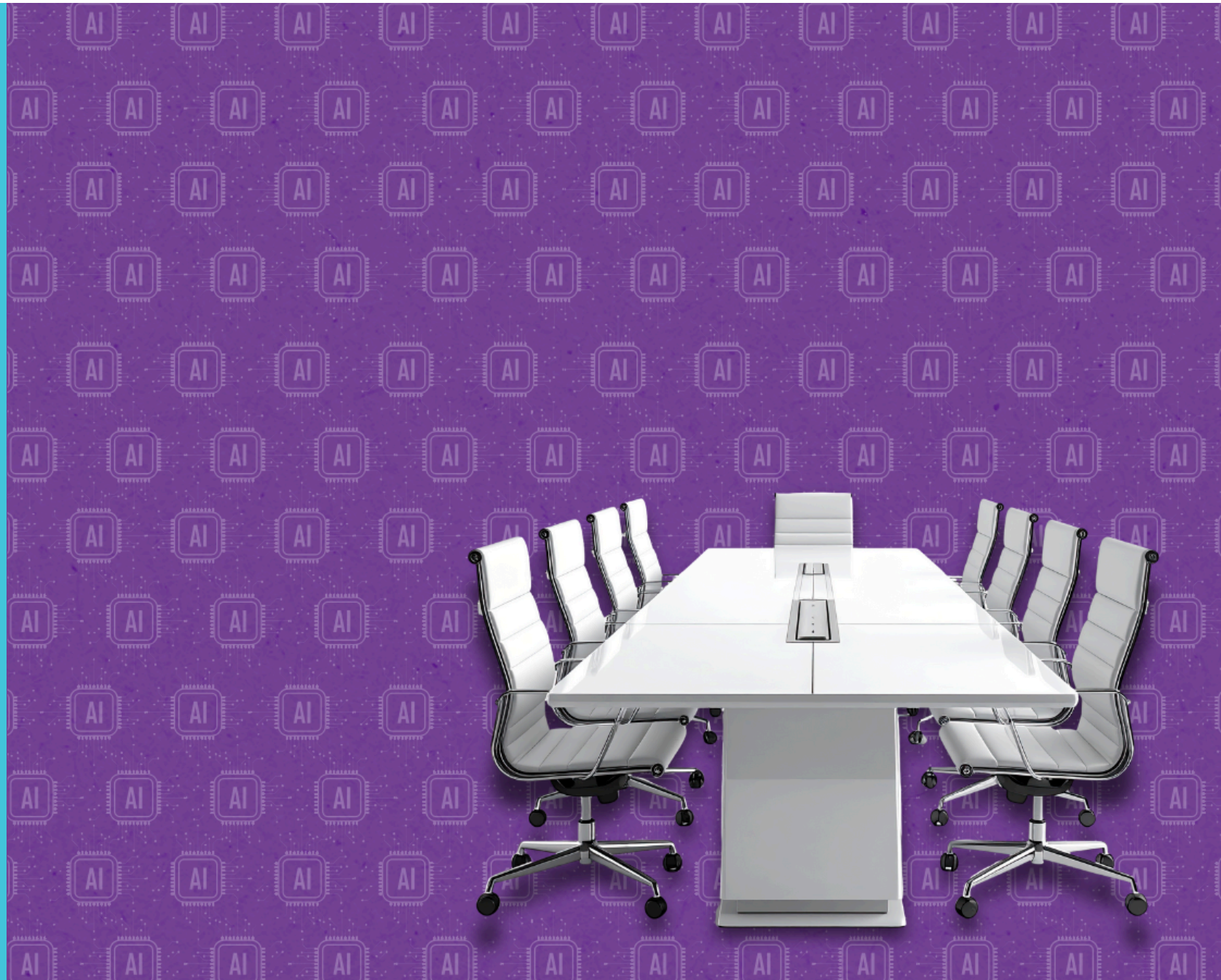
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Foreword

We know from our research at the Diligent Institute that directors are already experimenting with generative AI to prepare for meetings, synthesize intelligence and accelerate their thinking, potentially using off-the-shelf tools outside formal oversight. That reality brings real risks in a governance context.

Yes, AI offers efficiency by drafting resolutions and minutes, summarizing dense materials and speeding routine workflows. The bigger opportunity is using AI as a thought partner to stress test strategy, surface risks earlier and flag inconsistencies humans might miss, so boards make better judgments without handing decisions to machines.

In this blueprint, we suggest a three-part approach. First, provide the right tools, meaning secure, enterprise grade solutions that protect sensitive data and accomplish the tasks directors actually need. Second, set clear policies that define what is appropriate and what is not, so everyone understands the guardrails. Third, educate directors and management on the why and how, including how to use approved tools safely and what activities or programs to avoid. Do this, and you can channel enthusiasm into safe, value-creating practice as AI becomes more sophisticated and pervasive.

In the future, I see governance becoming more fluid, with directors engaging more continuously as nearer real-time signals elevate discussion and sharpen decision points when you are together. Looking ahead, a non-voting AI advisor, deployed thoughtfully, could augment the board's line of sight and help identify blind spots before they become crises.

This blueprint is designed to help governance professionals catch up and then lead. Start by auditing current use, deploying secure tools, codifying policy and embedding education and continuous improvement. The destination is not an automated board, but a more informed and more effective one, where human judgment is amplified by responsibly governed AI.



Dottie Schindlinger
Executive director
Diligent Institute

Introduction and executive summary

As AI rapidly transforms the business landscape, governance professionals face a pivotal opportunity to harness AI as a strategic ally in the boardroom.

For board directors, company secretaries and governance teams, this shift presents a chance to elevate their roles from administrative stewards to strategic enablers.

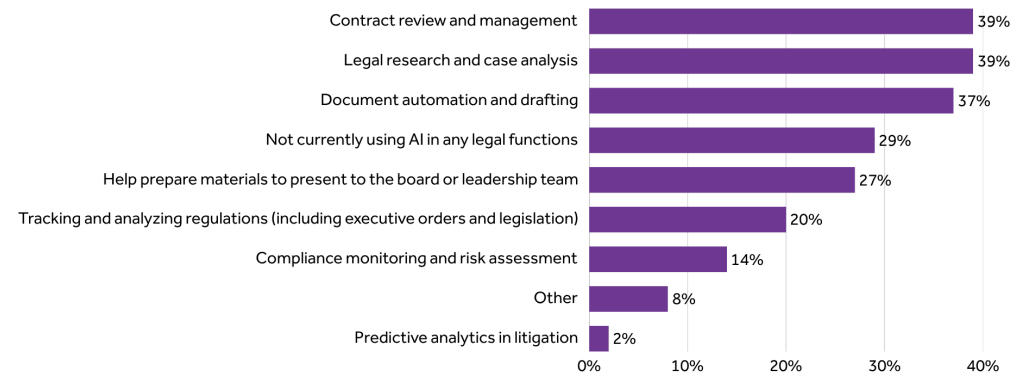
According to Diligent Institute's [GC Risk Index: Risk is on the rise](#) poll conducted in partnership with Corporate Board Member, there are a number of ways general counsel are currently using AI in their role.

The top three applications – contract review and management, legal

research and case analysis as well as document automation and drafting – each engage around 40 percent of respondents, showing AI's strong role in streamlining repetitive and analytical tasks.

About 30 percent of respondents are not currently using AI, suggesting room for adoption growth. Other uses like compliance monitoring, risk assessment and tracking regulations are less common, while predictive analytics in litigation remains minimal. This indicates that many organizations (and their legal functions) are still at the early stages of their AI integration journeys and have yet to unlock the full potential of these technologies.

How are general counsel using AI?



Source: GC Risk Index – Diligent Institute, Corporate Board Member

Embracing AI can empower governance professionals to focus on higher-value tasks and support more informed decision-making, ensuring boards are better equipped to navigate complexity, uncertainty and change.

What you'll learn in this blueprint:

- How AI is already streamlining boardroom governance, from generating minutes to enhancing decision-making and why boards must proactively engage with the technology.
- The legal and ethical guardrails needed to ensure responsible use within the boardroom, addressing risks and fiduciary implications.
- A look ahead to a future where those who understand and integrate AI will lead, not lag.

What boards should do now:

1. Identify AI boardroom use cases
2. Provide board members with AI training
3. Deploy closed-source AI systems
4. Create ethical guidelines for AI use
5. Ensure human oversight in all AI processes



Current state and AI in use today

Organizations are increasingly leveraging AI in governance for targeted, specific use cases. According to Arden Phillips, vice president, deputy general counsel and corporate secretary at Constellation Energy, ‘many boards are leveraging AI to automate risk scanning, cataloging new regulatory requirements and proxy voting analysis.’ He noted that ‘some governance teams use AI to synthesize shareholder comments or flag emerging governance issues to the nomination and governance committee by using AI to analyze the voting guidelines of institutional investors.’

Nithya Das, general manager of the governance business unit and chief legal officer at Diligent, explained that ‘one [use case] is on the preparation side, helping both management teams and directors be more prepared for board level conversations.’ She added that this includes ‘summarizing materials, getting insights on materials, anything that helps you as the CEO, the CFO or a board director show up better prepared for the meeting.’ Das also highlighted how AI supports research, ‘for example, researching the individuals they’re going to be meeting with.’

A third consideration is integrating data, allowing management to come to board meetings ‘prepared with data driven insights to back up your recommendation’. On the board side, she emphasized that directors must ensure they are ‘relying on credible data to support decision making by following through on that fiduciary duty and duty of care.’



Arden Phillips

Vice president, deputy general counsel and
corporate secretary
Constellation Energy



Nithya Das

General manager of the governance business unit and
chief legal officer
Diligent

Kyle Frankeny, senior counsel, CSMA at Hewlett Packard Enterprise (HPE), described both personal and organizational applications. ‘Certainly in my own personal use, I find AI useful to develop a first draft, give a high-level summary, do some iterative language stuff and sharpen some wording,’ he said. ‘Plenty of my colleagues use it to prepare materials going up to the board.’

Frankeny added that, from a policy standpoint, HPE remains ‘a bit cautious,’ but is still finding ‘a lot of ways to use it, even if it’s not yet in the boardroom in full force.’ One major initiative, he explained, is ‘to basically run AI on AI,’ adding that ‘the strongest place where we leverage a lot of AI governance is actually around our AI project review process and submission and review process.’ He said the company developed an AI tool that ‘can take a submission and triage it and identify whether a project actually has any cyber issues or another actually has some high risk,’ reducing the need for manual review.

Frankeny noted that these and other low-risk AI applications have ‘helped us accelerate AI deployments as a company, using AI for that type of governance.’ He added that this could become ‘a blueprint for us to use on more things going forward,’ suggesting that ‘our audit board perhaps... can have some AI augmentation one day.’



Kyle Frankeny
Senior counsel CSMA
Hewlett Packard Enterprise (HPE)

“ The strongest place where we leverage a lot of AI governance is actually around our AI project review process and submission and review process. ”



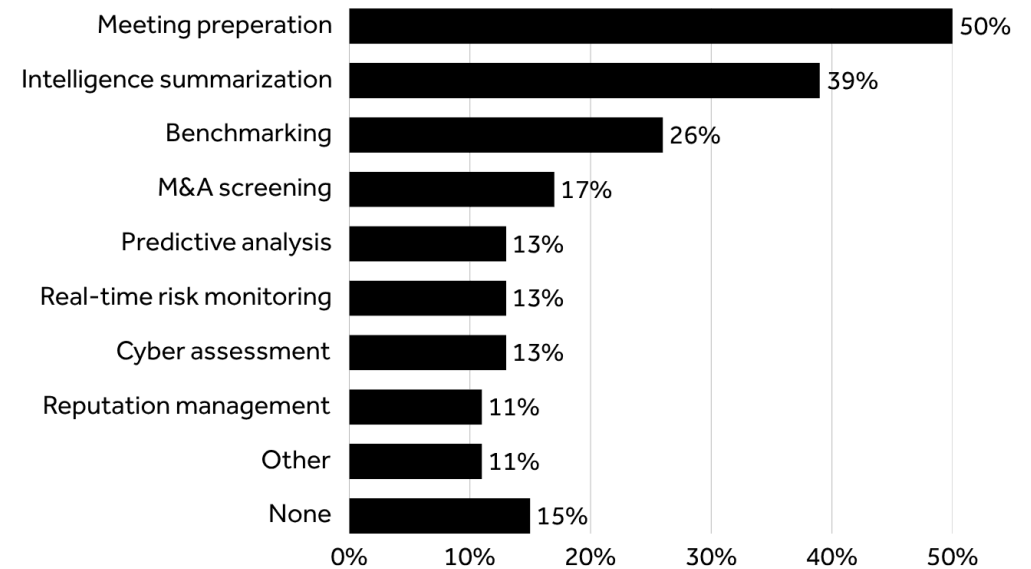
Winnie Ling
Head of legal and people, general counsel
Blend Labs

During the Diligent Workshop event in New York, Winnie Ling, head of legal and people, general counsel at Blend Labs, said ‘we’re using Copilot to take meeting notes, transcribe meetings and capture action items.’

This is reflected in additional findings from the Diligent Institute and Corporate Board Member’s [A Pulse Check on AI in the Boardroom](#). Of the 165 general counsel and corporate directors at US public companies surveyed for the report, 50 percent said that they are using AI for meeting preparation, with 39 percent using the technology to summarize information.

Overall it indicates that AI is currently viewed primarily as a support tool for efficiency and information management rather than as a driver of strategic insights or risk mitigation.

How are directors using AI today?



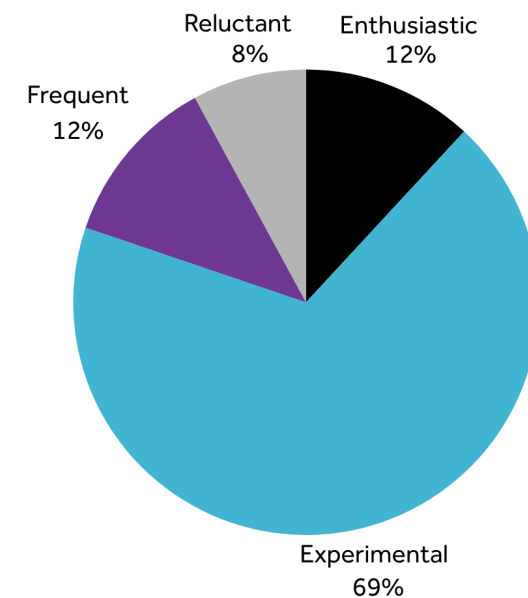
Source: Director Confidence Index, Corporate Board Member – Diligent Institute

The impact of AI spans meeting facilitation, real-time analytics and risk oversight, driving more efficient and informed practices. Yet adoption remains uneven, as many boards struggle with knowledge gaps and concerns around reliability, ethics and risk.

According to Diligent Institute's 2025 [What Directors Think](#) report conducted in partnership with Corporate Board Member and FTI Consulting, 80 percent of US public company directors said their organizations were taking some type of action on AI. Of those, 44 percent had incorporated AI into parts of their business, while 24 percent were focused on defining or restricting its use. Directors cited operational optimization, cost efficiencies and workforce productivity as the top opportunities, while identifying leadership knowledge gaps and data privacy as major risks.

In practice, AI now assists boards by automating agenda creation, drafting minutes, summarizing reports and synthesizing data for strategic discussions. Robotic process automation, software that performs repetitive tasks, administrative tasks and audits, while AI-driven risk tools enable real-time compliance monitoring and scenario analysis. Many boards also rely on AI dashboards to track KPIs and governance metrics to enhance transparency.

New York: How would you describe the level of your current AI usage?



Source: Workshop – Artificial intelligence in the boardroom, New York, June 2025
[1]

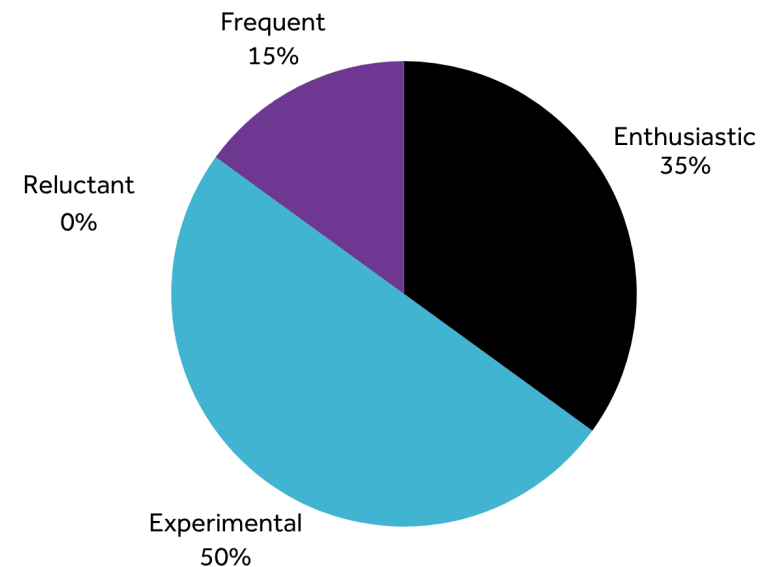
[1] About the data: Circa 30 high-level governance professionals gathered in New York in June 2025 and again in Palo Alto in September 2025 to discuss the role of AI in board management practices. Data was gathered from attendees on their current level of AI usage.

When guiding directors on how to use AI to prepare for meetings, boards can identify which of their tasks are suitable for AI augmentation by distinguishing between data-driven processes and those requiring ethical or strategic judgment.

‘More pure data analysis and synthesis tasks are better suited for AI augmentation – with a human review to root out any hallucinations,’ said Phillips. He noted that data-intensive tasks like anomaly detection, portfolio risk scoring or policy benchmarking are good for AI, but emphasized that boards ‘should still heavily weigh on using human judgment for topics like strategy assessment, ethics compliance or oversight and stakeholder engagement.’

When a task involves ‘finely balanced values, reputational trade-offs or cases of first impression, human judgment outweighs AI’, he added, reminding directors that they must ‘make sure that they are fulfilling their fiduciary duties of care and diligence – and to ensure these are not outsourced to AI.’

Palo Alto: How would you describe the level of your current AI usage?



Source: Workshop – Artificial intelligence in the boardroom, Palo Alto, September 2025 [1]

[1] About the data: Circa 30 high-level governance professionals gathered in New York in June 2025 and again in Palo Alto in September 2025 to discuss the role of AI in board management practices. Data was gathered from attendees on their current level of AI usage.

Frankeny agreed that boards should focus on areas where AI clearly outperforms humans. ‘You really want to look to things that play into what AI does, frankly, better than humans,’ he said. ‘It’s no secret that AI can go read 100 files quicker than you or I could ever do it,’ making it ideal for ‘high volume things.’

He suggested that companies could ‘train an AI agent that knows all your policies and has the ability to answer questions that are specific to your company.’ Frankeny added, ‘as humans, we really don’t have that same ability to have a repository of all that information in our heads on demand.’

AI can also handle ‘repetitive and routine’ board tasks efficiently. ‘Why would you spend more time putting together an agenda when you already have all of the substance and AI could scan your 200 pages of board materials and give you bullet points or an agenda?’ asked Frankeny, describing it as ‘low-hanging fruit’ for improving efficiency.

At HPE, where ‘we have several ad hoc committees and with that comes additional meetings and greater volumes of information,’ Frankeny said the company looks for any easy wins. ‘If it means I spend five less hours working on that, then I have five more hours to do something else and to then put that human oversight and human judgment and human capability to use on something that needs it,’ he explained.

Which tasks are suited for AI augmentation

Suited to AI augmentation	Human judgment required
<i>Tasks that are data-driven and rules-based processes such as pure data analysis and synthesis</i>	<i>Tasks that involve finely balanced values, reputational trade-offs, or cases of first impression</i>
Anomaly detection	Strategy assessment
Portfolio risk scoring	Ethics compliance and oversight
Policy benchmarking	Stakeholder engagement

Risks, legal and fiduciary oversight

Boards are becoming increasingly responsible for overseeing the ethical and compliant use of AI within legal and fiduciary frameworks. While there is no obligation to adopt AI, ignoring its risks or failing to manage its use can result in legal and reputational harm. Fiduciary duties of care, loyalty and oversight require directors to understand evolving regulations and document oversight actions in board minutes. Ethical governance also demands transparency, fairness and accountability, supported by explainability, bias testing and data privacy controls. Establishing guardrails is essential to balance innovation and risk.

Data infrastructure company Marvell has strengthened its AI enablement and employee training program to ensure staff have the knowledge and skills needed for responsible AI deployment and use. Alua Suleimenova, senior program and staff manager, global sustainability at the company, says she also ‘periodically conducts readiness assessments’ to stay compliant with evolving AI regulations. Before deploying new systems, Marvell ‘assess[es] risks... aiming to identify and mitigate potential adverse impacts,’ using insights from research, technology, partnerships and ‘hackathons’, events where people engage in collaborative engineering over a short period of time.

The company is ‘committed to fostering a culture of responsible AI’ through dedicated resources, awareness campaigns and frequent communication with employees and stakeholders. This focus ensures AI initiatives ‘align with our core values and drive a positive impact across the organization,’ she explained. To support this, Marvell launched an internal learning portal to enhance employees’ understanding of AI tools, use cases and best practices, while reinforcing governance, ethical standards and data privacy principles.

‘The general approach is to treat the oversight of AI systems for our sustainability programs with the same rigor as cybersecurity and financial controls,’ said Suleimenova, adding that this helps the company ‘anticipate and help... mitigate any risks.’



Alua Suleimenova

Senior program and staff manager, global sustainability
Marvell

Evan Barth, assistant corporate secretary at Kyndryl also highlighted the importance of culture: 'If you've already set up a culture of transparency, internal systems and vetting etc., then when you have something new, like AI, you're able to adapt your existing systems and oversight.' He acknowledged, however, that 'AI has expanded so exponentially, so quickly... there's a lot to grapple with.'

Patrick Benoit, president at Cyber Risk Insights and former Global BISO and GRC officer at CBRE, compared the evolution compared the evolution of AI oversight to 'what happened with privacy, where you ended up eventually with a chief privacy officer or a data privacy officer.' He said the same will likely happen with AI, where 'somebody... whether it be legal or... a specific party' will take on responsibility for mapping regulatory requirements, identifying 'potential regulatory touch points' and determining 'where there's commonality and where there's distinction.'

He emphasized that for multinational or global companies, the goal should be to 'play towards the highest standard.' 'Let's say California happens to have the most egregious AI standards... I would play my governance and compliance towards those rules,' he suggested, which would mean the company 'never really [has] to be too concerned about the rest of the world.'

Barth observed that regulations require organizations to have the right expertise to 'analyze and understand the developments and where the regulations are going.' He added that even in the US, 'the regulatory environment... just changes so much,' and that it could shift rapidly.

When asked what internal controls and documentation processes boards should implement to ensure traceability and defensibility in AI-related decisions, Barth added that care is needed due to the rapid evolution of the technology. 'Where AI was six months ago isn't where it is today,' he explained, advising that organizations must stay alert to trends and 'understand the risks.' He explained that managing AI risk 'isn't just legal,' but involves 'a whole host of teams... to properly understand.' Boards can integrate AI-generated insights into decision-making by using them as advisory tools that strengthen understanding while keeping strategic control firmly in human hands.



Evan Barth
Assistant corporate secretary
Kyndryl



Patrick Benoit
President at Cyber Risk Insights
Former Global BISO and GRC officer at CBRE

‘Many directors understand the benefits of using AI in the governance space and in the boardroom, but the companies haven’t put in place the policies or educated directors on policies yet,’ said Das. She warned that ‘directors are likely using these open-source AI tools without the benefit of guardrails which subjects companies to security, privacy and data risks, leakage risks and more.’

She also emphasized the importance of clear guidance: ‘The way organizations and directors should be deciding when to use open-source AI or prosumer versions of AI is subject to an AI governance policy.’ She added, ‘we really need to see general counsel, chief information security officers and corporate secretaries to establish those policies in place for the entire organization, including the board.’ As directors recognize that AI can make them ‘more effective, more efficient and smarter,’ Das stressed that ‘the key is making sure directors are using the right tools in the right way.’

“ The key is making sure directors are using the right tools in the right way. ”



This could point to the fact that very few GCs are advising boards on AI risk. According to the Diligent Institute and Corporate Board Member's [*Director Confidence Index*](#), 60 percent of directors said their GC provides minimal to no support to the board in its oversight of AI.

Benoit agreed that AI should serve as an enhancement to human judgment. 'It's not the decision, but you use it as an advisory layer to help you frame the decisions that you want to make, rather than letting it give you prescriptive solutions,' he said. Benoit noted that AI excels at 'bringing everything together and correlating it,' but stressed that boards must apply 'their own strategic discretion at that point.' He cautioned that 'ultimately that discretion stays with the board – you can't offload your responsibility on the board to AI.'

Barth shared a similar perspective. 'The way I think about AI is that it's supposed to be synergistic with humans,' he said. 'You get certainly more data points. You get more targeted information and then you use those data points to make decisions. I don't think boards are any different,' he explained.

Barth added that AI allows boards 'to analyze data, to get more market data,' and that 'the more information they have in their toolbox, the better.' He emphasized that AI is 'not replacing decision making, it's a tool to be used.' At the same time, he underscored the importance of safeguards and transparency. 'It's incumbent on management teams when they present information to be clear on where the information came from, so boards can make that decision,' he concluded.

Based on the survey of governance professionals that attended the workshops in New York and Palo Alto, the biggest concerns about using AI in the boardroom were around 'data security and confidentiality', specifically relating to fears of breaches, exposure of sensitive board materials, loss of privilege or misuse of confidential data.

'I could get comfortable with recording if the recording and transcript was deleted afterwards' said Ling, but added that the idea of recording them kept her up at night. Many attendees had questions about the consequences of deleting recording and transcripts in the future, should there be any legal disputes.

'If your board members are throwing these things [board tasks] at ChatGPT, for example, you're now putting yourself in a position of potential privacy security breaches,' said Das.

The second biggest concern from attendees was the accuracy and reliability of AI. This concerns issues like hallucinations, false outputs or data integrity issues, which could lead to misinformed decisions.

The third biggest concern was around 'governance oversight and control', centered on ensuring boards retain authority, proper frameworks and oversight in AI-enabled decision-making.

These top three findings show that the boardroom’s biggest concerns are risk mitigation, namely security, accuracy and control. At the other end of the spectrum, the least reported concern was a three-way tie between ‘cultural resistance’, ‘workforce impact’ and ‘intellectual property’.

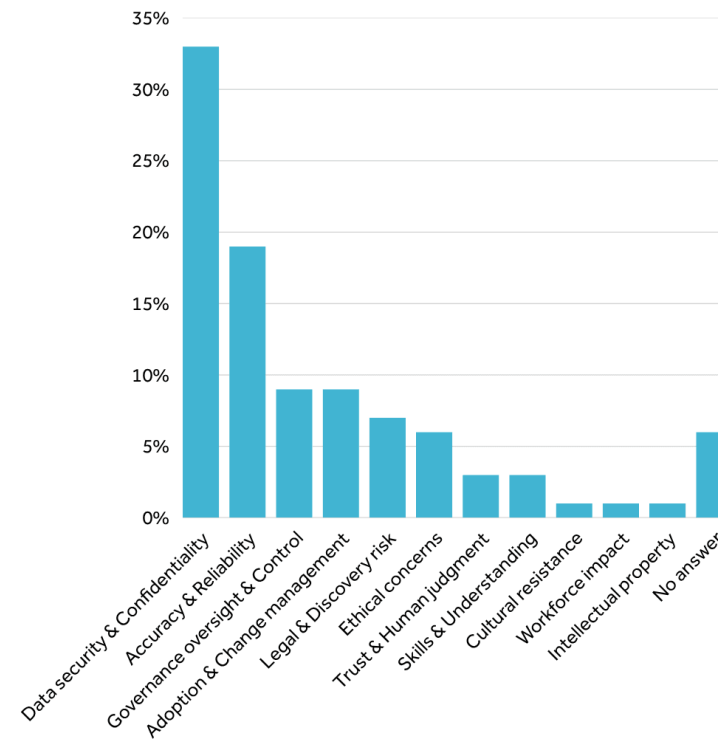
These areas appear to be of less immediate concern, possibly due to being considered manageable or of a lower priority at the board level. Phillips added that ‘boards will need to treat AI risk as a first-class strategic threat’ because of issues like ‘autonomy errors, cascade failures and embedded bias.’

Frankeny shared how this approach plays out at HPE, explaining that it’s ‘very common practice for folks using AI to remember to have a human in the loop.’ He noted that even with agentic AI, human oversight remains crucial since ‘you don’t have a meaningful way to intervene in what the AI agents delegate or initiate among themselves.’ While ‘there might be fewer humans in the loop’ due to technological acceleration, Frankeny did not foresee a future where ‘the risk assessment or risk dashboard is managed wholly by AI.’

He added that agility isn’t about rushing to deploy AI everywhere, but rather ‘assessing, understanding, seeing how AI change would how I do business today and then starting to work towards deploying that.’ As AI tools mature and shift from exploratory development to commoditization, Frankeny believes ‘it will be easier to deploy it consistently in more use cases.’

[2] About the data: Circa 30 high-level governance professionals gathered in New York in June 2025 and again in Palo Alto in September 2025 to discuss the role of AI in board management practices. Data was gathered from attendees on their biggest concerns about using AI in the boardroom.

Biggest concerns about using AI in the boardroom



Source: Workshop – Artificial intelligence in the boardroom, New York and Palo Alto, 2025 [2]

The AI hallucination risk



Keith Enright
Partner
Gibson Dunn

During the workshop, Keith Enright, partner at Gibson Dunn, shared his thoughts on using AI to help prepare information for the board and the risk of producing misleading or misinformed information.

He cited Amara's Law, which postulates that we tend to overestimate the effect of a technology in the short run and underestimate the effect in the long run. 'We look at the way that AI technology is going to affect fiduciary obligations and the roles and responsibilities that board directors are required to carry under the law,' he explained.

While today it is important for any AI analysis to be calibrated against hallucination risk, he added that while we are overestimating what these technologies ought to be able to do for us today, we are also wildly underestimating what they will be able to do for us in the future.

'The version of the tools that we are using today is the worst version that is ever going to exist at any point in human history,' explained Enright. 'From this point forward, they are getting so much better every single day. So while that hallucination risk will persist, it is going to get smaller over time.

That's going to have a complicated relationship with the way that the law is going to treat people using these tools.'

It means governance professionals need to ensure that they have controls in place to make sure that people are using these technologies responsibly, alongside having dedicated people who are directly accountable for reviewing information that meets or touches a legal obligation.

'There is a moment in the not too terribly distant future in which your fiduciary obligation could be triggered by not using this technology, where being a Luddite and keeping these things out of the board – because of the hallucination problem and other risks – will not age well,' he said.

Forward-thinking organizations will keep their finger on the pulse of this, leveraging everything they already know about risk management, compliance and keeping their eye on the way the ecosystem is evolving.

Near-term use cases and operating practices

AI offers boards a powerful opportunity to strengthen governance, not by replacing human judgment, but by augmenting it. As organizations increasingly face complex challenges and rapidly changing environments, AI provides predictive insights and enables innovative use cases that support more informed decision-making. Boards that embrace AI will be better positioned to navigate uncertainty, mitigate risk and demonstrate strategic foresight.

AI can be used to equip directors with tools that improve situational awareness and decision quality. Through predictive analytics, boards can adopt a more proactive approach to risk management and anticipate emerging threats before they escalate. Developing fluency in AI and encouraging thoughtful adoption can also provide a significant competitive advantage, helping organizations maintain agility and resilience.

By broadening the possibilities of AI application, boards can explore its use in policy modeling, ESG tracking and sentiment analysis to gain a more comprehensive view of organizational performance and stakeholder expectations. Fostering a culture of learning through targeted training and pilot programs will be essential to integrating these technologies effectively. Ultimately, embracing AI within the boardroom promotes greater adaptability and positions organizations to thrive in fast-changing environments.

Phillips said that 'predictive analytics for risk escalation – such as early detection of compliance drift or supply chain disruption – is gaining traction.' He added that boards are starting to adopt 'scenario simulation tools' using generative models to stress-test strategies under macroeconomic shocks. These tools, he explained, enable leaders to 'war game' potential shareholder activist campaigns against companies,' helping anticipate and prepare for complex governance challenges.

Frankeny noted that this level of AI integration ‘is only a step away for most people,’ though bringing it directly ‘to the boardroom is maybe a little farther out.’ He described a future where ‘your board had an AI agent that was a board member,’ one that ‘attended all of your board meetings, ingested all of your board materials... and could answer questions for the board.’ While emphasizing that such an agent would be ‘a non-voting member’ he said it would serve as ‘a perfect secretary for meetings.’

“ Maybe in 20 years, we’ll feel differently as AI becomes normalized to people. ”

Frankeny acknowledged that this concept ‘may cause some anxiety’ given ‘confidentiality and sensitivity issues with material going to the board.’ Still, he suggested that such concerns reflect current attitudes, adding, ‘maybe in 20 years, we’ll feel differently as AI becomes normalized to people.’ In time, he said, ‘shareholders might even expect it.’



Who has an AI rulebook in place?

As companies adopt AI at scale, some are already building clear rulebooks to govern its use responsibly. At HPE, Frankeny explained that AI oversight is not static but ‘constantly evolving.’ He noted that HPE has ‘a list of pre-approved providers, services, use cases,’ supported by ‘a general policy for use of AI,’ an ‘AI ethics policy’ and ‘cyber policies that impact us.’ Together, these frameworks help the company manage risk while encouraging responsible innovation.

At Marvell, governance is embedded in corporate culture. Suleimenova said the company is deploying AI in a responsible and ethical manner while protecting data and complying with policies and regulations. These include ‘AI-informed peer benchmarking and monitoring, desktop research into corporate sustainability disclosures, sustainability disclosure mapping, sentiment and narrative analysis and summarizing high-level sector-specific sustainability insights.’ To strengthen oversight, Marvell established an AI governance committee, which includes members from legal, data, IT, cybersecurity and engineering functions, ensuring that AI use aligns with regulatory and ethical standards.

Suleimenova emphasized that all AI tools are aligned with the company’s policy that provides guidelines on using AI systems safely, responsibly and in compliance with evolving regulations. It also outlines the permitted use of AI systems, an AI governance structure and a risk assessment process, she added, noting that Marvell’s AI systems ‘are designed to inform our decisions and guide them, as opposed to dictate or replace the human component.’

Kyndryl also has an AI policy, but for organizations still developing one, Barth emphasized the importance of structure and transparency. ‘It’s about developing strong overall governance and transparency mechanisms,’ he said. Barth added that effective AI oversight ‘starts with management’ and depends on having ‘the right internal systems for gathering information on AI, as well as proper vetting.’ For boards, he said, AI governance should fit naturally within existing frameworks: ‘It’s about fitting it within your internal frameworks and kind of adapting them to the new information.’

Building board AI fluency

Phillips emphasized that 'boards should also be learning and using continuing education to stay abreast of evolving issues.' He recommended that boards hold quarterly 'touchpoints' where members or a subcommittee attend briefings led by thought leaders or industry experts regarding AI developments and potential new uses. These sessions, he said, should cover 'how AI can increase operational productivity and efficiency' and 'give their companies competitive advantages in the market.' Phillips added that such briefings would be at a high level since 'management is tasked with getting into the weeds on these issues.'

Frankeny agreed that ongoing education must start at the top, explaining that 'the answer for how to build a culture of continuous learning around AI is really from the top down.' Directors, he said, need to 'use it, to practice it, to be familiar with it,' so they can engage meaningfully with executives. He suggested that when board members can say things like, 'Hey, I was fiddling around with ChatGPT... and it kind of had some interesting ideas,' which might encourage experimentation across the organization. Frankeny concluded that it is 'in that phase of experimentation that you're going to learn how it can be helpful to your long-term corporate strategy.'

To support boards in understanding and overseeing the responsible use of AI, we asked our experts how directors can approach AI with diligence, foresight and accountability.

Boards looking to integrate AI should prioritize confidentiality and careful use. Phillips warned to 'keep confidentiality at the top of mind' and noted that 'record keeping should be a concern as certain prompts and AI responses may be discoverable in a lawsuit.' He advised using 'closed-source AI (an AI system whose code and data are kept private, allowing only its creator to access, modify, or control it), so company data and sensitive information is not accessible by a wide audience' and suggested AI should have a 'limited role until these issues can be resolved.' Phillips also cautioned that 'board members should not put board materials into AI' due to privacy risks.

“ Keep confidentiality at the top of mind. ”

The Diligent Institute's [A Pulse Check on AI in the Boardroom](#) found that about two thirds of directors had used AI for board work and 46 percent had used generative AI tools like ChatGPT or Gemini, both of which have free, consumer-facing models. 'We know from that study only 22 percent of directors said they had AI risk, ethics or governance processes in place around GenAI,' said Das.

She also emphasized the importance of policy and education, recommending boards 'develop an AI policy and educate the board on it,' urging general counsel to 'find the right tools for their board members' rather than leaving it to directors to seek them out.

Suleimenova stressed responsible deployment: 'Develop and deploy AI systems focused on sustainability responsibly and ethically' while 'raising awareness of AI with employees and customers'.

Frankeny highlighted the value of hands-on use, saying, 'You're going to figure out how this tool works best for you through using it yourself.' He shared that AI helped him by 'asking the question I didn't know to ask'.

Benoit urged boards to 'treat AI as a strategic copilot, not as an autopilot,' enhancing rather than replacing judgment. He added that 'demand[ing] transparency and explainability from all AI driven recommendations and documenting discussions 'is critical.'

“ Treat AI as a strategic copilot,
not as an autopilot. ”

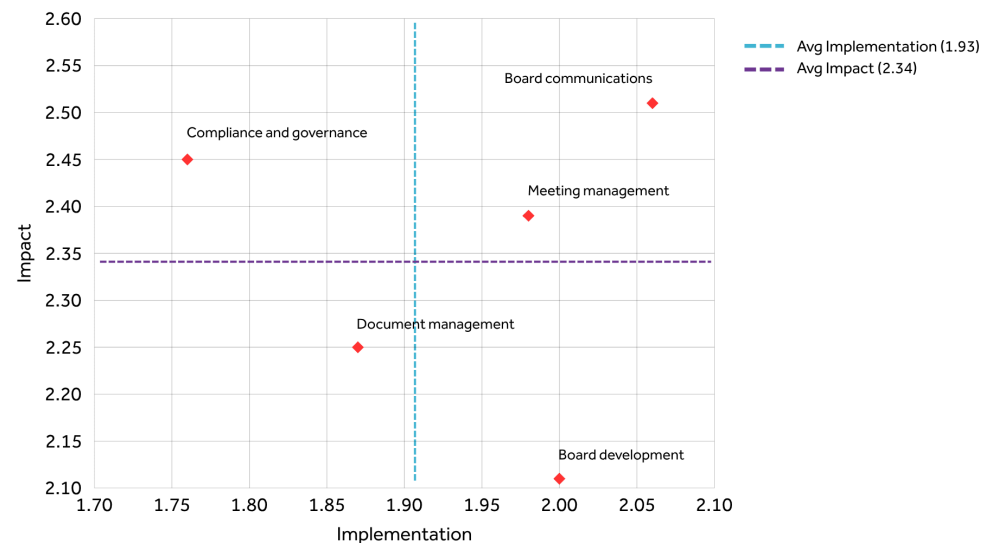
Finally, Barth reminded boards to be 'careful and thoughtful,' underscoring the need to fully vet where information is coming from since 'credibility is your most important asset.'

Where to start

This advice aligns with the findings from across the two in-person workshops held earlier this year. The 30 high-level governance professionals in attendance shared details on the ability to implement AI for board management activities on a scale of ‘now’, ‘near’ or ‘far’ as well as the potential impact of the use of AI in those tasks, rated as either ‘high’, ‘medium’ or ‘low.’

The specific board management tasks included meeting management (i.e. agenda creation, drafting board minutes, brainstorming questions), document management (i.e. drafting bylaws and policies and managing access to financial or compliance reports) board communication (managing board packs and management and board liaison), board development and compliance and governance (i.e. filing documents with the SEC, director training and board evaluations).

Implementation versus Impact



Source: Workshop – Artificial intelligence in the boardroom, New York and Palo Alto, 2025 [3]

[3] About the data: Circa 30 high-level governance professionals gathered in New York in June 2025 and again in Palo Alto in September 2025 to discuss the role of AI in board management practices. Data was gathered from attendees via worksheets on their current stage of AI implementation and the impact of the technology.

Both board communications and meeting management rank high in both implementation and impact, showing mature practices that strongly support organizational performance.

Event attendees said that this is because AI used in board communications and meeting management creates ‘efficiency’, results in ‘time saved’ and is also good for creating ‘CliffNotes for directors’ or templates for ‘onboarding presenters for each business area’. The unbiased nature of AI also makes it well suited for such tasks.

‘Compliance and governance,’ however, demonstrates low implementation but high impact scores, suggesting that even small investments could deliver significant gains and should be prioritized for development, provided any barriers to implementation can be overcome.

‘Board development’ shows a high implementation but low impact score, pointing to a possible misalignment between effort and outcomes. Reassessing program objectives or delivery may help improve effectiveness.

Finally, ‘document management’ scores low on both implementation and impact, signaling the need for a foundational review. Organizations may need to streamline processes, adopt better tools or redirect resources to higher-value areas.



Implementation checklist

☐ *Define strategic objectives*

- Identify boardroom use cases for AI (e.g., risk management, forecasting or performance monitoring)
- Align AI goals with overall corporate strategy and KPIs

☐ *Ensure governance and ethics*

- Establish ethical AI guidelines and governance frameworks
- Define accountability: who interprets and acts on AI-driven insights?

☐ *Build AI literacy on your board*

- Provide board members with training on AI capabilities, limitations and ethics
- Include AI as a regular topic in board education programs

☐ *Ensure human oversight*

- Do not allow AI to make decisions without human input
- Establish company-wide committees and panels to ensure transparency

☐ *Prioritize confidentiality and privacy*

- Evaluate current data systems and analytics capabilities
- Ensure you are using 'closed-source' systems

☐ *Create feedback loops*

- Regularly review AI outputs and adjust algorithms as needed
- Encourage board members to challenge and validate AI-generated insights

| Pulling it all together

Integrating AI into the boardroom empowers executives to make more informed, data-driven decisions, automate routine analysis and forecast future trends.

By thoughtfully integrating the advice above, organizations can enhance strategic decision-making, drive innovation and gain a competitive advantage in an increasingly data-driven world.



Thought leadership

The next era of governance

Reflections from 20 years of innovation



The next era of governance

The governance technology evolution: milestones and shifts

When I first started in the governance technology space 20 years ago, the world was a very different place. Most companies were still governed by the rhythms of paper, pen and marathon meetings. At the time, Sarbanes-Oxley loomed large, reshaping how public companies understood and enforced accountability. Technology in governance was viewed mostly as a way to make board processes more efficient but not fundamentally different.

Back then, the pitch to boards was simple: let technology help you do what you're already doing, but with less friction and better consistency. The truth was that many directors didn't believe board service was all that complicated. The role was narrowly defined: hire the CEO, ensure the company's general wellbeing and report to shareholders. Risk oversight was barely on the radar and the idea of technology revolutionizing governance felt, at times, like a solution in search of a problem.

Then came the iPad - both a popular executive holiday gift and an unexpected inflection point in the governance technology space. Suddenly, directors realized the device could replace the unwieldy board books that weighed down their bags and their schedules. Within months, every governance technology provider rushed to market with an iPad app. Usage soared but the core proposition for governance software hadn't yet changed: it was still focused on making board

New challenges shift the governance paradigm

Around 2015, another shift occurred when board members found themselves besieged by new and complex challenges: cybersecurity breaches, ESG demands, shareholder activism and the ever-expanding universe of stakeholder expectations. The job of the board was becoming more about risk oversight. Directors no longer had a passive role, but an active responsibility for scanning the horizon and anticipating what might come next. I started hearing directors say, 'I want to see what's coming around the corner.' That mindset shift was profound, and the focus moved from looking backward to looking forward.

This shift drove the next wave of innovation in [governance technology](#). We knew that boards needed more than digital board books summarizing old data; they needed better dashboards, tools for smarter decision-making and real-time insights. At Diligent, it was the spark that sent us down the road to becoming a true governance, risk and compliance platform. We started building a line of sight that stretched from the frontlines of the business straight to the boardroom. The goal was to enable directors to do their jobs, not just track what management had already done.

Then the pandemic hit. In an instant, board meetings couldn't happen unless they went digital and virtual. Concerns about security lurked, especially with everyone working outside traditional firewalls, but Diligent's commitment to cloud-based encryption and secure access paid off. Necessity propelled long-overdue adoption and the world of governance technology leapt forward more in a few months than it had in years.

The arrival of generative AI: Boards as architects of the future

The [post-pandemic landscape](#) brought even more layers of complexity: increased market volatility, heightened geopolitical risks, workforce transformation and the need to revisit what effective oversight really meant. And then, almost on cue, generative AI burst onto the scene. Directors are now seeing tools that could help them ‘see around the corner’ by generating more nuanced scenarios, calculating risk probabilities and offering creative approaches to opportunity assessment.

We’re at the beginning of understanding what generative AI will mean for governance. In some ways, it feels eerily familiar – a land grab for new tools and capabilities with uncertainty about risk, bias, privacy and the limits of automation. My hope is that the technology does not become a more efficient way to do the same things, but a tool that will transform governance itself. Imagine board members focused more on future scenarios than past performance, empowered to ask better questions, spot emerging threats and trends, and help their companies prepare for the unknown.

Of course, as with any new technology there are some [new concerns](#). Generative AI should be a thought partner, not a decision-maker, and we must guard against the temptation to abdicate judgment and let it do the thinking for us. Bias, data privacy and intellectual property challenges are real risks we must address, not just acknowledge. Mistakes were made with earlier tech rollouts (social media and recommendation engines among them) and we have the opportunity with generative AI to get it right before the window closes.

Looking back, I’m struck by how much the field has changed – and how much further it still has to go. The first 20 years of governance technology were about digitizing and streamlining current processes. The next twenty years could be about reinventing the job itself: helping boards shift from stewards of the past to architects of the future. Whatever comes next, I remain optimistic – and more than a little curious.

As boards face this new era shaped by AI, risk and rising stakeholder expectations, preparedness is everything.

Explore the [AI Board Readiness Report](#) from the Diligent Institute and Corporate Board Member to see how directors can navigate uncertainty, embrace innovation responsibly, and build the boardroom of the future.

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Dottie brings over twenty years' experience in governance-related roles, including serving as a director, officer, committee chair, senior executive, governance consultant and trainer for private, public, and non-profit boards. She was a founding team member of the tech start-up BoardEffect, a board management software provider focused on healthcare and non-profit boards, acquired by Diligent in 2016. She served as the Vice Chair of the Board of the Alice Paul Institute until April 2020, and is a Fellow of the Salzburg Global Seminar on Corporate Governance. Dottie is a graduate of the University of Pennsylvania and lives in suburban Philadelphia, Pennsylvania with her husband, Ron.



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Learn more, visit: www.Diligent.com



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