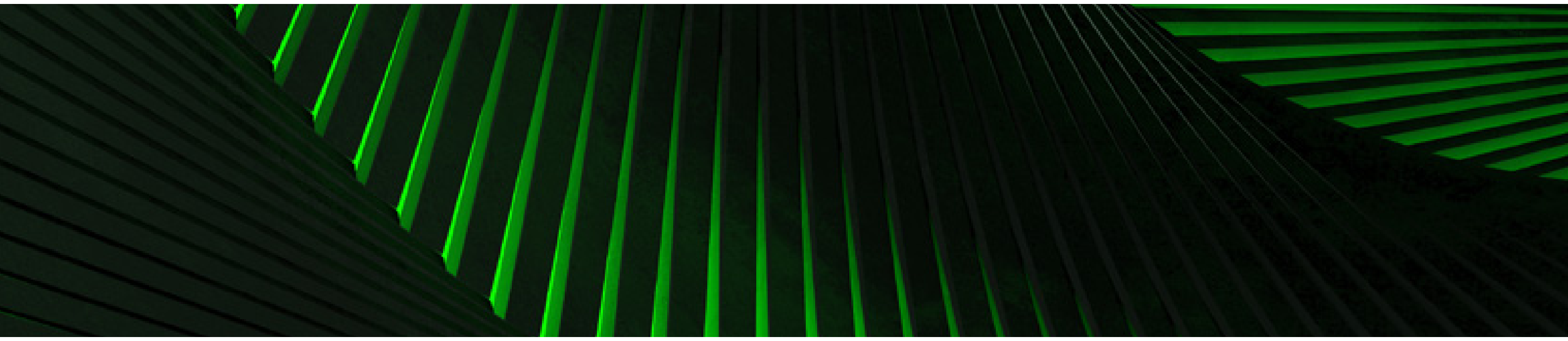

Corporate Secretary / Onboarding Leader(s) Onboarding Checklist

Action items designed to ensure the successful integration of a new director

I. ASAP / Upon appointment

Formalize onboarding program and adapt as necessary

- ☐ **Develop draft document formalizing tailored onboarding program**

  SUPPORTING MATERIAL
  - New Director Onboarding: 5 Recommendations for Enhancing Your Program
  - A Smooth Transition: How to Onboard the Next Generation of Board Talent
  - Tips for Recruiting and Onboarding Board Members

- ☐ **Seek input from each new director**
- ☐ **Finalize formal onboarding program with milestones**
- ☐ **Make sure the portal is up to date**

I. ASAP / Upon appointment

Invite new director to all upcoming meetings

☐ **Send calendar invites for all scheduled upcoming board and, as applicable, committee meetings**

Training and education

☐ **Provide training on board portal by using either an online tool, step-by-step guide or a dedicated portal specialist.**

☐ **For first-time directors: Assess director needs for training on director roles, responsibilities and fiduciary duties; finalize fiduciary training program**

Create introduction opportunities

☐ **Schedule an informal "meet and greet" for directors to socialize before new director's first board meeting (example: breakfast, cocktails, dinner, lunch, virtual "chat" time, etc., immediately before start of first meeting)**

Include new director in upcoming investor engagements

☐ **Send calendar invites for new directors to attend investor day and listen to quarterly investor calls**

Provide opportunities for continuing education

☐ **Support and encourage participation in third-party educational programs for directors; recommend specific programs as appropriate**

Review board policies and procedures

☐ **Review policies that impact directors (ethics, conflicts of interest, etc.)**

☐ **Review director's insurance and liability**

I. ASAP / Upon appointment

Populate portal library

☐ **Populate portal library with pre-reads of governing and other core background documents such as board operations, legal requirements and duties, committee structure and chair roles, the cadence of meetings**

SUPPORTING MATERIAL

- General Information
  - Director profiles and contact information
  - Committee assignments
  - Board and committee calendars
- Strategic Plans
- Governance Materials
  - Prior 12 months' board/committee materials and minutes
  - Company charter and bylaws
  - Committee charters
  - Corporate governance guidelines
  - Company/board code of conduct and conflict of interest policies
  - Summary of D&O coverage
- Financial Information
  - Financial reports, including most recent annual/quarter reports, budget and projections
  - Capital resources and covenants, including lines of credit and longer-term credit facilities
  - Earnings releases for the past year
- Investor Insights
  - Investor presentations for past year
  - Current key analyst reports
  - List of top (10-15) shareholders and other key shareholders of note
- Human Capital
  - Organizational chart
  - Executive incentive plan documents/summaries (annual, long-term, other incentive/compensation arrangements)
  - Results of most recent employee engagement survey, any other organizational culture/other surveys
- Director Compensation
  - Director compensation and perquisites
  - Stock ownership expectations
  - Travel, expense reimbursement and other polices

II. Within first three months

Schedule one-on-one meetings/calls between new director and directors

- ☐ **Independent Chair and/or Lead Director**
- ☐ **Committee Chairs and Members (prioritizing the new director's committee assignments)**
- ☐ **All other directors**

Schedule one-on-one meetings with new director and key executives, including

- ☐ **CEO**
- ☐ **COO**
- ☐ **CFO/Controller**
- ☐ **CHRO**
- ☐ **CMO**
- ☐ **CIO**
- ☐ **GC**

Plan site visits and events

- ☐ **Schedule site visits**

Establish mentorship program

- ☐ **Consider formally or informally assigning an experienced board member as a mentor to: coach and share feedback; provide perspective on boardroom activities, dynamics, written and unwritten rules; help with meeting preparation; and debrief and act as a sounding board between meetings**

III. Within first six months

Communicate expectations around committee attendance

- ☐ **Encourage new directors to attend all committee meetings for the first year of board service**

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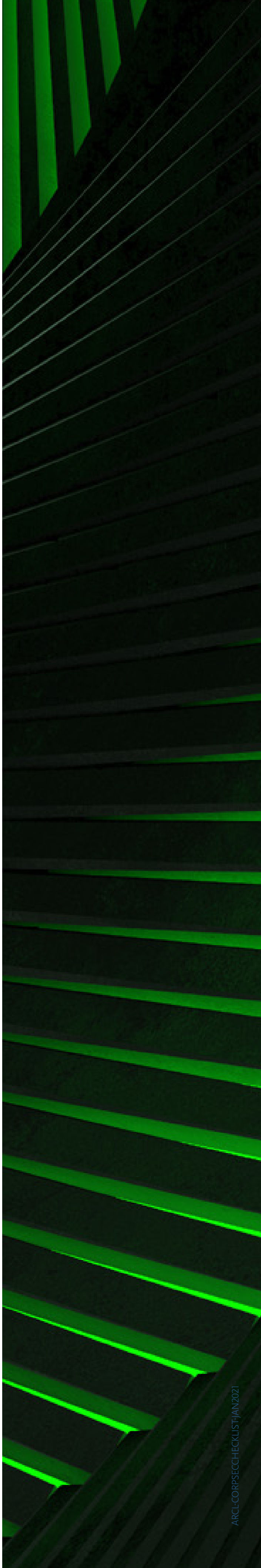

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