



## Framework for Success: The Director Onboarding Process

A successful onboarding and orientation program needs to facilitate the rapid education of the director in order to understand the organization and the board sufficiently well to contribute at the board level.

**Five Core Elements of Onboarding:** This framework should be maintained as a template and then developed into a detailed plan for each new director that will provide education and support for the director throughout the first two years of service.

**I. Messaging:** Establish the plan to announce the director’s appointment and introduce the director to key stakeholders; identify who will manage each messaging component.

Messaging Priorities and Detail	Date
<input type="checkbox"/> Board	
<input type="checkbox"/> Management and other internal leaders	
<input type="checkbox"/> Public (including website and press release)	
<input type="checkbox"/> Regulating Entities	
<input type="checkbox"/> Other Key Parties	

**II. Materials:** Develop a comprehensive list of materials that will be provided to the director.

Key Materials and Details	Date
Corporate Documents: <input type="checkbox"/> Corporation’s history, business, and strategy <input type="checkbox"/> Current and historical business reports <input type="checkbox"/> Corporate policies <input type="checkbox"/> Legal and regulatory reports and forms <input type="checkbox"/> Organizational and operational information	
Governance Documents: <input type="checkbox"/> Bylaws and corporate governance guidelines/principals <input type="checkbox"/> Committee charters and membership <input type="checkbox"/> Board calendars <input type="checkbox"/> Board policies and manuals <input type="checkbox"/> Other key board information	
Biographical Documents: <input type="checkbox"/> Board members <input type="checkbox"/> Executives and other key leaders <input type="checkbox"/> External advisors <input type="checkbox"/> Regulators <input type="checkbox"/> Other key external constituents	
Physical Materials: <input type="checkbox"/> Access badge/keys <input type="checkbox"/> Technological equipment (tablet/computer/phone/video equipment/etc.), including required apps and access information <input type="checkbox"/> Corporate swag (e.g., shirts, jackets, pens, water bottles, etc.)	



**III. Meetings:** Determine a schedule to visit the headquarters and key offices/sites and meet with key people.

<b>List of Meetings</b>	<b>Date</b>
<input type="checkbox"/> Board leaders (chair/lead independent director and committee chairs)	
<input type="checkbox"/> Peer board members	
<input type="checkbox"/> CEO	
<input type="checkbox"/> Corporate Secretary/General Counsel	
<input type="checkbox"/> Executive officers	
<input type="checkbox"/> Business unit heads and other key leaders	
<input type="checkbox"/> Outside advisors (e.g., external auditor, compensation consultant, outside counsel, etc.)	
<input type="checkbox"/> Headquarters and other office/site visits	
<input type="checkbox"/> Technology training (e.g., board portal and other corporate systems accessed by board members)	

**IV. Mentor:** Assign the director a board mentor and establish a cadence for engagement.

<b>Meetings and Details</b>	<b>Date</b>
<input type="checkbox"/> Social interactions	
<input type="checkbox"/> Pre-board meeting prep	
<input type="checkbox"/> Post board meeting debrief	

**V. Measure and Monitor:** Schedule check-ins with the new director every six months to gauge the effectiveness of the onboarding program and director's ability to contribute.

<b>Evaluation and Follow-Up</b>	<b>Date</b>
<input type="checkbox"/> 6-Month Evaluation and Check-In	
<input type="checkbox"/> 12-Month Evaluation and Check-In	
<input type="checkbox"/> 18-Month Check-In	
<input type="checkbox"/> 24-Month Check-In	

## Onboarding for Impact

This section provides additional detail and guidance for maintaining the onboarding framework and developing the customized onboarding plan for a new director.

Impactful onboarding is premised upon the imperative that directors who contribute meaningfully throughout their entire tenure help maximize the board's effectiveness. A successful onboarding process:

- Provides education on the corporation's business, strategy, and relevant environments
- Defines the board's role and director's responsibilities
- Educates on the governance structure, processes, and practices
- Shares insights into the board's culture and identifies its priorities
- Establishes a positive rapport between directors and with management

The onboarding process should be collaborative with dual responsibility held by the director and the corporation for the director's education. Typically, the governance committee alongside the board chair (or lead independent director) are responsible for developing and maintaining the director onboarding program. The corporate secretary (or other board-liaison) provides support and facilitates the process. The board should regularly (at least annually) review and update the onboarding framework and then customize it for each director based on needs and interests.

**Customizing the Onboarding Plan for a New Director:** The five elements of the onboarding framework should be customized to meet the circumstances and needs for each new director. The first six months of tenure should provide robust education, followed by targeted continuing education and engagement with the director's mentor, the board's leadership, CEO, and corporate secretary over the next eighteen months. The following provide tips to develop the standard onboarding framework and the detailed plan for each new director.

- I. **Messaging:** The messaging responsibilities are commonly shared by the Board Chair, CEO, Corporate Secretary, and Governance Committee Chair, each dependent upon the stakeholder. The messages should be consistent in tone and detail about the director and ensure all important internal and external stakeholders are timely apprised. These messages can foster a positive reception for the director in the initial interactions with key people and signifies the aspirational impact of the director's service.
- II. **Materials:** The materials provide the foundational education for the director. There are two categories of materials. The first are the corporate documents, governance documents, and biographical documents, which will educate the director on the corporation, board, and key people. The second category are the physical materials that will enable the director to engage with and represent the corporation. Collectively the materials will provide the director with background information that will lead to productive meetings as part of the onboarding process and engagement by the director.
- III. **Meetings:** The meetings will allow the director to develop their knowledge of the corporation and board and begin to build relationships. The director may need to meet with some people on multiple occasions at a scheduled cadence to enable the

director to deepen understanding of the business with relevant context and learn culture and norms.

- IV. Mentor:** The identification of the board mentor should be informed by the new director's expertise, prior board experience, personality, needs, and other relevant factors. The mentor will generally be a longer tenured and experienced board member (typically, not the board chair/lead independent director or CEO) who can provide the director with key insights and be the director's thought partner. The scheduled meetings between the director and the mentor should include both social engagements and prep and debrief sessions surrounding board meetings.
- V. Measure and Monitor:** The director, board leadership, mentor, and corporate secretary should remain closely engaged throughout the director's onboarding to continue to evolve the plan and assess the effectiveness of the onboarding process. These are key to driving a data-driven and action-oriented onboarding and fostering reflection and deeper engagement for the director.
- a. Six Month Evaluation: At the six-month check-in, the new director evaluates the effectiveness of the onboarding process and identifies areas for additional education and support. Corporate Secretary uses the evaluation results to determine future supports that will enable the director's engagement and impact as a director and support Board Chair/LID/Gov Chair in driving positive board dynamics.
  - b. Twelve Month Evaluation: A year after the director's onboarding, send a questionnaire to the new director to:
    - i. assess whether the onboarding process was effective,
    - ii. determine future educational needs and supports, and
    - iii. have the director self-reflect on their knowledge, preparedness, contributions, and engagement.
  - c. Eighteen- and Twenty-Four-Month Check-Ins: These touch points generally may be scheduled one-on-one meetings between the director and both the board chair (or lead independent director) and the corporate secretary to maintain the dialogue on education and the director's effectiveness, which will further develop a mindset of self-awareness and culture of performance.

For corporations and boards who are intentional in developing, maintaining, and facilitating their onboarding processes indicate a thoughtful approach to governance and commitment to board effectiveness.