

In this blog feature, our in-house readers share tips, anecdotes, and thoughts about topics that arise in their daily practice. This particular batch of thoughts is about bringing in outside parties to make a presentation before the board:

1. "We had a banker and a lawyer present to the board, and they chartered a plane to fly from NYC together. We gave them both time limits for their presentation. The bankers presented first and stuck to their schedule. The lawyers presented next, and we asked the bankers to leave the room to protect privilege.

Well, the lawyers didn't stick to their time limit at all. The bankers got tired of waiting, so they headed to the airport and took the plane back to NYC. Needless to say, the lawyers were surprised to not have a ride home. The next time the lawyers were invited to speak, they were right on schedule."

2. "We like our speakers to be low ego. Focused on what board needs, not self-aggrandizement. Able to adjust to audience on the fly. Good listener. Able to really hear questions and reframe for maximum education.

Expertise must match board need - could be a scientist explaining some challenge facing the company, could be a lawyer explaining a board's duty. Could be diversity educator."

- 3. "The kiss of death is when a speaker is a narcissist. I don't say that flippantly. We have all seen it. It does not end well."
- 4. "Prep is critical for board presentations. It should align with the board's goals for that meeting. The CEO may have a few more goals. Work with an expert to ensure they understand your goals. They may have good insights regarding an approach and content based on their experience."
- 5. "Be clear that any materials to be used as part of the presentation are to be in plain English. Send the materials well in advance. At the meeting, highlight your key points, then open the discussion with a focus on the company. Context should be well known and considered."
- 6. "Our best speakers have deep subject matter expertise in a topic important to the company's strategy. It's important that they have experience talking to boards so that they can keep the conversation at the right level. We use outside speakers to complement our management presentations in some way, i.e., provide an external view or even a contrarian view."
- 7. "What type of speaker doesn't work well? Anyone who isn't engaging will bomb. This reflects badly on management."

## **Explore more in**

Corporate Law Blog series

## **Public Chatter**

Public Chatter provides practical guidance—and the latest developments—to those grappling with public company securities law and corporate governance issues, through content developed from an in-house perspective.

View the blog