



Setting the tone for effective governance

A checklist for the corporate secretary



As a corporate secretary, you're all too familiar with the many challenges of **corporate governance**.

In your unique position between the board, management and shareholders, you're responsible for bringing these three perspectives together to effectively address challenges and make the most of new opportunities. But how can you help your board adapt quickly in the face of emerging and unforeseen risks?

It starts with recognizing that traditional governance practices are no longer sufficient.

Addressing governance deficits

Consider today's business landscape: The world is digital and on-demand, with an unending catalog of cyber risks threatening to strike at any time. Large segments of the workforce are partially or wholly remote. The future of the economy remains uncertain. Add to the mix increasing pressures from activist investors and constantly evolving regulations. To top it off, board members can be held personally liable for lapses in oversight. Directors must, quite literally, be ready for almost anything.

In this world where seconds count, old governance practices aren't just out of date; they leave organizations vulnerable to governance deficits that can quickly explode into full-blown crises. These deficits, or blind spots, can take many forms:

- Board members don't have the right information at the right time to ask the right questions or make the right decisions
- The board lacks visibility into the company's performance in key areas, including how it compares to peer benchmarks and past results
- Disparate, unsecure organizational data and communication systems hinder collaboration and expose users to unnecessary cyber risk

No one is better positioned than the corporate secretary to rectify these issues and help the board and executives be ready for anything.

How can you help directors do their jobs more effectively?

To be ready for anything, boards must have the information they need to ask the right questions and address the most pressing red flags. They don't just need data; they need clarity.

But to achieve this clarity, directors need a corporate secretary who can transform from a minute-taker to a thought leader — from an administrator to a trusted advisor — in these key areas:

1. **Improving board effectiveness**
2. **Mitigating risk in an ever-evolving landscape**
3. **Powering better decision-making**

"It's entirely incumbent on the part of the corporate secretary to sift through information and provide right information to facilitate decision-making."

Sudheendhra Putty,
Associate Vice President &
Company Secretary, Cyient Limited

01

Improve your board's effectiveness

It's hard to get any job done without the right processes and tools. Directors are no different. To do their best work, they need technology that makes them more efficient while ensuring a secure flow of information at all times.

Yet boards need *your* help developing the habits and adopting the technology-enabled practices that allow them to be their most effective. Once these practices are in place, the benefits extend to better board evaluations, improved director onboarding and more productive meetings.

Here's how a forward-thinking corporate secretary gets it done:

- Equip your board to meet and operate virtually or in a hybrid in-person/virtual format, with the ability to communicate and share files securely no matter where they are
- To save time and resources, automate all routine board tasks (for example, director evaluations, D&O questionnaires, virtual voting and signatures)
 - Use technology to automate your own tasks as corporate secretary (everything from book building to board material dissemination and edits, from questionnaire collection and analysis to minute-taking)
 - Use digital board evaluation tools to produce clear and actionable insights about your board's effectiveness — and where it can be doing better
 - Customize the onboarding process for each new director, so it's tailored to them instead of a stack of reading materials and a few management meetings
 - With the CEO and board chair, reassess your board's meeting and agenda structure to identify opportunities for optimization and improvement



01

Put these Diligent **tools** to work



Diligent Boards

Ensure directors always have the information they need with the leading board portal and its digital board book capabilities.



Diligent Board Assessment Tool

Securely conduct board assessments and analyze the responses through a single source of truth.



Diligent D&O Questionnaires

Conduct and compile D&O compliance data securely in one location.



Diligent Minutes

Efficiently manage, review and finalize minutes from a secure and collaborative platform.

“[Diligent] cuts out inefficient historical practices and makes life more efficient for our directors. From a governance perspective it’s a really great tool.”

Andrew Aspital, Operations Director, Big Society Capital

[Schedule a demo today](#)

02

Help your board mitigate risk

Directors can be held personally liable for lapses in oversight. Yet cyberthreats, economic uncertainty, changing stakeholder expectations, regulatory changes and geopolitical instability all contribute to heightened organizational risk that, if not managed properly, can have catastrophic effects on the company and the board itself.

To help your board stay ahead of these threats, you must ensure directors have access to accurate entity and subsidiary data they can communicate without fear of confidential data going astray, and that they are fully briefed on regulatory changes.

Regulatory & compliance

- Use your proxy statement to effectively communicate how the long-term strategy is driving board composition, executive compensation, risk prioritization and oversight
- Ensure board visibility and data accuracy by establishing a single source of truth for all compliance, entity and subsidiary information
- Make data and compliance reports readily available and accessible for directors

Board liability

- Educate directors on matters related to board or personal liability (e.g., note-taking during meetings, communicating with shareholders, speaking to members of the media)
- Create a technology-enabled process for keeping boards informed about new regulatory or legal developments

- To maintain control over discoverability, use board management software that can wipe directors' notes and other meeting information

Secure communication

- Replace text messages and corporate or personal email with a secure messaging platform that centralizes all board and executive communications
- When preparing board materials, use a secure collaboration platform that allows you to collect and share information with permissioned users
- Provide access to a secure file-sharing platform that enables the board to collaborate with trusted third parties (such as consultants, auditors, outside counsel)



02

Put these Diligent **tools** to work



Diligent Entities

Monitor regulatory obligations and maintain a centralized corporate record, with seamless entity management and reporting in a system that integrates with Diligent Boards.



Diligent Messenger

Communicate via a secure messaging application that functions like text messaging and enables file sharing between board members.



Diligent Secure File Sharing

Collaborate over a completely private, cloud-based network while saving time on board meeting preparation.



Diligent Secure Meeting Workflow

Save time and resources with a secure way to automate the collation, distribution and management of board meeting materials.

“Diligent can be used as a way to securely communicate with the board across various access points — from uploaded materials to surveys to messages — and I love how widely known it is. Our directors are familiar with it, and even if they aren’t they can easily learn how to use it because it’s so intuitive.”

Assistant Corporate Secretary, Leading Utilities Company

[Schedule a demo today](#)

03

Help your board make better decisions

Boards are responsible for more than ever before. Sustainability and cybersecurity won't be falling off the board agenda anytime soon. Meanwhile, investors, shareholders and other stakeholders demand a accountability on issues like executive compensation and diversity. As the board's agenda has expanded, so has the data on each of these issues. The sheer amount of information directors must pay attention to can be overwhelming.

You can help the board cut through the noise. As the corporate secretary, you can equip them with the right information at the right time, **so that they have the clarity to make the right decisions.**

- Use board reporting dashboards to provide directors with visibility from all functional areas around the company, offering a 360-degree view of risk, compliance, audit and ESG
- Implement market-monitoring tools that detect risks and opportunities, so boards can stay informed on the competitive landscape and industry trends
- Work closely with investor relations and management to improve the board's knowledge of the shareholder landscape
- Ensure that in the event of a crisis, your board can easily monitor company reputation and developments across global media outlets
- Equip your board with tools to compare executive compensation, board composition and governance practices across peer groups – and identify areas where they may be considered an outlier

- Provide access to an extensive, diverse database of board candidates to ensure a smooth director succession planning process that also fills skills and experience gaps on the board
- Between meetings, provide the board with access to resources and thought leadership materials that support ongoing training and education goals



03

Put these Diligent **tools** to work



Diligent Governance Intel

Leverage the power of artificial intelligence to enable advanced news aggregation, as well as risk and trend analysis for your industry, company and competitors.



Diligent Insights

Unlock key insights through articles, episodes and research from industry-leading content partners like PwC's Governance Insights Center, KPMG, Wilson Sonsini, Meridian Compensation Partners and the Diligent Institute.



Diligent Nominations

Conduct a health check on your board's composition and effectiveness, compare it to other companies, and access an extensive database of qualified board candidates.



Compensation & Governance Intel

Access executive compensation data and analysis tools from the official data provider for Glass Lewis' proxy papers and custom policy engine service.

"Diligent Governance Intel became an integral part of our company's business research process. We now use Governance Intel to manage and deliver business intelligence and current awareness to just about every key department throughout the company."

Competitive Intelligence Director, \$200 Million Multinational Company

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Fuel good governance with Diligent

When you need to...	Diligent empowers you to...
 <p>Improve board effectiveness</p>	<ul style="list-style-type: none">• Equip boards with the insights and information they need using Diligent Boards, a secure board portal and digital board book• Automate workflows to save valuable time and resources
 <p>Mitigate risk in an evolving landscape</p>	<ul style="list-style-type: none">• Allow boards to communicate and share files via a secure messaging platform• Monitor regulatory obligations from a centralized corporate record• Stay on top of the latest trends and risks in your industry with expert insights
 <p>Power better decision-making</p>	<ul style="list-style-type: none">• Leverage artificial intelligence to unlock advanced insights, trends and risk analysis so your board can make informed decisions• Provide clarity using automated dashboards that present the most important and relevant information, so they can make decisions quickly and confidently

See Diligent in action by scheduling a demo with a governance advisor today.

[Schedule a demo today](#)



About Diligent

Diligent is the global leader in modern governance, providing SaaS solutions across governance, risk, compliance, audit and ESG. Empowering more than 1 million users and 700,000 board members and leaders with a holistic view of their organization's GRC practices so they can make better decisions, faster. No matter the challenge.

For more information or to request a demo:

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