

## Board Readiness Boot Camp

December 1, 2021  
Noon- 1:30pm



### Presenters:



**Kathleen Hajek**  
Managing Director,  
North American Practice Leader  
Life Sciences & Healthcare



**Lyn Cason**  
Managing Director,  
Global Sector Leader, Media &  
Communications

# Discussion Topics:



- Welcome & Introductions
- Big Picture
- Nasdaq Board Diversity Rule
- Positioning yourself for board service
- Competency Matrix – Gap Analysis
- The board interview process – A Two Way Street
- Review Homework Assignment
- Share goals and action plan
- The Sun Never Sets on Stanton Chase



# Welcome & Introductions

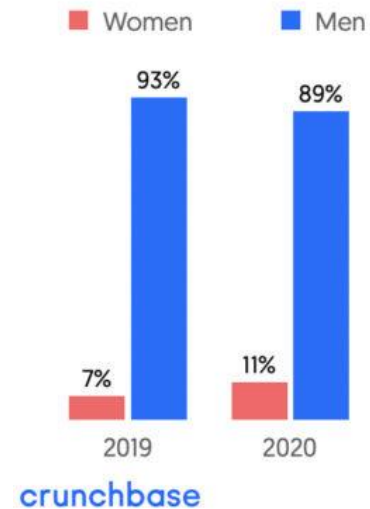
# The Big Picture



- What are we seeing today?
- Trends: Evolution of Governance
- Demands – Board “hot buttons” & skills:
  - Cyber, ESG, Diversity, Crisis Management, Business Transformation...
- Future State: “Board 2.0”
  - Trends in Digital – Digital Transformation & Cybersecurity
  - Remote – More Effective – More Opportunities
  - Succession Planning

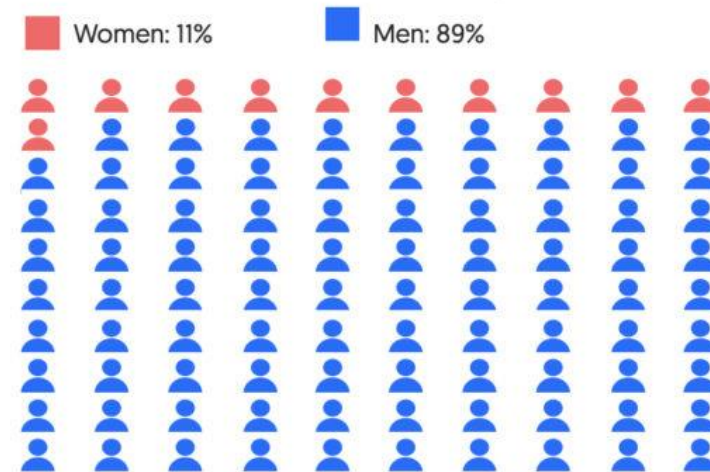
# The Big Picture

## Private Company Directors by Gender 2019 versus 2020



## Proportion of Board Seats, Segmented by Gender in 2020

Study of 359 Venture-Backed Private Companies



2020 Study of Gender Diversity in Private Company Boardrooms



# Evolution of the Boardroom...

**Then ...**



**... and now (or soon)**



# Nasdaq Board Diversity Rule



## What Boards need to know

Approved by the SEC on August 6, 2021, disclosure standard designed to encourage a minimum board diversity objective for companies and provide stakeholders with consistent, comparable disclosures concerning a company's current board composition.

Nasdaq's Board Diversity Rule requires companies listed to:

- Publicly disclose board-level diversity statistics using a standardized template; and
- Have or explain why they do not have at least two diverse directors.

**Companies need to disclose board-level diversity data annually.**

All operating companies listed on Nasdaq's U.S. exchange will need to use the Board Diversity Matrix to **annually** disclose board-level diversity data. Companies will provide this disclosure in the company's proxy statement or its information statement or on the company's website.





# Nasdaq Board Diversity Rule

## Diversity Requirements & Definitions

Nasdaq-listed companies that do not have **at least two diverse directors**, including one who self-identifies as **female and** one who self-identifies as either an **underrepresented minority or LGBTQ+**, would provide an explanation for not doing so, and their explanation could include a description of a different approach.

### Comply or Explain:

Companies need to meet a board diversity objective or explain their reasons for non-compliance in its proxy statement, information statement for its annual shareholder meeting.

If a company chooses to explain why it does not meet the diversity objectives, it would provide its explanation, or on the company's website.



# Nasdaq Board Diversity Rule

## Implementation & Transition



### Transition Period:

Timeframe to meet the diversity objectives or explain reasons for not doing so based on a company's listing tier:

[Nasdaq Global Select Market and Nasdaq Global Market](#) companies are required to have, or explain why they do not have, one diverse director by August 7, 2023, and two diverse directors by August 6, 2025

[Nasdaq Capital Market](#) companies are required to have, or explain why they do not have, one diverse director by August 7, 2023 and two diverse directors by August 6, 2026

Note: Nasdaq found that in 2020, [75 percent of companies listed on the exchange](#) did not meet the requirements of the new disclosure rules.

# Nasdaq Board Diversity Rule

## Board Diversity Matrix (Sample)

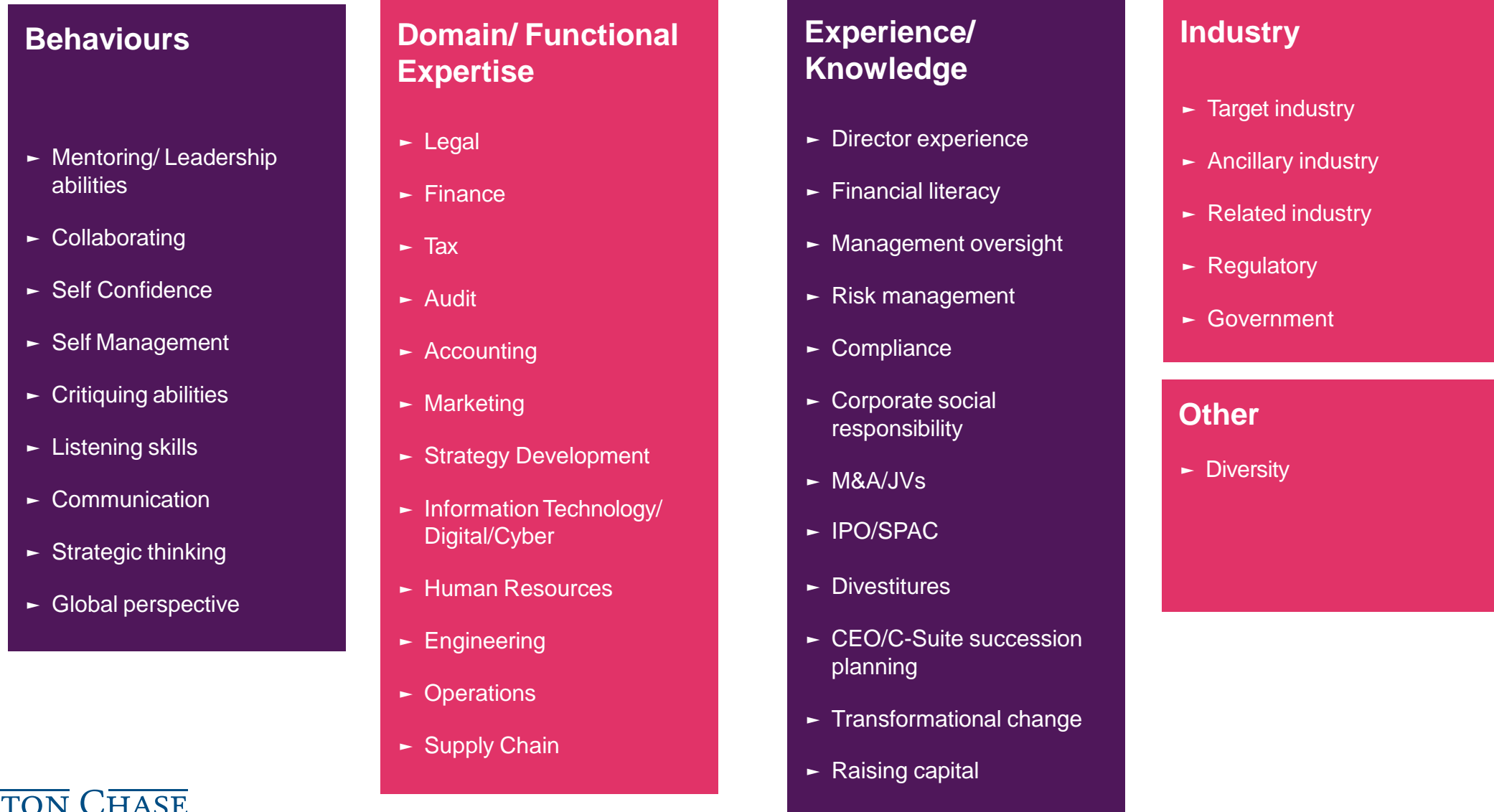


Board Diversity Matrix (As of March 12, 2021)				
Total Number of Directors	8			
	Female	Male	Non-Binary	Did Not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	2	6	0	0
<b>Part II: Demographic Background</b>				
African American or Black	0	1	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	2	0	0
Hispanic or Latinx	0	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	2	3	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	0			
Did Not Disclose Demographic Background	0			



To Thine Own Self Be True

# Competency Matrix: Define Your Board Value Proposition



# What to consider as you vet opportunities



- Speed Dating
- Entering into a Marriage
- Exiting Gracefully
- Role Play- Questions
  - #1 -What could you bring to our board?
  - #2-Which of our committees would you be most interested in serving on?
  - #3-Why aren't you serving on a public company board?

Emily Green- guest contributor theBoardlist questions



## Prepare -Prepare - Prepare

- Tips:
- Read 10ks, Press releases, etc.
- Define Unique Skills
- Focus on your skills





# Example Board Biography



Barbara Bennett

Barbara Bennett is a recognized global executive with deep experience in rapid growth and high-change environments. Barb's industry background spans Media, Environment, and diverse Portfolio Management, with the consistent theme of market disruption and expansion. Barb has led companies through early stage investments to large public entities.

With experience as both a COO and CFO, Barb combines strategic and operational excellence with strong financial acumen. She is known for her ability to engage high-performing teams, creating a culture of innovation, transformation, and results.

Barb has extensive experience working with corporate boards, committees, and external stakeholders. Her background includes senior roles in both private and public sectors. She was a key member of the team that built the Discovery Channel from a single US network into the #1 non-fiction media company in the world.

She was unanimously confirmed by the US Senate to her role in the US Environmental Protection Agency.

Barb earned her BA from Vanderbilt University and completed financial and executive leadership programs at Harvard and Yale.

***Career history:***

Barb's breadth and depth of experience have established her as a strategic and operationally focused executive. She has spent her career largely in consumer-facing organizations disrupting traditional approaches to doing business: cable tv; digital media; tech development; sustainability; and catalytic philanthropy.

Ultimately serving as Discovery's CFO, she was instrumental in scaling operations to accommodate 40x revenue growth, international market entry, the transition to IPO, leading to \$3B+ in revenues and \$15B+ market cap.

Barb served as the presidential appointee and senate-confirmed CFO of the EPA. She spearheaded several first-ever initiatives between the agency and the private sector, with particular focus on environmental tech. She threaded the needle in delivering results to the White House, Congress, and external stakeholders, including during times of crises such as the BP oil spill.





# Example Board Biography



Barbara Bennett

Most recently, Barb was President & COO of Vulcan Inc, the \$10B+ management company of Microsoft co-founder Paul Allen, with assets as diverse as consumer experiences, tech development, and professional sports teams. She led the global operations of actively-managed securities, real estate development, film production, catalytic philanthropy, shared services, and private collections during a tenure of market-beating returns and ground-breaking initiatives. She is widely acclaimed to have had a transformational impact on the culture, leading to its first-ever *Best Places to Work* recognition.

***SEC Financial Expert:***

Qualifies as defined SEC Financial Expert. Barb has created and led audit functions both in private and public entities. Well-familiar with Sarbanes Oxley, its federal equivalent, and has testified before Congress. She has led financial teams of 150+ people with three separate organizations and managed balance sheets up to \$20B.

***Capital Markets and M&A Experience:***

Barb has raised over \$5B in financings through a range of capital market transactions. Her experience includes all corporate expansion activities, 3<sup>rd</sup>-party acquisitions, JVs, strategic partnerships, and restructurings, spearheading over 70 corporate transactions.

***Extensive Global Experience:***

Vulcan's interests spanned all seven continents, with significant presence in six countries. Airing in 170+ countries in 35 languages, Discovery had employees in 20+ countries.

***Recognition:***

- Women of Influence – 2016 Puget Sound Business Journal
- Oval Office recognition of success – 2012 President Barack Obama
- Women Who Mean Business – 2006 Washington (DC) Business Journal

***Board Involvement:***

- Cascade Public Media, 2017-present, Board Member; Finance & Audit Committee
- The Allen Institute (Brain Science; Cell Science; Frontiers Group), 2014-2017, Board Member
- Museum of Pop Culture, 2015-2017, Founder Rep
- MedStar National Rehabilitation Hospital, 2007-2009, Board Member



# Board Bio Resources

OnBoard NC <https://onboardnc.com/> The Chairman suggested these resources – so there is some commentary next to the suggestions. The investment for Board Bio writing services varies- you can expect \$1500- \$5000.

[Debra Wheatman](#). Recently led a Harvard Radcliff Session. She worked with women in small groups to discuss candidate board bios.

[Alyssa Gelbard](#). She has hosted several educational sessions for both OnBoardNC and DDI (Director Diversity Initiative). Services start at around \$4k

From a social media perspective, here are two folks that I've seen present that have a great perspective on personal brand presence. They both speak to your LinkedIn presence as well as the proper use of social media to proliferate your brand:

[Anouk Pappers](#). Anouk knows Lissa Broome well, and has done quite a few presentations for DDI

Bronia Hill <https://www.linkedin.com/in/broniahill-resumewriter/> - she is terrific and very pleasant to work with as well.



# Building Your Network

## **Role of Executive Search:**

- Search firms play an important – and unique – role in helping companies achieve their diversity goals.
- Access to global talent markets and diverse Board candidates – AESC BlueSteps Diversity Database, BoardEx
- Search Process – Rigor, Immersion & Objectivity

## **Diversify your network:**

Tap into the right resources – networks and organizations – the list is growing...

- Women on Boards - Chief
- theBoardlist
- Director Diversity Initiative- DDI
- Catalyst
- The Last Mile
- Diligent Boards

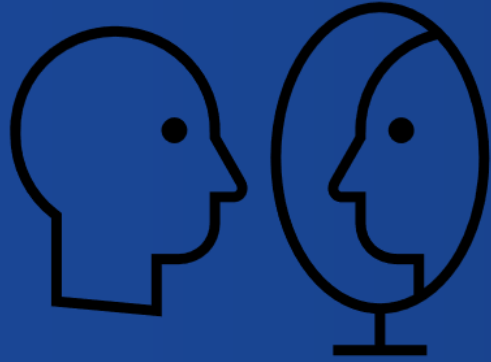




# Best Practices for Due Diligences

- Independence & Objectivity – Look Beyond Your Network
- Unconscious Bias
- Competency Matrix
- Board Evaluations & Self-Assessment -NASDAQ
- New Director 360 & Onboarding





# Stanton Chase: About Us





# Founded in Diversity, Equity & Inclusion

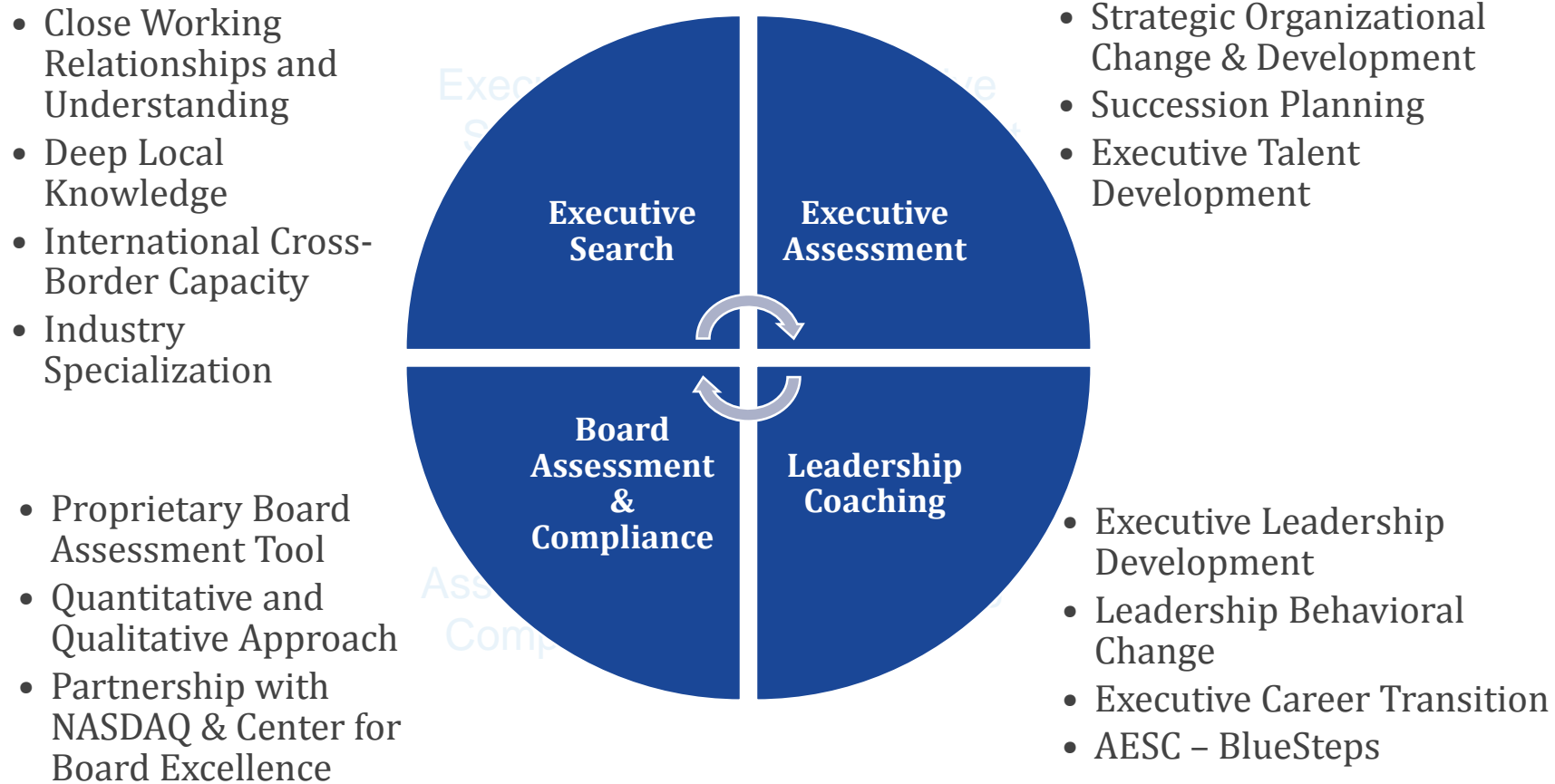
- We believe organizations are better positioned to achieve excellence when their leadership matches the diversity in their workforce, communities, customers and markets.
- We pledge to meet the needs of our clients to build diverse and inclusive leadership teams.
- We constantly scan the market to ensure proactive identification of succession pipeline and talent.
- Stanton Chase believes in and supports the positive power of diversity, equity and inclusion and advise our clients.
- We are trained in recognizing and internalizing the dynamics of diversity in every aspect, enabling us to deliver global diversity in candidates.
- Founding Executive Search firm Signatory & Member – 30% Club Canada & US – Voluntary Code of Conduct.
- Founding Signatory – AESC CEO Pledge Against Racism.



McKinsey  
& Company



# Stanton Chase Search & Leadership Advisory





# Stanton Chase Global Reach

We are a global firm with more than 350 consultants in 75 offices in 45 countries



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OFFICES



350  
CONSULTANTS



45  
COUNTRIES

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Hong Kong • Kolkata • Mumbai • New Delhi • Seoul •  
Shanghai • Singapore • Sydney • Tokyo

# Thank You!

We're happy to answer any questions

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