

Title Board Governance

Day/Time Tuesday Sept. 10th / 2:30 - 3:30

Presenters Tom Gaitens, CPA, Thomas Gaitens & Assoc.
Rick Kaweckl, Principal - Risk Advisory Services
Claudius Modesti, Esq., Akin Gump Strauss Hauer & Feld LLP
Tom Santone, Esq.

Moderator Dave Pieton

Objectives members to closely-held company owners. Their question will be, why is the content presented important and helpful for me.

2. Provide targeted deliverables/take-aways in advance for the program that supports the presentation and can be useful to attendees in their interactions with clients and colleagues.

Topics / Timing

Introductions - Dave to introduce
5 minutes

Balancing and/or blending the fiduciary responsibilities between trustees and board members knowing some in the audience serve as both - best practices
10 minutes
Lead - Tom Gaitens

Recent experience with beneficiaries who are not involved with a business contesting a board of director action - case study, was it preventable?
10 minutes
Lead - Claudius Modesti

Commonly overlooked areas for prevention of conflicts and to ensure success of business and relationships
10 minutes
Lead - Tom Santone

Digital governance and technologies (board books and communication) and best practices
10 minutes
Lead - Rick Kaweckl (Utilize GoEva materials?)

~ Elapsed Time - 45 minutes

Additional Questions

Use of data rooms either company hosted or cloud based and effectiveness with the flow of information taking into consideration access is restricted to certain individuals?

Any commentary on the choice of law where is corporation or trust has its situs, South Dakota, Delaware, etc.?

Is there any correlation between public company boards only taking action on a few < ~ 15% of shareholder proposals and how private company board should function?

When a private company seeks to obtain an independent third-party, is an advisor versus a board member helpful given the differing fiduciary responsibilities?