

# ACROSS — — THE BOARD

Keeping companies and  
their boards a step ahead

# Director College

# Motivation

The Mayer Brown Director College aims to meet the ambition of directors and boards to add the greatest value to their companies.

1

Public companies, and larger private ones, invariably support the professional development of their directors and boards.

2

Directors appreciate periodic formal development programs to enable them to perform their duties well.

3

Stakeholders assert rising expectations for companies and boards, requiring an understanding of competing demands and priorities.

# Clients

Our Director College materials have been developed over many years by numerous Mayer Brown lawyers and presented to a variety of public and private companies in different stages of their cycles, from diverse industries, and of varying sizes.

# Primary Modules

Our Director College materials are a curated library, focused on the fundamentals of board service. Organized into a dozen distinct one-hour modules offered separately, when taken together, they comprise a full curriculum.

- |   |   |    |   |
|---|---|----|---|
| 1 | Primary duties and roles                | 7  | Control transactions                        |
| 2 | Board committees and director functions | 8  | Strategic reviews                           |
| 3 | Securities laws for public companies    | 9  | Anti-corruption and FCPA                    |
| 4 | Boardroom practices                     | 10 | Shareholder proposals, activism, engagement |
| 5 | Risk oversight                          | 11 | ESG   |
| 6 | Cybersecurity                           | 12 | Duties amid high uncertainty                |

# Secondary Modules

We tailor secondary modules for additional development programs, from entry-level training to those focused on certain industries (particularly regulated industries such as banking, consumer and mortgage finance, insurance, life sciences and government contracting and defense), board committees and emerging issues (such as cybersecurity and generative AI).

## Preparing to be a director

- How boards add value
- Risks and rewards of board service
- CEO succession
- Board's role in transformation
- Boardroom dilemmas
- Director v. officer roles

## Audit Committees

- Controls for financial reporting
- Oversight of financial reporting
- Accounting policy choices
- Oversight of risk management
- Relations with auditor and management
- Oversight of compliance systems
- Oversight of cybersecurity
- Company strategy

## Comp Committees

- Role
- Comp plans
- Proxy advisers and Say-on-Pay
- Non-financial metrics in CEO pay
- Creating the right culture
- Performance measurement
- Company strategy

# Partners

To round out a full curriculum for our clients, we partner with professional service providers in other fields to offer joint training modules.

- Accounting, Financial Reporting and Auditing: Cohn Reznick
- D&O Insurance: Woodruff Sawyer
- Executive Compensation & Succession Planning: varies by company
- Shareholder Engagement: EY Board Matters/EY
- Stock Exchange Perspectives: Nasdaq/NYSE
- Strategy: varies by company

# Faculty

Our Director College is taught by leading lawyers in the relevant areas and led by Lawrence Cunningham, special counsel in our New York office, emeritus professor of corporate governance at George Washington University, and author of influential essays, articles and books on directors, boards and corporate governance.

# Referrals

As a service to clients, we maintain a database of resumes of promising public company directors, referred by Mayer Brown lawyers and including alumni of the Mayer Brown Director College, to introduce as potential candidates to clients seeking recommendations.

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The Board Exchange



# Contact

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