



U.S. Small Business Administration

A graphic consisting of two overlapping, curved blue lines that arch over the word 'ONBOARD'.

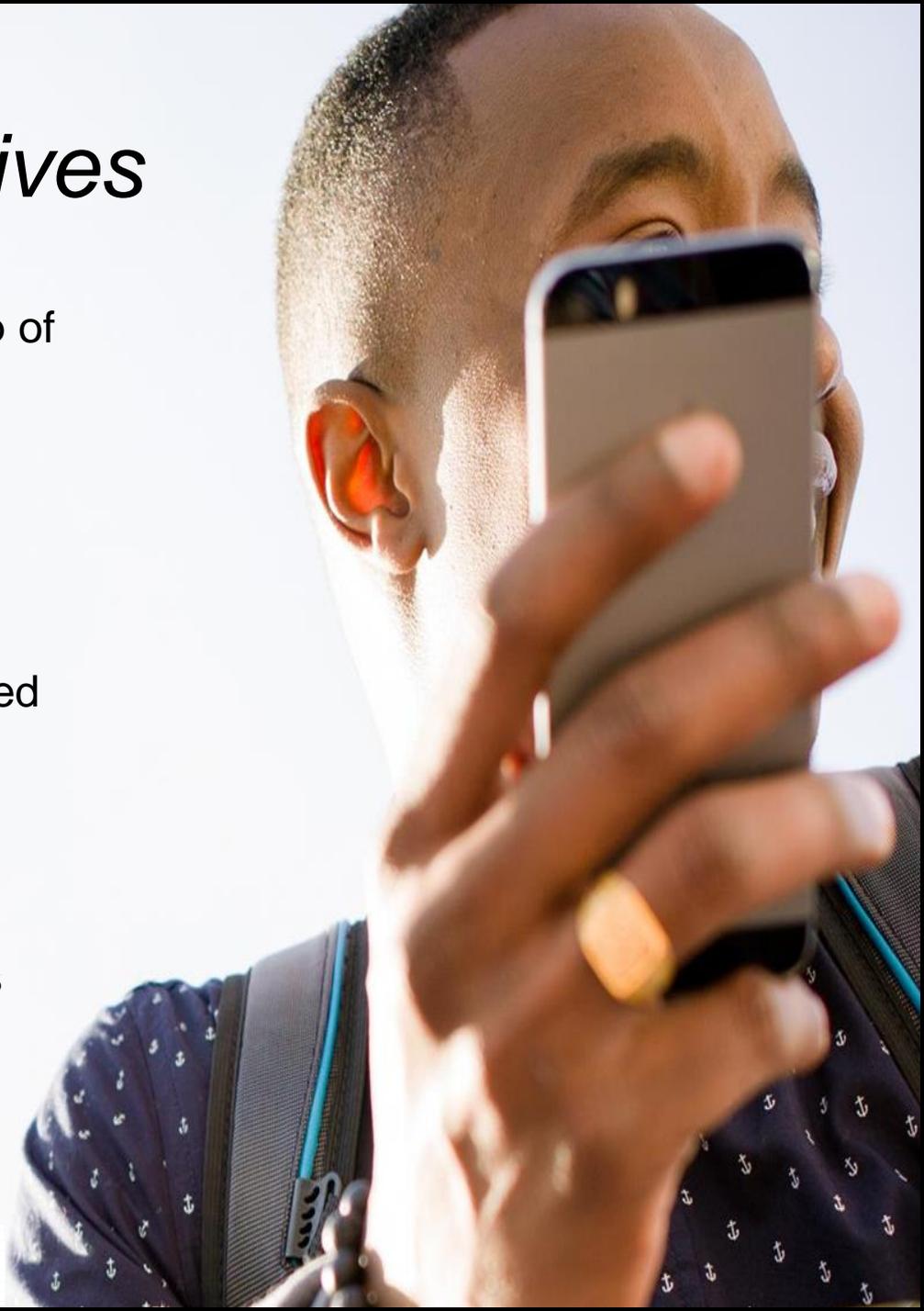
ONBOARD

OPEN NETWORK FOR BOARD DIVERSITY

Tuesday, February 14, 2017

ONBOARD Objectives

- Address lack of diversity in leadership of U.S. small, privately-held businesses
- Create public/private partnership to connect diverse talent with board membership opportunities
- Increase presence of underrepresented groups on leadership boards
 - Small Business Investment Companies (SBICs)
 - Small Business Innovation Research (SBIR) grant recipients





Landit



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Empowering Latino Leaders

P·E·W·I·N



theBoardlist



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The 'Be Board Ready' Webinar Series:

* Webinar 1 of 3 *

Tues., Dec. 13: 1 – 2 pm ET

'Creating Your Own Board Value Proposition'

Webinar 1 will provide participants with an overview of what Nominating Committees look for from director candidates, including how to integrate your professional experience and critical skills into a distinctive board value proposition aligned with specific governance priorities. Examples of best practice board bios and value propositions will be presented and discussed.

* Webinar 2 of 3 *

Tues., Jan. 10: 1 – 2 pm ET

'Director Lessons From First Board Experience'

Webinar 2 will include a panel discussion with diverse board members who will talk about key learnings from their first board, including the initial onboarding process, first committee selection/membership, full board meeting participation observations, pre-meeting preparation and CEO engagement tips.

* Webinar 3 of 3 *

Tues., Feb. 14: 1 – 2 pm ET

'How the Director Selection Process Really Works'

Webinar 3 will take you inside the Nominating Committee's step-by-step process of recruiting a new director to the board, starting with the company's strategic imperatives, to targeting specific areas of candidate experience/expertise, to vetting and evaluating individual candidates and then making the director appointment decision.

Introducing Keith Meyer:



Keith Meyer
President

www.directorsacademy.com

<https://www.linkedin.com/in/keith-meyer-8657a3b0>

Keith is President of the Directors Academy and a founding board member of the national not-for-profit focused on accelerating the development and advancement of diversity into corporate boardrooms.

Keith is also the Global Head of the CEO & Board Practice at Allegis Partners. He has assisted boards over the past 20 years execute their most important responsibilities – building world-class governance capabilities and developing successful CEO succession plans aligned with future stakeholder objectives. He has provided counsel to Chairmen and CEOs on critical board performance, enterprise leadership and organizational alignment issues. He has led numerous Fortune 500 CEO searches and board assessments, recruited Chairmen and individual directors, and built entire boards in the financial services, consumer/retail, industrial, technology, healthcare and professional services sectors, as well as closely/privately held organizations and not-for-profits.

Previously, Keith was the founder and Managing Partner of Park Avenue Advisors, Vice Chairman and Managing Partner of the Global Board Consulting Practice and the co-leader of the North America CEO & Board Practice at Heidrick & Struggles. He also was a Partner at Egon Zehnder where he led the firm's Chicago office and was a member of the U.S. leadership team.

Keith began his consulting career with McKinsey & Company where he advised clients on a broad range of strategic, operational, and human capital issues. He has prior management experience at PepsiCo and ExxonMobil.

Keith has also been named to the Directorship 100 list of the most influential corporate governance leaders.

Introducing Guest Speaker: Paul S. Williams



Paul S. Williams

<https://www.linkedin.com/in/paul-s-williams-67009a12>

Paul Williams is a Partner in the Chicago office of Major, Lindsey & Africa ("MLA"), the nation's leading executive legal search firm. He leads MLA's In-House Practice recruiting team in the Midwest. Paul graduated, cum laude, from Harvard and received his J.D. from Yale Law School. Paul focuses on conducting in-house searches, particularly general counsel (including Panasonic NA, IDEX, TRW Automotive, Boston Scientific, Nordstrom, Anixter International, OhioHealth, Blackberry) and other senior level positions. He also works with law firm partners who are interested in making lateral moves.

Paul is also the co-leader of Allegis Partners' ("AP") Board & Corporate Governance Practice. AP is the global executive search firm that delivers a boutique, high-touch approach to talent management for our clients. AP focuses on identifying diverse, top talent for human resources, board, CEO and other executive and senior management roles across a wide range of industries. AP is backed by the extensive resources and knowledge of the Allegis Group, an \$11+ billion privately held global human capital organization. In his additional role as Director of Global Diversity Search, Paul leads MLA's efforts throughout the country in assisting legal organizations in enhancing their diversity.

Prior to joining Major, Lindsey & Africa, Paul served for several years as executive vice president, chief legal officer and secretary of Cardinal Health, Inc. Paul is a member of the board of directors for three public companies including Essendant. He currently is the Compensation Committee chair for Bob Evans and Compass Minerals. Paul is also a sitting director on the board of the Chicago Chapter of the National Association of Corporate Directors. He also has served as the Lead Independent Director of State Auto Financial Corporation.



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An Insider's Perspective on How the Director Selection Process Really Works

February 14, 2017

Director Recruitment Overview



Conduct individual discussions with the Chairman, CEO and all Directors to fully understand the company's strategy, value creation priorities and Board culture.

Create specific Director selection criteria that guides the recruitment process.

Embed into the detailed spec desired candidate career experience, functional expertise and personal qualities.

Develop an initial target list of candidates for the Nominating and Governance Committee's review consistent with the established Director selection criteria.

Leverage senior executive network to help generate high-potential targets.

Incorporate recommendations from current board members and senior team members, as appropriate.

Generate additional candidates based on specific Director recruitment priorities.

Develop summary profiles for each prospective candidate highlighting their career progression and prior Board experience.

Following a detailed review with the Nominating and Governance Committee, a short list of priority candidates will be further evaluated.

Work in a collaborative manner with the Committee and the full Board throughout the recruitment process.

Complete in-depth discussions with each of the short listed candidates to determine their level of interest and confirm meeting availability.

Conduct structured reference checks on each finalist candidate.

Assist with all candidate meetings and communications with the Committee.

Recommend the Committee retain an outside firm to conduct a thorough background report for each finalist candidate.

Work with the Committee to plan a seamless transition after the candidate has been selected.

In a confidential manner, communicate the decision to other candidates in advance of the Director appointment announcement.

Ensure that the on-boarding process goes well, including soliciting feedback from the new Director during their first year on the Board.

Alignment Questions

What are the key challenges and opportunities that lie ahead for the company during the next five years?

What are the 3-4 biggest decisions the Board will need to address relative to the key challenges/opportunities? What additional Director experience/expertise would be most helpful during the discussion and debate of these critical decisions?

Are there any existing Director experience/capability gaps that need to be addressed to improve the performance of the Board relative to near-term priorities and company objectives?

What personal characteristics/attributes of the new Director would best fit with the culture of the Board today?



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Thank you!