

## Nominating and Governance Roundtable

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The nominating and governance roundtable explored how nominating committees can more effectively engage in the boardroom to place culture on the agenda, ask the right questions, ensure that culture supports business strategy, and preserve the boundary between governance and management. Key points included:

1. Make sure the Board is in a place to have the conversation at risk/culture  
Corporate culture is in fact a conversation about risk  
Look for side doors as a way to making a soft issue, like culture, a business issue before it is a problem
2. Different tools can be effective means of early warning signs”
  - Operations reports
  - Engagement survey results
  - Compliance/regulatory reports
  - Guiding principles and Board evaluations
  - Internal Audit and Operations Audit reports
3. The Director’s superpower should be non-stop curiosity
4. Focus on how the Board receives bad news and does the culture support sharing of bad news with the Board
5. Be wary of a success culture like the one that existed at GE
6. Look for alignment between culture, risk management and the corporation’s strategy