

# All Aboard: Best Practices for Onboarding Directors

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A thoughtful, well-structured director onboarding process enables a director's smooth transition to the board, positioning the director to contribute meaningfully from the outset. While the identification, selection, and election of new directors is usually the board's responsibility, perhaps guided by a search firm, the logistics of onboarding new directors often fall to the legal department or corporate secretary.

The onboarding needs for new directors will vary depending on a number of factors, including the director's background, experience, and expected role on the board and its committees. Below we outline several top-of-mind considerations for those tasked with the responsibility of onboarding directors.

**Director Orientation.** An effective orientation program introduces new directors to both the business and the governance infrastructure of the company. The program may include giving the new director the opportunity to meet with the executive leadership team and the company's independent auditor to learn more about the company and its strategic plan, and to establish a working relationship with key stakeholders. Site visits, if relevant for the company, can help inform the director about the practical side of the business. Directors may also benefit from one-on-one discussions with the chairperson of the board or lead independent director and the chairperson of each committee. Orientation should also include a presentation from internal or external attorneys on fiduciary duties and the roles and responsibilities of directors.

**Governance Materials.** Provide new directors with a tailored package of foundational documents. This may include organizational documents such as the certificate of incorporation and bylaws, board governance documents such as the corporate governance guidelines and committee charters, as well as any board confidentiality policy, insider trading policy, Regulation FD policy, director indemnification agreement, and the D&O insurance policy or a summary. A meeting with relevant internal stakeholders who can discuss and answer questions about disclosure controls and procedures is also advisable.

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**Access to Board Portals.** New directors should be provided access to the company's board portal. The portal should include at least 12 months of prior board materials and minutes to allow the director to get up to speed on the issues being discussed by the board. Consider whether directors should be assigned a company email address or provided with a company-managed device so that information emailed to directors is contained within the company's systems and protected by the company's data security infrastructure.

**Compensation.** Clearly communicate the structure of the director's compensation—including equity versus cash components—and the timing and mechanics of payment. Collect applicable tax documentation and payment instructions early to avoid administrative delays.

**Meeting Logistics and Preferences.** Ask new directors for their travel preferences—including airlines, hotels, and food preferences. Confirm whether the director has an assistant who will book travel arrangements or whether the director will be relying on the company to do so. If AI recording, transcription or summarization features within video conferencing platforms are used for board meetings, consider obtaining required consents in advance.

**Feedback and Improvement.** Companies should periodically evaluate their director onboarding process and solicit feedback from directors, e.g., as part of the annual board evaluation process, on ways to improve onboarding.

**Housekeeping.** Companies should be prepared to comply with SEC disclosure requirements upon a director's appointment. Once a new director is elected, a Form 8-K is due within four business days. In addition, a Form 3 is due within 10 days of the election of the director, and, if the director is receiving equity awards, a Form 4 is due within two business days (and possibly before the Form 3 is due). Companies should confirm that a new director has the necessary EDGAR filing codes. This may require coordination with another company where the director serves on the board, or applying for new codes. Obtaining new codes requires advance planning since a notarized application is required, and it takes a few business days to receive the codes. In addition, the relevant electronic signature authorizations should be obtained to allow the director to sign SEC filings electronically.



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