Preface

The *Director's Technology Handbook* has been written for individuals who serve as directors or trustees and in other similar roles for businesses and nonprofit organizations. In addition, this book is also a useful tool for lawyers who advise boards and support management in setting the agenda for board meetings and facilitating effective discussions of material matters involving technology.

The format of the book is designed to make the topics discussed accessible to individuals who are not technology experts but who need more background on technology issues and a better understanding of how technology fits in with strategy and in balancing business objectives and risk management. The reader will find short chapters, brief background descriptions, and key questions to guide them in approaching technology as a pervasive, persistent, and evolving force.

The *Director's Technology Handbook* contains short chapters that generally follow a common format to support readers jumping from topic to topic inspired by their own particular interests. The book begins with a brief recap of directors' duties under Delaware corporation law. Of course, the specific duties of individual directors and those who occupy similar fiduciary roles in other forms of legal entities differ by jurisdiction.

The inspiration of this book is the Business Law Section's book, the *Director's Handbook: A Field Guide to 101 Situations Commonly Encountered in the Boardroom* edited by Frank Placenti. Like the *Director's Field Guide,* the *Director's Technology Handbook* uses pithy chapters light on legal jargon to highlight intersections of law and technology.

Writing about technology as a current topic is a challenge. The timeline to write and publish means specific examples are dated as soon as a book is released. The authors strive in this book to use technology examples to illustrate issues we expect to remain persistent in the years to come. The context in which the issues arise in practice will evolve through the ordinary course of technology innovation.

While all of the topics covered in the *Director's Technology Handbook* could be the subject of a full-length reference book, this title does not seek to be an encyclopedic

treatment of technology issues nor a manual that substitutes for technology subject matter experts. Readers will find in the ABA's Business Law Section library of books many excellent resources for further study of technology-related legal topics. For example, any organization leader anticipating a merger or sale would benefit from a quick read of the *Guide to Cybersecurity Due Diligence in M&A Transactions* edited by Thomas J. Smedinghoff and Roland L. Trope (Business Law Section, published 2017).

Each chapter includes citations to additional reading material. We encourage lawyers to take advantage of these materials for a deeper understanding of specific legal issues and to keep current on developments.

The *Director's Technology Handbook* benefits from the contributions of a diverse group of contributors. They are David Aschkinasi, John Black, Michael F. Fleming, Sarah Jane Hughes, Michael Jerbic, Candace M. Jones, Eleni Koulourioti, Lisa R. Lifshitz, Paul Lanois, David Ma, Dawn M. Maruna, Cameron McMaster, John E. Ottaviani, John A. Rothchild, Jacqueline P. Scheib, David Sella-Villa, and Michael Silvestro.

The authors developed their technology-related practice skills through a combination of private practice, in-house corporate, and government service experience. A number of authors practice outside the United States, and one is a nonlawyer risk management expert. Please consult the about the authors section to read more about their backgrounds and expertise.

AUTHORS' NOTE: The views expressed in the *Director's Technology Handbook* are those of the individual chapter authors, not their respective law firms, employers, or clients.

The Business Law Section's Cyberspace Law Committee first began work on this book project in 2019. The project lost momentum in 2020 as authors focused, personally and professionally, on navigating the COVID-19 pandemic. We, individually, and our organizations had to make decisions about new technology and expanding use of existing technology to adapt to conditions. Among the many lessons we will take from 2020: sound corporate governance is a platform for good technology governance and agility in adapting to external forces.

Finally, thank you, contributors and ABA Publishing team, for your patience and commitment to the *Director's Technology Handbook*.