

Foreword

This is the Eighth Edition of the *Corporate Director's Guidebook*. Since its initial publication in 1978, countless directors, business executives, advisors, students of corporate governance, and others have come to rely on the advice and commentary in the *Guidebook*.

The primary purpose of the *Guidebook* is to provide concise, practical guidance to corporate directors in meeting their responsibilities. The *Guidebook* focuses on the role of the individual director in the context of the duties and functions of the board and its key committees (audit, compensation, and nominating and governance). Although many director decisions and tasks occur against a legal backdrop, the *Guidebook* attempts to avoid legalisms.

Director decisions and oversight responsibilities are subject to a significant level of public and shareholder scrutiny. To help directors engage in effective oversight and decision-making processes in the current environment, the Eighth Edition emphasizes the following key topics:

- the role of directors in the engagement between a corporation and its shareholders;
- board composition, refreshment, diversity, skills, and compensation;
- executive compensation design, particularly as it relates to performance and risk;
- risk management, including processes for identification, assessment, and mitigation;
- crisis preparedness; and
- fiduciary duties with respect to mergers and acquisitions and defensive actions.

The *Guidebook* provides important information for directors of public companies and also is relevant to directors of all companies in understanding their duties and obligations. The Corporate Laws Committee

hopes directors and their advisors will benefit from this Eighth Edition of the *Guidebook*.

Respectfully submitted,

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