

an overview of
Public Company Board Responsibilities

Corporate

- Hire the CEO
- Review the CEO's performance
- Ensure 3 succession plans
- Establish line-of-sight into the executive ranks

Strategic

- Approve mission
- Approve long-term strategy
- Approve annual operating plan

Oversight

- Operations
- Financial reporting
- Compliance
- Risk management
- Operations alignment with LT strategy
- Tone at the top

The board itself is responsible for ensuring the effectiveness of its operations.

- “ Thoughtfully nominate director candidates
- “ Meaningfully assess board effectiveness



ABOUT GSG AND DENISE KUPRIONIS

Denise Kuprionis founded The Governance Solutions Group, a board advisory practice. She shares a practical understanding of how boards work and offers tips on how to adapt good governance process to a client's unique company.

Denise has been in public, private and nonprofit boardrooms for 25+ years and offers an independent perspective that helps directors address the evolving list of board governance concerns. She has developed succession and leadership transition plans, and helped reenergize boards through a participatory board review process.

Clients include public company boards, nonprofit boards and private company owners considering establishing their first advisory board or family council.

Previously, Denise spent 30+ years at The E. W. Scripps Company where she held numerous leadership positions, including chief governance officer, chief compliance officer, chief ethics officer, senior in-house counsel, senior compensation officer, administrative officer and corporate giving officer.

Helping directors increase board effectiveness.



The image shows a business card for The Governance Solutions Group. At the top left is the GSG logo, which consists of the letters 'GSG' in a stylized font with a circular arrow around them. To the right of the logo is the phone number '513-272-8500'. Below this is a dark blue rectangular area containing the company name 'THE GOVERNANCE SOLUTIONS GROUP' in large, bold, yellow capital letters. Underneath the name is a list of services in white text: 'Board Evaluations', 'Succession Planning', 'Board Governance Best Practice', 'Board-C Suite Dynamics', 'Director Mentoring', and 'Education/Orientation Programs'. At the bottom of the card, the website 'gsgboards.com' and email 'denise@gsgboards.com' are listed in yellow text.