

The digital Board

A conference presented by the IBA Corporate and M&A Law Committee

Session Co-Chairs

- Rabindra Jhunjunwala Khaitan & Co, Mumbai
(Membership Officer, Corporate and M&A Law Committee)
- Michael Arnold Cravath, Swaine & Moore, New York



Session's panellists



CRAVATH

**Michael
Arnold**

Cravath, Swaine & Moore
LLP
New York
(Co-Chair)



**KHAITAN
& CO** ADVOCATES
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**Rabindra
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Agendas for discussion



Concept of board under common law and civil law 01



Overlap of digitalisation and corporate governance 02



Overcoming competency hurdles in becoming a digital board 03



Role of management and advisors in supporting Board adopt digitalisation 04



Key considerations for board as they consider digital transformation and become a digital board 05

Concept of board under common law and civil law



- Civil law jurisdiction
 - Two-tiered, consisting of the management board and a supervisory or advisory board
- Common law jurisdiction
 - Monistic board



Overlap of digitalisation and corporate governance

- Corporate governance as concept varies from jurisdiction to jurisdiction
- Instances of digitalization overlap with corporate governance
 - Digital meeting enabling remote participation
- Advantages of digitalization and undergoing digital transformation
- Effective use of digital technology



Overcoming competency hurdles in becoming a digital board




- Board's lack of being digital savvy as an intuitive inhibitor
- Digital competency
 - Building capacity internally *versus* outsourcing to expert
 - Hybrid approach
- Role of management in developing Board's digital literacy

Role of management and advisors in supporting Board adopt digitalisation

- Satisfying the Board on the concerns related to digitalization
- Role outside lawyers / law firms can play
- Management and advisors to be digitally aware / competent, so as to be able to aid Board better





Key considerations for Board as they consider digital transformation and become a digital board

Thank you!



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