

Promote Governance Excellence with Digital D&O Questionnaires

Historically, the process for completing directors' and officers' (D&O) questionnaires has been cumbersome and time consuming for administrators and directors alike. Administrators often spend weeks preparing customized, hard-copy versions of questionnaires to send to directors and officers via email or mail. Once directors and officers receive the questionnaires, they often commit hours of their time navigating questions and handwriting their answers. They then mail or scan and email the questionnaires back to the administrator for review. In some cases, directors and officers skip questions or submit incomplete responses. As a result, the administrators' review process can be time consuming and sometimes prone to error, which may pose operational, financial, and regulatory risks.

Digital D&O questionnaires may help reduce the risks associated with the traditional questionnaire process. Organizations can use a third-party platform, like Nasdaq EnGauge™, to transform the manual, paper-based D&O questionnaire process into a dynamic, intelligent, data-driven process. Hosted in the Nasdaq EnGauge platform, digital D&O questionnaires help ensure accuracy in disclosures, promote efficiencies, improve responses, streamline reviews, save time, and lower costs.

SOME BENEFITS OF USING A PLATFORM LIKE NASDAQ ENGAUGE:

01 Ease and Efficiency

03 A Dynamic Experience

02 On-the-Go Availability

04 Enhanced Accuracy, Data Integrity, and Security

01 Ease and Efficiency

- **Flexibility:** Create customized questionnaires or adopt questionnaires from Nasdaq Governance Solutions' law firm partners.
- **Accessibility:** A digital questionnaire provides easy access for directors and officers, saves time, and reduces costs associated with paper-based deliveries.
- **Automation:** Automatically pre-fill questionnaire responses for directors and officers. Administrators can also automate reminders and notifications to directors and officers, reducing the time they spend chasing incomplete or lost questionnaires.

Prep time for D&O questionnaires:¹



PAPER-BASED
20 hours



DIGITAL
3 hours

02 On-the-Go Availability

- **Save-as-you-go:** Save-as-you-go capabilities allow directors and officers to work at their own pace and then go back to their questionnaires and pick up right where they left off.
- **Unique link access:** Directors and officers can access questionnaires via their own unique links.
- **Mobile experience:** Administrators, directors, and officers can access the form via mobile and desktop devices, which helps streamline the experience across different devices.

Average respondent completion time for D&O questionnaires:¹



PAPER-BASED
1-4 hours



DIGITAL
20-45 minutes

03

A Dynamic Experience

- **Streamlined administration:** Administrators can include relevant information—including links to supporting documents, glossary terms, and definitions—directly in the questionnaires, so directors and officers have the context they need to answer the questions.
- **Customized experience:** Questionnaires can be customized for each director and officer. The platform hides irrelevant questions, so directors and officers only see questions relevant to their roles, priorities, and responsibilities. This helps reduce the time administrators spend versioning each questionnaire and create a seamless, frictionless, and more engaging experience for directors.

Time it takes to compile reports with D&O questionnaires:¹



PAPER-BASED

2-5 hours



DIGITAL

1 hour

04

Enhanced Accuracy, Data Integrity, and Security

- **Greater accuracy:** Pre-filled data, such as director biographies, equity ownership, and committee assignments, helps ensure questionnaires include accurate and consistent information.
- **Enhanced data integrity:** Information is organized in data fields and matched to related sections in the questionnaire, simplifying the review process and improving data management for administrators.
- **Optimized submission process:** Directors and officers can only submit questionnaires when they are answered in full, which leads to fewer incomplete questionnaires and potentially accelerates the review process. →

- **Improved transparency:**

Automated redlining capabilities allow administrators to easily see which information directors and officers have edited, showing year-over-year changes to pre-populated information, which helps improve transparency.

- **Designed with security in mind:**

Customer data processed and stored in the Nasdaq EnGauge platform is encrypted in transit with TLS 1.2 and logically segregated. Secure web access also confirms

that only authorized users can access forms, proprietary data, and documents.

- **Better compliance:** Respondent data for D&O questionnaires is automatically populated into a dynamic database integrated with Nasdaq Boardvantage®, a user-friendly board portal. This integration reduces administrative work and makes information easily accessible for legal and corporate governance professionals who spearhead the D&O disclosure process.

Ready to digitize your D&O questionnaires?



To learn more about the Nasdaq EnGauge platform, visit:
nasdaq.com/solutions/directors-officers-questionnaires

¹The claims around timing are aggregated estimates based on the Nasdaq Governance Solutions board engagement team's years of experience and work on D&O questionnaire forms with boards and in corporate legal settings.

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