



Essentials of Success in the Boardroom[©]

Enhancing Influence, Trust, and Strategic Value

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Background – Chaka Patterson



- Partner at Alston & Bird (and former Partner at Jenner & Block and Jones Day)
- Professor at University of Chicago Law School
- Former General Counsel of a Fortune 1000 Global Education Company
- Former Treasurer & VP for Investor Relations of a Fortune 100 Energy Company
- JD from Harvard Law School
- MBA from University of Chicago Booth School of Business

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The General Counsel's Evolving Role

- Today's General Counsel (GC) is more than a legal gatekeeper—they are a business enabler.
- Boards expect GCs to contribute to strategy, risk management, and executive decision-making.
- The GC sits at the intersection of legal, ethical, and commercial considerations

— Understanding the Boardroom Context

- Know the board's fiduciary responsibilities: loyalty, care, and oversight
- Understand board priorities: shareholder value, risk oversight, compliance
- Tailor communications to board composition: independent directors, committee chairs, investor representatives

— Speak the Board's Language

- Reframe legal advice in terms of ROI, enterprise risk, and business continuity.
- Be brief, structured, and forward-looking—answer the 'what does this mean for us?' question.
- Use visual aids, analogies, or benchmarks to enhance clarity and retention.

— Be Proactive, Not Reactive

- Raise emerging issues before they escalate—anticipate regulatory or reputational risks.
- Present scenarios and options with associated trade-offs.
- Integrate legal analysis with business strategy to offer clear recommendations

— Build Trust and Credibility

- Be dependable—accurate, timely, and transparent in your communication
- Acknowledge uncertainty when appropriate, and avoid overpromising
- Be the voice of principle and calm in a crisis; maintain confidentiality and discretion

— Navigate Board Dynamics Skillfully

- Understand personal styles and influence networks within the board.
- Know when to speak and when to support—avoid getting caught in boardroom politics.
- Establish credibility through your presence, tone, and measured contributions.

— Partner with the CEO and Chair

- Collaborate on meeting preparation, key messages, and risk framing
- Act as a bridge between management and the board on governance matters
- Support leadership continuity, board effectiveness, and decision-making integrity

— Contribute Beyond Legal Topics

- Expand influence through insights on enterprise risk, ethics, cybersecurity, ESG, and whistleblower policy
- Lead or co-lead investigations and special committee support
- Offer legal frameworks to support bold strategic moves—M&A, innovation, crisis response

— Practical Tips for GC Boardroom Success

- Study board materials deeply and anticipate likely questions.
- Align with CFO or COO on key facts before the meeting.
- Start with conclusions, not background.
- Stay composed, even when challenged.
- Follow up after the meeting to reinforce clarity or next steps.

— Common Pitfalls to Avoid

- Giving overly technical legal explanations.
- Surprising the board with late disclosures or issues.
- Undermining management in front of the board.
- Taking legal positions without understanding the business impact.

— Key Takeaways

To thrive in the boardroom, a GC must be:

- A strategic thinker and trusted advisor
- A translator of complexity into action
- A protector of integrity and enterprise value
- Your voice matters—use it wisely, thoughtfully, and with impact.



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