

# **The GC-Board Alignment Gap: What Boards and General Counsel Say—and What Actually Happens**

GC Advantage<sup>SM</sup> Webinar

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# GC Advantage<sup>SM</sup>

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# Questions & Answers

Submit questions to panelists at any time throughout the presentation via the Zoom Q&A feature.



# Featured Speakers



## Marla Persky

Strategic Advisor & Executive Coach – **BarkerGilmore**  
Former SVP, General Counsel & Corporate Secretary – **Boehringer Ingelheim Corporation**  
Former Acting General Counsel & Corporate Secretary – **Baxter International Inc.**  
Chairperson of the Board of Directors – **Xeris Biopharmaceuticals Inc.**  
Independent Board Director – **Revalo Biotherapeutics**



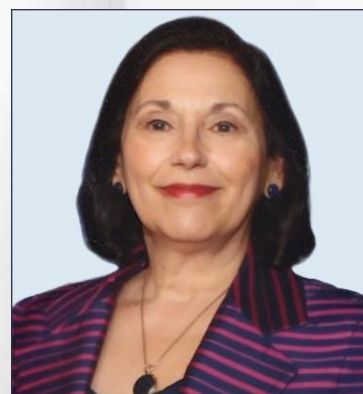
## Nichelle Maynard-Elliott

Independent Board Director, Compensation Committee Chair – **Xerox**  
Independent Board Director – **Lucid Motors**  
Founder & CEO – **Dunamis Transaction Advisors LLC**  
Former Head of M&A, Americas and Asia Pacific – **Linde (formerly Praxair)**



## Anna Richo

Independent Board Director – **Exelon**  
Chair, Nominating & Governance Committee – **Illumina**  
Former Corporate SVP, General Counsel, Chief Compliance Officer & Corporate Secretary – **Cargill**  
Former EVP, General Counsel & Chief Compliance Officer – **UCB, SA**



## Mary Ann Hynes

Strategic Advisor & Executive Coach – **BarkerGilmore**  
Former Officer & General Counsel – **Ingredion Incorporated, IMC Global, Sundstrand, Wolters Kluwer US, and CCH Incorporated**  
Former Senior Counsel – **Dentons**  
Independent Board Member – **Dr. Scholl Foundation**



# The GC-Board Alignment Survey Results



- **Expectation Alignment:**
  - Early GC engagement, strategic contribution, and enterprise-level judgment are widely endorsed.
  - Board members overwhelmingly agree that General Counsel input should shape strategy at formation, influence material decisions, and inform high-impact risks before execution begins
  - Boards and General Counsel want the same outcomes: earlier engagement, clearer priorities, stronger alignment, and better decision-making.
- **Expectation Gaps:**
  - Strategic General Counsel value is often embedded upstream in management deliberations rather than surfaced explicitly at the board table so contributions go unrecognized.
  - General Counsel spend substantial time on operational and execution-heavy work, particularly legal operations and talent, while board (and GCs, themselves) expect time allocated to strategy and enterprise risk.
  - General Counsel find board feedback helpful, nearly one-third describe feedback as only somewhat helpful, and boards themselves acknowledge unclear performance expectations. Feedback without clearly articulated success criteria limits its ability to drive stronger alignment.

# Enterprise Value Expectations

- Boards most readily recognize value in governance, litigation, and transactions—areas where risk is visible and outcomes are tangible. General Counsel, however, place greater emphasis on strategy formation and integrated enterprise risk. The gap reflects visibility rather than disagreement, with strategic contributions often occurring earlier and outside formal board settings.
- Boards overwhelmingly agree that GC input should shape enterprise strategy, influence material decisions, and be engaged early on high-impact risks. Philosophical alignment is strong. The challenge lies in translating that agreement into consistent operating norms.
- General Counsel spend significant time on operational and execution-heavy work, even as boards place highest value on strategy and enterprise risk. Capacity, not priority, limits strategic impact. Reallocation and delegation represent the clearest opportunity to unlock value.



# Opportunities to Better Align on Expectations

- Most frequent misalignment appears not in legal execution, but in risk calibration, strategic involvement, governance boundaries, and communication cadence.
- More frequent, more structured, and more forward-looking communication that supports timely, confident decision-making.
  - Frequency & cadence of board/GC interaction
  - Direct access to directors & board leadership
  - One-on-one informal engagement between GC & board
- Gaps are identified in timing and positioning of advice on:
  - Corporate Strategy Formulation (including M&A)
  - Enterprise Risk integrated with business planning
  - And earlier involvement in High Impact Rewards & Risks
- Boards and General Counsel are aligned on outcomes, but governance operating models have not kept pace with the expanded scope of the General Counsel role. Modernizing how interaction, access, and capacity are designed represents the greatest opportunity to strengthen enterprise governance and decision-making.



# Survey Call to Action Results

- The findings confirm that alignment challenges are structural, not cultural.
- Boards and General Counsel want the same outcomes, but many governance models still depend on passive access rather than active leadership.
- General Counsel who intentionally modernize interaction norms—through early engagement, disciplined visibility, and trusted relationships with the CEO, Lead Director, and committee chairs are best positioned to deliver sustained enterprise
- These norms do not dilute CEO authority. They strengthen enterprise decision-making by ensuring risk, governance, and legal judgment are integrated early and visibly.



Thank you for attending.



Please let us know how BarkerGilmore can help you succeed.

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