

Executive Upskilling for Next-Gen Directorship — 2023 Survey Report



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Identifying Crucial Competencies for Prospective
Board Members — A Roadmap Based on Stanton
Chase’s Next-Gen Directorship Survey Findings

About the Survey

In Q4 of 2022, the Stanton Chase Board Advisory conducted a comprehensive global survey to assess the current state of executive leadership development and the upskilling needs of the next generation of board directors.

Participants of the survey consisted of C-level executives and current board members who were asked to evaluate their competencies as directors in today's boardrooms.

The survey aimed to delve into the capacity for the latest Corporate Governance leadership skills among aspiring and current Directors and to examine their knowledge in various critical areas of board governance. The survey covered fundamental aspects of board functions, challenges faced by boards, as well as key components of Sustainable Corporate Governance that executives should possess to be eligible for a board seat.

The following topics were included in the survey:

1. Board of Directors' Duties and Roles
2. Corporate Governance Frameworks
3. Board Architecture and Duties
4. Stakeholder Engagement
5. Sustainable Leadership
6. Strategy
7. Risk
8. Finance and Non-Finance
9. Mindset and Behaviour

What the Report Reveals

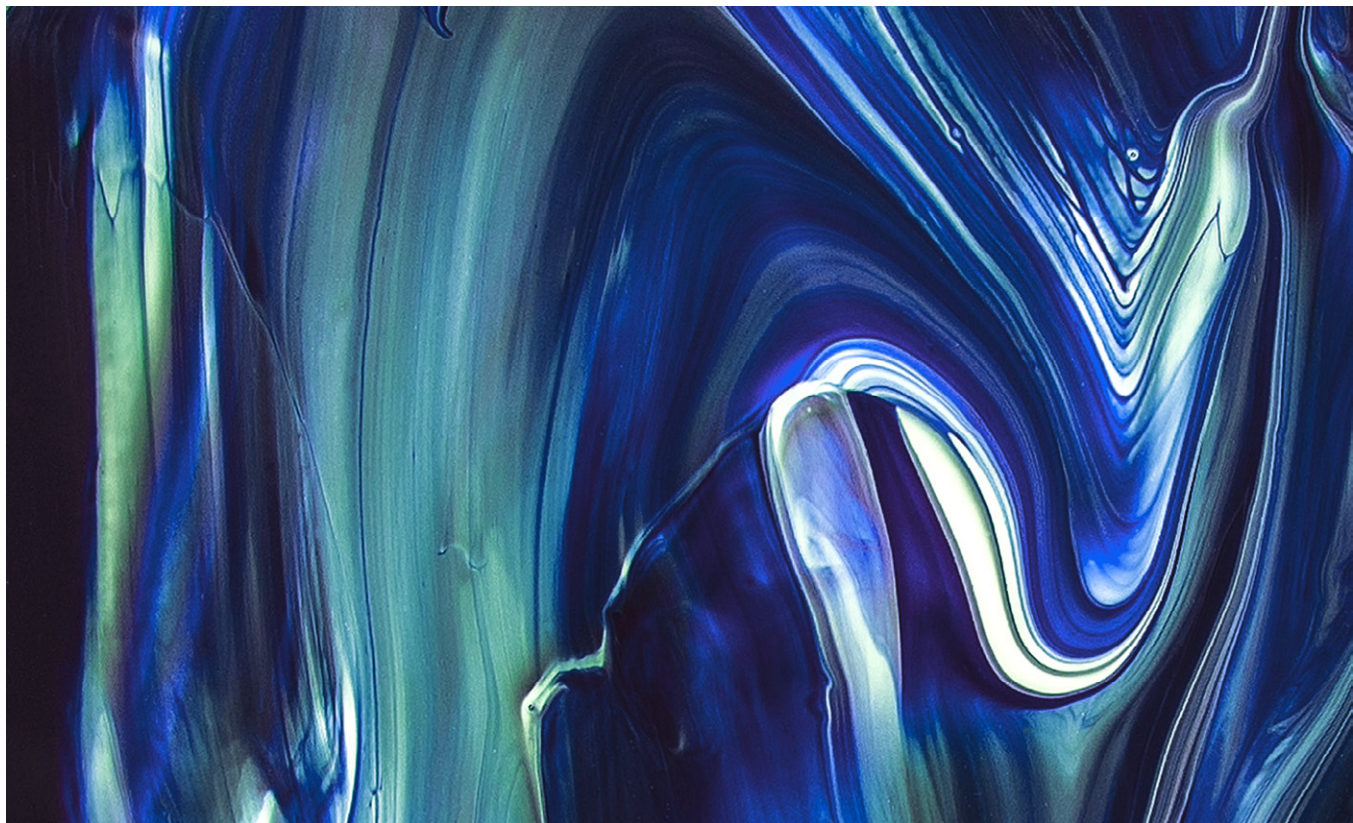
The results of the survey presented in this report offer a significant understanding of the competencies and skills that are currently strong and those that require improvement among these groups. This information is valuable for executives to target their development and training efforts for directorship opportunities and to enhance the impact and effectiveness of Board of Directors members globally.

Introduction

The role of a director on a Board of Directors is a highly sought-after position for executives and offers a significant career advancement opportunity. However, the demands of serving on a board in today's rapidly changing business environment are immense and require a high level of competency in various areas of CG. The recent transformation of the business landscape has led to an increased focus on board excellence and the need for next-gen directors to be equipped to meet these demands.

The purpose of this report is to present the findings of Stanton Chase's 2022-23 Global Board Readiness Survey. The survey report includes insights from approximately 300 executives and directors from EMEA, LATAM, APAC, and North American countries who offered input on their perceived level of knowledge and skills relevant to CG leadership.

The survey questionnaire covers a range of corporate governance and leadership issues and is designed to provide valuable insights for individuals seeking to enhance their opportunities to serve on a board. The outcomes of the survey will assist individuals in targeting their director development and better understand the individual suitability criteria for serving as a board member.



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Chapter I:

Survey Outcomes and Insights

Our Board Readiness Survey examined participants' capacity within basic areas and key director skills necessary in today's global market to compete in the arena of Corporate Governance leadership.

Respondents rated their level of Corporate Governance leadership for each discipline on a scale of 1 (not confident) to 4 (completely confident). The data is presented in two categories to provide a clear comparison between the level of experience and knowledge of the studied skills among executives without Board experience and executives with Board experience.

By using the results of this survey, executives will get an idea of which areas they can target to set themselves up for directorship and set themselves apart from the pack, while directors will be able to evaluate which competencies they need to enhance to meet diversity and collective suitability criteria.

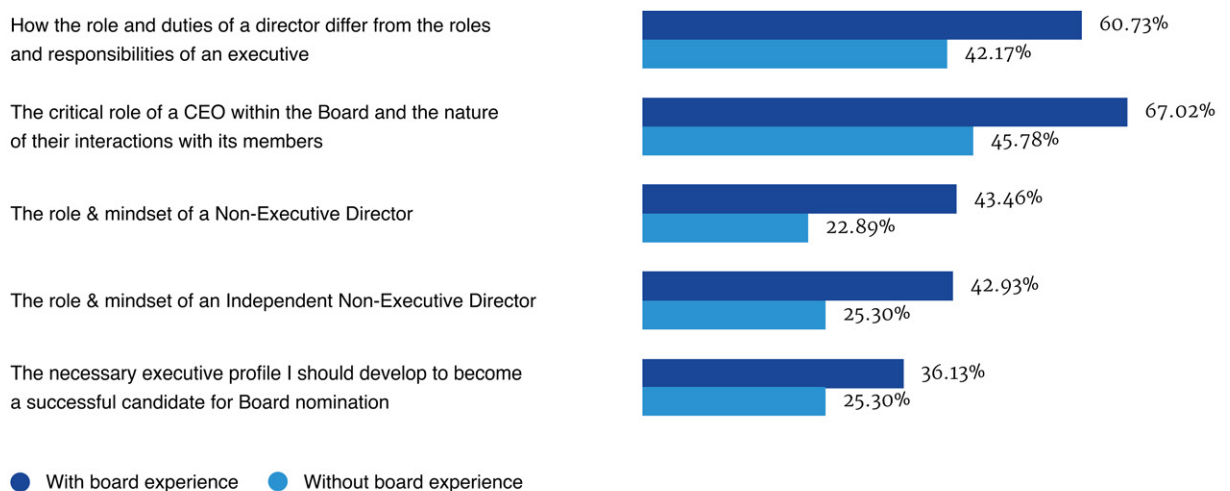
Using the survey questionnaire outline as a guide, here is what participants' responses and data revealed.



1. Board of Director Duties and Roles

In considering potential Board of Director (BoD) roles, it is important to be aware of the various responsibilities associated with each position. Familiarization with these roles will allow individuals, who have acquired relevant skills as executives or directors, to determine which BoD role aligns best with their skillset. The composition and regulatory structure of a board can significantly impact the nature and number of BoD roles present. The most commonly observed roles within boards include Chair, Senior Independent Director, Committee Chair, Board Secretary, Executive Director, and Non-Executive Director.

Percentage of respondents who reported complete confidence in their knowledge of...



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The results of this section of our survey indicated that most aspiring Board members and executives with previous Board experience feel confident in their knowledge of the CEO's role and the difference between directors and executives. However, a deficiency in the comprehension of the role and orientation of Non-Executive Directors (NEDs) and Independent Non-Executive Directors (INEDs) among aspiring Board members and executives with previous Board experience is also apparent.

It is crucial that Board members have a comprehensive understanding of the different roles within the Board, including NEDs and INEDs. To achieve this, ongoing education and training programs must be provided to support Board members and executives who are being considered for Board membership. This will improve their comprehension of their roles, the roles of other Board members, and their obligations.

The analysis of the survey results reveals that the largest difference in knowledge between executives with Board experience and those without was observed in the question about the CEO's role and their interactions with the Board; 21.24% more executives with Board experience indicated that they felt completely confident in answering this question compared to executives without Board experience.

The question that elicited the lowest confidence level among the respondents was the one asking about the executive profile needed to be a successful candidate for Board nomination. Only 36.13% of executives with Board experience and only 25.30% of executives without Board experience felt completely confident in answering this question. This result highlights the need for greater awareness of the skills and competencies required for Board membership. Hopefully, this report will help to shed light on the most sought-after but least often present skills, thereby empowering executives to cultivate the necessary qualities and become successful candidates for Board nomination.



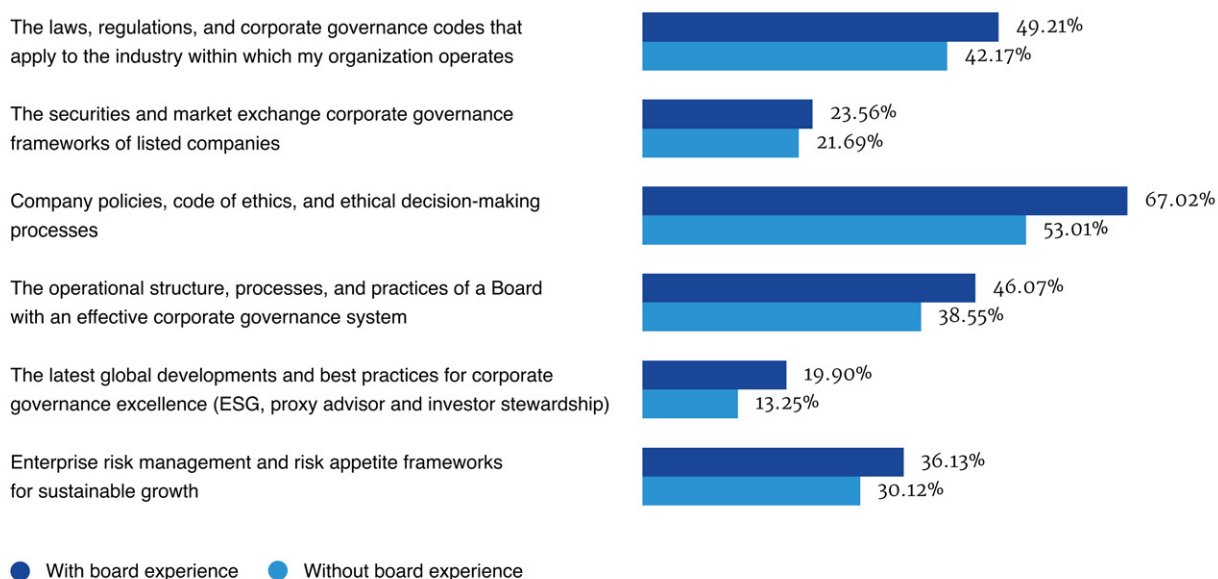
“Only a quarter of respondents without Board experience are aware of the skills and competencies required for Board membership.”

2. Corporate Governance Frameworks

A comprehensive understanding of the principles and practices of Corporate Governance (CG) equips Board directors with the necessary acumen to contribute to helping an organization operate effectively, responsibly, legally, and sustainably.

Adequate familiarity with global CG standards and a continuous engagement with emerging CG best practices enhances the capability of directors to fulfil their fiduciary duties and to exercise their leadership role in the arena of CG.

Percentage of respondents who reported complete confidence in their knowledge of...



The survey results revealed a lack of confidence among respondents with Board experience and those without prior Board experience regarding their knowledge of the latest global developments in best practices for corporate governance excellence. This was especially true with respect to ESG, proxy advisors, and investor stewardship. Consequently, aspiring Board members should be given the opportunity to engage in ongoing training that is both timely and relevant to current business developments, in order to maintain competence in this regard.

In terms of the level of confidence in their knowledge of company policies, code of ethics, and ethical decision-making processes, both respondents with Board experience and without prior Board experience reported a high level of confidence. Thus, we can assume that executives are well-acquainted with the corporate governance system of their respective organizations.

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However, a significant disparity in confidence was observed between executives with prior Board experience and those without prior Board experience in the responses to this question, with 14.01% more respondents with Board experience reporting complete confidence. This disparity underscores the importance of familiarity with one's organization's policies and code of ethics, as well as proficiency in ethical decision-making processes, as critical components of successful Board candidacy.

3. Board Architecture and Duties

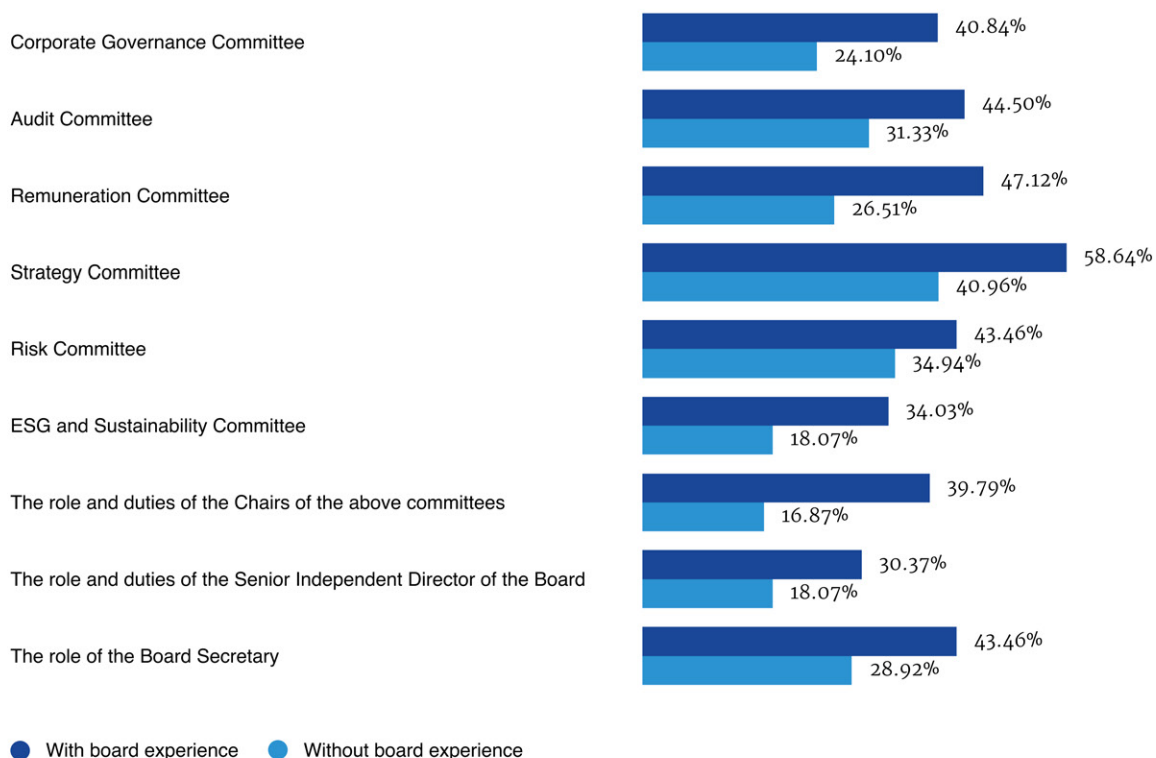
The structure of Boards varies depending on their governance requirements and organizational needs, but common committees exist across all Boards.

It is imperative for directors to possess a comprehensive understanding of the fundamental functions and obligations of Board committees, as outlined in their charters, in order to enhance their chances of nomination or to augment their efficacy in the Board by leveraging their specialized skills for the benefit of specific committees. These skills, which are transferable from one's area of expertise, are commonly referred to as "transferable skills."

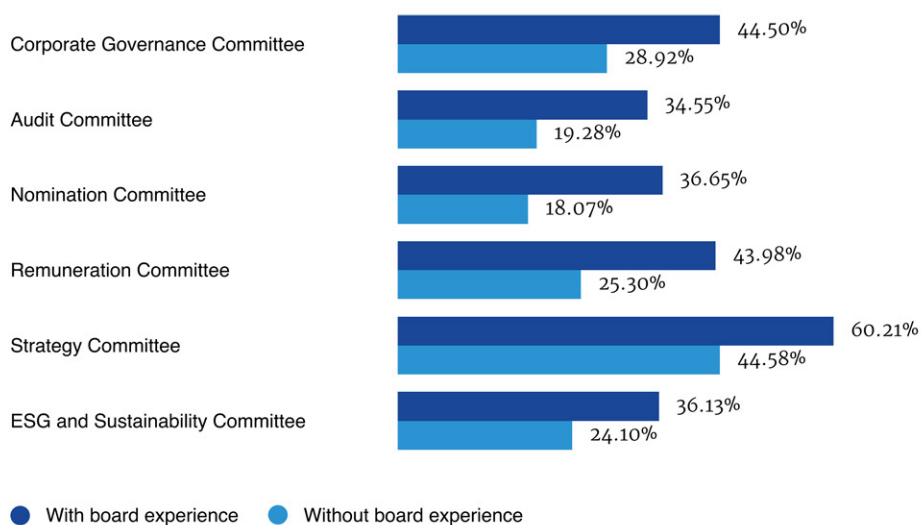
Percentage of respondents who reported complete confidence in their knowledge of...



Percentage of Respondents who were completely confident they could contribute to the following committees



The level of expertise respondents believed they could contribute to each committee



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The results indicate that 22.14% more executives with Board experience express complete confidence in their understanding of the role of the Chair compared to their counterparts without such experience, which highlights a clear knowledge gap between the two groups. This gap in understanding suggests that individuals seeking to become Board members still need to cultivate a more robust appreciation of Board governance, including the fundamental responsibilities of the Board Chair.

The survey also explored the level of confidence in the Terms of Reference (ToR) of Board committees among respondents with and without Board experience. The findings indicate that both groups exhibit the lowest level of confidence in their knowledge of the ESG and Sustainability Committee and the highest level of confidence in their knowledge of the Strategy Committee. This outcome is surprising given the increasing significance of ESG and sustainability considerations in the corporate world, as stakeholders increasingly demand environmentally and socially responsible business practices that are in compliance with relevant regulations.

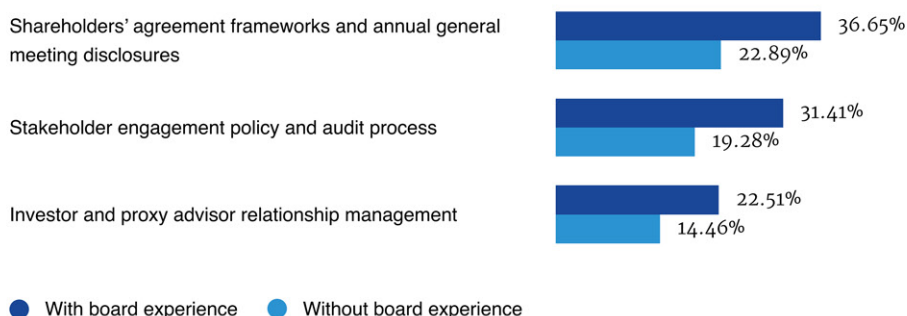
A further examination of the level of confidence in the roles and duties of the Chairs of the Board committees revealed a substantial discrepancy between executives with and without prior Board experience. The results indicate that 39.79% of executives with Board experience report complete confidence, compared to only 16.87% of those without such experience. This disparity serves to highlight another area where aspiring Board members need to develop their knowledge and understanding to increase their chances of being successfully nominated for Board membership. This phenomenon is also observed in the confidence of knowledge of the role and duties of the Board Secretary and Senior Independent Directors of the Board.

Respondents were also asked to rate their confidence in contributing to a specific Board committee. Both executives with and without prior Board experience indicated the highest level of confidence in contributing to the Strategy Committee, while those with Board experience expressed the lowest level of confidence in contributing to the Audit Committee, and those without Board experience indicated the lowest level of confidence in contributing to the Nomination Committee. This outcome may reflect an overconfidence on the part of executives without Board experience when it comes to their abilities to contribute to the Audit Committee.

4. Stakeholder Engagement

It is the responsibility of directors to uphold their support of shareholder and stakeholder interests, while simultaneously contributing to the efficacy of the Board through their dedication to Stakeholder Engagement.

Percentage of respondents who reported complete confidence in their knowledge of...



The disparity between executives with prior Board experience and those without, with respect to their self-assessed knowledge of shareholder agreement frameworks and Annual General Meeting disclosures, became apparent upon analysis of survey results. Notably, a 13.76% higher proportion of executives with Board experience reported being completely confident in their knowledge of these areas, compared to their counterparts without prior Board experience. This disparity can be partly attributed to the practical exposure and hands-on learning opportunities that executives with prior Board experience have had. Given the demonstrated correlation between practical exposure and knowledge, organizations should consider providing opportunities for their executives aspiring for Board membership to familiarize themselves with the practical aspects of Board directorships.

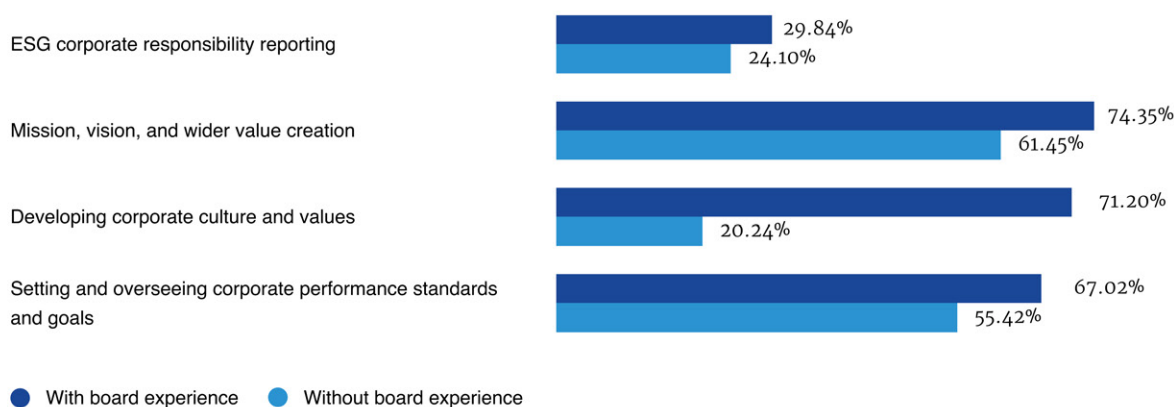
Of interest, despite the aforementioned discrepancy, both executives with and without prior Board experience reported the highest levels of confidence in their knowledge of shareholder agreement frameworks and Annual General Meetings. This observation suggests that, although there is a disparity in confidence levels between the two groups, both groups exhibit a relatively high level of awareness of these key aspects of corporate governance.

Finally, the survey results also revealed that both groups expressed relatively low levels of confidence in their knowledge of investor and proxy advisor relationship management. This presents an opportunity for both groups to focus on improving their understanding of this critical aspect of Board membership.

5. Sustainable Leadership

Boards owe it to their companies to engage in sustainable leadership not only for the sake of delivering on sustainable performance goals for the company's continuity, but also for wider value return to all stakeholders.

Percentage of respondents who reported complete confidence in their knowledge of...



Both executives with and without Board experience expressed the highest level of confidence in their understanding of their companies' mission, vision, and broader value creation. This positive outcome highlights the comprehension of Board members and prospective Board members on their organizations' aspirations and the value they provide to stakeholders. Such knowledge empowers them to play a pivotal role in long-term strategic planning and develop value-enhancing strategies.

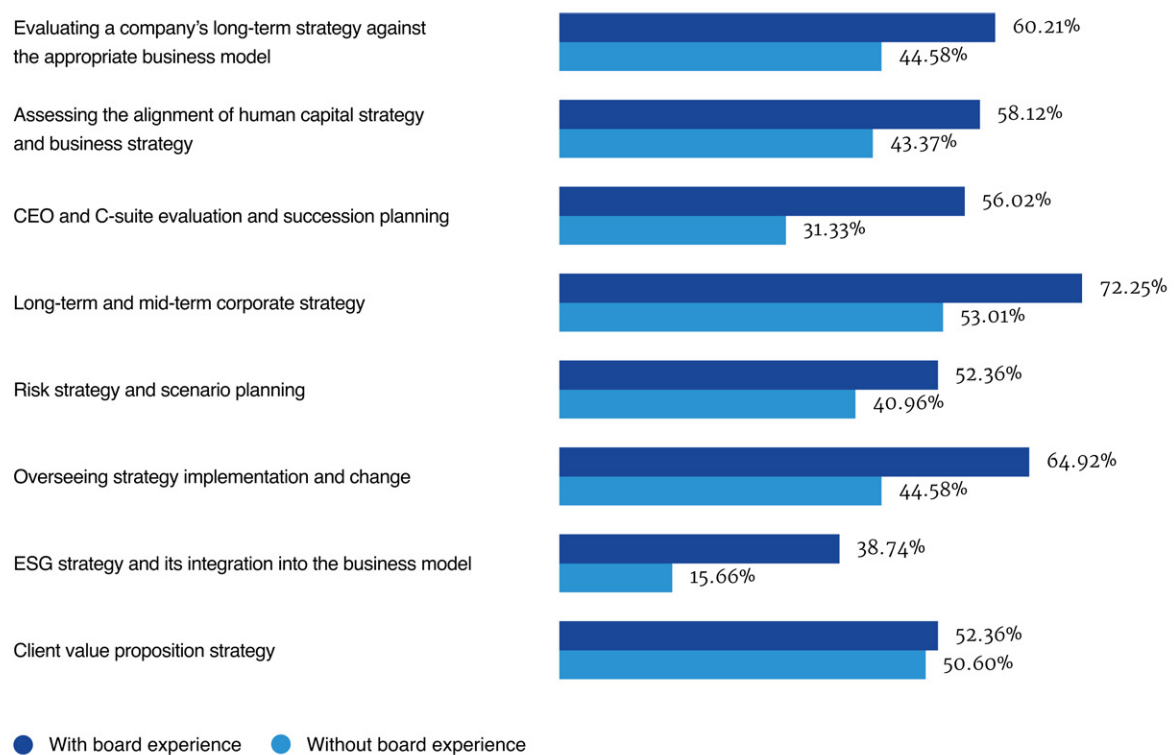
Conversely, both groups reported a lack of confidence in their knowledge of ESG corporate responsibility reporting. This finding aligns with the results obtained in the previous section that identified the ESG and sustainability committee as a weak point for respondents. This situation underscores the pressing and critical need for Board members and aspiring Board members to be trained to have a better understanding of ESG and its various aspects such as ESG reporting and ESG investing. ESG is a persistent phenomenon and should constitute an integral part of the foundational knowledge of Board members.

Interestingly, the greatest disparity between respondents with Board experience and those without arose in the area of mission, vision, and broader value creation, to which most participants responded confidently. In response to this question, 12.9% more executives with Board experience indicated feeling entirely confident. This finding further highlights the importance of practical experience and its potential to boost confidence levels.

6. Strategy

A robust understanding of strategic processes by directors is a determining factor in organizational success, as it enables them to devise and execute effective strategies that foster sustained growth and enduring performance.

Percentage of respondents who reported complete confidence in their knowledge of...



In this section, executives with and without Board experience were found to be most confident about their comprehension of long-term and mid-term corporate strategy. The results demonstrate that both groups not only possess knowledge of their company's vision but also feel equipped to achieve it. Furthermore, both groups expressed confidence in previous sections when asked questions relating to their understanding of strategy and strategy-related entities such as the Strategy Committee. This consistent pattern of responses could suggest true proficiency, despite the self-reported nature of the questionnaire.

In contrast, the study reveals the recurring trend of insufficient ESG skills among respondents. Specifically, executives with and without Board experience reported feeling the least confident about ESG strategy and its integration into the business model. Only 38.74% of executives

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with Board experience and a mere 15.66% of those without reported feeling entirely confident in this area. Throughout the survey, ESG and ESG-related issues have consistently emerged as topics in which both groups expressed a lack of confidence. These findings underscore the pressing need to train executives, irrespective of their Board experience, on ESG-related matters to ensure compliance with targeted ESG metrics and the sustainability and longevity of their firms.

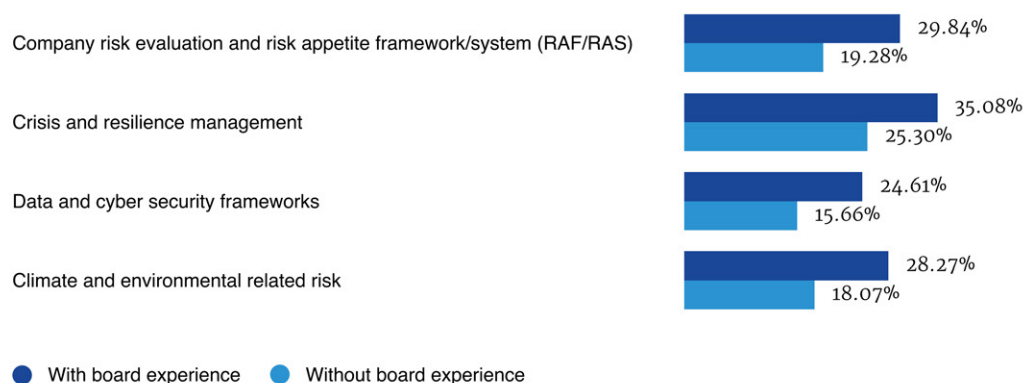
The largest gap in confidence levels between executives with and without Board experience appeared when asked about their comprehension of CEO and C-suite evaluation and succession planning. More than half (56.02%) of executives with Board experience reported feeling entirely confident, while only 31.33% of those without Board experience echoed the same sentiment. This finding highlights another area where aspiring Board members need to acquire the necessary expertise to be on par with their counterparts who possess prior Board experience.

7. Risk

Boards play a critical role in overseeing Corporate Risk and influencing management's processes for monitoring and mitigating these risks.

Given today's challenging business and risk landscape, directors need to have a firm grasp of how their company should develop and implement practices to ensure their Board's due diligence to deliver an effective risk oversight function.

Percentage of respondents who reported complete confidence in their knowledge of...



“Current and aspiring Board members are better equipped to handle future crises than previous generations of Board members.”



This section's results indicate that both groups of executives felt most confident in their knowledge of crisis and resilience management, with a higher proportion of executives with Board experience (44.50%) reporting complete confidence compared to those without Board experience (31.33%). This may be attributed to the recent COVID-19 pandemic, which has provided executives with first-hand experience in crisis mitigation and response, thus enhancing their confidence levels. Furthermore, it suggests that current and aspiring Board members are better equipped to handle future crises than previous generations of Board members.

In contrast, both groups of executives reported feeling the least confident in their knowledge of data and cyber security frameworks, with only 24.61% of executives with Board experience and 15.66% of those without Board experience reporting complete confidence. This is consistent with the widespread tech skills shortage observed across all industries and highlights the need for all executives to enhance their technical knowledge in order to feel more secure in their understanding of data and cyber security frameworks. Additionally, organizations should prioritize the identification and development of tech-savvy individuals for leadership positions to address this skills gap.

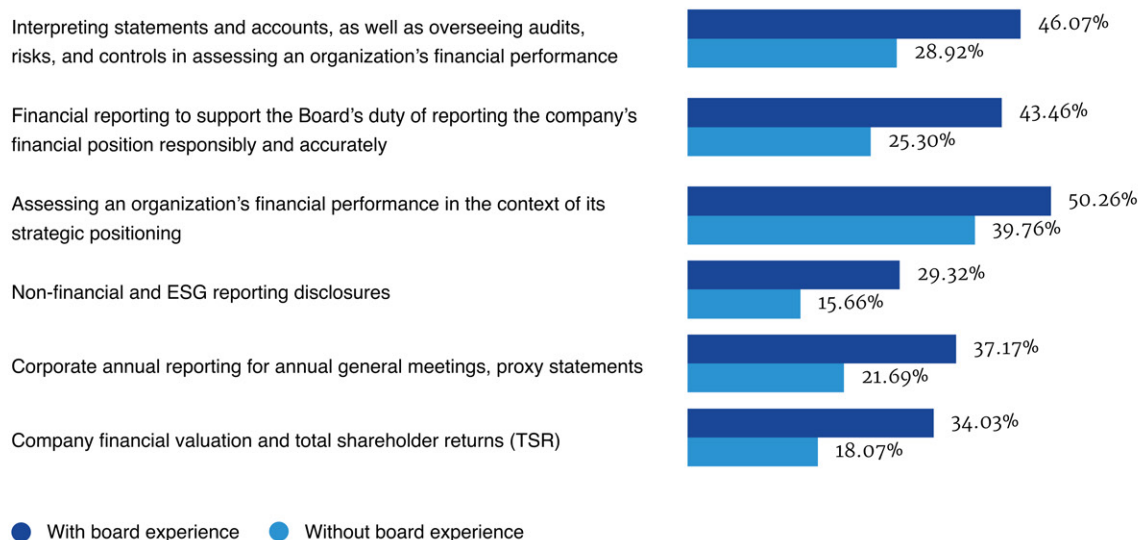
Interestingly, the study revealed a significant difference in confidence levels between executives with and without Board experience in crisis and resilience management. Despite both groups reporting this as their most confident ability, there was a 13.17% disparity in the proportion of executives with Board experience versus those without who reported complete confidence. As such, aspiring Board members should focus on improving their crisis and resilience management skills to ensure they are on par with their more experienced counterparts.

8. Finance & Non-Finance

It is fundamental that directors understand how to assess their organization's financial position and be familiar with financial reporting processes in order to monitor and maximize financial performance and develop plans that will ensure the company's business continuity.

Likewise, experience in non-financial and ESG reporting means directors can fulfil their duty toward meeting stakeholder disclosure engagements with the aim of corporate sustainability.

Percentage of respondents who reported complete confidence in their knowledge of...



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The results revealed that more than half (50.26%) of executives with Board experience reported feeling completely confident in their ability to assess the financial performance of their organization in the context of its strategic positioning, compared to 39.76% of executives without Board experience. This finding is promising as it supports our previous assertion that the respondents displayed above-average confidence when it came to matters related to long- and mid-term strategy.

However, the study also found that executives, regardless of Board experience, reported feeling the least confident in their knowledge of non-financial and ESG reporting disclosures. This finding is consistent with the overall trend observed in this survey regarding ESG and ESG reporting, where less confidence was reported than desired. The results underscore the urgent need for both aspiring and experienced Board members to enhance their knowledge and skills in this area.

Of particular interest, our study identified a significant discrepancy between executives with and without Board experience in their confidence levels regarding financial reporting to support the Board's responsibility to report the company's financial position accurately and responsibly. Specifically, there was an 18.16% difference in the number of executives with Board experience who reported feeling completely confident compared to those without Board experience. This finding suggests that aspiring executives must improve their knowledge in this aspect of Board membership if they intend to advance to the Board level.

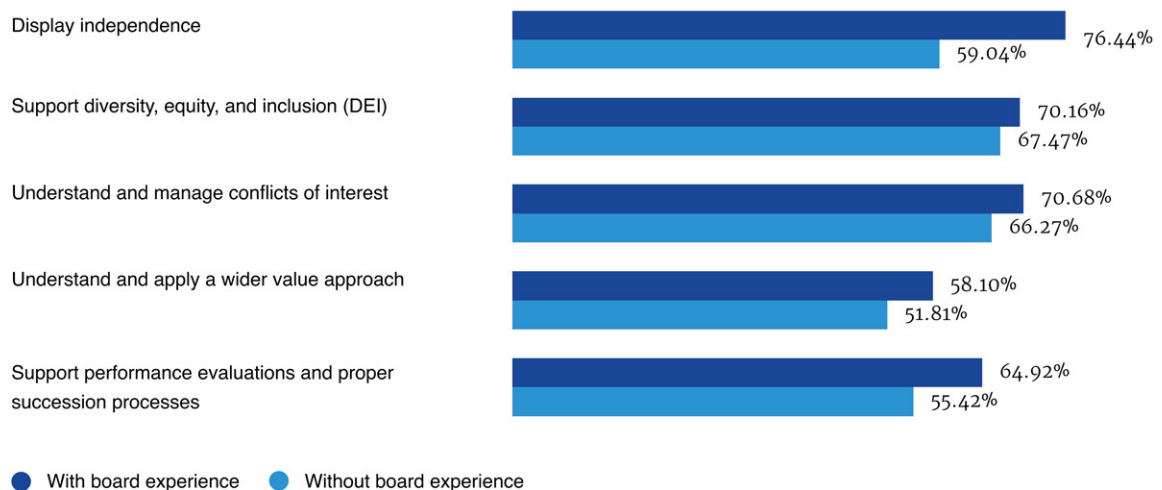
“Executives, regardless of Board experience, reported feeling the least confident in their knowledge of non-financial and ESG reporting disclosures.”



9. Mindset & Behaviour

A core requirement for effective service on a board is possessing the right mindset to become a director with influence and impact. The right tone from the top instils the right culture and values throughout the organization.

Percentage of respondents who reported complete confidence in their ability to..



Surprisingly, executives with Board experience reported feeling more confident in displaying independence, while those without Board experience reported greater confidence in managing conflicts of interest. This finding suggests that executives without Board experience may overestimate their ability to manage conflicts of interest.

Regarding their least confident areas, executives with and without Board experience expressed the lowest confidence in cultivating a wider value approach.

The most significant disparity in confidence levels was observed when comparing executives with and without Board experience in their ability to display independence, the former being far more confident.

Chapter II: Action Plan

Executive Development and Upskilling for Directorship

Based on our 30+ years of experience advising leaders and the findings in this survey, we suggest the following action plan. These career advancement plans and professional behaviors will enhance individuals' Boardroom qualifications and accelerate your Board readiness.

Develop Corporate Governance Leadership Skills at a Senior Executive Level

- Develop your collaborative and team building skills.
- Work on building a Non-Executive Director mindset.
- Understand corporate purpose and ESG responsibilities.
- Demonstrate a capacity for promoting corporate culture and values.
- Learn to manage and promote shareholder and stakeholder interests through performance evaluations, talent development, succession planning, and sustainable business development.
- Develop long-term strategic thinking as opposed to short-term business strategy.
- Learn how organizations approach audit and assurance strategy.
- Develop your capacity for forward thinking and innovation.

Become an Executive Committee Member for Interaction with the Board

- Contribute your expertise by helping the Board with its duties of assurance and oversight, strategic planning, risk management, financial, and non-financial reporting.
- Contribute to the preparation of information for Board meetings, reporting obligations, and disclosures.
- Support the cascading of key CG Board initiatives down to the ExCom and senior management and involve yourself in projects like ExCom effectiveness evaluations, succession planning, and engagement surveys.

Develop Functional Expertise that can be Transferred to Board Committees

- Participate in the design and implementation of corporate initiatives such as, transformation, change and innovation, digitization, and ESG strategy at a company or group level.

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- Develop expertise in critical management areas related to Board duties such as long-term strategy, scenario planning, HR strategy, risk evaluation, governance compliance, and reporting.
- Seek specialized functional experience relating to Board matters such as ESG, strategy, finance, audit, risk, or cyber security.
- Take advantage of your functional expertise that can be transferred to Board committees by reinforcing this through specialized director certification and membership to global communities relevant to Board committee members such as those for technology, sustainability, remuneration, audit, or risk experts.

Begin with Targeting Boards at an Accessible Entry Level

Get Involved in Non-profit NGOs

- Pursue a directorship with a non-profit such as an educational, healthcare, or social services organization.
- Expertise in value return and stakeholder management is a unique angle.
- Serving on a non-profit Board can provide access to a network of co-directors willing to recommend you to other Boards.

Participate in Advisory Boards

- Advisory Boards typically provide non-binding strategic advice to the management of a corporation, organization, or foundation.
- Advisory Boards are a great opportunity to develop your skills for long-term strategic planning and business development.
- Serving on these Boards means you gain experience in high-level business oversight for growth without the legal responsibilities and regulatory compliance duties.

Target Boards of SMEs

- Boards of small/medium enterprises or private companies are more willing to recruit knowledgeable executives who are new to Board service but who can fulfil basic business management and compliance duties.
- They are a great way to get practical experience in a Board with the appropriate structure, composition, and Board procedures.

Position Yourself as a Corporate Governance Leader with Formal Qualifications as a Certified Director

- Seek director training from an institute to become a certified director with formal qualifications.

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- Seek membership to international Corporate Governance institutes to join their network of directors, receive newsletters, and attend their global webinars to keep your knowledge up to date.
- Further your director development training with specialized education in ESG, cyber security, and audit and assurance etc. for directors.

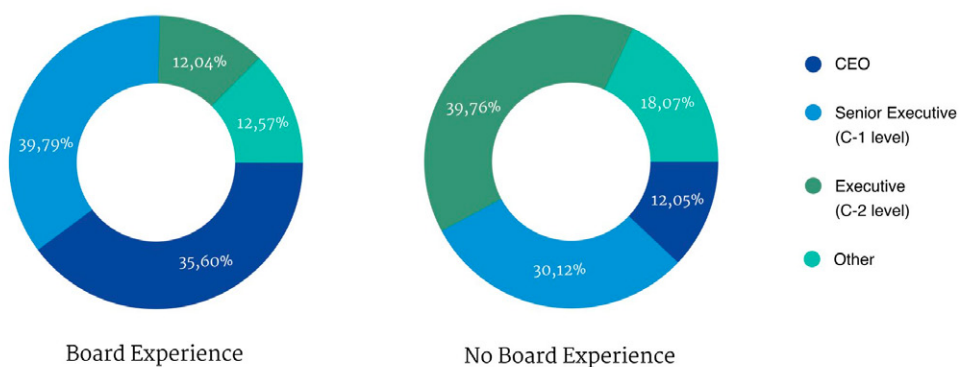
Position Yourself for Demographic or Skill Diversity

- Companies are increasingly placing diverse executives in their organizations onto their subsidiary Boards to fulfil their diversity requirements. If this is relevant to your organization, make your interest known and position yourself accordingly.
- Many companies are looking to place risk or sustainability officers, HR officers, DE&I leaders, innovation, transformation, and learning officers, and other unique leaders on their Boards for greater effectiveness.

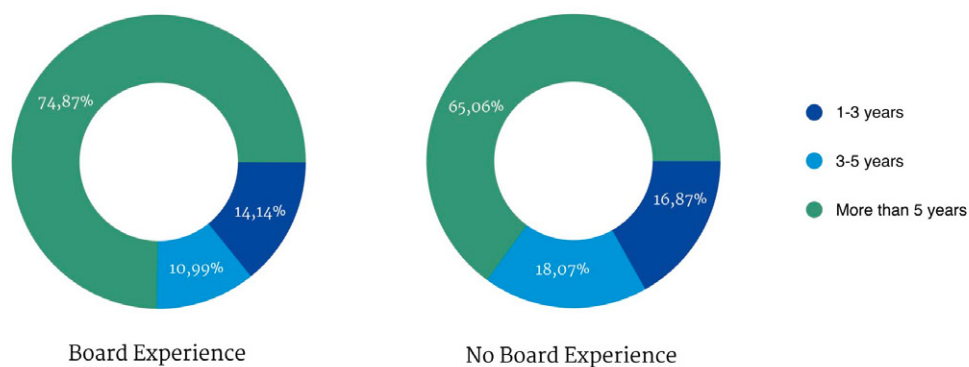
Chapter III

Respondent Demographics

What is your role in the organization?

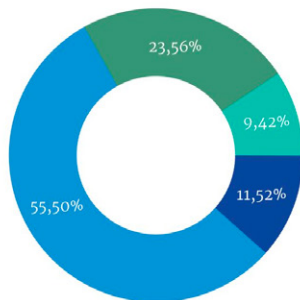


Years of experience in current role

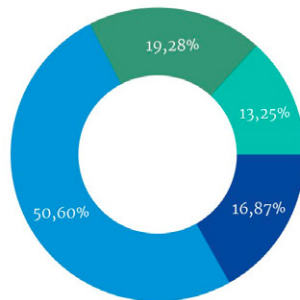


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Respondent's region



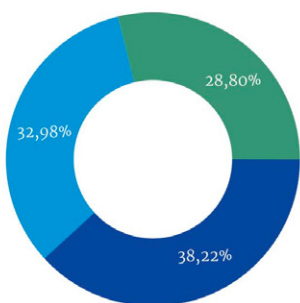
Board Experience



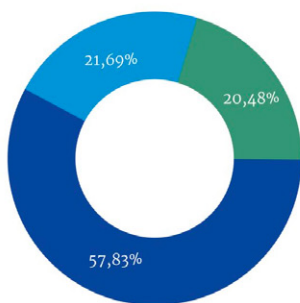
No Board Experience

- APAC
- EMEA
- LATAM
- NA

Organization scale



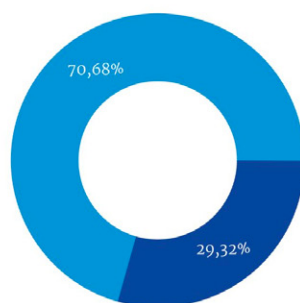
Board Experience



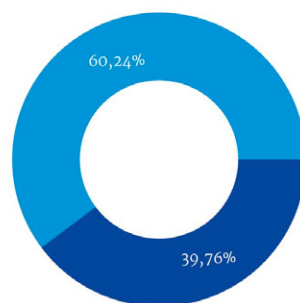
No Board Experience

- 1-3 years
- 3-5 years
- More than 5 years

Company status



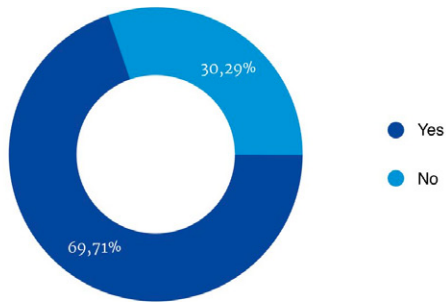
Board Experience



No Board Experience

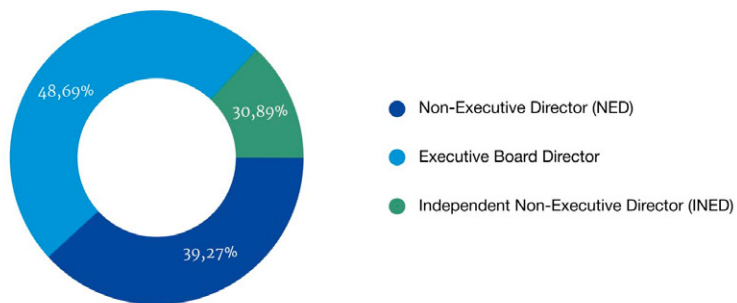
- Listed
- Non-listed

Previous Board experience



Board Experience

Current Board roles of respondents with previous Board experience



Board Experience

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Conclusion

The Stanton Chase Board Advisory was honored to facilitate this global survey on executive upskilling for next-gen directorship.

We appreciate the valuable input from all respondents who offered individual assessments regarding the capacity of global directors and executives for corporate governance leadership.

Our hope is that the insights and recommendations provided by the survey outcomes and this white paper will help aspiring directors and Board members succeed in upskilling for next-gen directorships.

We appreciate the opportunity to add value to our executive client base, Boards, and corporations worldwide through research initiatives like these.

About the Author

[George Vlachos](#) is an experienced Corporate Governance Professional, a Global Strategist, and an Organizational Development Leader. He is a leading expert in the Corporate Governance and Leadership Advisory Industry.

George is a global member of the Institute of Directors (IoD), U.K. The IoD has also certified him as a Director. He holds an MBA and a Diploma in Marketing from Nottingham Trent University. George has attended and received specialized training in Executive Education for Leadership, Strategy, & Organization Development from Thunderbird University USA, the Creative Center of Leadership USA, and INSEAD Europe. He is a Strategic Business Partner of NASDAQ Governance Engagement Solutions, an Advisory Board Member of the NASDAQ Center for Board Excellence, and a Governance Advisory Council member of The Corporate Governance Institute UK & Ireland.

About Stanton Chase

Stanton Chase ranks among the world's top 10 executive search firms. It has been a market leader for executive search and leadership consulting since 1990.

Stanton Chase operates through focused industry practice groups, each led by a global practice leader who is an industry expert. As an international firm with operations in over 45 countries, Stanton Chase provides both a global perspective and local insight.

Stanton Chase's experienced global consultants can help you every step of the way, whether you are looking for the best talent or making sure your leadership team is as effective as possible. Our core services include executive search, executive assessment, succession planning, and Board services.

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For more information, visit www.stantonchase.com or follow us on [LinkedIn](#), [Twitter](#), or [Facebook](#).

Special Acknowledgements

We would like to acknowledge all Stanton Chase offices that helped facilitate the survey.

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