

Part I - Breaches of Care

Complete 250-Point Survey for Marking Patterns and Recurring Concerns

#	Survey Item	Survey Response
1	Has a person made decisions without reviewing the necessary facts, documents, risks, or alternatives?	☐ Yes ☐ No
2	Has a person failed to supervise executives, managers, departments, or major business operations?	☐ Yes ☐ No
3	Has a person disregarded red flags such as financial irregularities, complaints, safety issues, or regulatory notices?	☐ Yes ☐ No
4	Has a person approved recommendations without meaningful review, questions, or independent judgment?	☐ Yes ☐ No
5	Has a person entered contracts, deals, loans, acquisitions, or investments without proper investigation?	☐ Yes ☐ No
6	Has a person failed to review budgets, financial statements, cash flow, debt, taxes, or unusual transactions?	☐ Yes ☐ No
7	Has a person allowed poor controls over spending, accounting, payroll, inventory, approvals, or asset access?	☐ Yes ☐ No
8	Has a person failed to keep accurate minutes, contracts, ownership records, policies, approvals, or financial records?	☐ Yes ☐ No
9	Has a person failed to monitor laws, licenses, permits, tax duties, employment rules, or regulatory requirements?	☐ Yes ☐ No
10	Has a person failed to identify, evaluate, reduce, insure against, or plan for major business risks?	☐ Yes ☐ No
11	Has a person operated without a realistic plan for growth, competition, capital needs, market changes, or long-term viability?	☐ Yes ☐ No
12	Has a person failed to consult attorneys, accountants, auditors, engineers, consultants, or other professionals when needed?	☐ Yes ☐ No
13	Has a person allowed recurring quality issues, production failures, safety problems, or supply-chain disruptions to continue?	☐ Yes ☐ No
14	Has a person placed unqualified or unsuitable people in important roles without proper review?	☐ Yes ☐ No
15	Has a person failed to monitor employee performance, misconduct, productivity, safety, or compliance?	☐ Yes ☐ No
16	Has a person failed to safeguard money, equipment, property, inventory, vehicles, intellectual property, or customer information?	☐ Yes ☐ No
17	Has a person failed to protect systems, passwords, backups, networks, sensitive data, or digital infrastructure?	☐ Yes ☐ No
18	Has a person ignored employee complaints, customer complaints, whistleblower reports, ethics concerns, or workplace problems?	☐ Yes ☐ No
19	Has a person approved mergers, sales, leases, financing, asset purchases, or major contracts without sufficient analysis?	☐ Yes ☐ No
20	Has a person failed to measure results, correct underperformance, or hold leadership accountable?	☐ Yes ☐ No
21	Has a person failed to prepare for emergencies, disasters, leadership changes, system failures, or market disruptions?	☐ Yes ☐ No
22	Has a person failed to track whether the business has enough cash to pay debts, payroll, taxes, vendors, or expenses?	☐ Yes ☐ No
23	Has a person taken on or renewed debt without understanding repayment terms, interest, covenants, collateral, or default risks?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
24	Has a person failed to monitor payroll taxes, sales taxes, income taxes, filings, deductions, or reporting deadlines?	☐ Yes ☐ No
25	Has a person allowed inadequate or expired insurance coverage for liability, property, vehicles, workers' compensation, cyber risk, or key personnel?	☐ Yes ☐ No
26	Has a person failed to review vendor reliability, pricing, contract terms, conflicts, performance, or dependency risks?	☐ Yes ☐ No
27	Has a person allowed the business to depend too heavily on one customer or a small group of customers without a backup plan?	☐ Yes ☐ No
28	Has a person ignored changes in technology, customer demand, pricing, competition, regulation, or industry standards?	☐ Yes ☐ No
29	Has a person allowed messy books, unreconciled accounts, missing receipts, inaccurate statements, or unreliable financial reporting?	☐ Yes ☐ No
30	Has a person failed to use internal or external reviews to detect errors, fraud, inefficiency, or compliance problems?	☐ Yes ☐ No
31	Has a person allowed one person to control billing, payments, deposits, reconciliations, payroll, or inventory without checks and balances?	☐ Yes ☐ No
32	Has a person allowed expenses, purchases, reimbursements, or contracts without clear approval authority?	☐ Yes ☐ No
33	Has a person made significant business decisions without written records showing the basis, approval, discussion, or reasoning?	☐ Yes ☐ No
34	Has a person lost, destroyed, or failed to preserve contracts, tax records, employment files, permits, corporate records, emails, or financial documents?	☐ Yes ☐ No
35	Has a person failed to secure trade secrets, pricing data, customer lists, employee records, designs, formulas, or strategic plans?	☐ Yes ☐ No
36	Has a person failed to provide proper training for safety, compliance, operations, ethics, cybersecurity, customer service, or job duties?	☐ Yes ☐ No
37	Has a person created policies but failed to apply them consistently or correct violations?	☐ Yes ☐ No
38	Has a person ignored unsafe conditions, injuries, hazards, equipment problems, required training, or safety regulations?	☐ Yes ☐ No
39	Has a person failed to monitor waste, emissions, discharges, permits, hazardous materials, recycling obligations, or environmental risks?	☐ Yes ☐ No
40	Has a person ignored wage laws, overtime, discrimination, harassment, leave rights, worker classification, or termination procedures?	☐ Yes ☐ No
41	Has a person missed contract deadlines, renewal dates, notice requirements, payment terms, performance duties, or termination provisions?	☐ Yes ☐ No
42	Has a person bought equipment, property, software, or facilities without analyzing cost, financing, return, maintenance, or operational need?	☐ Yes ☐ No
43	Has a person allowed unexplained shrinkage, waste, theft, obsolete stock, over-ordering, or poor inventory controls?	☐ Yes ☐ No
44	Has a person failed to collect money owed, monitor aging invoices, enforce payment terms, or address bad debts?	☐ Yes ☐ No
45	Has a person missed vendor payments, caused late fees, damaged credit, mishandled disputed invoices, or strained supplier relationships?	☐ Yes ☐ No
46	Has a person failed to inform directors, owners, lenders, auditors, insurers, or regulators about important business developments?	☐ Yes ☐ No
47	Has a person failed to investigate suspected fraud, theft, harassment, conflicts, safety violations, or policy breaches?	☐ Yes ☐ No
48	Has a person recognized a serious problem but taken no meaningful action to fix it?	☐ Yes ☐ No
49	Has a person delegated authority to others without checking whether they are using it properly?	☐ Yes ☐ No
50	Has a person frozen, delayed, or acted without structure during emergencies, lawsuits, financial distress, data breaches, or operational failures?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
51	Has a person failed to create a clear governance structure defining roles, authority, reporting lines, and decision rights?	☐ Yes ☐ No
52	Has a person failed to schedule regular meetings for review of strategy, finances, operations, risk, and compliance?	☐ Yes ☐ No
53	Has a person failed to prepare agendas, reports, materials, or supporting documents before important meetings?	☐ Yes ☐ No
54	Has a person failed to ask reasonable questions before approving management recommendations?	☐ Yes ☐ No
55	Has a person failed to challenge assumptions, projections, valuations, or optimistic forecasts?	☐ Yes ☐ No
56	Has a person failed to compare proposed transactions against market prices, industry standards, or alternative options?	☐ Yes ☐ No
57	Has a person failed to review the financial impact of major compensation, hiring, expansion, or borrowing decisions?	☐ Yes ☐ No
58	Has a person failed to monitor profitability by department, customer, product line, location, or business segment?	☐ Yes ☐ No
59	Has a person failed to identify unprofitable operations, failing divisions, declining margins, or unsustainable expenses?	☐ Yes ☐ No
60	Has a person failed to maintain a realistic budget or compare actual performance against budgeted expectations?	☐ Yes ☐ No
61	Has a person failed to review bank reconciliations, general ledgers, balance sheets, income statements, or cash reports?	☐ Yes ☐ No
62	Has a person failed to monitor loan covenants, lender communications, collateral obligations, or refinancing deadlines?	☐ Yes ☐ No
63	Has a person failed to identify or respond to declining liquidity, rising debt, shrinking margins, or delayed receivables?	☐ Yes ☐ No
64	Has a person failed to establish written policies for spending limits, contracting authority, reimbursements, and approvals?	☐ Yes ☐ No
65	Has a person failed to review whether company policies match actual operations and current legal requirements?	☐ Yes ☐ No
66	Has a person failed to conduct background checks, reference checks, credential verification, or qualification review for key hires?	☐ Yes ☐ No
67	Has a person failed to conduct performance reviews for executives, managers, or employees in key roles?	☐ Yes ☐ No
68	Has a person failed to address repeated absenteeism, misconduct, poor performance, or workplace disruption?	☐ Yes ☐ No
69	Has a person failed to maintain adequate staffing levels, succession plans, cross-training, or coverage for essential functions?	☐ Yes ☐ No
70	Has a person failed to review whether employees and managers have proper licenses, certifications, training, or authority?	☐ Yes ☐ No
71	Has a person failed to monitor workplace culture, ethics, morale, harassment risk, retaliation risk, or reporting systems?	☐ Yes ☐ No
72	Has a person failed to establish or maintain a whistleblower, complaint, or ethics-reporting process?	☐ Yes ☐ No
73	Has a person failed to protect against retaliation after concerns, complaints, or reports were raised?	☐ Yes ☐ No
74	Has a person failed to investigate patterns of customer complaints, defective products, service failures, or warranty claims?	☐ Yes ☐ No
75	Has a person failed to maintain quality-control systems, inspection procedures, testing protocols, or corrective-action plans?	☐ Yes ☐ No
76	Has a person failed to monitor supplier quality, delivery delays, material defects, or dependence on unreliable sources?	☐ Yes ☐ No
77	Has a person failed to maintain appropriate licenses, registrations, permits, certifications, or governmental filings?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
78	Has a person failed to respond timely to lawsuits, subpoenas, audits, investigations, notices, or regulatory inquiries?	☐ Yes ☐ No
79	Has a person failed to preserve evidence, litigation holds, emails, records, or documents after a dispute or investigation arose?	☐ Yes ☐ No
80	Has a person failed to review contracts before signing them or failed to understand legal obligations created by those contracts?	☐ Yes ☐ No
81	Has a person failed to monitor noncompete, nonsolicitation, confidentiality, indemnity, warranty, or limitation-of-liability provisions?	☐ Yes ☐ No
82	Has a person failed to review whether insurance policies actually cover the company's major risks and operations?	☐ Yes ☐ No
83	Has a person failed to give timely notice to insurers after claims, incidents, accidents, cyber events, or lawsuits?	☐ Yes ☐ No
84	Has a person failed to maintain physical security for facilities, vehicles, inventory, cash, equipment, or restricted areas?	☐ Yes ☐ No
85	Has a person failed to monitor maintenance, repairs, inspections, or replacement schedules for critical equipment or facilities?	☐ Yes ☐ No
86	Has a person failed to prepare for equipment breakdowns, technology outages, vendor failures, or supply shortages?	☐ Yes ☐ No
87	Has a person failed to back up important data, test recovery systems, or maintain disaster-recovery procedures?	☐ Yes ☐ No
88	Has a person failed to restrict access to financial accounts, passwords, customer files, trade secrets, or sensitive systems?	☐ Yes ☐ No
89	Has a person failed to monitor cyber threats, phishing risks, ransomware exposure, software updates, or access permissions?	☐ Yes ☐ No
90	Has a person failed to ensure that marketing, advertising, labeling, pricing, or public statements were accurate and compliant?	☐ Yes ☐ No
91	Has a person failed to monitor reputation risks, public complaints, media issues, online reviews, or stakeholder concerns?	☐ Yes ☐ No
92	Has a person failed to address conflicts of interest through disclosure, review, documentation, or approval procedures?	☐ Yes ☐ No
93	Has a person failed to create controls for related-party transactions, insider dealings, or transactions requiring independent review?	☐ Yes ☐ No
94	Has a person failed to obtain valuations, appraisals, fairness opinions, or market comparisons for major asset transactions?	☐ Yes ☐ No
95	Has a person failed to monitor distributions, dividends, owner payments, or capital withdrawals for financial and legal risk?	☐ Yes ☐ No
96	Has a person failed to evaluate solvency before approving major payments, loans, distributions, or asset transfers?	☐ Yes ☐ No
97	Has a person failed to plan for leadership transitions, executive departures, ownership changes, or loss of key personnel?	☐ Yes ☐ No
98	Has a person failed to review whether strategic decisions align with the company's stated mission, obligations, contracts, and long-term interests?	☐ Yes ☐ No
99	Has a person failed to correct governance weaknesses after they were identified by auditors, attorneys, regulators, lenders, consultants, or internal reports?	☐ Yes ☐ No
100	Has a person failed to act with the level of diligence, attention, preparation, and oversight reasonably expected of someone in their business role?	☐ Yes ☐ No
101	Has a person failed to review whether major business decisions were supported by reliable data rather than assumptions?	☐ Yes ☐ No
102	Has a person failed to verify the accuracy of financial reports before relying on them?	☐ Yes ☐ No
103	Has a person failed to question unusually optimistic revenue projections or growth forecasts?	☐ Yes ☐ No
104	Has a person failed to question unusually low cost estimates before approving a project?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
105	Has a person failed to review whether a proposed project had adequate funding before approval?	☐ Yes ☐ No
106	Has a person failed to identify whether a business decision created unnecessary financial exposure?	☐ Yes ☐ No
107	Has a person failed to consider worst-case scenarios before approving a major commitment?	☐ Yes ☐ No
108	Has a person failed to consider reasonable alternatives before selecting a course of action?	☐ Yes ☐ No
109	Has a person failed to obtain competitive bids before approving a major purchase or service contract?	☐ Yes ☐ No
110	Has a person failed to document why one vendor, lender, buyer, or contractor was selected over another?	☐ Yes ☐ No
111	Has a person failed to review whether a vendor had the capacity to perform the promised work?	☐ Yes ☐ No
112	Has a person failed to evaluate whether a customer had the financial ability to pay before extending major credit?	☐ Yes ☐ No
113	Has a person failed to review customer credit limits, payment history, or collection risk?	☐ Yes ☐ No
114	Has a person failed to establish written credit policies for customers?	☐ Yes ☐ No
115	Has a person failed to enforce customer credit policies consistently?	☐ Yes ☐ No
116	Has a person failed to investigate repeated late payments from major customers?	☐ Yes ☐ No
117	Has a person failed to monitor whether the company was becoming too dependent on one supplier?	☐ Yes ☐ No
118	Has a person failed to develop backup suppliers for critical materials, parts, services, or products?	☐ Yes ☐ No
119	Has a person failed to review supply-chain disruption risks before committing to customer obligations?	☐ Yes ☐ No
120	Has a person failed to review shipping, logistics, transportation, or delivery risks affecting business performance?	☐ Yes ☐ No
121	Has a person failed to monitor fuel costs, freight costs, storage costs, or other operating cost changes?	☐ Yes ☐ No
122	Has a person failed to review whether pricing covered actual costs and reasonable margins?	☐ Yes ☐ No
123	Has a person failed to adjust pricing after material cost increases, labor cost increases, or market shifts?	☐ Yes ☐ No
124	Has a person failed to identify products, services, or contracts that were being sold at a loss?	☐ Yes ☐ No
125	Has a person failed to monitor contract profitability after execution?	☐ Yes ☐ No
126	Has a person failed to review whether long-term contracts became financially harmful over time?	☐ Yes ☐ No
127	Has a person failed to renegotiate or address contracts that no longer made business sense?	☐ Yes ☐ No
128	Has a person failed to track key performance indicators for financial health?	☐ Yes ☐ No
129	Has a person failed to track operational performance indicators for productivity, quality, or efficiency?	☐ Yes ☐ No
130	Has a person failed to track compliance performance indicators for legal, safety, environmental, or regulatory obligations?	☐ Yes ☐ No
131	Has a person failed to establish clear reporting systems for leadership, management, and oversight bodies?	☐ Yes ☐ No
132	Has a person failed to require management reports on finances, operations, compliance, and risk?	☐ Yes ☐ No
133	Has a person failed to read or analyze reports that were provided to them?	☐ Yes ☐ No
134	Has a person failed to follow up on incomplete, vague, inconsistent, or suspicious reports?	☐ Yes ☐ No
135	Has a person failed to request supporting documentation for major claims made by management?	☐ Yes ☐ No
136	Has a person failed to review whether management had proper authority for actions taken?	☐ Yes ☐ No
137	Has a person failed to stop unauthorized spending, contracting, borrowing, or operational commitments?	☐ Yes ☐ No
138	Has a person failed to review whether company officers or managers were exceeding approved authority limits?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
139	Has a person failed to correct unclear chains of command or overlapping decision authority?	☐ Yes ☐ No
140	Has a person failed to ensure that major decisions were made by the proper person, committee, board, or governing body?	☐ Yes ☐ No
141	Has a person failed to review whether corporate formalities were being followed?	☐ Yes ☐ No
142	Has a person failed to keep board, shareholder, member, partner, or committee records current?	☐ Yes ☐ No
143	Has a person failed to maintain current bylaws, operating agreements, partnership agreements, or governance policies?	☐ Yes ☐ No
144	Has a person failed to review whether governance documents matched actual business practices?	☐ Yes ☐ No
145	Has a person failed to update governance documents after major ownership, leadership, or operational changes?	☐ Yes ☐ No
146	Has a person failed to ensure that required approvals were obtained before major actions were taken?	☐ Yes ☐ No
147	Has a person failed to record votes, abstentions, objections, recusals, or approvals for important decisions?	☐ Yes ☐ No
148	Has a person failed to document the reasoning behind a controversial or high-risk decision?	☐ Yes ☐ No
149	Has a person failed to preserve meeting materials, board packets, reports, and supporting analysis?	☐ Yes ☐ No
150	Has a person failed to correct known weaknesses in meeting procedures, notice procedures, or approval procedures?	☐ Yes ☐ No
151	Has a person failed to review whether the business was properly capitalized for its operations and risks?	☐ Yes ☐ No
152	Has a person failed to monitor whether the company was operating while insolvent or near insolvency?	☐ Yes ☐ No
153	Has a person failed to evaluate creditor risk before approving payments, transfers, loans, or distributions?	☐ Yes ☐ No
154	Has a person failed to review whether distributions, dividends, or withdrawals would impair the business?	☐ Yes ☐ No
155	Has a person failed to review whether the business could meet obligations after a major transaction?	☐ Yes ☐ No
156	Has a person failed to monitor accounts payable aging and vendor pressure?	☐ Yes ☐ No
157	Has a person failed to monitor accounts receivable aging and collection performance?	☐ Yes ☐ No
158	Has a person failed to review bank statements, cash accounts, reserve accounts, or unusual withdrawals?	☐ Yes ☐ No
159	Has a person failed to monitor payroll obligations and employee benefit obligations?	☐ Yes ☐ No
160	Has a person failed to review whether payroll practices complied with wage, overtime, deduction, and classification rules?	☐ Yes ☐ No
161	Has a person failed to monitor retirement plan contributions, health benefits, insurance benefits, or employee deductions?	☐ Yes ☐ No
162	Has a person failed to address employee benefit errors after they were discovered?	☐ Yes ☐ No
163	Has a person failed to monitor workplace injuries, workers' compensation claims, or recurring safety incidents?	☐ Yes ☐ No
164	Has a person failed to review safety audits, incident reports, training logs, or corrective-action reports?	☐ Yes ☐ No
165	Has a person failed to remove unsafe equipment, unsafe procedures, or unsafe working conditions?	☐ Yes ☐ No
166	Has a person failed to provide required personal protective equipment, safety training, or hazard communication?	☐ Yes ☐ No
167	Has a person failed to monitor workplace violence risks, security threats, or employee safety concerns?	☐ Yes ☐ No
168	Has a person failed to respond to repeated employee turnover, exit interview warnings, or retention problems?	☐ Yes ☐ No
169	Has a person failed to evaluate whether key employees were overworked, unsupported, or placed in roles beyond their qualifications?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
170	Has a person failed to address leadership vacancies, management gaps, or operational dependency on one person?	☐ Yes ☐ No
171	Has a person failed to maintain written job descriptions, reporting expectations, and performance standards?	☐ Yes ☐ No
172	Has a person failed to discipline or remove managers who repeatedly violated policies or failed in their responsibilities?	☐ Yes ☐ No
173	Has a person failed to prevent managers from creating legal, safety, financial, or reputational exposure?	☐ Yes ☐ No
174	Has a person failed to train managers on compliance, supervision, documentation, and reporting obligations?	☐ Yes ☐ No
175	Has a person failed to review whether employee handbooks, policies, and procedures were current and enforceable?	☐ Yes ☐ No
176	Has a person failed to investigate discrimination, harassment, retaliation, bullying, or hostile-workplace allegations?	☐ Yes ☐ No
177	Has a person failed to protect complainants, witnesses, or whistleblowers from retaliation?	☐ Yes ☐ No
178	Has a person failed to preserve confidentiality during sensitive workplace investigations?	☐ Yes ☐ No
179	Has a person failed to document investigation findings, corrective actions, or disciplinary decisions?	☐ Yes ☐ No
180	Has a person failed to apply discipline consistently across similar situations?	☐ Yes ☐ No
181	Has a person failed to monitor whether public statements, website content, advertisements, or sales claims were truthful?	☐ Yes ☐ No
182	Has a person failed to review whether marketing claims could create legal liability or customer deception concerns?	☐ Yes ☐ No
183	Has a person failed to monitor social media activity, brand representations, or public communications for accuracy and risk?	☐ Yes ☐ No
184	Has a person failed to correct false, outdated, misleading, or unsupported public-facing information?	☐ Yes ☐ No
185	Has a person failed to protect the company's reputation after known complaints, public criticism, or stakeholder concerns?	☐ Yes ☐ No
186	Has a person failed to maintain a crisis-communication plan for emergencies, accidents, lawsuits, data breaches, or public controversies?	☐ Yes ☐ No
187	Has a person failed to designate responsible spokespersons or communication authority during a crisis?	☐ Yes ☐ No
188	Has a person failed to communicate accurately and timely with employees, customers, lenders, insurers, regulators, or owners during a crisis?	☐ Yes ☐ No
189	Has a person failed to review whether customer service problems were creating financial, legal, or reputational harm?	☐ Yes ☐ No
190	Has a person failed to monitor refund practices, warranty obligations, product returns, or service failures?	☐ Yes ☐ No
191	Has a person failed to investigate product defects, service defects, or recurring quality failures?	☐ Yes ☐ No
192	Has a person failed to recall, repair, replace, or correct defective products or services when necessary?	☐ Yes ☐ No
193	Has a person failed to monitor product safety risks or customer injury reports?	☐ Yes ☐ No
194	Has a person failed to review whether product labeling, instructions, warnings, or safety disclosures were adequate?	☐ Yes ☐ No
195	Has a person failed to maintain records of product testing, quality review, or corrective actions?	☐ Yes ☐ No
196	Has a person failed to comply with recall, reporting, notice, or safety obligations after discovering a product risk?	☐ Yes ☐ No
197	Has a person failed to monitor environmental permits, discharge limits, emissions limits, waste-handling rules, or reporting deadlines?	☐ Yes ☐ No
198	Has a person failed to respond to environmental inspections, violations, notices, spills, releases, or complaints?	☐ Yes ☐ No
199	Has a person failed to maintain environmental logs, manifests, sampling records, training records, or permit documentation?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
200	Has a person failed to correct known environmental hazards affecting workers, neighbors, customers, or property?	☐ Yes ☐ No
201	Has a person failed to review whether the business had adequate cybersecurity policies and incident-response procedures?	☐ Yes ☐ No
202	Has a person failed to install, update, or monitor basic cybersecurity protections?	☐ Yes ☐ No
203	Has a person failed to require secure passwords, multi-factor authentication, access controls, or account monitoring?	☐ Yes ☐ No
204	Has a person failed to remove system access for former employees, contractors, vendors, or unauthorized users?	☐ Yes ☐ No
205	Has a person failed to encrypt, back up, or securely store sensitive business, customer, employee, or financial data?	☐ Yes ☐ No
206	Has a person failed to test data backups, recovery systems, or business-continuity procedures?	☐ Yes ☐ No
207	Has a person failed to investigate suspicious login activity, phishing incidents, malware warnings, or data-access anomalies?	☐ Yes ☐ No
208	Has a person failed to provide cybersecurity training to employees who handle sensitive data or systems?	☐ Yes ☐ No
209	Has a person failed to notify appropriate parties after a data breach, cyber incident, or privacy failure?	☐ Yes ☐ No
210	Has a person failed to review whether vendors with data access had adequate security protections?	☐ Yes ☐ No
211	Has a person failed to monitor software licenses, technology contracts, cloud services, or IT vendor obligations?	☐ Yes ☐ No
212	Has a person failed to update outdated technology systems that created operational, security, or compliance risk?	☐ Yes ☐ No
213	Has a person failed to plan for technology outages, server failures, platform failures, or loss of critical software access?	☐ Yes ☐ No
214	Has a person failed to maintain accurate ownership records, capitalization tables, member records, or equity records?	☐ Yes ☐ No
215	Has a person failed to review whether equity issuances, transfers, options, warrants, or ownership changes were properly approved and documented?	☐ Yes ☐ No
216	Has a person failed to maintain accurate tax records, filings, deductions, payroll reports, or sales tax reports?	☐ Yes ☐ No
217	Has a person failed to address repeated accounting errors or unreliable financial statements after being warned?	☐ Yes ☐ No
218	Has a person failed to reconcile bank accounts, credit card accounts, loan accounts, or intercompany accounts?	☐ Yes ☐ No
219	Has a person failed to separate company funds from personal funds, affiliate funds, or unrelated accounts?	☐ Yes ☐ No
220	Has a person failed to establish procedures for reviewing reimbursements, travel expenses, mileage, meals, and entertainment expenses?	☐ Yes ☐ No
221	Has a person failed to detect duplicate payments, unauthorized payments, fraudulent invoices, or billing errors?	☐ Yes ☐ No
222	Has a person failed to monitor purchasing cards, fuel cards, credit cards, checkbooks, wire transfers, or electronic payments?	☐ Yes ☐ No
223	Has a person failed to restrict who can sign checks, approve wires, authorize ACH transfers, or access bank accounts?	☐ Yes ☐ No
224	Has a person failed to investigate unusual vendor invoices, unexplained payments, or suspicious expense patterns?	☐ Yes ☐ No
225	Has a person failed to monitor cash handling, deposits, petty cash, refunds, discounts, or point-of-sale activity?	☐ Yes ☐ No
226	Has a person failed to review whether inventory records matched physical inventory?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
227	Has a person failed to investigate missing inventory, unexplained scrap, shrinkage, spoilage, damaged goods, or obsolete stock?	☐ Yes ☐ No
228	Has a person failed to review whether inventory valuation was accurate for financial reporting or lending purposes?	☐ Yes ☐ No
229	Has a person failed to protect company vehicles, tools, equipment, facilities, machinery, or technology from avoidable damage or misuse?	☐ Yes ☐ No
230	Has a person failed to maintain maintenance records, inspection schedules, service logs, or repair documentation for important assets?	☐ Yes ☐ No
231	Has a person failed to review whether leases, mortgages, property taxes, utilities, or facility obligations were current?	☐ Yes ☐ No
232	Has a person failed to address building-code, fire-code, zoning, occupancy, or premises-safety issues?	☐ Yes ☐ No
233	Has a person failed to review whether the business had proper licenses to operate in each location or jurisdiction?	☐ Yes ☐ No
234	Has a person failed to monitor expansion into new markets, states, countries, product lines, or services for legal and operational risk?	☐ Yes ☐ No
235	Has a person failed to evaluate cultural, legal, tax, employment, or compliance risks before international expansion?	☐ Yes ☐ No
236	Has a person failed to monitor sanctions, import/export rules, customs obligations, or trade restrictions when relevant?	☐ Yes ☐ No
237	Has a person failed to review anti-bribery, anti-corruption, gift, hospitality, or procurement rules for high-risk transactions?	☐ Yes ☐ No
238	Has a person failed to establish compliance procedures for employees dealing with government officials, regulators, public contracts, or foreign partners?	☐ Yes ☐ No
239	Has a person failed to monitor charitable donations, sponsorships, political activity, lobbying, or community payments for compliance risk?	☐ Yes ☐ No
240	Has a person failed to review whether public grants, loans, subsidies, tax credits, or incentive programs were used properly?	☐ Yes ☐ No
241	Has a person failed to document compliance with grant, loan, subsidy, or incentive requirements?	☐ Yes ☐ No
242	Has a person failed to monitor whether the company was meeting its obligations to lenders, investors, owners, regulators, or contractual partners?	☐ Yes ☐ No
243	Has a person failed to communicate material risks to the proper decision-makers before action was required?	☐ Yes ☐ No
244	Has a person failed to escalate serious issues to the board, owners, senior leadership, counsel, auditors, insurers, or regulators when necessary?	☐ Yes ☐ No
245	Has a person failed to take timely corrective action after legal counsel, auditors, consultants, regulators, or internal reports identified a serious issue?	☐ Yes ☐ No
246	Has a person failed to verify that corrective actions were actually completed after being ordered or recommended?	☐ Yes ☐ No
247	Has a person failed to learn from repeated mistakes, prior incidents, claims, losses, or warnings?	☐ Yes ☐ No
248	Has a person failed to conduct post-incident reviews after major failures, accidents, disputes, losses, or crises?	☐ Yes ☐ No
249	Has a person failed to improve policies, procedures, training, controls, or oversight after known weaknesses were exposed?	☐ Yes ☐ No
250	Has a person failed to exercise the reasonable attention, diligence, preparation, supervision, and informed judgment expected of someone entrusted with business responsibility?	☐ Yes ☐ No

Part II - Breaches of Loyalty

Complete 250-Point Survey for Marking Patterns and Recurring Concerns

#	Survey Item	Survey Response
1	Has a person used business authority to approve or influence a transaction that personally benefits them?	☐ Yes ☐ No
2	Has a person made decisions while hiding a personal, financial, professional, or relational interest in the outcome?	☐ Yes ☐ No
3	Has a person earned hidden money, commissions, fees, equity, gifts, or other benefits from a business transaction?	☐ Yes ☐ No
4	Has a person taken a business opportunity for themselves that should have belonged to the company?	☐ Yes ☐ No
5	Has a person operated, supported, invested in, or assisted a competing business while owing loyalty to the company?	☐ Yes ☐ No
6	Has a person used company money, equipment, vehicles, employees, inventory, technology, or property for personal purposes?	☐ Yes ☐ No
7	Has a person used confidential company information for personal advantage or outside gain?	☐ Yes ☐ No
8	Has a person prioritized another company, investor, customer, vendor, creditor, or relationship over the company's best interests?	☐ Yes ☐ No
9	Has a person steered business benefits to friends, relatives, associates, or affiliated entities without fairness, disclosure, or approval?	☐ Yes ☐ No
10	Has a person accepted hidden payments or benefits in exchange for awarding contracts, purchases, referrals, or opportunities?	☐ Yes ☐ No
11	Has a person offered, accepted, or requested improper payments or benefits to influence business decisions?	☐ Yes ☐ No
12	Has a person accepted valuable gifts, trips, meals, favors, or entertainment that could compromise independent judgment?	☐ Yes ☐ No
13	Has a person chosen a vendor because of personal benefit rather than price, quality, reliability, or business merit?	☐ Yes ☐ No
14	Has a person given unfair pricing, priority, credit, or contract terms to a customer for personal reasons or hidden benefit?	☐ Yes ☐ No
15	Has a person approved insider transactions without disclosure, independent review, market comparison, or fair terms?	☐ Yes ☐ No
16	Has a person redirected company income, payments, customers, contracts, or sales to themselves or another entity?	☐ Yes ☐ No
17	Has a person moved company customers to a side business, competitor, or personal venture?	☐ Yes ☐ No
18	Has a person recruited company employees, contractors, or teams to support an outside venture or competing business?	☐ Yes ☐ No
19	Has a person used company supplier or strategic partner relationships to benefit another business or personal project?	☐ Yes ☐ No
20	Has a person used company time, management time, or paid resources to build or support personal ventures?	☐ Yes ☐ No
21	Has a person taken company inventions, designs, formulas, software, processes, branding, or creative work for personal use?	☐ Yes ☐ No
22	Has a person taken trade secrets, pricing data, customer data, technical information, or proprietary knowledge?	☐ Yes ☐ No
23	Has a person hidden important facts that decision-makers, owners, investors, or stakeholders needed to know?	☐ Yes ☐ No
24	Has a person manipulated reports, numbers, performance data, or projections to obtain compensation, financing, promotion, or control?	☐ Yes ☐ No
25	Has a person set pay, bonuses, benefits, severance, or reimbursements to benefit themselves unfairly?	☐ Yes ☐ No
26	Has a person paid insiders more than fair market value to extract value from the business?	☐ Yes ☐ No
27	Has a person charged personal expenses to the company or approved improper reimbursements?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
28	Has a person used company credit cards, credit lines, vendor accounts, or financing for personal purchases?	☐ Yes ☐ No
29	Has a person borrowed from the company, caused the company to guarantee personal obligations, or used company financing for personal interests?	☐ Yes ☐ No
30	Has a person sold, leased, lent, or transferred company assets to insiders or favored parties on unfair terms?	☐ Yes ☐ No
31	Has a person caused the company to sell assets below fair value to themselves or an affiliated party?	☐ Yes ☐ No
32	Has a person caused the company to buy goods, services, property, or assets from insiders at inflated prices?	☐ Yes ☐ No
33	Has a person charged the company excessive or unnecessary management, consulting, service, or administrative fees?	☐ Yes ☐ No
34	Has a person created consulting contracts that provide little value but enrich insiders or affiliated parties?	☐ Yes ☐ No
35	Has a person used company-owned intellectual property, licensing rights, or brand value to benefit another party unfairly?	☐ Yes ☐ No
36	Has a person caused the company to rent property, equipment, or facilities from an interested party on unfair terms?	☐ Yes ☐ No
37	Has a person caused the company to make, receive, guarantee, or restructure loans for insider benefit rather than business need?	☐ Yes ☐ No
38	Has a person used business power to punish someone for raising concerns, objecting, reporting misconduct, or exercising rights?	☐ Yes ☐ No
39	Has a person used voting power to advance personal control or private benefit rather than legitimate business interests?	☐ Yes ☐ No
40	Has a person used control of the business to unfairly pressure, exclude, dilute, or disadvantage others?	☐ Yes ☐ No
41	Has a person issued shares, membership interests, options, or convertible rights to reduce another owner's position for an unfair purpose?	☐ Yes ☐ No
42	Has a person withheld, timed, or structured dividends or distributions to benefit insiders unfairly?	☐ Yes ☐ No
43	Has a person denied legitimate access to financial or business information to preserve control or conceal misconduct?	☐ Yes ☐ No
44	Has a person provided incomplete, distorted, or false information to influence decisions, approvals, investments, or exits?	☐ Yes ☐ No
45	Has a person hidden ownership, employment, advisory roles, investments, or side deals that conflict with the company?	☐ Yes ☐ No
46	Has a person exercised business authority for personal leverage, private negotiation advantage, or non-business motives?	☐ Yes ☐ No
47	Has a person taken actions that damage the company to benefit a competing interest, personal goal, or outside relationship?	☐ Yes ☐ No
48	Has a person refused to approve, disclose, investigate, or pursue a matter because action would expose or harm their own interests?	☐ Yes ☐ No
49	Has a person negotiated on behalf of the company while secretly favoring the other side or seeking personal benefit?	☐ Yes ☐ No
50	Has a person failed to disclose facts showing that their judgment, incentives, relationships, or financial interests are divided?	☐ Yes ☐ No
51	Has a person used confidential pricing information to help another company underbid or outcompete the business?	☐ Yes ☐ No
52	Has a person disclosed customer lists, supplier lists, or strategic contacts to an outside party for personal benefit?	☐ Yes ☐ No
53	Has a person delayed or blocked a company opportunity so they could pursue it personally later?	☐ Yes ☐ No
54	Has a person caused the business to reject a profitable opportunity because it conflicted with their own interests?	☐ Yes ☐ No
55	Has a person intentionally withheld business leads, referrals, or market intelligence from the company?	☐ Yes ☐ No
56	Has a person used company negotiations to obtain a side agreement, side payment, or private benefit?	☐ Yes ☐ No
57	Has a person accepted referral fees without disclosing them to the company?	☐ Yes ☐ No
58	Has a person received equity, options, or ownership interests from a vendor, customer, or business partner without disclosure?	☐ Yes ☐ No
59	Has a person recommended a transaction because it benefits their personal investments?	☐ Yes ☐ No
60	Has a person caused the company to enter a deal that protects their reputation, position, or control more than the company's interests?	☐ Yes ☐ No
61	Has a person used company funds to pay personal legal fees unrelated to legitimate company business?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
62	Has a person used company personnel to perform personal errands, private projects, or outside-business work?	☐ Yes ☐ No
63	Has a person used company office space, storage, software, tools, or equipment for an outside venture?	☐ Yes ☐ No
64	Has a person used company marketing, branding, reputation, or goodwill to promote a personal venture?	☐ Yes ☐ No
65	Has a person concealed ownership in a company that does business with the business?	☐ Yes ☐ No
66	Has a person concealed that a vendor, customer, or contractor is connected to them personally or financially?	☐ Yes ☐ No
67	Has a person awarded contracts to an affiliated party without competitive bids or fair market review?	☐ Yes ☐ No
68	Has a person renewed or extended an insider contract without independent review or proof of value?	☐ Yes ☐ No
69	Has a person terminated a valuable business relationship to benefit a competing or affiliated party?	☐ Yes ☐ No
70	Has a person manipulated purchasing decisions to benefit a preferred vendor or outside interest?	☐ Yes ☐ No
71	Has a person manipulated sales decisions to favor a preferred customer or personal contact?	☐ Yes ☐ No
72	Has a person granted unusual payment terms, discounts, credits, or write-offs for personal reasons?	☐ Yes ☐ No
73	Has a person caused the company to assume unnecessary liabilities for the benefit of an insider or affiliated party?	☐ Yes ☐ No
74	Has a person caused the company to guarantee debts for an insider, affiliate, or outside party without legitimate business justification?	☐ Yes ☐ No
75	Has a person used company guarantees, collateral, or creditworthiness to support personal borrowing?	☐ Yes ☐ No
76	Has a person transferred valuable contracts, leases, licenses, permits, or rights away from the company for unfair consideration?	☐ Yes ☐ No
77	Has a person allowed company claims, rights, or remedies to expire because enforcing them would harm their own interests?	☐ Yes ☐ No
78	Has a person refused to pursue repayment, damages, or enforcement against an affiliated party?	☐ Yes ☐ No
79	Has a person settled a company claim on unfavorable terms to protect themselves or another interested party?	☐ Yes ☐ No
80	Has a person concealed misconduct to avoid personal accountability or protect an ally?	☐ Yes ☐ No
81	Has a person destroyed, altered, or withheld records to conceal a conflict or improper benefit?	☐ Yes ☐ No
82	Has a person prevented independent review, audit, valuation, or investigation because it could reveal self-interested conduct?	☐ Yes ☐ No
83	Has a person selected advisors, auditors, attorneys, or consultants because they would protect that person's interests instead of the company's?	☐ Yes ☐ No
84	Has a person pressured employees, officers, directors, or advisors to approve a transaction without full disclosure?	☐ Yes ☐ No
85	Has a person used intimidation, threats, or coercion to force approval of a conflicted transaction?	☐ Yes ☐ No
86	Has a person excluded decision-makers from information or meetings to obtain approval for a self-interested action?	☐ Yes ☐ No
87	Has a person manipulated meeting notices, agendas, minutes, or voting procedures to advance private interests?	☐ Yes ☐ No
88	Has a person used control over records, communications, or reporting to conceal disloyal conduct?	☐ Yes ☐ No
89	Has a person spread misleading information inside or outside the business to protect their own position?	☐ Yes ☐ No
90	Has a person damaged another stakeholder's rights or position to preserve personal control?	☐ Yes ☐ No
91	Has a person blocked legitimate inspection, accounting, or transparency requests to hide conflicts or insider benefits?	☐ Yes ☐ No
92	Has a person structured transactions to make improper benefits difficult to detect?	☐ Yes ☐ No
93	Has a person used shell companies, affiliates, nominees, or intermediaries to conceal personal benefit?	☐ Yes ☐ No
94	Has a person shifted profits, expenses, assets, or liabilities between entities to benefit themselves or an affiliate?	☐ Yes ☐ No
95	Has a person caused the company to overpay for services that were unnecessary, duplicative, or not actually performed?	☐ Yes ☐ No
96	Has a person caused the company to undercharge or forgive amounts owed by an insider, affiliate, or favored party?	☐ Yes ☐ No
97	Has a person favored their own job security, compensation, or authority over objectively better business options?	☐ Yes ☐ No
98	Has a person used company information to personally buy, sell, lease, or invest in assets before the company could act?	☐ Yes ☐ No
99	Has a person assisted another party in breaching duties owed to the company?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
100	Has a person acted in bad faith by knowingly placing divided loyalty, personal gain, or outside allegiance above the company's best interests?	☐ Yes ☐ No
101	Has a person approved a transaction without revealing that they would receive a future job, consulting role, or board seat from the other party?	☐ Yes ☐ No
102	Has a person supported a merger, sale, or acquisition because it benefits them personally more than the company or owners as a whole?	☐ Yes ☐ No
103	Has a person negotiated a personal employment package while simultaneously negotiating a company transaction?	☐ Yes ☐ No
104	Has a person accepted a retention bonus, severance arrangement, or special payment that influenced their recommendation on a transaction?	☐ Yes ☐ No
105	Has a person withheld competing offers or alternative bids to favor a preferred buyer or partner?	☐ Yes ☐ No
106	Has a person steered a sale process toward a buyer connected to them personally or financially?	☐ Yes ☐ No
107	Has a person discouraged legitimate bidders to protect a favored transaction?	☐ Yes ☐ No
108	Has a person used confidential sale-process information to help a preferred bidder?	☐ Yes ☐ No
109	Has a person disclosed one bidder's confidential information to another bidder for personal advantage?	☐ Yes ☐ No
110	Has a person influenced valuation assumptions to make a self-interested transaction appear fair?	☐ Yes ☐ No
111	Has a person manipulated appraisals, projections, or forecasts to support their preferred outcome?	☐ Yes ☐ No
112	Has a person selected a valuation expert known to favor their desired result rather than an independent analysis?	☐ Yes ☐ No
113	Has a person withheld information from a valuation expert to influence the valuation?	☐ Yes ☐ No
114	Has a person used company funds to acquire ownership interests for themselves or a favored group?	☐ Yes ☐ No
115	Has a person arranged financing for themselves using company relationships, guarantees, or collateral?	☐ Yes ☐ No
116	Has a person caused the company to pay fees connected to their personal acquisition of company interests?	☐ Yes ☐ No
117	Has a person used inside information to buy ownership interests below fair value?	☐ Yes ☐ No
118	Has a person used inside information to sell ownership interests above fair value?	☐ Yes ☐ No
119	Has a person concealed negative information before selling their interest to another party?	☐ Yes ☐ No
120	Has a person concealed positive information before buying another party's interest?	☐ Yes ☐ No
121	Has a person misused board, officer, or manager access to obtain personal investment advantages?	☐ Yes ☐ No
122	Has a person used confidential financial reports to trade securities or business interests for personal gain?	☐ Yes ☐ No
123	Has a person tipped another party with confidential information for that party's benefit?	☐ Yes ☐ No
124	Has a person allowed a friend, associate, or outside party to profit from inside information?	☐ Yes ☐ No
125	Has a person directed company investments toward assets they already own or plan to acquire?	☐ Yes ☐ No
126	Has a person caused the company to purchase real estate that increases the value of nearby property they own?	☐ Yes ☐ No
127	Has a person caused the company to lease space in a building they own without fair-market review?	☐ Yes ☐ No
128	Has a person caused the company to improve property owned by an insider without fair compensation to the company?	☐ Yes ☐ No
129	Has a person used company contractors, architects, engineers, or service providers for personal projects at company expense?	☐ Yes ☐ No
130	Has a person shifted costs of a personal or affiliated project onto the company?	☐ Yes ☐ No
131	Has a person shifted profitable work away from the company to an outside entity they control?	☐ Yes ☐ No
132	Has a person shifted unprofitable work into the company to protect another entity they control?	☐ Yes ☐ No
133	Has a person transferred employees to an affiliate while leaving costs or liabilities with the company?	☐ Yes ☐ No
134	Has a person transferred inventory to an affiliate below cost or below market value?	☐ Yes ☐ No
135	Has a person transferred equipment to an affiliate without fair payment or documentation?	☐ Yes ☐ No
136	Has a person transferred customer contracts to an affiliate without company approval?	☐ Yes ☐ No
137	Has a person transferred permits, licenses, or certifications to an outside party for personal advantage?	☐ Yes ☐ No
138	Has a person caused the company to surrender rights that would benefit an affiliate or competitor?	☐ Yes ☐ No
139	Has a person caused the company to waive claims against an insider without independent review?	☐ Yes ☐ No
140	Has a person caused the company to release collateral, guarantees, or security interests for insider benefit?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
141	Has a person caused the company to forgive debt owed by themselves, an insider, or an affiliate?	☐ Yes ☐ No
142	Has a person caused the company to extend credit to a favored party despite unreasonable risk?	☐ Yes ☐ No
143	Has a person caused the company to delay collection efforts against a party connected to them?	☐ Yes ☐ No
144	Has a person manipulated accounts receivable to benefit a favored customer?	☐ Yes ☐ No
145	Has a person manipulated accounts payable to favor a preferred vendor or affiliate?	☐ Yes ☐ No
146	Has a person paid an affiliated vendor faster than ordinary vendors without legitimate reason?	☐ Yes ☐ No
147	Has a person delayed payments to disfavored vendors to benefit a preferred vendor or personal relationship?	☐ Yes ☐ No
148	Has a person approved duplicate invoices from an insider or affiliated party?	☐ Yes ☐ No
149	Has a person approved invoices for goods or services that were not delivered?	☐ Yes ☐ No
150	Has a person approved inflated invoices to benefit a vendor, affiliate, or hidden participant?	☐ Yes ☐ No
151	Has a person used purchasing authority to obtain personal rebates, rewards, points, credits, or incentives?	☐ Yes ☐ No
152	Has a person diverted manufacturer rebates, volume discounts, or vendor credits to themselves or another party?	☐ Yes ☐ No
153	Has a person concealed discounts or credits that should have belonged to the company?	☐ Yes ☐ No
154	Has a person accepted personal travel, rewards, or entertainment in exchange for purchasing decisions?	☐ Yes ☐ No
155	Has a person accepted loans, favors, or financial assistance from a vendor or customer without disclosure?	☐ Yes ☐ No
156	Has a person allowed a vendor or customer to pay personal expenses?	☐ Yes ☐ No
157	Has a person accepted charitable donations, sponsorships, or contributions tied to business decisions for personal reputational benefit?	☐ Yes ☐ No
158	Has a person directed company charitable giving to organizations that personally benefit them without disclosure?	☐ Yes ☐ No
159	Has a person used company donations, sponsorships, or public-relations funds to advance private status or personal influence?	☐ Yes ☐ No
160	Has a person used company political contributions, lobbying, or advocacy for private benefit rather than company interest?	☐ Yes ☐ No
161	Has a person used company legal positions to protect personal conduct rather than the company's interests?	☐ Yes ☐ No
162	Has a person controlled legal counsel in a way that prevents independent advice to the company?	☐ Yes ☐ No
163	Has a person withheld documents from counsel, auditors, or investigators to conceal personal exposure?	☐ Yes ☐ No
164	Has a person claimed company privilege or confidentiality to hide personal wrongdoing?	☐ Yes ☐ No
165	Has a person caused the company to sue, threaten, or pressure another party for personal leverage?	☐ Yes ☐ No
166	Has a person caused the company to avoid litigation because it would reveal their own conflict?	☐ Yes ☐ No
167	Has a person used settlement negotiations to obtain personal releases or protections at company expense?	☐ Yes ☐ No
168	Has a person used company insurance coverage to defend personal misconduct not properly tied to company interests?	☐ Yes ☐ No
169	Has a person caused the company to indemnify them for conduct involving bad faith, fraud, self-dealing, or concealed conflict?	☐ Yes ☐ No
170	Has a person concealed facts from insurers to protect themselves or another interested party?	☐ Yes ☐ No
171	Has a person used disciplinary authority to remove employees who questioned conflicts or self-dealing?	☐ Yes ☐ No
172	Has a person demoted, terminated, or marginalized employees to suppress reports of misconduct?	☐ Yes ☐ No
173	Has a person pressured employees to sign false statements, misleading records, or incomplete reports?	☐ Yes ☐ No
174	Has a person instructed employees not to cooperate with auditors, investigators, regulators, or owners?	☐ Yes ☐ No
175	Has a person created a workplace culture where employees fear reporting conflicts or misconduct?	☐ Yes ☐ No
176	Has a person rewarded employees or advisors for supporting a conflicted transaction?	☐ Yes ☐ No
177	Has a person promoted employees based on loyalty to them personally rather than competence or company need?	☐ Yes ☐ No
178	Has a person hired associates, friends, relatives, or personal contacts into roles for private benefit rather than company need?	☐ Yes ☐ No
179	Has a person created unnecessary positions to provide compensation or benefits to favored individuals?	☐ Yes ☐ No
180	Has a person protected an underperforming insider or ally from accountability because of personal loyalty?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
181	Has a person assigned profitable accounts, territories, or opportunities to favored employees for personal reasons?	☐ Yes ☐ No
182	Has a person denied opportunities to qualified employees because they questioned misconduct or conflicts?	☐ Yes ☐ No
183	Has a person used company succession planning to preserve personal influence rather than company continuity?	☐ Yes ☐ No
184	Has a person blocked qualified successors because they might expose or challenge conflicts?	☐ Yes ☐ No
185	Has a person appointed leadership based on personal loyalty rather than business merit?	☐ Yes ☐ No
186	Has a person manipulated executive evaluations to protect themselves or favored insiders?	☐ Yes ☐ No
187	Has a person manipulated compensation committees, review processes, or approval procedures for insider benefit?	☐ Yes ☐ No
188	Has a person participated in setting their own compensation without disclosure or independent approval?	☐ Yes ☐ No
189	Has a person controlled bonus metrics to guarantee personal payout regardless of company performance?	☐ Yes ☐ No
190	Has a person changed incentive plans to benefit themselves after performance results were known?	☐ Yes ☐ No
191	Has a person used company resources to build personal reputation, branding, or public profile without company benefit?	☐ Yes ☐ No
192	Has a person presented company work as their personal achievement for private gain?	☐ Yes ☐ No
193	Has a person used company research, data, reports, or analysis in a personal publication, venture, or consulting role?	☐ Yes ☐ No
194	Has a person used company-funded education, training, or professional access to support a competing or private venture?	☐ Yes ☐ No
195	Has a person used company social media, public relations, or communications channels for personal promotion?	☐ Yes ☐ No
196	Has a person released misleading public statements to conceal conflicts or protect personal standing?	☐ Yes ☐ No
197	Has a person caused the company to issue communications that unfairly harm another stakeholder while protecting themselves?	☐ Yes ☐ No
198	Has a person blamed others for losses or misconduct to hide their own disloyal conduct?	☐ Yes ☐ No
199	Has a person concealed their role in a failed transaction to preserve personal authority?	☐ Yes ☐ No
200	Has a person knowingly allowed false narratives about company affairs to continue because the misinformation benefits them?	☐ Yes ☐ No
201	Has a person denied equal access to company information to gain leverage over another owner, director, officer, or stakeholder?	☐ Yes ☐ No
202	Has a person selectively disclosed favorable information to some stakeholders while withholding unfavorable information from others?	☐ Yes ☐ No
203	Has a person selectively disclosed unfavorable information to pressure another stakeholder into selling, resigning, or accepting reduced rights?	☐ Yes ☐ No
204	Has a person used confidential negotiations to pressure another party into a transaction that benefits the fiduciary personally?	☐ Yes ☐ No
205	Has a person used company disputes as leverage in unrelated personal negotiations?	☐ Yes ☐ No
206	Has a person used ownership, voting, or managerial power to coerce a buyout on unfair terms?	☐ Yes ☐ No
207	Has a person structured a buyout to exploit information asymmetry or hidden company value?	☐ Yes ☐ No
208	Has a person threatened loss of employment, access, compensation, or distributions to force agreement to a transaction?	☐ Yes ☐ No
209	Has a person used company policies inconsistently to punish a disfavored stakeholder?	☐ Yes ☐ No
210	Has a person enforced rules against others while exempting themselves or favored insiders?	☐ Yes ☐ No
211	Has a person used compliance procedures selectively to disadvantage opponents or protect allies?	☐ Yes ☐ No
212	Has a person ignored misconduct by favored individuals while aggressively pursuing minor issues by disfavored individuals?	☐ Yes ☐ No
213	Has a person caused the company to adopt policies that appear neutral but primarily benefit their own position?	☐ Yes ☐ No
214	Has a person amended bylaws, operating agreements, shareholder agreements, or governance rules to entrench themselves unfairly?	☐ Yes ☐ No
215	Has a person changed voting rules, quorum rules, or approval thresholds to secure private control?	☐ Yes ☐ No
216	Has a person manipulated board composition to protect conflicted transactions or prevent oversight?	☐ Yes ☐ No
217	Has a person removed independent directors, managers, advisors, or committee members because they questioned conflicts?	☐ Yes ☐ No

Directors and Boards Corporate Governance Survey: Breaches of Care and Breaches of Loyalty

#	Survey Item	Survey Response
218	Has a person filled oversight roles with allies who lack independence?	☐ Yes ☐ No
219	Has a person avoided forming an independent committee when one was needed to review a conflict?	☐ Yes ☐ No
220	Has a person interfered with an independent committee's access to documents, witnesses, advisors, or authority?	☐ Yes ☐ No
221	Has a person misrepresented the independence of directors, managers, advisors, or committee members?	☐ Yes ☐ No
222	Has a person used written consents, emergency approvals, or informal decisions to avoid scrutiny of a conflicted matter?	☐ Yes ☐ No
223	Has a person held meetings at inconvenient times or without proper notice to exclude opposition or oversight?	☐ Yes ☐ No
224	Has a person refused to place legitimate governance concerns on meeting agendas?	☐ Yes ☐ No
225	Has a person omitted dissent, concerns, conflicts, or disclosures from meeting minutes?	☐ Yes ☐ No
226	Has a person altered minutes to make a conflicted approval appear more informed or independent than it was?	☐ Yes ☐ No
227	Has a person backdated approvals, contracts, disclosures, or consents to conceal improper conduct?	☐ Yes ☐ No
228	Has a person created after-the-fact documentation to justify a self-interested transaction?	☐ Yes ☐ No
229	Has a person withheld drafts, communications, or backup materials showing the real motive behind a transaction?	☐ Yes ☐ No
230	Has a person deleted messages, emails, files, or records relevant to conflicts or improper benefits?	☐ Yes ☐ No
231	Has a person used personal email, messaging apps, or private devices to conduct company business in order to avoid records?	☐ Yes ☐ No
232	Has a person intentionally kept agreements oral or informal to avoid disclosure or review?	☐ Yes ☐ No
233	Has a person used vague, misleading, or incomplete contract language to conceal an insider benefit?	☐ Yes ☐ No
234	Has a person split transactions into smaller parts to avoid approval thresholds or review?	☐ Yes ☐ No
235	Has a person routed payments through third parties to hide the true recipient?	☐ Yes ☐ No
236	Has a person used reimbursement, consulting, licensing, rent, commission, or bonus categories to disguise improper compensation?	☐ Yes ☐ No
237	Has a person mislabeled personal expenses as business development, travel, marketing, consulting, or operations?	☐ Yes ☐ No
238	Has a person caused the company to pay for assets titled in another person's or entity's name?	☐ Yes ☐ No
239	Has a person caused company funds to be deposited into accounts not controlled by the company?	☐ Yes ☐ No
240	Has a person concealed bank accounts, credit accounts, merchant accounts, payment platforms, or financial channels connected to company activity?	☐ Yes ☐ No
241	Has a person diverted refunds, deposits, retainers, escrow funds, or advances owed to the company?	☐ Yes ☐ No
242	Has a person used company tax positions, deductions, losses, or credits for personal benefit without proper authorization?	☐ Yes ☐ No
243	Has a person shifted tax burdens to the company while keeping related benefits personally?	☐ Yes ☐ No
244	Has a person used company payroll, benefits, retirement plans, or insurance plans to benefit ineligible or favored individuals?	☐ Yes ☐ No
245	Has a person manipulated benefit eligibility, vesting, severance, or retirement terms for insider benefit?	☐ Yes ☐ No
246	Has a person caused the company to enter a noncompete, nonsolicit, confidentiality, or release agreement primarily to protect personal interests?	☐ Yes ☐ No
247	Has a person used restrictive agreements selectively to block competition from others while allowing their own outside activity?	☐ Yes ☐ No
248	Has a person interfered with another stakeholder's lawful ability to communicate with owners, directors, managers, auditors, attorneys, or regulators?	☐ Yes ☐ No
249	Has a person used company authority to isolate, silence, or discredit someone who could expose conflicts or misconduct?	☐ Yes ☐ No
250	Has a person knowingly placed personal gain, divided allegiance, concealed conflict, unfair control, or outside interest above the honest and faithful service owed to the company?	☐ Yes ☐ No